



Constitution of the Council of Australasian Weed Societies (Inc)

September 2018

CONSTITUTION OF THE COUNCIL OF AUSTRALASIAN WEED SOCIETIES (INC)

1. Name.

The name of the Association shall be the Council of Australasian Weed Societies (Inc).

2. Definitions.

“The Act” means the Western Australia Associations Incorporations Act 2015.

“The Association” means the Council of Australasian Weed Societies (Inc).

“Committee member” includes a member of a subcommittee.

3. Objects.

The object of the Association is to encourage and foster the study and promotion of weed science and technology in Australia and New Zealand and in particular to:

- i) Provide independent, representative leadership for weed management¹ in Australia and New Zealand, including weed science, policy, planning and operations
- ii) Initiate and maintain activities of national significance to meet Australian and/or New Zealand member’s interests
- iii) Maintain the Australasian Weeds Conference and provide other activities for information exchange, networking and debate
- iv) Provide national and international policy positions, promote weed awareness and provide a capacity to respond to weed issues
- v) Support national and international weed publications
- vi) Provide national and international level services, products and engagement opportunities to individual members of member Societies

¹ - Weed management refers to all activities that are directly or indirectly aimed at preventing or reducing the impact of weeds; includes weed science, extension, communication, training, policy, planning and on-ground operations.

4. Not for Profit.

The income and property of the Association whencesoever derived must be applied solely towards the promotion of the objects of the Association as set out in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or

otherwise, howsoever by way of profit to or amongst the individual members of member Societies of the Association, except in good faith in the promotion of those objects or purposes. The Association may distribute any income or property amongst member Societies provided no profit shall accrue to individual members of those Societies. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association. Provided further that nothing herein contained shall be construed so as to prevent the repayment to any member out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Association.

5. Membership.

Membership of the Association is restricted to Weed Societies or similar bodies based in Australasia whose aims are similar to those of the Association, and acceptable to the Association. Applications for membership shall be made, in writing, to the Executive Committee. Each application shall be accompanied by a copy of the Constitution/Rules binding the society of the prospective Member Organisation. Approval of applications shall be by unanimous decision of the Executive Committee.

Membership of the Association may be terminated upon -

- i) receipt by the Secretary of a notice in writing from a member society of their resignation from the Association. Such Societies remain liable to pay to the Association the amount of any subscription due and payable by that society to the Association but unpaid at the date of termination; or
- ii) non-payment by a member society of their subscription within twelve months of the date fixed by the Executive Committee for subscriptions to be paid, unless the Executive Committee decides otherwise.

6. Administration.

- i) Executive Committee
 - a) Composition

The Executive Committee shall be the administrative body of the Association. The Executive Committee shall consist of two Delegates from each member Society, a President, a Vice President, an Immediate Past President, a Secretary and a Treasurer.

b) Elections

The President shall be elected from the Executive Committee at the Annual General Meeting of the Association. Whenever practical, the position of President shall be rotated amongst the member Societies.

The Vice President shall be elected from the Executive Committee after the election of the President. For both positions, the assent of the nominee must be received prior to the acceptance of the nomination and voting is by the Executive Committee in session (that is, including proxies).

c) Delegates

Delegates from each member Society preferably to be -

- 1) The current president of each member Society, as elected in accordance with that Society's constitution.
- 2) The immediate past President, or proxy, of each member society.

d) Terms of Office

The President shall not be eligible for election for three consecutive terms except in the case where the first term was in filling a vacancy caused by the unavailability of the previous President to complete two consecutive terms. The President, Vice President, Secretary and Treasurer shall commence duties on the first day of December after the close of the Annual General Meeting at which the elections are held. The terms of Delegates are not limited and each member Society shall notify the Secretary/Treasurer in writing of its Delegates whenever a change occurs.

e) Duties of President

The President shall -

- 1) preside at meetings of Executive Committee and other meetings as necessary
- 2) be an ex-officio member of all sub-committees, and
- 3) perform such other duties as ordinarily pertain to such office. In the absence of the President, the Vice President shall preside, or in the absence of both the President and Vice President the Delegates may elect one of their number to chair the meeting.

f) Role of Immediate Past President

The Immediate Past President shall remain on the Executive Committee if desired for the duration of the new Presidency. They shall have speaking rights at meetings, but not voting rights. The role of the Immediate Past President is to assist the new President and committee by providing mentoring and continuity of knowledge. The Immediate Past President can also hold another position on the Executive Committee.

g) Role of Vice President

The Vice President shall –

- 1) assume the role and duties of President when that person is not available
- 2) preside at meetings when the President is not available. If neither the President nor Vice President are available, the Delegates may elect one of their number to chair a meeting
- 3) assist the President in dealing with matters
- 4) have or develop a good working knowledge of the Association structure, activities and direction in preparation for nomination as President at the end of the term of the incumbent President
- 5) perform other duties as nominated by the President and/or Committee.

ii) Appointment of Secretary and Treasurer

The positions of Secretary and Treasurer shall be appointed by the Executive Committee on such terms and for such periods as decided by the Executive Committee. Preferably, the Secretary shall be from the same member Society as the President. The position of Secretary and Treasurer may be held concurrently by one person. Either position may individually be held by a Society Delegate in addition to their other duties as a member of the Executive Committee.

iii) Duties of the Secretary

The Secretary must -

- a) co-ordinate the correspondence of the Association;
- b) keep full and correct minutes of the proceedings of the Executive Committee, General Meetings and Annual General Meetings of the Association;
- c) at least 30 days prior to an Executive Committee meeting, General Meeting or Annual General Meeting advise all Delegates of the meeting.
- d) comply on behalf of the Association with -
 - 1) the Act with respect to the register of members of the Association;
 - 2) the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member society, must make available those rules for the inspection of the member society;
 - 3) the Act by maintaining a record of the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Executive Committee and persons who are authorised to use the common seal of the Association;
- e) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred

to in paragraph (d) but other than those required to be kept and maintained by, or in the custody of, the Treasurer;

- f) perform such other duties as ordinarily pertain to such office.

To assist the secretary, a Minute Secretary may be appointed by the Executive Committee on such terms and for such periods as decided by the Executive Committee.

iv) Duties of the Treasurer

The Treasurer must -

- a) be responsible for the receipt of all moneys paid to or received by the Association and must issue receipts for those moneys in the name of the Association;
- b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Executive Committee may from time to time direct;
- c) make payments from the funds of the Association with the authority of a general meeting or of the Executive Committee and in so doing ensure that all cheques and direct funds transfers are signed by himself or herself and at least one other authorised Executive Committee member, or by any two others as are authorised by the Executive Committee;
- d) comply on behalf of the Association with the Act with respect to the accounting records of the Association by-
 - 1) keeping such accounting records as a correct record and explanation of the financial transactions and financial position of the Association;
 - 2) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared for meetings or on request by the President;
 - 3) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;
 - 4) submitting to members at each annual general meeting of the Association accounts showing the financial position of the Association at the end of the immediately preceding financial year.
- e) whenever directed to do so by the Chairperson, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction;
- f) unless the members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- g) perform such other duties as ordinarily pertain to such office.

All funds, books of account and other property of the Association held by the Secretary or Treasurer shall be turned over to the incoming Secretary or Treasurer, or the President, immediately upon the Secretary or Treasurer retiring from office.

v) Duties of the Committee Members

Members of the Executive Committee must exercise their powers and discharge their duties in compliance with Sections 44, 45, 46 and 47 of the Act with respect to due diligence and duty of care. Persons who have been bankrupt or convicted of an offence as defined under Section 39 of the Act shall be ineligible to sit on the Executive Committee.

vi) Payments to Committee Members

- a) A committee member is eligible to be paid out of the funds of the Association for any reasonable expenses properly incurred in connection with the Association's business.
- b) The secretary and treasurer shall be eligible for an honorarium at the end of each year of service, the amount of which shall be determined from time to time by the Executive Committee.
- c) Any payment to a committee member from the Association's funds shall only occur if the payment is authorised by a resolution of the association.

7. Vacancies.

A vacancy in the position of President or Vice President shall be filled by a person elected from and by the Executive Committee for the remainder of the term. A vacancy in the position of society Delegate shall be filled by a further appointment made by the member Society. A vacancy in the position of the Secretary or Treasurer shall be filled by a further appointment made by the Executive Committee for the remainder of the term.

Casual vacancies occur in the office of an Executive Committee member and that office becomes vacant if the committee member:

- i) Dies
- ii) Resigns by notice in writing to the President
- iii) Is convicted of an offence under the Act
- iv) Is permanently incapacitated by mental or physical ill-health
- v) Is absent from more than four Executive Committee meetings in the same year without tendering an apology
- vi) Ceases to be a member of a member organisation

8. Meetings.

- i) Quorum and Proceedings of the Executive Committee

- a) The Executive Committee shall meet at least once per year at a time and place to be fixed either at a previous meeting, or at the discretion of the President, or on the request of the representatives of two member Societies.
 - b) At an Executive Committee meeting, 10 Executive Committee members constitute a quorum.
 - 1) If after 30 minutes of the time specified for the holding of an Executive Committee meeting a quorum is not present, the meeting stands adjourned to the same time on the same day within the following month.
 - 2) If after 30 minutes of the time specified for the adjourned meeting a quorum is still not present, the members present may proceed with the business of that meeting as if a quorum were present.
 - c) The Secretary must give to all Executive Committee members not less than 30 days-notice of an Executive Committee Meeting and must specify in that notice when and where the meeting will take place and the business to be transacted.
 - d) Notice of meeting to be deemed as properly effected if the notice is sufficiently addressed and posted by ordinary prepaid mail or electronic mail.
- ii) Quorum and Proceedings of General Meetings
- a) An Annual General Meeting must be convened in every calendar year within 4 months after the end of the Associations financial year (1 July to 30 June). The Annual General Meeting shall immediately precede the Executive Meeting held in the third quarter of each calendar year.
 - b) The Executive Committee may at any time convene a Special General Meeting. When a Special General Meeting is convened, the Association must pay the reasonable expenses of convening and holding that meeting.
 - c) A General Meeting must be convened when a minimum of 20% of the member Societies request one to be held.
 - d) At a General Meeting, 10 Executive Committee members constitute a quorum
 - 1) If after 30 minutes of the time specified for the holding of a General Meeting a quorum is not present, the meeting stands adjourned to the same time on the same day in the following week.
 - 2) If after 30 minutes of the time specified for the adjourned meeting a quorum is still not present, the members present may proceed with the business of that meeting as if a quorum were present.
 - e) The Secretary must give to all members and Executive Committee members not less than 30 days notice of a Special General Meeting or Annual General Meeting and must specify in that notice when and where the general meeting will take place and the business to be transacted.

- f) Notice of meetings to be deemed as properly effected if the notice is sufficiently addressed and posted by ordinary prepaid mail or electronic mail.

9. Voting.

The business of the Executive Committee shall be transacted by verbal vote and all motions shall require equal to or greater than two thirds majority of votes to be carried. The President, Vice President and all society delegates shall have a deliberative vote. The Secretary, Treasurer and Immediate Past President positions shall have no vote.

Delegates may be represented at meetings of the Executive Committee by a proxy, who shall be nominated in writing (email or other electronic transmission is acceptable) and received by the Chair prior to the meeting, and who shall have all rights and privileges of the Delegate. A proxy may represent one Delegate only at any meeting.

10. Conflict of Interest.

The Association shall ensure that -

- i) For any direct or indirect conflict of material interest, either actual, potential or perceived, in a contract, or proposed contract, made by or in the contemplation of the Executive Committee,
 - a) as soon as a member becomes aware of that interest, a member of the Executive Committee must disclose the nature and extent of their interest to the Executive Committee;
 - b) the Executive Committee shall, in the absence of the member disclosing the interest, determine by two thirds majority vote (Section 8) if the disclosed nature and extent of interest constitutes a conflict of interest;
 - c) If a conflict of interest is determined, the member shall not take part in any deliberations or decision of the Executive Committee with respect to that contract;
 - d) The Chair of the meeting may, on direction by the Executive Committee, consult with that member to clarify explicit points if this would allow a decision to be reached by the Executive Committee at that meeting.
- ii) Subsection (i) does not apply in respect of a material interest that exists only by virtue of the fact that the member of the Executive Committee is a member of a member society.
- iii) The disclosure of a conflict of interest, or possible conflict of interest, is recorded in the minutes of the meeting.
- iv) All declared conflicts of material interest shall also be reported at the next General Meeting.

11. Disputes and Mediation.

- i) 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; or
 - c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- ii) 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.
- iii) 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 14 days, hold a meeting in the presence of a mediator.
- iv) The mediator must be-
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement-
 - 1) in the case of a dispute between a member and another member, a person appointed by the Executive Committee of the Association;
 - 2) in the case of a dispute between a member or relevant non-member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- v) A member of the Association can be a mediator.
- vi) The mediator cannot be a member who is a party to the dispute.
- vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- viii) The mediator, in conducting the mediation, must-
 - a) give the parties to the mediation process every opportunity to be heard;
 - 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.
- ix) The mediator may clarify but must not determine the dispute.
- x) The mediation must be confidential and without prejudice.
- xi) 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 or otherwise at law.

12. Sub-Committees.

The Executive Committee may appoint, from time to time, sub-committees to investigate or carry out specific matters or projects. Recording of the sub-committee in Executive Committee minutes shall constitute the sub-committee having been appointed in writing. The sub-committee chairperson shall be responsible for ensuring sub-committee members are advised by mail or email of their appointment and the terms of reference of the sub-committee. Except where authority is given by the Executive Committee, sub-committees shall not take action until a report has been made to the Executive Committee and approval to act has been obtained from the Executive Committee.

13. Business Year.

The business and financial year recognised by the Association shall be from 1 July to 30 June.

14. Annual Report.

Each year the Executive Committee shall produce a report on its activities and circulate it to all member Societies.

15. Membership Fees.

Each member Society shall pay an annual membership fee based on its number of members as listed in their books on 1 July of that year. A member Society with less than 50 members shall pay a minimum fee as agreed to by the Association each year; a member Society with between 50 and 100 members shall pay twice the minimum fee; a member Society with between 100 and 150 members shall pay three times the minimum fee etc. Membership fees are payable by the end of September in each year. Membership fees shall be paid in Australian dollars.

Non-financial member societies shall have no voting rights until all their subscriptions are paid.

The Executive Committee shall have the right to consider waiving fees in arrears under extraordinary circumstances.

16. Finances.

From time to time the Executive Committee shall draw up a budget to cover certain projects and activities of the Association and funds shall be sought from the member Societies as well as from other appropriate sources. The Association shall have the right to borrow money to finance specific projects.

The Treasurer shall deposit all funds in a bank account or accounts approved by the Executive Committee. All payments from the funds of the Association shall be paid by cheque or direct funds transfer authorised by the Treasurer and at least one other Executive Committee member, or by any two other members as are authorised by the Executive Committee.

An Annual Financial Report shall be presented at the Annual General Meeting. The report shall be based on either an audit report prepared by a suitably qualified auditor appointed by the Executive Committee from recommendations prepared by the Treasurer, or a report produced by a Finance Sub-Committee appointed by the Executive Committee.

17. Common Seal of Association.

- i) The Association may have a common seal on which its corporate name or logo appears in legible characters.
- ii) The common seal of the Association must not be used without the express authority of the Executive Committee and every use of the common seal must be recorded in the minute book.
- iii) The common seal of the Association must be kept in the custody of the Secretary or such other persons as the Executive Committee deems appropriate.

18. Inspection of Records, etc of the Association.

A delegate may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

19. Dissolution.

If upon the winding up of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to one or more organisations as provided for under Section 24 of the Act, which has similar objects and to which income tax deductible gifts can be made as approved by the Australian Commissioner of Taxation and/or the New Zealand Ministry for Economic Development and which association shall be determined by resolution of the members.

20. Amendments.

Amendments to the Constitution are to be made at a General Meeting by Special Resolution by a three fourths majority vote of member Societies, provided that notice of proposed amendment has been mailed to each member Society at least two months before the closing date for voting set by the mover of the amendment, or the Association meeting at which the amendment will be considered. In the case of a postal vote the Secretary shall receive and count votes and advise member Societies of the result.

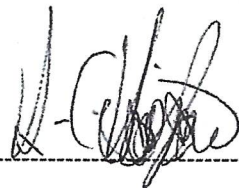
21. By-laws.

The Association may compile such by-laws and/or standing orders to complement the constitution as may be desirable for the operations of the Association.

Signed by:



President



Secretary

On the day of:

25 / 9 / 18

21 / 9 / 18