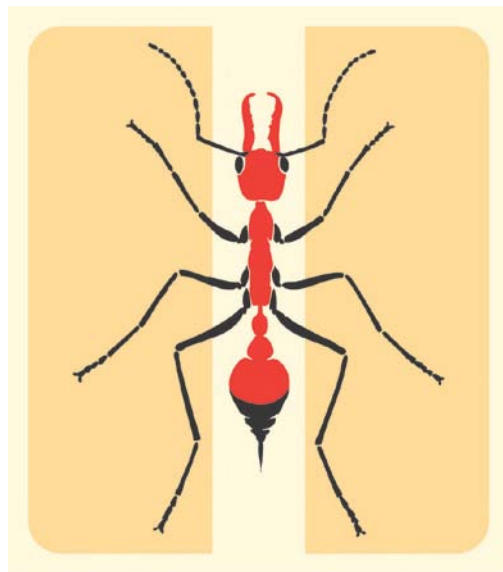


Australian Entomological Society Inc. Constitution and By-Laws

(Including Amendments to 30 September 2011)



**THE AUSTRALIAN ENTOMOLOGICAL SOCIETY INCORPORATED
CONSTITUTION
(including amendments to 30 September 2011)**

NAME

1. The name of the Society shall be The Australian Entomological Society Incorporated.

DEFINITIONS

2. In this Constitution, unless there is something in the subject or context inconsistent herewith:
 - (a) The word 'annual' or 'annually' wherever occurring, shall be construed to mean the periods between consecutive Annual General Meetings;
 - (b) The word 'year' or 'yearly' shall mean the financial year.
 - (c) The words 'the Society,' wherever occurring without qualification, shall mean The Australian Entomological Society Incorporated.
 - (d) Words importing only the singular include the plural and vice versa.
 - (e) Words importing any gender include the other gender
 - (f) Words importing only natural persons include corporations, partnerships, joint ventures, associations or other body corporate and any governmental or semi-governmental agency and vice versa.
 - (g) A reference to any statute or regulation includes all statutes and regulations amending, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute.
 - (h) A reference to a document includes an amendment or supplement to, or replacement or novation of that document.
 - (i) A reference to a party to a document includes that party's successors and permitted assigns

OBJECTS

3. The objects of the Society shall be the advancement and dissemination of entomological knowledge in all its aspects, particularly, but not exclusively, in relation to the Australian fauna.
4. Without limiting in any way the discretion or powers of the Executive or Council, the objects may be achieved in any or all of the following ways:
 - (a) by fostering communication and exchange of information between members and between affiliated societies;
 - (b) by organising inter-State scientific meetings;
 - (c) by participating in, and acting as host to, international entomological congresses;
 - (d) by publishing a journal entitled the *Australian Journal of Entomology*, to be of scientific standard that will ensure the interest of entomologists in other countries as well as in Australia;
 - (e) by the appointment of a Patron, or of Patrons, of the Society; and
 - (f) by such other activities as may be conducive to attainment of the objects.

POWERS

5. In addition to all the powers and functions conferred upon an incorporated association by law the Society may for the purposes of carrying out all or any of the objects hold and dispose of real or personal property, enter into contracts, receive and make gifts, act as a trustee, be a beneficiary, and perform all such acts in the law as are required or are incidental to such legal functions.
6.
 - (a) The income and property of the Society shall be applied to the promotion of the objects of the Society and, subject as hereinafter provided, no portion thereof shall be transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Society or of an Affiliated Society.
 - (b) Nothing in the last preceding subclause shall prevent the payment in good faith to a member of the Society or of an Affiliated Society for goods or services actually supplied or rendered to the Society as the case may be.

REGISTERED OFFICE

7. The registered office of the Society shall be situated in the Australian Capital Territory.

MEMBERSHIP**8. Ordinary Members**

- (a) All persons who are interested in the study of insects and whose nominations are approved by the Executive shall be eligible for election as Ordinary Members of the Society.
- (b) A person shall not be admitted to membership unless:
 - (i) that person is nominated in writing by two financial members of the Society;
 - (ii) the nomination provides the following information about the person nominated: full name and address, degree and honours (if any), occupation or appointment, interests, experience and publications (if any) in entomology;
 - (iii) that person has consented on the application form to the nomination;
 - (iv) the nomination is approved by the Executive; and
 - (v) following advice that the nomination has been approved by the Executive, the person has paid the first yearly subscription within 30 days.
- (c) The Executive shall give its decision on every application for membership within three months from the date of receipt of the application and the decision of the Executive, which shall not be obliged to assign its reasons therefor, shall be final.

9. Foundation Members

The Foundation Members of the Society shall comprise those persons elected as members of the unincorporated body known as The Australian Entomological Society between the date of the inaugural meeting of that Society on the 19th August 1965 and the date of the first Annual General Meeting of that Society on 15th January 1967.

10. Privileges of Members

Subject to the provisions of Clauses 21 and 24 hereof, a member of the Society:

- (a) shall have the right to attend and vote at the business sections of all Annual General and Special General Meetings;
- (b) be eligible for election to any office of the Society; and
- (c) be entitled to receive one copy of every issue of both the Society's Journal and News Bulletin published during the year in which the member was admitted to membership, and thereafter.

11. Suspension and Expulsion of Members

- (a) (i) A member who, in the opinion of the Council as expressed by a two-thirds majority of those of its members present in person at a meeting of Council, has committed or been knowingly concerned in any act likely to bring discredit to the Society or deemed by the Council not in the best interests of the Society, may be suspended or expelled or called upon to resign from the Society.
- (ii) The Council shall ensure that before any decision is made the member shall be notified in writing of the allegations against the member and shall be afforded a reasonable opportunity to explain the actions to the Council.
- (b) Any member whose debts to the Society (other than subscription arrears) are more than 12 months in arrears shall, unless the Executive otherwise determines, be suspended from the Society until the full amount of the arrears is tendered.
- (c) **Grievance Procedure**
 - (i) If there arises any dispute under the Constitution between the Society and any of its members or between a member and any other member the dispute may be brought before the Council at the next usual Council meeting after notice of the dispute is given to the Secretary or if necessary, the President shall call a special meeting of the Council.
 - (ii) The member who is aggrieved shall be given notice in writing of the meeting and the opportunity to be heard and to present his or her grievance.
 - (iii) Any member who has an interest in the grievance shall also be given notice in writing of the meeting and the dispute and be given an opportunity to be heard.
 - (iv) The Council and members who are affected by the grievance will attempt to resolve the grievance at the meeting.
 - (v) The notice of the dispute must be given to the Secretary at least 14 days prior to the Council meeting.
 - (vi) The notice to the member who is aggrieved and to any other affected member, must be given at least 7 days prior to the Council meeting.
- (d) **Dispute resolution and Mediation**
 - (i) The grievance procedure set out in this rule applies to disputes under the Constitution between—
 - a) a member and another member; or
 - b) a member and the Society

- (ii) 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 of the parties.
- (iii) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (iv) The mediator must be—
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement—
 - i) in the case of a dispute between a member and another member, a person appointed by the Council of the Society; or
 - ii) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Institute of Arbitrators & Mediators Australia.
- (v) A member of the Association can be a mediator.
- (vi) The mediator cannot be a member who is a party to the dispute.
- (vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (viii) The mediator, in conducting the mediation, must—
 - a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute.
- (x) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12. Resignation

Any member having paid all sums due to the Society may resign from membership of the Society by notice in writing to the Secretary.

13. Honorary Membership

- (a) Any person who has rendered or is rendering distinguished service to the Society or to the cause of entomological science may be appointed an Honorary Member of the Society by the Council on the written nomination of a member of the Council or of not fewer than six financial members submitted to the Executive. A vote on such nomination may be taken by postal ballot of the Council.
- (b) An Honorary Member shall not be liable for the payment of subscriptions but shall be otherwise deemed to be a financial member of the Society and entitled to all the privileges of membership.
- (c) The number of Honorary Members shall not exceed ten at any one time.

AFFILIATED SOCIETIES

14. Eligibility

An association, society, institution or body with objects similar to those of the Society, but excluding any such body formed or carried on for the purpose of trading or securing pecuniary profit for its members, may apply for affiliation as an Affiliated Society. The application, which shall include an undertaking to abide by the obligations set forth in Clause 17 of this Constitution, shall be submitted to the Executive which shall make a recommendation thereon to the next Annual General Meeting of the Society. The applicant association, society, institution or body may be admitted as an Affiliated Society upon the affirmative vote of not less than two-thirds of those members present in person or by proxy at the Annual General Meeting.

15. Foundation Affiliated Societies

The Entomological Society of Queensland, The Entomological Society of Victoria, and The Royal Zoological Society of New South Wales, having undertaken to abide by the obligations set forth in Clause 17 of this Constitution, are foundation Affiliated Societies of the Society.

16. Privileges of Affiliated Societies

An Affiliated Society shall have the following privileges:

- (a) to receive one set of all publications of the Society, including the News Bulletin, the Journal, and any occasional publications;
- (b) the right of its members to attend any scientific meeting of the Society on payment of any registration fee that may be required provided that, if for any reason the number attending must be limited, members of the Society and representatives of Affiliated Societies on the Council

- shall have precedence;
- (c) to appoint one member of the Council of the Society to be known as a Representative Councillor, who shall have the right of full participation in all the business of the Council and of the Annual General Meeting and any other General Meetings of the Society; and
 - (d) to submit, through its Representative Councillor, items of news concerning its activities for publication in the Society's News Bulletin.

17. Obligations of Affiliated Societies

An Affiliated Society shall undertake the following obligations:

- (a) to pay a subscription on admission as an Affiliated Society and thereafter under the same conditions as provided in Clause 21 for members of the Society;
- (b) to send to the Secretary one copy of each publication and news circular issued by that society; and
- (c) to admit members of the Society to its scientific meetings and excursions under similar conditions to those provided in Clause 16(b).

SUSTAINING ASSOCIATESHIP

18. (a) Sustaining Associateship of the Society may be conferred by the Executive upon any organisation following payment by that organisation of a yearly fee determined by the Executive.
- (b) The Executive shall have power to determine the yearly fee for Sustaining Associates from time to time subject only to the provision that such fee shall in no year be less than the yearly subscription payable by ordinary members in that year.
- (c) Sustaining Associates shall receive the Society's Journal and News Bulletin and shall have the right to appoint a delegate representative or proxy who shall have all the rights of ordinary membership save that such delegate representative or proxy shall not have the right to hold office in the Society.

FINANCE

19. Financial Year

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

20. Determination of Subscription

- (a) The yearly subscription payable by members of the Society and by Affiliated Societies shall be such sum as is determined from time to time by the Executive and approved by the Council provided that the Executive may remit as much as it may consider equal of the subscription of a retired member, a bona fide student of a college or university or equivalent, of an Affiliated Society or of a member who for any reason is deemed eligible for such remission.
- (b) Where a member and their partner are members of the Society, or wish to become members of the Society, they may elect to be listed as Joint Members. The subscription for Joint Membership shall be as determined by the Executive but shall be less than the sum of two individual Ordinary Membership subscriptions in any year. Joint Members shall be entitled to all the privileges of Ordinary Members except that they shall jointly receive a single copy of each issue of the Society's Journal and News Bulletin.

21. Payment of Subscription

- (a) The subscription shall be payable to the Society upon the admission of a member or an Affiliated Society and thereafter shall be payable on the 1st July of each year.
- (b) No member or Affiliated Society shall be entitled to privileges of membership if the subscription is more than six months in arrears; provided that any member or Affiliated Society admitted on or after 1st April in any year may have the first subscription credited to the following year unless the member or Affiliated Society desires to receive any publications of the Society of the year in which the member or Affiliated Society is admitted.
- (c) Any member whose subscription is more than two years in arrears shall, unless the Executive otherwise determines, cease to be a member of the Society, and shall not be eligible for further nomination unless the full amount of the arrears together with the subscription for the current year is tendered with a further nomination form.

22. Audit

The Council shall at least once in each year cause the financial affairs of the Society to be audited by the Auditor who shall not be a member of the Society and shall prepare or cause to be prepared a statement of financial purpose and a statement financial position of the Society.

THE OFFICERS

23. Titles of the Officers

The Officers of the Society shall be the President, Vice-President, Secretary, and Treasurer, provided that when the headquarters of the Society are in the Australian Capital Territory, the Secretary may also hold office as the Public Officer of the Society.

24. Eligibility for Election

The President, shall be chosen from the general body of members without necessary reference to his place of residence. The Vice-President, Secretary and Treasurer will reside in the same centre of population, the location of which shall be the headquarters of the Society as determined pursuant to Clause 35 hereof. The Public Officer shall be a resident of the Australian Capital Territory.

25. Officers other than the President shall hold office for two annual terms and shall be eligible for re-election. The President shall hold office for one annual term and shall be eligible for re-election for not more than one further annual term. The Secretary shall call for nominations from among those members eligible under Clause 24 hereof not less than forty (40) days before the date appointed for the holding of each Annual General Meeting at which the President or other officers are to be elected. Nominations shall close twenty-eight (28) days before the Annual General Meeting. If only one nomination has been received for an office at that date the nominee shall be deemed duly elected. If two or more nominations for an office have been received, the Secretary shall conduct a postal ballot of all financial members to fill that office. Should no nomination for an office have been received by the close of nominations, the conditions of Clause 29 of this Constitution shall apply.

26. Removal of Councillors

(a) A Councillor shall be deemed to vacate that position if the Councillor:

- (i) ceases to be a member of the Society or if the Councillor's membership is withdrawn; or
- (ii) becomes bankrupt or compounds with the Councillor's creditors or assigns the Councillor's estate for the benefit of the Councillor's creditors; or
- (iii) becomes an insane patient or an insane or incapable person within the meaning of any State, Federal or Territorial law relating to lunacy or becomes permanently incapable of performing the Councillor's duties; or
- (iv) is found guilty of any felony; or
- (v) ceases to be a financial member within the meaning of this Constitution; or
- (vi) resigns the office in writing to the Secretary; or
- (vii) dies.

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

THE COUNCIL

27. Composition of the Council

The Council of the Society shall consist of the Officers, the Immediate Past President, Regional and Representative Councilors, Chief Editor, Business Manager, News Bulletin Editor, Postgraduate Representative, and Communications Officer provided that where the headquarters of the Society are moved from one place to another the retiring Vice-President, Secretary and Treasurer shall be *ex officio* members of the Council for one ensuing annual term.

28. Regional Councillors

Regional Councillors shall be appointed from each State and Territory of Australia in which there are ten or more resident financial members of the Society, on the basis of one for 10 to 75 members of the Society, two for 76 to 150, and three for more than 150 members, provided that any two or more States and/or Territories in which there are fewer than ten members may be combined, by mutual agreement, for the purpose of appointing a joint representative on Council. The Secretary shall call for nominations from eligible State and Territory groups not less than forty (40) days before each Annual General Meeting, and, if necessary, shall conduct a postal ballot in any State or Territory to select its representative(s).

29. Elections to offices for which no nomination has been received 28 days prior to an Annual General Meeting

(a) If no nomination has been received under Clauses 25 and 28 of this Constitution twenty eight (28) days prior to the Annual General Meeting at which Officers and Councillors are to be elected, the Secretary shall accept nominations up to the opening of the Annual General Meeting. Should only one nomination have been received for an office, the nominee shall be deemed duly elected to that office. If two or more nominations for an office have been received, the choice of a member to fill that office shall be decided by secret ballot of members present at the Annual General Meeting; in such a ballot proxy votes shall not be eligible.

(b) Should any office remain unfilled at the close of the Annual General Meeting, the provisions of Clause 33 hereof shall apply.

30. Mode of conduct of postal ballots and form of nomination

The mode of conduct of postal ballots, and the form of nomination to fill any Society office, shall be as specified in the Society's By-Laws.

31. Representative Councillors

Appointments of Representative Councillors shall be notified to the Secretary in time for announcement of such appointments at the Annual General Meeting.

32. Terms of Office of Regional and Representative Councillors

Regional and Representative Councillors shall serve from one Annual General Meeting to the next and shall be eligible for re-appointment save that Regional Councillors shall not be eligible to serve for more than three consecutive annual terms.

33. Casual Vacancies

Casual vacancies on the Council (including Officers) shall be filled by the Executive in consultation with the Council or the appropriate Affiliated Society. The Council may continue to function notwithstanding any casual vacancy in its numbers.

34. Council Meetings

The Council may meet as often as may be practicable and desirable and shall meet during the three months preceding each Annual General Meeting. The Council may do all such acts, matters and things as may be conducive or incidental to the attainment of any or all of the objects of the Society and without restricting the generality of this Clause in any way the duties of the Council shall include:

- (a) to receive and consider reports from the Executive;
- (b) to consider and if thought fit to ratify, disallow or amend By-Laws promulgated by the Executive pursuant to Clause 38 hereof;
- (c) to nominate an auditor not being a member of the Society for appointment by the Annual General Meeting; and
- (d) to make decisions on all matters of policy affecting the Society as the Council may see fit.

Teleconferencing/technology and meetings

Use of Technology

- (a) The linking together of the councillors by any type or kind of technology to which all the councillors consent shall be deemed to constitute a meeting of the councillors and all the provisions in this Constitution as to meetings of the councillors shall apply to such meetings as long as the following conditions are met:
- (b) The use of the technology is consented to by all the councillors and this consent may be a standing one. A councillor may only withdraw their consent within a reasonable period before

- the meeting; and
- (c) all the councillors for the time being entitled to receive notice of a meeting of the councillors (including any alternate for any councillor) shall be entitled to notice of a meeting to be held by the specific technology and this notice may be given by telephone or other means of communication; and
 - (d) each of the councillors and the secretary taking part in the meeting by any of the abovementioned means of communication must be able to hear each of the other participants taking part at the commencement of the hearing; and
 - (e) at the commencement of the meeting each councillor must acknowledge his or her presence for the purpose of a meeting of the councillors of the Society to all the other participants taking part in the meeting.
 - (f) A councillor may not leave the meeting by disconnecting the technology in use for the meeting unless he or she has previously obtained the express consent of the chairman of the meeting.
 - (g) A councillor shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting held through the use of technology unless the councillor has previously obtained the express consent of the chairman of the meeting to leave the meeting as aforesaid.

Circulating Councillors Resolutions

- (a) The councillors of the Society may pass a resolution without a councillors' meeting being held if all the councillors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by councillors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last councillor signs.
- (d) The reference to a signed document shall include an electronically transmitted facsimile.

35. Determination of Next Headquarters of the Society

The location of the headquarters of the Society for the next two ensuing annual terms shall be determined by the Council (by correspondence or otherwise) not less than ninety (90) days before an Annual General Meeting at which the Officers for the next ensuing two annual terms are to be elected.

THE EXECUTIVE

36. Composition, Chairmanship and Quorum of the Executive

The Executive of the Society shall consist of the Officers, and shall be chaired by the Vice-President; a quorum of the Executive shall include two of the following Officers: Vice-President, Secretary, Treasurer.

37. General Administration and Management

The Executive shall have the powers and functions conferred upon it by this Constitution and, subject to the directions of the Council on matters of policy, shall be responsible for the day to day administration and management of the Society's affairs. The Executive shall have authority to decide whether matters arising for decision can be dealt with by correspondence or should be deferred until the next meeting of Council and shall have the power to conduct a postal ballot of financial members of the Society on any matter that it deems to be sufficiently important. A postal ballot on any question shall also be conducted on requisition signed by not fewer than twenty (20) financial members.

38. Promulgation of By-Laws

- (a) Subject as hereinafter provided, the Executive may make, alter or revoke By-Laws not inconsistent with the Associations Incorporation Act 1991 or with this Constitution for the internal management of the Society and any such By-Laws shall, until altered or revoked, be as valid and binding on members of the Society as if the same were herein contained.
- (b) By-Laws made, altered or revoked by the Executive shall be published in the News Bulletin of the Society and shall be submitted to the next meeting of the Council for consideration and shall be subject to ratification, alteration or disallowance as the Council thinks fit.

39. Executive Reports

The Executive shall prepare a report on its activities during the preceding quarter and circulate to all financial members.

40. Occasional Publications

The Executive shall have the power to order the publication of any separate or occasional work on entomological subjects, under such conditions and at such prices as it may decide each instance.

41. Duties of the President

The duties of the President shall be to preside at meetings of the Council and of the Society, to provide general guidance in the formulation and development of policy, to act as the Society's representative in negotiations with the Commonwealth Government or national scientific bodies, and to act for the Society in such other ways as may further its objects.

42. Duties of the Public Officer

- (a) The Public Officer shall perform all the duties of that office as required by the Associations Incorporation Act 1991 and by the By-Laws of the Society. The Public Officer shall become familiar with the provisions of the Act and shall ensure that the requirements thereof with respect to the Public Officer are at all times complied with. The appointment of a member as Public Officer may be terminated by the Council at any time.
- (b) The office of Public Officer shall become vacant if the person holding that office:
 - (i) ceases to be Public Officer consequent upon the exercise by the Council of the power conferred upon it by the preceding sub-clause; or
 - (ii) dies; or
 - (iii) becomes bankrupt or applies to take the benefit of a law for the relief of bankrupt or insolvent debtors or compounds with creditors; or
 - (iv) becomes of unsound mind; or
 - (v) resigns the office by writing under the person's hand addressed to the Secretary of the Society; or
 - (vi) ceases to be a resident of the Australian Capital Territory.
- (c) The Executive shall within fourteen (14) days of the position of Public Officer becoming vacant appoint a member resident in the Australian Capital Territory to fill that vacancy.

43. Duties of Other Officers

The duties of all other Officers shall be as set out in the By-Laws of the Society.

44. Appointment of Chief Staff Officer

- (a) The Council may appoint any person, not being a Councillor, to the position of Chief Staff Officer or any other appropriate terminology, for the period and on the terms (including as to remuneration) the Council sees fit.
- (b) The Chief Staff Officer is not a Councillor but may attend and speak at meetings of the Council except where the Council otherwise requests.
- (c) The Council may, upon terms and conditions and with any restrictions they see fit, confer on a Chief Staff Officer any of the powers that the Council can exercise.
- (d) Any powers so conferred may be concurrent with or to the exclusion of the powers of the Council.
- (e) The Council may revoke or vary:
 - (i) an appointment; or
 - (ii) any of the powers conferred on an Chief Staff Officer.

MEETINGS**45. Voting at Meetings**

At any General Meeting of the Society, or meeting of the Council, of the Executive or of a committee appointed by the Executive:

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

46. Proxies

Any Councillor who is unable to attend a Council or General Meeting, and any member who is unable to attend a General Meeting of the Society, may by notice in writing to the Secretary before the meeting, appoint a proxy to act in the Councillor's place; provided that any proxy so appointed shall be either a member of the Society or, if the proxy of a Representative Councillor, a member of an Affiliated Society. The form of appointment of a proxy shall be as specified in the Society's By-Laws.

47. Frequency of Annual General Meetings

Annual General Meetings shall be held at not more than twenty-four (24) monthly intervals.

48. Serving of Notices

(a) The Society may give a notice or other document to a member:

- (i) personally; or
- (ii) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (iii) by sending it to the fax number or electronic address (if any) nominated by the member; or

(b) The Society receives a notice, document or an appointment authority when it is received at any of the following:

- (iv) the Society's registered office;
- (v) a fax number at the Society's registered office;
- (vi) a place, fax number or electronic address specified for the purpose in the notice of meeting;
- (vii) it is delivered personally to one of the directors of the Society.

49. Composition of Annual General Meetings

An Annual General Meeting shall consist of:

- (a) a business meeting, organised by the Executive. The business shall include: reports by the Executive and Chief Editor; reports (as necessary) from Council; presentation of audited financial statements; appointment of an auditor on the nomination of the Council pursuant to Clause 34 hereof; subjects proposed in accordance with Clause 50 hereof; other business approved by the Executive. The quorum for a business meeting shall be twenty (20) financial members; and
- (b) at the discretion of the Council a scientific meeting, organised by a committee appointed by the Executive from among the members resident in the centre of population where the meeting is held.

50. Business at Annual General Meetings

Subjects proposed by members or by Affiliated Societies for consideration at the business section of the Annual General Meeting, and documents relating thereto, shall be sent to the Secretary not less than thirty (30) days before the date of the meeting. The Secretary shall cause an agenda of the meeting to be prepared and shall send the agenda to all members of the Society and to representatives of Affiliated Societies not less than fourteen (14) days before the meeting.

51. Special General Meetings

A Special General Meeting shall be called by the Secretary when so directed by the Executive or upon receipt of a Notice signed by not fewer than twenty (20) financial members specifying the matters which they require to be discussed. The Secretary shall call the meeting not later than thirty (30) days after receipt of the Notice by sending a notice and agenda of the Meeting to each member of the Society

52. Special Scientific Meetings

The Executive may organise or authorise a Special Scientific Meeting at any time that it may be convenient and expedient to hold one.

53. Electronic meetings of members

Meetings of Members

The Society may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

AMENDMENT OF CONSTITUTION

54. This Constitution may be amended:

- (a) by a simple majority of members voting at the Annual General Meeting either in person or by proxy; or
- (b) by a simple majority of members voting by postal ballot when ten (10) per cent of the members of the Society have at any time requisitioned the Executive for a proposed constitutional amendment or where the Executive determines that a constitutional amendment should be proposed between Annual General Meetings of the Society.

In all cases, thirty (30) days written notice to members shall be given setting out the proposed amendment.

COMMON SEAL

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

DISSOLUTION

56. (a) A motion for the dissolution or winding up of the Society shall not be passed except by a majority of not less than two-thirds of the members voting at a General Meeting either in person or by proxy. Such a resolution shall not become effective unless a similar majority in favour of dissolution is recorded in the returns of a postal ballot of members, such ballot to be held within three months of the date of the General Meeting at which the motion for dissolution was passed.
- (b) If upon a winding up of the Society there remain any assets after the satisfaction of its debts the assets shall, subject to the provisions of the Associations Incorporation Act 1991, be distributed equally between such societies as are affiliated with the Society at that time or if there be no Affiliated Societies at that time, donated to such other non-profit organisation or organisations as a General Meeting may consider appropriate, subject only to the proviso that the rules of any such beneficiary organisation shall prohibit the transfer of its assets by way of pecuniary profit to its members.
- (c) Upon winding up of the Society members shall not be liable to contribute towards payment of outstanding debts or liabilities of the Society or costs, charges and expenses of winding up.

THE AUSTRALIAN ENTOMOLOGICAL SOCIETY INCORPORATED BY-LAWS

(including amendments to 2 October 2003)

THE EXECUTIVE

1. The Executive shall meet at least ten times in each calendar year and normally once in each calendar month, or whenever requested by one of its members.
2. Any member of the Executive, if obliged to be absent temporarily from headquarters, may delegate duties to another member of it. Conversely, in these circumstances, any member of the Executive may act for any other member.
3. Quorum for an Executive meeting shall be two of the following Officers: Vice-President, Secretary, Treasurer.
4. When Executive business requires early attention and, through absence or illness, a quorum of the Executive is not available, another member of the Executive or, if none is present, a Councillor, shall be co-opted to form a quorum for the time being. Any decisions reached or actions taken by this temporary executive shall be subject to ratification by the next meeting of the constitutionally appointed Executive.
5. The Vice-President and Secretary shall be *ex officio* members of all committees.
6. The Executive shall, in addition to those duties specified in the Society's Constitution, cause every notice, advertisement, bill of exchange, promissory note, endorsement, order, way-bill, invoice, receipt or other document given, drawn, endorsed or issued by it to contain the name of the Society in legible characters.
7. The Executive shall appoint an Editorial Board and may appoint a Chief Editor, Business Manager, News Bulletin Editor, and an Assistant Editor of the Journal, Assistant Secretary, Assistant Treasurer, Assistant Business Manager and Assistant News Bulletin Editor. All Executive appointees shall hold office for up to two years and shall be eligible for reappointment.

DUTIES OF OFFICERS, COUNCILLORS, AND EXECUTIVE APPOINTEES

THE VICE-PRESIDENT

8. The Vice-President shall:
 - (a) consult the President on policy matters on behalf of the Executive;
 - (b) collaborate with the Secretary in preparation of reports on the activities of the Executive.

THE SECRETARY

9. The Secretary shall:
 - (a) keep a record of the names and addresses of all members of the Society, and a record of the affiliated societies;
 - (b) make the necessary arrangements for meetings and give due notice of all meetings to those entitled to attend;
 - (c) keep minutes of the proceedings of Executive, Council and General Meetings, and of such committee meetings as the Executive may direct;
 - (d) refer all correspondence to the Executive;
 - (e) transmit to the News Bulletin Editor material for publication in the News Bulletin, and advise the News Bulletin Editor of the names and addresses of Councillors;
 - (f) generally transact the routine business of the Society;
 - (g) prepare reports of the Executive's activities in collaboration with the Vice-President;
 - (h) consult the Council on policy matters on behalf of the Executive;
 - (i) advise candidates for election of the decision of the Executive;
 - (j) advise the proposer and seconder of a rejected candidate of the decision of the Executive;and

- (k) make available for inspection by members any books or documents of the Society.

THE TREASURER

10. The Treasurer shall:

- (a) collect and receive all monies on behalf of the Society and deposit these without any deduction whatsoever in a bank approved by the Executive;
- (b) maintain a record of all financial transactions;
- (c) keep a record of members and affiliated societies indicating their current financial status;
- (d) send out notices to members concerning payment of subscriptions;
- (e) under the direction of the Executive, take steps to recover arrears;
- (f) make payments of all accounts approved for payment by the Executive, such payments being made by cheque signed by any two members of the Executive;
- (g) present a cash statement at each Executive meeting when all accounts shall be submitted for approval; and
- (h) send, or cause to be sent, to each member a copy of the Society's yearly balance sheet prepared in accordance with the provisions of Clause 22 of the Society's Constitution.

THE PUBLIC OFFICER

11. The Public Officer shall:

- (a) within fourteen (14) days of appointment, give notice in writing to the Registrar's Office, A.C.T. of the appointment, and of full name and address;
- (b) having changed address, give notice to the Registrar's Office of the new address within fourteen (14) days after the change;
- (c) within one month after the alteration of:
 - (i) the objects or purposes of the Society, or
 - (ii) the rules of the Society, or
 - (iii) any trusts relating to the Society
 - (iv) file with the Registrar's Office notice of the alteration, a copy of any instrument evidencing the alteration and a statutory declaration made by the Public Officer declaring that copy is a true copy of the instrument of which it purports to be a copy, and in the case of an alteration of the objects, purposes or rules of the Society, that the alteration is authorised and was made in the manner provided by the rules of the Society; and
- (d) within one month after the preparation of Financial Statements in respect of the Society, file with the Registrar's Office a copy of the Financial Statements certified to be correct by the person who audited the financial affairs of the Society and any annual return required by the Registrar's Office.

THE NEWS BULLETIN EDITOR

12. The News Bulletin Editor shall:

- (a) prepare the News Bulletin (known as *Myrmecia*) and arrange for its publication in February, May, August and November of each year;
- (b) publish in the News Bulletin all items requested by the President or the Executive, such items to have priority over other material if space is limited;
- (c) arrange for regular contributions from Affiliated Societies and Regional Councillors, and invite contributions from members;
- (d) if the News Bulletin Editor considers it desirable, invite or accept contributions from non-members;
- (e) ensure that the cost of publication is kept within any limitations set by the Executive;
- (f) arrange for the distribution of the News Bulletin to all members and subscribers entitled to receive it; and where it is necessary to forward copies of the News Bulletin by post, shall

post the copies to members and subscribers at regular intervals; and

(g) refer any doubtful matters to the Executive.

REGIONAL COUNCILLORS

13. A Regional Councillor shall:

- (a) act as local correspondent for the News Bulletin;
- (b) in consultation with the Representative Councillor of any local Affiliated Society, and with the approval of, or following advice from the Executive, be responsible for organising General Meetings or other activities of the Society in his region;
- (c) report to the Secretary on all local meetings of members or other local activities concerning the Society.

14. Where there is more than one Regional Councillor, these may, with the approval of the Executive, apportion between them the duties specified in the preceding By-Law.

REPRESENTATIVE COUNCILLORS

15. A Representative Councillor shall:

- (a) provide liaison between the Society and the Affiliated Society represented by that Councillor; and
- (b) with the approval of the society represented by that Councillor collaborate with Regional Councillors in organising General Meetings and other activities of the Society.

THE EDITORIAL BOARD

16. An Editorial Board of ten or more persons shall be appointed by the Executive to function as a publication committee of the Society.

17. Members of this Board will be required to examine manuscripts submitted for inclusion in the Society's Journal and other publications as requested by the Editors, and to prepare reports on the suitability of the manuscripts for publication. They shall be required also to consider and comment on any matters relating to publications of the Society which the Executive or the Chief Editor may bring to their attention.

18. Members of the Editorial Board shall conduct their business by correspondence or as otherwise directed by the Executive.

THE EDITORS

19. The Chief Editor shall:

- (a) be responsible to the Executive for the preparation of all the Society's publications except the News Bulletin and any similar notices that are sent out for general information;
 - (i) receive all manuscripts that are offered to the Society's Journal for publication, forward these to the appropriate Technical Editor, receive processed acceptable manuscripts from the Technical Editors, formally notify authors of acceptance or rejection of manuscripts, arrange for manuscripts to be prepared for publication, and arrange for publication of each issue;
 - (ii) return to its author any manuscript which the Chief Editor, on the advice of and in consultation with the appropriate Technical Editor, does not consider appropriate for publication by the Society; the Chief Editor shall not be required to give reasons for the rejection of any manuscript;
- (b) exercise the right of final decision on the acceptance or rejection of any manuscript;
- (c) prepare and submit a Chief Editor's Report to the Council annually; and
 - (i) conduct editorial correspondence with whomsoever the Chief Editor deems necessary for efficient publication of the Journal and be responsible for the safe custody of all manuscripts, drawings, photographs and other original documents relating to the Society's publications.
- (d) The Technical Editors shall:
 - (i) be responsible for assessing the suitability of manuscripts for publication in the Society's Journal;
 - (ii) receive manuscripts from the Chief Editor, and shall return to the Chief Editor, together with their reasons for so doing, any manuscript which they consider does not conform with the policy of or attain to the standards of the Society's publications, or at their

- discretion return any manuscript to the author for revision before considering it for publication;
- (iii) where appropriate, seek referees' opinions on the suitability of manuscripts for publication, and submit any referees' reports and recommendations regarding publication of a manuscript to one member of the Editorial Board, who shall endorse or reject those recommendations. In the event of disagreement between a Technical Editor and a member of the Editorial Board, the former shall refer the manuscript to a second member of the Editorial Board;
 - (iv) return manuscripts considered suitable for publication to authors for any amendments necessary, edit manuscripts and then forward them to the Chief Editor with a recommendation for either their acceptance or rejection.
 - (v) Any occasional publication of the Society shall be the general responsibility of the Chief Editor who may delegate any part of the work involved.
 - (vi) The Chief Editor shall be generally responsible for the format and textual accuracy of the Society's publications. In the Chief Editor's absence, the Chief Editor's duties shall be carried out by the Assistant Editor under the supervision of the Executive, provided that the Executive may delegate any of its supervisory duties in the absence of the Chief Editor to a member who shall be duly appointed by the Executive as Acting Editor for the time being. In the event of the absence of one or more Technical Editors, the Chief Editor shall accept responsibility for their duties, and may delegate these duties to other members duly appointed by the Executive.

THE BUSINESS MANAGER

20. The Business Manager shall:

- (a) act under the general direction of the Treasurer in regard to matters affecting the financial affairs of the Society;
- (b) subject to the general direction of the Treasurer, issue receipts as necessary for payments and for any other purpose relating to publications of the Society, make such payments on behalf of the Society as the Treasurer may direct, and shall keep records of accounts relating to publications of the Society;
- (c) maintain lists of members and subscribers entitled to receive the Society's publications, and arrange for the distribution of these publications to such members and subscribers; where it is necessary to forward copies of the Journal by post, shall post copies to members and subscribers at regular intervals;
- (d) arrange advertising material for the Society's publications in consultation with the Chief Editor;
- (e) demand payment of subscriptions to the Society's publications and other monies due relating to these publications;
- (f) prepare and submit to the Executive a Business Manager's Report within one month following the publication of each part of the Journal, or as otherwise directed by the Executive; and
- (g) each year prepare for the approval of the Treasurer a statement of the financial affairs of the Society's publications for submission to the duly appointed Auditor, and shall assist the Treasurer in furnishing the Auditor with all the particulars he may require.

ASSISTANTS TO EXECUTIVE OFFICERS

21. The Assistant Secretary, Assistant Treasurer, Assistant Editor, Assistant News Bulletin Editor and Assistant Business Manager shall:

- (a) be appointed by the Executive, and
- (b) assist the appropriate Executive Officer as directed by that Officer or, in the Officer's absence or during any vacancy in the particular office, carry out the duties of that office as directed by the Executive.

THE JOURNAL

22. The *Australian Journal of Entomology* shall be published in four parts which shall be issued normally in the months of February, May, August and November.

POSTAL BALLOTS

23. The following rules shall apply to postal ballots whether initiated by the Executive or conducted on requisition by 20 or more financial members, as provided for in Constitution Clause 37.
- (a) For each postal ballot the Executive shall appoint an Officer of the Society as Returning Officer, and one or more other members of the Society as Scrutineers;
 - (b) The Secretary may forward ballot papers (together with ancillary items) to members either by mailing to each member eligible to vote or by insertion as supplements in an issue of the Society's News Bulletin. If despatched by mail, then the date of the Post Office receipt for bulk mailing fees shall be evidence of the date of posting of ballot papers.
 - (c) The ballot paper should bear:
 - (i) The names of candidates, where the ballot is for election of an office-bearer, or
 - (ii) a statement of the alternative policies, where the ballot is to decide on a course of action by the Executive, or
 - (iii) the additions, deletions or changes of wording proposed, where the ballot is for a proposed amendment of the Constitution.
 - (d) Each ballot paper shall be initialled on its reverse by the Returning Officer, and shall have a subjoined tear-off slip with spaces for the member's name and signature, and bearing notification of the date by which the ballot paper must be received by the Returning Officer.
 - (e) Ballot papers in category (c) (i) above shall be mailed to members not less than thirty (30) days prior to the meeting at which the office-bearers are to be elected, and the completed ballot paper shall be in the hands of the Returning Officer second day prior to that meeting.
 - (f) Ballot papers in categories (c)(iii) above shall be mailed to members not less than forty (40) days prior to the date set by the Executive for closure of the ballot. Such papers shall be accompanied by a statement prepared by the proposers, explaining why the ballot is being taken and what consequences are expected to flow from the adoption of any of the available options. Where the ballot is held on requisition of members, the Executive may include a statement of its views on the proposal(s).
 - (g) In addition to the foregoing, each eligible member shall be sent two unsealed envelopes, one blank and the other addressed to the Returning Officer.
 - (h) The completed ballot paper(s) shall be sealed inside the blank envelope, and that envelope, together with the completed tear-off slip(s), shall be sealed in the second envelope and forwarded to the Returning Officer.
 - (i) The Returning Officer shall, subsequent to the closure of the ballot, and in the company of one or more of the Scrutineers, open all envelopes received on or prior to the date of closure of the ballot. Any ballot paper unaccompanied by a tear-off slip bearing the name and signature of a member entitled to vote shall be destroyed immediately. Validated ballot papers shall be examined by the Returning Officer and the Scrutineers, and the outcome of the ballot shall be conveyed jointly by them in writing to the Executive.
 - (j) In the case of postal ballots where a choice is to be made between more than two candidates for election to a Society Office, or between more than two policy options, such ballots shall be conducted using a preferential voting system chosen by the Executive.
 - (k) Validated ballot papers shall be kept in the Society's records for a period of not less than two (2) years subsequent to the date of closure of the ballot.

AWARDS

24. (a) The Society's award for excellence in entomology shall be the Ian Mackerras Medal. The following rules shall apply to this award:
- (i) The award shall be made not more frequently than at alternate Annual General Meetings.
 - (ii) The Executive shall invite nominations for the award from members of the Society six (6) months prior to the Annual General Meeting at which the award may next be made.

- (iii) Only financial members of the Society who will be under the age of fifty (50) years at the date of the award shall be eligible for nomination.
 - (iv) A candidate must be nominated by not fewer than two (2) financial members of the Society.
 - (v) Proposers of the candidate shall, not less than three (3) months prior to the Annual General Meeting, provide the Secretary with the candidate's name, date of birth, academic distinctions, relevant appointments and membership of societies, a list of the candidate's more important publications, and a statement of not more than 500 words explaining why the candidate merits the award.
 - (vi) A Selection Committee for award of the Medal will be appointed and convened by the President, and members of that Committee shall themselves not be eligible for nomination, nor may they be signatories to a nomination.
 - (vii) Should the Committee recommend to the Executive that an award be made the name of the recipient will be announced and the Medal presented during the week of the following Annual General Meeting.
- (b) The Executive may make the award, Australian Entomological Society Service Award, to any member or former member of the Society in recognition of outstanding service to the Society.

NOMINATIONS OF OFFICERS AND COUNCILLORS

25. Nominations of Officers and Councillors shall be in the following form:

AUSTRALIAN ENTOMOLOGICAL SOCIETY INCORPORATED

Nomination of Officer or Councillor.

I nominate _____

for election to the office of _____

Name of nominator _____

Signature _____

Date _____

I second this nomination Name of seconder _____

Signature _____

Date _____

I accept this nomination* _____

Signature _____

Date _____

*The nominee is requested to attached a typed statement, not exceeding 300 words, which includes the following: professional qualifications, address, institution, position held, fields of entomological interest, previous offices or appointments held in the Society; any other information which may be of assistance to members.

APPOINTMENT OF PROXIES

26. Appointment of proxies pursuant to Clause 46 of the Society's Constitution shall be in the following form:

AUSTRALIAN ENTOMOLOGICAL SOCIETY INCORPORATED

I, _____

of _____

being a member of the above-named Society, hereby appoint _____

of _____

as my proxy to vote for me on my behalf at the Council Meeting, Annual or Special General Meeting, as the case may be, of the Society, to be held on the day of 20 and at any adjournment thereof.

Signed thisday of 20

Signature _____