



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)

PART 1 – PRELIMINARY

1. NAME

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

2. PURPOSES

The purposes of the association 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 compile and maintain 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.

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

In addition to the powers and functions conferred upon an incorporated association by law, the Society may for the purpose of carrying out any of the objects, hold and dispose of real property, enter into contracts, receive and make gifts, act as trustee, borrow money, be a beneficiary and perform all such acts in the law as are required or incidental to such legal functions.

5 NOT FOR PROFIT ORGANISATION

No member shall receive any honorarium, dividend, or any financial or other benefit from the Society. other than as specific re-imbusement of expenditure incurred on behalf of the Society and approved by Council.

This condition shall not apply to an award (of goods or cash) made to a member under any general competition or scheme which is equally open to non-members

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

6 MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 members.

7. MEMBERSHIP Shall consist of:

- (a) Ordinary Members
- (b) Country Members
- (c) Student Members
- (d) Associate Members

(e) Honorary Life 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 over the age of eighteen years 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) STUDENT MEMBERS are persons under the age of eighteen years or who are bona fide full-time students of a school, college or university, paying an annual subscription to the Society,

(d) ASSOCIATE MEMBERSHIP is restricted to the immediate family of any person annually paying an Ordinary Membership subscription to the Society, and who are resident at the Same Address as that person. Such Associate Members shall not be entitled to receive the Society's publications, but in all other respects shall rank equally with Ordinary Members,

(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

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 his or her name is entered on the register of members.

9. SUBSCRIPTIONS

(1) All subscriptions for members or publications only shall be fixed by the Council of the Society with the approval of a General Meeting.

(2) All annual subscriptions become due on January 1st of each year, and shall be payable at or before the February General Meeting.

(3) Annual subscriptions for new members become payable on election.

10 GENERAL RIGHTS OF MEMBERS

(1) A member of the Association 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 Association as provided under rule 49

(2) All Honorary and financial Members, other than Associate Members, shall receive the Society's news bulletin, "The Victorian Entomologist".

11. TERMINATION OF MEMBERSHIP

(1) Membership of the Society shall be deemed to have terminated if any member tenders a written resignation to the Secretary, or if any member is not financial after ninety days from the date of the February meeting.

(2) Persons who are unfinancial for no more than two consecutive years may renew their membership by payment of all subscriptions which are in arrears.

(3) Re-nomination and re-election will be required of persons who resign and wish to re-join the Society.

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. TERMINATION OF MEMBERSHIP

(1) The Council may by resolution expel a member from the society where that member has refused or neglected to comply with these rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society.

(2) Such an expelled member shall be advised in writing by the secretary within 14 days of the passing of the resolution. The member against whom disciplinary action is taken may be called to present his/her case to the Council and if not satisfied with the decision of the Council may within one month demand the calling of an extraordinary general meeting to be held, within two months, giving 21 days written notice. If a

majority of the members voting in person or proxy at such meeting agree, the expulsion shall be effective.

Division 3—Grievance procedure

14. DISPUTES AND MEDIATION

(1) The grievance procedure set out in this rule applies to disputes under these Rules between a member and another member; or a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be a person chosen by agreement between the parties; or, in the absence of agreement:

(a) in the case of a dispute between a member and another member, a person appointed by the Council of the Association;

or

(b) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must give the parties to the mediation process every opportunity to be heard; and allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, 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 seven 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 Association during the preceding financial year; and the financial statements of the Association 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 Association.

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) A minimum of seven days notice of meetings is to be given to members by the Secretary, and dates to be listed in the news bulletins.

(3) The procedure and agenda of meetings shall be determined by Council.

(4) At any meeting of the members, if the President and the Vice President are absent, or are unable to preside, the members present must choose one of their number to preside.

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

At all meetings of the society, any member may appoint in writing another member as his/her proxy.

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, or by proxy) of 10% of the members entitled to vote.

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.

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 Association.

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.

PART 5—COUNCIL

Division 1—Powers of Council

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.

Division 2—Composition of Council and duties of members

24 COMPOSITION OF COUNCIL

(1) The Council shall consist of the President, Vice President, Immediate Past-President, Honorary Secretary, Honorary Treasurer, Editor, 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.

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 Vice-President are both absent, or 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 Council and General 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 Association,

(9) Give to the Registrar notice of his or her 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.

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;
- (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.

Division 3—Election of Council members and tenure of office

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 Association, after the annual report and financial statements of the Association 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) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Editor.

(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 his or her election, the new President may take over as Chairperson of the meeting.

33 ELECTION OF ORDINARY MEMBERS

(1) If the number of members nominated for the position of ordinary committee 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.

(2) 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 his or her 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 ceases to be a member of the Society, resigns office, is expelled or becomes bankrupt.

37 FILLING CASUAL VACANCIES

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.

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.

39 NOTICE OF MEETINGS

Notices of meetings may be sent

(a) by prepaid post to the address appearing in the register of members, or

(b) if the member requests, by electronic transmission.

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 the meeting must be adjourned 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.

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.

PART 6—FINANCIAL MATTERS

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 his or her custody, or under his or her 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 Association;
- (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

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 Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee 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.

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 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. 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/ student/ associate/ 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 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.

STUDENT Members are persons under the age of 18 years or who are bona fide full-time students of a school, college or university, paying an annual subscription to the Society.

ASSOCIATE Membership is restricted to the immediate family of any person annually paying an Ordinary Membership subscription to the Society, and who are resident at the same address. Such Associate Members are not entitled to receive the Society's publications, but in all other respects they rank equally with Ordinary Members.