



**SYDNEY FUNGAL STUDIES
GROUP INC.**

ABN 76 384 308 862

www.sydneyfungalstudies.org.au

CONSTITUTION

**AS AMENDED BY SPECIAL RESOLUTION
PASSED ON 2ND FEBRUARY 2009
[Rule 12c) deleted.]**

**ACCEPTED BY DEPARTMENT OF
FAIR TRADING
10TH FEBRUARY 2009**

CONSTITUTION OF SYDNEY FUNGAL STUDIES GROUP INCORPORATED

as amended by Special Resolution passed on 2 February 2009

1. Name

The name of the association shall be Sydney Fungal Studies Group Incorporated (referred to in these rules as "the association").

2. Objectives

The objectives of the association shall be:

- a) to advance the study of fungi at all levels, particularly the larger fungi;
- b) to educate people at all stages of skill and knowledge in the science of mycology;
and
- c) to interact with groups and societies having mycological or closely related interests.

3. Membership

- a) Subject to these rules the members of the association shall be the members of the Sydney Fungal Studies Group immediately prior to incorporation who elect to become members together with such other people and organisations as the committee admits to membership.
- b) Membership is open to all individuals and organisations who accept the objectives and rules of the association.
- c) Individuals and organisations wishing to become members of the association shall apply to the committee for membership on the appropriate form.
- d) The committee shall determine whether or not to accept an application for membership. The committee is not required to supply reasons for accepting or rejecting an application for membership.
- e) Members shall pay such fees as are determined by the association at a general meeting.
- f) A register of members shall be kept by the association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register. The register may be kept in electronic format.
- g) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within six months of the due date.
- h) Membership fees shall fall due on the first day of each financial year of the association. The financial year of the association shall run from January 1 to December 31 or such other period as is determined by the committee.

4. Members' liability

The members of the association shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

5. Disciplining of members

- a) A member may be expelled from the association or suspended from membership of the association (or otherwise disciplined) by the committee if, in the opinion of the committee after affording the member an opportunity of offering an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of the association.
- b) A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the Secretary in writing that s/he wishes the decision to be reviewed at the next general meeting of the association.

6. Disputes between members

- a) In the event of a dispute arising between members (in their capacity as members) or between a member(s) and the association or a member(s) and the committee the following procedure shall apply.
- b) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- d) In the event that no person can be agreed upon to mediate the dispute it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- e) Each party to the dispute shall bear his/her own costs.

7. Management - by committee

- a) The association shall have its affairs controlled and managed by the office bearers and other members known as the committee.
- b) The office bearers shall be a Chairperson, Secretary and Treasurer, and any others deemed necessary. There shall be up to five additional members of the committee.
- c) The office bearers and other members of the committee shall be elected from members of the association at each annual general meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the committee.
- d) Each member of the committee shall hold office from the date of their election or appointment until the next annual general meeting.
- e) Retiring committee members are eligible for re-election.
- f) The committee shall meet as often as necessary to conduct the business of the association and not less than three times in each financial year of the association.
- g) The quorum for meetings of the committee shall be three committee members or one half the number of committee members elected at the previous annual general meeting (rounded up) whichever is the greater.
- h) Notice of committee meetings shall be given at the previous committee meeting or by such other means as the committee may decide upon.
- i) A member of the committee shall cease to hold office: upon resignation in writing; or cessation of membership of the association; or absence from three successive committee meetings without approval by the committee.

- j) The committee may function validly provided its number is not reduced below the quorum. Should the committee number fall below the quorum the remaining committee members may act only to appoint new committee members to fill vacancies.
- k) Questions arising at any meeting of the committee shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- l) If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting shall be dissolved.
- m) Additional meetings of the committee may be convened by the Chairperson or any two members of the committee.

8. General meetings

- a) An annual general meeting of the association shall be held each year within six months from the end of the financial year of the association.
- b) The committee may, whenever it thinks fit, convene a special general meeting of the association. A special general meeting must be convened by the committee within three months of receiving a written request to do so from at least three members of the association or five per cent of the membership of the association (rounded up) whichever is the greater.
- c) At least 14 days' written notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, written notice of the meeting and resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the annual general meeting the following business shall be transacted:
 - i) confirmation of the minutes of the last annual general meeting and any recent special general meeting;
 - ii) receipt of the committee's report on the activities of the association in the last financial year;
 - iii) election of office bearers and other members of the committee;
 - iv) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the association's income and expenditure, assets and liabilities, mortgages, charges and other securities, and trust properties.
- e) The quorum for a general meeting shall be five members present in person and entitled to vote under these rules. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) A member is not entitled to vote at any general meeting unless all money due and payable by the member to the association has been paid, other than the amount of the annual subscription in respect of the then current financial year.
- g) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- h) All votes shall be given personally and there shall be no voting by proxy.
- i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.

- j) Nominations of candidates for election as office bearers or other committee members may be made at the annual general meeting or in such other ways as may be determined by the association at a general meeting.
- k) Written notice of all general meetings shall be given to members either personally or by post.
- l) Members who have items of business they wish considered at a general meeting shall give written notice of such business to the Secretary. The Secretary shall include that business in the next notice calling a general meeting.

9. Office bearers

- a) The Chairperson shall chair each general meeting and committee meeting of the association.
- b) If the Chairperson is absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their member to act as Chairperson.
- c) The Secretary shall ensure that records of the business of the association including the rules, register of members, minutes of all general and committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- d) The Treasurer shall ensure that all money received by the association is paid into an account with a financial institution approved by the committee in the association's name.
- e) Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the committee. Major or unusual expenditures shall be authorised in advance by the committee or a general meeting. The committee shall prescribe limits on the amount of money that can be drawn from petty cash and the amount of money (if any) which may be expended by a member on behalf of the association without prior approval of the committee or a general meeting.
- f) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer or the Public Officer.

10. Special resolutions

- a) A special resolution must be passed by a general meeting of the association to effect the following changes:
 - i) a change of the association's name;
 - ii) a change of the association's rules;
 - iii) a change of the association's objectives;
 - iv) an amalgamation with another incorporated association;
 - v) to voluntarily wind up the association and distribute its surplus property;
 - vi) to apply for registration as a company or co-operative.
- b) A special resolution shall be passed in the following manner:
 - i) a written notice must be given to all members advising that a general meeting is to be held to consider a special resolution;
 - ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - iii) a quorum must be present at the meeting;

- iv) at least three-quarters of the members at the meeting (rounded up) who are entitled to vote under these rules must be in favour of the resolution.
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

11. Public Officer

- a) The committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the association.
- c) The committee may at any time remove the Public Officer and appoint a new Public Officer provided that the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i) death;
 - ii) resignation;
 - iii) removal by the committee or at a general meeting;
 - iv) bankruptcy or financial insolvency;
 - v) mental illness; or
 - vi) residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer the committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
 - i) appointment (within 14 days);
 - ii) a change of residential address (within 14 days);
 - iii) a change in the association's objectives or rules (within one month);
 - iv) the association's financial affairs (Annual Statement) (within one month after the annual general meeting);
 - v) a change in the association's name (within one month).
- g) The Public Officer may be an office bearer, committee member, member or any other person regarded as suitable for the position by the committee.
- h) The Public Officer shall keep a register of members of the committee which must:
 - i) contain the name and residential address of each committee member and the date on which s/he became a member of the committee;
 - ii) be updated within one month of any change taking place; and
 - iii) be made available for inspection by any person, at all reasonable hours and free of charge.

12. Miscellaneous

- a) The association shall effect and maintain public liability insurance as is required under the Associations Incorporation Act, 1984, together with any other insurance which may be required by law or regarded as necessary by the association.
- b) The funds of the association shall be derived from the fees of members, donations, grants from funding bodies and such other sources approved by the association.
- c) Deleted.

- d) The common seal of the association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the committee. The stamping of the common seal shall be witnessed by the signatures of two members of the committee.
- e) In the event that the association should be wound up or have its incorporation cancelled, any surplus property shall be transferred to any association which has similar objectives and which is exempt from income tax, and in accordance with the provisions of the Associations Incorporation Act, 1984.
- f) Service of documents on the association is effected by serving them on the Public Officer or by serving them personally on two members of the committee.
- g) Notices sent by post shall be deemed to have been received two days after the date of posting.
- h) The assets and income of the association shall be applied solely in the furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the association, except as *bona fide* compensation for services rendered or expenses incurred on behalf of the association.
- i) Where it furthers the objectives of the association to amalgamate with any one or more other incorporated associations having similar objectives, the other association(s) must have rules prohibiting the distribution of its (their) assets and income to members, and must be exempt from income tax.
- j) The statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the association.

13. Model Rules

Unless specifically excluded or modified by Clauses 1 to 12 inclusive of this Constitution, the Model Rules for the Incorporation of Associations, as prescribed under Sections 3, 73 of the Associations Incorporation Act, 1984, are adopted by the association.