

**Rules of
Geological Society of Australia Incorporated**
Adopted by the Members on *28th June 2016*

**An Incorporated Association Under
Associations Incorporations Act (1991) (ACT)**

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1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

The following definitions apply unless the context requires otherwise:

Act means the *Associations Incorporation Act 1991 (ACT)* or to any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it.

AGM means the annual general meeting of the Members of the Society in accordance with Rule 12.

Appointed Councillor means a person appointed to the position of Councillor to fill a vacancy, in accordance with Rule 10.12.

Associate Member means a person who is at least 18 years of age, who is not eligible to join as a Full Member, Joint Member, Retired Member, Tertiary Student Member, Teacher Member, or Graduate Member, who has a genuine interest in earth sciences, and who has applied for and been admitted as an Associate Member. Schools may also become Associate Members. Associate Members do not have the right to vote or be office bearers.

Branch means a group of Members of the Society defined by geographical location as determined by the Governing Council and includes the Hunter Valley Branch.

CEO means the Chief Executive Officer of the Society.

Code means the Code of Ethics and Professional Conduct approved in accordance with rule 10.1(c) and administered in accordance with rule 9.

Commencement Date means the date of the AGM following the general meeting at which the Special Resolution adopting these rules is passed.

Company Member means a company or organisation with activities or interests in the field of earth sciences that has applied for and been admitted as a Company Member.

Councillor means a person who is either a General Councillor, Divisional Councillor or Appointed Councillor and occupies a position on the Governing Council.

Division means a group of Members as determined by Governing Council based on geographical location of those Members. As at the date the rules were adopted, each of the following are:

- (a) Australian Capital Territory;
- (b) South Australia;
- (c) Western Australia;
- (d) New South Wales;
- (e) Queensland;
- (f) Northern Territory;
- (g) Victoria; and
- (h) Tasmania.

Divisional Councillor means a Member who is a member of a Division and who has been nominated by that Division as a Councillor to represent that Division on the Governing Council in accordance with Rule 10.5.

Executive Committee means the committee established by the Governing Council pursuant to Rule 11.

Financial Year means the twelve (12) month period ending 31 December or as otherwise determined

by the Governing Council.

Fellow means a Member who has been successfully nominated for election as a Fellow on the basis of their significant contribution to the earth sciences or related fields and elected by the Governing Council. The Governing Council may set guidelines for the nomination process. Following the adoption of these rules, Fellows of the Society may be included in the categories of Full Member, Joint Member, and Retired Member.

Full Member is a Member who is an individual who has applied for and been admitted to membership and who is a graduate of a university or other tertiary institution who has been awarded an academic qualification majoring in earth sciences and has been employed in any technical or scientific aspect of the earth sciences for a period of at least 3 years within the 10 years prior to applying to become a Full Member. Prior to adoption of these rules, a Full Member was termed a Member.

General Councillor means a Member elected by a Members' ballot to the position of Councillor in accordance with Rule 10.4.

Governing Council means the council of the Society established pursuant to Rule 10.

Graduate Member is a Member who is an individual who has applied for and been admitted to membership and who has obtained qualifications from a tertiary institution or university in earth sciences and has been a Member for less than 3 years.

Honorary Member means a Member of the Society who has been given honorary membership of the Society prior to the adoption of these rules, or by the Governing Council, in recognition of a distinguished career in earth sciences or for service to the Society. Following the adoption of these rules, the number of Honorary Members at any one time shall not exceed 35.

Immediate Past-President means at any time, the Member who was the elected President of the Governing Council immediately preceding the current elected President.

Joint Member means a Member who is eligible to be a Full Member in his or her own right and who is and remains a spouse (including de facto spouse including same sex partner) of an existing Full Member, and who has applied for and been accepted as a Joint Member.

Journal Editor means the editor of the Society Journal.

Life Member means a Member who paid for Life Membership prior to the adoption of these rules. This option will no longer be offered with the adoption of these rules. However, all previous Life memberships will be honoured until such time as they expire.

Member means a member, irrespective of category, of the Society.

Member Fees means the fees and charges determined by the Governing Council pursuant to Rule 5.

Objects means the objects of the Society pursuant to Rule 2.

Office-Bearer means each of the following:

- (a) President;
- (b) Treasurer; and
- (c) Secretary.

President means the Councillor who has been elected to the office of President of the Governing Council pursuant to Rule 10.8.

Public Officer means a person who has been appointed by the Governing Council to the office of Public Officer of the Society pursuant to Rule 10.9.

Register of Members means the register of all Members including: details of name and address; date

of joining; category of membership; and any other information relevant to the Member.

Retired Member is a Member of at least 10 years standing in professional practice in the earth sciences and who has retired from professional practice and has applied to change membership status to Retired Member.

Regulations means regulations issued under the Act.

School Student means a school student who has applied for and been admitted as a School Student Member and has a genuine interest in earth science on the basis of evidence from a primary or secondary teaching institution. School Student Members must be studying in Australia and do not have the right to vote or be Office Bearers.

Secretary means the Councillor who has been appointed or elected by the Governing Council to Secretary pursuant to Rule 10.10.

Society means the Geological Society of Australia Incorporated, including each of its Branches, Divisions and Specialist Groups.

Simple Majority means:

(a) in the case of a vote of Members, more than 50% in favour of the total number of votes cast by Members present in person or by proxy at a general meeting of the Society and entitled to vote on the resolution concerned; and

(b) in the case of votes of the Governing Council, more than 50% of the total number of votes cast by Councillors present at a meeting of the Governing Council and entitled to vote on the resolution concerned.

Society Journal means the journal published by the Society entitled "Australian Journal of Earth Sciences" or any other name as is determined by the Governing Council.

Special Resolution means a resolution passed as a special resolution in accordance with the Act.

Specialist Group means a group of Members having specialist interests in any one of the earth sciences and comprising groups as approved by the Governing Council from time to time. As at the date these rules were revised Specialist Groups were:

- (a) Association of Australasian Paleontologists;
- (b) Coal geology;
- (c) Earth science history;
- (d) Economic geology;
- (e) Education;
- (f) Environmental, engineering and hydrogeology;
- (g) Geochemistry, mineralogy and petrology;
- (h) Planetary geoscience;
- (i) Sedimentology;
- (j) Solid Earth geophysics;
- (k) Tectonics and structural geology; and
- (l) Volcanology.

Standing Committee means a committee of the Governing Council established by the Governing

Council pursuant to Rule 11.1. As at the date these rules were revised, the Standing Committees were:

- (a) Executive Committee;
- (b) Finance and Risk;
- (c) Geological Heritage;
- (d) National Awards and Fellowships;
- (e) Australian Stratigraphy Commission; and
- (f) Geotourism.

Teacher Member means a person who is teaching within the Primary, Intermediate or Secondary schooling system and has applied for and been admitted as a Teacher Member on the basis of their interest and experience in teaching in the field of earth and environmental science.

Tertiary Student Member means a Member who is enrolled in undergraduate studies in the earth sciences at a tertiary institution and who has applied for and been admitted to membership. Tertiary Student Members includes the Student Members at the adoption of these rules.

Treasurer means the Councillor who has been appointed or elected by the Governing Council to Treasurer of the Society pursuant to Rule 10.11.

1.2 Application of Legislation Act 2001 (ACT)

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

2. OBJECTS OF THE SOCIETY

2.1

The Objects of the Society are to:

- (a) promote, advance and support the earth sciences within the scientific and wider community;
- (b) sponsor financially and/or by any other means such national or international meetings, conferences, symposia, workshops and/or field trips and excursions and joint ventures of an educational or specialist knowledge advancement nature, organised solely or by the cooperation or assistance of the Society and/or other associations;
- (c) sponsor financially and/or by any other means such meetings, conferences, symposia, workshops and/or field trips and excursions organised by the Society, its Divisions, Branches and/or Specialist Groups and attended by its Members;
- (d) sponsor financially and/or by any other means the publication or contributions towards publication of such journals, specialist publications and/or other educational publications and/or products as is consistent with and in furtherance of the objects of the Society as a whole;
- (e) support and promote the study, practice and understanding of earth sciences within the formal education systems, the scientific community and the broader public; and
- (f) promoting and sustaining professional excellence and ethical standards of Members in their provision of earth sciences for the benefit of the community.

3. NAME OF SOCIETY

3.1

The Society shall be called the “Geological Society of Australia Incorporated”. The Society is incorporated under the *Act*.

4. MEMBERSHIP OF SOCIETY

4.1 Categories of Membership

Following the adoption of these rules, the membership of the Society shall consist of the following categories:

- (a) Associate Member;
- (b) Company Member;
- (c) Full Member;
- (d) Graduate Member;
- (e) Honorary Member;
- (f) Joint Member;
- (g) Life Member;
- (h) Retired Member;
- (i) School Student;
- (j) Teacher Member and
- (k) Tertiary Student Member.

4.2

Subject to these rules, the Governing Council may, at its discretion, approve to become a Full Member of the Society:

- (a) Any person who has been employed in any technical or scientific aspect of the earth sciences for a period of at least 3 years; or
- (b) Any person who has undertaken and published results of significant research in the earth sciences.

4.3 Application to become a Member

(a) A person wishing to become a Member must complete and submit an application for membership in the form prescribed by the Governing Council from time to time.

(b) Every application for membership must:

- (i) Be sponsored by two (2) existing Members, at least one of whom should be a Full Member, stating their knowledge of the applicant;
- (ii) In the event the applicant applies to become a participant of a Division, the application must be submitted to the relevant Division for consideration and approval by that Division; and
- (iii) The relevant Division must approve or reject the applicant as soon as practicable after receiving the application for membership and notify the CEO of that decision in writing.

(iv) If an application is submitted through the Governing Council the Governing Council may refer the application to a relevant Division or may itself approve or reject the application for membership.

(v) Any applicant for membership only becomes a Member when their name is entered in the Register of Members.

4.4 Change of Membership Category

(a) Upon information being provided by a Member to the CEO with supporting evidence for a change in the category of membership of a Member, the Public Officer will update that Member's category of membership.

4.5 Membership Entitlements not Transferable

(a) A right, privilege or obligation that a person has because of being a Member:

- (i) cannot be transferred or transmitted to another person; and
- (ii) terminates on the person ceasing to be a Member.

4.6 Cessation of Membership

(a) A person ceases to be a Member if the person:

- (i) dies or ceases to operate; or
- (ii) resigns from membership; or
- (iii) is expelled from the Society; or
- (iv) for any reason ceases to meet the eligibility requirements for membership or a particular category of membership and does not apply for a change of membership category when entitled to so; or
- (v) fails to renew membership and pay the applicable Member Fees.

4.7 Resignation of Membership

(a) A Member is entitled to resign from membership of the Society at any time by giving written notice to the CEO.

(b) If a person ceases to be a Member, the CEO must make an appropriate entry in the Register of Members recording the date the Member ceased to be a Member.

5. MEMBERSHIP FEES

5.1

The Governing Council shall determine the relevant Member Fees payable to become and/or remain a Member, and may notify the Members of any change in such Member Fees at any time.

5.2

Each Specialist Group may, with the written approval of the Governing Council (which shall not be unreasonably withheld), from time to time, determine any fees in addition to that of the Member Fees, that are payable by a Member to subscribe to that particular Specialist Group, and which must be paid by that Member (in addition to all Member Fees payable by that Member to the Society) to subscribe to and remain a subscriber of that Specialist Group.

5.3

The Governing Council will determine and may vary the applicable Member Fees or waiver payment of Member Fees for any particular Member (or Members as a whole) at the absolute discretion of the Governing Council.

5.4

The Governing Council shall determine each Financial Year of the Society a fixed proportion of Member Fees for any category of Member to be set aside out of such Member Fees received by the Society and appropriated for the benefit of any Division and for the exclusive use of such Division to further the Objects.

6. ESTABLISHMENT OF DIVISIONS, BRANCHES AND SPECIALIST GROUPS

6.1

The Governing Council may authorise the establishment of separate Divisions, Branches or Specialist Groups of the Society to enable Members of the Society to pursue particular interests of the Members within the Objects of the Society.

6.2

If, in the reasonable opinion of the Governing Council, the participants of a particular Division or Branch have not been active in the promotion of the Objects for a period of at least 15 months, the Governing Council may, by Simple Majority

resolution, dissolve the Division or Branch concerned and thereupon the participants of that Division or Branch may apply to subscribe to any other relevant Division or Branch.

6.3

If, in the reasonable opinion of the Governing Council, the participants of a particular Specialist Group have been inactive for a period of at least 15 months, the Governing Council may elect to investigate alternative arrangements in consultation with the relevant committee that will better serve Members of that Specialist Group. Alternative arrangements may include the possibility of mergers and dissolution.

6.4

Each Member of a Division, Branch or Specialist Group will have one (1) vote at a meeting of the relevant Division, Branch or Specialist Group of which he or she is a participant and will not have voting rights at any other Division, Branch or Specialist Group to which that Member is not a participant.

6.5

Any Member who is entitled to vote at any meeting of a Division, Branch or Specialist Group and who

is unable to attend the meeting, may vote by post, if so determined by the Committee of that Division, Branch or Specialist Group, or may nominate a Member of that Division, Branch or Specialist Group as his or her proxy.

6.6

If the votes on a question at a meeting of a Division, Branch or Specialist Group are equal, the person presiding as Chairperson at such meeting is entitled to exercise a casting vote in addition to their own deliberative vote.

7. MEMBER RIGHTS AND BENEFITS

7.1

Subject to Rule 1.1, Members shall have the following rights:

- (a) To stand for election to or be appointed to the Governing Council in accordance with these rules unless they are an Affiliate Member, a Company Member or representative of a Company Member, a School Student or an Associate Member,
- (b) To stand for election to or be appointed to the Committee of a Division, Branch and Specialist Group, of which they are a participant unless they are an Affiliate Member, a Company Member or representative of a Company Member, a School Student or an Associate Member; and
- (c) To vote at general meetings of the Society unless they are an Affiliate Member, a Company Member or representative of a Company Member, a School Student or an Associate Member.

7.2

Members shall have the following benefits:

- (a) Full Members and Honorary Members shall receive without any further payment, 1 copy of each issue of one of the Society's nominated journals of their choice (including the Society Journal) in addition to the Society's national newsletter ("The Australian Geologist");
- (b) Joint Members shall receive all benefits of Full Members except they shall receive electronic access to the Society's Journal and national newsletter. Retired Members, Associate Members, Tertiary Student Members, and Teacher Members will be provided internet access to the Society Journal online and may obtain hard copies of the Society Journal by paying additional charges as determined by the Governing Council from time to time;
- (c) Affiliates may receive publications from the Specialist Group, which they have joined, and may obtain hard copies of the Society Journal and national newsletter by paying additional charges as determined by the Governing Council from time to time.
- (d) Members shall be entitled to use post nominals denoting their category of membership as determined by the Governing Council from time to time.

8. MEMBER LIABILITIES

8.1

The liability of a Member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount (if any)

unpaid by the Member in relation to membership of the Society as required by Rule 5.

9. CONDITIONS OF MEMBERSHIP AND DISCIPLINE OF MEMBERS AND APPLICATION OF THE CODE OF ETHICS AND PROFESSIONAL CONDUCT

9.1

Becoming a Member of the Society signifies an agreement to fully comply with the Rules of the Society, and to not act in a manner that is prejudicial to the interests or Objects of the Society.

9.2 Allegations of breaches of the Code

(a) Commitment and adherence to the Code, as approved in accordance with rule 10.1(c) is vital to advancing the Objects.

(b) The Governing Council must take steps to inform Members of the Code, including the interpretation of the Code.

(c) The Governing Council must ensure that processes are in place to enforce the Code by responding to complaints that a Member may have acted contrary to the Code.

(d) The procedures for investigating allegations of behaviour in breach of the Code must:

(i) Apply the rules of natural justice;

(ii) Limit assessments to complaints that fall within the scope of these Rules;

(iii) Allow for an initial investigation and assessment of the complaint by a complaints committee of 3 including at least 2 peers who are allocated from a panel of suitably experienced Members who are appointed by the Governing Council, or as determined by the Governing Council;

(iv) The Complaints Committee may dismiss the complaint or pass it to the Ethics and Discipline Committee for consideration and determination of sanction if any.

(v) Members of the Ethics and Discipline Committee are appointed by the Governing Council for periods of up to 4 years and this committee shall comprise up to 8 suitably experienced Members and up to 2 individuals who need not be Members but who have relevant understanding of the law and up to 2 individuals who need not be Members but who are members of the community;

(vi) Any meeting of the Ethics and Discipline Committee that considers a complaint against a Member must involve at least 5 members of the committee, 1 of whom must have relevant understanding of the law and 1 of whom must be a member of the community;

(vii) If a meeting of the Ethics and Discipline Committee in considering a properly referred complaint finds that a Member has acted contrary to the Code, then the Governing Council, on the recommendation of the Ethics and Discipline Committee, may apply a range of sanctions provided by the Governing Council including cancelling the Member's membership;

(viii) The Governing Council must allow an appeal process for Members involved in any matter related to the Code that is considered by the Ethics and Discipline Committee;

(ix) Any sanction resulting from deliberations of the Ethics and Discipline Committee may only be implemented by the Governing Council after the expiry of the time limit for starting an appeals process, or after the determination of any appeal that has been lodged.

10. GOVERNING COUNCIL

10.1 Powers of Governing Council

The Governing Council, subject to the law, these rules, and to any Special Resolution passed by the Members in general meeting:

- (a) controls and manages the affairs of the Society; and
- (b) may exercise all functions that may be exercised by the Society other than those functions that are required by these rules or the law to be exercised only by the Society in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Governing Council to be necessary or desirable for the proper management of the affairs of the Society and in furtherance of the Objects provided that if the Governing Council develops any by-law, code or regulation that directly impinges on how a Member may enjoy or exercise a right as a Member under these Rules then the by-law, code or regulation does not come into force until it has been approved by an ordinary resolution at a general meeting of Members; and
- (d) may delegate any part of the powers referred to in Rules 10.1(a) to 10.1(c) inclusive.

10.2 Additional responsibilities of the Governing Council

(a) For the avoidance of doubt further to the powers and functions of the Governing Council pursuant to the Act and Rule 10.1, the Governing Council shall have the following responsibilities:

- (i) the overall strategic direction of the Society for the benefit of the Society as a whole;
- (ii) formulation of the policy framework to be applied in the conduct of the activities of the Society; and
- (iii) providing recommendations about initiatives aimed at enhancing the Society's Objects.

10.3 Constitution of the Governing Council

(a) The Governing Council is to consist of nine (9) Councillors elected by the membership or appointed by eligible Divisions as detailed in Rules 10.3(a)(i) and (ii). All members of the Governing Council must be domiciled in Australia. The membership of the Governing Council in accordance with these rules will be first declared at the AGM of the Society that follows the general meeting at which these rules are adopted, and thereafter at every second AGM. Members of the Council must be Members of the Society. The composition of the Council will be as follows:

- (i) 5 General Councillors determined by the voting Members by ballot will be declared at the following AGM in accordance with Rule 10.6; and
- (ii) 4 Divisional Councillors, each representing one Division from which the Divisional Councillor is nominated, with the order of representation of such Divisions on the Governing Council, being determined as in Rule 10.3(b).

(b) While there are 8 Divisions each Division will be represented on Council for 4 years in every 8 year cycle. The rotating order in which Divisions are to be represented for approval at the general meeting, at which these rules are approved, or as necessary at future general meetings when circumstances require the Governing Council to review the rotation order. If the number of Divisions changes then, subject to Rule 10.3(a)(ii), the subsequent rotating order in which Divisions are to be represented will be proposed by the Governing Council and approved at the next AGM.

10.4 Members Ballot for election of General Councillors on Governing Council

(a) At least 90 days prior to the date of an AGM at which the Governing Council is required to have declared positions of Councillors vacant in accordance with Rule 10.7, the Governing Council must advise Members and Divisions (General Nominations Advice) which General Councillors will be standing for re-election for a second two year term as well as any Councillors who are retiring after four years and standing down after two years; and provide the opportunity for nominations for election to the Governing Council. Nominations must be in writing, include a written summary of the Member's qualifications to serve as a General Councillor, and be supported, in writing, by two Full and/or Retired Members.

(b) Completed nominations must be received by the Secretary not later than 45 days before the AGM. Within 10 days of the close of the general nominations, the Governing Council must send through the Secretary to each Member ballot material containing the names, qualifications and summary of each of the general nominations and requesting the Member to cast a vote on each of the general nominations by numbering on the ballot paper the general nominations consecutively in order of preference in accordance with the instructions set out on the ballot paper. The ballot material will also include where applicable information about the names and qualifications of the Divisional Councillors being nominated for the Governing Council.

(c) To record a valid vote a Member must submit their completed ballot paper to the CEO or as otherwise specified in the ballot material so that the ballot paper is received no later than 5 business days prior to the date of the AGM at which the composition of the Governing Council is to be declared in accordance with Rule 10.6.

(d) The Governing Council may at its discretion allow online voting provided that if online voting is allowed then time-frames will be consistent with written ballots.

10.5 Nominations of Divisional Councillors on Governing Council

(a) At least 90 days prior to the date of an AGM at which the retirement of two Divisional Councillors is required in accordance with Rule 10.7(b)(ii), the Governing Council must request in writing ("**Divisional Nominations Request**") to the next two (2) eligible Divisions, as determined by the rotating order of Divisional representation on Council, to each nominate not more than one (1) eligible participant of that Division, who has accepted nomination as a Divisional Councillor of the Governing Council. Nominations should be approved by a Simple Majority of the Members at a Division meeting that is called by the Divisional Committee. More detail on the process may be provided in a *Procedures* document as determined by the Governing Council.

(b) Not later than 45 days prior to the date of the relevant AGM, each of the selected Divisions must submit to the Secretary the nomination for Divisional Councillor ("**Divisional Nominations**") and such Divisional Nominations must be accompanied with a written summary of the qualifications of the candidate nominated to be a Divisional Councillor. The Divisional Nominations will be advised to Members with the ballot papers and declared at the AGM in accordance with Rule 10.6.

10.6 Declaration of General Councillors and Divisional Councillors of Governing Council at the AGM

(a) The Members' ballot will determine those 5 Members to serve as General Councillors for the next 2 years, subject to declaration at the AGM. If insufficient general nominations are received to elect five General Councillors then Rule 10.12(b)(i) will apply once the new Governing Council takes office.

(i) If insufficient Divisional Nominations are received to fill all Divisional Councillor vacancies on the Governing Council, then once the appointed and elected Councillors have been declared at the AGM, and the new Governing Council takes office, then Rule 10.12(b)(ii) applies until the Council has four Divisional Councillors. A Member is not eligible to

simultaneously hold more than 1 position as Councillor on the Governing Council.

10.7 Terms of Office of Councillors on Governing Council

(a) Subject to Rules 10.12 and 10.13:

(i) a Member elected by a Members' ballot as a General Councillor and duly declared at the AGM:

(A) is elected to hold office as Councillor for a fixed term until the conclusion of the second following AGM; and

(B) has the right to re-nominate for re-election to serve as a Councillor for a second consecutive fixed term until the conclusion of the second following AGM, being a maximum period of 4 years (where a year is conclusion of AGM to conclusion of AGM);

(C) must retire from the position of General Councillor after 4 consecutive years (conclusion of AGM to conclusion of AGM); and

(D) may not serve again as a General Councillor or as a Divisional Councillor before the second AGM following their retirement from the Governing Council.

(ii) If a General Councillor is appointed to Council in accord with Rule 10.12(b)(i) during a 2 year term, that person is eligible to nominate for re-election and, if elected, to serve for a second and final term of 2 years before retiring at the conclusion of the relevant AGM.

(iii) A Division which is eligible to nominate a representative of that Division to serve as a Divisional Councillor for a term of 4 consecutive years, as determined by the agreed order of rotating Divisional representation on Council:

(A) is entitled to nominate and maintain one Divisional Councillor for that term; and where vacancies occur may nominate suitable replacements during that 4 year term to ensure continuing representation.

(b) At least 90 days prior to the date fixed for the second AGM following the Commencement Date:

(i) two (2) General Councillors, (to be determined by agreement between the relevant Councillors and if not by lot) ("**Retiring General Councillors**"), must declare their positions as General Councillors to become vacant at the conclusion of the AGM, and such Retiring General Councillors are precluded from serving on the Governing Council before the second AGM following their retirement;

(ii) two (2) Divisional Councillors, ("**Retiring Divisional Councillors**"), must also declare their positions as Divisional Councillors vacant at the conclusion of the AGM and the Divisions represented by such Retiring Divisional Councillors are precluded from being entitled to re-nominate a Divisional Councillor to a position on the Governing Council for 4 years.; and

(iii) the Governing Council must call for General Nominations in accordance with Rule 10.4 and Divisional Nominations in accordance with Rule 10.5 for the declaration of each of the vacant Councillor positions pursuant to Rule 10.6.

(c) At least 90 days prior to the date fixed for the fourth AGM following the Commencement Date, and at every second (2nd) AGM occurring thereafter:

(i) the Governing Council must determine that all General Councillors with 4 years service

must retire and declare their positions as Councillors vacant at the conclusion of the AGM in the election year and must issue General Nominations Requests in accordance with Rule 10.4; and

(ii) the Governing Council must issue Divisional Nominations Requests in accordance with Rule 10.5.

10.8 President

(a) Following the AGM in each election year, the Governing Council must, by Simple Majority, elect and appoint from amongst the Councillors a President of the Governing Council. Subject to re-election as a Councillor, or to reappointment by a Division, and subsequent election and appointment by the Councillors, a Councillor may serve up to 2 consecutive 2-year terms as President, but must retire after 4 consecutive years as a member of Council.

(b) The President will be the chairperson of the Governing Council and in the President's absence, or conflict of interest or unwillingness to act for whatever reason, the Councillors will appoint by Simple Majority a chairperson for all or part of that meeting. If the President later attends the meeting or is willing to resume the chair, then he or she must preside over the remainder of the meeting.

(c) The appointment of a person as the President will continue until the conclusion of the next election year AGM at which their two year term expires or the appointee:

(i) resigns from office; or

(ii) dies; or

(iii) is removed from office under Rule 10.13; or

(iv) becomes insolvent under administration within the meaning of the *Bankruptcy Act 1966* or the *Corporations Act 2001*; or

(v) suffers from mental or physical incapacity that precludes them executing the role; or

(vi) is disqualified from office under section 63 (1) of the Act; or

(vii) ceases to be a Member.

10.9 Public Officer

(a) The Society must have a Public Officer at all times who may, but need not be, a Member but who must be an individual aged at least 18 years.

(b) The Public Officer is to be appointed by a Simple Majority of the Governing Council on terms and conditions determined by the Governing Council and the appointment of such person will continue until the person:

(i) is removed from office by a Simple Majority of the Governing Council, subject to any applicable law or contract; or

(ii) resigns from office; or

(iii) dies; or

(iv) becomes bankrupt or personally insolvent; or

(v) suffers from mental or physical incapacity that precludes them executing the role; or

- (vi) has been convicted or released from imprisonment for an offence referred to in section 63 (1) of the Act within 5 years immediately before the person's appointment, or is convicted of such an offence after taking office as Public Officer; or
- (vii) is subject to a disqualification order under section 63A of the Act; or
- (viii) ceases to reside in the Australian Capital Territory.

10.10 Secretary of the Society

(a) Following the AGM in each election year the Governing Council must, by Simple Majority, elect and appoint from amongst the Councillors a Secretary of the Governing Council. Subject to re-election as a Councillor, or to reappointment by a Division, and subsequent election and appointment by the Councillors, a Councillor may serve up to 2 consecutive 2-year terms as Secretary, but must retire after 4 consecutive years as a member of Council.

(b) The Secretary is to be responsible for keeping minutes of:

- (i) all elections and appointments of Members of the Governing Council; and
- (ii) the names of members of the Governing Council present at a Governing Council meeting or a general meeting; and
- (iii) all proceedings at Governing Council meetings and general meetings.

(c) The appointment of a person as the Secretary will continue until the conclusion of the next election year AGM at which their two year term expires or the appointee:

- (i) is removed from office of Secretary by a simple majority of the Governing Council; or
- (ii) resigns from office; or
- (iii) dies; or
- (iv) is removed from office under Rule 10.13; or
- (v) becomes insolvent under administration within the meaning of the *Bankruptcy Act 1966* or the *Corporations Act 2001*; or
- (vi) suffers from mental or physical incapacity that precludes them executing the role; or
- (vii) is disqualified from office under section 63 (1) of the Act; or
- (viii) ceases to be a Member.

10.11 Treasurer of the Society

(a) Following the AGM in each election year the Governing Council must, by Simple Majority, elect and appoint from amongst the Councillors a Treasurer of the Governing Council. Subject to re-election as a Councillor, or to reappointment by a Division, and subsequent election and appointment by the Councillors, a Councillor may serve up to 2 consecutive 2-year terms as Treasurer, but must retire after 4 consecutive years as a member of Council.

(b) The Treasurer of the Society is to be responsible for:

- (i) the collection and receipt of all amounts owing to the Society and all payments authorised by the Society; and
- (ii) keeping correct accounts and books showing the financial affairs of the Society with full

details of all receipts and expenditure connected with the activities of the Society.

(iii) together with the Governing Council, compliance with the financial requirements under the law

(iv) together with the Governing Council, prudent management of the Society's financial assets.

(c) The appointment of a person as the Treasurer will continue until the conclusion of the next election year AGM at which their two year term expires or the appointee:

(i) is removed from office of Treasurer, by a Simple Majority of the Governing Council or

(ii) resigns from office; or

(iii) dies; or

(iv) is removed from office under Rule 10.13; or

(v) becomes an insolvent under administration within the meaning of the *Bankruptcy Act 1966* or the *Corporations Act 2001*; or

(vi) suffers from mental or physical incapacity that precludes them executing the role; or.

(vii) is disqualified from office under section 63 (1) of the Act; or

(viii) ceases to be a Member.

10.12 Vacancies of Councillors

(a) For these rules other than pursuant to Rule 10.7, a vacancy in the position of Councillor happens if the person:

(i) dies; or

(ii) resigns the office; or

(iii) is removed from office under Rule 10.13; or

(iv) becomes an insolvent under administration within the meaning of the *Bankruptcy Act 1966* or the *Corporations Act 2001*; or

(v) suffers from mental or physical incapacity that precludes them executing the role; or

(vi) is disqualified from office under section 63 (1) of the Act, or

(vii) is absent without the consent of the Governing Council for 2 or more consecutive meetings of the Governing Council; or.

(viii) ceases to be a Member: or

(ix) In the instance of a Divisional Councillor, ceases to represent the relevant Division.

(b) If there is a vacancy in the number of Councillors of the Governing Council, the Governing Council may appoint a Member to fill the vacancy as follows, provided that if the process has commenced for the next election or appointment process in an Election Year for scheduled vacancies on the Governing Council then the Governing Council may elect not to act:

(i) If the vacancy is for a General Councillor, then the Governing Council may offer the vacancy to that Member who received the highest number of votes in the immediately preceding Members' ballot of votes for a position of General Councillor and appoint, by

Simple Majority of the Governing Council, that Member with the highest number of votes who is willing and able to accept the appointment to fill such a vacancy. If such offer is not accepted the process may then be repeated in descending order of votes until a Member accepts. If no such Member can be appointed in this manner then the Governing Council may appoint by Simple Majority any Member who is offered the position and who is willing and able to accept such appointment.

(ii) If the vacancy is from a Divisional Councillor, then the Governing Council will request the Committee of the Division with the vacancy to nominate a Member from that same Division to be appointed to fill that vacancy.

(c) Any Member appointed to fill a vacancy on the Governing Council in accordance with Rule 10.12(b) (i) holds office as Councillor, subject to these rules, for the remainder of the term of appointment of the Councillor whom that Member replaced. If a General Councillor, the appointee is eligible to nominate for election for a further 2 year term at the next election year. If a Divisional Councillor, the appointee is eligible to be appointed to represent the Division until its 4 year term expires.

10.13 Removal of Office Bearers and Councillors

(a) The Society in general meeting may at any time by Simple Majority, subject to Section 50 of the Act, remove any Office Bearer or Councillor from the Governing Council.

10.14 Governing Council Meetings and Quorum

(a) The Governing Council must meet at least four (4) times per Financial Year of the Society and, unless agreed otherwise by a Simple Majority of the Governing Council, meetings must be held quarterly in each Financial Year, and at least one of these meetings must be held with the attendance of members of the Governing Council in person.

(b) Additional meetings of the Governing Council may be called by the President or any three (3) members of the Governing Council.

(c) Oral or written notice of a meeting of the Governing Council must be given by the Secretary to each member of the Governing Council at least 72 hours (or any other period that may be unanimously agreed on by the members of the Governing Council) before the time appointed for the holding of the meeting.

(d) Notice of a meeting given under Rule 10.14(c) 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 Governing Council members present at the meeting unanimously agree to treat as urgent business.

(e) Transaction of the business of a meeting of the Governing Council will require a quorum of two thirds of the membership of the Governing Council at the time of the meeting and the quorum is to be the next whole number when it is not a whole number.

(f) No business may be transacted by the Governing Council 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, unless determined otherwise by the Councillors present.

(g) 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.

(h) If the President is not present or has a conflict of interest or is unwilling to act for any reason at a meeting of the Governing Council, then the Councillors present will elect, by Simple Majority, a chairperson for all or part of that meeting. If the President later attends the meeting or is willing to resume the chair, then he or she must preside over the remainder of the meeting.

(i) All resolutions of the Governing Council are required to be passed with a Simple Majority and each member of the Governing Council has one (1) vote and if the number of votes cast in favour and against the resolution are equal then the chair of the meeting has a casting vote in addition to their own vote on the resolution concerned; and

(j) The planned contemporaneous linking together of members of the Governing Council by technologies, such as telephone or other electronic means, that are consented to by all members of the Governing Council and that allow reasonable interaction between all participating members of the Governing Council, constitutes a meeting of the Governing Council provided the number of members participating is sufficient to constitute a quorum.

(k) The Governing Council may pass a resolution without a meeting of the Governing Council if the members of the Governing Council entitled to vote on the resolution sign a document containing a statement of the resolution set out in the document. For this purpose signatures can be contained in more than 1 document and can include electronically transmitted signatures.

(i) A resolution under Rule 10.14(k) shall be deemed to have been passed if 1 week, or such other period as has been specified in the document accompanying the proposed resolution, has expired since the proposed resolution was circulated to the members of the Governing Council and a majority of members who have responded has signed a document containing a statement that they are in favour of the resolution set out in the document provided that the number of members in favour is sufficient for a quorum at a meeting of the Governing Council in accordance with Rule 10.14(e).

10.15 Journal Editor

The Society must have a Journal Editor at all times who is a Member. The Journal Editor may be invited to attend meetings of the Governing Council and Executive Committee and will be required to submit reports to the Governing Council.

(a) The Journal Editor is to be appointed by a Simple Majority of the Governing Council on terms and conditions determined by the Governing Council and the appointment of such person will continue until the term of appointment expires, or the person:

- (i) is removed from office by a Simple Majority of the Governing Council, subject to any applicable law or contract; or
- (ii) resigns from office; or
- (iii) dies; or
- (iv) becomes bankrupt or personally insolvent; or
- (v) suffers from mental or physical incapacity that precludes them executing the role.

11. DELEGATION BY GOVERNING COUNCIL TO COMMITTEES

11.1 Delegation to the Executive Committee and Standing Committees

(a) The Governing Council may, in writing, establish from time to time an Executive Committee and Standing Committees of the Governing Council, and delegate appropriate authority to each committee.

Whilst the Governing Council may also amend and, whenever appropriate, close such committees, it must do so for reasonable and appropriate reasons that are in the best interests of the Society. The Finance and Risk Committee must include the Treasurer and preferably have appointed to it Councillors who form a majority. Other Standing Committees may be constituted as appropriate with Members and may include members of the Governing Council. All Standing Committees of the Governing Council and other committees of the Society are to exercise the functions of the Governing Council that are specified in the written instrument, other than:

(i) this power of delegation; and

(ii) a function that is a function imposed on the Governing Council by the Act, by any other law, by these rules or by resolution of the Society in general meeting.

(b) The **Executive Committee** is to consist of the Office Bearers and the immediate past President. The Executive Committee is to be delegated with the authority to manage those affairs of the Society and exercise those functions as determined by the Governing Council from time to time. The President will act as the chairperson at all meetings of the Executive Committee and if not present or willing to act the members of the Executive Committee will elect a chairperson for that meeting or until the President is present or is willing to act;

11.2 Delegation to the Division, Branch and Specialist Group Committees

(a) Until resolved otherwise the Governing Council has also delegated the establishment of the following committees and the responsibility for managing and maintaining any funds allocated or appropriated to them under Rule 17.2:

(i) **Division Committee:** which is to consist of the Division Chairperson, Secretary, Treasurer and at least three (3) additional committee members. Members of Division committees are elected by the Members of the relevant Division at the AGM of the Division and all Members of the Division committees must retire from their office at the conclusion of the second AGM after they are elected. Retiring Committee Members are eligible for re-election.

(ii) **Specialist Group Committee:** which is to consist of at least three (3) committee members, including a Specialist Group Chairperson, Secretary, and Treasurer. Committee members should belong to the Specialist Group to which the committee relates. Members of the Specialist Group committee will be elected at the AGM of the Specialist Group and must retire from their office at the conclusion of the second AGM after they are elected, which AGM may be timed to link with successive Australian geological or earth science conventions. Outgoing Committee Members are eligible for re-election.

(iii) **Branch Committee:** which is to consist of the Branch Chairperson, Secretary, Treasurer and at least three (3) additional committee members of the relevant Branch and will administer the affairs of the Branch and the election and rotation of members of the committee as if the Branch were a Division Committee.

(b) Casual vacancies on any Division Committee, or Branch Committee may be filled by a ballot at any meeting of the relevant Division, or Branch, providing that vacancies have been advertised by listing on the Notice Paper at least one (1) month before the relevant meeting. Casual vacancies on any Specialist Group Committee may be filled by an interim appointment by the Specialist Group Committee, following a call to members of the Specialist Group for nominations, with formal appointment to follow at the next meeting of the Specialist Group. Specialist Groups may elect to hold postal and/or electronic ballots for election of committees and to fill casual vacancies when multiple expressions of interest are received.

- (c) A committee of the Governing Council will be entitled to exercise the powers that have been delegated to it by the Governing Council until such delegation has been revoked by the Governing Council in writing. Despite any delegation under this Rule 11, the Governing Council may, if the circumstances so require, continue to exercise any function delegated.
- (d) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this Rule 11, has the same force and effect as it would have if it had been done or suffered by the Governing Council.
- (e) The Governing Council may, if the circumstances so require, revoke wholly or in part any delegation under this Rule 11, in writing.
- (f) A committee may meet and adjourn as it considers appropriate, subject to the terms of reference provided by the Governing Council.

11.3 Delegated Functions of the CEO

- (a) Subject to specific instructions from the Governing Council, the CEO is responsible for the day to day functions and operations of the Society and reports to, and is answerable to, the Governing Council for those activities.

11.4 Voting and decisions of committees

- (a) Questions arising at a meeting of any committee appointed by the Governing Council are decided by a Simple Majority of members of the committee present at the relevant meeting.
- (b) Each member present at a meeting of a committee appointed by the Governing Council (including the person appointed chairperson at the meeting) is entitled to one (1) vote but, if the votes on any question are equal, the chairperson may exercise a casting vote in addition to the chairperson's deliberative vote.

12. GENERAL MEETINGS OF THE SOCIETY

12.1 Annual General Meetings—holding of

- (a) The Society must, at least once in each calendar year and within 5 months after the end of each Financial Year of the Society, call an AGM of its Members.
- (b) Rule 12.1(a) is subject to the laws governing the Society.

12.2 Annual General Meetings—calling of and business at

- (a) The AGM must, subject to these rules and the Act, be called on the date and at the place and time that the Governing Council considers appropriate.
- (b) In addition to any other business that may be transacted at an AGM, the business of an AGM is:
 - (i) to confirm the minutes of the last AGM and of any general meeting held since that AGM; and
 - (ii) to receive from the Governing Council reports on the activities of the Society during the immediately preceding Financial Year of the Society; and
 - (iii) as required in accordance with Rule 10.6 to declare the election of General Councillors and the appointment of Division Councillors of the Governing Council; and

- (iv) to receive and consider the statement of accounts and any reports that are required to be submitted to Members in accordance with the laws governing the Society.
- (c) An AGM must be specified as such in the notice calling it in accordance with Rule 12.4.
- (d) An AGM must be conducted in accordance with the provisions of this Rule 12.

12.3 General meetings—calling of

- (a) The Governing Council may, whenever it considers appropriate, call a general meeting of the Society in addition to the AGM.
- (b) The Governing Council must, on the requisition in writing of not less than 5% of the total number of voting Members, call a general meeting.
- (c) A requisition of Members for a General Meeting—
 - (i) must state the purpose or purposes of the meeting; and
 - (ii) must be signed by the Members making the requisition; and
 - (iii) must be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.
- (d) If the Governing Council fails to call a general meeting within 1 month after the date when a requisition of Members under Rule 12.3(b) for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may call the meeting to be held not later than 3 months after that date.
- (e) A general meeting called by a Member or Members mentioned in Rule 12.3(b) must be called as nearly as is practicable in the same way as general meetings are called by the Governing Council. If the general meeting is called under the circumstances of Rule 12.3(d), any requisitioning Member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred, but for the avoidance of any doubt will not include any travel or accommodation costs of the Members mentioned in Rule 12.3(b).

12.4 Notice

- (a) Except if the nature of the business proposed to be dealt with at a general Meeting requires a special resolution of the Society, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send by prepaid post to each Member at the Member's address appearing in the Register of Members or to the electronic address provided by the Member for the service of notices, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must send notice to each Member in the way provided in Rule 12.4(a) specifying, in addition to the matter required under that Rule, the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under Rule 12.2.
- (d) A Member desiring to bring an appropriate matter before a general meeting may give written notice of that business to the Secretary or CEO. If the Governing Council determines the matter is appropriate it must be included in the next notice calling a general meeting given after receipt of the notice from the Member.

12.5 General meetings—procedure and quorum

- (a) No item of business may be transacted at a general meeting of the Society unless a quorum of Members is present during the time the meeting is considering that item.
- (b) Twenty (20) Members present in person or by proxy (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting stands adjourned to the same day in the following week at the same time and place, unless another place is specified at the time of adjournment by the person in a position to preside at the meeting, or communicated by written notice of the Secretary to Members given before the day to which the meeting is adjourned. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the meeting is dissolved.

12.6 Chairperson

The President, or in the absence or unwillingness of the President, any other member of the Governing Council elected by the voting Members present, will be the chairperson at each general meeting of the Society. If no member of the Governing Council is present or is willing to act then the voting Members present in person must choose one of their number to chair the meeting.

12.7 Adjournment

- (a) The chairperson at a general meeting at which a quorum is present may, with the consent of a Simple Majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written notice of the adjourned meeting to each Member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Rules 12.7(a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

12.8 Making of decisions

- (a) A question arising at a general meeting of the Society is to be decided by a show of hands of the Members present in person, or if a poll is demanded before, or on the declaration of, the show of hands, then by a Simple Majority of the votes in favour of or against that resolution. On a poll, submitted votes are counted of Members present in person or by proxy.
- (b) At a general meeting of the Society, a poll may be demanded by the chairperson or by not less than 3 voting Members present in person or by proxy at the meeting.
- (c) If the poll is demanded at a general meeting, the poll must be taken:
 - (i) immediately, if the poll relates to the election of the person to chair the meeting or to the question of an adjournment; or
 - (ii) in any other case—in the way and at the time before the close of the meeting that the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

12.9 Voting

(a) Only the following Members have voting rights at general meetings of the Society:

- (i) Full Member;
- (ii) Retired Member;
- (iii) Joint Member;
- (iv) Honorary Member;
- (v) Tertiary Student Member;
- (vi) Graduate Member;
- (vii) Teacher Member; and
- (viii) Life Member.

12.10 Appointment of proxies

(a) Each voting Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 48 hours before the time set for the meeting for which the proxy is appointed.

12.11

A Member who is in default of any payments due to the Society, including annual membership fees, is not entitled to vote at any general meeting of the Society.

13. STANDING INSTRUCTIONS AND PROCEDURAL GUIDELINES

13.1

The Governing Council may determine by Simple Majority, standing instructions and procedural guidelines to govern the operations of the Office Bearers and all committees including the Executive Committee.

14. BUSINESS TRANSACTIONS

14.1

With the exception of delegations by the Governing Council to the Executive Committee, CEO, Office Bearers, Standing Committees, Divisions, Branches and Specialist Groups, all financial or other business transactions to be conducted on behalf of the Society must be approved by the Governing Council.

14.2

The Governing Council may delegate to the Divisions, Branches and Specialist Group committees the responsibility for managing and maintaining any funds allocated or appropriated to such Division, Branch or Specialist Group. However, these committees cannot enter into financial obligations or arrangements that may exceed either more than half (50%) of the net financial resources allocated to that Division, Branch or Specialist Group, or \$10,000, whichever is the larger amount, without first advising their intent to the Governing Council in writing, at least 10 business days before the expenditure is to be incurred. The Governing Council may, but not unreasonably, withhold the

delegated authority.

14.3

The income and property of the Society shall be applied solely to or towards the promotion of the Objects and no part of it shall be paid or transferred, directly or indirectly to other organisations, bodies or persons or by way of dividend, bonus or otherwise by way of pecuniary profit to the Members or former Members of the Society. Any payments to members of the Governing Council, Executive Committee, and other Members will be limited to repayment of out of pocket expenses.

15. FINANCIAL STATEMENTS

15.1

The Society must prepare and deal with such accounts as are required under the law. If required by the law, the Governing Council must cause the financial records of the Society to be audited in accordance with the law.

15.2

Where required, financial statements of the Society must, for the avoidance of any doubt, include any income, expenses, assets, liabilities, cash and other transactions undertaken by any Division, Specialist Group or Branch.

15.3

The Governing Council may request quarterly financial reporting, including bank statements and reconciliations of accounts, from the Divisions, Specialist Groups and Branches.

15.4

Within 30 days of the close of each Financial Year of the Society each Division, Specialist Group and Branch is required to submit to the Treasurer copies of any outstanding bank statements for that Financial Year together with bank statement reconciliations for that Financial Year.

15.5

To facilitate any annual audit and other administrative requirements from time to time, the Treasurer or the delegate of the Treasurer on behalf of the Governing Council is to have access to all of the Society bank accounts, including view-only access internet those managed by the Divisions, Specialist Groups and Branches. The view-only access for accounts managed by Divisions, Specialist Groups and Branches will preclude the Treasurer or their delegate from operating the accounts managed by the Divisions, Specialist Groups and Branches.

15.6

The Treasurer must assist the Public Officer to lodge any financial statements or other returns that the Public Officer is required by law to lodge. Copies of any audited financial statements are to be available to every Member and any other person entitled to receive the financial statements or as otherwise indicated under law. To the extent permitted by law, the copies may be electronic copies or copies available through the internet.

16. AUDITOR

16.1

When required, the Society must appoint in accordance with the law an auditor by Simple Majority at the Annual General Meeting.

16.2

The auditor cannot be a Member nor be involved in the preparation of the financial statements to be audited.

16.3

The auditor must not be a partner, employer or employee of a Member.

17. MISCELLANEOUS

17.1 Funds—source

(a) The funds of the Society must be derived from Membership Fees and annual subscriptions, donations and, subject to any resolution passed by the Society in general meeting and subject to the Act, section 114, any other sources that the Governing Council decides. All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank accounts.

(b) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

17.2 Funds—management

(a) The funds of the Society must only be used to further the objects of the Society.

(b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic transactions must be signed/approved (including for electronic approval) by two Members of the Governing Council or authorised employees of the Society, and in the case of Divisions, Branches and Specialist Groups, by two members of the relevant committee, which must include the treasurer of that committee. At all times, all funds or grants made available or allocated to any Division, Specialist Group or Branch by the Society together with any other income and other assets under the control of a Division, Specialist Group or Branch, remain the property of the Society to be applied in accordance with the Objects and the rules of the Society and not for any other purpose.

(c) Upon the dissolution of any Division, Specialist Group or Branch, the control of all assets, income and other property under the control of the Division, Specialist Group or Branch immediately passes to the Governing Council and the Members of each Division, Specialist Group or Branch concerned are required to ensure that all things necessary to effect the passing of that control, including execution of any documents, authorisations, bank mandates and directions to other authorities, are duly executed and completed to enable the Governing Council to apply such property for the Objects of the Society.

(d) At all other times a Division Committee, Specialist Group Committee or Branch Committee is responsible for the management and maintaining of any cash, assets or other property it holds in the name of the Society and such cash, assets or other property must be administered in accordance with these rules.

(e) Use of the remaining funds of the Society will be the responsibility of the Governing Council

provided that it does not enter into single obligations or commitments that exceed 25% of these remaining funds, without the consent of Members in a general meeting.

17.3 Alteration of objects and rules

(a) Neither the Objects of the Society nor these rules may be altered except in accordance with the Act.

17.4 Common seal

(a) The common seal of the Society must be kept in the custody of the Secretary.

(b) The common seal must not be attached to any instrument except by the delegated authority of the Governing Council and the attaching of the common seal can be attested by the signatures of the Secretary and one other Councillor

17.5 Custody of books

(a) Subject to the Act, the Regulations and these rules, the Public Officer must keep in his or her custody or under his or her control all records, books, and other documents relating to the Society as required by the law.

17.6 Inspection of books

(a) The Governing Council may determine whether and to what extent, and at what times and places and under what conditions, the minute books, financial records and other documents of the Society, or any of them, will be open to inspection by Members other than members of the Governing Council. Any such inspection will be free of charge and at a reasonable hour. No reasonable request will be denied.

17.7 Service of notice

(a) For these rules, the Society may serve a notice on a Member by sending it by post, email, or other electronic means to the Member at the Member's relevant postal or electronic address as recorded in the Register of Members.

17.8 Winding Up of Society

(a) In the event of a resolution by Members to wind up the Society, the Governing Council will ensure that the requirements of the Act are complied with.

18. SURPLUS ASSETS ON WINDING UP OR DISSOLUTION

(a) If any property remains following the winding up or dissolution of the Society after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another institution or body corporate that has:

- (i) objects which are similar to the Objects;
- (ii) a constitution which requires its income and property to be applied to promoting its objects;
- and
- (iii) a constitution which prohibits it from paying or distributing its income and property

amongst its members to an extent at least as stringent as imposed on the Society by Rule 14.3.

(b) The identity of the institution or body corporate is to be determined by the Members at or before the time of dissolution and failing such determination being made, by the Governing Council at or before the time of dissolution and failing such determination by application to the court for determination.

(c) If the Society is endorsed or duly authorised in any way as a deductible gift recipient in accordance with the Tax Act and the Society maintains accounts or a gift fund pursuant to such endorsement or authorisation, the Society must on the earlier of the winding up of such accounts or gift fund or of the Society having its deductible gift recipient endorsement or authorisation revoked transfer any surplus assets of those accounts or gift fund to another institution or body corporate in Australia that has:

(i) objects which are similar to the Objects;

(ii) a constitution which requires its income and property to be applied to promoting its objects;

(iii) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as stringent as imposed on the Society by Rule 14.3; and

(iv) which satisfies specific requirements of the Tax Act related to the management of a gift fund or of accounts used for the handling of deductible gift recipient funds.

(d) The identity of the institution or body corporate under Rule 18(d) is to be determined by the Members and failing such determination being made, by the Governing Council.

19. INDEMNITY

(a) To the extent permitted by law, the Society indemnifies Members against any liability incurred by them as members of the Governing Council, unless the liability arises out of conduct involving a breach of their duties.

(i) To the extent permitted by law, the Governing Council may arrange appropriate insurance in relation to the indemnity.