

# **The Association of Australian Cotton Scientists - Constitution**

The Association shall be named The Association of Australian Cotton Scientists Incorporated

## **1. Object**

The object of the Association shall to be advance Australian cotton science by:

- i. Providing a united and representative body to promote and enhance cotton research as a profession.
- ii. Facilitating communication between scientists and encourage collaboration and integration across agencies and disciplines.
- iii. Acting as a point of contact between scientists, Australian cotton industry bodies and with the International Cotton Researchers Association.
- iv. Developing a cotton research conference, fostering linkages with extension, and encouraging the involvement of students with the Association.
- v. Taking whatever other steps may be deemed necessary to further the objectives of the Association.

## **2. Membership generally**

- i. Membership of the Association is open to any natural person that meets the following criteria and pays the appropriate membership fee:
  - a. A full member is defined as an individual that has significant involvement in active scientific research or teaching relevant to the cotton industry (e.g. research scientist, technical officer, extension specialist).
  - b. An associate member is defined as a professional that has significant involvement in cotton industry research processes through research management, communication or collaborative arrangements.
  - c. A retired member (who has fulfilled criteria a or b) may be considered as an honorary member of the association with voting rights.
  - d. A student member is defined as anyone currently enrolled in a university or technical course relevant to the cotton industry.
- ii. All applications for membership shall be made to the Secretary and accompanied by the annual membership fee, which may be a component of the fee for the biennial conference.
- iii. An annual fee will be paid by members who cannot attend the biennial conference and wish to retain full financial member rights. During its currency the annual fee shall be determined by the incumbent Management Committee. Individuals who do not maintain financial membership either through biennial conference attendance or separate payment of dues will remain on the membership register as non-financial members and will forfeit voting rights at the AGM or other AACS member meetings. Non-financial membership status will cease after a period of 2 years.
- iv. The Management Committee is deemed to have discretion over the approval or rejection of membership applications.
- v. The right to hold office in the Association and to vote at any meeting of the Association shall be restricted to full financial members of the Association.

- vi. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members at the address of the Secretary.

### **3. Cessation of membership**

A person ceases to be a member of the Association if the person:

- a. dies, or
- b. resigns membership, or
- c. is expelled from the Association,
- d. ceases to meet the membership requirements.

### **4. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- a. is not capable of being transferred or transmitted to another person, and
- b. terminates on cessation of the person's membership.

### **5. Resignation of membership**

- i. A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least 1 month (or such other period as the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- ii. If a member of the Association ceases to be a member under subclause (i), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **6. Register of members**

- i. The Secretary of the Association must establish and maintain a register of members of the Association specifying the name, email and postal address of each person who is a member of the Association together with the date on which the person became a member.
- ii. The register of members must be kept at the address of the Secretary.
- iii. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- iv. A member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association.

### **7. Fees and subscriptions**

- i. A member of the Association must, on admission to membership, pay to the Association the annual fee, which may be a component of the fee for the biennial conference.

- ii. An annual fee will be paid by members who cannot attend the biennial conference. During its currency the annual fee shall be determined by the incumbent Management Committee.
- iii. Membership will lapse if the membership fee is not paid within a four (4) month period following the subsequent biennial conference.

## **8. Members' liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 2.

## **9. Resolution of disputes**

- i. A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- ii. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- iii. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## **10. Disciplining of members**

- i. A complaint may be made to the Management Committee by any person that a member of the Association:
  - a. has refused or neglected to comply with a provision or provisions of this constitution, or
  - b. has wilfully acted in a manner prejudicial to the interests of the Association.
- i. The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- ii. If the Management Committee decides to deal with the complaint, the Management Committee:
  - a. must cause notice of the complaint to be served on the member concerned, and
  - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
  - c. must take into consideration any submissions made by the member in connection with the complaint.
- iii. The Management Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- iv. If the Management Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 11.

- v. The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b. if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 11, whichever is the later.

### **11. Right of appeal of disciplined member**

- i. A member may appeal to the Association in general meeting against a resolution of the Management Committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- ii. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- iii. On receipt of a notice from a member under subclause (i), the secretary must notify the Management Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- iv. At a general meeting of the Association convened under subclause (iii):
  - a. no business other than the question of the appeal is to be transacted, and
  - b. the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- v. The appeal is to be determined by a simple majority of votes cast by members of the Association.

### **12. Powers of the Management Committee**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Management Committee:

- a. is to control and manage the affairs of the Association, and
- b. may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- c. has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association, and
- d. may grant life membership to any person considered a life member of the Association by the Management Committee.

### **13. Composition and Membership of Management Committee**

- i. The management of the affairs of the Association shall be vested in a Management Committee, which shall be subject to the provisions of this Constitution and the decisions regarded as the By-Laws of the Association and shall remain in force until altered or rescinded by a subsequent General Meeting.
- ii. The Management Committee of the Association shall comprise of at least four full members and one associate member, a President, a Vice-President, (President– elect), the immediate Past-President, a Secretary, an International Cotton Research Association representative, and at least two other members. One of the ordinary Management

Committee members must be an associate member, who will have full voting rights within the Management Committee.

- iii. A Management Committee member may hold up to two offices (other than both the President and vice-President offices).
- iv. Each member of the Management Committee shall be elected at the General Meeting held at the biennial conference and shall hold office until the end of the next general meeting held at the biennial conference, but is eligible for re-election. The immediate Past-President shall be an *ex-officio* member of this Management Committee.
- v. Should an extraordinary vacancy occur among the elected members of the Management Committee it shall be filled by a member of the Association, by invitation, at the discretion of the Management Committee.

#### **14. Election of Management Committee members**

3. Nominations of candidates for election as office-bearers of the Association or as ordinary Management Committee members:
  - a. must be made in writing, signed by two full financial members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - b. must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
4. If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the biennial general meeting.
5. If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
6. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
7. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
8. The ballot for the election of office-bearers and ordinary committee members of the Management Committee is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.
9. A person nominated as a candidate for election as an office-bearer or as an ordinary Management Committee member of the Association must be a member of the Association.

#### **13. Secretary**

- i. The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- ii. It is the duty of the secretary to keep minutes of:
  - a. all appointments of office-bearers and members of the Management Committee, and
  - b. the names of members of the Management Committee present at a Management Committee meeting or a general meeting, and
  - c. all proceedings at Management Committee meetings and general meetings.
- iii. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **14. Treasurer**

It is the duty of the treasurer of the Association to ensure:

- a. that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- b. that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

#### **15. Casual vacancies**

- i. In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the biennial general meeting next following the date of the appointment.
- ii. A casual vacancy in the office of a member of the Management Committee occurs if the member:
  - a. dies, or
  - b. ceases to be a member of the Association, or
  - c. resigns office by notice in writing given to the secretary, or
  - d. is removed from office under clause 16, or
  - e. becomes a mentally incapacitated person, or
  - f. is absent without the consent of the Management Committee from three consecutive meetings of the Management Committee.

#### **16. Removal of Management Committee members**

- i. The Association in general meeting may by resolution remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- ii. If a member of the Management Committee to whom a proposed resolution referred to in subclause (i) relates makes representations in writing to the secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **17. Management Committee meetings and quorum**

- i. The Management Committee must meet at least two times in each period of 12 months at such place and time as the Management Committee may determine.
- ii. Additional meetings of the Management Committee may be convened by the President or by any member of the Management Committee.
- iii. Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- iv. Notice of a meeting given under subclause (iii) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be

transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.

- v. Any three members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- vi. No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a later date.
- vii. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- viii. At a meeting of the Management Committee:
  - a. the President or, in the President's absence, the vice-President is to preside, or
  - b. if the President and the vice-President are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.

#### **18. Delegation by Management Committee to sub-committees**

- i. The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Management Committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - a. this power of delegation, and
  - b. a function which is a duty imposed on the Management Committee.
- ii. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- iii. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- iv. Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- v. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- vi. The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- vii. A sub-committee may meet and adjourn as it thinks proper.

#### **19. Voting and decisions**

- i. Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- ii. Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- iii. Subject to clause 17 (v), the Management Committee may act despite any vacancy on the Management Committee.

- iv. Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

## **20. Annual general meetings - calling of and business**

- i. A General Meeting shall be held annually with alternate meeting held in conjunction with the Association's national conference. These meetings are to be convened by the Management Committee with not less than one (1) month's notice to the members.
- ii. The Secretary of the Association shall notify to all members of the Association, at the address appearing on the register, a notice stating the place, date and time of any General Meeting and the nature of the business to be transacted at the meeting.
- iii. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - b. to receive from the Management Committee reports on the activities of the Association during the last
  - c. preceding financial year,
  - d. to elect office-bearers of the Association and ordinary committee members.
  - e. to receive and consider any financial statement or report required to be submitted to members under the Act.
- iv. An annual general meeting must be specified as such in the notice convening it.

## **21. Special general meetings - calling of**

- i. The Management Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- ii. The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- iii. A requisition of members for a special general meeting:
  - a. must state the purpose or purposes of the meeting, and
  - b. must be signed by the members making the requisition, and
  - c. must be lodged with the secretary, and
  - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- iv. If the Management Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- v. A special general meeting convened by a member or members as referred to in subclause (iv) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.

## **22. Notice**

- i. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least one (1) month before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- ii. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least one (1) month before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (i), the intention to propose the resolution as a special resolution.

### **23. Quorum for general meetings**

- i. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- ii. Fifteen (15) full financial members present (in person or via phone/video conference) (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- iii. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - a. if convened on the requisition of members, is to be dissolved, and
  - b. in any other case, is to stand adjourned to another suitable place and time specified by the person presiding.
- iv. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

### **24. Presiding member**

- i. The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Association.
- ii. If the President and the vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **25. Adjournment**

- i. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- ii. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- iii. Except as provided in subclauses (i) and (ii), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **26. Making of decisions**

- i. All resolution other than those proposing changes to the Constitution arising at a general or any other meeting of the Association is to be determined by either:
  - a. a show of hands, or
  - b. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written or electronic ballot.
- i. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- ii. If the question is to be determined by a written or electronic ballot, the ballot is to be conducted in accordance with the directions of the President.

## **27. Special resolutions**

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

## **28. Voting**

- i. On any question arising at a general meeting of the Association a full financial member has one vote only.
- ii. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- iii. A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

## **29. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

## **30. Postal or electronic ballots**

The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 11).

## **31. Amendments to the constitution**

The Constitution may be amended only by a General Meeting, at which there is at least a three-fourths majority in favour. Notice of any proposed amendment, supported by the signatures of not less than five (5) members, must be sent to all members not less than twenty-one (21) days before the date of the meeting.

### **32. Alteration of objects of Association**

The Objectives of the Association shall not be altered except by a special resolution passed at a General Meeting at which there is at least a three-fourths majority in favour.

### **33. Association logo**

The Logo of the Association shall be kept in the custody of the Secretary. The Logo shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the Logo shall be attested by the signatures either of two members of the Management Committee.

### **34. Insurance**

The Association may effect and maintain insurance.

### **35. Funds – source**

- i. The funds of the Association are to be derived from Annual membership of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Management Committee determines.
- ii. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- iii. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **36. Funds - management**

- i. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Management Committee determines.
- ii. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Management Committee or employees of the Association, being members or employees authorised to do so by the Management Committee.

### **37. Change of name, objects and constitution –**

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Secretary or a Management Committee member.

### **38. Custody of books etc**

Except as otherwise provided by this constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **39. Inspection of books etc**

The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- i. records, books and other financial documents of the Association,
- ii. this constitution,
- iii. minutes of all Management Committee meetings and general meetings of the Association.

### **40. Service of notices**

- i. For the purpose of this constitution, a notice may be served on or given to a person:
  - a. by delivering it to the person personally, or
  - b. by sending it by pre-paid post to the address of the person, or
  - c. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- ii. For the purpose of this constitution, a notice is taken unless the contrary is proved, to have been given or served:
  - a. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **41. Financial year**

The financial year of the Association is:

- a. the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- b. each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

Appendix 1

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

The membership criteria, taken from the constitution are:

- i. Membership of the Association is open to any person that meets the following criteria:
  - a. A full member is defined as a scientist that has significant involvement in active research or teaching relevant to the cotton industry.
  - b. A retired cotton scientist may be considered as a full member of the association.
  - c. An associate member is defined as a professional that has significant involvement in cotton extension, technical assistant or research management.
  - d. A student member is defined as anyone currently enrolled in a university or technical course relevant to the cotton industry.

**THE ASSOCIATION OF AUSTRALIAN COTTON SCIENTISTS**

I, \_\_\_\_\_  
[full name of applicant]

of \_\_\_\_\_  
[address for correspondence]

\_\_\_\_\_  
[current occupation]

\_\_\_\_\_  
[contact details: phone/mobile and email]

hereby apply to become a **[please select one]** full/ associate / student member

of the Association of Australian Cotton Scientists. In the event of my admission as a member, I agree to be bound by the constitution of the Association for the time being in force.

\_\_\_\_\_  
Signature of applicant Date:

Please include a short description of the cotton related research activities undertaken by the applicant (Max 200 words)

\_\_\_\_\_  
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\_\_\_\_\_  
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\_\_\_\_\_