

**ECOLOGICAL
SOCIETY OF
AUSTRALIA**

**CONSTITUTION
OF
THE ECOLOGICAL SOCIETY OF
AUSTRALIA LTD**

ABN: 20 571 098 795

Amended November 2019

Developed in assistance with

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Corporations Act 2001

A Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

OF

THE ECOLOGICAL SOCIETY OF AUSTRALIA LTD

1. INTERPRETATION

Definitions

1.1 In this Constitution:

Annual general meeting	means the general meeting held each year as required by the Corporations Act and this Constitution.
Annual Subscription	means the annual subscription fee payable by the Members as determined in accordance with clause 6.
Application Subscription	means the current Annual Subscription for the class of membership the applicant is applying for at the time of submitting their application to the Membership Officer and in the case of an application to be an Ordinary Member for more than one year, the amount determined in accordance with clause 6.
By-Laws	means any By-laws of the Company for the time being in force. The By-laws at the date the Constitution is adopted as set out in Annexure A.
Capacity	has the same meaning as in the <i>Powers of Attorney Act 1998 (Qld)</i> .
Company	means The Ecological Society of Australia.
Corporations Act	means the <i>Corporations Act 2001 (Cth)</i> .
Deductible Gift Recipient	has the same meaning as in the <i>Income Tax Assessment Act 1997</i> .
Directors or Board of Directors or the Board	means the directors of the Company.
Executive	means the executive of the Company pursuant to clause 16.

Financial Year	means the period from the date of establishment of the Company to the following 30 June, and after that, the period 1 July in a year through to 30 June in the next year or any other period of 12 consecutive months determined by the Board.
Guidelines for the Register of Environmental Organisations	means the guidelines published by the of Federal Minister and the Treasurer responsible for the environment.
Incorporated Association	means the association incorporated in the Australian Capital Territory known as the Ecological Society of Australia Incorporated.
Impaired Capacity	in relation to a Director, means they do not have Capacity to carry out their responsibilities as a Director.
In writing	means both hard copy and electronic communication including email, message, text and any other written means deemed acceptable by the Board.
Member	Means a member of the Company or, where the context requires, the representative of a corporate Member
Membership Officer	means the person appointed to manage the memberships of the Company from time to time and failing such appointment, the Secretary.
Register of Environmental Organisations	means the list of environmental organisations eligible to receive tax deductible donations established under item 6.1.1 subsection 30-55(1) of the <i>Income Tax Assessment Act 1997</i> to which environmental organisations and their public funds are added and removed at the direction of Federal Minister and the Treasurer responsible for the environment.
Registered Environmental Organisation	means an organisation listed on the Register of Environmental Organisations and endorsed as a Deductible Gift Recipient.

Construction

1.2 In this document:

- (a) An expression that is given a special meaning for the purposes of any part of the Corporations Act has that same meaning when used in this Constitution.
- (b) Words importing the singular include the plural (and vice versa) and words denoting a gender include all other genders.
- (c) Clause headings are inserted for convenience only and are not to be used in interpreting this Constitution.
- (d) References to legislation or to any provision of any legislation include any modification or re-enactment or any legislative provision substituted for it, and all regulations and subordinate legislation and statutory instruments issued under such legislation.

2. LIMITED COMPANY

- 2.1 The liability of the Members is limited by guarantee.
- 2.2 The name of the Company is **The Ecological Society of Australia**.
- 2.3 The registered office of the Company will be as the Board of Directors determines from time to time.

3. OBJECTS

- 3.1 The principal purpose of the Company is to promote the ecological discipline in all its forms, to support the application of the principles in ecology to protect and conserve ecological systems, and to promote the exchange of ecological knowledge for educational purposes and cultural development.
- 3.2 The Company achieves its principal purpose by:
 - (a) protecting and enhancing the environment through:
 - (i) promoting the scientific study of all organisms in relation to their environment;
 - (ii) promoting the application of ecological principles to the development, utilisation and conservation of natural resources;
 - (iii) advising governmental and other agencies in matters where the application of ecological principles may be relevant to their planning and decision making processes;
 - (iv) fostering conservation and ecological management of native biota, their diversity, ecological function, and interaction with the environment;
 - (v) encouraging high professional and ethical standards among the Company's Members and other ecologists;
 - (vi) facilitating and undertaking scientific research in ecology;
 - (vii) facilitating the dissemination and exchange of ideas and information about ecology and the information among the Company's Members, ecologists, other professional disciplines and the general public; and
 - (viii) educating the Company's Members, ecologists, other professional disciplines and the general public about the environment;
 - (b) doing all such other things as are incidental or conducive to the attainment of any of all of the objects specified in this clause;
 - (c) establishing The Ecological Society of Australia Fund in accordance with clause 17; and
 - (d) seeking donations and funding to The Ecological Society of Australia Fund from the public and all levels of government to fund the activities of the Company.
- 3.3 The income and property of the Company must be applied solely towards the promotion of its objects as set out in this Constitution and cannot be paid or transferred, directly or indirectly, as a dividend, bonus or other distribution to the Members or officers of the Company.
- 3.4 Nothing in clause 3.3 prevents:

- (a) the payment in good faith of reasonable and proper remuneration to any officer or employee the Company or to any Member or other person in return for any services rendered to the Company; or
- (b) the payment of interest on money borrowed from a Member for any of the purposes of the Company,

provided such payments are approved by the Board.

4. MEMBERSHIP

4.1 The Members of the Company are:

- (a) those persons who were members of the Incorporated Association upon incorporation of the Company; and
- (b) other persons admitted to membership pursuant to this Constitution.

4.2 Members who are Members of the Company pursuant to clause 4.1(a) will retain the same class of membership that they had in the Incorporated Association immediately prior to the incorporation of the Company.

4.3 Members must inform the Membership Officer in writing of their address for correspondence and of any subsequent change in their address.

4.4 The classes of membership of the Company are as follows:

- (a) Foundation Members;
- (b) Ordinary Members;
- (c) Honorary Members;
- (d) Concessionary Members; and
- (e) Family Membership.

4.5 Foundation Members are those persons who were eligible for this class of membership pursuant to the Constitution of the Incorporated Association immediately prior to the incorporation of the Company.

4.6 A person is eligible to apply for membership of the Company as:

- (a) an Ordinary Member if they have an interest in any aspect of fundamental or applied ecology;
- (b) a Honorary Member if they:
 - (i) have rendered or are rendering distinguished services to the Company or to ecological science;
 - (ii) have received a written recommendation for admission as an Honorary Member from a Director or at least six Ordinary Members.
- (c) a Concessionary Member if they:
 - (i) have an interest in any aspect of fundamental or applied ecology; and

- (ii) are a student of a tertiary institution, have retired or have an income below a certain threshold as determined by the Board or for any other reason that is deemed eligible for Concessionary Membership as determined by the Board.
- 4.7 Two people otherwise eligible to apply for membership as Ordinary Members may apply for Family Membership if they satisfy the Board that they are married, in a de facto or similar relationship or are otherwise related.
- 4.8 Members are eligible:
 - (a) to vote at general meetings of the Company;
 - (b) to be elected as a Director; and
 - (c) subject to clauses 4.10 and 4.11, to receive one copy of every issue of the Bulletin of the Ecological Society of Australia, Austral Ecology and Ecological Management and Restoration, or a similar publication as may be published from time to time by the Company, in a form determined by the Company, including by electronic distribution.
- 4.9 Members may purchase additional copies the publications referred to in clause 4.8(c) or any other publications of the Company at such prices as the Board may determine from time to time.
- 4.10 Each Family Membership will be eligible to receive one copy of each of the publications referred to in clause 4.8(c).
- 4.11 Ordinary Members who apply for and are admitted as Members for 5 years, 10 years or life pursuant to clause 5.2 will be also be entitled to receive an electronic copy of the Austral Ecology and Ecological Management and Restoration or a similar publication as may be published from time to time by the Company.

5. APPLICATION FOR MEMBERSHIP AND APPOINTMENT OF NEW MEMBERS

- 5.1 Applications for membership must be in a form approved by the Board, signed by the applicant and directed to the Membership Officer together with payment of their Application Subscription.
- 5.2 In the case of an application for Ordinary Membership, the application must state the period of Annual Subscription (one year, five years, ten years or life) the applicant is paying upfront with their application.
- 5.3 The Board has an unfettered discretion to determine whether an applicant will be accepted or rejected for membership.
- 5.4 If a membership application is refused, the Membership Officer must:
 - (a) notify the applicant in writing, and that applicant may re-apply to the Membership Officer for admission as a Member, but not within 12 months from the date of the refusal; and
 - (b) refund the Application Subscription paid by the applicant.
- 5.5 The Board is not required to give reasons for their decision in relation to an application for membership.

6. SUBSCRIPTION FEES

- 6.1 The Annual Subscription payable will:
 - (a) be the sum determined from time to time by the Board and approved by members

- (b) vary according to membership category. Membership categories should include ordinary, Concession, Family and Honorary and any other categories as determined relevant to the Board from time to time.

6.2 Ordinary Members may pay for:

- (a) five years of membership upfront in which case, the total Application Subscription payable will be 90% of five years current Annual Subscription rounded up to the nearest \$5.00; or
- (b) ten years of membership upfront in which case, the total Application Subscription payable will be 80% of 10 years current Annual Subscription rounded up to the nearest \$5.00; or
- (c) life-membership upfront in which case the total Application Subscription payable will be 70% of 35 years current Annual Subscription rounded up to the nearest \$10.00.

6.3 Application Subscription will be payable to the Membership Officer upon application for membership and subsequent Annual Subscriptions (except in the case of some Ordinary Members who pay upfront in accordance with the provisions of this Constitution) annually thereafter on the membership anniversary date, or such other date as determined by the Membership Officer.

6.4 A late fee may accrue on overdue Annual Subscriptions. Such a fee must be set by the Board and ratified by Members.

6.5 If a Member's Annual Subscription is more than one month in arrears, that Member will not be entitled to the privileges of their class of membership.

6.6 Members who cease to be a Member of the Company will be entitled to a refund of Annual Subscription paid in advance of the current Financial Year's Annual Subscription.

In the case of Ordinary Members who have paid upfront for multiple years of membership or life membership, the amount paid upfront by the Member will be divided equally over the number of years of membership that have been paid upfront to determine the amount that is refundable to the Member pursuant to clause 6.6.

6.7 Honorary Members and Foundation Members will not be liable for the payment of Annual Subscription, but will be deemed to be a financial Member of the Company and entitled to all the privileges of membership.

7. CESSATION OF MEMBERSHIP

7.1 A person ceases to be a Member of the Company if the Member:

- (a) gives notice in writing to the Membership Officer resigning as a Member;
- (b) is declared bankrupt or in case of a corporate Member, is placed into liquidation, or has a receiver or manager appointed;
- (c) dies;
- (d) in the opinion of the Board, acts in their own interests while performing any official duties for the Company; or
- (e) refuses or neglects to comply with the provisions of the Constitution or of any By-Law of the Company.

- 7.2 The date of resignation of a Member resigning in accordance with the provisions of clause 7.1 is the date on which the notice of resignation is received by the Secretary or deemed cessation occurs.
- 7.3 Subject to the rest of this clause 7:
- (a) the Board has the power to expel a Member for a period and on such terms as is determined by two thirds of the Directors if the Board determines that the Member is guilty of any conduct which, in the opinion of the Board, is prejudicial to the interests of the Company or likely to bring discredit to the Company;
 - (b) the Board may exercise its discretion to terminate a Member's membership if that Member has Annual Subscriptions which are more than 12 months in arrears and which remain outstanding for one month after the Member has received a written request to pay those arrears.
- 7.4 A Member whose membership is terminated in accordance with clause 7.3 will not be eligible for future membership of the Company unless the full amount of the arrears, including any late fee together with the Annual Subscription for the year of membership being applied for is tendered with their further membership application.
- 7.5 At least seven clear days' notice in writing must be given to a Member of the meeting of the Board at which a resolution to expel the Member is to be proposed.
- The notice must include particulars of the issues of concern to the Board.
- 7.6 The Member must have a reasonable opportunity to respond to the allegation and produce any material they consider relevant at the Board meeting.
- 7.7 The Membership Officer must immediately notify the Member in writing once a resolution of expulsion is passed.
- 7.8 Any Member who is expelled may lodge a written appeal with the Membership Officer within 30 days of receipt of notice of expulsion.
- 7.9 If a Member lodges an appeal against their expulsion, the Board must promptly call a general meeting of the Company at which the resolution with respect to the Member's expulsion will be voted on by Members.
- At the general meeting called pursuant to clause 7.9, the Member must be given the opportunity to respond to the allegations and produce any material they consider relevant.
- 7.10 The decision of the Company as to a person's membership in general meeting is binding and no further appeal lies from that decision.

8. ANNUAL GENERAL MEETING

- 8.1 The Annual general meeting of the Company must be held each year no later than five months after the end of the previous Financial Year.
- 8.2 In addition to the requirements of the Corporations Act as to the content of Annual general meetings, the Board will also present a report on the activities of the Company and amendments to the By-Laws since the last Annual general meeting.

9. GENERAL MEETINGS

- 9.1 A general meeting may be convened by the Board at any time and must be convened within two calendar months of receiving a requisition in writing from Members entitled to exercise at least 5% of the votes that may be cast at a general meeting or 20 Members, whichever is less.
- 9.2 Subject to the provisions of the Corporations Act relating to special resolutions, at least 21 days written notice of a general meeting must be given to all Members who are entitled to receive the notice.
- 9.3 A notice of a general meeting must contain all information required by the Corporations Act, including:
- (a) the place, the day and the hour of the meeting; and
 - (b) the general nature of the business to be transacted at the meeting.

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1 No business can be transacted at any Annual general meeting or general meeting unless a quorum of Members is present in person or by proxy, attorney or representative at the time when the meeting is due to commence.
- 10.2 Unless otherwise determined by the Company in general meeting, a quorum is 20 financial Members present in person or by proxy.
- 10.3 Each Family Membership is entitled to two votes and count as two for the purposes of determining the quorum.
- 10.4 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:
- (a) if convened upon the requisition of Members, is dissolved; or
 - (b) in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairperson may determine.
- 10.5 If a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present constitute a quorum.
- 10.6 The chairperson may, with the consent of the Members present at any meeting at which a quorum is present, adjourn the meeting but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.7 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case for an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 10.8 At any general meeting of Members, a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded:
- (a) by the chairperson; or
 - (b) by at least 5% of the votes that may be cast on the resolution.
- 10.9 The demand for a poll may be withdrawn.

- 10.10 Before a vote is taken, the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are cast in total.
- 10.11 Unless a poll is demanded, a declaration by the chairperson is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of votes recorded in favour or against.
- 10.12 If a poll is demanded the chairperson will determine how the poll will be taken, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- If a poll is demanded on the election of a chairperson or on a question of adjournment, it must be taken immediately.
- 10.13 In the case of an equality of votes, whether on a show of hands or on a poll:
- (a) the chairperson is not entitled to a second or casting vote; and
 - (b) the resolution will not be passed.
- 10.14 A Member may vote in person or by proxy, attorney or representative and every Member present in person or by proxy, attorney or representative has one vote.
- 10.15 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under any legislation relating to mental health may vote, by the Member's committee or trustee or by such other person who has the management of their estate, and the committee, trustee or other person may vote by proxy or attorney.
- 10.16 A Member may only appoint one proxy for a particular meeting.
- 10.17 A document appointing a proxy:
- (a) must be in writing and:
 - (i) signed by the appointor or their attorney; or
 - (ii) if the appointer is a corporation, either under seal or signed by an officer or attorney; and
 - (b) contain:
 - (i) the member's name;
 - (ii) the proxy's name or the name of the office held by the proxy; and
 - (iii) the meetings at which the proxy may be used;
 - (c) may direct the manner in which the proxy is to vote in respect of a particular resolution in which case the proxy must vote accordance with that direction;
 - (d) is taken to confer authority to demand or join in demanding a poll; and
 - (e) must be in the following form or in a form that is as similar to the following form as the circumstances allow:

The Ecological Society of Australia

I/we, _____, of _____,

being a member/members of the Company, appoint
of _____ or, in their absence,
of _____
as my/our proxy to vote for me/us on my/our behalf at the *annual general
meeting/*general meeting of the Company to be held on the _____ day of xxxx
and at any adjournment of that meeting.

+This form to be used *in favour of/*against the resolution.

Signed this _____ day of _____ xxxx.

*Strike out whichever is not desired

+To be inserted if desired.

10.18 An instrument appointing a proxy is not valid unless the instrument, and the original or notarially certified copy of the power of attorney or other authority under which the instrument is signed, is deposited, not less than 48 hours before the relevant meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

The power of attorney or copies must be deposited at the registered office of the Company or any other place specified for that purpose in the notice convening the meeting.

10.19 For the purpose of clause 10.18, a document is taken to be deposited at the registered office of the Company if a legible, true copy of a document is received via online communication including email, text, message or other means deemed reasonable by the Board.

10.20 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:

- (a) the previous death or unsoundness of mind of the principal; or
- (b) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power,

if no intimation in writing of any of those events has been received by the Company before the meeting at which the instrument is used or the power is exercised.

10.21 If the Directors have elected one of their number as chairperson of their meetings, that person will preside as chairperson at every general meeting.

10.22 Where a general meeting is held and:

- (a) a chairperson has not been elected; or
- (b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Members present must elect one of their number to be chairperson of the meeting.

11. DIRECTORS

11.1 The Board must consist of at least three Directors, including the chairperson.

11.2 Directors must be elected by the Members of the Company .

11.3 The appointment of a Director will be effective from the conclusion of the Annual general meeting at which the election is announced.

- 11.4 The Board must at all times comprise a majority of persons who are considered to have a degree of responsibility to the community.

Any appointment purporting to replace a Director, which, if it were an effective appointment, would cause this clause to be contravened, will be invalid.

- 11.5 Subject to 11.3, the Board may appoint any person to fill a casual vacancy or in addition to the number of Directors.

Any Director appointed pursuant to this clause holds office until the conclusion of the next Annual general meeting.

The Board may not appoint a person to fill a casual vacancy in the position of Immediate Past President.

- 11.6 The office of a Director becomes vacant if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (b) is prohibited from being a director of a company by reason of any order made under the Corporations Act;
- (c) ceases to be a Director by operation of any provision of the Corporations Act;
- (d) ceases to be a Member of the Company;
- (e) becomes of unsound mind, suffers from Impaired Capacity or becomes a person whose person or estate is liable to be dealt with in any way relating to mental health; and
- (f) resigns as a Director by notice in writing to the Company;
- (g) is removed by an ordinary resolution of Members.

- 11.7 The Directors are entitled to be paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in the execution of their duties as Directors.

12. ROTATION AND ELECTION OF DIRECTORS

- 12.1 The Directors will be chosen from Members without necessary reference to their place of residence except that:

- (a) the office of President must not be held for more than six consecutive annual terms by persons residing in the same centre of population;

- 12.2 The office of Immediate Past President may only be held by a person other than the current President who most recently held the office of President of the Company.

- 12.3 At each Annual general meeting, Directors must retire from office in accordance with the expected terms of office listed in clause 12.4.

Subject to clause 12.5, a Director who retires under this clause will be eligible for re-election.

- 12.4 Expected terms of office are:

- (a) Executive positions (i.e. President, Vice-Presidents, Treasurer, Secretary): three consecutive annual terms

- (b) Ordinary Director positions: two consecutive annual terms with the exception of (c)
- (c) Chairperson of the Editorial Board of each of the Journals of the Company: three consecutive annual terms
- (d) President-elect and Treasurer-elect: one annual term served immediately prior to transition to nominated Executive position

12.5 Maximum terms:

- (a) No person may hold the office of President for more than six consecutive annual terms; and
- (b) No person may hold the office of Vice President for more than six consecutive annual terms.
- (c) Ordinary Directors including Chairpersons of the Editorial Boards and Bulletin Editor may serve more than six consecutive annual terms subject to Board review and Board approval of re-nomination.

12.6 The position of President-Elect should be filled by a person that the Members elect as their preferred next President at the Annual general meeting at the end of the current President's second annual term.

The person appointed as President-Elect will serve a one year term immediately before transitioning directly to President at the following Annual general meeting being the end of the current President's third consecutive annual term.

12.7 The position of Treasurer-Elect should be filled by a person that the Members elect as their preferred next Treasurer at the Annual general meeting at the end of the current Treasurer's second annual term.

The person appointed as Treasurer-Elect will serve a one year term immediately before transitioning directly to Treasurer at the following Annual general meeting being the end of the current Treasurer's third consecutive annual term.

12.8 Where reasonably possible the Members should ensure that:

- (a) Directors new to the positions of Treasurer and Secretary will not be elected in the same year; and
- (b) where a Director has not previously served as either Treasurer or Secretary, the election of that Director to either of these positions will coincide with the election of the President-Elect.
- (c) at least one incumbent Vice-President is continuing in any year.

This ensures that there is always at least the incumbent President and one of the Treasurer or Secretary with prior and ongoing positions on Board. It also ensures that at least one incumbent Vice-President continues at any election.

The retirement of a Director who retires under this clause 12 will be effective from the close of the relevant Annual general meeting.

12.9 The Board must give a notice to Members calling for nominations for vacant positions at least 60 days prior to the Annual general meeting.

12.10 A Member may nominate themselves or another Member for election and the Board may nominate a Member for election.

The nomination must state what position on the Board the nominee is applying for.

The Board may nominate a Member for election by ordinary resolution and in this case, such nomination must be acknowledged and accepted by the nominee in writing.

12.11 Nominations, except for the position of Immediate Past President, must be received by the Secretary by the nominated due date to enable nominations to form part of the published Board papers.

12.12 If the number of candidates for election is equal to or less than the number of vacancies, the chairperson may declare those candidates to be duly elected.

If the number of candidates is less than the number of vacancies, the chairperson may take nominations from the floor. Positions elected from the floor pursuant to this clause will be subject to ratification by the Board following verification of membership, provision of CV and statement of intent within seven working days.

12.13 If the number of candidates exceeds the number of vacancies, a ballot must be held at the meeting to elect the replacement Directors.

12.14 All issues in relation to the election of Directors and the conduct of a ballot will be determined by the chairperson whose decision will be final and binding.

13. POWERS AND DUTIES OF THE DIRECTORS

13.1 The management of the Company is the responsibility of the Board and the Board may exercise all powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

13.2 Without limiting clause 13.1:

(a) the Board may:

- (i) receive and consider reports from the Executive or any sub-committee;
- (ii) nominate Directors and an auditor for election or appointment as the case may be at the next following Annual general meeting;
- (iii) make decisions on all matters of policy and business affecting the Company as it sees fit;
- (iv) award persons in recognition of their contribution to ecological science and the Company;
- (v) endorse financial support of the professional development of Members;
- (vi) prepare and circulate the Bulletin to Members;
- (vii) appoint from the Members or otherwise Managing Editors and Editorial Boards of the Journals, Conference Organising Committees, Company representatives to other organisations, advisory boards or government committees, or any subcommittees or other assistants as it may from time to time deem necessary for the efficient conduct of the Company's affairs and approve the remuneration for such positions.

(b) the Directors must:

- (i) provide to the Secretary a brief report on activities for the Board to consider when they are unable to attend Board meetings; and
- (ii) be available to serve on subcommittees established by Board to attain the objects of the Company.

13.3 The Board may make By-Laws that are not inconsistent with the Constitution and the Corporations Act for the general management and running of the Company.

13.4 The Board may conduct a postal or electronic ballot of financial Members of the Company on any matter that it deems to be sufficiently important. A ballot on any question must also be conducted on requisition signed by not fewer than 20 financial Members delivered to the Secretary.

13.5 A ballot conducted pursuant to clause 13.4 will be conducted on such terms as determined by the Board but in the case of a ballot requisitioned by Members, must be conducted within 90 days of receiving the requisition.

13.6 Any decision made by the Members on a ballot is to be used to inform the Board on the Company's affairs and it is not binding on the Board or the Company unless it is passed at a general meeting.

14. PROCEEDINGS OF THE BOARD, EXECUTIVE, SUB-COMMITTEES AND APPOINTMENT OF THE CHAIRPERSON

14.1 The Board must meet at least every three months.

14.2 The President may at any time, and the Secretary must, on the requisition of at least four Directors, summon a meeting of the Board.

14.3 Unless a meeting has been previously agreed to by a majority of Directors at a previous meeting of the Board, at least seven days' notice must be provided for a meeting of Board unless all Directors consent to the meeting occurring on shorter notice.

14.4 The Board must appoint one of its members to chair its meetings and may determine the period for which they will hold office. At the date of this Constitution, the Board has appointed the President as its chairperson.

14.5 Where a meeting of Directors is held and:

- (a) a chairperson has not been elected; or
- (b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Directors present must elect an alternative chairperson of the meeting.

14.6 Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes.

14.7 The quorum necessary for the transaction of the business of the Board is six Directors.

14.8 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if their number is reduced below the number fixed by or pursuant to this Constitution as the quorum of the Board, the continuing Directors may only act for the purpose of filling a casual vacancy or calling a general meeting.

- 14.9 A resolution in writing signed by all Directors is as valid as if it had been passed at a meeting of the Board. The resolution may consist of several documents in like form, each signed by one or more Directors.
- 14.10 Subject to the Corporations Act, the Board may delegate any of its powers to one or more sub-committees or the Executive as the Board thinks fit and the Board may also appoint the chairperson of any sub-committee or the Executive.
- 14.11 Each sub-committee and the Executive must keep proper minutes of its meetings and the provisions regulating proceedings of the Board apply to the proceedings of subcommittees and the Executive unless otherwise stated in this constitution.
- 14.12 Questions arising at any meeting of sub-committees or Executive must be determined by a majority of votes of the Members present.
- 14.13 No decision of a sub-committee or the Executive is binding on the Company unless it is ratified by the Board or within their power as provided for by this Constitution or the By-Laws.
- 14.14 If it is discovered after the event that there was some defect in the appointment of any Director, Executive or sub-committee member, or that they were disqualified, anything done by the Board, Executive or of the sub-committee or the person acting as a Director, Executive or sub-committee member is as valid as if every such person had been duly appointed and was qualified to be a Director or member of the Executive or sub-committee.

15. THE EXECUTIVE

- 15.1 The Executive will consist of the President, the President-Elect or Immediate Past President, the Secretary, Treasurer and the Vice Presidents.
- 15.2 A quorum for an Executive meeting is any three of the President, President-Elect, Vice Presidents, Secretary or Treasurer.
- 15.3 Members of the Executive, if absent from a meeting of the Executive may delegate their duties to other members of the Executive. However, such delegation will not be counted for the purposes of determining if a quorum is present.
- 15.4 The Executive must meet at least four times in each calendar year or when requested by one of its members. A person who is not a member of the Executive may participate in meetings in an ex officio capacity.
- 15.5 The Executive has the powers and functions conferred upon it by this Constitution and the Board and, subject to the directions of Board on matters of policy, shall be responsible for the day to day administration and management of the Company. The Executive has the 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 Board meeting or be referred to Board by postal or electronic ballot of the Directors

16. MANAGEMENT OF CHARITABLE TRUSTS

- 16.1 The Board may establish a committee of its Directors to administer any trustee responsibilities, and funds held by the Company for charitable purposes, other than the public fund established pursuant to clause 17.
- 16.2 The committee must comply with the requirements of the relevant trust deed, other governing document of the relevant trust and applicable law.

Meetings of the committee must be held in accordance with the provisions of this Constitution in relation to Board meetings unless otherwise specified in this Constitution, the trust deed, other government document of the relevant trust or applicable law.

17. MAINTENANCE OF A PUBLIC FUND – THE ECOLOGICAL SOCIETY OF AUSTRALIA FUND

- 17.1 If the Company is endorsed as a Registered Environmental Organisation it must open and maintain a separate public fund to be called **The Ecological Society of Australia Fund** for the specific purpose of supporting the environmental objects/purposes of the Company. The Ecological Society of Australia Fund once established will receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account.
- 17.2 The Executive will comprise the management committee of The Ecological Society of Australia Fund (**Management Committee**) and meetings of the Management Committee will occur in the same way that meetings of Directors occur as provided by this Constitution.
- At all times, the Management Committee must have at least three members.
- 17.3 By being a member of the Executive the person also consents to be a member of the Management Committee.
- 17.4 If a person ceases to be a member of the Executive they are deemed to be automatically removed from the Management Committee.
- 17.5 The Management Committee must at all times comprise a majority of persons who are considered to have a degree of responsibility to the community.
- 17.6 The Management Committee must ensure that the Ecological Society of Australia Fund:
- (a) must not receive any other money or property into its account; and
 - (b) must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.
- 17.7 The Management Committee agree to comply with any rules that the Federal Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Ecological Society of Australia Fund are only used for its principal purpose.
- 17.8 The income and property of the Ecological Society of Australia Fund must be used and applied solely in promotion of its objects and no portion must be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to Members, Directors, officers or trustees of the Company or the Ecological Society of Australia Fund.
- 17.9 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Company and not be influenced by the preference of the donor.
- 17.10 Receipts must be issued in the name of The Ecological Society of Australia Fund for all donations to the fund as required by the *Income Tax Assessment Act 1997* and Guidelines for Registered Environmental Organisations.
- 17.11 Statistical information requested by the Federal Department responsible for the environment on donations to the Ecological Society of Australia Fund will be provided within four months of the end of the Financial Year. An audited financial statement for the Company and the Ecological Society of Australia Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the Ecological Society of Australia Fund's monies and the management of its assets.

17.12 If the Ecological Society of Australia Fund is wound up or if the endorsement of the Company or The Ecological Society of Australia Fund as a Deductible Gift Recipient is revoked, any surplus assets of The Ecological Society of Australia Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority, or institution to which income tax deductible gifts can be made that is on the Register of Environmental Organisations (**Default Fund**).

The Default Fund will be determined:

- (a) by the Members at or before the time of dissolution; but
- (b) if no determination is made by the Members, the Default Fund will be determined by a Judge of the Supreme Court of the state in which the registered office of the Company is located.

17.13 The Management Committee must inform the Federal Department responsible for the environment as soon as possible if:

- (a) it changes its name or the name of the Ecological Society of Australia Fund; or
- (b) there is any change to the membership of the Management Committee of the Ecological Society of Australia Fund; or
- (c) there has been any departure from the model rules for public funds located in the Guidelines for the Register of Environmental Organisations.

17.14 The Management Committee must seek donations to The Ecological Society of Australia Fund from the public and all levels of government to fund the activities of The Ecological Society of Australia Fund.

18. MEETINGS USING TECHNOLOGY

18.1 A Board, Executive or sub-committee meeting may be called or held using any technology allowed under the Corporations Act and consented to by all the Directors.

18.2 The consent referred to in clause 18.1 may be a standing one. A person may only withdraw their consent within a reasonable period before the meeting.

19. ALTERNATE DIRECTORS

19.1 Each Director may nominate any Member to act as alternate Director in their place with the approval of the Board during any temporary period for which they are unable to act or attend as a Director, and may remove that alternate Director at any time.

19.2 The alternate director is subject to the conditions existing with reference to other Directors and must discharge all the duties and may exercise all the authorities, and powers of the Director he or she represents. An instrument appointing an alternate director must be delivered to the Company. If the Director making the appointment ceases to be a Director, the alternate ceases to be an alternate director.

20. DIRECTORS CONTRACTING WITH THE COMPANY

20.1 No Director is disqualified by their office from contracting with the Company.

20.2 No contract or arrangement entered into by the Company in which any Director is in any way interested can be avoided because the person has the interest.

- 20.3 A Director who has an interest in any contractual arrangements with the Company is not liable to account to the Company for any profit realised in relation to the contract or arrangement provided the Director has disclosed the nature of their interest at a meeting of the Board.
- 20.4 The declaration must be made at a meeting of the Directors at which the contract or arrangement is determined if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the Director's interest.
- 20.5 A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in any subsequent transaction with the company or firm is sufficient disclosure if:
- (a) the notice states the nature and extent of the interest of the Director in the company or firm; and
 - (b) there has been no material change in the Director's interest in the company or firm when a later transaction is considered by the Board.
- 20.6 A Director who has a material interest in a matter that is being considered at a Directors meeting must not:
- (a) be present at the meeting while the matter is being considered; and
 - (b) must not vote on the matter unless the preceding provisions of this clause 20 have been complied with and the other Directors have passed a resolution in accordance with the Corporations Act.
- 20.7 The giving of a general notice under this clause 20 does not entitle a Director to be present or to vote at a meeting in relation to a particular contract unless a resolution of the Board under clause 20.6 has first been passed.
- 20.8 Subject to a Director having complied with this clause 200, the Director may sign or countersign any contract in which they are interested.

21. COMPANY SECRETARY

- 21.1 The Secretary must:
- (a) cause minutes to be made and entered of:
 - (i) the names of Directors, members of the Executive, Members and other persons present at all meetings; and
 - (ii) all proceedings at all meetings.

22. THE PUBLIC OFFICER

- 22.1 The Public Officer must perform all the duties of that office as required by the Corporations Act and by the By-laws of the Company.

23. LOCAL GROUPS

- 23.1 Members of the Company in any part of Australia may form a Local Group which may meet for discussion or other activities not inconsistent with this Constitution.
- 23.2 A Local Group may not make or issue any statement purporting to be made or issued on behalf of the Company nor may it in any other way purport to act on behalf of the Company.

24. ACCOUNTS AND AUDIT

- 24.1 Subject to clause 24.2, the Company's accounts must be operated by a signature of:
- (a) any two members of the Executive;
 - (b) a member of the Executive and a delegate of the Executive who is also a Director; or
 - (c) any two delegates of the Executive.
- 24.2 The Board must approve the establishment of special purpose accounts for the organisation of conferences and other activities which are to be operated jointly by two nominated members of the Executive, or any two delegates of the Executive.
- 24.3 The auditor of the Company is appointed by the Company in general meeting and holds office in accordance with the Corporations Act.
- 24.4 The Board must cause:
- (a) proper accounting and other records to be kept;
 - (b) copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report to be distributed to Members as required by the Corporations Act; and
 - (c) a statement of financial position, a statement of financial performance and a statement of cash flow for the preceding Financial Year of the Company to be prepared before the date of the meeting and sent to every Member with the notice for each Annual general meeting.

25. COMMON SEAL

- 25.1 The Common Seal of the Company must not be affixed to any instrument except by the authority of Board and in the presence of the President or a Vice President and the Secretary or such other Director as the Board may appoint for the purpose; and the President or Vice President, as the case may be, and the Secretary or other Director must sign every instrument to which the common Seal of the Company is so affixed in their presence.
- 25.2 Documents may be signed on behalf of the Company in any way permitted by law, including:
- (a) by two Executive Directors, or an Ordinary Director and the Secretary;
 - (b) by any properly appointed attorneys;
 - (c) by any electronic or digital means permitted by law; or
 - (d) by any other two persons authorized in writing by the Board or Executive.
- 25.3 Subject to any requirements in the Corporations Act, the Board may determine how any cheques, bills of exchange, promissory notes or other negotiable instruments will be signed, drawn, made, accepted or endorsed for or on behalf of the Company.

26. NOTICES

- 26.1 The Company may give a notice of meeting to a Member either by:
- (a) serving it on the Member personally; or

- (b) by sending it by post to the Member at the address shown in the register of members or the address supplied by the member for the giving of notices; or
- (c) forwarding it by facsimile transmission at the facsimile number shown in the registers of members (if any) or the facsimile number supplied by the member for the giving of notices; or
- (d) forwarding it by electronic mail to the electronic mail address shown in the register of members (if any) or the electronic mail address supplied by the members for the giving of notices; or
- (e) in any other way allowed by the Corporations Act.

26.2 A notice of meeting sent by post is taken to be given three days after it is posted.

26.3 A notice of meeting sent by facsimile will be deemed to be effected on the date the Company receives a facsimile transmission report confirming receipt of the notice at the facsimile number for the member referred to in clause 26.1.

26.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.

26.5 Notice of every general meeting must be given in any manner authorised by this Constitution to:

- (a) every Member except those Members who have not supplied to the Company an address for the giving of notices to them; and
- (b) the auditor or auditors for the time being of the Company.

26.6 No other person is entitled to receive notices of general meetings.

27. WINDING UP

27.1 If the Company is wound up and any property remains after satisfaction of all its liabilities, that property:

- (a) must not be paid to or distributed among the Members; but
- (b) must be given or transferred to other institutions having similar objects to the Company that are Deductible Gift Recipients (Default Fund) that is a Registered Environmental Organisation.

27.2 The Default Fund will be determined:

- (a) by the Members at or before the time of dissolution; but
- (b) if no determination is made by the Members, the Default Fund will be determined by a Judge of the Supreme Court of the state in which the registered office of the Company is located.

27.3 Every Member undertakes to contribute to the assets of the Company to a maximum of \$10 if the Company is wound up while they are a Member or within one year after they cease to be a Member, for payment of the liabilities of the Company contracted before they cease to be a Member.

28. INDEMNITY

28.1 Every officer of the Company is indemnified out of the assets of the Company against any liability incurred by the person as officer except where the Company is prohibited from indemnifying the person under the provisions of the Corporations Act.

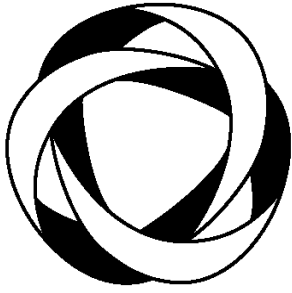
The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.

28.2 The Company may pay premiums in respect of contracts insuring current and past officers of the Company against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Company is prohibited from doing so under the Corporations Act.

28.3 An officer of the Company is not liable for:

- (a) the act, neglect or default of any other officer;
- (b) any loss or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Company are invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects are deposited or left; or
- (e) for any other loss or damage which happens in the execution of the duties of his office

unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.



**ECOLOGICAL
SOCIETY OF
AUSTRALIA**

**ANNEXURE A
BY LAWS
OF
THE ECOLOGICAL SOCIETY OF
AUSTRALIA**

ABN: 20 571 098 795

Amended November 2019

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ANNEXURE A

A Company Limited by Guarantee and not having a Share Capital

BY LAWS

OF

THE ECOLOGICAL SOCIETY OF AUSTRALIA

1. INTERPRETATION

- 1.1 Where applicable, terms used in the By-Laws that are defined in the Constitution of the Company have the meaning set out in the Constitution unless otherwise stated.

2. PRESIDENT

- 2.1 The President must:

- (a) preside at meetings they are present at as chairperson, provide general guidance in the formulation of policy, act as the Company's representative in negotiations with the Australian Government and national scientific bodies, and act for the Company in consultation with Local Councils in such other ways as may further its objects;
- (b) deliver a Presidential Address at the Annual general meeting of the Company and the Company's Annual Conference when they are present;
- (c) be directly responsible for actions associated with paid employees of the Company 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; and
- (d) provide information to new Directors in relation to their responsibilities to the Company.

- 2.2 Nothing will prevent the President or the Board from nominating or appointing another Director to carry out temporarily a duty or function on behalf of the President.

- 2.3 In recognition of the significant time commitment required to complete the duties of President, the President will be entitled to receive an annual annuity at a level set and reviewed each presidential term as determined by the Board following the recommendation of the Executive.

3. THE VICE PRESIDENTS

- 3.1 There may be up to four Vice Presidents elected to the Board.

- 3.2 The Vice Presidents must:

- (a) assist the President in formulating and enacting the policies of the Company;
- (b) subject to nomination by the President:
 - (i) perform any duty or function of the President; and
 - (ii) co-ordinate activity areas of the Company.

- 3.3 Each Vice President will be allocated one or more of the following duties in their role as Vice President:

- (a) One Vice President preferably from a tertiary teaching institution, must be responsible for coordinating and making recommendations to Board on student affairs including student travel and research grant awards.
- (b) One Vice President must be responsible for the Company's public liaison activities, such as the development and use of the Position Statements or Hot Topics and other public documents as developed.
- (c) One Vice President must be responsible for overseeing and making recommendations to Board, on issues concerning the development of ecological research, including the Australian Ecology Research Award, indigenous and practitioner engagement, and liaison with committees organising the Company's annual conference.
- (d) One Vice President must be responsible for membership services, overseeing events including the conference and issues related to membership including equity and diversity.

4. THE PRESIDENT-ELECT

- 4.1 The President-elect will hold office for one year.
- 4.2 The President-elect must, as needed:
 - (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) 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 Company.

5. THE IMMEDIATE PAST PRESIDENT

- 5.1 The Immediate Past President must:
 - (a) assist the President in their transition and in the formulation of policies of the Company;
 - (b) subject to nomination by the President:
 - (i) perform any duty or function of the President; and
 - (ii) co-ordinate activity areas of the Company.

6. THE SECRETARY

- 6.1 The Secretary must:
 - (a) conduct the correspondence of the Company in accordance with the decisions of the Board and Executive and file copies of all correspondence;
 - (b) refer all correspondence to the Executive and correspondence to the Board as the Executive may direct;
 - (c) make the necessary arrangements for Board, Executive and general meetings, and give due notice of all meetings to those entitled to attend;

- (d) prepare reports of the Board's and Executive's activities in collaboration with the President and an officer of the Executive;
- (e) ensure all Board minutes, reports and meeting notices, agenda and papers are made available to members via the Company website in a timely manner and in accordance with the requirements of the Corporations act and other relevant legal entities.

7. THE TREASURER

7.1 The Treasurer must:

- (a) manage the collection and receipt of all monies on behalf of the Company and deposit these without any deduction whatsoever in the relevant bank accounts;
- (b) maintain a record of all financial transactions undertaken on behalf of the Company;
- (c) present a cash statement at each meeting of the Executive when accounts shall be submitted for approval;
- (d) make payment or cause payment to be made 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 Company's auditor;
- (f) open and supervise bank and investment accounts relating to Company activity, with the approval of the Executive and Board;
- (g) prepare the Company's financial governance and investment policy;
- (h) prepare an annual budget based on the guidelines set out in the Company's financial governance and investment policy;
- (i) consult with the Finance and Membership Officer in regard to financial matters of the Company, direct monies received into a Company bank account and receive reports on membership for communication to the Board;
- (j) act as chair of Financial Governance Working Group and oversee investment and management of funds in accordance with the Company's financial governance and investment policy and the current business plan;
- (k) take carriage of and responsibly for, the Financial Governance and Investment Policy.
- (l) In recognition of the significant time required to complete the duties of Treasurer, the Treasurer will be entitled to receive an annual annuity at a level set and reviewed each term as determined by the Board following recommendation of the executive.

8. THE TREASURER-ELECT

8.1 The Treasurer-elect will hold office for one year.

8.2 The Treasurer-elect must, as needed:

- (a) Work closely with the Treasurer and Finance Governance Working Group so as to gain a comprehensive understanding of the financial functions of the Society
- (b) substitute for the Treasurer at meetings where relevant and where possible;

- (c) subject to nomination by the Treasurer, perform any duty or function of the Treasurer;
- (d) subject to nomination by the Treasurer, co-ordinate financial activity areas of the Company.

9. MANAGING EDITORS OF THE JOURNALS OF THE COMPANY

9.1 Each Managing Editor must:

- (a) be responsible to the Board 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 Company which the Executive or the Board may bring to their attention; and
- (c) prepare and submit a report on the Journal they manage to each Annual general meeting.

9.2 Subject to the prior approval of the Board, the Managing Editors may delegate editorial responsibility for any individual issue of the journal they manage to another member or members of the Company or a qualified third party.

10. ORDINARY DIRECTORS

10.1 An Ordinary Director must:

(a) be an active member of the Board and engage in other activities of the Board that facilitate the aims and activities of the Company.

(b) Actively engage in communication with the membership including providing news items for the bulletin and e-news, update web pages relevant to the portfolio, and distribute information regarding Company activities through relevant networks.

(c) Attend in person or via phone, or provide a written report, to at least four Board meetings per year and offer official apologies when unable to attend (Note Constitutional provision 19.1 allowing appointment of a representative in the event of absence)

(d) Be responsible for a portfolio aligned with strategic plan or other initiatives as delegated by the Board

(e) Where appropriate chair or be a member of a sub-committee drawn from within the broader membership and invite external membership as ex-officio participants as required.

(f) Provide a report to Board on sub-committee scope, timeline and progress at least once every six months

(g) When a Director retires they must hand over information relevant the position (docs, files, contacts etc.) to the Secretary. This is to enable a more fluid transition for the incumbent replacing them.

10.2 Director Membership. As much as possible, directors should be sought from across the membership to balance the range of genders, locations and career stages.

10.3 Funding for activities of Ordinary Directors. An allocation of money will be provided each year in the budget that can be used to fund activities associated with strategic goals and other initiatives. Directors may put forward an application for the use of some of this money for planned activities. Applications will be assessed by the Board twice a year. Decisions on allocations will be assessed based on three criteria:

- a. priority in the strategic plan,
- b. to facilitate the ordinary members in achieving their portfolio aims and
- c. equity in allocation of money across a range of activities
- d. availability of funds

11. ASSISTANTS OF OFFICERS

11.1 Assistants of Officers and Representatives to other Learned Organisations, Advisory Boards or Government Committees must:

- (a) in the case of Representatives to Other Learned Organisations, Advisory Boards or Government Committees:
 - (i) represent the policy of the Company on ecological issues as outlined in the Company's Position Statements;
 - (ii) where representation is required that is outside the officer's area of expertise refer the issue to Board or the Executive so that a member of the Company who has expertise in the subject may be identified;
 - (iii) provide regular reports at least annually to the Board about the meetings and activities of the organisation or board where the officer is representing the Company.
- (b) in the case of all Assistants of Officers:
 - (i) represent the Company in such a way as to achieve the objects and purposes of the Company as outlined in this Constitution;
 - (ii) at all times whilst representing the Company maintain the highest professional standards.

12. EDITORIAL BOARDS FOR AUSTRAL ECOLOGY JOURNAL

12.1 The Company will have an Editorial Board for Austral Ecology.

12.2 The Editorial Board for Austral Ecology will consist of:

- (a) the Managing Editor of the Journal;
- (b) a number of Associate Editors, as determined by Board.

12.3 The Managing Editor, or an Associate Editor, will be the Chairperson of the Editorial Board.

12.4 The Editorial Board for Austral Ecology will be concerned with the preparation of material for the Journal.

12.5 The Managing Editor will be:

- (a) responsible for conducting the business of the Editorial Board for Austral Ecology by correspondence or at meetings; and
- (b) required to present a report of the Editorial Board for Austral Ecology at each Board Meeting and at the Annual general meeting of the Company.

12.6 One member of the Editorial Board for Austral Ecology will be appointed to be the Book Review Editor for the Journal.

13. EDITORIAL BOARDS FOR ECOLOGICAL MANAGEMENT AND RESTORATION JOURNAL

- 13.1 There will be an Editorial Board for Ecological Management and Restoration.
- 13.2 The Editorial Board for Ecological Management and Restoration will consist of:
- (a) the managing editor of the Journal;
 - (b) a number of associate editorial board members, as determined by Board, and
 - (c) the chairperson of the Editorial Board for Ecological Management and Restoration.
- 13.3 The Editorial Board for Ecological Management and Restoration will be concerned with the preparation of material for the Journal.
- 13.4 The Chairperson of the Editorial Board for Ecological Management and Restoration will be responsible for calling a meeting of the board once in every Financial Year.
- 13.5 The Chairperson of the Editorial Board for Ecological Management and Restoration must present a report of the Editorial Board for Ecological Management and Restoration to each Board meeting and to the Annual general meeting of the Company.

14. EMPLOYEES OF THE COMPANY

- 14.1 The Company may employ suitably qualified personnel required to achieve the Company's mission as determined by the Board from time to time and whose duties, responsibilities and salary level have been approved by the Board.

15. PUBLICATIONS

- 15.1 The Company will issue the Bulletin and Journals of the Company as determined appropriate by the Board.
- 15.2 The Company may in addition issue occasional publications upon such terms as may be determined by the Board.

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