

WESTERN AUSTRALIAN INSECT STUDY SOCIETY INCORPORATED

RULES

1. NAME

The name of the Society is: Western Australian Insect Study Society Incorporated.

2. DEFINITIONS

In these rules, unless the contrary intention appears, -

"Act" means the Associations Incorporation Act 1987;

"Committee" means the committee of management referred to in rule 9;

"Society" means the Western Australian Insect Study Society Incorporated;

"Special Resolution" has the meaning given by section 24 of the Act.

3. OBJECTS

The objects of the Society are to encourage the study of insects, particularly those native to Western Australia, for personal enjoyment and the advancement of knowledge.

4. PROPERTY AND INCOME

The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

5. MEMBERSHIP

(1) Membership of the Society is open to any person expressing an interest in insects.

(2) Two categories shall be available:

a) full membership and

b) family membership.

(3) A person who wishes to become a Full Member shall apply for membership in writing in such form as the Committee from time to time directs.

(4) A person who wishes to join as a Family Member shall be nominated for family membership

- a) by a Full Member with whom he/she resides
- b) in such form as the Committee from time to time directs.

(5) Family members shall not receive separate copies of Society newsletters and notices but otherwise will be accorded the same status and benefits as full members.

(6) Committee members shall consider each application/nomination made at the first available Committee meeting and shall accept or reject that application/nomination.

6. REGISTER OF MEMBERS

The Secretary shall on behalf of the Society keep and maintain a register of members in accordance with section 27 of the Act and shall keep that register at his/her place of residence or occupation.

7. SUBSCRIPTIONS

(1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each full member and family member.

(2) Each member shall pay his/her subscription to the Treasurer, annually on or before 1 January or such other date as the Committee from time to time determines.

(3) A member who fails to pay his/her subscription within three months after the relevant date determined under subrule (2) ceases to be a member unless the Committee decides otherwise.

8. EXPULSION OF MEMBERS

(1) If the Committee considers that a member should be expelled from membership of the Society because of his/her conduct detrimental to the interest of the Society, the Committee shall communicate, either orally or in writing, to the member-

- a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
- b) particulars of that conduct, not less than 30 days before the date of the Committee meeting.

(2) At the Committee meeting referred to under (1a), the Committee may, having afforded the person concerned a reasonable opportunity to make oral or written representation to the Committee, decide whether or not to expel that person from membership of the Society and shall forthwith communicate that decision in writing to that person.

(3) A person who is expelled from membership of the Society by the Committee may appeal against the expulsion by giving written notice to the Secretary within 14 days of being notified of the expulsion.

(4) When notice is given of an appeal against expulsion,

a) the person concerned will be afforded reasonable opportunity to make oral or written representation to the next available general meeting of the Society and a simple majority of members there present may decide to confirm or set aside the decision of the Committee to expel the member; and

b) the person concerned shall not cease to be a member unless and until the decision of the Committee to expel him/her is confirmed by the general meeting.

9. THE COMMITTEE OF MANAGEMENT

(1) The affairs of the Society shall be managed exclusively by a Committee of Management consisting of the President, Secretary, Treasurer and up to four other persons, all of whom shall be members of the Society.

(2) Members of the Committee shall be elected at an annual general meeting and shall serve until the following annual general meeting unless they resign from office, cease to be a member of the Society, or are expelled from the Committee.

(3) Nominations for Committee positions must be lodged in writing with the Secretary not less than 28 days prior to an annual general meeting.

(4) A member of the Society may

a) nominate himself/herself for election or re-election to the Committee or be nominated by another member and in the latter case must signify his/her willingness to stand for

election/re-election and

b) may vote for himself/herself.

(5) If no written nomination is received for a Committee position prior to an annual general meeting then nominations will be accepted at the meeting.

(6) The vote of a simple majority of members attending an annual general meeting and represented by proxy is required to elect a member to office.

(7) If a Committee position remains vacant at the close of an annual general meeting then the Committee may seek to fill that vacancy by invitation.

(8) The Secretary shall ensure that notice of all persons seeking election or re-election to membership of the Committee is given to all members of the Society prior to the annual general meeting.

10. CASUAL VACANCIES IN THE COMMITTEE

(1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member dies, resigns from the Committee or the Society, is convicted of an offence under the Act, is permanently incapacitated by mental or physical ill-health or is absent from more than three consecutive Committee meetings or three Committee meetings in twelve months of which he/she received notice without tendering an apology to the person presiding at each of those meetings.

(2) When a casual vacancy in the meaning of subrule (1) occurs

a) the committee may appoint a member to fill that vacancy; and

b) a member appointed under this subrule shall hold office until the commencement of the next following annual general meeting.

11. DUTIES OF OFFICERS

(1). The President shall preside at each general meeting and Committee meeting of the Society except that, when he/she is unable to do so, he/she shall, if it is practical to do so, nominate another

member of the Committee to preside at the meeting.

(2) If the President fails to or is unable to attend a general meeting or Committee meeting and to nominate a deputy, the members present may elect one of their number to preside at the meeting.

(3). The Secretary shall -

- a) co-ordinate the correspondence of the Society;
- b) keep full and correct minutes of the proceedings of the Committee and of the Society;
- c) comply on behalf of the Society with -
 - (i) section 27 of the Act in respect of the register of members of the Society,
 - (ii) section 28 of the Act in respect of the rules of the Society and
 - (iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Society;
- d) have custody of all books, documents, records and registers of the Society, including those referred to under (c), other than those required to be kept in the custody of the Treasurer and
- e) perform such other duties as are imposed by these rules on the Secretary.

(4) The Treasurer shall -

- a) be responsible for the receipt of all money paid to or received by the Society and for the issue of receipts for that money in the name of the Society;
- b) pay all money referred to in (a) into such account or accounts of the Society as the Committee may from time to time direct;
- c) make payments from the funds of the Society with the authority of a general meeting or of the Committee;
- d) comply on behalf of the Society with sections 25 and 26 of the Act in respect of the accounting records of the Society;
- e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- f) have custody of all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in (d) and (e); and
- g) perform such other duties as are imposed by these rules on the Treasurer.

12. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the dispatch of business not less than once every two months and the President may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his/her deliberative vote.
- (4) At a Committee meeting three Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

13. GENERAL MEETINGS

- (1) The Committee
 - a) shall determine from time to time, with the approval of a majority of members, the frequency, time and location of ordinary general meetings;
 - b) shall convene an annual general meeting in each calendar year;
 - c) may convene a special general meeting at any time;
 - d) shall, within 30 days of receiving a request in writing to do so from not less than 10 members, convene a special general meeting for the purpose specified in that request.
- (2) Subject to subrule (3), the Secretary shall give to all members not less than seven days notice of a general meeting.
- (3) The Secretary shall give to all members not less than twenty one days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

(4) A notice given under subrule (2) shall specify when and where the general meeting concerned is to be held and particulars of any business to be transacted at that meeting.

(5) The Secretary may give notice under subrule (2) or (3) by either serving it on a member personally or sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

(6) When a notice is sent by post under subrule (5), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

(7) At a general meeting, one quarter of the number of members in the Society present in person or by proxy constitutes a quorum.

(8) At a general meeting -

- a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands;
- b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act;
- c) the President may declare that a resolution has been passed on a show of hands unless during the meeting a poll is demanded in accordance with subrule (8d);
- d) a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.

(9) The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a meeting, adjourn that meeting from time to time and from place to place.

(10) At an annual general meeting, the order in which business is to be transacted is -

- a) first, the consideration of the accounts and reports of the Committee;
- b) second, the election of Committee members to replace outgoing Committee

members; and

c) third, any other business requiring consideration by the Society in a general meeting.

(11) The members making a request for a special general meeting shall state in that request the purpose for which the special general meeting concerned is required and shall sign that request.

(12) If a special general meeting is not convened within the relevant period of thirty days referred to under subrule (1d), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee.

(13) When a special general meeting is convened under subrule (12) -

a) the Committee shall ensure that the members convening the special meeting are supplied free of charge with particulars of all members; and

b) the Society shall pay the reasonable expenses of convening and holding the special general meeting.

14. MINUTES OF MEETINGS

(1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and entered within thirty days in a minute book kept for that purpose.

(2) The President shall ensure that the minutes taken of a general meeting or Committee meeting are checked and signed as correct by the chairman of that meeting.

15. VOTING RIGHTS OF MEMBERS

Each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

16. PROXIES OF MEMBERS

A member may appoint in writing another member to be his/her proxy and to attend and vote on his/her behalf at any general meeting.

17. CHANGES TO THE RULES

(1) The rules of the Society may be altered or rescinded or additional rules may be added only by special resolution.

(2) A proposal for a special resolution to change the Rules may be made by either -

a) the Committee; or

b) ten or more members of the Society who specify the proposed change or changes to the Rules in writing to the Committee.

(3) In all cases, the Secretary shall provide twenty eight days written notice to all members setting out the proposed change or changes.

18. COMMON SEAL

(1) The Society shall have a common seal on which its corporate name shall appear in legible characters.

(2) The common seal of the Society shall not be used without the authority of the Committee.

(3) The affixing of the common seal of the Society shall be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of the Society shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

19. INSPECTION OF SOCIETY DOCUMENTS

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Society.

20. DISSOLUTION

(1) A motion for the dissolution or winding up of the Society shall be decided by a special resolution.

(2) If, on the winding up of the Society, any assets of the Society remain after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of that winding up, those assets shall be distributed to another incorporated association having objects similar to those of the Society and that association shall be determined by resolution of the members.

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