

**CONSTITUTION**



**THE**

**ASTRONOMICAL SOCIETY**

**OF**

**WESTERN AUSTRALIA INCORPORATED**



**11 November 2013**

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# **CONSTITUTION OF THE ASTRONOMICAL SOCIETY OF WESTERN AUSTRALIA INCORPORATED**

## **1. NAME**

- 1.1 The name of the Society shall be "The Astronomical Society of Western Australia Incorporated".

## **2. DEFINITIONS**

- 2.1 In this Constitution and By-Laws unless there is something in the subject of the context inconsistent therewith:
- 2.1.1 "The Society" means The Astronomical Society of Western Australia Incorporated.
  - 2.1.2 "The Council" means the Council of the Society, and is the body of persons constituted pursuant to clause 5.
  - 2.1.3 The word "Member" means and includes Life, Honorary, Ordinary, Associate, Student and Junior Members.
  - 2.1.4 "Officer" means any Member holding office in the Society for the time being.
  - 2.1.5 "In writing" and "written" include printed and any other modes of representing and reproducing words in a visible form.
  - 2.1.6 Words purporting to be the singular include the plural and vice versa.
  - 2.1.7 Words purporting to be one gender shall be interpreted to include both genders.
  - 2.1.8 "Month" means calendar month.
  - 2.1.9 "Annual Subscription" means the annual fee for membership paid by a Member.
  - 2.1.10 "Year" means the period between the conclusions of successive Annual General Meetings.
  - 2.1.11 "The Act" means the Associations Incorporation Act 1987.
  - 2.1.12 "Journal" means the official publication of the Society.

## **3. OBJECTS**

- 3.1 The objects of the Society shall be:
- 3.1.1 The stimulation of a popular interest in astronomy;
  - 3.1.2 The association of observers, especially the possessors of small telescopes, for mutual help and their organisation in the work of astronomical observation; and
  - 3.1.3 To promote astronomical research by amateurs.

## **4. PROPERTY AND INCOME**

- 4.1 The property and income of the Society shall be applied solely towards the promotion of the objects or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Society, except in good faith in the promotion of the objects or purposes.

## **5. COUNCIL**

- 5.1 The affairs of the Society shall be managed exclusively by a Council who shall exercise the powers conferred by Section 13 of the Associations Incorporation Act 1987 on behalf of the Society. The Council may also exercise all such powers as are required to achieve the objects of the Society.

- 5.2 The Officers of the Society, hereinafter called the Council, shall consist of the President, Vice President, Secretary, Treasurer, Membership Secretary, Meeting Secretary, Editor, Assistant Editor, and five Council members, together with Ex-officio Members as set out in Clause 5.7.
- 5.3 The Office of a Member of Council becomes vacant if that Member:
  - 5.3.1 Ceases to be a Member of the Society;
  - 5.3.2 Is absent from three (3) consecutive Council Meetings without leave of absence;
  - 5.3.3 Resigns by notice in writing; or
  - 5.3.4 Dies.
- 5.4 A casual vacancy occurring in the Office of a Member of Council shall be filled by the Council and confirmed at the next Ordinary Meeting of the Society. Any Member appointed under this Clause shall hold Office until the next Annual General Meeting.
- 5.5 All Financial Members other than Honorary Members are eligible to hold Office.
- 5.6 The Council shall have the power to:
  - 5.6.1 Appoint Sub-committees from their own number or from among the Members for a special purpose, appoint their Convenor and disband Sub-committees as the need arises;
  - 5.6.2 Co-opt any Member onto Council as required for such time and under such conditions as the Council specify. All such appointments shall expire at the next Annual General Meeting;
  - 5.6.3 Appoint Members as required to perform specialised tasks;
  - 5.6.4 Acquire, hold and dispose of property related to the objects of the Society; and
  - 5.6.5 Make, vary or repeal any By-Laws for the Regulation of the Affairs of the Society and the Operation of Sub-committees. Any By-Law made, varied or repealed under this Clause shall be notified to Members in the next available Journal of the Society.
- 5.7 The following shall be Ex-officio Members of the Council:
  - 5.7.1 Section Leaders;
  - 5.7.2 Librarian as appointed under Clause 10.2;
  - 5.7.3 Curator of Instruments, as appointed under Clause 10.3;
  - 5.7.4 Immediate Past-President who shall be the person who held the Office of President before the current President, irrespective of the current President's term in office.
- 5.8 Pecuniary interest:
  - 5.8.1 As required under the Act, a Council Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Council must:
    - a) As soon as he or she becomes aware of that interest disclose the nature and extent of his or her interest to the Council; and
    - b) Not take part in any deliberations or decision of the Council with respect to that contract.

## 6. ELECTION OF COUNCIL

- 6.1 The Council shall be elected at the Annual General Meeting and shall take Office at the declaration of the ballot for a period of one year.
- 6.2 All retiring Officers of the Council shall be eligible for re-election except the President, who shall not be eligible for re-election for a third successive year in that office.

- 6.3 Nominations for the various official positions, duly proposed and seconded and countersigned by the nominee, shall be lodged with the Secretary in writing seven days before the Annual General Meeting. A person who is eligible for election or re-election under this clause may propose or second himself for election or re-election and vote for himself. If no nomination is received for any such position, nominations for that position shall be called for at the Annual General Meeting.
  - 6.4 Proceedings during the election of Council shall be controlled by an appointed Returning Officer who shall not have an interest in the election.
  - 6.5 Election may be by secret ballot if there is more than one nominee for a position.
7. PRESIDENT AND VICE PRESIDENT
- 7.1 It shall be the duty of the President to preside at all meetings of the Council and the Society. The President shall have complete control of the proceedings of the meetings.
  - 7.2 The President shall decide on all matters not provided for by the Constitution. The decision of the President shall be final unless it be over-ruled or modified by the Members by Special Resolution.
  - 7.3 In the absence of the President, the Vice President shall preside. In their absence, a Chairman shall be elected by the meeting.
  - 7.4 The President shall have both a deliberative and a casting vote but is not bound to exercise either. Where voting is equal he may declare the motion "not carried". This will not debar the motion from being debated again at the next meeting.
  - 7.5 The President and the Treasurer shall be Ex-officio Members of all Sub-committees.
8. TREASURER
- 8.1 It shall be the duty of the Treasurer to receive all monies due to the Society, lodge the same to the credit of the Society in the bank nominated by the Council, keep the accounts, make payments and issue receipts in the name of the Society, prepare the cash accounts and balance sheets and generally to act under the instructions of the Council.
  - 8.2 All payments on behalf of the Society shall first be authorised by the Council. Except that, in a case of urgency, the Treasurer may make a payment on the authority of the President of such amount as the Council shall from time to time determine, such payment to be confirmed at the next meeting of the Council.
  - 8.3 It shall be the duty of the Treasurer to comply on behalf of the Society with sections 25 and 26 of the Act with respect to the accounting records of the Society by:
    - 8.3.1 Keeping such accounting records as correctly recorded and explain the financial transactions and financial position of the Society;
    - 8.3.2 Keeping its accounting records in such manner as will enable true and fair accounts of the Society to be prepared from time to time;
    - 8.3.3 Keeping its accounting records in such manner as will enable true and fair accounts of the Society to be conveniently and properly audited; and
    - 8.3.4 Submitting to Members at each Annual General Meeting of the Society audited accounts of the Society showing the financial position of the Society at the end of the immediately preceding financial year. If an unaudited balance sheet is presented, the results of the audit shall be conveyed to the membership at an Ordinary meeting at the earliest convenient time.
  - 8.4 The Treasurer shall have custody of all securities, books and documents of a financial nature, and accounting records of the Society.

## 9. DUTIES OF SECRETARIES

### 9.1 Secretary

9.1.1 The Secretary shall arrange the business and keep minutes of all meetings of the Council, conduct correspondence and generally act under the instructions of the Council.

### 9.2 Meeting Secretary

9.2.1 The Meeting Secretary shall arrange the business and keep the minutes of all Ordinary and General Meetings of the Society, subject to the direction of the Council.

### 9.3 Membership Secretary

9.3.1 The Membership Secretary shall on behalf of the Society comply with section 27 of the Act by keeping and maintaining in an up to date condition registers of Members as follows:

9.3.1.1 A register of the Members of the Society excluding those Members being Junior Members as described in sub-clause 11.1.6.1. The register shall include the Members' postal or residential addresses and upon request from a Member of the Society the Membership Secretary shall make the register available for inspection by the Member.

9.3.1.2 A register of the Members of the Society being Junior Members as described in sub-clause 11.1.6.1. The register shall include the Junior Members' postal or residential addresses and upon request from a Junior Member of the Society, the Membership Secretary shall make the register available for inspection by the Junior Member.

9.3.2 The registers shall be so kept and maintained at the Membership Secretary's place of residence.

9.3.3 The Membership Secretary shall conduct correspondence concerning the registers subject to the direction of the Council.

9.3.4 The Membership Secretary shall cause the name of a person who dies or ceases to be a Member to be deleted from the applicable register referred to in 9.3.1.1 and 9.3.1.2.

## 10. PROPERTY OFFICERS

10.1 All instruments, slides, photographs, books, catalogues and records of the Society shall, so far as practicable, be rendered available for the use of Members subject to By-Laws made under clause 5.6.5 of this Constitution.

### 10.2 Librarian

10.2.1 The Council shall appoint a Librarian, who shall be in control of all books and publications in the possession of the Society, subject to the direction of the Council.

### 10.3 Curator of Instruments

10.3.1 The Council shall appoint a Curator of Instruments, who shall be responsible for the care and maintenance of the Society's observatory and instruments. The Curator shall, subject to the direction of Council:

10.3.1.1 Maintain a register of the Society's assets, excluding the library;

10.3.1.2 Be responsible for the loan of the Society's instruments to Members subject to By-Laws made under clause 5.6.5 of this Constitution. The Curator, as far as practicable, shall at all times have such instruments in fit condition for immediate use by authorised Members; and

10.3.1.3 Bring to the notice of the Council any infringements of the Council's Rules for the use of the observatory and Regulations for the loan of instruments. The Curator shall report to the Council any loss, damage or defect in the equipment or buildings in his care.

## 11. MEMBERSHIP

11.1 There shall be types of membership as follows:

### 11.1.1 Life Member

11.1.1.1 Life Membership of the Society may be conferred on selected individuals for services rendered to the science of astronomy or any cognate science or to the Society. Election to this type of membership requires the unanimous recommendation of the Council, and its endorsement by a three-fourths majority of those members present at an Annual General Meeting or at a Special General Meeting called for that purpose. Life Members shall have all the rights and be subject to all the obligations of an Ordinary Member except that they shall be exempt from the payment of membership subscriptions.

### 11.1.2 Honorary Member

11.1.2.1 Honorary Membership may be conferred by the Council on selected individuals for services rendered to the science of astronomy or any cognate science or to the Society for such period as the Council shall think fit. Election to this type of membership requires the endorsement by a three-fourths majority of those Members present at an Annual General Meeting or at a Special General Meeting called for that purpose. Honorary Members shall be entitled to all privileges of Life Members except that they shall not be entitled to vote or hold office.

### 11.1.3 Ordinary Member

11.1.3.1 Ordinary Members shall be entitled to full participation in all activities of the Society, to vote, to be elected to office, and to receive the publications of the Society.

### 11.1.4 Associate Member

11.1.4.1 When one member of a family is already an Ordinary Member, others of that family over the age of 18 years, and living at the same address, may become Associate Members. They shall be entitled to the same privileges as Ordinary Members, except for the receipt of publications.

### 11.1.5 Student Member

11.1.5.1 Student Members shall be over the age of 18 years and be enrolled full-time in a recognised course of education. Student Members shall be entitled to full participation in all activities of the Society, to vote, to be elected to office, and to receive the publications of the Society.

### 11.1.6 Junior Member

11.1.6.1 Junior Members shall be under the age of 18 years. They shall be entitled to the same privileges as Ordinary Members, except, they shall not be entitled to vote nor to hold office, except as a Section Leader.

11.2 Membership of the Society is open to any person who wishes to become a Member and except under Clauses 11.1.1 and 11.1.2, each candidate shall submit a completed Society Membership Application form signed by the candidate. Such application shall be accompanied by the nomination fee and first subscription. Applications for membership shall be accepted or otherwise at the next Council Meeting and announced at the following Ordinary Meeting.

- 11.3 The Council may from time to time determine the amount of the subscription to be paid annually by each member to the Treasurer on or before 1 July or such other date as the Council from time to time determines. A Member whose subscription is not paid within three months after the relevant date fixed by the Council ceases on the expiry of that period to be a Member unless the Council decides otherwise. A person exercises all the rights and obligations of membership for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by the Council or within three months thereafter, or such other time as the Council allows.
- 11.4 Any Member may voluntarily resign upon giving to the Society notice in writing, paying all dues owing by such Member and returning in good order all property of the Society for which the Member is responsible.
- 11.5 The Council may suspend any Member if in the opinion of the Council there is sufficient reason for such suspension. Upon any such suspension, the Council shall forthwith give to the suspended Member notice in writing thereof, which notice shall be signed by the President or the Secretary, and shall state the reasons for such suspension. A ballot of Members at an Ordinary Meeting, of which notice specifying the intention to submit such suspension shall have been duly given, shall be taken within one month from the date of the suspension, for or against the suspension and, if the suspension be approved by the Members then present and voting, the suspended Member may be expelled from the Society or the Member's rights and privileges as a Member may be otherwise dealt with as a majority of the Members then present and voting may decide.

## 12. PUBLICATIONS

- 12.1 All publications shall be under the control of a Publishing Committee formed and directed by the Council, consisting of the Editor, Assistant Editor and Secretary subject to the direction of the Council.

## 13. COUNCIL MEETINGS

- 13.1 Council Meetings shall be held as frequently as the business of the Society shall require, minimum of ten per year, and at such dates as the Council shall from time to time appoint.
- 13.2 Each member of the Council shall have a deliberative vote and questions arising shall be decided on the majority of votes.
- 13.3 Subject to this Constitution, the procedure and order of business to be followed at a Council Meeting shall be determined by the Council.
- 13.4 Five (5) Members shall constitute a quorum.

## 14. ORDINARY AND GENERAL MEETINGS

- 14.1 Members shall have the privilege of introducing visitors at all Ordinary Meetings of the Society.
- 14.2 Members shall be notified of all meetings at least five (5) days in advance.
- 14.3 Meetings
- 14.3.1 Ordinary Meetings
- 14.3.1.1 Ordinary Meetings shall be held on the second Monday of each month, unless otherwise decided by the Council.
- 14.3.1.2 A quorum shall consist of twelve (12) Members entitled to vote.



#### 14.3.2 Annual General Meetings

14.3.2.1 Annual General Meetings of the Society shall be held on the second Monday in July for the purpose of receiving the report of the Council for the preceding year, the election of the Council for the ensuing year, and any other business which may require the decision of an Annual General Meeting. The Treasurer shall submit a statement of the finances of the Society.

14.3.2.2 A quorum shall consist of twelve (12) Members entitled to vote.

#### 14.3.3 Special General Meetings

14.3.3.1 A Special General Meeting for any purpose other than for the purpose described in sub-clause 18 may be convened if the Council deems it necessary, or on a requisition to the Secretary signed by not less than eight Members stating the purpose for which it is required. Such Special General Meeting shall be held within thirty (30) days after the requisition has been received.

14.3.3.2 A quorum shall consist of twelve (12) members entitled to vote.

### 15. FINANCIAL PROCEDURES

15.1 All funds of the Society shall be held in one or more bank accounts controlled by the Council, which shall nominate from time to time the persons authorised to operate those accounts and the manner of their operation.

15.2 The financial year shall end on 30th June of each year.

15.3 The accounts of the Society shall be audited annually by an Auditor to be appointed at the Annual General Meeting. No Officer of the Society shall be eligible to serve as auditor.

15.4 In the event of no appointment of an auditor being made at the Annual General Meeting the Council shall appoint a properly qualified auditor at the earliest possible time.

15.5 The Auditor of the Society shall have the right to access at all times books of accounts and all relevant documents of the Society, and shall be entitled to require from Council such information and explanations as may be necessary for the performance of his duties.

15.6 The records, books, securities and other documents of the Society shall upon reasonable request to the Secretary be inspected by any Member of the Society at any reasonable hour provided that in the Council's reasonable opinion such records books and other documents are not confidential.

### 16. CONSTITUTION

#### 16.1 Alteration

16.1.1 The Constitution of the Society may be altered by a Special Resolution.

16.1.2 A resolution shall be a Special Resolution when it has been:

16.1.2.1 Passed by a majority of not less than three-fourths of the Members present and entitled to vote at an Ordinary Meeting of which at least twenty-one (21) days clear notice in writing specifying the intention to propose the resolution as a Special Resolution has been duly given.

#### 16.2 Interpretation

16.2.1 In the case of any questions arising not provided for in this Constitution or as to the interpretation of this Constitution, the majority decision of the Council shall be taken and acted upon.

## 17. COMMON SEAL

17.1 There shall be two Trustees of the Society who shall also be seal holders. The Trustees shall from time to time be appointed by resolution of an Ordinary Meeting and they shall hold office until death, resignation, removal by resolution of an Ordinary Meeting or ceasing to be a member of the Society.

17.2 One of the Trustees shall have custody of the common seal at that Trustee's place of residence.

17.3 The Common Seal of the Society shall be affixed to such deeds, instruments, and documents as the Council shall by resolution decide and shall be so affixed in the presence of one of the Trustees and an elected Officer of the Council who shall sign their names as evidence of the due affixing of the Common Seal. If both the Trustees shall for any reason be unable to affix the Common Seal the President or Chairman of Council may by writing certify the fact and he shall thereupon be empowered to affix the Common Seal as if he were a Trustee.

## 18. DISSOLUTION

18.1 If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members and which association shall be determined by resolution of the Members.

