

CONSTITUTION OF THE AUSTRALIAN ASSOCIATION OF ANIMAL SCIENCES (INCORPORATED)

1 Name

The name of the incorporated association is the Australian Association of Animal Sciences Incorporated, referred to herein as 'the association'. The accepted acronym of the association is AAAS.

2 Definitions

- i. **'Council'** means the committee of management of the association
- ii. **'Councillors'** means the members of the Council
- iii. **'General meeting'** means a general meeting of members of the association convened in accordance with these rules
- iv. **'Member'** means a member of the association
- v. **'Month'** shall mean a calendar month
- vi. **'Special Resolution'** means a special resolution defined in the Act
- vii. **'the Act'** means the *Associations Incorporation Act 1985*
- viii. **'the Regulations'** means *Associations Incorporation Regulations 2008*
- ix. **'Animal Sciences'** encompasses the principles of biological, physical and social sciences to assist in the production, management and conservation of livestock, working and companion animals and wildlife. The animal sciences span terrestrial and aquatic species, with research conducted at different scales ranging from individual animals through to production systems, entire supply chains and global populations. Animal Science includes the advancement of knowledge of the living world and the translation and application of that knowledge into practice and policy for animal management and well-being.

3 Objects or purposes of the association

The objects of the association are:

- i. To promote the advancement and further interests of animal sciences in Australia.
- ii. To promote and encourage the interchange of ideas in the field of animal sciences throughout Australian and with overseas countries.
- iii. To encourage and reward advances in animal sciences in such a manner as may be desirable and as may from time to time be determined.

4 Powers of the association

The powers of the association are subject to section 25 of the Act and namely the power:

- i. To prepare, edit, print, publish, film, televise or otherwise record, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other educational or literary undertakings or films or records treating of or bearing upon any research or educational activity undertaken in the field of animal science and to disseminate the same by means of reading papers, delivery of lectures, giving of advice, or by publication thereof in newspapers or by radio, films and television or by any other means.
- ii. To make and enforce by-laws for the control and management of the association.
- iii. To aid, establish or support any body of similar aims and convey to any such body aided, established or supported such property of the association as the Council may think fit.

5 Membership

All persons interested in research, instruction or extension in the animal sciences or in the production of livestock or livestock products shall be eligible for membership.

5.1 Admission of members

Membership shall be obtained by application, which must include provision of the details of a referee who is active in the animal sciences in Australia and the payment of the first annual subscription. The Council shall determine successful applications.

5.2 Subscriptions

- i. The subscription fees for membership shall be such sum (if any) as determined by the Council.
- ii. The subscription fee shall be payable annually on 1 January or at a time that the Council determines.
- iii. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided that the Council may reinstate such person's membership on such terms that it thinks fit.

5.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association on or before 31 December of the then current year. Any resigning members shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 Register of members

A register of members must be kept and contain:

- i. The name and address of each member.
- ii. The email address of each member.
- iii. The phone number of each member.
- iv. The date on which each member was admitted to, or resigned from, the association.
- v. The date of and reason(s) for termination of membership (if applicable).

The AAAS register of members is not to be released to third parties.

5.5 Expulsion of a member

- i. Subject to giving a member an opportunity to be heard or to make a written submission, the Council may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- ii. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Council at which the matter will be determined.
- iii. The determination of the Council shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5 iv. below), cease to be a member 14 days after the Council has communicated its determination to the member.
- iv. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the Council has been communicated to the member.

- v. In the event of an appeal under 5.5 iv. above, the appellant's membership of the association shall not be terminated unless the determination of the Council to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

6 The Council

6.1 Powers and duties

- i. The affairs of the association shall be managed and controlled by a Council which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- ii. The Council has the management and control of the funds and other property of the association.
- iii. The Council shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- iv. The Council shall appoint a public officer as required by the Act.

6.2 Appointment

- i. The Council shall be comprised of a President, Vice President, Past President (being the previous President), Secretary, Treasurer and at least five committee members.
- ii. A Council member shall be a natural person.
- iii. The Council shall be elected biannually prior to 30 June and hold office for a two-year term.
- iv. Members seeking election to Council must be nominated by a member of the association at least 28 days prior to the election by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- v. Notice of all persons seeking election to the Council shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- vi. The Council may appoint a person to fill a casual vacancy, and such a council member shall hold office until the next annual general meeting of the association and shall be eligible for election to the council without nomination.

6.3 Proceedings of Council

- i. The Council shall meet together for the dispatch of business at least monthly.
- ii. Questions arising at any meeting of the Council shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- iii. A quorum for a meeting of the Council shall be one half of the members of the Council.
- iv. A member of the Council having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Council as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Council must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4 Disqualification of Council members

The office of a council member shall become vacant if a council member is:

- disqualified from being a committee member by the Act.
- expelled as a member under these rules.
- permanently incapacitated by ill health.
- absent without apology from more than four meetings in a financial year.
- no longer the duly appointed representative of a corporate member.

7 **The seal**

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Council, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by a Council member and countersigned by the Secretary by a second member of the Council.

8 **Meetings**

8.1 Annual general meetings

- i. The Council shall call an annual general meeting in accordance with the Act and these rules.
- ii. The order of the business at the meeting shall be:
 - the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - confirm the election of Council members every second year.
 - the appointment of auditors.
 - the consideration of the accounts and reports of the Council and the auditor's report.
 - any other business requiring consideration by the association in a general meeting.

8.2 Special general meeting

- i. The Council may call a special general meeting of the association at any time.
- ii. Upon a requisition in writing of not less than 5% of the total number of members of the association, the Council shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- iii. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- iv. If a special general meeting is not convened within one month, as required by 8.2 ii. above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.
- v. Twenty members are required for a quorum at a Special General Meeting and that at least 50% of active branches be represented in the quorum.

8.3 Notice of general meetings

- i. Subject to 8.3 ii., at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- ii. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- iii. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members.
- iv. Where a notice is sent by post:
 - the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- i. Twenty members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- ii. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- iii. Subject to 8.iv., the chairperson shall preside as chairperson at a general meeting of the association.
- iv. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- i. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- ii. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- iii. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- iv. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at general meetings

- i. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- ii. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- i. A special resolution as defined in the Act.
- ii. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9 Minutes

- i. Proper minutes of all proceedings of general meetings of the association and of meetings of the Council, shall be entered within one month after the relevant meeting in secure on-line storage maintained for the purpose.
- ii. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Council (as relevant) at a subsequent meeting.
- iii. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- iv. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10 Dispute resolution

- i. The dispute resolution procedure set out in this rule applies to disputes under these Rules between
 - a member and another member.
 - a member and the association.
- ii. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- iii. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11 Financial reporting

11.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4 Appointment of auditor

- i. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- ii. The auditor shall hold office until the next annual general meeting and is eligible for reappointment.
- iii. If an appointment is not made at an annual general meeting, the Council shall appoint an auditor for the current financial year.

12 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13 Rules

- i. These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- ii. The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- iii. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14 Winding up

The association may be wound up in the manner provided for in the Act.

15 Application of surplus assets

- i. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- ii. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.