

Australian Microscopy and Microanalysis Society (Inc)

A01350

CONSTITUTION

As amended

31 January 2023, 4 September 2023, 25 February 2024

1 Name of the Body

The name of the body shall be the Australian Microscopy and Microanalysis Society Incorporated, herein after referred to as the "Association".

2 Office of the Association

The office of the Association shall be at such place as the Association may determine from time to time.

3 Objects and purpose of the Association

The objects of the Association are:

- 3.1 To promote within Australia and Internationally all forms of microscopy and microanalysis, including, but not limited to, electron microscopy, light microscopy, scanning probe microscopy and electron beam microanalytical techniques.
- 3.2 to co-operate and form affiliations with other organisations having similar objects both within and outside Australia.
- 3.3 to encourage specialist sub-groups within the Society who may be represented on the Executive Committee at the discretion of a General Meeting.
- 3.4 The assets and income of the Association shall be applied solely in the furtherance of the Objects of the Association and no portion shall be distributed directly or indirectly to the members of the Association except: (1) as *bona fide* compensation for services rendered or expenses incurred on behalf of the Association; (2) for payment of Association bursaries and awards; (3) for payment to guests invited to attend Association activities.

4 Powers of the Association

The powers of the Association are:

- 4.1 To organise and control meetings to promote the objectives of the Association.
- 4.2 To organise and promote publications relating to meetings.
- 4.3 To organise periodical publications to promote the objects of the Association.
- 4.4 To impose and collect fees, dues and levies and other charges as deemed appropriate.
- 4.5 To raise funds from grants, donations, subscriptions and loans from international, national, State and Local Government authorities, from councils, corporations, Universities, foundations and associations, from private persons, from the sale of publications and other items, to receive any gifts, legacies and other benefits, provided always that the raising of such funds or the receipt of such gifts, legacies or other benefits shall be wholly compatible with the objects and aims of the Association
- 4.6 To apply the funds of the Association in promoting its objects and, in particular, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, to construct, maintain and alter any building or works, and to invest monies in such manner as the Executive Committee, without restriction of any laws limiting the investment of monies by trustees, may from time to time determine.
- 4.7 To apply the funds of the Association to establish scholarships or trusts with aims compatible with the objects of the Association.

5 Membership

- 5.1 Persons interested in the objects of the Association shall be eligible for ordinary membership upon payment of the fees and subscription provided by this Constitution.
- 5.2 A member may at any time resign his or her membership by notifying the Secretary in writing.
- 5.3 The Executive Committee shall have the power at its discretion to terminate the membership of any member. Membership shall not be terminated unless there has been given a full and fair opportunity for the member to present to the Executive Committee any rebuttal, justification or explanation of his or her conduct.
- 5.4 Any company corporation or other organisation may, with the approval of the Executive Committee, become a Corporate Member on payment of such a subscription as may be specified by the Executive Committee. Each Corporate Member may empower one individual to vote on its behalf in any of the deliberations of the Society. Such an individual shall have one vote.
- 5.5 The Executive Committee shall have at its discretion the power to grant Honorary Membership to individuals of any nationality for distinguished contribution in pursuing the objects and purposes of the Association. Such persons shall not be eligible to vote or hold office and shall not pay a subscription.
- 5.6 A Member (the Complainant) may notify the President in writing of a dispute with another Member or Members or with The Association.
 - (i) Subject to 5.6 (ii) the President will attempt to settle the dispute to the satisfaction of the Complainant in a timely way.
 - (ii) The President will delegate settlement of the dispute to another member of the Executive Committee or an Officer of the Association if the President is:
 - a) the Member or one of the Members with whom the Complainant is in dispute
 - b) aware of a perceived or real conflict of interest relating to the dispute
 - c) unavailable within a reasonable timeframe to deal with the dispute.
 - (iii) If the President is able to settle the dispute, the President will take any actions necessary to give effect to settling the dispute, including notifying parties to the dispute of the outcome, and will report to the next Executive Committee meeting on its resolution with an appropriate record of the dispute resolution.
 - (iv) If the President is unable to settle the dispute, an impartial sub-committee of members will consider the complaint and make a resolution in settlement of the dispute:
 - a) a standing list of members will be kept by The Association from which a sub-committee of no less than three impartial members with no conflict of interest can be formed to consider the complaint
 - b) the sub-committee will give the members involved in the dispute, or their representatives, an opportunity to be heard and will give due consideration to any written material submitted by the members before making its resolution.
 - (v) The Complainant, and other parties if relevant, will be informed in writing of the resolution of the sub-committee and its reasons as soon as practicable.
 - (vi) The Complainant and other members involved must be informed of a right to give notice within seven days to the Secretary that he or she wishes to appeal the resolution to the Executive Committee.

- (vii) A resolution under 5.6.(iv) does not take effect unless –
 - a) the Complainant does not exercise a right of appeal to The Association; or
 - b) the Complainant does exercise a right of appeal to The Association under this rule, and the Executive Committee considers the appeal and upholds the resolution; and
 - c) the Executive Committee confirms the resolution.
- (viii) The Executive Committee must, as soon as practicable after the Complainant has been notified of the resolution and the right of appeal, if exercised, has been considered:
 - a) consider the resolution;
 - b) confirm, vary, or revoke it; and
 - c) inform the parties involved of its decision and reasons.
- (ix) After informing the parties of its decision the Executive Committee may take or authorise any actions necessary to give effect to its decision.

5.7 Discipline of Members.

- (i) The Executive Committee may issue by notice in writing to any member its intention to terminate their membership for reasons of conduct considered contrary to the best interests of the Association as set out in the notice.
- (ii) The decision of the Executive Committee after affording that member a due opportunity to be heard in answer to the notice shall, subject to the succeeding provisions of this Rule, be final, and a member so declared shall forthwith on the making of the declaration cease to be a member of the Association and cease to have any interest in or claim upon the Association its property and funds.
- (iii) A person whose membership of the Association has been terminated under this Rule, may within twenty-one days after the date applicable to the person, lodge with the Secretary an appeal against the decision of the Executive Committee.
- (iv) The Executive Committee shall cause an Extraordinary General Meeting to be held within thirty days after the appeal is lodged for the purpose of hearing the appeal.
- (v) If, at the Extraordinary General Meeting a majority of two thirds of the members present and voting by secret ballot at that meeting resolves that the decision of the Committee be rescinded, the person whose membership has been terminated shall be reinstated as a member of the Association.
- (vi) If the member whose membership of the Association has been terminated under this Rule fails to attend at the time and place fixed for the Extraordinary General Meeting, their appeal shall be deemed to have been withdrawn.
- (vii) In sub rule 5.7 (iii) of this Rule, the date applicable to the person means:
 - (a) the date on which a notice is sent to this person specifying the termination of membership;
 - or
 - (b) in the case that such a notice is sent when this person is overseas, the date on which this person returns to Australia.

5.8 Any financial member of the Association may inspect its books and papers by arrangement with the relevant Officer of the Association.

6 Register of Members

The Public Officer shall keep a register of members recording the name in full and address of each member.

7 Fees and Subscriptions

7.1 The amount of all ordinary membership fees shall be fixed by the Executive Committee and ratified by the Annual General Meeting. Annual subscriptions shall be payable on the first day of January each year.

7.2 No member shall be eligible to vote or hold office unless his or her subscription is fully paid up.

Any member whose subscription is one (1) year in arrears and who has been duly notified of the fact shall ipso facto cease to be a member of the Society but shall be eligible to re-join.

The Officers of the Association may withhold some or all membership privileges from a member whose subscription is six (6) months in arrears and who has been duly notified of the fact.

8 Executive Committee and Officers

8.1 The Officers of the Association shall consist of the President, Past-President, Treasurer and Secretary.

8.2 The Executive Committee shall consist of the Officers, the President-elect (except as stated in clause 8.3 (i)), the Publications Officer, the Editor of the Society Newsletter, the student representative elected by the student advisory committee, the corporate representative, eight (8) ordinary members (each representing a State or Territory) who shall be elected by those members resident in the State or Territory concerned, together with, the Convenors or nominated representatives of any Special Sub-groups at the discretion of a General Meeting, and the Chair of the Organising Committee for the next biennial conference of the Association.

8.3 Terms of Officer Bearers and Members of the Executive Committee. All Office Bearers shall take Office from the first day of October after their election, except at the discretion of an Annual General Meeting.

All Members of the Executive Committee shall take Office from the first day of October after their election, except at the discretion of an Annual General Meeting or an Executive Committee Meeting.

The maximum term of Office of any elected Office Bearer or Member of the Executive Committee shall be eight (8) years continuous service, after which they will be ineligible for re-election for two (2) years.

- (i) President-Elect. A person may simultaneously hold the position of President-Elect and another position on the Executive Committee however while this is the case the position of President-Elect shall not be a member of the Executive Committee and shall have no voting or other rights in regard to the Executive Committee.

The President-Elect shall serve as President-Elect at the conclusion of the meeting in which the election was held and shall take office as President at the time that the Office Bearers take office.

- (ii) The President, Secretary, Treasurer, Publications Officer and Editor of the Newsletter shall retire every two (2) years but shall be eligible for re-election to any Office.
- (iii) Past-President. The President currently retiring will automatically fill the position of Past-President. This is not an elected position. A person may simultaneously hold the position of President and Past-President if they are re-elected as President. However, if this is the case, the position of Past-President shall not be a member of the Executive Committee and shall have no voting or other rights in regard to the Executive Committee.
- (iv) The student representative shall be elected for a period of two years by the student advisory committee members. The student representative shall be a student at the start of the mandate but can change status during the mandate.
- (v) The Corporate member representative shall be elected by the Corporate member Advisory committee for a period of 2 years.

- (vi) The service of the Chair of the Organising Committee of the biennial conference of the Association shall not be considered as a term of office as an elected member.
 - (vii) The positions of the eight (8) Ordinary Members (each representing a State or Territory) shall be open for election every two (2) years however if no nominations are received then the current Ordinary Member shall be deemed elected to the position. An election for the position of an Ordinary Member must be held immediately upon the resignation or announcement of intent to resign of an Ordinary Member.
- 8.4 For the purposes of this Constitution, the office of an Officer of the Association or of an ordinary Executive Committee member becomes vacant if the Officer or Executive Committee member:
- (i) Dies;
 - (ii) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt insolvent debtors or compounds with his or her creditors;
 - (iii) Becomes of unsound mind;
 - (iv) Resigns from the office by writing under his or her hand addressed to the Committee;
 - (v) Fails, without leave granted by the Committee, to attend three consecutive meetings of the committee;
 - (vi) Ceases to be a member of the Association.
- 8.5 The Secretary will keep records of the Association including minutes of Executive Committee meetings, general meetings and other Association documents.

9 Powers of the Executive Committee

- 9.1 The Executive Committee having regard to this Constitution shall plan and implement the requirements of the Association. The Executive Committee may also determine the filling of casual vacancies on the Executive Committee.
- 9.2 The Executive Committee shall have the power to make such payments from the funds of the Association as are from time to time considered necessary to the good management of the Association.
- 9.3 The Executive Committee shall fix the annual subscription fee subject to ratification at the Annual General Meeting.
- 9.4 The Executive Committee shall from time to time determine the investment of the monies in such a manner as deemed appropriate.
- 9.5 The Executive Committee shall appoint a Public Officer who is resident in the Australian Capital Territory (ACT) who shall undertake such duties as are required by the laws of the ACT. If that office at any time becomes vacant the Committee shall appoint within 14 days after it becomes vacant a person resident in the ACT to fill the vacancy.
- 9.6 The Executive Committee may from time-to-time delegate such of its functions and authorities as it may think fit to sub-committee/s who shall report back to the Executive Committee for confirmation of any decision. The Executive Committee may revoke any such delegation.
- 9.7 The Executive Committee shall appoint the Chair of the Organising Committee for the Biennial Conference of the Association, approve the members of the committee and approve the budget for the Conference. They shall require an audited financial statement of the meeting to be prepared and presented by the Chair of the Organising Committee. They shall be responsible for providing direction and rules for the management, control and financial direction of the Conferences consistent with the objectives of the Association.

- 9.8 The Executive Committee shall make rules relating to; the duties of the Officers and Executive Committee members, the duties of committees and sub-committees and their members, and for the general conduct of the Association. The Secretary shall maintain a record of all rules which shall be available to all members of the Association.
- 9.9 The Common Seal of the Association shall reside in the custody of the Secretary and its use will be as directed by the Executive Committee.

10 Annual General Meeting

- 10.1 The Association shall, every year, hold a general meeting (the Annual General Meeting) at a date determined by the Executive Committee.
- 10.2 The Annual General Meeting shall be in addition to any other General Meeting that may be held in the year.
- 10.3 The ordinary business of the Annual General Meeting shall be:
- (i) To confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - (ii) To receive from the Committee the Annual Reports and audited statement of accounts for the preceding financial year;
 - (iii) To confirm the entrance fee and annual subscription;
 - (iv) At every second Annual General Meeting (normally held during the major biennial scientific meeting of the Association), to elect the Officers of the Association, the Publications Officer, the Editor of the Newsletter and confirm the election of the ordinary Executive Committee members.
 - (v) If conditions prevail that would hinder the operations of the association, those elected or confirmed at an Annual General Meeting may agree to extend their Term of Office for a period determined by the Office Bearers. Any vacancy so caused may be filled by the Executive Committee (see sections 8.3 and 9.1)

11 Special General Meeting

- 11.1 The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 11.2 The Executive Committee shall, on receiving a request in writing for such a meeting from not less than ten (10) ordinary members, convene a Special General Meeting of the Association.

12 Notices of General Meetings

- 12.1 The Executive Committee shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Association, notify all members of the Association of the planned day, and time and manner for the holding of the meeting, and the nature of the business to be transacted thereat.
- 12.2 A general meeting may be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence. Those taking part are considered to be personally present with the opportunity to vote.

13 Conduct of General Meetings

- 13.1 Twenty (20) members personally present (being members entitled under this Constitution to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- 13.2 If a quorum is not present at the time scheduled for the commencement of a general meeting the meeting shall proceed but shall be limited to formal business i.e., the receipt and adoption of the

minutes of the previous general meeting, the minutes of the previous Annual General Meeting, the Annual Report, the Annual Accounts and the Auditor's Report.

- 13.3 The President or, in the absence of the President, the President-Elect, the Secretary or Treasurer shall preside as a Chair at a general meeting of the Association. If the President, President-Elect and Secretary or Treasurer are absent from a general meeting, the members present shall elect one of their number to preside as Chair.
- 13.4 A question at a general meeting shall be resolved by a majority vote of those ordinary members present and voting. The Chair shall not vote on any motion except that, in the case of a tied vote, he or she shall have a casting vote.

14 Executive Committee Meetings

- 14.1 The Executive Committee shall meet at its discretion, by meeting in person, by post, by FAX or by other electronic means. The time and procedure to be advised by the President and notified by the Secretary. Meetings shall be valid if not less than six (6) members are present, or voting.
- 14.2 All Executive Committee members in attendance will each have a vote.
- 14.3 The President shall have an ordinary vote at all meetings and a casting vote if a majority decision is not reached.

15 Accounts

- 15.1 The Treasurer shall keep accounting records that correctly record and explain the transactions and the financial position of the Association. The accounting records must be kept in such a way that true and fair accounts of the Association can be prepared from time to time and a statement of accounts can conveniently and properly be audited.
- 15.2 The Treasurer shall cause to be prepared, at the end of each financial year, a statement of accounts on an accrual basis to reflect the net worth of the association rather than the cash position.
- 15.3 The statement of accounts shall be audited in accordance with the ACT Associations Incorporation Act 1991 and the Associations Incorporation Regulations.
- 15.4 At each annual General Meeting, the following documents must be presented by the committee for consideration:
- (i) the audited statement of accounts for the most recently ended financial year. The statement must not be misleading and must give a true and fair account of the income, expenditure, assets and liabilities of the Association;
 - (ii) a copy of the auditor's report to the Association in relation to the accounts for that financial year; and
 - (iii) a report, signed by two committee members, stating the name of each member of the committee, the principal activities of the Association and the net profit or loss of the Association.
- 15.5 The committee must ensure that the audit of accounts is completed at least 14 days prior to the Annual General Meeting. The accounts must be audited by a person who is not an officer, partner, employer, employee, or employee of an employee of an Officer of the Association and who has not prepared or assisted in the preparation of the accounts.
- 15.6 After presentation of the records to the members and within six months of the end of the financial year, a statement and the audited accounts must be lodged with the Registrar General.

16 Banking and Finance

- 16.1 The Treasurer shall on behalf of the Association receive all monies paid to the Association and forthwith issue official receipts therefore.

- 16.2 The Executive Committee shall cause to be opened with such bank as the Committee selects a bank account in the name of the Association into which all monies received shall be paid by the Treasurer as soon as possible after receipt thereof.
- 16.3 Except with the authority of the Executive Committee no payment shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account; in addition, the Executive Committee may authorise the Treasurer to withdraw a cash sum to meet urgent expenditure subject to the observance of such conditions in relation to the use and expenditure thereof as the Executive Committee may impose.
- 16.4 Cheques shall be drawn 'to order' crossed 'not negotiable'.
- 16.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn on behalf of the Association shall be signed by any two of the following committee members, namely the President, Secretary, and the Treasurer, or the absence of any of them by such other Committee member or members as the Committee may nominate for that purpose with a maximum of three signatories at any time; except that the Committee may nominate a member to draw cheques on behalf of the Association up to a value determined by the Committee.
- 16.6 The Treasurer will maintain an imprest petty cash float as determined by the Executive Committee.
- 16.7 The financial year of the Association commences on the first of October of each year.

17 Liability of Members

No registered member or Committee member shall be liable for any claim whatsoever, monetary or otherwise in the event of any action against the Association. This includes claims by persons whether they be members or non-members.

18 Dissolution of the Association

- 18.1 The Association may be wound up voluntarily whenever a resolution is passed requiring the Association to be wound up or dissolved at a Special General Meeting of the Association called for this purpose.
- 18.2 In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any Association with similar purposes which is not carried on for the profit or gain of its individual members.
- 18.3 Members of the Association will not be liable for any costs, charges or expenses of winding up the Association.

19 Amendment to this Constitution

- 19.1 This Constitution can only be amended by Special Resolution (in accordance with the Australian Capital Territory Associations Incorporation Act 1991, principally sections 30 and 70).
- 19.2 A Special Resolution must be:
- (i) Passed at a General Meeting of the Association where all members of the Association have received at least 21 days notice of the meeting, accompanied by notice of intention to propose the resolution as a Special Resolution, and
 - (ii) Passed by at least three-quarters of the votes of current financial members present at this Meeting.
- 19.3 No Special Resolution takes effect until notice of the amendment has been lodged with the Registrar-General in the Australian Capital Territory.

20 Covenants and Requirements Deemed to be Incorporated in this Constitution

- 20.1 The covenants set out and the standards prescribed by the ACT Associations Incorporation Act 1991 and the Associations Incorporation Regulations and any additions to or modifications of those requirements, covenants and standards that may become operative at any time after the date of this constitution, shall be deemed to be included in this constitution.
- 20.2 Where any inconsistency exists between any matter or thing contained in or referred to in this constitution and the covenants, standards, requirements and regulations prescribed in Clause 20.1, such covenant, standard, requirement or regulation shall take precedence and shall be deemed to be incorporated in this constitution.

21 Specialist Sub-Groups

- 21.1 Specialist sub-groups can only be formed or dissolved by a resolution passed by Association members at an Annual General Meeting.
- 21.2 Members of specialist sub-groups must be financial members of the Association.
- 21.3 Specialist sub-groups must have a management structure approved by the Executive Committee.
- 21.4 Specialist sub-groups must provide reports including financial reports, when requested by Officers of the Association.