

# **Australian and New Zealand Society for Mass Spectrometry Incorporated**



## **CONSTITUTION**

**AUGUST 2009**

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# ANZSMS Constitution

The following rules have been designed with the object of qualifying the society for incorporation under the **Associations Incorporation Act 1991** of the Australian Capital Territory. These rules were published on 11th August 2009 as approved by the society on 11th August 2009 and supersede all sets of rules that may have been current since the formation of the society in 1970.

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## Part I Preliminary

### 1 Name

The society shall be called *The Australian and New Zealand Society for Mass Spectrometry Incorporated (ANZSMS)*, hereinafter referred to as “the society”.

### 2 Object

The society has for its object the advancement of the science of mass spectrometry, particularly within the general region of Australia and New Zealand.

### 3 Powers

The society has the power to do all things that may be incidental or conducive to the attainment of the object of the society and in particular to –

- (a) purchase, acquire and receive any real or personal property and sell, give transfer, demise and otherwise deal with any real or personal property of the society; and
- (b) raise and borrow money and secure the repayment of money raised or borrowed or the repayment of any debt or liability of the society by any lawful means, including by way of mortgage, charge or debenture upon or overall or any of the real or personal property of the society; and
- (c) invest any moneys of the society for the purpose of the society upon such terms and in such manner as it thinks fit; and
- (d) undertake and execute any trusts within the objects of the society and accept any gift, endowment, bequest or devise made to the society generally or for the purpose of any specific charitable object of the society

and to carry out any trust attached to any such gift, endowment, bequest or devise; and

- (e) draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

## 4 Interpretation

- (1) In these rules, unless contrary intention appears –
  - (a) **“the society”** means the Australian and New Zealand Society for Mass Spectrometry Incorporated.
  - (b) **“ANZSMS”** means the Australian and New Zealand Society for Mass Spectrometry Incorporated.
  - (c) **“member”** means a member, however described, of ANZSMS.
  - (d) **“the Act”** means the *Associations Incorporation Act 1991*, as amended from time to time.
  - (e) **“the regulations”** means the Associations Incorporations Regulations.
- (2) In these rules –
  - (a) a reference to a function includes a reference to a power, authority and duty; and
  - (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 or the performance of the duty; and
  - (c) the provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **Part II**

## **Membership**

### **5 Classes of membership**

- (1) The society shall consist of two grades of membership, members and company members.
- (2) Members are those persons who, in expression of their interest in the science of mass spectrometry, pay the required subscription. There is no other qualification required.
- (3) Company members are those companies which pay the prescribed company membership subscription. By so doing, a company may nominate two of its officers who will hold full membership rights. Any other officers of the company shall be eligible for ordinary membership upon payment of the member subscription.

### **6 Application for membership**

An application to become a member of ANZSMS –

- (a) shall be made on the form supplied on the ANZSMS website; and
- (b) shall be accompanied by the appropriate application fee.

### **7 Cessation of membership**

Either type of membership shall lapse if, within six months of the membership becoming due, the prescribed subscription is not paid; a lapsed membership is renewable upon payment of the subscription for the then current period.

### **8 Subscriptions**

- (1) Members and company members shall pay a subscription as determined at an annual general meeting or general meeting. Such subscriptions will be due and payable on the first day of January of each year.
- (2) Subscriptions will generally be separate and distinguishable from conference registration fees. The latter will be payable by all members (personal or company nominees) who attend a particular conference.

## **9 Membership benefits**

Members and company members shall on payment of the subscription be entitled to enrol for the conference held concurrently with a general meeting, to receive notices of succeeding meetings being arranged during the currency of the subscription, and to any other benefits that may be arranged by the central committee.

## **10 Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the society or the costs, charges and expenses of the winding up of the society is limited to the amount (if any) unpaid by the member in relation to membership of the association as required under section 8.

## **11 Disciplining of members**

- (1) Where the central committee is of the opinion that a member has persistently refused or neglected to comply with a provision of these rules, or has persistently and wilfully acted in a manner prejudicial to the interests of The Society, the committee may, by resolution, expel the member from the society.
- (2) The society will notify the member in writing, either by hardcopy or electronic mail, not later than 28 days after the resolution. The notification will include the resolution of the committee and the grounds on which it is based. It will also state that the member has the right of appeal and outlines the appeal process.

## **12 Right of appeal**

- (1) The member may appeal the resolution by submitting a written representation, hardcopy or email, supporting their case relating to the resolution. This document must be received by the secretary not later than 28 days after the notification.
- (2) In the instance where a member submits a written appeal, the central committee will convene a meeting to reassess the resolution. This will take place not more than 28 days after receipt of the appeal. The member will be notified in writing, hardcopy or email, of the outcome of the appeal. If the appeal is upheld the member will not be expelled and no further action will be taken. If the appeal is not upheld the member will be expelled from the society and this decision of the central committee will be final with no right of further appeal by the disciplined member.

**13 Central committee**

The annual general meeting shall elect a central committee comprising such members according to section 15. The central committee shall –

- (a) be responsible for the administration of the society between annual general meetings; and
- (b) oversee the development of policies that advance the knowledge and practice of mass spectrometry in Australia and New Zealand; and
- (c) receive and prepare recommendations for the annual general meeting; and
- (d) implement proposals passed at the annual general meeting; and
- (e) assist the conference subcommittee in the conduct of the biennial conference; and
- (f) maintain a register of all society members.

**14 Powers of the central committee**

The central committee has full power to act for the society between general meetings, consistent with these rules. In particular it shall –

- (a) choose officers of the society from among its members; and
- (b) appoint the public officer (see section 18) and
- (c) appoint the auditor (see section 29) and approve the choice of auditors for local branch and conference subcommittee accounts; and
- (d) administrate through the honorary treasurer the financial affairs of The society including the establishment and maintenance of bank accounts and other funds, nomination of signatories and trustees of these accounts and funds as required; and
- (e) ensure that there is an annual preparation of financial statement and audit (see section 29) and
- (f) ensure that proper records are kept of the affairs of the society, including minutes of the annual general meetings and general meetings and of the business meetings of the central committee; and
- (g) appoint a subcommittee to organise the next conference. The members of the conference subcommittee shall normally reside within an accessible distance of the place chosen for the next conference; and
- (h) maintain contact with members and company Members either directly, through regional correspondents or through local branches, where these exist; and
- (i) co-opt such extra committee members as it needs to fulfil its functions; and

- (j) appoint such subcommittees as may appear to be conducive to effective conduct of the business of the society; and
- (k) fill casual vacancies among regional correspondents; and
- (l) ensure that reports of all committees, including those of local branches, and all audited financial statements are tabled at the annual general meeting; and
- (m) make recommendations on the use of the seal of the society, and keep proper minuted records of these decisions, for which a quorum of three is required.

## **15 Officers**

- (1) Officers of the society are –
  - (a) the president; and
  - (b) the past president; and
  - (c) the vice president; and
  - (d) the secretary; and
  - (e) the honorary treasurer.
- (2) No person shall be elected to the same position on the central committee for more than four consecutive terms.
- (3) The convenor of the forthcoming conference becomes an *ex officio* member of the central committee following his or her appointment.
- (4) The retiring president will automatically become the past president of the central committee until he or she is replaced by his or her successor.
- (5) Three extra central committee members may be elected to ensure adequate representation of geographical or disciplinary groupings within the society, such representation not being compulsory, but at the discretion of the members of the society at a valid general meeting.
- (6) If, for any reason, there is a vacancy in the membership of the central committee, the central committee may appoint a member of the society to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.
- (7) All members of the central committee must, as soon as practicable after being appointed, notify the society of his or her address.
- (8) The secretary must keep minutes of:
  - (a) all elections and appointments of office bearers and ordinary committee members; and
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and

- (c) all proceedings at committee meetings and general meetings.
- (9) The honorary treasurer of the society must:
  - (a) collect and receive all amounts owing to the society and make all payments authorised by the society; and
  - (b) keep correct accounts and books showing the financial affairs of the society with full details of all receipts and expenditure connected with the activities of the society.

## **16 Election of the central committee**

- (1) Nominations of candidates for election as office bearers of the society or as ordinary committee members –
  - (a) must either be made in writing, signed by 2 members of the society and accompanied by the written consent of the candidate, or via electronic mail from both the 2 members of the society and the candidate; and
  - (b) must be received by the secretary of the society not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) Further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office bearers and ordinary committee members must be conducted at the annual general meeting in the way the central committee may direct.
- (7) A person is not eligible to simultaneously hold more than one position on the central committee.

## **17 Regional correspondents**

The appointment of regional correspondents shall be confirmed at an annual general meeting or general meeting. These members constitute the local point of contact with the central committee, but are not normally envisaged as having any formal participation in central committee decisions, except at the discretion of the central committee.

## **18 Public officer**

The public officer of the society, being a member resident in the Australian Capital Territory, shall be appointed by the central committee. This office shall be maintained at all times. Appointment as public officer does not preclude a member from any other office.

## **19 Removal of central committee members**

The society in general meeting may by resolution, subject to section 50 of the Act, remove any member of the central committee who was elected pursuant to section 16 or appointed in accordance with section 15(6), from the office of the central committee before the expiration of the member's term of office.

## **20 Central committee meetings and quorum**

- (1) The central committee shall meet at such time and place as the committee may determine.
- (2) Meetings may be convened by any member of the central committee.
- (3) Oral or written notice of a central committee meeting shall be given to each member of the central committee at least 24 hours or other period unanimously agreed upon by the central committee before the holding of the meeting.
- (4) Notice of the meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting.
- (5) Any 3 members of the central committee constitute a quorum for the transaction of the business of a meeting of the central committee.
- (6) No business shall be transacted by the central committee unless a quorum is present.

## Part IV

## General Meetings

### 21 Annual general meetings

- (1) The society shall hold an annual general meeting at least once in every calendar year and within the period of 5 months after the expiration of each financial year.
- (2) This annual general meeting shall, subject to the Associations Incorporation Act 1991, be convened on such date and time as the central committee thinks fit. Where possible, it should be held during or in conjunction with the biennial conference of the society, to enable the greatest number of members to be present.
- (3) In addition to any other business that may be transacted, the business of the annual general meeting shall be –
  - (a) to confirm the minutes of the last preceding annual general meeting and of any other general meeting since the last annual general meeting; and
  - (b) to receive the committee reports on the activities of the society during the last preceding financial year; and
  - (c) to elect the members of the central committee and other office bearers; and
  - (d) to receive and consider the audited statement of accounts and other reports that are required to be submitted pursuant to subsection 73(1) of the Associations Incorporation Act 1991.

### 22 General meetings

- (1) The central committee may, whenever it thinks fit, convene a general meeting of the society.
- (2) A general meeting shall be held during or in conjunction with a conference of the society that does not coincide with an annual general meeting.
- (3) The central committee shall convene a general meeting if it has been requisitioned by not less than 5 per cent of the members of the society. Such a requisition:
  - (a) must be in writing; and
  - (b) must be lodged with the secretary of the central committee; and
  - (c) must be signed by the members making the requisition; and
  - (d) must state the purpose of the meeting; and
  - (e) may consist of several documents of similar form, each signed by one or more members making the requisition.
- (4) The central committee must call the requisitioned general meeting within one month of the requisition being lodged with the secretary.

- (5) Subjects suitable for discussion by any general meeting include:
  - (a) the time and location of the next conference;
  - (b) the appointment of regional correspondents;
  - (c) the subscription rates payable at the time of the next conference;
  - (d) the establishment of a new local branch;
  - (e) appropriate working balances for the funds of each local branch;
  - (f) changes to the society's rules in accordance with section 31.

## **23 Notice**

The secretary shall, at least 30 days before the date fixed for the holding of a general meeting, cause to be sent to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

## **24 Procedures**

- (1) The president, or in the absence of the president, the vice president, presides at each general meeting of the society.
- (2) If the president and the vice president are absent from a general meeting, the members present must elect one of their number to preside at the meeting.

## **25 Voting**

All financial members, as defined in section 5, are eligible to vote at a general meeting, at which a quorum shall be 10 members. All decisions, except those dealing with these rules (see section 31) shall be by simple majority of those present and voting. Members are not entitled to vote by proxy at a general meeting.

## **Part V**

## **Miscellaneous**

### **26 Scientific meetings**

- (1) The primary function of the society is the arrangement, within the general region of Australia and New Zealand, of regular conferences for the exchange of information on the science of mass spectrometry. These conferences will normally be held biennially, but the frequency may be changed by resolution of an annual general meeting or general meeting; no more than 36 months shall however elapse between conferences.
- (2) A group of members in any one centre may hold other meetings for the local exchange of information.
- (3) An annual general meeting or general meeting may, should circumstances be deemed appropriate, resolve to conduct at any time a conference of more international character.

### **27 Local branches of the society**

- (1) Local branches of the society may be formed whose object is to arrange local activities.
- (2) A local branch is considered formed when the central committee accepts, in writing, the written communication from the regional correspondent or other duly appointed local officer of a proper resolution to this effect made by a meeting of members in any one centre. Such acceptance must be ratified by the next annual general meeting.
- (3) Local branches may elect such officers and committee as they deem necessary for their operation, and should notify the names and addresses of those elected to the central committee and to the relevant regional correspondent.
- (4) The term of officers and committee of each local branch shall be from conference to conference of the society.
- (5) Such local branches of the society as are formed shall open bank accounts in the name of the local branch of the society, and may collect such monies as are required to run local meetings. All financial transactions must be conducted according to section 29.
- (6) Large financial reserves should not be accumulated by local branches. To this end all local surpluses, over and above a reasonable working balance of size determined by an annual general meeting or general meeting, shall be transferred at the time of an annual general meeting or general meeting to the fund maintained by the central committee.
- (7) Local branch committees may apply to the central committee for assistance with the funding of local meetings, but may not commit the society to any financial

obligation without prior approval in writing by the central committee of the society.

- (8) Reports and audited financial statements shall be supplied by the treasurer of each local branch to the central committee by May 31st each year, and at other times as and when requested .
- (9) If a local branch fails after due reminder to submit an annual report and audited financial statement, it is deemed to have lapsed, and the last-recorded regional correspondent is responsible for ensuring that all existing local branch funds are transferred to the central committee fund.

## **28 Funds**

- (1) The funds of the society must be derived from subscriptions of members, donations and, subject to any resolution passed by the society in general meeting and subject to the Associations Incorporation Act 1991, section 114, any other sources that the central committee decides.
- (2) All money received by the society must be deposited as soon as practicable and without deduction to the credit of the society's bank account.
- (3) The society must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Subject to any resolution passed by the society in general meeting, the funds of the society must be used for the objects of the society in the way that the central committee decides.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the central committee.

## **29 Accounts**

- (1) True accounts shall be kept of all monies received and expended at both society and local branch levels. All monies received shall be properly receipted and banked. The accounts shall be audited annually by auditors appointed (or in the case of local branches and conference subcommittees, approved) by the central committee. An auditor shall not be a member of the society.
- (2) The financial year shall close on March 31st each year. Local branch committees and conference subcommittees, where formed, shall submit audited accounts to the honorary treasurer of the central committee in time for preparation of reports to the annual general meeting.
- (3) A copy of each audited account shall be sent to the regional correspondents and to the public officer in time for lodgement with the registrar of companies in Canberra.

### **30 Common seal**

- (1) The seal of the society shall be in the form of a rubber stamp bearing the name of the society encircling the work 'SEAL'.
- (2) Only the central committee may direct the affixing of the seal of the society to any deed, contract, agreement or writing to which the society is to be a party. Use of the seal, together with the names of those present and voting, shall be recorded in the minutes of the central committee. Affixing of the seal shall be attested by the signatures of two members of the central committee, or the public officer plus one other person appointed by the central committee for that purpose.
- (3) The seal of the society shall remain in the custody of the public officer.

### **31 Rules**

- (1) Should any circumstances arise not provided for in these rules the central committee is empowered to act as may seem best in the interests of the society.
- (2) The rules of the society may be altered, added to or repealed –
  - (a) at a general meeting of the society by a three quarter (3/4) majority vote of members present; or
  - (b) by means of a postal ballot of all members by a three quarter (3/4) majority of all ballot papers returned to the secretary within 60 days of the original posting.
- (3) Any such amendment of the objects, purposes or rules shall be of no force or effect until the public officer files notice thereof with the Registrar of Companies in Canberra and until the amendment is approved by the Registrar.
- (4) Such amendments shall only be made in pursuance of notice given to all members at least 3 months prior to the said general meeting or postal ballot.
- (5) The central committee shall decide which of the above mentioned methods shall be adopted, except that if 20 members so desire, a postal ballot of members shall be held notwithstanding the decision of the central committee. For a postal ballot a statement approved by the central committee giving the arguments for and against the proposals shall be posted to each member at that member's last recorded address, together with the ballot papers. Two scrutineers appointed by the central committee shall open all ballot papers returned to the secretary within 60 days of the original posting. The scrutineers shall report to the central committee and certify to their accuracy.
- (6) Every edition of the rules shall carry the date of publication and the authority of the society in the following terms:  
Published on ....(date)... as approved by The Society on ....(date)....

## **32 Custody of books**

- (1) Subject to the Act, the regulations and these rules –
  - (a) the treasurer shall keep in his or her custody or under his or her control all records, books and other documents relating to financial and membership records of the society; and
  - (b) the secretary shall keep in his or her custody or under his or her control all other records, books and other documents relating to the activities of the society.

## **33 Inspection of books**

The records, books and other documents of the society shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of the society at any reasonable hour.

## **34 Validation of certain act**

- (1) No act done or proceeding taken by a person or body, including the central committee or the general meeting, acting under or in pursuance of these rules, shall be invalid by reason only of –
  - (a) a defect in the appointment or election of that person or a member of that body; or
  - (b) that person or a member of that body being disqualified by these rules from so acting or from taking part in any proceedings; or
  - (c) failure to comply with the requirements for the convening of a meeting of that body; or
  - (d) there being a vacancy or vacancies in the membership of that body.

## **35 Winding up**

In the event of the necessity to wind up the society, the procedures must follow those set out in the Associations Incorporation Act 1991 of the Australian Capital Territory.

## Appendix 1

The following summary of the duties of public officer is included for the enlightenment of successive central committees; it does not constitute a formal part of the rules.

Duties of the public officer include –

- (a) Within 14 days of appointment, give notice of this, in writing, to the Registrar of Companies in Canberra.
- (b) Give notice, in writing, to the Registrar within 14 days of change of address.
- (c) Within 3 months of incorporation, supply the Registrar with copies of rules and trust instruments, with a statutory declaration that the copies are genuine.
- (d) Within one month of any alteration of objects, rules or trusts, especially those rules that affect the financial liabilities of members, inform the Registrar, with a statutory declaration.
- (e) Request permission of the Registrar for any change in name of the society.
- (f) Act as formal agent of the society in all legal contingencies: receipt or issuing of any notices, demands, summons, writs, etc. The public officer is legally responsible for seeing that the honorary treasurer meets the society's debts, and within the specified time limits.
- (g) Within one month of audit, file copy of audited statements with the Registrar. This **must** be done every year.
- (h) Keep the seal of the society.