

CONSTITUTION OF THE AUSTRALIAN SCIENCE COMMUNICATORS INCORPORATED

AS ADOPTED 12 AUGUST 2003

AMENDED 30 May 2006, 13 November 2007, 26 February 2008,
13 December 2010, 30 November 2011, 27 November 2012,
29 November 2013

1.0 NAME

- 1.1 The name of the Association shall be the Australian Science Communicators Incorporated (ASC)

2.0 DEFINITIONS

In these rules, unless a contrary intention appears:-

- 2.1 "National Council " means the National Council of the Association
2.2 "Committee" means the Committee of a Branch of the Association
2.3 "financial year" means the year ending on 31 August
2.4 "member" means a member, however described, of the Association;
2.5 "secretary/treasurer" means the person or, where no such person holds that office, the public officer of the Association;
2.6 "the Act" means the Associations Incorporation Act 1991;
2.7 "the Executive" means the President, two Vice-Presidents, Secretary and Treasurer".
2.8 "the Regulations" means the Associations Incorporation Regulations;
2.9 "Association" means AUSTRALIAN SCIENCE COMMUNICATORS INCORPORATED
2.10 "base membership fee for Corporate Members" means the fee paid by Corporate Members to cover one (1) to ten (10) nominated representatives, (clause added as part of amendment 27 November 2012)
2.11 "pro rata rate" means the base membership fee divided by ten (10) and applies only to Corporate Memberships. (clause added as part of amendment 27 November 2012)

3.0 OBJECTIVES

- 3.1 The Objectives of the Association are
3.1.1 To foster professional communication of science and technology, especially through high standards in the crafts of journalism and other forms of communication;
3.1.2 To promote national awareness and understanding of science and technology.
3.1.3 To encourage discussion and debate of ethical, policy, economic and social issues related to science and technology
3.1.4 To provide opportunities for meetings between science and technology communication professionals.

4.0 MEMBERSHIP

- 4.1 Membership of the Association shall consist of the following five categories; Ordinary, Corporate, Student, Honorary and Associate.
4.1.1 Ordinary Membership shall be open to any person who supports the Objectives of the Association.

- 4.1.1.1 Ordinary Members shall pay the standard Annual Membership Fee.
- 4.1.2 Corporate Membership shall be open to all statutory organisations, boards, corporations, public and private companies which support the Objectives of the Association
 - 4.1.2.1 Corporate Members are entitled to nominate representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings at the Ordinary Members' rate of entrance fee according to Clause 5.1.2, but subject to the operation of Clause 4.2.2. The National Council may set a maximum to the number of representatives a Corporate Member may nominate. (Amended 27 November 2012)
 - 4.1.2.2 The base membership fee for Corporate Members, for one (1) to ten (10) nominated representatives, shall be not less than 500% of the standard Annual Membership Fee. The fee for more than ten (10) nominated representatives shall be the pro rata rate multiplied by the total number of nominated representatives. The base membership fee for Corporate Members is determined by the National Council and may be changed once each year to come into effect at the annual membership renewal date or at the beginning of the ASC financial year.
 - 4.1.2.3 A Corporate Member may nominate additional representatives during their membership period. Once they have exceeded the ten (10) representatives allotted under the base membership fee they shall pay the pro rata rate for each additional representative, or they may take out additional Corporate Memberships.
- 4.1.3 Student Membership shall be open to open to any person who supports the Objectives of the Association, and who at the time of joining or renewal is a full time student.
 - 4.1.3.1 The membership fee for Student Members shall be at a rate of 40% of the standard Annual Membership Fee.
- 4.1.4 Honorary Membership may be extended to nominated members whose contribution to the Association is considered to be outstanding, by the Association at a General meeting or by the National Council subject to subsequent ratification by the Association at a General Meeting.
 - 4.1.4.1 Honorary Members shall be exempt from the requirement to pay the Annual Membership Fee.
- 4.1.5 Associate Membership shall be open to any person who supports the Objectives of the Association, and who at the time of joining or renewal has retired from or is on leave from full-time involvement in science communication or who is not an Australian resident.
 - 4.1.5.1 The membership fee for Associate Members shall be at a rate of 40% of the standard Annual Membership Fee.
- 4.2.1 Ordinary Members, Student Members, Honorary Members, Associate Members and all members of the National Council shall have full voting rights at all General Meetings.
- 4.2.2 Representatives of Corporate Members who are not members of the National Council may participate in debates on matters of business at any General Meeting and one representative (or their proxy) nominated by the Corporate Member shall be entitled to vote.

5. MEETINGS

5.1 GENERAL MEETINGS (Amended 13 December 2010)

- 5.1.1 General Meetings shall be called by the National Council or by the Committee of a Branch regularly throughout the year for the purpose of allowing members and the interested public to listen to invited speakers, and for other purposes, including the transacting of Association business.

- 5.1.2 The National Council or Committee shall discriminate in favour of members when charging admission to cover meeting costs.
- 5.1.3 A General Meeting may not transact any matter the details of which have not been circulated to all members at least fourteen (14) days in advance. No other business may be introduced at such a meeting unless it is directly linked to the matter under consideration or at the discretion of the chairman of the meeting;
- 5.1.4 A General Meeting shall be considered to have a quorum if one quarter of the current Ordinary Membership or twenty (20) Ordinary Members (whichever is the lesser), or their proxies are present at the meeting;
- 5.1.5 No business shall be transacted by a General Meeting unless a quorum is present. 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. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the Meeting, the Meeting shall be dissolved.
- 5.1.6 A General Meeting shall recognise the right of the proxy of an ordinary member, a student member or an honorary member to exercise the rights and perform all the duties at that meeting of the member who appointed them, provided that the appointment of the proxy has been notified in writing to the Secretary or President prior to the Meeting by the member appointed as proxy and that the notification bears the signature of the member who has appointed the proxy.
- 5.1.7 Matters of Association business at a General Meeting shall be resolved in the affirmative by a simple majority vote of eligible members or their proxies.
- 5.1.8 At any General Meeting, ordinary members and student members shall be entitled to vote if they have paid their membership fees for the financial year in which the vote is being taken.

5.2 ANNUAL GENERAL MEETINGS

- 5.2.1 An Annual General Meeting shall be called by the National Council and by the Committee of a Branch within four (4) months of the end of Financial Year of the Association.
- 5.2.2 An Annual General Meeting may not transact any matter the details of which have not been circulated to all members at least twenty-one (21) days in advance. No other business may be introduced at such a meeting unless it is directly linked to the matter under consideration or at the discretion of the Chair of the meeting.
- 5.2.3 The agenda of an Annual General Meeting shall include
 - 5.2.3.1 Confirmation of the Minutes of the previous Annual General Meeting.
 - 5.2.3.2 Tabling of reports, including financial reports, on the activities of the Association or the Branch during the previous financial year;
 - 5.2.3.3 Election of office bearers of the Association or the Branch as provided for by this Constitution.
- 5.2.4 In addition to the provisions of 5.2.3, the agenda of the National Annual General meeting shall include
 - 5.2.4.1 Tabling and consideration of the audited statement of accounts and the reports that are required to be submitted to members pursuant to Sub Section 73(1) of the Act.
 - 5.2.4.2 Determination of the standard Annual Membership Fee and Joining Fee to apply for the current Financial Year.
 - 5.2.4.3 Recommendation to the incoming National Council as to whether, and at what rate, a share of membership fees is to be returned to the Branches to support their activities.
 - 5.2.4.4 Determination the honoraria to apply for the Secretary and Treasurer up to

the value of \$1,000.00. The remuneration may be in cash or kind.

5.2.4.5 Consideration of any other business of which due notice has been given.

5.3 SPECIAL GENERAL MEETINGS

5.3.1 A Special General Meeting must be called by the National Executive or a Branch Committee following a requisition in writing by at least ten (10) Ordinary Members for such a meeting to take place to consider a specific matter of business. .

5.3.2 A Special General Meeting may not transact any matter the details of which have not been circulated to all members at least twenty-one (21) days in advance. No other business may be introduced at such a meeting unless it is directly linked to the matter under consideration or at the discretion of the Chair of the meeting.

5.4 BRANCHES

5.4.1 Members within a state or territory, or within a region within a state or territory, may, with the approval of the National Council, form a Branch of the Association, elect office bearers, maintain their own financial accounts and hold meetings.

5.4.2 Branches may have their own rules or constitutions, but wherever any discrepancy exists, the Constitution of the Association shall prevail. (amended 30 November 2011)

5.4.3 The quorum for any General Meeting of a Branch shall be 20% of the financial membership of the Branch as of the day of the meeting, or 20 members, whichever is the less, inclusive of proxies.

5.4.4 Each Branch shall, upon the election of its office bearers, inform the Secretary of their names and contact details.

5.4.5 For the purpose of the calculation of any sums covered by Clause 5.2.4.3, and for other purposes, all members of the Association shall be assigned to one Branch, and no member may belong to more than one Branch.

5.4.6 Each Branch which meets the requirements of Clause 6.1.6 shall be eligible to nominate one member of the National Council of the Association as its representative, chosen from among the members of the Branch.

5.4.7 The nomination of a Branch representative shall be endorsed annually by a General Meeting of the Branch.

5.4.8 Each Branch shall inform the President of the name of its representative prior to the holding of the first meeting of the National Council following the National Annual Meeting.

5.5 CONFIRMATION OF MINUTES

5.5.1 The Minutes of all meetings shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

6. MANAGEMENT

6.1 THE NATIONAL COUNCIL

6.1.1 The management of the affairs of the Association between successive National Annual General Meetings shall be invested in the National Council.

6.1.2 The National Council shall consist of the President, Immediate Past President (for a period of 12 months) and representatives of such Branches as meet the requirements of Clause 6.1.6, together with up to three additional members as provided for in Clause 6.1.8.

6.1.3 The President shall be elected each year at the National Annual General Meeting, and shall hold office from the conclusion of that meeting until the conclusion of the National Annual General Meeting in the following year.

- 6.1.4 Nominations for the position of President shall be delivered to the Secretary in writing, signed by two ordinary or student members and accompanied by the written consent of the candidate, not less than one week before the date set for the National Annual General Meeting.
- 6.1.5 Voting for the position of President shall be by secret ballot and the candidate receiving the greatest number of votes shall be elected.
- 6.1.6 Each Branch with more than 10 financial members as of the date of the National Annual General Meeting shall be entitled to one representative on the National Council.
- 6.1.7 Should a casual vacancy occur in the representation of any Branch, the Branch shall nominate a replacement, with such nomination being confirmed by the Branch at its next General Meeting.
- 6.1.8 The National Council may co-opt up to three additional members.
- 6.1.9 The National Council may delegate to the National Executive such of its powers as it may from time to time determine. The National Executive should include a maximum of seven members only.

6.2 MEETINGS OF THE NATIONAL COUNCIL

- 6.2.1 The National Council shall meet not less than four times in a year.
- 6.2.2 The Secretary shall convene a meeting of the National Council whenever so requested by the President or by a majority of the members of the National Council in writing, but must give least four clear days notice in writing of such a meeting.
- 6.2.3 Fifty percent of the members of the National Committee shall constitute a quorum.
- 6.2.4 The National Council shall hold its first meeting within one month of the National Annual General Meeting.
- 6.2.5 At its first meeting, the National Council shall appoint an independent Auditor, and a Public Officer who may be the Secretary.

6.3 OFFICE BEARERS

- 6.3.1 At the first meeting of the National Council following the National Annual General Meeting, the National Council shall appoint persons from among its number to the following offices; two Vice Presidents, a Secretary and a Treasurer, together with such other offices and portfolios as the National Council shall from time to time determine as necessary for the efficient running of the Association.
- 6.3.2 The term of office of the holder of any position or portfolio on the National Council shall end at the conclusion of the next National Annual General Meeting.
- 6.3.3 Should a casual vacancy occur in any office, it shall be filled by the National Council from among its number.

6.4 THE NATIONAL EXECUTIVE

- 6.4.1 The President, two Vice Presidents, Secretary and Treasurer shall form the National Executive of the Association and shall be responsible for the management of the affairs of the Association between meetings of the National Council.
- 6.4.2 The National Executive shall meet not less than six times in a year.
- 6.4.3 The Secretary shall convene a meeting of the National Executive when so requested by the President, or by a majority of the members of the National Executive in writing, but must give at least two clear days notice of such meeting..
- 6.4.4 Fifty percent the members of the National Executive shall constitute a quorum.

- 6.4.5 The National Executive shall have the authority to do, but is not limited to doing, the following:
- (1) sponsor and promote national conferences, workshops, seminars and guest addresses on issues of national scientific and technological significance and topicality.
 - (2) assist in the development of courses and training in science awareness, communication and journalism at all levels.
 - (3) arrange professional workshops on science journalism and communication and its ethical practice
 - (4) sponsor and present awards for science journalism and communication.
 - (5) sponsor scholarships and/or overseas travel for talented individuals, or arrange sponsorship for them.
 - (6) arrange exchanges with overseas science and technology communication professionals.
 - (7) publish a journal.
 - (8) defray all expenses of all meetings.
 - (9) organise Association travel, and determine charges to cover their cost.

6.5 ROLES OF OFFICE BEARERS

- 6.5.1 The President shall, if present, preside at all meetings of the National Council and National Executive, and at all General Meetings called by the National Council and National Executive.
- 6.5.2 The Secretary shall keep Minutes of all meetings, including the names of those in attendance, of the National Council and National Executive, and of all General Meetings called by the National Council or National Executive, and shall make all such Minutes open for inspection by any member on request. .
- 6.5.3.1 The Treasurer shall keep the accounts of the Association, including full details of all receipts and expenditure associated with the activities of the Association, and shall make such accounts open for inspection by any member on request.
- 6.5.3.2 The Treasurer shall collect and receive all moneys due to the Association and make payments as authorised by the Association.

7.0 DISCIPLINING OF MEMBERS

- 7.1 Where the National Council is of the opinion that a member has persistently and wilfully acted in a manner prejudicial to the interests of the Association or has ~~s~~ persistently refused or neglected to comply with a provision of this Constitution, the Committee may act to discipline the member. (Amended 13 December 2010)
- 7.2 In taking disciplinary action against a member, the National Council may expel the member or suspend the member from such rights and privileges of membership of the Association as the Committee may determine for a specified period.

8.0 FINANCES

- 8.0.1 As a Not for Profit (NFP) organisation the ASC must not distribute any surplus, income or assets directly or indirectly to its members while it is operating nor when it is wound up (unless the distribution is made to another NFP entity with a similar purpose). (Added 29 November 2013)
- 8.0.2 8.0.2 Clause 8.0.1 does not prevent the Association from paying a member
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
 - (c) an honorarium

if this is done in good faith on terms no more favourable than if the member was not a member. (Added 29 November 2013)

- 8.1 Membership Fees shall be payable within two (2) months of notice of the fees being due after which membership shall be deemed to have lapsed. To rejoin the Association, the person must pay the Joining Fee and Annual Membership Fee.
- 8.2 The funds of the Association shall be paid into a Bank Account in the name of the Association and shall only be with drawn by cheques signed by such persons as the National Council shall from time to time authorise.
- 8.2.1 All cheques above such limit as the National Council may from time to time determine shall be countersigned by the Treasurer.
- 8.3 Nothing in Clause 8.2 shall prevent the National Committee or National Executive from investing any moneys of the Association not immediately required for any of its objects or purposes, in such manner as it may from time to time determine.

9.0 COMMON SEAL

- 9.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 9.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatory of any two members of the Executive or one member of the Executive and a Secretary.

10.0 BOOKS OF THE ASSOCIATION

- 10.1 Subject to the Act, the Regulations and this Constitution, the Secretary shall keep in his or her control all records and other documents relating to the Association.
- 10.2 The records, books, and other documents of the Association shall be open to inspection free of charge by a member of the Association at any reasonable hour.

11.0 AFFILIATION

- 11.1 The Association shall be non-Party political and shall not be an industrial body.
- 11.2 Subject to the preceding Clause, the Association may, as determined at a general meeting, enter into such affiliations with other organisations as considered desirable.
- 11.3 Such affiliation shall not confer on affiliate members the right to speak or vote at General Meetings. Such a meeting may exclude any such affiliate members.

12.0 AMENDMENT OF CONSTITUTION

- 12.1 This Constitution may be amended only with the agreement of 75% of members present, including proxies, at the National Annual General Meeting or at a Special General Meeting called by the National Council for the purpose.

13.0 DISSOLUTION

- 13.1 The Association may not be wound up other than in accordance with the requirements of the Act.

HISTORY OF AMENDMENTS TO THE CONSTITUTION

Amendment of 30 May 2006

New additional clause (4.1.5):

- 4.1.5 Associate Membership shall be open to any person who supports the Objectives of the Association, and who at the time of joining or renewal has retired from or is on leave from full-time involvement in science communication or who is not an Australian resident.

- 4.1.2.1 Corporate Members are entitled to nominate up to ten (10) representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings at the Ordinary Members' rate of entrance fee according to Clause 5.2.1, but subject to the operation of Clause 4.2.2.

Previous wording:

Corporate Members are entitled to nominate up to eight (8) representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings at the Ordinary Members' rate of entrance fee according to Clause 5.2.1, but subject to the operation of Clause 4.2.2.

Amendment of 13 November 2007

- 6.1.2 The National Council shall consist of the President, Immediate Past President (for a period of 12 months) and representatives of such Branches as meet the requirements of Clause 6.1.6, together with up to two additional members as provided for in Clause 6.1.8.

Previous wording:

The National Council shall consist of the President and representatives of such Branches as meet the requirements of Clause 6.1.6, together with up to two additional members as provided for in Clause 6.1.8.

- 6.1.9 The National Council may delegate to the National Executive such of its powers as it may from time to time determine. The National Executive should include a maximum of seven members only.

Previous wording:

The National Council may delegate to the National Executive such of its powers as it may from time to time determine.

Amendment of 26 February 2008

- 6.1.2 The National Council shall consist of the President, Immediate Past President (for a period of 12 months) and representatives of such Branches as meet the requirements of Clause 6.1.6, together with up to three additional members as provided for in Clause 6.1.8.

Previous wording:

The National Council shall consist of the President and representatives of such Branches as meet the requirements of Clause 6.1.6, together with up to two additional members as provided for in Clause 6.1.8.

6.1.8 The National Council may co-opt up to three additional members.

Previous wording:

The National Council may co-opt up to two additional members.

Amendments of 13 December 2010

4.1.2.2 The membership fee for Corporate Members shall be at the rate as determined by the National Council but not less than 500% of the standard Annual Membership Fee. The rate may be changed once each year to come into effect at the annual membership renewal date or at the beginning of the ASC financial year.

Previous wording:

The membership fee for Corporate Members shall be at a rate of 800% of the standard Annual Membership Fee.

4.2.2 Representatives of Corporate Members who are not members of the National Council may participate in debates on matters of business at any General Meeting and one representative (or their proxy) nominated by the Corporate Member shall be entitled to vote.

Previous wording:

Representatives of Corporate Members who are not members of the National Council may participate in debates on matters of business at any General Meeting, but shall not be entitled to vote.

(to correct a typographical error)

4.1.2.1 Corporate Members are entitled to nominate up to ten (10) representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings at the Ordinary Members' rate of entrance fee according to Clause 5.1.2, but subject to the operation of Clause 4.2.2.

Previous wording:

Corporate Members are entitled to nominate up to ten (10) representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings at the Ordinary Members' rate of entrance fee according to Clause 5.2.1, but subject to the operation of Clause 4.2.2.

(to correct a typographical error)

5.1 GENERAL MEETINGS

Previous wording:

GENENERAL MEETINGS

(to correct a typographical error)

6.1.7 Should a casual vacancy occur in the representation of any Branch, the Branch shall nominate a replacement, with such nomination being confirmed by the Branch at its next General Meeting.

Previous wording:

Should a casual vacancy occur in the representational of any Branch, the Branch shall nominate a replacement, with such nomination being confirmed by the Branch at its next General Meeting.

(to correct a typographical error)

- 7.1 Where the National Council is of the opinion that a member has persistently and wilfully acted in a manner prejudicial to the interests of the Association or has persistently refused or neglected to comply with a provision of this Constitution, the Committee may act to discipline the member.

Previous wording:

Where the National Council is of the opinion that a member has persistently and wilfully acted in a manner prejudicial to the interests of the Association or has s persistently refused or neglected to comply with a provision of this Constitution, the Committee may act to discipline the member.

Amendment of 30 November 2011

- 5.4.2 Branches may have their own rules or constitutions, but wherever any discrepancy exists, the Constitution of the Association shall prevail.

Previous wording:

Branches may have their own constitutions, but wherever any discrepancy exists, the Constitution of the Association shall prevail.

Amendment of 27 November 2012

New additional clauses (2.10, 2.11):

- 2.10 "base membership fee for Corporate Members" means the fee paid by Corporate Members to cover one (1) to ten (10) nominated representatives, (added text as part of amendment 27 November 2012)

- 2.11 "pro rata rate" means the base membership fee divided by ten (10) and applies only to Corporate Memberships. (added text as part of amendment 27 November 2012)

- 4.1.2.1 Corporate Members are entitled to nominate representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings at the Ordinary Members' rate of entrance fee according to Clause 5.1.2, but subject to the operation of Clause 4.2.2. The National Council may set a maximum to the number of representatives a Corporate Member may nominate.

- 4.1.2.2 The base membership fee for Corporate Members, for one (1) to ten (10) nominated representatives, shall be not less than 500% of the standard Annual Membership Fee. The fee for more than ten (10) nominated representatives shall be the pro rata rate multiplied by the total number of nominated representatives. The base membership fee for Corporate Members is determined by the National Council and may be changed once each year to come into effect at the annual membership renewal date or at the beginning of the ASC financial year.

- 4.1.2.3 A Corporate Member may nominate additional representatives during their membership period. Once they have exceeded the ten (10) representatives allotted under the base membership fee they shall pay the pro rata rate for

each additional representative, or they may take out additional Corporate Memberships.

Previous wording:

- 4.1.2.1 Corporate Members are entitled to nominate up to ten (10) representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings at the Ordinary Members' rate of entrance fee according to Clause 5.1.2, but subject to the operation of Clause 4.2.2.
- 4.1.2.2 The membership fee for Corporate Members shall be at the rate as determined by the National Council but not less than 500% of the standard Annual Membership Fee. The rate may be changed once each year to come into effect at the annual membership renewal date or at the beginning of the ASC financial year.

Amendment of 29 November 2013

New additional clauses (8.0.1, 8.0.2):

- 8.0.1 As a Not for Profit (NFP) organisation the ASC must not distribute any surplus, income or assets directly or indirectly to its members while it is operating nor when it is wound up (unless the distribution is made to another NFP entity with a similar purpose). (Added 29 November 2013)
- 8.0.2 8.0.2 Clause 8.0.1 does not prevent the Association from paying a member
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
 - (c) an honorariumif this is done in good faith on terms no more favourable than if the member was not a member. (Added 29 November 2013)