

**Australian Science Communicators Incorporated  
Constitution**

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## Part 1.1 Preliminary

### 1 Name

The name of the association shall be Australian Science Communicators Incorporated (“ASC”).

### 2 Objectives

The Objectives of the Association are:

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

### 3 Definitions

In these rules:

**financial year** means the year ending on 31 August.

**member** means a member, however described, of the Association.

**ordinary committee member** means a member of the Committee who is not an office-bearer of the association as mentioned in section 14 (2).

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

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

### 3A 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.

## **Part 1.2 Membership**

### **4 Membership qualifications**

A person is qualified to be a member if that person—

- (a) has nominated for membership in accordance with section 5(1); and

### **5 Nomination for membership**

- (1) A nomination of a person for membership of the association must be made by completing the membership application form, and lodging it with the secretary of the association.
- (2) The secretary must, on approval of the membership application and payment by the nominee of the subscription fee mentioned in subsection (9) 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.

### **6 Membership entitlements not transferable**

A right, privilege or obligation that a person has because of being a member of the association—

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

### **7 Cessation of membership**

A person ceases to be a member of the association if the person—

- (b) resigns from membership of the association; or
- (c) fails to renew membership of the association, or
- (a) dies or, for a corporation, is wound up.

### **8 Resignation of membership**

- (1) A member may resign from membership of the association at any time by writing to the secretary.
- (2) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

### **9 Subscription fee**

- (1) The annual membership fee of the association is \$2 or, if any other amount has been determined by resolution of the committee, that other amount.

- (2) The annual membership fee is payable at anytime during the year.
- (3) The Committee may impose a joining fee of \$1 or, if any other amount has been determined by resolution of the committee, that other amount.

## **10 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.

## **11 Disciplining of members**

- (1) If the committee 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;
  - (c) expel the member from the association; or
  - (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.
- (2) A resolution of the committee under subsection (1) is of no effect unless the committee, 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 committee 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 committee and the grounds on which it is based; and
  - (b) stating that the member may address the committee 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 the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the committee mentioned in subsection (2), the committee must—
  - (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and

- (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).
- (5) If the committee confirms a resolution under subsection (4), the secretary must, within 7 days after that 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 committee 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).

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee 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 committee 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 Act, section 50, 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 committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the 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 Committee**

### **13 Powers of Committee**

The Committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—

- (a) manages the affairs of the association; and

- (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.

#### **14 Constitution and membership**

- (1) The Committee consists of the President, the Immediate Past President, and a representative of each branch with a minimum of ten members or, if any other number has been determined by resolution of the committee, that other amount.
- (2) Each member of the committee holds office, subject to these rules, for one year, until the conclusion of the annual general meeting subsequent to the member's election.
- (3) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting where committee members are elected.
- (4) The Committee once elected may invite three additional people to join the Committee. These additional members so appointed hold office, subject to these rules, until the conclusion of the next annual general meeting where committee members are elected.

#### **15 Election of committee members**

- (1) Nominations of candidates for election as President—
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate; and
  - (b) must be sent to the secretary of the association not less than 7 days before the date fixed for the election.
- (2) If no nomination is received to fill the position of President, nominations may be received at the annual general meeting.
- (3) If no further nominations are received, the position of President is taken to be vacant.
- (4) If only one nomination is received, the person nominated is taken to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of President must be conducted at the annual general meeting or in any other manner the scientific committee may direct.

## **16 Election of the office bearers**

- (1) The office-bearers of the association are –
  - (a) the president; and
  - (b) two vice-presidents; and
  - (c) the treasurer; and
  - (d) the secretary.
- (2) Once elected, the Committee will select from its members two vice-presidents, a treasurer and a secretary

## **17 President**

The President shall:

- (1) represent the interests of ASC in any way consistent with these rules and advantageous to ASC; and
- (2) preside at meetings of the Committee and the general membership.

## **18 Secretary**

The secretary shall:

- (1) keep record and minutes of—
  - (a) all elections and appointments of office-bearers and ordinary committee members; and
  - (b) the names of members present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (2) The secretary shall ensure that the 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.

## **19 Treasurer**

- (1) The treasurer of the association must—
  - (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and



- (b) 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.

## **20 Vacancies**

For these rules, a vacancy in the office of a member of the committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from office; or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 or section 63A; or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 24 months.

## **21 Removal of committee members**

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

## **22 Committee meetings and quorum**

- (1) The committee must meet not less than six times a year at the place and time and in a manner that the committee may decide.
- (2) Additional meetings of the committee may be called by any 2 members of the committee requesting such a meeting.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) 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 the committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Fifty per cent of the membership of the committee constitutes a quorum for the transaction of the business of a meeting of the committee.
- (6) No business may be transacted by the committee 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 committee—
  - (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 committee may be chosen by the members present to preside.

## **23 Delegation by the committee to subcommittee**

- (1) The committee may delegate, in writing, to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—
  - (a) this power of delegation; and
  - (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) 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.
- (3) The committee may, in writing, revoke wholly or in part any delegation under this section.

## **24 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.

- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (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.

## **Part 1.4      General meetings**

### **25      Annual general meetings—holding of**

- (1) The association must, at least once in each calendar year and within 4 months after the end of each financial year of the association, call an annual general meeting of its members.

### **26      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 and in the manner that the committee 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 committee reports on the activities of the association during the last financial year; and
  - (c) to elect members of the committee; 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 and circulated to all members.
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

### **27      General meetings—calling of and notice**

- (1) The committee may, whenever it considers appropriate, call a general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 10 members or 10% of the total number of members, whichever is the greater, call a general meeting of the association.

- (3) A general meeting must be called and notice of the meeting provided to members in accordance with the Act.

## **28 General meetings—procedure and quorum**

- (1) No item of business may be transacted at a general meeting (including the annual general meeting) unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) One quarter of the total number of members entitled under these rules to vote at a general meeting, or twenty members including proxies (whichever is the lesser) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting will be dissolved or adjourned in accordance with the Act.

## **29 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 members present must elect one of their number to preside at the meeting.

## **30 Adjournment**

A general meeting may be adjourned with the consent of the majority of members present at the meeting. The adjourned meeting must be conducted in accordance with the Act.

## **31 Making of decisions**

- (1) A question arising at a general meeting of the association is to be decided on a show of hands.
- (2) At a general meeting of the association, 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.
- (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) in 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.

### **32 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 personally or by proxy but no member 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 or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.
- (5) The committee may choose to allow voting by other means (including electronic voting)

### **33 Appointment of proxies**

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 1 hour 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, or another form as determined by the committee.

## **Part 1.5 Miscellaneous**

### **34 By-laws**

- (1) The Committee shall have power to make by-laws not inconsistent with this constitution prescribing all matters necessary or convenient to be prescribed for the carrying out or giving effect to the provisions of the constitution.
- (2) The by-laws shall form a supplement to, but not a part of, this Constitution.
- (3) By-laws may be adopted, amended or deleted by a simple majority of the Committee or a general meeting.

### **35 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 committee 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.

### **36 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 Committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

### **37 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.

### **38 Common seal**

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signature of any member of the committee authorised by the committee.

### **39 Custody of books**

Subject to the Act, the regulation and these rules, the secretary or a nominee of the committee must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

#### **40 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 member of the association at any reasonable hour.

#### **41 Service of notice**

For these rules, the association may serve a notice on a member by sending it by post or other means as the Committee may decide to the member at the member's address shown in the register of members.

*Note* For how documents may be served, see the Legislation Act, pt 19.5.

#### **42 Surplus property**

- (1) At the inaugural general meeting of the association, the association must 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 the dissolution or winding up of the association.
- 2) An association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

**Appendix 1**

(see s 3 (1))

**Application for membership of Australian Science Communicators Incorporated**  
(incorporated under the *Associations Incorporation Act 1991*) I,

.....  
(full name of applicant)

of .....  
(address)

.....  
(occupation)

apply to become a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

.....  
(Signature of applicant)

Date .....



**Appendix 2**

(see s 30 (2))

**Form of appointment of proxy**

I, .....

(full name)

of .....

(address)

a member of **Australian Science Communicators** Incorporated

(name of incorporated association)

appoint

.....

(full name of proxy)

of .....

(address)

a member of that incorporated association, as my proxy to vote for me on my behalf 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 member appointing proxy)

Date .....

Note: A proxy vote may not be given to a person who is not a member of the association (\*To be inserted if desired.)

## By-laws of ASC

### By-law 1

Membership of the Association shall consist of the following five categories:

Ordinary

Corporate

Student

Honorary, and

Associate.

Ordinary Membership is open to any person who supports the Objectives of the Association. Ordinary Members shall pay the standard Annual Membership Fee.

Corporate Membership is open to all statutory organisations, boards, corporations, public and private companies which support the Objectives of the Association. Corporate Members are entitled to nominate representatives to enjoy the privileges of Ordinary Membership, including attendance at Meetings rates set by the Committee from time to time. The Committee may set a maximum to the number of representatives a Corporate Member may nominate.

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. A Corporate Member may nominate additional representatives during their membership period.

Student Membership is 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. The membership fee for Student Members shall be at a rate of 40% of the standard Annual Membership Fee.

Honorary Membership is extended to nominated members whose contribution to the Association is considered to be outstanding, by the Association at a General meeting or by

the Committee subject to subsequent ratification at a General Meeting. Honorary Members shall be exempt from the requirement to pay the Annual Membership Fee.

Associate Membership is 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. The membership fee for Associate Members shall be at a rate of 40% of the standard Annual Membership Fee.

### **By-law 2**

Ordinary Members, Student Members, Honorary Members, Associate Members, properly constituted proxy votes and all members of the National Council shall have full voting rights at all General Meetings.

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.

### **By-law 3**

The Membership fee will vary with the change in the annual inflation rate. The fee will be confirmed at the Annual General Meeting each year, and come into effect immediately..

### **By-law 4**

Members within a state or territory, or a region within a state or territory, may, with the approval of the Committee, form a Branch of the Association, elect office bearers, maintain their own financial accounts and hold meetings. Branches may have their own rules or constitutions, but wherever any discrepancy exists, the Constitution of the Association shall prevail.

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

No member may belong to more than one Branch.

Each Branch with a minimum membership of ten is eligible to nominate one person to join the Committee as its representative. The nomination of a Branch representative must be endorsed annually by a General Meeting of the Branch. Each Branch will 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. If a casual vacancy arises the Branch should elect a replacement.

#### **By-law 4**

A National Executive may be elected by the Committee, in accordance with section 23 of the Constitution. The powers of the National Executive will be set by the Committee.

#### **By-law 5**

At the first meeting the Committee will elect a public officer and an independent auditor

#### **By-law 6**

The Committee shall have the authority to do, but is not limited to doing, the following:

- sponsor and promote national conferences, workshops, seminars and guest addresses on issues of national scientific and technological significance and topicality.
- assist in the development of courses and training in science awareness, communication and journalism at all levels.
- arrange professional workshops on science journalism and communication and its ethical practice
- sponsor and present awards for science journalism and communication.
- sponsor scholarships and/or overseas travel for talented individuals, or arrange sponsorship for them
- arrange exchanges with overseas science and technology communication professionals.
- publish a journal
- defray all expenses of all meetings.
- organise Association travel, and determine charges to cover their costs

#### **By-law 7**

Each year, the Committee will return part of the membership fees to all viable branches.

The amount to be returned is ten per cent of the annual membership fees paid by members living in the region covered by the branch. A further ten per cent will be pooled, and all branches will be invited to submit proposals seeking funding to stage activities in their region.

A viable branch is defined as one with at least ten financial members

#### **By-law 8**

Amending the objects or the constitution can only be carried out by special resolution of the Association. This requires 21 days notice to all members and must be passed by a  $\frac{3}{4}$  majority.

#### **By-law 9**

The Committee shall be known as 'The National Council'