

CONSUMER AND BUSINESS AFFAIRS
BUSINESS SERVICES DIVISION
COMPLIANCE SERVICES

SCHEDULE: 5

**MARINE EDUCATION SOCIETY OF AUSTRALASIA INC.
STATEMENT OF RULES**

1. Name

The incorporated association is the Marine Education Society of Australasia Inc (*in these Rules called "the Association"*).

2. Definitions

(1) In these Rules, unless the contrary intention appears -

"**Act**" means the Associations Incorporation Act 1981;

"**council**" means the council of management of the Association;

"**financial year**" means the year ending on 30 June;

"**general meeting**" means a general meeting of members convened in accordance with rule 12.

"**member**" means a member of the Association;

"**ordinary member of the council**" means a member of the council who is not an officer of the Association under Rule 21;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act.

2 In these Rules, a reference to the Secretary of an Association is a reference -

(a) if a person holds office under these Rules as Secretary of the Association - to that person; and

(b) in any other case, to the public officer of the Association.

3 Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4 Objectives, membership and subscriptions

- (1) The basic objectives of the Society are:
 - (a) to promote, develop and publicise all aspects of marine education;
 - (b) to facilitate and co-ordinate initiatives in marine education;
 - (c) to foster links with other organizations interested in marine education; and
 - (d) to disseminate and exchange information and ideas amongst those interested in Marine Education by means of the website, newsletter, publications, meetings, symposia, seminars and such other methods as may be considered appropriate.
- (2) Membership of the Society shall be open to all individuals and organizations interested in furthering the objects of the Society. Members of the Society shall be classed as Individual Members, Student Members, Concessional Members, Affiliate Members and Institutional Members.
 - (a) **Individual Members.** Individual members shall be persons who have appropriate knowledge, experience and/or interest marine education or conservation or environmental education, as approved by the council.
 - (b) **Student Members.** Student members shall be persons who have full time student status and an involvement or interest in marine education and/or conservation.
 - (c) **Concessional Members.** Student members shall be persons who are holders of a current pension/health care card and have an involvement or interest in marine education and/or conservation.
 - (c) **Affiliate Members.** Affiliate members shall be persons who are members of certain recognized organisations, as approved by the council, involved in Marine Education and/or Conservation and/or Environmental Education.
 - (d) **Institutional Members.** Institutional members shall be organizations or institutions, as approved by the council, involved in Marine Education and/or Conservation and/or Environmental Education.
- (3) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of an annual subscription payable under these Rules.
- (4) There shall be an annual subscription payable by each member, the amount of which shall be fixed by the council, and may be so fixed at a differential rate, according to class of membership. New members can join anytime and will be a financial member for a period of 12 months from the time of joining.
- (5) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless

- (a) he or she applies for membership in accordance with sub-rule(3); and
 - (b) the admission as a member is approved by the council
- (6) An application of a person for membership of the Association must -
 - (a) be made in writing in the form set out in Appendix 1;
 - (b) be lodged with the Secretary of the Association.
- (7) As soon as practicable after the receipt of an application, the Secretary must refer the application to the council.
- (8) The council must determine whether to approve or reject the application.
- (9) If the council approves an application for membership, the Secretary must, as soon as practicable -
 - (a) notify the applicant of the approval for membership;
- (10) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (4), enter the applicant's name in the register of members.
- (11) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (12) If the council rejects an application, the council must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (13) A right, privilege, or obligation of a person by reason of membership of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (14) The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before a period of 12 months from their time of joining.

5. *Register of members*

- (1) The Secretary must keep and maintain a register of members containing-
 - (a) the name, contact address and email address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request, in accordance with the provisions of the Privacy Act.

6. *Ceasing membership*

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) -
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7. *Disputes and mediation*

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the council of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

8. *Annual general meetings*

- (1) The council may determine the date, time, place and method of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be -
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the council reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary member of the council; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

9. *Special general meetings*

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The council may, whenever it thinks fit, convene a special general meeting of the

Association.

- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the council must convene a special general meeting before the expiration of that period.
- (5) The council must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must -
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the council does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the council and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

10. *Special business*

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

11. *Notice of general meetings*

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent-
 - (a) by electronic or facsimile transmission; or
 - (b) by prepaid post to the address appearing in the register of members;

- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

12. *Quorum at general meetings*

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-
 - (i) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and
 - (ii) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

13. *Presiding at general meetings*

- (1) The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

14. *Adjournment of meetings*

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (13), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

15. *Voting at general meetings*

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

16. *Poll at general meetings*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

17. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands –

(a) a declaration by the Chairperson that a resolution has been-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) 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.

18. Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be-
 - (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

19. Council of Management

- (1) The affairs of the Association shall be managed by the council of management.
- (2) The council -
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such

acts and things as appear to the council to be essential for the proper management of the business and affairs of the Association.

- (3) Subject to section 23 of the Act, the council shall consist of -
- (a) the office holders of the Association; and
 - (b) eight State or Territory delegates - one from each State and Territory and two further members, all of whom shall be elected at a meeting of their State or Territory branch of the Society or at the annual general meeting of the Society in each year.
 - (c) two other members, all of whom shall be elected at the annual general meeting of the Society in each year.
- each of whom shall be elected at the annual general meeting of the Association in each year.

20. Office holders

- (1) The officers of the Association shall be-
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer;
 - (d) a Secretary;
 - (e) an Editor.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the council may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

21. Ordinary members of the council

- (1) Subject to these Rules, each ordinary member of the council shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

- (2) In the event of a casual vacancy occurring in the office of State or Territory Representative of the council, the council may approve a nomination from the relevant State/Territory branch of a person who is a member of the Association, or the council may appoint a member of the Association to fill the vacancy or approve the nomination from the relevant State/Territory branch the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the council, the council may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (4) The responsibilities of all council members are as described in the MESA Operations Guide.

22. *Election of officers and ordinary council members*

- (1) Nominations of candidates for election of officers of the Association or as ordinary members of the council must be -
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, and/or as an ordinary member of the council, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the council, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting. In this case the council may co-opt further members to fill the remaining vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the council must be conducted at the annual general meeting in such manner as the council may direct.

23. Vacancies

The office of an officer of the Association, or of an ordinary member of the council, becomes vacant if the officer or member-

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

24. Meetings of the council

- (1) The council must meet at least 3 times in each year at such place and such times and means as the council may determine.
- (2) Special meetings of the council may be convened by the President or by any 4 members of the council.

25. Notice of council meetings

- (1) Notice of each council meeting must be given to each member of the council at least 7 business days before the date of the meeting.
- (2) Notice must be given to members of the council of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. Quorum for council meetings

- (1) Any 4 members of the council constitute a quorum for the conduct of the business of a meeting of the council.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half of hour of the time appointed for the meeting a quorum is not present-
 - (i) in the case of a special meeting- the meeting lapses;
 - (ii) in any other case - the meeting shall stand adjourned to a date determined by the President within the next fortnight.
- (4) The council may act notwithstanding any vacancy on the council.

27. *Presiding at council meetings*

At meetings of the council-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

28. *Voting at council meetings*

- (1) Questions arising at a meeting of the council, or at a meeting of any sub-council appointed by the council, shall be determined by a yes or no vote or abstention from each member present or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the council, or at a meeting of any sub-council appointed by the council (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29. *Removal of council member*

- (1) The Association in general meeting may, by resolution, remove any member of the council before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

30. *Minutes of meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each council meeting, together with a record of the names of persons present at council meetings.

31. Funds

- (1) The Treasurer of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the council.
- (3) The funds of the Association shall be derived from annual subscriptions, donations, sponsorships, government bodies, sales of materials and such other sources as the council determines.
- (4) The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects and purposes of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Society.
- (5) The Society shall not:
 - (a) appoint a person who is a member of the Council to any office of which there is payable any remuneration by way of salary, fees, or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (6) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Society of:
 - (a) remuneration in return for services actually rendered to the Society by the servant or member or for goods supplied to the Society by the servant or member in the ordinary course of business;
 - (b) interest at a rate not exceeding seven and one-quarter per cent per annum on moneys lent to the Society by the servant or member; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Society by the servant or the member.

32. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the council and the affixing of the common seal must be attested by the signatures either of two members of the council or, of one member of the council and of the public officer of

the Association.

33. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) electronic transmission; or
- (b) delivering the notice to the member personally; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) sending it by prepaid post addressed to the member at that member's address shown in the register of members.

34. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

35. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
 - (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
 - (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.
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