

AUSTRALIAN CAPITAL TERRITORY
CONSTITUTION AND RULES
OF
THE AUSTRALIAN SOCIETY FOR MICROBIOLOGY INCORPORATED

1. NAME

The name for the Society shall be 'The Australian Society for Microbiology Incorporated' (Hereinafter called 'the Society')

2. FUNDS FOR SOCIETY'S OBJECTS

The income and property of the Society howsoever derived shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to any member of the Society PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member thereof or to a Branch in return for any service actually rendered to the Society nor prevent payment of interest at a rate not exceeding the maximum rate charged for the time being and from time to time on private overdraft accounts by Banks in Canberra in the said Territory on money lent or reasonable and proper rent for premises demised or let by any member of the Society.

3. THE ACT

This Constitution and these Rules shall be construed in accordance with the Act. Terms used herein shall have the same meaning as those in the Act and regulations (if any) unless the contrary intention appears.

4. OBJECTS

The objects for which the Society is established are:

- (i) To advance the science of microbiology.
- (ii) To foster education, research and any other means of advancing knowledge in any aspects of microbiology that the Society may think desirable.
- (iii) To institute and arrange lectures, seminars, symposia and demonstrations on pertinent subjects; and in general to provide a forum for the discussion and dissemination of information relevant to the pursuit of microbiology.

- (iv) To promote, establish and maintain suitable standing for and service by persons engaged in the practice of microbiology at a professional level.
- (v) To demonstrate publicly the contributions of microbiology to human welfare and to serve the public need for knowledge and expertise in all areas in which the science is relevant.
- (vi) To subscribe to or become a member of and co-operate with any national or international body whose objects are similar to those of the Society.
- (vii) To print or publish any periodicals, books or papers that the Society may think desirable for the promotion of its objectives.
- (viii) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law of the State of Victoria for the investment of trust funds.
- (ix) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Society. Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (x) To appoint, employ, remove or suspend such managers, clerks, secretaries, or other persons as may be necessary or convenient for the purposes of the Society.
- (xi) In furtherance of the objects of the Society to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Society.
- (xii) To borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt, liability contract guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property (both present and future), and to purchase, redeem or pay off any such securities .
- (xiii) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others.

- (ixx) To take any gift of property whether subject to any special trust or note for any one or more of the objects of the Society but subject to the proviso in paragraph (i) of this clause if the same be applicable.
- (xx) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise.
- (xxi) In furtherance of the objects of the Society to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Society by virtue of Clause 5 hereof.
- (xxii) In furtherance of the objects of the Society to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate.
- (xxiii) In furtherance of the objects of the Society to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate.
- (xxiv) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

5. STATEMENT OF PURPOSES

The Objects of the Society constitute in its entirety the Objects and Purposes of the Society as required pursuant to the Act.

6. MEMBERSHIP CLASSES

- 6.1 Membership of the Society shall consist of Honorary Life Members, Fellows, Members, Associates, Senior Associate Members, Student Members and Sustaining Members.
- 6.2 The professional class of membership shall be Fellow and Members. The acronyms authorised for use are FASM for a Fellow and MASM for a Member.
- 6.3 The non-professional class of membership shall be Associate, Senior Associate, Student and Sustaining Members. Acronyms shall not be used to indicate membership in these classes.

- 6.4 All members agree to abide by a Code of Ethics of the Council and recognize the Society's responsibility to consider breaches of this Code and to recommend appropriate responses.

7. HONORARY LIFE MEMBER

The Council may in its discretion elect a person as an Honorary Life Member who, in its opinion, has rendered distinguished service to the science of microbiology, to the Society, or to both.

Honorary status is the highest membership recognition given by the Society and carries with it all the rights and privileges of a Member and is exempt from paying annual subscription fees.

8. FELLOW

A Member may be elected to be a Fellow provided he has fulfilled the requirements for a Fellow as laid down from time to time by the Council. A Fellow shall retain all the rights and privileges of a Member.

9. MEMBER

Any person who:

- (i) has completed an academic qualification in microbiology at degree level or alternative qualifications acceptable to the Council; and
- (ii) has satisfactorily completed two years of postgraduate full-time employment as a practicing microbiologist; is eligible to apply to become a Member.

10. SENIOR ASSOCIATE MEMBER

Any person:

- (i) who has graduated with a diploma or equivalent in microbiology; and
- (ii) has at least five years or equivalent employment post-qualification; shall be eligible to apply to become a Senior Associate Member.

11. ASSOCIATE

Any person:

- (i) who is interested in the science of microbiology or the activities of the Society or both;

but

- (ii) who has not been granted membership of the Society by the Council; shall be eligible to apply to become an Associate.

12. STUDENT MEMBER

Any person:

- (i) pursuing a course of study; and
- (ii) not in full-time employment; and
- (iii) interested in the science of microbiology and/or the activities of the Society, is eligible to become a Student Member.

13. SUSTAINING MEMBER

Any person, company or organisation who or which, in the opinion of the Council, has demonstrated an interest in the aims and objects of the Society, shall be eligible to apply to become a Sustaining Member.

Any person, company or organisation admitted as a Sustaining Member shall enjoy the rights and privileges determined by the Council from time to time.

14. GENERAL PROVISIONS AS TO MEMBERSHIP

14.1 An application for membership as a Member or a Senior Associate Member of the Society shall be:

- (i) proposed by a Fellow or Member of the Society; and
- (ii) seconded by a Fellow or Member of the Society.

The proposer and seconder should personally know the applicant, but this requirement may be waived by the Council in its discretion from time to time.

14.2 An application for membership of the Society whether as a Member or otherwise shall be made in writing to the Secretary in the form determined by the Council and be accompanied by the fees prescribed as payable by the Council.

14.3 Once an applicant has been accepted as a member, the Society will notify the applicant. If fees remain unpaid by the newly admitted member for two

months after an issue of a notice by the Society to the member, the Council may in its discretion, revoke the applicant's acceptance for membership.

- 14.4 An Associate, Student or Sustaining member may receive notices of all general meetings of the Society and be heard, but shall not be entitled to vote nor eligible to hold office on the Council. This Clause shall prevail to the extent of any inconsistency in this Constitution.
- 14.5 When a Student member ceases to be eligible for Student membership respectively he automatically becomes an Associate of the Society and must pay the relevant fees.
- 14.6 All applications for membership received by the National Qualifications Committee must be reported to the Council within six months of their receipt or such other period as the Executive Committee determines.
- 14.7 The Council must not consider an application for membership until it has received a report from the National Qualifications Committee.
- 14.8 Following receipt of a report of the National Qualifications Committee the Council must either accept or reject the application. The Council shall not be required to give any reasons for its decision.
- 14.9 A right, privilege or obligation that a person has because of being a member of the Society cannot be transferred or transmitted to another person; and terminates on cessation of the person's membership.

15. FEES AND ANNUAL SUBSCRIPTIONS

- 15.1 All Members must pay the annual subscriptions determined as payable by the Council for their class of membership.
- 15.2 Council may in its discretion determine administration fees payable by each class of members.
- 15.3 All subscriptions are payable on or before 1 July each year.

16. CESSATION OF MEMBERSHIP

- 16.1 A person ceases to be a member of the Society if the person:
 - (i) dies or, for a corporation, is wound up; or
 - (ii) resigns from membership of the Society; or
 - (iii) is expelled from the Society; or

(iv) fails to renew membership of the Society.

16.2 If a member fails to pay the membership subscription within three (3) months of the due date for payment, the Council must serve Notice to the member to this effect and if payment is not then received within one (1) month therefrom, the membership shall at the Council's election be terminated. The Council may reinstate the member on terms acceptable to the Council.

17. DISCIPLINING OF MEMBERS

17.1 If the Council is of the opinion that a member:

- (i) has persistently refused or neglected to comply with a provision of the Code of Ethics; or
- (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Society;

the Council may, by resolution:

- (i) expel the member from the Society; or
- (ii) suspend the member from the rights and privileges of membership of the Society that the Council may decide for a specified period.

17.2 A resolution of the Council under subsection 18.1 is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection 18.3, confirms the resolution in accordance with this section.

17.3 If the Council passes a resolution under subsection 18.1, the Secretary must, as soon as practicable, serve a written notice on the member:

- (i) setting out the resolution of the Council and the grounds on which it is based; and
- (ii) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (iii) stating the date, place and time of that meeting; and informing the member that the member may do either or both of the following:
 - (a) attend and speak at that meeting;
 - (b) submit to the Council at or before the date of that meeting written representations relating to the resolution.

- 17.4 Subject to section 50 of the Act, at a meeting of the Council mentioned in subsection 18.2, the Council must:
- (i) give to the member mentioned in subsection 18.1 an opportunity to make oral representations; and
 - (ii) give due consideration to any written representations submitted to the Council by that member at or before the meeting; and
 - (iii) by resolution decide whether to confirm or to revoke the resolution of the Council made under subsection 18.1.
- 17.5 If the Council confirms a resolution under subsection 18.4, the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 18.1.
- 17.6 A resolution confirmed by the Council under subsection (18.4) does not take effect:
- (i) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (ii) if within that period the member exercises the right of appeal—unless and until the Society confirms the resolution in accordance with section 18.4.

18. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 18.1 A member may appeal to the Society in general meeting against a resolution of the Council that is confirmed under section 18.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 18.2 On receipt of a notice under subsection 19.1, the Secretary must notify the Council which must call a general meeting of the Society to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- 18.3 Subject to section 50 of the Act, at a general meeting of the Society called under subsection 19.1
- (i) no business other than the question of the appeal may be transacted; and
 - (ii) the Council and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

- (iii) the members present must vote by secret ballot on the question of whether the resolution made under section 18.4 should be confirmed or revoked.

18.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 18.4, that resolution is confirmed.

19. MEMBERS' LIABILITIES

19.1 The liability of a member to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society.

19.2 Upon a member ceasing to be a member he shall cease to be entitled to or have any interest in the property or assets of the Society but shall still be liable to pay to the Society all amounts due and owing to it at the date he ceases to be a member. Any such amount may be recovered by the Society from the former member in any Court of competent jurisdiction.

20. ANNUAL GENERAL MEETINGS

An Annual General Meeting of the Society shall be held in each calendar year at such time and place as is determined by the Council and within 5 months of the end of each financial year.

21. CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

21.1 The annual general meeting of the Society must, subject to the Act, be called on the date and at the place and time that the Council considers appropriate.

21.2 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:

- (i) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
- (ii) to receive from the Council reports on the activities of the Society during the last financial year; and
- (iii) to elect members of the Council, including office-bearers; and
- (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to members under section 73 (1) of the Act.

21.3 An annual general meeting must be specified as such in the notice calling it.

- 21.4 An annual general meeting must be conducted in accordance with the provisions of this part.
- 21.5 A special resolution may be passed at an annual general meeting provided that the Society has first complied with section 70 of the Act and section 24.2 of this constitution.

22. CALLING OF GENERAL MEETINGS

- 22.1 The Council may, whenever it considers appropriate, call a general meeting of the Society.
- 22.2 The Council must, on the requisition in writing of not less than twenty-five Voting Members, call a general meeting of the Society.
- 22.3 A requisition of Voting Members for a general meeting:
- (i) must state the purpose or purposes of the meeting; and
 - (ii) must be signed by the Voting 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 Voting Members making the requisition.
- 22.4 If the Council fails to call a general meeting within 1 month after the date when a requisition of Voting Members for the meeting is lodged with the Secretary, any 1 or more of the Voting Members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- 22.5 A general meeting called by Voting Members mentioned in subsection 23.4 must be called as nearly as is practicable in the same way as general meetings are called by the Council and any Voting Member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

23. NOTICE OF GENERAL MEETING

- 23.1 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 14 days before the date fixed for the holding of the general meeting, send a notice to all members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 23.2 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 notice to

each member specifying in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

23.3 No business other than that specified in the notice calling a general meeting may be transacted at the meeting when a Special resolution is proposed unless section 24 has first been complied with.

23.4 A member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

24. GENERAL MEETINGS – PROCEDURE AND QUORUM

24.1 No item of business may be transacted at a general meeting unless a quorum of Voting Members entitled under these rules to vote is present during the time the meeting is considering that item.

24.2 Twenty-five Voting Members present in person (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.

24.3 If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Voting Members is dissolved and in any other case stands adjourned to the following day at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Voting Members given before the day to which the meeting is adjourned) at the same place.

24.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Voting Members present (being not less than 3) constitute a quorum.

25. PRESIDING MEMBER

25.1 The President, or in the absence of the President, the Vice President, presides at each general meeting of the Society.

25.2 If the President and the Vice President are absent from a general meeting, the Voting Members present must elect 1 of their number to preside at the meeting.

26. ADJOURNMENT

26.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Voting 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.

- 26.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral 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.
- 26.3 Except as provided in subsections 27.1 and 27.2, 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.

27. MAKING OF DECISIONS

- 27.1 A question arising at a general meeting of the Society is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 27.2 At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than 3 Voting Members present in person or by proxy at the meeting.
- 27.3 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 preside at 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 person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

28. VOTING AT GENERAL MEETING

- 28.1 Subject to subsection 29.3, on any question arising at a general meeting of the Society a Voting Member has 1 vote only.
- 28.2 All votes must be given personally or by proxy but no Voting Member may hold more than 5 proxies.
- 28.3 If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- 28.4 A Voting Member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable for the then current year.

29. APPOINTMENT OF PROXIES

- 29.1 Each Voting Member is entitled to appoint another Voting Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 29.2 The notice appointing the proxy must be in the form set out in appendix 1.
- 29.3 A vote given by proxy is not invalid by reason of the death or unsoundness of mind of the Voting Member granting the proxy.

30. BRANCHES OF THE SOCIETY

- 30.1 The Council may form and disband Branches of the Society as it sees fit. There is no residential qualification for membership of a Branch.
- 30.2 Each Branch shall elect a Chairperson and such other officers as it deems necessary to constitute a Management Committee to conduct its own business.
- 30.3 Such Management Committee shall appoint a delegate to the Council who shall hold office for such period as is determined in the By-Laws.
- 30.4 Each Branch may hold such meetings from time to time as it sees fit and may make By-Laws (not inconsistent with this Constitution and these Rules and By-Laws made there under) for the conduct of its affairs.
- 30.5 Each Branch shall furnish an annual report of its activities together with an audited statement of its finances to the Council not later than two months prior to the Annual General Meeting of the Society.
- 30.6 Each Branch shall conform to such rules and have such powers, functions and duties as are determined from time to time by the Council in the By-Laws.
- 30.7 Each financial year the Council shall pay to the Branches an amount determined by it on a per capita basis to enable the Branches to meet the expenses of general administration. The Council may also pay to a Branch such amounts as it may determine, to enable that Branch to meet expenses or reimburse it for expenses incurred in connection with it carrying out the objects of the Society.

31. THE COUNCIL

- 31.1 The Council of the Society shall consist of the following officers and delegates all of whom shall be Voting Members:
 - (i) The President who shall be Chairperson
 - (ii) The President Elect or Immediate Past President

- (iii) The Vice President, Scientific Affairs
- (iv) The Vice President, Corporate Affairs
- (v) One delegate from each Branch
- (vi) The Chairperson of the National Qualifications Committee
- (vii) The Chairperson of the National Examinations Board
- (viii) The Chairperson of each of the other Standing Committees (*ex officio*)

31.2 Each President shall hold office for two years.

31.3 A person who has held office as President shall for a period of one year after vacating office as such, hold office as Immediate Past President.

31.4 If the President dies or resigns from office or for any reason becomes unable to carry on the duties of President before the expiration of his term of office:

- (i) The Immediate Past President or President Elect, whoever is the current member of Council shall forthwith become Acting President and as such assume the duties and exercise the powers of the President.
- (ii) If there is no Immediate Past President or President Elect or having become Acting President ceases to act as such or desires to surrender such office Council shall forthwith elect from among its Voting Members a person to be Acting President.
- (iii) A person who becomes Acting President pursuant to (i) or (ii) herein shall hold such office for such term not exceeding twelve months as Council shall determine but in any event the term shall cease upon the expiration of the balance of the term for which the President from whom he assumed office was elected.
- (iv) If, at the time the Acting President assumed office as Acting President, the President from whom he assumed such office had more than twelve months left to serve in the office of President, Council shall as soon as possible call for nominations and conduct an election within the Society to elect a President for the balance of such term.
- (v) If, at the time the Acting President assumed office as Acting President, the President from whom he assumed such office had less than twelve months left to serve in the office of President, Council may at its complete discretion call for nominations and conduct an election within the Society to elect a President for the balance of such term.

- (vi) Upon the election of a President pursuant to (iv) and (v) herein the Acting President shall cease to hold such office and exercise the powers of the President.
- 31.5 Before the expiration of the first year of the term of every President and on a date to be determined by Council the Society shall elect a person as President Elect who shall hold such office for a period of one year concurrent with the second year of the term of the incumbent President at the conclusion of which such person shall become President.
- 31.6 If the President Elect dies or resigns from office or for any reason becomes unable to assume the duties of President the Society at the Annual General Meeting at which the President Elect would have become President shall elect a President.
- 31.7 There shall be elected a Vice President, Scientific Affairs, who shall hold office for a period of one year and who may then be re-appointed to hold office by the Council for a period of not more than five years. If at any Annual General Meeting there is a vacancy in the office of Vice President, Scientific Affairs, a Voting Member may be elected to that office but no Voting Member shall be eligible to hold office as Vice President, Scientific Affairs for a period of more than six consecutive years. If any Voting Member has held office as Vice President, Scientific Affairs for a period of six consecutive years, a period of twelve months shall elapse before he shall be eligible to be again elected to office as Vice President, Scientific Affairs.
- 31.8 There shall be elected a Vice President, Corporate Affairs, who shall hold office for a period of one year and who may then be re-appointed to office by the Council for a period of not more than five years. If at any Annual General Meeting there is a vacancy in the office of Vice President, Corporate Affairs, a Voting Member may be elected to the office but no Voting Member shall be eligible to hold office as Vice President, Corporate Affairs for a period of more than six consecutive years. If any Voting Member has held office as Vice President, Corporate Affairs for a period of six consecutive years, a period of twelve months shall elapse before he shall be eligible to be again elected to office as Vice President, Corporate Affairs.
- 31.9 The Society may by ordinary resolution at any Annual General Meeting increase or reduce the number of officers of the Council.
- 31.10 The Council shall have the power at any time and from time to time to appoint a Voting Member to be a member of the Council to fill a vacancy, or as an addition to the existing officers or other members of the Council provided in the latter case that such addition has been authorised by the Society in general meeting. Any officer or other member of the Council so appointed shall hold office only until the next Annual General Meeting.
- 31.11 The Society may by ordinary resolution, appoint another Voting Member, to replace an existing member of Council. Any Voting Member, so appointed shall hold office only until the next Annual General Meeting shall take place

and shall then be eligible for re-election or re-appointment thereto as the case may be.

- 31.12 A member of the Council shall be deemed to have vacated his office if he:
- (i) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (ii) becomes prohibited from being a Director of a Company by reason of any order made under the Corporations Act 2001 or any other law of a similar nature or to a like effect;
 - (iii) becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iv) resigns his office in writing to the Vice President, Corporate Affairs;
 - (v) is absent without the permission of the Council from two consecutive meetings thereof;
 - (vi) becomes an employee of the Society;
 - (vii) ceases to be a Voting Member of the Society, or is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in the manner required by the Corporations Act 2001 or by any other law of a similar nature or to a like effect.

32. ALTERNATE OR SUBSTITUTE MEMBERS OF THE COUNCIL

- 32.1 If a person is a member of the Council by reason of his being a delegate of a Branch, such a person may, with the consent in writing of the Branch which nominated him, appoint a person to be his alternate or substitute member of the Council in his place during such period as is set forth in the said consent.
- 32.2 With the approval of the Council any other member thereof may appoint such person as he thinks fit to be his alternate or substitute member of the Council in his place during such period as he thinks fit.
- 32.3 Any person while he holds office as an alternate or substitute member of the Council shall be entitled to receive notice of meetings of the Council and to attend and vote thereat and to exercise all the powers of the appointer in his place.
- 32.4 An alternate or substitute member of the Council shall automatically vacate office after appointer vacates office as a member of the Council or removes the appointee from office.

- 32.5 Any appointment or removal pursuant to this Clause shall be effected by notice in writing under the hand of the member of the Council making the same addressed to the Secretary.
- 32.6 The provisions of Clause 33.1 apply in the case of alternate or substitute members of the Council *mutatis mutandis*.

33. ELECTION OF THE COUNCIL

- 33.1 The election of officers of the Council shall be declared at the Annual General Meeting of the Society.
- 33.2 Except where an officer is appointed *ex officio* candidates for election as officers to the Council shall be proposed and seconded by Voting Members but each nomination form shall not be valid unless it bears the written consent of the candidate to his nomination.
- 33.3 The election of officers to the Council shall be conducted under the supervision of the Secretary or by the returning officer appointed by the Council. The closing of nominations for elections to the Council, the manner of conducting elections and determinations of results thereof and any other matters relating to elections shall, subject to this Constitution and these Rules, be determined by the Council.

34. POWERS AND DUTIES OF THE COUNCIL

- 34.1 The business of the Society shall be managed by and vested in the Council which may exercise all such powers of the Society as are not required by the Act or by this Constitution and these Rules to be exercised by the Society in general meeting.
- 34.2 The Council shall engage all such officers and servants as it may consider necessary and shall regulate their duties and fix their salaries.
- 34.3 The Council shall cause minutes to be made:
- (i) of all appointments of officers;
 - (ii) of the names of members of the Council present at all general meetings of the Society and meetings of the Council; and
 - (iii) of all meetings of the Society and meetings of the Council.
- 34.4 The minutes referred to in the immediately preceding paragraph shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

34.5 Subject to the provisions of Clause 37 the Council may delegate any of its powers to committees and such other persons as it may determine upon such terms and conditions as the Council may see fit and may fix the quorum of any such committee.

35. PROCEEDINGS OF THE COUNCIL

35.1 The Council shall meet at such times and places and in such manner as may be determined from time to time by the Secretary on the instructions of the President or the requisition of a member of the Council.

35.2 Every member of the Council shall have one vote except the Chairperson of the meeting who in the event of there being an equality of votes shall be entitled to a casting vote.

35.3 Not less than twenty-one days' notice shall be given to every member of the Council of any meeting thereof specifying the time, place, manner and general nature of the business of such meeting but where the President considers an emergency exists he may take such steps as he considered necessary to notify members of the Council of the proposed meeting notwithstanding that twenty-one days' notice shall not have been given.

35.4 The quorum necessary for the transaction of the business of the Council shall be five members thereof or such greater number as may be determined by the Council, at least three of whom in either case are delegates from Branches.

35.5 At every meeting of the Council the President shall preside as Chairperson unless he is unwilling to act or is absent in which case the person who is holding office as the Immediate Past President or President-Elect shall preside. In the event of there being no Immediate Past President or President-Elect or if no such person is present within fifteen minutes after the time appointed for the holding of the meeting, or such a person is unwilling to act, the members of the Council present, provided they constitute a quorum, may elect one of their number as Chairperson of the meeting.

35.6 All acts done by any meeting of the members of the Council or by any person acting as a member thereof shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such members of the Council or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

35.7 A resolution in writing approved by all the members of the Council for the time being entitled to receive notice of a meeting thereof, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more members of the Council.

35.8 Except as otherwise provided by law or this Constitution all meetings of the Council may be conducted by telephone conference calls.

36. STANDING COMMITTEES

36.1 Until the Council determines otherwise there shall be the following Standing Committees:

- (i) The Executive Committee;
- (ii) The National Qualifications Committee;
- (iii) The National Scientific Advisory Committee; and
- (iv) The National Examinations Board.

36.2 The Council may from time to time establish or disband such Standing Committees (or other Committees as may be established) as it may deem necessary and convenient for the purpose of the Society.

36.3 The Executive Committee shall consist of the President, the Vice President, Scientific Affairs, Vice President, Corporate Affairs and President Elect, if there be one, and if not, the Immediate-Past President.

36.4 The National Qualifications Committee shall consist of not less than four or more than twenty Voting Members.

36.5 The National Scientific Advisory Committee shall consist of the Vice President, Scientific Affairs and not less than four or more than twenty Members.

36.6 The Council may:

- (i) delegate such of its powers or functions to each Standing Committee as it may deem necessary and convenient;
- (ii) require each Standing Committee to carry out such functions as the Council may from time to time determine;
- (iii) appoint the Chairperson and such other persons thereto as it may determine upon such terms and conditions as it may see fit and may fix the quorum to any such Standing Committee.

36.7 The Chairpersons of the National Qualifications Committee and the National Examinations Board shall be deemed to have been appointed to the Council upon the date of his appointment as Chairperson of that Standing Committee. The Chairpersons of each other Standing Committee shall be *ex officio* members of the Council.

- 36.8 Each Standing Committee shall, in the exercise of the powers so delegated to it, or functions conferred upon it, under this Clause, conform to any regulations that may from time to time be imposed on it by the Council.
- 36.9 The meetings and proceedings of any Standing Committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable to and are not superseded by any regulations made by the Council under this Clause.

37. POWERS OF EXECUTIVE

- 37.1 Subject to the By-Laws, the Executive Committee of the Council may exercise any powers or functions delegated to it by the Council and, in the absence of delegation, any powers or functions of the Council but subject, in that case, to the following conditions:
- (i) that the Society is not to be committed to an expenditure in excess of an amount determined from time-to-time by the Council; and
 - (ii) that any action taken by the Executive Committee in pursuance of this clause must be reported to the Council at its next meeting.
- 37.2 Except as otherwise provided by the By-Laws, a decision made by members of the Executive Committee is not an effective decision of the Committee unless all members of the Executive Committee concur in that decision.

38 SOURCE OF FUNDS

- 38.1 The funds of the Society must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting and subject to Section 114 of the Act, any other sources that the Council decides.
- 38.2 All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- 38.3 The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. FUNDS INTO BANK ACCOUNT

- 39.1 All funds belonging to or received by the Society shall be placed in one or more bank accounts in the name of the Society and such funds may be withdrawn from such account or accounts only by means of cheques signed by any two members of the Executive Committee or in any other manner that the Council from time to time approves. Any member of the Council or other

person approved by the Council may endorse cheques or negotiable instruments payable to the credit of the Society.

- 39.2 All payments of funds drawn from any bank account of the Society shall be made only with authority from the Council.

40. INSPECTION OF BOOKS

- 40.1 Subject to any restrictions that may be imposed by the Council from time to time as to the time and manner of inspecting the same all the books of account of the Society shall be open to the inspection of any Member, Fellow or Honorary Life Member on every week day excepting public holidays.
- 40.2 The Council shall at least once in each period of twelve months cause to be prepared and laid before the Annual General Meeting a profit and loss account and balance sheet setting out the assets and liabilities of the Society and such reports as are deemed necessary. A copy of every such document which is to be laid before the Annual General Meeting together with a copy of the auditor's report shall not less than fourteen days before the date of the Annual General Meeting be sent to all persons entitled to receive notice of general meetings.
- 40.3 The Public Officer shall within 6 months of the beginning of each financial year of the Society lodge with the registrar general such statements, reports and other prescribed documents as required pursuant to section 79 of the Act..

41. CUSTODY OF BOOKS

Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Society.

42. PROPER ACCOUNTS

The Council shall cause proper books of accounts to be kept with respect to:

- (i) all sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place;
- (ii) all sales and purchases of goods by the Society; and;
- (iii) the assets and liabilities of the Society

43. AUDITOR

- 43.1 No person shall be appointed as Auditor of the Society who does not satisfy the requirements of section 74(2) and, if applicable, section 74(3), of the Act.
- 43.2 An Auditor of the Society may be removed from office by resolution of the Society at a general meeting of which notice has been given but not otherwise. The Society shall at the meeting where an Auditor is removed from office, forthwith appoint any person nominated at the meeting as Auditor of the Society.
- 43.3 No person shall be appointed as Auditor of the Society who is a member or the Public Officer of the Society.
- 43.4 No person shall be appointed as Auditor of the Society unless he is a duly registered company auditor within the meaning of the Companies Act 1962 (as amended from time to time) of the Australian Capital Territory.

44. PUBLIC OFFICER

- 44.1 The Council shall appoint a person who is resident in the Australian Capital Territory to be Public Officer of the Society.
- 44.2 The Public Officer shall be deemed to have vacated his office if he :
- (i) ceases to be a resident in the Australian Capital Territory; or
 - (ii) is removed from office by a resolution of the Council.
- 44.3 If for any reason the office of Public Officer shall become vacant, the Council shall within fourteen days after it becomes vacant, appoint another person qualified as aforesaid to fill that vacancy.
- 44.4 The Public Officer shall within fourteen days after his appointment give notice in writing to the Registrar of Companies in the Australian Capital Territory of his appointment and of his full name and residential address. If at any time the Public Officer changes his address within the said Territory he shall within fourteen days after the change, give notice to the said Registrar.
- 44.5 Nothing in this Constitution shall prevent, prohibit or otherwise restrict a person who holds the position as Public Officer holding any other position on the Council.

45. COMMON SEAL OF THE SOCIETY

- 45.1 The common seal of the Society must be kept in the custody of the Secretary.
- 45.2 The common seal must not be attached to any instrument except by the authority of the Council and the attaching of the common seal must be attested

by the signatures either of 2 members of the Council or of 1 member of the Council and of the Secretary.

- 45.3 The Secretary shall keep a register containing a list of all documents sealed with the Common Seal of the Society.

46. SURPLUS PROPERTY

In the event of dissolution of the Society, any remainder of its net assets after discharge of all its just debts and other legal and moral obligations, shall not be distributed to its members but shall be distributed to some other organisation with similar ideals and restrictions upon distribution of assets to its members as may be approved by the membership.

47. BY-LAWS

The Council may from time to time make, amend and repeal By-Laws (subject to the Association Incorporation Act and this Constitution and these Rules) in respect of any subject or matter for the general order and good government of the Society and for the management and conduct of its affairs, whether or not such subject or matter is expressly referred to in this Constitution and these Rules as one concerning which By-Laws may be made. Notwithstanding the foregoing provisions of this paragraph any By-Law may be amended or repealed by ordinary resolution passed at any general meeting of the Society.

48. NOTICES

- 48.1 A Notice may be given by the Society to any member by:

- (i) serving it on the member personally;
- (ii) sending it by post to the member or leaving it at the member's address shown in the Register or otherwise the address supplied by the member to the Society for the giving of notices;
- (iii) facsimile to the facsimile number supplied by the member to the Society;
- (iv) sending it to an electronic address supplied by the member to the Society.

- 48.2 A member who has not notified the Society of its preferred means of receiving Notices is not entitled to receive any Notices.

- 48.3 Where a Notice is sent by post, it shall be deemed to have been effected on the day after the date of posting.

- 48.4 Where a Notice is sent by facsimile, it should be taken to have been effected on the business day after it is sent.
- 48.5 Notices sent to the electronic address of a member shall be taken as to have been effected on the business day after it is sent.
- 48.6 A member must notify the Society its preferred method of notification of Notices from the Society. The Society is only obliged to notify the member in accordance with its nomination provided to the Society. If no preferred method of notification is received, the Society will notify members by electronic mail.
- 48.7 A member may notify the Society in accordance with its preferred method of notification of Notices.

49. ALTERATIONS TO THIS CONSTITUTION AND THESE RULES

This Constitution may be amended only by a resolution passed by a three-quarters majority of members present in person or by proxy and entitled to vote at a general meeting of which twenty-one (21) days' prior written notice has been given to each member.

50. DEFINITION

In this Constitution and these Rules unless the contrary intention appears:

'Associate member' means a person admitted as an Associate Member of the Society

'Branch' means a Branch of the Society established pursuant to this Constitution.

'By-Laws' means the By-Laws of the Society made pursuant to this Constitution

'Code of Ethics' and the 'Code' shall include without limitation this Constitution, the By-Laws and all applicable laws, rules and regulations that apply from time to time.

'Executive Committee' means the Standing Committee of the Society known as the Executive Committee

'Financial Year' means 12 calendar months from 1st day of April to 31st day of March except for the period commencing 1 July 2005 and ending 31 March 2006

'Honorary Life Member' means a person admitted as an Honorary Life Member

'In writing' means printed, typewritten and any other means of reproducing words in a visible form, including words on paper transmitted by facsimile and other electronic means

'Member' means a person admitted as a Member of the Society

'National Qualifications Committee' means the Standing Committee of the Society known as the National Qualifications Committee

'Secretary' means the Vice President of Corporate Affairs

'Send' means transmit to an address specific to each recipient and, in the absence of any expressly stated method, by:

- (a) pre-paid post, or
- (b) any mode of document delivery, or
- (c) electronic communication.

'Senior Associate Member' means a person admitted as a Member of the Society

'Student Member' means a person admitted as a Student Member of the Society

'The Council' means the National Council of the Society

'The Act' means the Associations Incorporation Act 1991 of the Australian Capital Territory as amended from time to time

'The National Examinations Board' means the Standing Committee of the Society known as The National Examinations Board

'The Public Officer' means the person appointed as Public Officer of the Society

'The Seal' means the Common Seal of the Society

'The Society' means 'The Australian Society for Microbiology Incorporated.'

'Voting Member' means any Member who is a Member, Fellow, Honorary Life Member or a Senior Associate Member.

Words importing the singular number only shall include the plural and words importing the plural shall include the singular

Words importing the masculine gender shall include the feminine and words importing the feminine shall include the masculine

SCHEDULE 1

Proxy Form

To The Australian Society for Microbiology Incorporated

I of _____ being a Member/Fellow/Honorary Life Member of The Australian Society for Microbiology Incorporated hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the Annual/Extraordinary General meeting of The Australian Society for Microbiology Incorporated to be held on the _____ day of _____, and at any adjournment thereof.

Signed this day of _____

This form is to be used *(in favour of/against) the resolution.

* Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as he thinks fit)."