



# **The ENTOMOLOGICAL SOCIETY OF VICTORIA INC**

## **Constitution and Rules**

1 January 1989

(Amended October 1998)

(Amended and Reprinted March 2007  
to recognise movement of Annual General Meeting to April)

(Amended 31 March 2011)  
(Amended 20 August 2013 to be consistent with Associations Incorporation  
Reform Act 2012)

(Amended and Reprinted 19 April 2022)  
(Amended 19 April 2022 to introduce new Office Bearer roles and better align  
with the Associations Incorporation Reform Act 2012)

## **PART 1 – PRELIMINARY**

### **1. NAME**

The name of the Society shall be "The Entomological Society of Victoria Incorporated."

### **2. PURPOSES**

The purposes of the Society are:

- (a) To stimulate the scientific study and discussion of entomology in all its aspects.
- (b) To gather, preserve and disseminate knowledge of Australian species of insects.
- (c) To contribute to the compilation of a list of all known species of insects in Victoria.
- (d) To bring together in a social and scientific atmosphere all persons interested in entomology.
- (e) To support the protection and preservation of the insects of Australia.

### **3. FINANCIAL YEAR**

The financial year shall terminate on the 31st day of December each year.

## **PART 2 – POWERS OF ASSOCIATION**

### **4. POWERS OF ASSOCIATION**

(1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Society may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks

fit;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf;

(g) enter into any other contract it considers necessary or desirable.

(3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **5. NOT FOR PROFIT ORGANISATION**

(1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Society from paying a member:

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

(c) Any payments made under Subrule (2) must be approved by Council.

## **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **DIVISION 1 – MEMBERSHIP**

## **6. MINIMUM NUMBER OF MEMBERS**

The Society must have at least 5 members.

### **6A. WHO IS ELIGIBLE TO BE A MEMBER**

Any person who supports the purposes of the Society is eligible to apply for membership.

## 7. MEMBERSHIP

Membership shall consist of:

- (a) Ordinary Members
- (b) Country Members
- (c) Concession Members
- (d) Associate Members
- (e) Honorary Life Members
- (f) Institutional Members
- (g) Overseas Members
- (h) Electronic Members

and any person professing an interest in entomology and wishing to contribute towards the objects of the society may be admitted as a member.

(a) **ORDINARY MEMBERS** are persons who reside in Australia and are 18 years or over, paying an annual subscription to the Society.

(b) **COUNTRY MEMBERS** are ordinary members who reside more than 100 kilometres from the Melbourne G.P.O.

(c) **CONCESSION MEMBERS** are:

- (i) full time students who reside in Australia and are aged 18 years and over, paying an annual subscription to the Society; or
- (ii) persons who reside in Australia who hold a valid government issued concession or health care card, paying an annual subscription to the Society.

(d) **ASSOCIATE MEMBERS** are:

- (i) Any persons under the age of 18 years; or
- (ii) Any person who is the immediate family member of a person paying

an Ordinary Membership subscription to the Society, and who is resident at the same address as that person.

(iii) Associate member must not vote but in all other respects shall rank equally with Ordinary Members.

(iv) Associate members shall not be entitled to receive printed copies of the Society's publications. They can receive electronic copies.

(e) **HONORARY LIFE MEMBERS** are those persons, duly elected by the Society, who have rendered or are rendering distinguished service to the Society or to the cause of Entomology. These persons are to be entitled the same privileges as Ordinary Members, without subscribing an annual fee to the Society. Honorary Life Members shall be approved by the Council and elected by a two-thirds majority at an Annual or Ordinary meeting. The number of Honorary Life Members at any one time shall not exceed ten per centum of the total membership of the Society.

(f) **INSTITUTIONAL MEMBERS** are schools, foundations, government agencies, non-profit and for-profit organisations, and research organisations within Australia, paying an annual subscription to the Society.

(g) **OVERSEAS MEMBERS** are any persons regardless of age who reside outside of Australia, paying an annual subscription to the Society.

(h) **ELECTRONIC MEMBERS** are any persons paying an annual subscription to the Society, who receive an electronic copy of the "The Victorian Entomologist".

## **8. NOMINATION AND ELECTION OF MEMBERS**

(1) An application of a person for membership of the Society must be in writing in the form set out in Appendix 1 and lodged with the Secretary of the

## Society

- (2) As soon as practicable after the receipt of the application, the Secretary must refer the application to the Council, which must decide whether to approve or reject the application.
- (3) If the Council rejects an application, the Council must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (4) If the Council approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval and request payment within 28 days after the receipt of notification for the first year's annual subscription. Upon receipt of the annual subscription the Secretary must enter the applicant's name in the register of members.
- (5) An applicant for membership becomes a member and is entitled to exercise rights of membership when their name is entered on the register of members.

## **9. SUBSCRIPTIONS**

- (1) All subscriptions for members shall be fixed by the Council of the Society with the approval of a General Meeting.
- (2) All annual subscriptions become due on the same day each year that the member was originally accepted into the Society.
- (3) Annual subscriptions for new members become payable on election.

## **10. GENERAL RIGHTS OF MEMBERS**

- (1) A member of the Society who is entitled to vote has the right:
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and

- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Society as provided under rule 49; and
- (f) to inspect the register of members.

(2) A member is entitled to vote if the member's membership rights are not suspended for any reason.

(3) All members, other than Associate and Electronic Members, shall receive a printed copy of the Society's news bulletin, "The Victorian Entomologist".

(4) Electronic and Associate members shall receive an electronic copy of the Society's news bulletin, "The Victorian Entomologist". This can take the form of a PDF, or any other form the Council deems appropriate.

(5) Any members, other than Honorary Life Members, who are not financial, as described by rule 11.1(d), shall not receive a copy of the Society's news bulletin, "The Victorian Entomologist".

## **11. TERMINATION OF MEMBERSHIP**

(1) Membership of the Society shall be deemed to have terminated if:

- (a) a member dies.
- (b) a member is expelled from the Society.
- (c) a member tenders a written resignation to the Secretary.
- (d) a member becomes unfinancial by allowing their annual subscription to fall two calendar months in arrears.

(2) Any member whose membership is terminated must reapply for membership to the Society.

(3) The rights of a member are not transferable and end when membership ceases.

(4) If a person ceases to be a member of the Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## **12. REGISTER OF MEMBERS**

The Secretary must keep and maintain a register of members that includes:

- (1) for each current member:
  - (a) the member's name;
  - (b) the address for notice last given by the member;
  - (c) the date of becoming a member;
  - (d) if the member is an associate member, a note to that effect;
  - (e) any other information determined by the Council; and
- (2) for each former member, the date of ceasing to be a member.

## **DIVISION 2 – DISCIPLINARY ACTION**

### **13. GROUNDS FOR DISCIPLINARY ACTION**

- (1) The Society may take disciplinary action against a member in accordance with this Division if it is determined that the member:
  - (a) has failed to comply with these Rules; or
  - (b) refuses to support the purposes of the Society; or
  - (c) has engaged in conduct prejudicial to the Society.

### **13A. DISCIPLINARY SUBCOMMITTEE**

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee:
  - (a) may be Council members, members of the Society or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.



### **13B. NOTICE TO MEMBER**

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- (a) stating that the Society proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- (d) advising the member that he or she may do one or both of the following:
  - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 13D.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **13C. DECISION OF THE SUBCOMMITTEE**

(1) At the disciplinary meeting, the disciplinary subcommittee must:

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may:

- (a) take no further action against the member; or
- (b) subject to subrule (3):
  - (i) reprimand the member; or
  - (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member from the Society.

- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

### **13D. APPEAL RIGHTS**

- (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 13C may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must:
  - (a) specify the date, time and place of the meeting; and
  - (b) state:
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **13E. CONDUCT OF DISCIPLINARY APPEAL MEETING**

- (1) At a disciplinary appeal meeting:
  - (a) no business other than the question of the appeal may be

conducted; and

(b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **DIVISION 3—GRIEVANCE PROCEDURE**

### **14. APPLICATION**

(1) The grievance procedure set out in this Division applies to disputes under these Rules between:

(a) a member and another member

(b) a member and the Council

(c) a member and the Society

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **14A. PARTIES MUST ATTEMPT TO RESOLVE DISPUTE**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **14B. APPOINTMENT OF MEDIATOR**

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 14A, the parties must within 10 days:

- (a) notify the Council of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement
  - (i) if the dispute is between a member and another member—a person appointed by the Council; or
  - (ii) if the dispute is between a member and the Council or the Society—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Council may be a member or former member of the Society but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

## **14C. MEDIATION PROCESS**

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

#### **14D. FAILURE TO RESOLVE DISPUTE BY MEDIATION**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

#### **15. ANNUAL GENERAL MEETINGS**

(1) The Annual General Meeting shall be held in April of each year. A minimum of fourteen days notice of meetings is to be given to members by the Secretary, and dates to be listed in the news bulletins.

(2) The ordinary business of the annual general meeting is as follows:

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (b) to receive and consider the annual report of the Council on the activities of the Society during the preceding financial year; and the financial statements of the Society for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;
- (c) to elect the members of the Council;
- (d) to confirm or vary the amounts (if any) of the annual subscription;
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

(3) The minutes of each annual general meeting must include:

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 18; and
- (c) the financial statements submitted to the members in accordance with rule 15 (b)(ii); and
- (d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Society.

## **16. GENERAL MEETINGS**

- (1) An Ordinary General Meeting shall be held each second month, at such times as shall be deemed advisable by the Council.
  - (2) The procedure and agenda of meetings shall be determined by Council.
  - (3) At any meeting of the members, if the President or the two Vice Presidents are absent, or are unable to preside, the members present must choose one of their number to preside.
  - (4) The Secretary (or, in the case of a special general meeting convened under rule 17(3), the members convening the meeting) must give to each member of the Society:
    - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
    - (b) at least 14 days' notice of a general meeting in any other case.
  - (5) The notice must:
    - (a) specify the date, time and place of the meeting; and
    - (b) indicate the general nature of each item of business to be considered at the meeting; and
    - (c) if a special resolution is to be proposed—
      - (i) state in full the proposed resolution; and
      - (ii) state the intention to propose the resolution as a special resolution; and
    - (d) comply with rule 18(5).
  - (6) This rule does not apply to a disciplinary appeal meeting.
- Note: rule 13D(4) sets out the requirements for notice of a disciplinary appeal meeting.

## **16A. ADJOURNMENT OF GENERAL MEETING**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned:

- (a) if there is insufficient time to deal with the business at hand; or
- (b) to give the members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 16.

## **17. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS**

(1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.

(2) A request for a special general meeting must:

- (a) be in writing; and
- (b) state the business to be considered at the meeting and any resolutions to be proposed; and
- (c) include the names and signatures of the members requesting the meeting; and
- (d) be given to the Secretary.

(3) If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

(4) A special general meeting convened by members under subrule (3)—

- (a) must be held within 3 months after the date on which the original request was made; and
- (b) may only consider the business stated in that request

## **18. PROXIES**

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 16 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 24 hours before the commencement of the meeting.

## **18A. USE OF TECHNOLOGY**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if



the member votes at the meeting, is taken to have voted in person.

## **19. QUORUM AT GENERAL MEETINGS**

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 18) of 10% of the members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

(a) in the case of a meeting convened by, or at the request of, members under rule 17—the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 17.

(b) in any other case:

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

## **20. VOTING AT GENERAL MEETINGS**

(1) On any question arising at a general meeting:

(a) subject to subrule (3), each member who is entitled to vote has one vote; and

(b) members may vote personally or by proxy; and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 13E.

## **21. SPECIAL RESOLUTIONS**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove a Council member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Society.

## **22. MINUTES OF GENERAL MEETING**

(1) The Council must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 18(6); and
- (c) the financial statements submitted to the members in accordance with rule 15(2)(b); and

- (d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **23. ROLE AND POWERS**

- (1) The management of the Society shall be vested in the Council.
- (2) The Council may establish subcommittees consisting of members with terms of reference it considers appropriate.
- (3) The Council shall have the power to make By-Laws with respect to the "Victorian Entomologist", or any other matters consistent with the Objects of the Society. Such by-laws shall not be part of the rules of the Society to which Section 50 of the Associations Incorporation Reform Act 2012 applies.

## **24. COMPOSITION OF COUNCIL**

- (1) The Council shall consist of the President, two Vice Presidents, Immediate Past-President, Honorary Secretary, Honorary Treasurer, Editor, Outreach Officer, Events Officer, Publications Officer, Webmaster and up to eight other Councillors.
- (2) The Immediate Past-President shall be an ex officio member of the Council only until the next Annual General Meeting. That person is then eligible for election to any Council position.

## **24A. GENERAL DUTIES**

- (1) As soon as practicable after being elected or appointed to the Council, each Council member must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Council comply with these Rules.

- (3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council members must exercise their powers and discharge their duties:
  - (a) in good faith in the best interests of the Society; and
  - (b) for a proper purpose.
- (5) Council members and former Council members must not make improper use of:
  - (a) their position; or
  - (b) information acquired by virtue of holding their position:  
so as to gain an advantage for themselves or any other person or to cause detriment to the Society.

## **25. PRESIDENT AND VICE-PRESIDENT**

- (1) The **PRESIDENT** shall normally chair all General and Council Meetings.
- (2) A **VICE-PRESIDENT** shall deputise in the absence of the President.
- (3) If the President and the two Vice-Presidents are both absent, and are unable to preside, the Chairperson of the meeting must be:
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Council meeting—a Council member elected by the other Council members present.

## **26. SECRETARY**

The **SECRETARY** must:

- (1) Perform any duty or function required under the Act to be performed by the secretary of an incorporated association,
- (2) Keep records of the names and addresses of all members of the Society,
- (3) Make the necessary arrangements for meetings, and give due notice of all meetings,
- (4) Keep minutes of the resolutions and proceedings of all Society meetings

- (5) Transmit to the Editor any material for printing in the "Victorian Entomologist",
- (6) Notify members concerning their subscriptions,
- (7) Generally transact the routine business of the Society, and maintain files of the Society's correspondence and documents,
- (8) Keep custody of the common seal of the Society,
- (9) Give to the Registrar notice of their appointment within 14 days after the appointment.

## **27. TREASURER**

The **TREASURER** shall:

- (1) Collect and receive all monies on behalf of the Society and deposit these without any deduction whatsoever in a bank approved by the Council;
- (2) Maintain records of all financial transactions;
- (3) Keep a record of members indicating their current financial status;
- (4) Present a cash statement at each General and Council Meeting;
- (5) Make payments of all accounts approved for payment, such payment being made by cheque signed by either the Treasurer or the President;
- (6) Submit annual accounts in the required format at the annual general meeting.
- (7) The Treasurer must ensure that at least one other Council member has access to the accounts and financial records of the Society.

## **28. EDITOR**

The **EDITOR** shall:

- (1) Prepare and cause the "Victorian Entomologist" to be printed every second month of the year, prior to the General Meetings;
- (2) Ensure that the cost of production is kept within any limitations set by the Council;
- (3) Supply to the Treasurer prior to each Council Meeting a statement of

expenditure, together with the relevant receipts (if expenditure has occurred).

(4) Arrange for the distribution of the "Victorian Entomologist" to all members entitled to receive it;

(5) Co-opt Advisors with the approval of the Council;

(6) Together with the Advisors accept responsibility for content, format and costing of the Victorian Entomologist, with the obligation to refer controversial matters to Council.

## **28A. OUTREACH OFFICER**

The **OUTREACH OFFICER** shall:

(1) Maintain and grow the presence of the Society on social media channels, including (but not limited to) Facebook, Twitter and Instagram.

(2) Generate, edit and publish engaging original content to the Society's social media channels (e.g. original text, member observations, member videos & member news).

(3) Publish entomological news stories that may be of interest to members, to the Society's social media channels. These stories can be sourced from online news agencies, online scientific publications and other online channels.

(4) Respond to queries and questions from members and followers of the Society received via social media channels (e.g. via posts or direct messages).

## **28B. EVENTS OFFICER**

The **EVENTS OFFICER** shall:

(1) Develop a forward plan of events for members of the Society.

(2) Liase with other organisations where required, to determine suitable events for members.

(3) Present the forward plan of events to the Council of the Society for approval. Re-submit the plan for re-approval in the event that the plan

changes.

(4) Prepare promotional material for events (where required).

(5) Liaise with the Society's Outreach Officer, Secretary and Editor to promote approved events to society members.

(6) Provide input into and manage event budgets (where required).

## **28C. PUBLICATIONS OFFICER**

The **PUBLICATIONS OFFICER** shall:

(1) Arrange for printing (and re-printing where required) of Society publications, excluding the Victorian Entomologist.

(2) Arrange for storage for all printed publications stock owned by the Society.

(3) Package and distribute Society publications purchased by Society members or members of the public.

(4) Ensure that the cost of production is kept within any limitations set by the Council;

(5) Supply to the Treasurer prior to each Council Meeting a statement of expenditure, together with the relevant receipts (if expenditure has occurred).

## **28D. WEBMASTER**

The **WEBMASTER** shall:

(1) Support the Society's website.

(2) Refresh website content to ensure accuracy and timeliness of information and images.

(3) Respond to, investigate and resolve website issues that are reported.

(4) Monitor and analyse website site traffic.

(5) Provide reporting to the Council showing website traffic or any other data requested by the Council.

(6) Backup any website data (where required).

(7) Create, remove and manage access to Society's email addresses as required.

(8) Ensure the Society's website domain is registered and the subscription is current.

## **29. ELIGIBILITY**

A member is eligible to be elected or appointed as a Council member if the member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting

## **30. POSITIONS TO BE DECLARED VACANT**

At any annual general meeting of the Society, after the annual report and financial statements of the Society have been received, the Chairperson of the meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with rules 31 to 34.

## **31. NOMINATIONS**

(1) Nominations, in writing and signed by the proposer, seconder and nominee, must be in the hands of the (retiring) Secretary seven days prior to the Annual General Meeting.

(2) If there are insufficient written nominations, then nominations may be accepted at the Annual General Meeting.

## **32. ELECTION OF PRESIDENT ETC.**

(1) At the annual general meeting, separate elections must be held for each of the following positions:

- (a) President;
- (b) Two Vice-Presidents;
- (c) Secretary;
- (d) Treasurer;
- (e) Editor;



- (f) Outreach Officer;
- (g) Events Officer;
- (h) Publications Officer
- (i) Webmaster.

(2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

(3) If more than one member is nominated, a ballot must be held in accordance with rule 34.

(4) On their election, the new President may take over as Chairperson of the meeting.

### **33. ELECTION OF ORDINARY MEMBERS**

(1) Prior to the Annual General Meeting the Council must agree on the number of ordinary members of the Council (if any) it wishes to hold office for the next year.

(2) A single election may be held to fill all of those positions.

(3) If the number of members nominated for the position of ordinary Council member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 34.

### **34. BALLOT**

(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of their election.

- (4) The election must be by secret ballot.
- (5) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (6) If the ballot is for more than one position:
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (7) Ballot papers that do not comply with subrule (6)(b) are not to be counted.

### **35. TERM OF OFFICE**

The Council members shall be elected at the Annual General Meeting of the Society, and hold office until the next Annual General Meeting.

### **36. VACATION OF OFFICE**

- (1) Office bearers may be dismissed from office at a meeting called specially for the purpose, and for which twenty one days notice has been given, provided three fourths of the members voting pass the resolution.
- (2) Membership of the Council shall cease if a member:
  - (a) ceases to be a member of the Society,
  - (b) resigns office by written notice addressed to the Council,
  - (c) is expelled from the Society,
  - (d) is removed from office by special resolution,
  - (d) becomes bankrupt,
  - (e) dies,
  - (f) becomes a represented person under the Guardianship and Administration Act 1986 (for example, because they suffered an accident that caused a brain injury).

### **37. FILLING CASUAL VACANCIES**

- (1) If there are vacancies on the Council at the close of the Annual General Meeting, or for any other reason during the Society's year, then these vacancies may be filled by invitation by the Council.
- (2) The Council may continue to act despite any vacancy in its membership.

## **DIVISION 4 — MEETINGS OF COUNCIL**

### **38. MEETINGS OF COUNCIL**

- (1) The Council shall meet bi-monthly, or as often as may be practicable and desirable.
- (2) Special Council meetings may be convened by the President or by any 4 members of the Council.
- (3) The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- (4) The order of business may be determined by the members present at the meeting.
- (5) Prior to any Council meeting, the Secretary will prepare and distribute to all Council members an agenda for that meeting. This will constitute the “order of business” for that meeting.
- (6) Prior to any Council meeting, Council members can provide details to the Secretary of any item they would like to discuss at the Council meeting. The Secretary will include these items in the meeting agenda and distribute it as per rule 38(5).

### **39. NOTICE OF MEETINGS**

- (1) Notice of each Council meeting must be given to each Council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) If a special Council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.
- (6) In cases of urgency, a meeting can be held without notice being given provided that as much notice as practicable is given to each Council member by the quickest means practicable.

#### **40. USE OF TECHNOLOGY**

- (1) A Council member who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that Council member and the Council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Council member participating in a Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **41. QUORUM**

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a Council meeting is the presence (in person or as allowed under rule 40) of four members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting—
  - (a) in the case of a special meeting the meeting lapses;
  - (b) in any other case the meeting must be adjourned to a date no later than 14 days after the adjournment until the next scheduled Council meeting.

## **42. VOTING**

- (1) On any question arising at a Council meeting, each Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of Council members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.
- (6) If the Council is voting on any "financial matter" relating to the Society, a vote cannot take place unless:
  - (a) a quorum is present, and
  - (b) at least fifty percent of all Council members elected under rule 32 are present, and
  - (c) the Treasurer is present.
- (7) For voting purposes, a "financial matter" means any matter relating to the finances or property of the Society, including any legal matters that relate to its finances or property.

## **42A. CONFLICT OF INTEREST**

- (1) A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.
- (2) The member must not be present while the matter is being considered at any Council meeting and must not vote on the matter.
- (3) If the member votes on a matter being considered and their material personal interest is discovered after the vote, other Council members can call for a new vote on the matter being considered if the members vote had a material impact on outcome of the previous vote.

### **43. MINUTES OF MEETING**

- (1) The Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following:
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote.
  - (d) any material personal interest disclosed under rule 42A.

### **43A. LEAVE OF ABSENCE**

- (1) The Council may grant a Council member a leave of absence from Council meetings for any period agreed to by the Council by a vote according to rule 42.
- (2) The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Council member to seek the leave in advance.

### **44. SOURCE OF FUNDS**

The funds of the Society shall be derived from annual subscriptions, donations, and such other sources as the Council determines. The income and property of the Society shall be applied only in promotion of its objects.

### **45. FINANCIAL RECORDS**

- 1) The Society must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act'
- (2) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control:

- (a) the financial records for the current financial year; and
- (b) any other financial records as authorised by the Council.

#### **46. FINANCIAL STATEMENTS**

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (2) Without limiting subrule (1), those requirements include:
  - (a) the preparation of the financial statements;
  - (b) the certification of the financial statements by the Council;
  - (c) the submission of the financial statements to the annual general meeting of the Society;
  - (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

#### **46A. MANAGEMENT OF FUNDS**

- (1) The Society must open one (or more accounts if required) with a financial institution from which expenditure of the Society can be made and into which revenue from the Society can be deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Society, the Council may approve expenditure on behalf of the Society.
- (3) The Council may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Council members.
- (5) All funds of the Society must be deposited into a financial account of the Society no later than 5 working days after receipt.
- (6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded

at the time of the transaction.

#### **47. COMMON SEAL**

The Common seal of the Society shall be kept in safe custody by the secretary and shall not be affixed to any instrument except by the authority of the Council and the affixing of the seal shall be witnessed by the signatures of two members of the Council, one of which shall be the president, a vice president or the secretary.

#### **48. REGISTERED ADDRESS**

The registered address of the Society is:

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council has not determined an address to be the registered address—the postal address of the Secretary.

#### **49. INSPECTION OF BOOKS AND RECORDS**

- (1) Members shall have the right to inspect any books, documents and records of the Society on giving reasonable notice, subject to subrule (2).
- (2) The Council may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following:
  - (a) its membership records;



- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Society.

## **50. DISSOLUTION**

The Society shall not be dissolved or its name changed without the consent of three quarters of the members present at an extra-ordinary General Meeting of members, called for that purpose, and of which 21 days written notice has been given. If, on dissolution there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred at the sole discretion of the Council to one or more other incorporated societies, each of which has similar objects and prohibits the distribution of its income and property amongst its members.

## **51. ALTERATION OF THE RULES**

The constitution and rules (but not the By-Laws) shall not be altered, suspended or added to except by special resolution at an Annual General Meeting or at an extra-ordinary meeting called for such purpose by the Council, and then only when written notice of the amendment has been published to members:

- (a) in one issue of the news bulletin or supplement thereto, posted not less than 21 days prior to the meeting at which the proposed amendment is to be voted upon, or
- (b) by email sent not less than 21 days prior to the meeting at which the proposed amendment is to be voted upon.

Such resolution shall be passed only if not less than three fourths of the members present vote in favour of it.

## APPENDIX 1

### The ENTOMOLOGICAL SOCIETY OF VICTORIA Inc. MEMBERSHIP APPLICATION

#### APPLICANT:

Full Name .....

Address .....

..... Postcode.....

Phone ( ) ..... (not for publication)

Email: ..... (not for publication)

Interests .....

I hereby apply for ordinary/ country/ concession/ associate/ institutional/ overseas/ electronic membership of the Society and, if elected, agree to be bound by the provisions of the Constitution.

Signature ..... Date.....

#### MEMBERSHIP CATEGORIES:

**ORDINARY** Members are persons who reside in Australia and are over the age of 18 years, paying an annual subscription to the Society.

**COUNTRY** Members are ordinary members who reside more than 100 kilometres from the Melbourne G.P.O.

**CONCESSION** Members are (i) full time students who reside in Australia and are aged eighteen years and over, paying an annual subscription to the Society, or (ii) persons who reside in Australia who hold a valid government issued concession or health care card, paying an annual subscription to the Society.

**ASSOCIATE** Members are: (i) Any persons under the age of 18 years; or (ii) Any person who is the immediate family member of a person paying an Ordinary Membership subscription to the Society, and who is resident at the same address as that person. (iii) Associate member must not vote but in all other respects shall rank equally with Ordinary Members. (iv) Associate members shall not be entitled to receive printed copies of the Society's publications. They can receive electronic copies.

**INSTITUTIONAL** Members are schools, foundations, government agencies, non-profit and for-profit organisations and research organizations within Australia, paying an annual subscription to the Society.

**OVERSEAS** Members are any persons regardless of age who reside outside of Australia, paying an annual subscription to the Society.

**ELECTRONIC** Members are any persons paying an annual subscription to the Society, who receive an electronic copy of the "The Victorian Entomologist".