



HYDROLOGICAL SOCIETY OF SOUTH AUSTRALIA INC.

CONSTITUTION

(as amended October 2013)

HYDROLOGICAL SOCIETY OF SOUTH AUSTRALIA INC. CONSTITUTION

1 NAME

- (1) The Incorporated Association shall be known as the Hydrological Society of South Australia Incorporated, referred to herein as “the Society”.
- (2) The Society shall also be referred to in abbreviated form as Hydsoc.

2 DEFINITIONS

In the rules, unless the contrary intention appears -

“Committee” means the Committee of Management of the Society;

“meeting”, unless otherwise specified, means a general meeting of members of the Society convened in accordance with these rules and includes annual general meetings and special general meetings;

“member” means a member of the Society;

the “Act” means the Associations Incorporation Act, 1985;

3 OBJECTIVES

The object of the Society is to promote an interest in the science of hydrology and concern for water resources and their management, conservation and use. To this end the Society will seek to encourage the study of hydrology and promote the proper and accurate assessment and wise development of water resources, including economic, environmental and legal aspects of water resources management, and to provide a forum for the interchange of ideas and knowledge.

Methods of attainment.

- (1) By promotion and encouragement of the interchange of ideas between those with an interest in hydrological sciences throughout Australia and in overseas countries.
- (2) By holding regular meetings for the presentation of scientific and technical papers or for discussion.
- (3) By holding or supporting seminars on topics of particular relevance where detailed discussion and review is deemed desirable.
- (4) By promoting the publication of scientific and technical papers and information.
- (5) By fostering the creation of regional groups.
- (6) By other such methods as the Committee shall from time to time determine.

4 POWERS

The Society shall have all the powers conferred by Section 25 of the Act except that the Society shall borrow money only when authorised by a majority vote of members at a meeting called for that purpose and at which no less than 30% of financial members with full voting rights shall be present.

5 MEMBERSHIP

- (1) The membership of the Society shall be of four grades -
 1. MEMBER, carrying full voting rights,
 2. HONORARY LIFE MEMBER, carrying full voting rights,
 3. ASSOCIATE, carrying no voting rights,
 4. STUDENT, carrying no voting rights.
- (2) Membership grades 1. and 2. shall be open to all persons interested in the hydrological sciences. Membership grade 3. shall be open to associates of members grades 1. and 2. Membership grade 4. shall be open to full-time students with an interest in the hydrological sciences.
- (3) Application for membership of the Society for grades 1., 3. or 4. shall be made in writing, signed by the applicant and shall be upon such form as the Committee shall prescribe from time to time.
- (4) Upon the acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be a member of the Society providing that if such person's nomination is accepted after 31 January, in any year, the subscription for that year may be waived.
- (5) On completion or cessation of full-time studies, a Student member (Membership grade 4.) shall be automatically transferred to a Member (Membership grade 1.) without the need to further apply for membership of that grade. On being transferred the member becomes liable to pay the annual subscription in accordance with Rule 6 (1).
- (6) A Member (Membership grade 1.) on commencing full-time studies may apply to the Membership Officer to transfer to a Student member (Membership grade 4.). The Membership Officer on being satisfied that the member is undertaking full-time studies may transfer the membership accordingly.
- (7) The Committee may elect to Honorary Life Membership (Membership grade 2.) persons who, in the opinion of the Committee, have rendered outstanding service to the Society.
- (8) All members shall furnish the Membership Officer with their postal and e-mail addresses for correspondence. Any change in these addresses shall be immediately notified to the Membership Officer. An e-mail address may be used in preference to the postal address for correspondence.

6 SUBSCRIPTIONS

- (1) Each member of grades 1. and 3. shall pay an annual subscription, the amount of which together with the date when payment becomes due, is to be decided by the members, upon recommendation by the Treasurer, at the annual general meeting.
- (2) A member may pay their annual subscription up to a maximum of four years in advance at the current annual subscription rate. If paid in advance the member is not liable to pay any additional subscription or entitled to a refund if there is a variation in the amount of the annual subscription during the period for which the subscription is paid in advance. In the event of the dissolution of

the Society or the resignation or other cessation of membership of a member there will be no entitlement to a refund for any subscriptions paid in advance.

7 ARREARS OF SUBSCRIPTION

Any member whose subscription is 12 months in arrears shall be liable to have his or her name removed from the list of members by the Committee and may be readmitted by resolution of the Committee upon payment of all such arrears.

8 RESIGNATION

A member may resign from membership of the Society by giving appropriate notice thereof to the Membership Officer of the Society. Any member so resigning shall be liable for all outstanding subscriptions which shall be recovered as a debt due to the Society if that person should subsequently seek readmission to the Society.

9 CONDUCT OF MEMBERS

(1) No member of the Society shall publish or communicate to any person or persons who are not members of the Society matter which may purport to represent the policy or views of the Society as a whole without the express sanction of the Committee.

(2) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Society.

(3) Particulars of any such charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.

(4) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the Committee has communicated its determination to that person.

(5) It shall be open to a member to appeal to the Society in a meeting against the expulsion. The intent to appeal shall be communicated to the Secretary of the Society within 14 days after the determination of the Committee has been communicated to the member.

(6) In the event of such an appeal the appellant's membership of the Society shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Society in meeting after the appellant has been heard, and in such event membership shall be terminated at the date of the meeting at which the determination of the Committee is upheld.

10 THE COMMITTEE

10.1 GENERAL

The affairs of the Society shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act or by these rules required to be done by the Society in meeting.

10.2 RULES FOR OPERATION OF THE COMMITTEE

- (1) The Committee shall have the power to appoint such officers as are required to carry out the objects of the Society and may discuss and delegate any or all of its powers to such officers.
- (2) The Committee shall consist of a Chairperson, a Vice Chairperson, a Treasurer, a Secretary who shall be the Public Officer as required by the Act and six other members elected from among members holding full voting rights within the Society.
- (3) The Committee shall appoint a member of the Committee to be the Membership Officer.
- (4) The Committee may appoint a member with full voting rights to fill a casual vacancy, and such a member shall hold office until the end of the elected term of the former member who is being replaced and shall be eligible for re-election.
- (5) The Committee may appoint a member of the Committee to act on behalf of an office-bearing member who is absent.
- (6) The Committee may appoint such sub-committees as it deems necessary to carry out such functions as it may delegate to them.
- (7) It shall be the duty of the Secretary to make and keep proper minutes of all proceedings of the Society and of the Committee and to retain copies of all correspondence up to seven (7) years old, and older at the discretion to the Committee.
- (8) It shall be the duty of the Treasurer to receive and pay all moneys on behalf of the Society and to prepare an Annual Account of the finances, which will form part of the Annual Report referred to below. The Treasurer will be responsible for keeping such accounting records as are necessary to record and explain all financial transactions of the Society.
- (9) It shall be the duty of the Membership Officer to maintain and keep up to date the membership records of the Society including the financial status and address details of each member. The Membership Officer will be responsible for sending out all notices required by these rules or as instructed by the Committee.

10.3 ELECTIONS TO THE COMMITTEE

- (1) At each annual general meeting a Committee as defined in rule 10.2(2) shall be elected except that only one half of the ordinary members will be elected at each such meeting who will hold office for a period of two (2) years.
- (2) Election shall be by written ballot, and will be conducted by a Returning Officer appointed by the retiring Committee.
- (3) A member shall be eligible to stand for election to the Committee provided that he or she is financial and that another member has nominated him or her at least 21 days before the annual general meeting by delivering the nomination of that person to the Secretary of the Society. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- (4) Notice of all persons seeking election to the Committee and also names of retiring and continuing Committee members shall be given to all members of the Society with the notice calling each annual general meeting.
- (5) If the number of nominations is equal to or less than the number required to fill existing vacancies, the Secretary shall report accordingly to the annual general meeting, and the Chairperson shall declare such persons duly elected as Committee members.
- (6) If any position on the Committee is not filled at the annual general meeting, the Committee shall be at liberty to appoint a member with full voting rights to fill such vacancy at any subsequent Committee meeting within the term of the position being filled.
- (7) At each annual general meeting those ordinary members of the Committee who were not elected at the previous annual general meeting shall retire but shall be eligible for re-election.
- (8) The Chairperson, the Vice Chairperson, the Secretary and the Treasurer shall retire annually, but shall be eligible for re-election.
- (9) No member shall hold the position of Chairperson for more than four years in succession.

11 VACATION OF OFFICE OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member:

- (1) is disqualified by the Act;
- (2) is expelled under these rules;
- (3) resigns office by notice in writing to the Secretary;
- (4) is permanently incapacitated by ill-health;
- (5) is absent without apology either from more than three consecutive committee meetings or more than three committee meetings in a financial year and the Committee resolves that the office is vacated.

12 PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the dispatch of business at least every two months.
- (2) Questions arising at any meeting shall be decided by a majority of votes.
- (3) Five members of the Committee shall constitute a quorum, and that number is the minimum which must be present for approval of any resolution at a Committee meeting.
- (4) A member of the Committee having a pecuniary interest in a contract with the Society must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.
- (5) The Chairperson, or, in his absence, the Vice Chairperson, or, in the absence of both of them, any member chosen at the meeting, shall preside at the Committee meeting.

13 FINANCIAL YEAR

The financial year of the Society shall be the period of twelve months ending July 31 in each year.

14 RULES

- (1) Subject to approval by a resolution of the members of the Society, at a meeting convened in accordance with these rules, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.
- (2) The registered rules shall bind the Society and every member to the same extent as if they had respectively signed and sealed them, and agree to be bound by all of the provisions thereof.

15 THE SEAL

- (1) The Society shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Society. The affixing of the seal shall be witnessed by the Secretary.
- (3) The seal shall be kept in the custody of the Secretary or such other person as the Committee shall from time to time decide.

16 MEETINGS

16.1 GENERAL

- (1) Other than the annual general meeting, Society meetings are not required to be held on a regular basis. The Committee may call a meeting of the Society at any time, and shall call an annual general meeting within five (5) months after the end of the financial year.

(2) The Committee may at its discretion arrange for other meetings to further the objectives of the Society by means of lectures, discussions or otherwise, and the Committee shall determine the conditions of admissions to such meetings and the manner in which they shall be conducted. Such meetings will not be a general meeting of the Society, unless stated on the notice calling the meeting, and except for general announcements no business can be conducted at such meetings.

16.2 ANNUAL GENERAL MEETING

(1) Reports on the general activities and finances (including audited accounts) of the Society for the past year shall be drawn up by the Chairperson and Treasurer respectively and presented to the annual general meeting.

(2) The business to be transacted and order of business at every annual general meeting shall be the consideration of the Chairperson's and Treasurer's reports for the preceding financial year, the consideration of the auditor's report, the subscription amount for the ensuing year, the election of Committee members and any other business requiring consideration by the Society in meeting.

16.3 MEETINGS CALLED BY MEMBERS

(1) Upon requisition in writing of not less than ten (10) of the total members of the Society with full voting rights, the Committee shall within one month of the receipt of the requisition convene a meeting for the purpose specified by the requisition.

(2) Every requisition for a meeting shall be signed by the members making the same, and shall state the purpose of the meeting.

(3) If a meeting is not convened within one month as required by subrule (1) the requisitionists may convene a meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Society.

16.4 NOTICE OF MEETINGS

(1) Subject to rule 16.3(3) at least 14 days' notice of any meeting shall be given to members. The notice shall set out where and when the meeting shall be held, and particulars of the nature and order of the business to be transacted at the meeting.

(2) A notice may be given by the Society to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members, or by sending it electronically to an e-mail address last provided by the member.

(3) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

(4) Where a notice is sent by e-mail, service of the notice shall be deemed to be effected if it is properly addressed and sent by a recognised e-mail delivery system.

17 PROCEEDINGS AT MEETINGS

(1) Fifteen percent (15%) of members entitled to full voting rights present personally or by proxy shall constitute a quorum at any meeting, and that number is the minimum which must be present at a meeting for the approval of any resolution.

(2) Except for the annual general meeting a meeting shall lapse if within thirty minutes after the time appointed for the meeting a quorum of members is not present. If a quorum is not present within thirty minutes after the time appointed for an annual general meeting, the meeting may proceed to the consideration of the Chairperson and Treasurer's reports for the preceding financial year, the consideration of the auditor's report, the subscription amount for the ensuing year and the election of Committee members but no other business may be conducted.

(3) The Chairperson of the Committee shall preside at all meetings of the Society. In the absence of the Chairperson then the Vice-Chairperson of the Committee shall preside.

(4) If there is no such Chairperson or Vice-Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson.

(5) The Chairperson may with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

(7) At any meeting, a resolution put to the vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

(8) If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such a poll shall be decided by a simple majority of the votes cast and shall be the resolution of the meeting.

(9) A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18 MINUTES

(1) Proper minutes of all proceedings of meetings of the Society and of meetings of the Committee, shall be entered within one month after the relevant meeting in files kept for the purpose.

(2) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting. For annual general meetings the next succeeding meeting shall be the next annual general meeting. For other general meetings the next succeeding meeting shall be the next general meeting or the annual general meeting whichever comes first. For Committee meetings the next succeeding meeting shall be the next Committee meeting.

(3) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting be deemed to have been properly carried out, and that all appointments made at that meeting shall be deemed to be valid.

19 VOTING RIGHTS

(1) Subject to these rules each member entitled to full voting rights present at a meeting in person or by proxy shall be entitled to one vote.

(2) Members of membership grade 1. shall not have voting rights if their annual subscription has not been paid by the due date. Voting rights will be restored upon payment of outstanding subscriptions to the Treasurer.

20 PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Society to be his or her proxy, and to attend and vote at any meeting of the Society. This written authorisation for a proxy vote must be handed to the Chairperson, or the person acting as Chairperson, before voting commences at a meeting otherwise the proxy vote will not be considered to have been authorised for that meeting.

21 ACCOUNTS

(1) The Society shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society.

(2) The Committee shall appoint the auditor. In the event of an appointed auditor being unable to act the Committee may appoint another auditor. A member of the Committee shall not be eligible for appointment as auditor.

(3) The auditor shall examine the accounts of the Society and the correctness of the balance sheet, and certify having done so in a report to each annual general meeting.

(4) Signatories to any bank account of the Society shall be the Treasurer, the Chairperson, the Vice-Chairperson and the Secretary. Any two of these shall have the power to sign cheques on behalf of the Society.

22 DISSOLUTION OF SOCIETY

(1) The Society may be wound up in the manner provided for in the Act.

(2) If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities any “surplus assets” as defined by the Act, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objectives similar to those of the Society, to be determined by a special e-mail ballot of members with full voting rights before its dissolution. Such a ballot shall be decided by a simple majority vote.

(3) If there are “surplus assets” as defined by the Act the Society shall not be dissolved or wound up until a ballot as required by rule 22(2) has been held.

Notes

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