



Australasian Plant Pathology  
Society Incorporated

## **Constitution**

2015

## **Table of Contents**

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<b>1.</b>	<b>NAME OF ASSOCIATION .....</b>	<b>5</b>
<b>2.</b>	<b>DEFINITIONS AND INTERPRETATION .....</b>	<b>5</b>
<b>3.</b>	<b>OBJECTS.....</b>	<b>12</b>
<b>4.</b>	<b>POWERS.....</b>	<b>13</b>
<b>5.</b>	<b>CLASSES OF MEMBERS.....</b>	<b>14</b>
<b>6.</b>	<b>MEMBERSHIP APPLICATION .....</b>	<b>16</b>
<b>7.</b>	<b>MEMBERSHIP FEES .....</b>	<b>16</b>
<b>8.</b>	<b>ADMISSION AND REJECTION OF MEMBERS .....</b>	<b>16</b>
<b>9.</b>	<b>PROCEDURES FOR PROCESSING MEMBERSHIP APPLICATIONS .....</b>	<b>17</b>
<b>10.</b>	<b>TERMINATION OF MEMBERSHIP .....</b>	<b>17</b>
<b>11.</b>	<b>APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP .....</b>	<b>18</b>
<b>12.</b>	<b>REGISTER OF MEMBERS .....</b>	<b>18</b>
<b>13.</b>	<b>APPOINTMENT OR ELECTION OF SECRETARY .....</b>	<b>18</b>
<b>14.</b>	<b>REMOVAL OF SECRETARY .....</b>	<b>19</b>
<b>15.</b>	<b>FUNCTIONS OF SECRETARY.....</b>	<b>19</b>
<b>16.</b>	<b>MEMBERSHIP OF THE MANAGEMENT COMMITTEE .....</b>	<b>19</b>
<b>17.</b>	<b>RESIGNATION OR REMOVAL FROM THE MANAGEMENT COMMITTEE.....</b>	<b>20</b>
<b>18.</b>	<b>VACANCIES ON THE MANAGEMENT COMMITTEE.....</b>	<b>20</b>
<b>19.</b>	<b>FUNCTIONS OF THE MANAGEMENT COMMITTEE .....</b>	<b>20</b>
<b>20.</b>	<b>MANAGEMENT COMMITTEE MEETINGS.....</b>	<b>21</b>
<b>21.</b>	<b>SUB-COMMITTEES OF THE MANAGEMENT COMMITTEE.....</b>	<b>21</b>
<b>22.</b>	<b>VALIDITY OF ACTIONS .....</b>	<b>22</b>

23.	RESOLUTIONS IN WRITING .....	22
24.	REGIONAL LOCATION OF THE MANAGEMENT COMMITTEE.....	22
25.	COUNCIL .....	22
26.	REGIONS .....	22
27.	PRESIDENT .....	24
28.	VICE-PRESIDENT(S).....	24
29.	EXECUTIVE SECRETARY .....	24
30.	SECRETARY.....	24
31.	TREASURER.....	25
32.	REGIONAL COUNCIL COORDINATOR.....	25
33.	BUSINESS MANAGER .....	26
34.	EXECUTIVE EDITOR AND EDITOR-IN-CHIEF .....	26
35.	ANNUAL GENERAL MEETING .....	26
36.	BIENNIAL GENERAL MEETING .....	27
37.	SPECIAL GENERAL MEETINGS .....	27
38.	MEETING QUORUM .....	27
39.	NOTICE OF MEETINGS.....	28
40.	CONDUCT OF GENERAL MEETINGS.....	28
41.	SCHOLARSHIP FUNDS .....	29
42.	ALTERATION OF THE CONSTITUTION.....	29
43.	FUNDS AND ACCOUNTS .....	29
44.	SOCIETY DOCUMENTS .....	30
45.	DISTRIBUTION OF SURPLUS ASSETS .....	30

46. JOURNALS OF THE SOCIETY .....30

47. SPECIAL INTEREST GROUPS .....31

48. INTERNATIONAL SOCIETY FOR PLANT PATHOLOGY.....31

49. OPERATING PROCEDURES .....31

50. COMMON SEAL.....31

APPENDIX 1 - FUND RULES .....32

# Australasian Plant Pathology Society Inc. Constitution

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## 1. Name of Association

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1.1 The name of the incorporated association is the Australasian Plant Pathology Society Inc

## 2. Definitions and interpretation

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2.1 The meanings of the terms used in this Constitution, Objects, Rules or By-laws shall be as follows:

<b>Term</b>	<b>Meaning</b>
<b>Act</b>	means the <i>Associations Incorporation Act 1981</i> (Qld) and the <i>Associations Incorporation Regulation 1999</i> (Qld) as amended or replaced;
<b>Additional Provisions</b>	means a provision of the 'Model Rules' under the Act;
<b>Agenda</b>	means the agenda which sets out the order of business to be discussed at a Meeting or a Management Committee Meeting;
<b>AGM</b>	means the annual general meeting of the Society, at which functions required by the Act must be carried out;
<b>Annual Membership Fee</b>	means the fee payable by an Ordinary Member for membership to the Society, to be paid annually or as otherwise determined by the Management Committee;
<b>Associate Member</b>	means a Member of the Society who wishes to retain contact with plant pathologists, but for whom the discipline is of peripheral interest, or not currently the main focus of their employment and who has paid the Associate Membership Fee;
<b>Associate Membership Fee</b>	means a proportion of the Annual Membership Fee, as determined by the Management Committee, payable by an Associate Member annually for membership to the Society;
<b>Auditor</b>	means an auditor as required by the provisions of the Act;
<b>Auditor's Report</b>	means the report prepared by the Auditor in accordance with the Act;
<b>Bank Account</b>	means a bank account in the name of the Society in such bank or permanent building society as the Management Committee may from time-to-time direct;

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<b>Term</b>	<b>Meaning</b>
<b>Biennial Conference</b>	means a biennial gathering of the Members, conducted in accordance with the provisions contained in the Operating Procedures;
<b>Biennial General Meeting</b>	means the General Meeting held at the Biennial Conference, at which the Management Committee Members must be elected;
<b>Business Manager</b>	means the person acting in the role of business manager of the Society, who is paid an honorarium and expenses under rule 33;
<b>Chairperson</b>	means the President of the Society, or if there is no President or the President is unwilling to act or not present within fifteen minutes after the time appointed for the holding of the Meeting, the Vice-President, or if the Vice-President is not present or willing to act, then another Management Committee Member who is appointed as chairperson at any Meeting;
<b>Common Seal</b>	means a stamp that is used when signing documents on behalf of the Society. It is held by the President;
<b>Conference Organiser Procedures</b>	means the Biennial Conference organiser procedures compiled and amended by the Council from time-to-time;
<b>Constitution</b>	means this constitution of the Society;
<b>Council</b>	means the council composed of the Management Committee and the Regional Councillors, who are charged with the responsibilities set out in rule 25;
<b>Council Meeting</b>	means a meeting of the Council;
<b>Council Members</b>	means each Management Committee Member and each Regional Councillor;
<b>Council Quorum</b>	means four Council Members;
<b>Daily Bank Account</b>	means a bank account in the name of the Society in such bank or permanent building society as the Management Committee may from time-to-time direct, from which the Business Manager has the power to pay invoices relating to the regular expenditure of the Society, without requiring the prior written permission of the Management Committee;
<b>Deed of Agreement</b>	means the deed of agreement entered into between the Business Manager and the Management Committee;

<b>Term</b>	<b>Meaning</b>
<b>Distinguished Service Award</b>	means the award which replaces the former award of being an Honorary Member that is awarded after 1 January 2013 to a Member who has provided an outstanding contribution to the Society and has been awarded the award in accordance with rule 5.4;
<b>Editor-in-Chief Australasian Plant Pathology</b>	means the person/s acting in the role of editor-in-chief of the Australasian Plant Pathology, who is paid an honorarium under rule 34;
<b>Editor-in-Chief Australasian Plant Disease Notes</b>	means the person/s acting in the role of editor-in-chief of the Australasian Plant Disease Notes, who is paid an honorarium under rule 34;
<b>Emeritus Member</b>	means a Member of the Society who is no longer engaged in full-time professional employment and who has paid the Emeritus Membership Fee;
<b>Emeritus Membership Fee</b>	means: <ul style="list-style-type: none"> <li>(a) if the Emeritus Member wishes to receive hard-copy and email publications from the Society, one half of the Annual Membership Fee; or</li> <li>(b) if the Emeritus Member wish to receive email publications only from the Society, one quarter of the Annual Membership Fee; or</li> <li>(c) if the Emeritus Member is over the age of 75 and wishes to only receive email publications from the Society, no membership fee is payable.</li> </ul>
<b>Executive Editor</b>	Means the person/s acting in the role of executive editor of the Australasian Plant Pathology and the Australasian Plant Disease Notes
<b>Executive Secretary</b>	means the Member elected as executive secretary in accordance with rule 16.3;
<b>Fellow</b>	means a Member of the Society who has rendered distinguished service to the field of plant pathology and who has been elected in accordance with rule 5.7;
<b>Financial Member</b>	means a Member who has paid the appropriate membership fee for their membership class for the current membership fee period (if they are required to pay membership fee);
<b>Financial Year</b>	means the year commencing on 1 July and concluding on 30 June of the following year;

<b>Term</b>	<b>Meaning</b>
<b>Fund</b>	means the public fund known as 'The Advancing Plant Pathology Fund - Australia' which provides scholarships to Australians to advance education in the science of plant pathology to enhance the protection of agriculture, forestry and the environment from plant diseases;
<b>General Meeting</b>	means any meeting of Society Members held in accordance with rules 38 and 39;
<b>Honorary Member</b>	means a Member of the Society who, in the opinion of the Society has made an outstanding contribution to the Society and who became an honorary member before 31 December 2012, after which time the honour was replaced by the awarding of the Distinguished Service Award;
<b>Immediate Past President</b>	means the Member who was President, who is automatically appointed to the role of immediate past president in accordance with rule 16.2;
<b>Intellectual Property</b>	means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Society or any activity of or conducted, promoted or administered by the Society in the Regions
<b>ISPP</b>	means the International Society for Plant Pathology;
<b>Journals</b>	means: <ul style="list-style-type: none"> <li>(a) the journal for research and review papers published by the Society known as the Australasian Plant Pathology; and</li> <li>(b) the journal for new records of plant diseases, quarantine notes and short diseases notes published by the Society known as the Australasian Plant Disease Notes;</li> </ul>
<b>Management Committee</b>	means the Officers, as well as such number of other Members as the Members of the Society may from time to time elect or appoint at a General Meeting;
<b>Management Committee Meeting</b>	means a meeting of the Management Committee;
<b>Management Committee Member</b>	means a Member who is part of the Management Committee;



<b>Term</b>	<b>Meaning</b>
<b>Management Committee Quorum</b>	means a simple majority of the number of Management Committee Members elected or appointed as at the close of the last General Meeting held prior to the Management Committee Meeting;
<b>Meeting/s</b>	means the AGM, Biennial General Meeting and any General Meeting of the Society;
<b>Meeting Quorum</b>	means double the current number of Management Committee Members plus one;
<b>Member</b>	means an Ordinary Member, Fellow, Student Member, Emeritus Member, Associate Member or Sustaining Member of the Society;
<b>NSW DPI</b>	means the New South Wales Department of Primary Industries or such other similar department that is created from time to time;
<b>Objects</b>	means the objects of the Society as set out in rule 3.2;
<b>Officers</b>	means: <ul style="list-style-type: none"> <li>(a) the President, Vice-President, Executive Secretary and Treasurer appointed in accordance with rule 16.3; and</li> <li>(b) the Immediate Past President appointed in accordance with rule 16.2;</li> </ul>
<b>Operating Procedures</b>	means the operating procedures compiled and amended by the Management Committee from time-to-time;
<b>Ordinary Member</b>	means a Member of the Society who is a person interested in the study of plant diseases and their causes and who has paid the Annual Membership Fee;
<b>Powers</b>	means the powers of the Society as set out in rule 4;
<b>President</b>	means the Member elected as president in accordance with rule 16.3;
<b>President-Elect</b>	means the Member elected from the Region co-ordinating the next Management Committee in accordance with rule 24.1, and who will become the President when the next Management Committee takes office;

<b>Term</b>	<b>Meaning</b>
<b>Privacy Legislation</b>	means the <i>Privacy Act 1988</i> (Cth), the <i>Information Privacy Act 2009</i> (Qld) and any other Commonwealth or State legislation governing privacy, as amended from time-to-time;
<b>Publisher</b>	means the publisher engaged by the Society to publish the Journals;
<b>Queensland Government Agency</b>	means the Queensland Office of Fair Trading or other government agency responsible for administering ongoing incorporation requirements;
<b>Regional Council Coordinator</b>	means the Member appointed as regional council coordinator in accordance with rule 32;
<b>Regional Council Meeting</b>	means a meeting of the Regional Councillors;
<b>Regional Councillor</b>	means those Members in each Region who are elected by a simple majority vote of the Regional Members and who are appointed in accordance with rule 26;
<b>Regional Member</b>	means the Members who reside in or have their registered office in a particular Region;
<b>Regional Member Allocation</b>	means an annual amount determined by the Management Committee from time-to-time (but no less than AU \$5.00 per Regional Member), provided by the Management Committee to each Region for each Regional Member in that Region in the preceding Financial Year;
<b>Regional Sub-Committee</b>	means a sub-committee formed within a Region to assist the Regional Councillors, in accordance with rule 26;
<b>Regions</b>	means: <ul style="list-style-type: none"> <li>(a) Papua New Guinea and the Pacific;</li> <li>(b) New Zealand North Island;</li> <li>(c) New Zealand South Island;</li> </ul> and each State and Territory within Australia;
<b>Register</b>	means a register of Society Members kept and maintained in accordance with rule 12;

<b>Term</b>	<b>Meaning</b>
<b>Secretary</b>	means the Member appointed as secretary in accordance with rule 13;
<b>Senior Editor</b>	means a person appointed by the Editor-in-Chief to review manuscripts;
<b>Society</b>	means the Australasian Plant Pathology Society Inc;
<b>Special Interest Group</b>	means a group formed for the purpose of the advancement and dissemination of the knowledge of a particular scientific practice area related to plant pathology;
<b>Special Meeting</b>	means any meeting of the Management Committee that is held in accordance with rule 20.2;
<b>Special Resolution</b>	means a resolution passed at a Meeting by the votes of 75% of the Society Members present and entitled to vote;
<b>Student Member</b>	means a Member of the Society who is engaged in full-time secondary or tertiary studies and who has paid the Student Membership Fee;
<b>Student Membership Fee</b>	means one half of the Annual Membership Fee, payable annually by a Student Member for membership to the Society;
<b>Sub-Committee</b>	means any sub-committee formed by the Management Committee in accordance with rule 21;
<b>Sustaining Member</b>	means a Member of the Society who is an interested person or corporate body who has paid the Sustaining Membership Fee;
<b>Sustaining Membership Fee</b>	means an amount as determined by the Management Committee from time-to-time, payable annually by a Sustaining Member for membership to the Society;
<b>Treasurer</b>	means the Member elected as treasurer in accordance with rule 16.3;
<b>Vice-President</b>	means the Member elected as vice-president in accordance with rule 16.3;

2.2 In this Constitution unless the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority and duty;

- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words denoting the singular number include the plural and vice versa;
- (d) words denoting any gender include all genders;
- (e) where a word or phrase is defined other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (f) words denoting natural persons include bodies corporate and unincorporated and vice versa;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) references to rules and schedules are to the rules of and schedules to this Constitution;
- (i) headings are for convenience only and shall not effect interpretation;
- (j) references to any party to this Constitution or any other agreement or instrument include the party's successors, permitted assigns, receivers and managers;
- (k) references to any agreement or instrument include references to that agreement or instrument as amended, notated, supplemented, varied or replaced from time to time;
- (l) references to any legislation, provision of legislation, a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (m) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

2.4 To the extent that any matter is not provided for under this Constitution or any additional By-Laws of the Society which is otherwise provided for under the Additional Provisions, then the Society Constitution and such other By-laws are taken to include the Additional Provisions.

### **3. Objects**

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3.1 The Society is established solely for the Objects set out in this rule 3.

3.2 The Objects for which the Society is established are the advancement and dissemination of the knowledge of plant pathology and its practice, particularly, but not exclusively, in relation to Australia, New Zealand and neighbouring countries.

3.3 Without limiting in any way the powers of the Management Committee, the Objects may be achieved in any or all of the following ways:

- (a) by fostering communication and exchange of information between Members and with affiliated societies and other local and overseas societies having similar aims and Objects;
- (b) by organising scientific meetings of the Society;
- (c) by participating in, and acting as host of international scientific meetings;
- (d) by publishing the Journals;

- (e) by increasing public awareness of the functions and achievements of plant pathologists; and
- (f) by such other activities as may be conducive to the attainment of the Objects.

## **4. Powers**

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4.1 In order to further the Objects of the Society, the Powers of the Society are:

- (a) To take over the funds and other assets and the liabilities of the present unincorporated Society known as the 'Australasian Plant Pathology Society';
- (b) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society, provided that the Society shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of rule 44.10;
- (c) to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Society or persons frequenting the Society's premises;
- (d) to purchase, take on lease or in exchange, hire and other wise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connexion with, any of the Objects of the Society, provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (e) to enter into any arrangements with any government or other authority that are incidental or conducive to the attainment of the Objects and the exercise of the Powers of the Society; to obtain from any such government or other authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Society;
- (g) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Society, or in or about the Society or promotion of the Society or in the furtherance of its Objects;
- (h) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (i) to invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit;
- (j) to take or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

- (l) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be bestowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Society's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;
- (o) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others;
- (p) to take any gift of property whether subject to any special trust or not, for any one or more of the Objects of the Society but subject always to the proviso in rule 4.1(c);
- (q) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise;
- (r) to print or publish any newspapers, periodicals, books, leaflets, web-based information or audio-visual material that the Society may think desirable for the promotion of its Objects, including the Journals;
- (s) to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of rule 44.10;
- (t) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Society is authorised to amalgamate;
- (u) to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the incorporated associations with which the Society is authorised to amalgamate;
- (v) to make donations for patriotic, charitable or community purposes; and
- (w) to do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the Powers of the Society.

## **5. Classes of Members**

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5.1 Society Members shall consist of:

- (a) Ordinary Members;
- (b) recipients of the Distinguished Service Award;
- (c) Honorary Members;
- (d) Fellows;
- (e) Student Members;

- (f) Emeritus Members;
- (g) Associate Members;
- (h) Sustaining Members; and
- (i) such new or other categories of members as may be established by the Management Committee from time to time. Any new category of Society member established by the Management Committee cannot be granted voting rights without the approval of the Society in Meeting.

5.2 Ordinary Members have the right to:

- (a) receive publications, as determined by the Management Committee;
- (b) vote at Meetings;
- (c) hold elective office;
- (d) service on committees;
- (e) be eligible for election as a Fellow or recipient of the Distinguished Service Award; and
- (f) receive other privileges as determined by the Management Committee.

5.3 Recipients of the Distinguished Service Award have the same rights as Ordinary Members, but they are not required to pay the Annual Membership Fee.

5.4 Recipients of the Distinguished Service Award may be elected by the Management Committee after having been nominated by a proposer and a seconder who are Members and who shall provide the Management Committee with details of the nominee's outstanding contribution to the Society. Nominations must be received by the Management Committee by the closing date as determined by the Management Committee from time to time. The Management Committee may appoint such sub-committee as it deems fit to assess any such nominations. The Management Committee will notify the Members at the AGM of any recipients of the Distinguished Service Award.

5.5 Honorary Members have the same rights as Ordinary Members, but they are not required to pay the Annual Membership Fee.

5.6 Fellows have the same rights and pay the same annual fees as the class of Members of which they were a part of before being appointed as a Fellow.

5.7 Fellows may be elected by the Management Committee after having been nominated by a proposer and a seconder who are Members and who shall provide the Management Committee with details of the nominee's service to plant pathology. Nominations must be received by the Management Committee by the closing date, as determined by the Management Committee from time-to-time. The Management Committee may appoint such sub-committee as it deems fit to assess any such nominations. The Management Committee will notify the Members at the AGM of the appointment of any Fellows.

5.8 Student Members have the same rights as Ordinary Members, but may not hold elected office unless they have attained the age of legal majority. The application and annual membership renewal of Student Members must be certified by their head of department or equivalent to support the student's claim that they are currently engaged in full-time secondary or tertiary studies.

5.9 Emeritus Members have the same rights as Ordinary Members and pay the Emeritus Membership Fee.

5.10 Associate Members have the same rights as Ordinary Members, but shall only receive such Society publications as the Management Committee shall determine from time to time.

5.11 Sustaining Members have the right to:

- (a) be listed in journals published by the Society;
- (b) receive a copy of those publications produced by the Society as determined by the Management Committee, including the Society Journal;
- (c) have access to the newsletter;
- (d) submit articles for publication in the newsletter and the Society Journal in accordance with current requirements applicable to Ordinary Members;
- (e) advertise in the newsletter at the current advertising rates;
- (f) place a display at the Biennial Conference according to the requirements of the convenors of the Biennial Conference;
- (g) arrange an exhibit of its products and/or services at meetings of the Society under conditions to be determined by the Management Committee; and
- (h) for corporate memberships, to nominate one representative to act on its behalf as an individual Member for the purpose of voting and exercising other privileges.

5.12 The number of members in each class shall be unlimited.

## **6. Membership Application**

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6.1 Every applicant for any class of membership of the Society shall be proposed by one Member of the Society and seconded by another Member.

6.2 The application for membership shall be made either:

- (a) in writing, signed by the applicant and their proposer and seconder; or
- (b) on-line, via the internet, stating the email contact of their proposer and seconder;

and shall be in such form as the Management Committee from time to time prescribes.

## **7. Membership Fees**

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7.1 The Annual Membership Fee shall be determined by the Management Committee from time to time, subject to the approval of the proposed Annual Membership Fee at a General Meeting of the Society.

7.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

7.3 The Business Manager should forward a draft subscription renewal notice to the Management Committee for ratification before mailing it out to the membership.

## **8. Admission and Rejection of Members**

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8.1 At the next Management Committee Meeting after the receipt of any application and the applicable membership fee for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.

8.2 Any applicant who receives a majority of the votes of the Management Committee Members present at the Management Committee Meeting at which such application is being considered shall be accepted as a Member to the class of membership applied for.



- 8.3 Upon the acceptance or rejection of an application for any class of membership the Business Manager shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **9. Procedures for Processing Membership Applications**

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- 9.1 The Business Manager may receive and accept nominations of new Members. The Business Manager should check that:
- (a) the nomination form has been completed correctly;
  - (b) the nominee is someone interested in plant pathology;
  - (c) the nominee is proposed and seconded by Financial Members of the Society; and
  - (d) the application is accompanied by the relevant membership fee for the class of membership applied for.
- 9.2 If satisfied that the nomination is acceptable, the Business Manager should process the payment of the application fee and when the payment is accepted by the bank they should advise the Publisher/Executive Editor so that appropriate journals can be despatched to the new Member.
- 9.3 The Business Manager should also send a letter of welcome to the new Member providing details of such things as the next Biennial Conference and webpage details.
- 9.4 The Business Manager should provide details (name, address and details of the proposer and seconder) to the Management Committee before each Management Committee Meeting so that the Management Committee can ratify the membership of the new Members.
- 9.5 If the Business Manager has any concerns about the nomination he should refer it to the Management Committee.

## **10. Termination of Membership**

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- 10.1 A member may resign from the Society at any time by giving notice to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice, in which case it shall take effect on that later date.
- 10.2 If a Member:
- (a) is convicted of an indictable offence;
  - (b) fails to comply with any of the provisions of this Constitution;
  - (c) has membership fees in arrears for a period of six months or more; or
  - (d) behaves in a manner considered to be injurious or prejudicial to the character or interests of the Society, the Management Committee shall consider whether that Member's membership shall be terminated.
- 10.3 The Member concerned shall be given a full and fair opportunity of presenting a case and if the Management Committee resolves to terminate the Member's membership it shall instruct the Secretary to advise the Member in writing accordingly.
- 10.4 Notwithstanding the earlier provisions of this rule, a person applying for membership who has previously been a Member of the Society and who has left the Society indebted to the Society in any manner whatsoever, shall not be eligible for readmission as a Member until that indebtedness has been discharged in full.

## **11. Appeal Against Rejection or Termination of Membership**

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- 11.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of intention to appeal against the decision of the Management Committee.
- 11.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Society shall convene, within three months of the date of receipt of such notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present a case and the Management Committee or those Members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting their case. The appeal shall be determined by a majority vote of the Members present at the General Meeting.
- 11.3 Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these in rule 11.1 or so appeals but the appeal is unsuccessful, the Secretary shall refund the amount remaining of any membership fees paid in advance.

## **12. Register of Members**

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- 12.1 Subject to the provisions of Privacy Legislation, the Management Committee shall cause a Register to be kept in which shall be entered the names and addresses of Members of the Society and the dates of their admission as Members.
- 12.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and re-instatements of membership and any further particulars as the Management Committee or the Members at any General Meeting may require from time to time.
- 12.3 The Register shall be open for inspection at all reasonable times by any Member who previously applies to the Secretary for such inspection.
- 12.4 Subject to the provisions of Privacy Legislation, and when deemed in the interests of Members, the Management Committee may from time to time authorise release of member information to other organisations.

## **13. Appointment or Election of Secretary**

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- 13.1 While it remains a requirement of the Act or of other relevant legislation, the Secretary must be:
- (a) an individual residing in Queensland, or in another State or Territory, but not more than 65km from the Queensland border; and
  - (b) a Member of the Society, elected by the Society as Secretary; or
  - (c) any other person as appointed by the Management Committee from time-to-time, including:
    - (i) another Management Committee Member;
    - (ii) a Society Member; or
    - (iii) any other person.
- 13.2 If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Society within 1 month after the vacancy happens.
- 13.3 If the Management Committee appoints a person in accordance with rule 13.1(c)(ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become Management Committee Member.

- 13.4 However, if the Management Committee appoints a person in accordance with rule 13.1(c)(ii) as Secretary, to fill a casual vacancy on the Management Committee, the person does become a Management Committee Member.
- 13.5 If the Management Committee appoints a person in accordance with rule 13.1(c)(iii) as Secretary, the person does not become a Management Committee Member.
- 13.6 For the purposes of this rule 13, a casual vacancy on the Management Committee means a vacancy that happens when an elected Management Committee Member resigns, dies or otherwise stops holding office.

## **14. Removal of Secretary**

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- 14.1 The Management Committee may at any time remove a person appointed by the Management Committee as the Secretary.
- 14.2 If the Management Committee removes a Secretary who is a person appointed in accordance with rule 13.1(c)(i), the person remains a Management Committee Member.
- 14.3 If the Management Committee removes a Secretary who is a person appointed in accordance with rule 13.1(c)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 13.4, the person remains Management Committee Member.

## **15. Functions of Secretary**

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- 15.1 The Secretary's functions include, but are not limited to:
- (a) keeping copies of all correspondence and other documents relating to the Society;
  - (b) maintaining the Register; and
  - (c) other functions as determined from time-to-time by the Management Committee.

## **16. Membership of the Management Committee**

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- 16.1 The Management Committee shall consist of:
- (a) the President;
  - (b) the Vice-President(s);
  - (c) the President-Elect;
  - (d) the Executive Secretary;
  - (e) the Treasurer;
  - (f) the Executive Editor;
  - (g) the Regional Council Coordinator;
  - (h) the Immediate Past President; and
  - (i) such number of other Members as the Members of the Society at the Biennial General Meeting may from time-to-time elect.
- 16.2 At the Biennial General Meeting of the Society, all of the current Management Committee Members (with the exception of the Executive editor) shall retire from office, but shall be eligible upon nomination for re-election. Upon the President's retirement, the President will automatically be appointed to the position of Immediate Past President.

- 16.3 The election of Officers and other Management Committee Members (with the exception of the Regional Council Coordinator, who shall be elected in accordance with rule 32) shall take place in the following manner:
- (a) The Management Committee shall be elected at least 2 months prior to the Biennial General Meeting, by the members of the region which will next host the Management Committee;
  - (b) any two Members of the Society shall be at liberty to nominate any other Member to serve as an Officer or other Management Committee Member;
  - (c) the nomination, which shall be in writing and signed by the Member, proposer and seconder, shall be lodged with the Regional Councillor Coordinator at least twenty eight days before the Biennial General Meeting at which the election is to take place;
  - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Regional Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (e) The elected candidates shall be endorsed by the current Management Committee at least fourteen days prior to the BGM
  - (f) The membership will be notified of the endorsed candidates at the BGM.

## **17. Resignation or removal from the Management Committee**

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- 17.1 Any Management Committee Member may resign from the Management Committee at any time by giving notice in writing to the Executive Secretary.
- 17.2 Any resignation given in accordance with rule 17.1 shall take effect at the time such notice is received by the Executive Secretary, unless a later date is specified in the notice, in which case it shall take effect on that later date.
- 17.3 A Management Committee Member may be removed from the Management Committee at a General Meeting of the Society by a majority vote of the Members present at the General Meeting. The Management Committee Member will be given the opportunity to fully present their case for remaining on the Management Committee, prior to the vote being conducted.
- 17.4 A Management Committee Member who is seen not to be sufficiently fulfilling their role on the Management Committee (in the opinion of the other Management Committee Members) may be removed from the Management Committee at a Management Committee Meeting by a majority vote of other Management Committee Members present and entitled to vote. The Management Committee Member will be given the opportunity to fully present their case for remaining on the Management Committee prior to the vote being conducted.

## **18. Vacancies on the Management Committee**

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- 18.1 The Management Committee shall have the power at any time to appoint any Member of the Society to fill any casual vacancy on the Management Committee until the next AGM.
- 18.2 The continuing Management Committee Members may act notwithstanding any casual vacancy on the Management Committee, but if there is no Management Committee Quorum, the continuing Management Committee Members may call a General Meeting for the purpose of electing Management Committee Members required for a Management Committee Quorum, but for no other purpose.

## **19. Functions of the Management Committee**

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- 19.1 Except as otherwise provided by this Constitution and subject to resolutions of the Members carried at any Meeting, the Management Committee:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Society;
- (b) shall have authority to interpret the meaning of this Constitution and any matter relating to the Society on which this Constitution or the Additional Provisions are silent; and
- (c) shall have the ability to nominate auditors to be appointed by the Management Committee.

19.2 The Management Committee may exercise all the Powers of the Society contained in rule 4.1.

## **20. Management Committee Meetings**

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- 20.1 The Management Committee shall meet at least ten times a year to exercise its functions.
- 20.2 A Special Meeting of the Management Committee shall be convened by the Society on the requisition in writing signed by not less than one-third of the Management Committee Members, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted at the Special Meeting.
- 20.3 At every Management Committee Meeting, a simple majority of the number of Management Committee Members elected or appointed as at the close of the last General Meeting shall constitute the Management Committee Quorum.
- 20.4 The Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any Management Committee Meeting shall be decided by a majority of votes and in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 20.5 A Management Committee Member shall not vote in respect of any contract or proposed contract with the Society in which that Member is interested, or any matter arising out of such a contract and if the Member does vote, the vote shall not be counted.
- 20.6 Not less than fourteen days notice shall be given by the Executive Secretary to Management Committee Members of any Special Meeting. Such notice shall clearly state the nature of the business to be discussed at the Special Meeting.
- 20.7 If within half an hour from the time appointed for the commencement of a Management Committee Meeting a Management Committee Quorum is not present, the Management Committee Meeting:
  - (a) if convened upon the requisition of Management Committee Members, shall lapse; or
  - (b) if convened in any other manner, shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a Management Committee Quorum is not present within half an hour from the time appointed for the Management Committee Meeting, the Management Committee Meeting shall lapse.

## **21. Sub-Committees of the Management Committee**

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- 21.1 The Management Committee may delegate any of its Powers to a Sub-Committee consisting of such Members as the Management Committee thinks fit. Any Sub-Committee shall in the exercise of the Powers conform to any regulations that may be imposed on it by the Management Committee.
- 21.2 A Sub-Committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairperson of the meeting.
- 21.3 A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any Sub-Committee meeting shall be determined by a majority of votes of the Members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **22. Validity of Actions**

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- 22.1 All acts done at a Management Committee Meeting or at a Sub-Committee meeting or by any person acting as a Member of the Management Committee shall, notwithstanding:
- (a) that if it is afterwards discovered that there was some defect in the appointment of the Management Committee Member or person or
  - (b) that the Management Committee Member/s were disqualified;
  - (c) be as valid as if every such person had been duly appointed and was qualified to be a Management Committee Member.

## **23. Resolutions in Writing**

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- 23.1 A resolution in writing endorsed by two-thirds majority of voting Management Committee Members for the time being entitled to receive notice of a Management Committee Meeting, shall be as valid and effectual as if it had been passed at a Management Committee Meeting duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Management Committee Members.

## **24. Regional Location of the Management Committee**

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- 24.1 The geographic region hosting the Officers of the Management Committee will change every two years coinciding with the Society's Biennial Conference. The region co-ordinating the next Management Committee, and the identity of the President-Elect, shall be ratified at a General Meeting of the Society at least one year prior to the election of the Management Committee.

## **25. Council**

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- 25.1 The Council will meet before the General Meeting held at the Biennial Conference.
- (a) The purpose of Council Meetings is:
  - (b) to receive reports, including reports from the Management Committee, the Auditor, the committee organising the current Biennial Conference and the committee organising the next Biennial Conference, the Editor in Chief, the Newsletter Editor, the Society's Special Interest Groups, and the Society's ISPP representatives;
  - (c) to consider appeals, operating procedures or amendments to the Constitution,
  - (d) to make policy recommendations; and
  - (e) to do such other things as may be conducive to furthering the objectives of the Society.
- 25.2 Society Members nominated for positions on the incoming Management Committee, as well as incoming Councillors, and representatives from Society Special Interest Groups (such as the Australasian Association of Nematologists) shall be invited to attend the Council Meeting as observers.
- 25.3 Councillors or Management Committee Members unable to attend a Council Meeting may appoint, in writing to the Executive Secretary, a proxy who shall have full authority to act in their place, provided that any proxy so appointed is a Financial Member of the Society who has paid the appropriate membership fee for their class of membership for the coming Financial Year.

## **26. Regions**

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- 26.1 Each Region shall have one elected Regional Councillor.

- 26.2 Each Region may, but is not obliged to, form a Regional Sub-Committee comprising any number of Regional Members from that Region that the Regional Councillor deems appropriate.
- 26.3 The Regional Sub-Committees act to assist the Regional Councillor in completing their role.
- 26.4 Regional Councillor elections shall occur not less than 30 days before a Biennial General Meeting. Regional Councillors take office after their positions are ratified at a Biennial General Meeting, unless they are filling a casual vacancy, in which case they take office immediately upon election. They shall serve as Regional Councillors for two successive two-year terms only, unless a further term is approved by the Regional Members.
- 26.5 Regional Councillors may resign at any time by giving notice in writing to the Management Committee.
- 26.6 Any resignation given in accordance with rule 26.5 shall take effect at the time such notice is received by the Management Committee, unless a later date is specified in the notice, in which case it shall take effect on that later date.
- 26.7 A Regional Councillor may be removed by:
- (a) a majority vote of the Regional Members in that Region; or
  - (b) a majority vote of the Regional Sub-Committee of that Region (if there is a Regional Sub-Committee); or
  - (c) a majority vote of the Management Committee.

The Regional Councillor will be given written notice of their pending removal and will be given the opportunity to fully present their case for remaining as a Regional Councillor prior to the vote being conducted.

- 26.8 Each Region will have a bank account in the name, "Australasian Plant Pathology Society Incorporated - [name of Region]".
- 26.9 Every Regional Councillor must provide a bank statement and statement of receipts and payments to the Management Committee every three months.
- 26.10 The Management Committee may in their sole discretion, request further information from the Regional Councillors regarding the bank statement, statement of receipts and payments and any other documents.
- 26.11 The Management Committee may remove any Regional Councillor from their position if they fail to comply with the requirements contained in rules 26.9 and 26.10.
- 26.12 The Management Committee will provide Regional Councillors with the Regional Member Allocation annually in July or August.
- 26.13 Regional Councillors shall use any funds, provided by the Management Committee, for off-setting costs incurred in the organisation of meetings, workshops and seminars for the Society in the Region and shall keep Regional Members informed of news from the Management Committee. In addition to the annual Regional Member Allocation, the Management Committee will set aside a pool of funds to be accessed by Regional Councillors for special activities, considered on a case-by-case basis. The deadline for requesting special funding allocations will be 30 March and 30 June each year. On a case by case basis, special funding may be advanced as a loan or as a non-repayable grant.
- 26.14 Every Regional Councillor must submit a brief report to the Council by 30 March each year, listing the activities undertaken in the previous calendar year and indicating the uncommitted funds carried over.
- 26.15 If a Regional Councillor does not submit the report in rule 26.14 to the Council, the Region will forfeit their entitlement to receive the Regional Member Allocation from the Management Committee.

- 26.16 Regional Councillors are to receive reports of the activities of the Management Committee at not less than quarterly intervals, and are to be consulted by correspondence on matters of policy.
- 26.17 Issues and concerns raised within the Regions should be communicated to the Management Committee by the Regional Councillors.
- 26.18 Regional Councillors must not use the Society Certificate of Incorporation for any purpose (including opening bank accounts or entering into contracts) without receiving prior written permission from the Management Committee.

## **27. President**

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- 27.1 The President shall:
- (a) preside at Management Committee Meetings, the Council and at General Meetings;
  - (b) provide general guidance in the formulation and development of policy;
  - (c) act as the Society's representative in negotiations with governments or national scientific bodies; and
  - (d) act for the Society in such ways as may further the Objects.
- 27.2 The retiring President delivers the presidential address to the Biennial Conference.

## **28. Vice-President(s)**

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- 28.1 The Vice-President(s) conducts such essential business on behalf of the Society as determined by the Management Committee. There may be one or two Vice-Presidents.

## **29. Executive Secretary**

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- 29.1 The responsibility for executing Management Committee business lies mainly with the Executive Secretary.
- 29.2 The Executive Secretary receives all correspondence (excepting that which relates to the duties and role of the Treasurer, the Executive Editor and the Business Manager), and takes responsibility for the records and files of the Society.
- 29.3 The Executive Secretary arranges Management Committee Meetings, including the prior circulation of an agenda and other necessary documents, takes the minutes of each Meeting and circulates them prior to the following Meeting at which they are approved as an accurate record of proceedings.
- 29.4 The Executive Secretary prepares an annual report for presentation by the Secretary to the relevant Queensland Government Agency.
- 29.5 The Executive Secretary, via the committee organising the Biennial Conference, arranges the date and venue of the General Meeting at the Biennial Conference. Prior to the General Meeting, the Executive Secretary prepares the agenda and supporting documents, ensures the preparation of reports and takes initiatives in securing nominations for the incoming Management Committee positions.

## **30. Secretary**

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- 30.1 The Secretary liaises with the relevant Queensland Government Agency on matters arising from incorporation, and submits annual reports provided by the Executive Secretary and the Treasurer to the relevant Queensland Government Agency.



## 31. Treasurer

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- 31.1 In association with the Business manager, the Treasurer shall be responsible for the upkeep of all accounts of all monies due to or payable by the Society and the accounts shall be audited as directed by the Management Committee.
- 31.2 In association with the Business manager, the Treasurer, prepares a financial statement for the Auditor and for presentation at the AGM, Biennial General Meeting, and prepares a projected budget for the General Meetings.
- 31.3 The Treasurer authorises an Annual Report to be submitted through the Secretary to the relevant Queensland Government Agency.
- 31.4 In association with the Business manager, the Treasurer prepares a projected budget for the Society so that the incoming Management Committee is informed of projected income and expenditure..

## 32. Regional Council Coordinator

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- 32.1 The election of the Regional Council Coordinator shall take place in the following manner:
- (a) Regional Councillors will be asked to prepare a nomination for the role of Regional Council Coordinator;
  - (b) if no regional Councillor expresses interest in the position, then any Regional Councillor shall be at liberty to nominate any Financial Member to serve as the Regional Council Coordinator;
  - (c) the nomination, which shall be in writing and signed by the Regional Councillor shall be lodged with the Council at least fourteen days before the Council Meeting at which the election is to take place;
  - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Regional Councillor present at the Council Meeting shall be entitled to vote;
  - (e) the Regional Council Coordinator is elected by majority vote;
  - (f) the successful applicant will be recommended to the Management Committee for endorsement;
  - (g) the Regional Council Coordinator is immediately elected from the time of **endorsement; and**
  - (h) if the recommended candidate is not endorsed by the Management Committee the process will be repeated.
- 32.2 The election of the Regional Council Coordinator shall occur not less than 12 months before the Biennial Conference Meeting, unless the election is occurring for the purpose of filling a casual vacancy.
- 32.3 The Regional Council Coordinator will serve no more than two successive two-year terms, unless a further term is approved by the Regional Councillors.
- 32.4 The role of the Regional Council Coordinator is to:
- (a) manage the Council Meetings;
  - (b) act as liaison between the Regional Councillors and the Management Committee;
  - (c) keep Regional Councillors informed regarding Management Committee business via correspondence and the Society newsletter;

- (d) arrange the venue, agenda and the preparation of report prior to Regional Council Meetings; and
- (e) ensure that Regional Councillors are elected.

32.5 The immediately preceding Regional Council Coordinator may assist the current Regional Council Coordinator.

### **33. Business Manager**

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33.1 The Business Manager provides day-to-day support to the Management Committee for the operation of the Society. The Business Manager's responsibilities are defined in a Deed of Agreement that is revised every two to three years. Responsibilities are primarily concerned with:

- (a) managing Membership (applications, subscriptions, profile data and journal access);
- (b) financial operations (collection and banking of all receipts, payment of all bills, keeping of records);
- (c) operation and maintenance of the Society's online network and website;
- (d) managing online advertising;
- (e) liaising with the Management Committee;
- (f) archiving Society records annually with the NSW DPI; and
- (g) any other additional responsibilities which are specified in the Deed of Agreement with the Business Manager, which is revised annually.

33.2 The Business Manager has the power to deal with money in the Daily Business Account for the purpose of paying invoices relating to the regularly approved expenditure of the Society. The Business Manager does not require the approval of the Management Committee to deal with the funds in the Daily Business Account, provided those dealings relate to the furtherance of the Society Objects.

33.3 The Business Manager is expected to work in close co-operation with the Management Committee and the Publisher.

33.4 Remuneration of the Business Manager as an Honorarium and expenses will be specified in the Deed of Agreement and reviewed annually, depending on the level of service provided.

### **34. Executive Editor and Editor-in-Chief**

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34.1 The Executive Editor oversees the activities of the Editor-in-Chief Australasian Plant Pathology and the Editor-in-Chief Australasian Plant Disease Notes.

34.2 The duties of the Editor-in-Chief Australasian Plant Pathology are defined in the deed of agreement between the Editor-in-Chief Australasian Plant Pathology and the Society.

34.3 The duties of the Editor-in-Chief Australasian Plant Disease Notes are defined in the deed of agreement between the Editor-in-Chief Australasian Plant Disease Notes and the Society.

34.4 The same person can hold one or more of the editorial roles.

### **35. Annual General Meeting**

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35.1 The AGM shall be held within six months of the close of the Financial Year.

35.2 Members of the Society must be notified at least 30 days before the AGM.

- 35.3 The business to be transacted at every AGM shall include receiving the:
- (a) Management Committee's report;
  - (b) Executive Editor's report;
  - (c) Biennial Conference organising committee's report;
  - (d) statement of income and expenditure, assets and liabilities and details regarding mortgages, charges and securities affecting the property of the Society; and
  - (e) the Auditor's Report;
- for the preceding Financial Year.

35.4 Subjects proposed by Members for consideration at the AGM, and documents relating to them, shall be sent to the Executive Secretary not less than 14 days before the date of the AGM.

35.5 An agenda shall be circulated to all Members of the Society attending the AGM.

## **36. Biennial General Meeting**

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36.1 The Biennial General Meeting will be the Annual General Meeting held at the Biennial Conference.

36.2 The business to be transacted at every Biennial General Meeting shall include (in addition to normal AGM business from Section 35):

- (a) the election of Management Committee Members; and
- (b) the appointment of an Auditor.

## **37. Special General Meetings**

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37.1 The Executive Secretary shall convene a Special General Meeting:

- (a) when directed to do so by the Management Committee; or
- (b) on the requisition in writing signed by not less than one-third of the Management Committee Members or not less than the number of Ordinary Members of the Society which equals double the number of Management Committee Members plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted at the Special General Meeting; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

## **38. Meeting Quorum**

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38.1 No business shall be transacted at any General Meeting unless there is a Meeting Quorum when the General Meeting proceeds to business. If within half an hour from the time appointed for the commencement of a General Meeting there is not a Meeting Quorum, the General Meeting, if convened upon the requisition of the Management Committee Members or the Members shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a General Meeting Quorum is not present within half an hour from the time appointed for the General Meeting, the Members present shall be a Quorum.

38.2 The Chairperson may, with the consent of any meeting at which there is a Meeting Quorum (and shall if so directed by the General Meeting), adjourn the General Meeting from time-to-time and from

place-to-place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

## **39. Notice of Meetings**

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- 39.1 The Executive Secretary shall convene all General Meetings of the Society by giving not less than thirty days notice of any such meeting to the Members.
- 39.2 The manner by which such notice shall be given shall be determined by the Management Committee, provided that notice of any Meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection or termination of membership by the Management Committee shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed at the General Meeting.

## **40. Conduct of General Meetings**

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- 40.1 Unless otherwise provided by this Constitution, at every General Meeting:
- (a) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
  - (b) every question, matter or resolution shall be decided by a majority of votes of the Members present;
  - (c) every Member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote, provided that no Member shall be entitled to vote at any General Meeting if their fees are more than one month in arrears at the date of the General Meeting;
  - (d) voting shall be by show of hands, verbal indication, or a division of Members, unless not less than one fifth of the Members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two Members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the Meeting of which the ballot was demanded;
  - (e) a Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and in a secret ballot every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
  - (f) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of an attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a Member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
  - (g) where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

I,..... of, ..... being a Member of the Society, hereby appoint.....of ..... or failing that Member,.....of..... , as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Society, to be held on the.....day of ..... 20 \_\_, and at any adjournment thereof.

Signed this .....day of..... , 20\_\_

Signature

This form is to be used - in favour of/ \* against the resolution

\* Strike out whichever is not desired (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

- (h) the instrument appointing a proxy shall be deposited with the Executive Secretary prior to the commencement of any Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; and
- (i) the Executive Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be taken, and available for inspection at all reasonable times by any Financial Member who previously applies to the Executive Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be endorsed by the Chairperson of that Meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be endorsed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting; Provided that the minutes of any Annual General Meeting shall be endorsed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

## **41. Scholarship Funds**

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- 41.1 The Management Committee may from time-to-time establish scholarship funds, including the Fund, of the Society consistent with the Objects of and its Powers and in compliance with the relevant laws in Australia or New Zealand.
- 41.2 The Fund is consistent with subsection 78(4) of the Australian Income Tax Assessment Act 1936 (Cth).
- 41.3 The rules of the Fund are provided in Appendix 1.
- 41.4 The Management Committee may from time to time amend the rules of the Fund.
- 41.5 The Australian Taxation Office will be notified of any changes to the rules of the Fund.

## **42. Alteration of the Constitution**

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- 42.1 Subject to the provisions of the Act, this Constitution may be amended, rescinded or added to from time-to-time by a Special Resolution carried at any General Meeting.

## **43. Funds and Accounts**

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- 43.1 The funds of the Society shall be deposited in the Bank Account.
- 43.2 Proper financial records and accounts shall be kept and maintained either in written, electronic or printed form in the English language showing correctly the financial affairs of the Society and the particulars usually shown in financial records.
- 43.3 All monies shall be deposited as soon as practicable after they are received.
- 43.4 Upon receiving a request from the Business Manager, the Management Committee shall authorise the electronic fund transfer of an amount up to AU \$20,000 from the Bank Account into the Daily

Bank Account, to allow the Business Manager to pay invoices relating to the regular anticipated expenditure of the Society without prior permission from the Management Committee.

- 43.5 Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupment which may be open.
- 43.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 43.7 All expenditure that does not relate to the regular anticipated expenditure of the Society must be approved or ratified at a Management Committee meeting.
- 43.8 As soon as practicable after the end of each Financial Year the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the Financial Year; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Society at the close of that Financial Year.
- 43.9 All such statements shall be examined by the Auditor who shall present a report upon such audit to the Executive Secretary prior to the holding of the AGM next following the Financial Year in respect of which such audit was made.
- 43.10 The income and property of the Society shall be used and applied solely in promotion of its Objects and in the exercise of its Powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Society provided that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of monies advanced by the Member to the Society or otherwise owing by the Society to the Member or of remuneration to any Officers or servants of the Society or to any Member of the Society or other person in return for any services actually rendered to the Society, provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society.

## **44. Society Documents**

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- 44.1 The Management Committee shall provide for the safe custody of financial records, documents, instruments of title and securities of the Society.

## **45. Distribution of Surplus Assets**

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- 45.1 If the Society shall be wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other institution or institutions having Objects similar to the Objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of rule 44.10, such institution or institutions to be determined by the Members of the Society.

## **46. Journals of the Society**

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- 46.1 The Management Committee shall regularly review and make necessary agreements for Society publications including the Journals.
- 46.2 The Management Committee, through the Executive Editor, shall be responsible for the preparation and circulation of the Journals which all eligible Members of the Society and non-member subscribers are entitled to receive following payment of the appropriate subscription.

- 46.3 The Management Committee, acting on advice from the Editors-in-Chief, may from time-to-time establish sub-committees, to review and consider options for the Journals and other Society publications.

## **47. Special Interest Groups**

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- 47.1 The Society may establish, or link with, Special Interest Groups relevant to plant pathology.
- 47.2 Special Interest Groups may have their own Constitutions, elect their own executives, publish their own newsletters and charge their own membership subscriptions.
- 47.3 Representatives of the Special Interest Groups may report to Council Meetings of the Society at the invitation of the Management Committee.
- 47.4 Membership of a Special Interest Group is not limited to Financial Members of the Society.
- 47.5 Special Interest Groups have their own bank accounts, which are held in the names of the Special Interest Groups and which are not operated by the Society.

## **48. International Society for Plant Pathology**

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- 48.1 Society elects ISPP Councillors who are the official representatives of the Society with the ISPP. The number of ISPP Councillors shall be determined by ISPP rules and eligibility. When there are two ISPP Councillors representing Society, one should be from Australia and one from New Zealand.
- 48.2 ISPP Councillors should hold the position for five years. Representation may be renewed at the discretion of the Management Committee with endorsement at a General Meeting.
- 48.3 ISPP Councillors should be willing and able attend the International Congress of Plant Pathology (ICPP) at no cost to Society. When an ISPP Councillor is unable to attend the ICPP, a substitute may be nominated Society by the Management Committee.

## **49. Operating Procedures**

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- 49.1 From time-to-time the Society will consider and revise standard procedures for undertaking various tasks as they are described in the Operating Procedures and the Conference Organiser Procedures. These are made available to incoming Management Committees and Biennial Conference organising committees.

## **50. Common Seal**

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- 50.1 The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Executive Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## Appendix 1 - Fund Rules

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### 1 Definitions

- (a) The Advancing Plant Pathology Fund - Australia is the Fund described in these rules.
- (b) The Committee is the Advancing Plant Pathology Fund - Australia Executive Committee described in these rules.
- (c) The APPS is the Australasian Plant Pathology Society Inc.
- (d) The Management Committee of the APPS is as defined in Rule 14 of the APPS Constitution.
- (e) The Scholarship is a scholarship provided according to these rules.

### 2 Purpose

- 2.1 The purpose of the Fund is to provide scholarships to Australians to support education in the science of plant pathology to enhance the protection of agriculture, forestry and the environment from plant diseases.

### 3 The Advancing Plant Pathology Fund - Australia source of revenue

- 3.1 Gifts of money from the general public provide the funding for scholarships.

### 4 Availability

- 4.1 Scholarships are available to Australian citizens and permanent residents of Australia from all areas of Australia.
- 4.2 Study may be undertaken in educational institutions in all areas of Australia subject to the relevance of the proposed educational institution to the proposed field of study.
- 4.3 Scholarships are open for any course of study at a tertiary institution (universities, research organisations affiliated with universities or training organisation) that is directly relevant to the science of plant pathology. This includes, undergraduate, postgraduate, postdoctoral and specialised training courses.
- 4.4 A scholarship will only be awarded for studies overseas where the study is a component of an approved course in an Australian institution.

### 5 The Advancing Plant Pathology Fund - Australia Executive Committee

- 5.1 The Fund Executive Committee shall consist of at least 3 members.
- 5.2 Members of the Committee will be selected by the Management Committee of the APPS.
- 5.3 Committee members must be Australian citizens or permanent residents of Australia.
- 5.4 Committee members will be selected on the basis of their knowledge of and experience in the discipline of plant pathology and other relevant expertise.
- 5.5 At all times the Fund's Executive Committee must consist of a majority of people who because of their occupation or tenure of some public office, or their position in the community are considered to be responsible persons as detailed in paragraph 21 of Australian Taxation Ruling TR 95/27 on Public Funds.
- 5.6 Secretariat support for the Committee will be provided by the Secretariat of the APPS.
- 5.7 The Committee will invite the public to contribute gifts to the Fund by notification on the APPS website.
- 5.8 Based on the availability of funds, the Committee will advertise the availability of one or more scholarships on the APPS website and by any other means considered appropriate by the Committee.
- 5.9 The advertisement will indicate the procedures for application and the closing date for receipt of applications.
- 5.10 In advertising Scholarships the Committee may indicate a preference for a particular field of study.

### 6 Selection of candidates

- 6.1 The Committee will select candidates based on the following criteria:
  - (a) Demonstrated ability to complete the proposed course of study based on previous academic record or any other relevant information
  - (b) Relevance of the proposed course of study of plant pathology, taking into account any preference by the Committee for a particular field of study.
  - (c) Need for financial support.
- 6.2 The Committee reserves the right to award no scholarships if it considers that the quality of the applications does not reach a sufficient standard.

### 7 Fund management

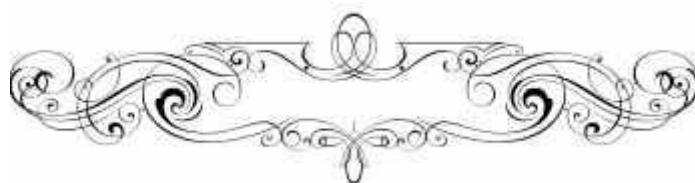
- 7.1 Receipts of funds gifted shall be issued in the name of the Fund.
- 7.2 Funds gifted for scholarships shall only be used for funding scholarships and any direct costs associated with the awarding and management of scholarships.



- 7.3 Funds gifted will be kept in a separate account and be subject to an independent audit each year.  
7.4 Reports on the status of the fund and scholarships will be provided to the APPS Management Committee at least twice per year and to the Annual General Meeting of APPS.

## 8 Winding up of the fund

- 8.1 In the event that the APPS Management Committee or a General Meeting of the Society consider that the Fund should be discontinued the Management Committee of the APPS should propose a motion to wind up the Fund to a meeting of the APPS. Voting on the motion should follow the rules and procedures of the APPS.
- 8.2 If the Fund is wound up then any residual assets and funds remaining after all liabilities have been satisfied shall be provided to an Australian fund, institution or organisation which has a similar purpose and which is a fund, authority or institution approved by the Australian Commissioner of Taxation as a fund, authority or institution referred to in subsection 78(4) of the Australian *Income Tax Assessment Act 1936*.
- 8.3 If the Fund's endorsement by the Australian Taxation office as a deductible gift recipient (DGR) is revoked then any residual assets and funds remaining after all liabilities have been satisfied shall be transferred to another entity that is endorsed as a DGR.



### Record of Constitution changes:

Constitution Amended by Annual General Meeting of the APPS Inc., Canberra, 19/3/2008  
Endorsement of 19/3/2008 revised Constitution

A handwritten signature in blue ink, appearing to read "G.I. Johnson".

G.I. Johnson  
President APPS Inc.

A handwritten signature in blue ink, appearing to read "P.M. Williamson".

P.M. Williamson  
Secretary APPS Inc.

### Record of Constitution changes:

Constitution Amended by Biennial General Meeting of the APPS Inc., Newcastle,  
NSW , 27/9/2009  
Amendment of 19/3/2008 revised Constitution

A handwritten signature in blue ink, appearing to read "C. Mohammed".

C. Mohammed  
President APPS Inc.

A handwritten signature in blue ink, appearing to read "P.M. Williamson".

P.M. Williamson  
Secretary APPS Inc.

**Record of Constitution changes:**

Constitution Amended by Biennial General Meeting of the APPS Inc., Darwin, NT,  
27/4/2011

Amendment of 19/3/2008 revised Constitution



C. Mohammed  
President APPS Inc.



P.M. Williamson  
Secretary APPS Inc.

**Record of Constitution changes:**

Constitution Amended by Special General Meeting of the APPS Inc., Perth, WA,  
14/5/2013

Amendment of 27/4/2011 revised Constitution



E. Davison  
President APPS Inc.



P.M. Williamson  
Secretary APPS Inc.

**Record of Constitution changes:**

Constitution Amended by Special General Meeting of the APPS Inc., Adelaide, SA,  
11/11/2014

Amendment of 14/5/2013 revised Constitution



E.S. Scott  
President APPS Inc.



P.M. Williamson  
Secretary APPS Inc.

**Record of Constitution changes:**

Constitution Amended by Special General Meeting of the APPS Inc., Fremantle, WA  
15/09/2015

Amendment of 11/11/2014 revised Constitution



E.S. Scott  
President APPS Inc.



P.M. Williamson  
Secretary APPS Inc.