

Rules of the SEISMOLOGICAL ASSOCIATION OF AUSTRALIA INCORPORATED

Prepared in accordance with the requirements of the *Associations Incorporation Act 1985*
(South Australia)

Incorporated on 29th March 2017 A43284

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Legislated Rules of Incorporation

The following documentation has been prepared in accordance with the *Associations and Incorporations Act 1985* which outlines the content that must be included in the rules of an incorporated association.

1. Name

The name of the incorporated association is the SEISMOLOGICAL ASSOCIATION OF AUSTRALIA INC. referred to herein as 'the association'.

2. Definitions

The terms and phrases used in the rules have the following meanings:

- **Act** means the *Associations Incorporations Act 1985*
- **Association** means the SEISMOLOGICAL ASSOCIATION OF AUSTRALIA INC.
- **Committee** means the committee of management of the association
- **Committee Chairperson** means the person elected as presiding member of the Committee
- **General meeting** means a general meeting of members of the association convened in accordance with the rules
- **Member** means a member of the association
- **Month** means a calendar month
- **Officer** means any person who occupies or acts in a position on the committee.
- **Public Officer** means the principal operating officer of the association
- **Special resolution** means a special resolution defined in the Act

3. Objects of the association

The objects of the association are:

- To promote and engage in the science of seismology and the recording of earthquakes by amateur and professional seismologists
- To operate seismographs in permanent and temporary deployments, locate earthquakes and collect and disseminate data
- To conduct or facilitate the building and development of instruments and to promote improvements through talks, workshops, demonstrations and training sessions
- To affiliate and/or work with various organisations and authorities to aggregate and disseminate collected seismic data as soon as practicable
- To promote Science, Technology and Mathematics educational projects in the field of seismology and its applied technologies
- To promote the use of seismic data in a scientific and non-partisan manner

4. Powers of the association

For the purpose of carrying out its functions, the association may, subject to the Act and its rules -

- Retain and employ persons for the purposes of the association
- Raise funds by means of subscriptions, fees, sponsorship and business activities of any kind
- Invest and deal with the funds of the association as the committee may determine from time to time, including opening and operating Approved Deposit Institution (ADI) accounts
- Appoint agents to transact any business of the association on its behalf; and
- Enter into any contract it considers necessary or desirable to achieve the objects of the association.

5. Membership

Any person or legal entity who supports the objects of the association and agrees to be bound by its rules and who applies for membership of the association will be considered for membership.

The application for membership must be made in writing and signed by the applicant.

Upon acceptance of the application by the committee and upon payment of the joining fee and first annual subscription, the applicant will be a member of the association and issued a unique membership number.

5.1 Subscriptions

The subscriptions for membership will comprise of an initial joining fee per person plus an annual membership fee per person.

The subscription fees must be payable on 1 July each year.

Any variation to subscription fees for membership will be such sum as the committee recommends from time to time in a general meeting.

Any member whose subscription is outstanding for more than three calendar months after the due date for payment will cease to be a member of the association, provided always that the committee may reinstate such person's membership on such terms as it thinks fit.

5.2 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member will be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.3 Expulsion of member

- (a) 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 objects of the association.
- (b) Particulars of the charge must be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- (c) The determination of the committee must be communicated to the member, and in the event of an adverse determination the member will (subject to 5.3 (d) below), cease to be a member 14 days after the committee has communicated its determination to the member.

- (d) It must be open to a member to appeal the expulsion from the association. The intention to appeal must be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- (e) In the event of an appeal under 5.3 (d) above, the appellant's membership of the association must not be terminated until the date of the meeting of the committee at which the original determination is upheld.

5.4 Register of members

A register of members must be kept and contain:

- i. The name and address of each member, including email address where appropriate
- ii. The date on which each member was admitted to the association
- iii. The unique membership number
- iv. If applicable, the date of and reason(s) for termination of membership.

6. The Committee

6.1 Powers and duties

- (a) The affairs of the association will be managed and controlled by a committee, which in addition to any powers or authorities conferred by the rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by the rules required to be done by the association in general meeting.
- (b) The committee has the management and control of the funds, assets and other property of the association.
- (c) A committee member must disclose any conflicts of interest and must not dishonestly use their position or information obtained as a committee member.
- (d) A committee member must not allow the association to trade whilst insolvent.
- (e) Each committee member is to carry out their function for the benefit of the association, so far as practicable, and with due care and diligence.
- (f) The committee will have authority to interpret the meaning of the rules and any other matter relating to the affairs of the association on which the rules are silent.
- (g) The committee must appoint a public officer as required by the Act.

6.2 Appointment

- (a) The committee must be comprised of a minimum of six persons, made up of a chairperson, secretary, treasurer and public officer and at least two officers.
- (b) A committee member must be a natural person and a financial member of the association.
- (c) At the annual general meeting, the Chairperson will declare all committee positions vacant.
- (d) Members of the committee will then be elected by members at the annual general meeting.
- (e) The committee may appoint a person to fill a casual vacancy, and such a committee member will hold office until the next annual general meeting.

6.3 Proceedings of committee

- (a) The committee will meet together for the dispatch of business at least every two calendar months or more frequently as required so that it may exercise all such powers and do all such things as are within the objects of the association.

- (b) Questions arising at any meeting of the committee must be decided by a simple majority of votes, and in the event of equality of votes the chairperson will have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the committee must be one half of the committee members plus one.
- (d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and must not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting.

6.4 Disqualification of committee members

The office of a committee member must become vacant if a committee member is:

- Disqualified from being a committee member by the Act
- Expelled as a member under the rules
- Permanently incapacitated due to ill health
- Absent without apology from more than four consecutive meetings in a financial year.

7. The seal

The association must have a common seal upon which its corporate name must appear in legible characters.

The seal must not be used without the express authorisation of the committee, and every use of the seal must be recorded in the minute book of the association.

The affixing of the seal must be witnessed by the chairperson and public officer or secretary.

8. Meetings

8.1 Use of technology at meetings

- (a) Any or all meetings may be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each member a reasonable opportunity to participate. Members who participate at a meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
- (b) Electronic ballots can be conducted at all meetings to determine any issue or proposal as decided by the committee.

8.2 Annual general meetings

- (a) The committee must call an annual general meeting in accordance with the Act and the rules.
- (b) The first annual general meeting must be held within 18 months after the incorporation of the association, and thereafter within five months after the end of the financial year.

- (c) The order of the business at the meeting must be:
 - i. The confirmation of the minutes of the previous meetings and of any special general meeting held since that meeting
 - ii. The consideration of the accounts and reports of the committee and the auditors reports (when required)
 - iii. The election of committee members
 - iv. The appointment of auditors (when required)
 - v. Any other business requiring consideration by the association in general meeting.

8.3 Special general meetings

- (a) The committee may call a special general meeting at any time.
- (b) Upon a requisition in writing from not less than 15% of members, the committee must, within 6 weeks of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting must be signed by the relevant members and will state the purpose of the meeting.
- (d) Members have the option to make and send their request electronically for a general meeting to be held.
- (e) If a special general meeting is not convened within 6 weeks, as required by 8.3(b) above, the requisitioner, or at least 50% of their number, may convene a special general meeting. Such meeting must be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee must ensure that members entitled to receive a notice of meeting do so.

8.4 Notice of general meetings

- (a) At least 14 days notice of any general meeting must be given to members. The notice must set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- (b) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it via email or post to the address appearing in the register of members.
- (c) Where a notice is sent by post:
 - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing a notice, and
 - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.5 Proceedings at general meetings

- (a) Four eligible members present personally or by proxy will constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members must lapse. In any other case, the meeting must stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present will form a quorum.
- (c) Subject to 8.5(d), the Chairperson must preside as chairperson at a general meeting.

- (d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.6 Voting at general meetings

- (a) Subject to the rules, every member of the association has only one vote at a meeting of the association.
- (b) Subject to the rules, a question for decision at a general meeting, other than a special resolution, must be determined by a simple majority of members present.

8.7 Special and ordinary resolutions

- (a) A special resolution is a resolution passed by a simple majority of members at a general meeting where at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9. Minutes

- (a) Proper minutes of all proceedings of general meetings and of meetings of the committee must be entered within one month after the relevant meeting in written or electronic form and archived for retrieval in printed form at any time.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee at a subsequent meeting.
- (c) The minutes kept pursuant to this rule must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

10. Dispute resolution

- (a) The dispute resolution procedure set out in this rule applies to disputes under the rules between:
 - i. A member and another member
 - ii. A member and the association.
- (b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person, agreed to by the parties.
- (d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

11. Financial reporting

11.1 Financial year

The first financial year of the association will be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The association must keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3 Accounts and reports to be laid before members

The accounts, together with the committee's statement and the committee's report, must be laid before members at the annual general meeting.

12. Prohibition against securing profits for members

The income and capital of the association must be applied exclusively to the promotion of its objects and no portion must be paid or distributed directly or indirectly to members or their associates, except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. Winding up

The association may be wound up in the manner provided for in the Act.

14. Application of surplus assets

- (a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets must be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.
- (b) Such organisation or organisations must be identified and determined by a resolution of members in general meeting.

15. Rules

The rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescinding or replacement by substitute rules.

The alteration must be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution (75% of the members who are voting) of the association unless other provision is made in the rules.