

**THE ECOLOGICAL SOCIETY OF AUSTRALIA**  
**INCORPORATED CONSTITUTION (1976)**  
**(Amended December 2008)**

**NAME**

1. The name of the Society shall be the Ecological Society of Australia Incorporated.

**DEFINITIONS**

2. In this Constitution the words "the Society" shall mean The Ecological Society of Australia Incorporated; the words "the unincorporated Society" shall mean The Ecological Society of Australia; the words "the Act" shall mean the Australian Capital Territory Associations Incorporation Act 1991 (as amended); the words "Council" and "the Executive" shall mean respectively the Council and the Executive of The Ecological Society of Australia Incorporated; and words denoting the masculine gender shall **also** imply the feminine gender.

**OBJECTS**

3. The mission of the Society is to promote scientific research in ecology and to facilitate the communication and application of the knowledge derived from that research.

4. (a) In support of the mission the objectives of the society are to:

- i. promote the scientific study of all organisms in relation to their environment;
- ii. promote the application of ecological principles to the development, utilisation and conservation of natural resources;
- iii. advise governmental and other agencies in matters where the application of ecological principles may be relevant to their planning and decision making processes;
- iv. foster the conservation and ecological management of native biota, their diversity, ecological function, and interaction with the environment;
- v. facilitate the dissemination and exchange of ideas and information about ecology both among ecologists, with other professional disciplines and the public;
- vi. encourage high professional and ethical standards among our members and other ecologists; **and**
- vii. establish and maintain funds to be **referred to as the ESA Accounts** for the specific purpose of furthering the objects of the Society. The funds **are** established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to **a bank or investment account of the Society**. The **funds must** comply with the Income Tax Assessment Act 1997.

4 (b) In addition to all the powers and functions conferred upon the Society by law the Society may for the purposes of carrying out all or any of the objects, hold and dispose of real or personal property, enter into contracts, receive and make gifts, be a beneficiary, act as a trustee, construct maintain and alter buildings or works, procure contributions to the funds of the Society, invest any moneys not immediately required for any of its objects or purposes, **employ suitably qualified persons to fill positions as required**, establish and support or aid in the establishment and support of any other association formed for any of the basic objects of the Society, and perform all such acts in the law as are required or are incidental to such legal functions.

**POWERS**

5. (a) the income and property of the Society shall be applied to the promotion of the objects of the Society and, subject as hereinafter provided, no portion thereof shall be transferred directly or indirectly by way of profit to any member of the Society;

(b) nothing in the last preceding sub-clause shall prevent the payment in good faith to a member of the Society for goods or services actually supplied or rendered to the Society as the case may be.

**REGISTERED OFFICE**

6.

**(Deleted 2008)**

**MEMBERSHIP**

7. Foundation Members

Those persons who were financial members of the unincorporated Society on 30th June, 1975 shall upon payment of their subscriptions for the 1975/76 financial year be enrolled as Foundation Members of the Society.

## 8. Ordinary Members

(a) any persons with any interest in any aspect of fundamental or applied ecology may apply for admission to membership of the Society.

(b) no persons shall be admitted to membership of the Society unless:

- i) their application is made in writing and is signed by themselves and **supported** by two (2) members of the Society recommending membership of the Society;
- ii) their application is approved by the Executive **or delegate**; and
- iii) they have paid their first annual subscription **to the Society**.

**(c) the Executive may reject an application for membership and the decision of the Executive, which will be explained in writing to the applicant, shall be final.**

## 9. Honorary Members

(a) any person who has rendered or is rendering distinguished service to the Society or to ecological science may be appointed an Honorary Member of the Society by the Council on the written nomination of a member of Council or of not fewer than six **ordinary** members submitted to the Executive. A vote on such nomination may be taken by postal or electronic ballot;

(b) an Honorary Member shall not be liable for the payment of subscriptions, but shall otherwise be deemed to be a financial member of the Society and entitled to all the privileges of membership;

**(c) Honorary Membership shall not exceed one (1) percent of the total membership.**

## 10. Sustaining Associates

**(Deleted 2008)**

### 10(a) Concessionary Members

**(i)** the Council may admit persons as Concessionary Member if they are a student of a tertiary institution or who for any reason is deemed eligible for such consideration by the Council;

**(ii)** Concessionary Members shall satisfy the requirements of Ordinary Members as defined in Clause 8.

### 10 (b). Family Membership

**(i)** any two persons who are eligible Ordinary Membership, as defined in Clause 8, and who together form a family relationship may apply for Family Membership;

**(ii)** Both persons within a Family Membership have the privileges of Ordinary Members as defined in Clause 11 with the exception that only one (1) copy of each of the publications **listed in 11 (c) will be provided with** each Family Membership.

## 11. Privileges of Members

Subject to the provision of Clauses 12, 16 and **24** hereof, a member of the Society shall:

(a) have the right to attend and vote at all Annual General and Extraordinary General Meetings;

(b) be eligible for election to any office of the Society; and

(c) be entitled to receive one copy of every issue of the *Bulletin of the Ecological Society of Australia* and the *Austral Ecology*. Members may purchase additional copies of these or copies of any other publications of the Society at such prices as Council may from time to time determine.

## 12. Expulsion of Members

(a) members who, in the opinion of Council as expressed by a two-thirds majority of its members present in person or by proxy, **have** committed or been knowingly concerned in any act likely to bring discredit to the Society or deemed by Council not in the best interest of the Society, may be suspended or expelled or called upon to resign from the Society;

(b) Council shall ensure that, before any decision is made, the members shall be notified in writing of the allegations made against them and shall be afforded a reasonable opportunity to explain their actions to Council.

## 13. Resignation

Members may resign their membership of the Society **at any time** by written notice to the **Society**.

## **FINANCE**

### 14. Financial Year

The Financial year of the Society shall end on 30th June in each year.

### 15. Determination of subscription

(a) The annual subscription payable by Ordinary Members shall be such sum as is determined from time to time by Council and ratified at an Annual General Meeting

(b) **(deleted 2008)**

(c) the annual subscription payable by Concessionary Members shall be one half (1/2) times the annual subscription of Ordinary Members then rounded to the nearest five (5) dollars;

(d) the annual subscription payable by a Family Membership shall be one and one third (1 1/3) times the annual subscription of Ordinary Members then rounded to the nearest five (5) dollars;

(e) Annual subscriptions shall be payable on 1<sup>st</sup> January in each year. If payment is made after this date a late fee, set by Council and ratified by an Annual General Meeting, shall be added to the annual subscription.

### 16. Payment of subscription

(a) Subscriptions shall be payable to the Membership Manager upon application for membership by a person and thereafter shall be payable on 1st January in each year. Subscriptions of unsuccessful applicants will be refunded by the Society;

(b) no **member** shall be entitled to the privileges of membership if their subscription is more than three (3) months in arrears;

(c) any **member** whose subscription is more than twelve (12) months in arrears shall be notified of their default and if the arrears are not paid within one (1) month after the giving of such notice, the Executive may at its discretion terminate their membership. Persons whose membership is so terminated shall not be eligible for further nomination unless the full amount of arrears together with the subscription for the current year is tendered with their further nomination;

(d) any members who resign or are expelled from the Society will be entitled to a refund of subscriptions paid in advance of the current year's subscription.

### 17. Operation of bank accounts

The Society's bank **and investment accounts** shall be operated by signature jointly by any two members of the Executive or a member of the Executive and a delegate of the Executive, except that the Council may approve the establishment of special purpose accounts for the organisation of conferences and other activities which are to be operated by signature jointly of two nominated members of the Society.

### 18. Audit

The Executive shall at least once in each year cause the financial affairs of the Society to be audited by an Auditor who shall not be a member or the Public Officer of the Society, and shall prepare or cause to be prepared a statement of income and expenditure and a balance sheet setting out the financial position of the Society.

### **19. Requirements of the Public Fund**

**Deleted 2008**

### **20. Rules of the Fund**

**Deleted 2008**

### 21. Management in respect of trustee or charitable responsibilities

The ESA Council will establish a committee of management to administer any trustee responsibilities, and funds held by the Society for charitable purposes. This will comprise all or some of the members of the Executive as part of their roles and responsibilities and others appointed by the ESA Council, and shall always include an individual who

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;

- (d) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (e) has received formal recognition from government for services to the community; or
- (f) is approved as a responsible person by the Commissioner of Taxation, and who, unless the Commissioner of Taxation otherwise agrees, is not:
  - (i) the founder or a donor of any prescribed private fund of which the society acts as trustee;
  - (ii) an employee of the founder, the trustee or a major donor;
  - (iii) an associate of the founder, the trustee or of a major donor or of the controlling committee of the trustee other than:-
    - (a) in a professional capacity;
    - (b) as a member of the controlling committee of the trustee; or
    - (c) as a member of the trustee'.

## THE OFFICERS

### 22. Titles of the Officers

The Officers of the Society shall be the President, President-elect, three (3) Vice Presidents, Immediate Past President, Secretary, Treasurer, Chairperson of the Editorial Board of each of the journals of the Society, Bulletin Editor and Regional Councillors as determined in Clause 23(a-ii).

### 23. Eligibility for election

(a) The Officers shall be chosen from the general body of members without necessary reference to their place of residence except that:

i) **The office of President shall not be held for more than six (6) consecutive annual terms by persons residing in the same centre of population.**

ii) One (1) Regional Councillor shall be resident in each of the States of Australia, the Australian Capital Territory and the Northern Territory.

(b) The office of Immediate Past President shall be held by the person other than the current President who most recently held the office of President of the Society.

### 24. Election of Officers, and terms of office

(a) The Officers shall hold office for one annual term and shall be eligible for an unlimited number of re-elections, except that no member may hold the office of President for more than three (3) consecutive annual terms, and no member may hold the office of Vice-President for more than six (6) consecutive annual terms.

(b) The position of President-elect shall be contested at the AGM prior to the final year of the term of the incumbent President. The President-elect will serve a one year term, and would normally then stand for election as President of the Society at the following AGM.

(c) Every attempt will be made to ensure that members new to the positions of Treasurer and Secretary shall not be elected in the same year, and that where a member has not previously served as either Treasurer or Secretary, the election of that member to either of these positions will coincide with the election of the President-elect. This ensures that there is always at least the incumbent President and one of the Treasurer or Secretary with prior and ongoing positions on Council.

(d) At least thirty (30) days before the Annual General Meeting in each year, the Secretary shall send to all financial members a list of all nominations **received** for election. The list may include nominees for all offices listed in Clause 22 hereof except that of Immediate Past President.

(e) Subject only to the limitations imposed by Clause 23, any financial member, in addition to those nominated by Council, may be nominated for election to any office of the Society. Such nominations shall be made in writing and shall bear the signature of the nominee undertaking to accept the position if elected, and the signatures of two members proposing the nominee for election; nominations **can** be lodged with the Secretary of the Society prior to the commencement of the relevant Annual General Meeting.

(f) Where no more than the requisite number of nominations is received for any of the officers of the Society the number or members nominated shall be declared duly elected. Where more than one (1) nomination is received for any of the offices of President, President-elect, Secretary, Treasurer, Chairperson of the Editorial Board of each of the journals of the Society, Bulletin Editor, Membership Manager or Regional Councillor for a particular State or Territory, or where more than three (3) nominations are received for the offices of Vice President, elections to these offices shall be conducted by ballot of those members present at the Annual

General Meeting.

## THE COUNCIL

### 25. Composition

The officers **listed in clause 22** shall together comprise the Council of the Society.

### 26. Vacancies

(a) The office of any Council Member shall become vacant if the person holding the office:

i) dies, or

ii) is removed from office under any of the provisions of Clause 32 hereof.

(b) should any of the offices (excluding those of immediate Past President) become vacant during the course of any year, the Council may at its discretion appoint a member to fill the vacancy. Council may continue to function notwithstanding any casual vacancy in its numbers.

### 27. Council Meetings

(a) Meetings of Council shall be held at intervals not exceeding three (3) months. Additional meetings shall be called by the Secretary at the request of the President or on the requisition of not fewer than four (4) Councillors.

(b) Not less than seven (7) days notice shall be given of a meeting of Council **in writing, by facsimile, by postal or electronic distribution**, unless the date, time and place for such meetings were fixed at the last preceding meeting of Council.

(c) A quorum shall consist of six (6) Councillors either present at the meeting or in voice communication with the other councillors at the meeting place.

### 28. Functions of Council

(a) Council may do all such acts matters and things as may be conducive or incidental to the attainment of any or all of the objects of the Society and without restricting the generality of this Clause in any way the duties of Council shall include:

i) to receive and consider reports from the Executive;

ii) to make, alter or revoke By-laws not inconsistent with the Act or with this Constitution for the internal management of the Society and such By-laws shall until altered or revoked by a General Meeting be as valid and binding on members of the Society as if the same were herein contained;

iii) to nominate Councillors and an Auditor for election or appointment as the case may be at the next following Annual General Meeting; and

iv) to make decisions on all matters of policy **and business** affecting the Society as Council may see fit;

v) to award persons in recognition of their contribution to ecological science and the Society;

vi) to endorse financial support of the professional development of members.

(b) Council shall have the power to conduct a postal or electronic ballot of financial members of the Society on any matter that it deems to be sufficiently important. A ballot on any question shall also be conducted on requisition signed by not fewer than twenty (20) financial members.

### 29. Appointments

(a) Council shall appoint from the general body of the members, or where thought appropriate from outside of the Society, Managing Editors of the journals of the Society, Editorial Boards of the journals of the Society and may appoint **Conference Organising Committees**, Society representatives to other organisations, advisory boards or government committees, or **any subcommittees** or other assistants to Officers as it may from time to time deem necessary for the efficient conduct of the Society's affairs.

(b) The council may approve the payment for services by appointed assistants.

### 30. Decisions made by correspondence

A resolution in writing, or a facsimile, or electronic mail signed or verified by electronic encoding by not less than three-quarters (or the number nearest to three-quarters) of the Councillors for the time being in office shall be as valid and effectual as if it had been duly passed at a meeting of Council duly convened and held, provided that prior notice of the resolution is duly given to all Councillors at their registered postal or electronic addresses for service of notices.

### 31. Interim provisions

(Deleted in 1984)

### 32. Removal of Officers

(a) Officers shall be deemed to vacate office if they:

- i) cease to be a member of the Society or if their membership is withdrawn; or
- ii) become bankrupt or compound with their creditors or assign their estate for the benefit of their creditors; or
- iii) become an insane patient or an insane or incapable person within the meaning of any State, Federal or Territory law relating to lunacy or becomes permanently incapable of performing their duties; or
- iv) cease to be a financial member within the meaning of this Constitution; or
- v) resign their office in writing to the Secretary.

(b) Notwithstanding the foregoing the Council shall have power to suspend Officers from the exercise of their office, or to remove them and declare their office vacant, for any cause that shall appear sufficient to no fewer than two-thirds of the total number of Councillors for the time being who shall be entitled to vote on any motion for suspension or removal of an Officer by postal or electronic ballot or otherwise as the Council may determine.

## THE EXECUTIVE

### 33. Composition and quorum

(a) The Executive shall consist of the President, the President-elect or **Immediate Past President**, the Secretary, Treasurer and one of the Vice Presidents as elected by Council.

(b) Subject to the provisions of the next succeeding sub-Clause, quorum for an Executive meeting shall be any three of the following Officers: President, President-elect, Vice President, Secretary, Treasurer.

(c) Members of the Executive, if obliged to be absent from a meeting of the Executive, may delegate their duties to other members of the Executive.

### 34. Meetings

The Executive shall meet at least six (6) times in each calendar year and normally once in each two calendar months or when requested by one of its members. Members may take part in the meeting by electronic voice communication with the other Executive members present. **Non-voting members may participate in Council meetings in an ex officio capacity.**

### 35. General Administration and Management

The Executive shall have the powers and functions conferred upon it by this Constitution and, subject to the directions of Council on matters of policy, shall be responsible for the day to day administration and management of the Society. The Executive shall have authority to decide whether it is competent to deal with any matter arising for decision or whether the matter should be deferred until the next following Council meeting or be referred to Council by postal or electronic ballot of its members.

### 36. Bulletin

The **Council** shall be responsible for the preparation and circulation to all financial members of a *Bulletin* of general interest which shall be prepared by the Bulletin Editor.

## DUTIES OF OFFICE BEARERS

37. The duties of the Officers shall be as set out in the By-laws of the Society.

## MEETINGS

### 38. Voting at meetings

At any General Meeting of the Society or meetings of Council or of the Executive, or of any Committee appointed by the Council:

- (a) Except as otherwise provided in this Constitution, a motion shall be deemed passed if it receives the affirmative vote of a simple majority of the members voting at the meeting either in person or by proxy.
- (b) The Chairperson shall exercise a deliberative vote only.
- (c) In the event of an equality of voting the motion shall be deemed lost.

### 39. Proxies

(a) any Councillor who is unable to attend a Council or a General Meeting, and any member who is unable to attend a General Meeting of the Society, may by notice in writing via post or electronic mail to the Secretary before the meeting appoint a proxy to act on their behalf provided that any proxy appointed shall be a member of the Society.

(b) The instrument appointing a proxy shall be in the form set out in the By-laws of the Society.

### 40. General Meetings

(a) An Annual General Meeting shall be held during each calendar year and where possible in conjunction with the annual conference of the Society.

(b) Extraordinary General Meetings shall be held when directed by Council or upon requisition signed by not fewer than twenty (20) financial members specifying the matters they require to be discussed. The Secretary shall call the meeting not later than thirty (30) days following receipt of the direction or requisition and if the Secretary does not so call a meeting within the said thirty days, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three (3) months from the date of the deposit of the requisition with the Secretary.

(c) A notice and agenda of any annual General or Extraordinary General Meeting shall be sent by the Secretary to each member not less than thirty (30) days prior to the date set for the holding of that meeting.

(d) The quorum for a General Meeting shall be twenty (20) personally present, financial members.

### 41. Business at Annual General Meeting

The business of the Meeting shall include:

(a) a report by the Council on the activities of the Society since the last Annual General Meeting.

(b) consideration of amendments to By-laws made by Council during the preceding year.

(c) an audited statement of the accounts of the previous Financial year, and a balance sheet, presented by the Treasurer.

(d) election of Councillors for the ensuing calendar year starting 1st January.

(e) appointment of an Auditor on the nomination of Council.

### LOCAL GROUPS

42. (a) Members of the Society in any part of Australia may form a Local Group which may meet for discussion or other activities not inconsistent with this Constitution.

(b) A Local Group may make whatever financial or organisational arrangements, not inconsistent with this constitution, as the Local Group considers appropriate for its purposes.

(c) A Local Group may not make or issue any statement purporting to be made or issued on behalf of the Society nor may it in any other way purport to act on behalf of the Society, except where such statement concords with a current Position Statement of the Society.

### AMENDMENT OF CONSTITUTION

43. This Constitution may be amended by a vote in favour of a special resolution to alter the rules, purposes or objects of the Society by at least 75% of those members of the Society exercising their right to vote, in person, by proxy or by postal or electronic vote. The vote is to take place at an Annual General Meeting or an Extraordinary General Meeting. In all cases not less than thirty (30) days written notice to members shall be given, setting out the proposed amendment.

### COMMON SEAL

44. The Common Seal of the Society shall not be affixed to any instrument except by the authority of Council and in the presence of the President or a Vice President and the Secretary or such other Officer as Council may appoint for the purpose; and the President or Vice President, as the case may be, and the Secretary or other Officer shall sign every instrument to which the common Seal of the Society is so affixed in their presence.

### DISSOLUTION

45. (a) A motion for the dissolution or winding up of the Society shall not be passed except by a majority of not less than four-fifths of the members voting at a General Meeting either in person or by proxy. Such a resolution shall not become effective unless a similar majority in favour of dissolution is recorded in the returns of a postal or electronic ballot of all members, such ballot to be held within three (3) months of the date of the General Meeting at which the motion for dissolution was passed.

(b) If upon a winding up of the Society there remain any assets after the satisfaction of its debts the assets shall, subject to the provisions of the Act, be donated to such other non-profit organisation or organisations as a General Meeting may consider appropriate, subject only to **compliance with relevant legislative and financial requirements**, and the proviso that the rules of any such beneficiary organisation shall prohibit the transfer of its assets by way of pecuniary profit to its members.

#### **PUBLIC OFFICER**

46. (a) The Council of the Society shall within fourteen (14) days after the incorporation of the Society appoint a person resident in the Australian Capital Territory to be the public officer of the Society, and, if that office at any time becomes vacant, shall within fourteen (14) days after it becomes vacant, appoint a person resident in the said Territory to fill that vacancy.

(b) The office of the Public Officer of the Society shall become vacant if the person holding that office:

- i) dies;
- ii) becomes bankrupt, applies to take the benefit of a law relating to bankrupt or insolvent debtors or compounds with their creditors;
- iii) becomes of unsound mind;
- iv) resigns office by hand writing addressed to the Council of the Society; or
- v) ceases to be resident in the Australian Capital Territory.

(c) The Public Officer of the Society may hold any other office in the Society.

DRAFT

**THE ECOLOGICAL SOCIETY  
OF AUSTRALIA INCORPORATED  
BY-LAWS**

**DUTIES OF OFFICERS AND COUNCIL APPOINTEES**

1. In addition to the duties and responsibilities outlined below, all Officers appointed to Council will be expected to:

- (a) attend at least two thirds of Council meetings throughout the year and provide an apology to the Secretary in advance of meetings for absence;
- (b) provide to the Secretary a brief report on activities for Council to consider when they are unable to attend Council meetings;
- (c) **be available to serve on subcommittees established by Council to attain the objects of the Society**

**The President**

2. The President shall:

- (a) preside at General, Council and Executive Meetings of the Society, provide general guidance in the formulation of policy, act as the Society's representative in negotiations with the Australian Government and national scientific bodies, and act for the Society in consultation with Council in such other ways as may further its objects;
- (b) normally deliver a Presidential Address at the Annual General Meeting of the Society or the Society's Annual Conference;
- (c) normally, alone or in consultation, select a Gold Medal winner at intervals of no more than one per year;
- (d) be directly responsible for actions associated with paid employees of the Society including: recruitment processes, signing employment contracts, directing the day-to-day activities of employees, and conducting reviews of performance and reward as stipulated in employment contracts;
- (e) ensure that all positions on Council are filled and that elected Councillors are aware of their responsibilities to the Society in holding such positions, and do conscientiously fulfil their commitment to the Society in such positions;
- (f) Nothing in the foregoing shall prevent the President or the Council from nominating or appointing another member of Council to carry out temporarily a duty or function on behalf of the President.

**The Vice Presidents**

3. The Vice Presidents shall:

- (a) assist the President in formulating and enacting the policies of the Society.
- (b) subject to nomination by the President, perform any duty or function of the President.
- (c) subject to nomination by the President, co-ordinate activity areas of the Society.
  - (i) One Vice President, preferably from a tertiary teaching institution, shall be responsible for coordinating and making recommendations to Council on student **affairs including student** travel and research grant awards.
  - (ii) One Vice President shall be responsible for **the Society's public liaison activities, such as** the development and use of the Position Statements and other public documents as developed.
  - (iii) One Vice President shall be responsible for overseeing **and making recommendations to Council, on issues concerning the development of ecological research, including the Australian Ecology Research Award and liaison with committees organising the Society's annual conference.**

**The President-elect**

4. The President-elect shall:

- (a) work closely with the President, Vice Presidents, Secretary, Treasurer and paid employees so as to gain a

- comprehensive understanding of the functions of people in these positions;
- (b) be expected to substitute for the President at meetings where possible;
- (c) subject to nomination by the President, perform any duty or function of the President;
- (d) subject to nomination by the President, co-ordinate activity areas of the Society.

#### **The Immediate Past President**

5. The Immediate Past President shall:
- (a) assist the President in the transition to the new Executive and in the formulation of policies of the Society;
  - (b) subject to nomination by the President, perform any duty or function of the President;
  - (c) subject to nomination by the President, co-ordinate activity areas of the Society.

#### **The Secretary**

6. The Secretary shall:
- (a) Conduct the correspondence of the Society in accordance with the decisions of the Council and Executive and shall file copies of all correspondence;
  - (b) Refer all correspondence to the Executive and such correspondence to the Council as the Executive may direct;
  - (c) Make the necessary arrangements for Executive Council and General Meetings, and give due notice of all meetings to those entitled to attend;
  - (d) Keep Minutes of the proceedings of all Executive, Council and General Meetings and arrange for distribution of copies of such Minutes to all entitled to receive them;
  - (e) Prepare reports of the Executive's and Council's activities in collaboration with the President **and Executive Officer**;
  - (e) Transmit to the Bulletin Editor material for publication in or distribution with the Bulletin as the Executive may decide including;
    - i) reports of the Executive for publication in each issue of the Bulletin, and
    - ii) Annual Reports and Minutes of General Meetings for publication in or distribution with the first issue of the Bulletin published following the date of the General Meeting at which they were adopted or to which they refer as the case may be; and
  - (f) Advise candidates for election of the decision of the Executive.

#### **The Treasurer**

7. The Treasurer shall:
- (a) Manage the collection and receipt of all monies on behalf of the Society and deposit these without any deduction whatsoever in a bank or banks approved by the Executive;
  - (b) Maintain a record of all financial transactions undertaken on behalf of the Society;
  - (c) Present a cash statement at each meeting of the Executive when accounts shall be submitted for approval.
  - (d) Make payment of all accounts approved for payment by the Executive;
  - (e) Prepare or cause to be prepared a statement of receipts and expenditure and a balance sheet for presentation at each Annual General Meeting, and arrange for these to be audited by the Society's Auditor;
  - (f) Provide to the Public Officer within one (1) week following the preparation of a balance sheet in respect of the Society a copy of that balance sheet certified to be correct by the auditor of the Society;
  - (g) Provide to the Bulletin Editor copies of the audited receipts and expenditure statement and audited balance sheet for publication in or distribution with the Bulletin next issued following the date of the General Meeting at which they were adopted;
  - (h) With the approval of the Executive **and Council**, open and supervise bank **and investment** accounts relating to Society activity; such accounts shall be separately accounted in the yearly balance sheet and shall be duly audited.
  - (i) Should prepare an annual budget on the basis that the net assets of the Society (at the end of the Financial year) shall not fall below one hundred and fifty (150) percent of that years expenditure on recurrent items. If the estimated assets are predicted to fall below one hundred and fifty (150) percent of estimated annual expenditure, the Treasurer should advise Council and prepare a recommendation for the next AGM increasing

subscription rates and/or other fees charged by the Society so as to restore the ratio to one hundred and fifty (150) percent.

(j) Consult with the **Finance officer and Membership Officer** in regard to financial matters of the Society, direct monies received into a Society bank account and receive reports on membership for communication to the Council.

### **The Public Officer**

8. The Public Officer shall perform all the duties of that office as required by the A.C.T. Associations Incorporation Act 1991 (as amended) and by the By-laws of the Society. The Public Officer shall be informed of the provisions of the Act and shall ensure that the requirements thereof with respect to the Public Officer are at all times complied with.

9. The Public Officer shall:

(a) within one (1) month of being appointed give notice in writing to the A.C.T. Registrar General of their appointment, full name and address;

(b) give notice to the Registrar General within one (1) month if he or she changes address;

(c) direct the Secretary to ensure that every notice, advertisement, bill of exchange, promissory note, endorsement, order, way-bill, invoice, receipt or other document given, drawn, endorsed or issued by the Executive contain the name of the Society in legible characters;

(d) within one (1) month after the alteration of:

- (i) the objects or purposes of the Society; or
- (ii) the **Constitution and By-laws** of the Society, or
- (iii) any trusts relating to the Society or,
- (iv) the membership of the Council

file with the Registrar General notice of the alteration, a copy of instrument evidencing the alteration and a statutory declaration made by the Public Officer declaring that that copy is a true copy of the instrument of which it purports to be a copy and in the case of an alteration of the objects, purposes or rules of the Society, that the alteration is authorised and was made in the manner provided by the rules of the Society; and

(e) within six (6) month after the end of Financial Year, file with the Registrar General an annual return as specified in the Act.

### **Managing Editors of the journals of the Society**

10. Each Managing Editor shall:

(a) be responsible to the Council for the collation and appropriate preparation of manuscripts accepted for the journal they manage;

(b) be required to consider and comment on any matter relating to publications of the Society which the Executive or the Council may bring to their attention; and

(c) prepare and submit a report on the journal they manage to each Annual General Meeting.

11. Subject to the prior approval of the Council, the Managing Editors may delegate editorial responsibility for any individual issue of the journal they manage to another member or members of the Society.

### **The Communications Manager**

**12 (a) – (h) deleted 2008**

### **Membership Manager**

13.(a) – (h) deleted 2002

### **The Bulletin Editor**

14. The Bulletin Editor shall:

(a) Prepare the Bulletin and arrange for its publication as directed by the Executive;

(b) Publish in the Bulletin all items requested by the President or the Executive, such items to have priority over other material if space is limited;

(c) Arrange for regular contributions from Regional Councillors, and invite contributions from members;

(d) Ensure that the cost of publication is kept within any limitations set by the Executive;

- (e) Receive advertisements and direct accounts to the Treasurer for action;
- (f) Alert the Membership Manager when the Bulletin is ready for distribution and submit the Bulletin for proofing and publication to the designated contact;
- (g) Provide an electronic version to the web master for posting on the website **and to send via email to members electing to receive electronic versions only**;
- (h) Refer any doubtful matters to the Executive.

### **Regional Councillors**

15. A Regional Councillor shall:

- (a) Act as local correspondent for the Bulletin, by coordinating regional reports and forwarding them to the Bulletin editor, at a rate no less than two issues per year;
- (b) Be ex officio member of any Organising committee appointed by the Executive to arrange General Meetings or other activities of the Society in their region;
- (c) Provide liaison with other appropriate State based scientific societies;
- (d) Be ex officio Chairperson of any Local Group established in their region and report to the Council on the meetings or other activities of such Local Group;
- (e) Attend in person **or via phone**, or provide a written report, to at least 4 Council meetings per year; offer official apologies when unable to attend;
- (f) As the Regional representative, coordinate at least one regional event per year for the benefit, enjoyment or education of local members.

### **Assistants of Officers**

16. Assistants of Officers and Representatives to Other Learned Organisations, Advisory Boards or Government Committees shall:

- (a) Deleted (2000)
- (b) **Deleted (2008)**
- (c) (d) (e) Deleted (1995).
- (f) **Deleted (2008)**
- (g) **Deleted (2008)**
- (h) in the case of Representatives to Other Learned Organisations, Advisory Boards or Government Committees:
  - i) represent the policy of the Society on ecological issues as outlined in the Society's Position Statements;
  - ii) where representation is required that is outside the officers area of expertise refer the issue to Council or the Executive so that a member of the Society who has expertise in the subject may be identified;
  - iii) provide regular reports **at least annually** to the Council about the meetings and activities of the organisation or board where the officer is representing the Society.
- (i) all Assistants of Officers:
  - i) represent the society in such a way as to achieve the objects and purposes of the Society as outlined in clauses 3 and 4 of the constitution;
  - ii) at all times whilst representing the Society maintain the highest professional standards.

### **Editorial Boards of the Journals of the Society: Austral Ecology**

- 17. (a) there shall be an Editorial Board for Austral Ecology. The Editorial Board shall consist of the Managing Editor of the journal, and a number of Associate Editors, as determined by Council. The Managing Editor, **or an Associate Editor**, shall be the Chair of the Editorial Board.
- (b) The Editorial Board shall be concerned with the preparation of material for the journal and the Managing Editor shall be responsible for conducting the business of the Editorial Board by correspondence or at meetings;

(c) The Managing Editor shall present a report of the Board at each Council Meeting and at the Annual General Meeting of the Society;

(d) One member of the Board shall be appointed to be the Book Review Editor for the journal;

(e) Deleted 2008

#### **Editorial Boards of the journals of the Society; Ecological Management and Restoration**

18. (a) There shall be an editorial Board for Ecological Management and Restoration. The Editorial Board shall consist of the Managing Editor of the Journal, a number of Associate Editorial Board Members, as determined by Council, and the Chairperson of the Editorial Board.

(b) The Editorial Board shall be concerned with the preparation of material for the journal of the Society, and the Chairperson of the Editorial Board shall be responsible for calling a meeting of the Board once in every financial year; at other times members of the Board shall conduct their business by correspondence or phone;

(c) The Chairperson of the Editorial Board shall present a report of the Board to each Council Meeting and to the Annual General Meeting of the Society.

#### **EMPLOYED OFFICERS OF THE SOCIETY**

19. (a) The Society may employ suitably qualified personnel to fill the positions of Executive Officer, Finance Officer and Membership Officer, whose duties responsibilities and salary shall be specified in Position Descriptions approved and overseen by Council.

##### **(b) Executive Officer**

Duties of the Executive Officer shall normally include serving as a point of contact for the Society; assisting the Council and Executive in the day to day activities of the Society; non-voting attendance at Council and Executive meetings; liaison with the President, Secretary, Finance Officer and other Council members; assisting the Public Officer with duties as specified in this Constitution; maintenance and improvement of the Society's website and e-Bulletin; and other actions to ensure that the Society's activities are progressed and its objects are achieved.

##### **(c) Finance Officer**

Duties of the Finance Officer shall normally include responsibility for the day to day financial management of the Society; use of appropriate financial software; monitoring accounts and financial investments; preparation of financial statements and reports; non-voting attendance at Council and Executive meetings; assistance to the Treasurer in financial planning and reporting; liaison with the Executive Officer, Membership Officer and President; financial management of employees; liaison with the publisher of the Society's journals; and other actions to ensure that the Society's financial arrangements are in order.

##### **(d) Membership Officer**

Duties of the Membership Officer shall normally include administration of the Society's membership using electronic database management systems; approving routine membership applications on behalf of the Executive; processing membership subscriptions and mail outs; reporting on membership; administration of the Society's email communications; liaison with the Finance Officer and Executive Officer; and other actions to ensure that the Society's membership subscriptions, arrangements and communication with members operate smoothly and efficiently.

##### **(e) Journal Editors**

Duties of the Editor, Ecological Management and Restoration shall normally include, along with Council and publishing agent, establishing the broad editorial policy of the journal, establishing general guidelines for the format and design of the Journal, seeking contributions to the Journal, arranging for appropriate contributions to be reviewed by at least two persons with appropriate qualifications or experience, ensuring that all contributions conform to the Instructions for Author and meet reasonable standards of English presentations, ensuring all illustrations and tables meet appropriate standards of reproduction, obtaining an assignment of copyright for each contribution signed by the author in the form agreed with the publishing agent, determining content and order of articles, checking page proofs and submitting amendments, develop strategies to promote the Journal to ESA members encouraging both subscriptions and submissions.

#### **PUBLICATIONS**

20. The Society shall issue the Bulletin and journals of the Society as determined appropriate by the Council.

21. The Society may in addition issue occasional publications upon such terms as may be determined by the

Council.

## **POSITION STATEMENTS**

22. The Society may issue Position Statements that reflect the policy of the Society in relation to current ecological issues where;

- (a) the position statement is prepared by a co-ordinating member and or other members of the Society who have familiarity with the subject of the statement;
- (b) an invitation for members to participate in the writing of the position statement is advertised in the Bulletin and on the ESA electronic discussion list;
- (c) first drafts of the position statement are published in the Bulletin and on the ESA electronic discussion list for review by members;
- (d) final drafts of the position statement are published on the ESA electronic discussion list and mailed, either postal or electronic, to members who provided review on the first draft;
- (e) where possible the final version of the position statement shall be discussed at the Annual General Meeting of the Society or if this is not feasible at a local meeting of interested members or via the ESA electronic discussion list;
- (f) the position statement is endorsed by a simple majority vote at the Annual General Meeting of the Society, or where this is not feasible because it would delay the endorsement of the position statement by more than six (6) months by vote of simple majority conducted on the ESA electronic discussion list;
- (g) to ensure the currency of the position statement, it is reviewed every five (5) years following endorsement.

## **FORM OF PROXY**

23. The instrument appointing a proxy pursuant to Clause 39 of the Constitution of the Society shall include the following form of words:

THE ECOLOGICAL SOCIETY OF AUSTRALIA INCORPORATED

I,

of

being member of the above-named Society hereby

appoint

of

or failing him

of

as my proxy to vote for me on my behalf at the (Council, Annual General or Extraordinary General as the case may be) meeting of the Society,

to be on the day of (insert date of meeting)

and at any adjournment thereof.

Signed

Signed this day of (insert current date)

In addition, proxy forms may provide for members to instruct their proxy to vote yes, to vote no, to abstain or to use the proxy's judgement, on propositions to be brought before the meeting of the Society and on amendments to those propositions. Proposers of policy statements which are to be put to a vote at the meeting of the Society may require the Secretary to construct proxy forms allowing for members to indicate (as outlined above) how they wish their vote to be used by their proxies.

24. No one may use the Bulletin or other resources of the Society to request members to appoint them as their proxy for a meeting of the Society, unless at the same time they state in writing how they intend to vote with the proxies on any matters which are to be voted on at the meeting.

## **25. Operation of a Public Fund**

**In the event of the Society establishing a Public Fund:**

- (a) The Society will inform the Department responsible for the environment as soon as possible if it changes its name or the name of the public fund;
- (b) The Society agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose;
- (c) The income and property of the Society shall be used and applied solely in promotion of the its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Society;
- (d) Any allocation of funds or property to other persons or organisations will be made in accordance with the objects of the Society;
- (e) In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations;
- (f) Statistical information including an audited financial statement for the Society and its public fund will be provided to the government within four months of the end of the financial year.

**26. Rules of the Fund**

- (a) The objective of the fund is to support the Society's Constitutional Objects (Clause 3);
- (b) Members of the public are to be invited to make gifts of money or property to the fund in support of the Objects of the Society;
- (c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund;
- (d) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation;
- (e) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund;
- (f) The fund will be operated on a not-for-profit basis;