

Aim and Objectives for The Australasian Bat Society Incorporated

Aim:

To promote the conservation of all populations of all species of bats (Order Chiroptera) in Australasia.

Statement of Objectives:

To achieve its Aim, the Society undertakes:

1. to encourage individuals, societies and corporations who subscribe to the Aim of the Society to become members;
2. to disseminate information relevant to the furtherance of its Aim amongst the Society members;
3. to be an active advocate for the conservation and sound management of bats and their habitat by providing input and advice to relevant government and non-government agencies, industry, landholders and to the general public;
4. to actively raise positive public awareness of bats through the preparation and circulation of position papers, information brochures, books, leaflets, electronic information and through lectures;
5. to encourage scientific research on bats;
6. to raise money by way of grants, donations, fundraising, or by sale of apparatus, information, literature and other items, for the purpose of facilitating its Aim;
7. to organise and sponsor a biennial Australasian Bat Conference;
8. to establish and maintain links, and work cooperatively, with other organisations within and outside Australia which share similar aims and objectives to the Society;
9. to promote high standards in the handling and study of bats;
10. to support the role that wildlife carer and rehabilitation organisations play in furthering the aim of bat conservation;
11. to engage in other activities such as are incidental to the furtherance of its Aim.

Rules for The Australasian Bat Society Incorporated

NAME

1. The name of the Incorporated Association is “The Australasian Bat Society Incorporated”.
(in these Rules called “the Society”)

DEFINITIONS

2. 1) In these Rules:
 - “**Australasia**” means mainland Australia and Tasmania and other offshore islands and external territories of the Commonwealth of Australia; New Zealand; the south-west Pacific island nations; Papua New Guinea; Eastern Indonesia up to and including Wallacea;
 - “**member**” means any person or nominated representative of a group, association, society or corporation who has been approved and who is financial by the Rules;
 - “**Secretary**” means:
 - (a) the person holding office under these rules as Secretary of the Society; or
 - (b) if no such person holds that office - the public officer of the Society;
 - “**annual general meeting**” means either a biennial general meeting or financial general meeting
 - “**biennial general meeting**” means the annual general meeting held in conjunction with the Australasian Bat Conference (or that annual general meeting held in every second year in the event of the Australasian Bat Conference not being held);
 - “**financial general meeting**” means the annual general meeting not held in the year of the biennial general meeting;
 - “**special general meeting**” means a general meeting of the Society other than an annual general meeting;
 - “**the Act**” means the Associations Incorporation Act 1984;
 - “**the Regulation**” means the Associations Incorporation Regulation 1994.
- (2) In these Rules:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

3. (1) A person is qualified to be a member of the Society if, but only if:

- (a) the person is a person referred to in section 15(1)(a),(b) or c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or:
 - (b) the person is a natural person who has been approved for membership of the Society by the Executive of the Society as provided in rule 4.
- (2) (a) Any group, society, association or corporation, who subscribes to the Aims of the Society, and who agrees to be bound by these Rules, is qualified to be a member of the Society, if, but only if they have been approved for membership of the Society by the Executive of the Society as provided in rule 4.
- (b) A group, society, association or corporation who has been approved for membership, upon payment of the prescribed annual subscription is entitled to nominate one representative and shall have the responsibilities, privileges and voting rights equivalent to one member.

APPLICATION FOR MEMBERSHIP

4. (1) An application of a person for membership of the Society:
- (a) must be made in writing (in the form set out in Appendix 1 to these rules); and
 - (b) must be lodged with the Membership Officer of the Society together with payment of the entrance fee and annual subscription.
- (2) As soon as practicable after receiving an application for membership, the Membership Officer must refer the application to the Executive which is to determine whether to approve or to reject the application.
- (3) If the Executive determines to approve an application for membership, the Membership Officer must, as soon as practicable after that determination, notify the applicant of that approval.
- (4) The Membership Officer must enter the successful applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Society.
- (5) If the Executive determines to reject an application for membership, the Secretary must, as soon as practicable, notify the applicant of the Executive's decision and return the entrance fee and annual subscription.

HONORARY LIFE MEMBERSHIP

5. (1) An Annual General Meeting may elect no more than three persons at any one such meeting to the standing of Honorary Life Members.
- (2) Such Honorary Life Members shall have the same responsibilities and privileges as other members, but shall be excused the payment of any annual subscription.

CESSATION OF MEMBERSHIP

6. A person ceases to be a member of the Society if the person:
- (a) dies; or
 - (b) resigns membership; or
 - (c) is expelled from the Society.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

7. A right, privilege or obligation which a person has by reason of being a member of the Society:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

8. (1) A member of the Society is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving to the Secretary written notice of at least one month (or such other period as the Executive 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.
- (3) If a member of the Society ceases to be a member under clause (2), 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.

REGISTER OF MEMBERS

9. (1) The Public Officer of the Society must establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society at any reasonable hour.

FEEES AND SUBSCRIPTIONS

10. (1) A member of the Society must, on admission to membership, pay to the Society a fee of \$1 or, if some other amount is determined by the Executive, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the Society must pay to the Society an annual membership fee.
- (3) The amount of the annual membership fee, and of any discount for families and/or students, is set by resolution at the annual general meeting of the Society.

MEMBERS' LIABILITIES

11. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 10.

RESOLUTION OF INTERNAL DISPUTES

12. (1) Disputes between members (in their capacity as members) of the Society are:
 - (a) to be referred initially to the Executive for mediation; and
 - (b) in the event of the failure of the Executive to resolve the disputes, the disputes are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) Disputes between members (in their capacity as members) of the Society and the Executive of the Society are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

DISCIPLINING OF MEMBERS

13. (1) A complaint may be made by any member of the Society that some other member of the Society:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society,
 - (c) has communicated on behalf of the Society without due authority from the Executive.
- (2) On receiving such a complaint, the Executive:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member up to 30 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Executive may, by resolution, expel the member from the Society or suspend the member from membership of the Society 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.
- (4) If the Executive 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 Executive for having taken that action and of the member's right of appeal under rule 14.
- (5) 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 Society confirms the resolution under rule 14(4), whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

14. (1) A member may appeal to the Society in writing against a resolution of the Executive under rule 13, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the appeal.
- (3) On receipt of a notice from a member under clause (1), the Secretary must notify the Executive which is to convene a general special meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Society convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted: and
 - (b) The Executive 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.

- (5) If at the special general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

MANAGEMENT OF THE SOCIETY

15. (1) The management of the Society is to be vested in an elected Executive who are governed by the rules herein.
- (2) The Executive may choose to delegate functions via:
- (a) non-elected Convenors of Commissions;
 - (b) non-elected Sub-committees.

THE EXECUTIVE

POWERS OF THE EXECUTIVE

16. The Executive of the Society is subject to the Act, the Regulation and these rules and to any resolution passed by the Society in general meeting:
- (a) is to control and manage the affairs of the Society; and
 - (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society; and
 - (c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Society.

CONSTITUTION AND MEMBERSHIP OF THE EXECUTIVE

17. (1) Subject in the case of the first members of the Executive to section 21 of the Act, the Executive is to consist of elected office bearers.
- (2) The office bearers of the Society are to be:
- (a) a President;
 - (b) two Vice-Presidents;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Membership Officer;
 - (f) an Editor.
- (3) Each member of the Executive is, subject to these rules, to hold office until the conclusion of the biennial general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the biennial general meeting next following the date of the appointment.

TERM OF OFFICE

18. Office bearers will be elected at the biennial general meeting and will hold office until the following biennial general meeting (the term of office will be for two years).

ELECTION OF OFFICE BEARERS

19. (1) Nominations of candidates for election as office-bearers of the Society:
- (a) must be made in writing, signed by 2 members of the Society 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 Society at least 24 hours before the time fixed for the beginning of the biennial general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations for the vacant positions are to be received at the biennial general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers is to be conducted at the biennial general meeting in such usual and proper manner as the Executive may direct.

ROLE OF OFFICE BEARERS

PRESIDENT

20. The President will ;
- (1) act as chairman at general meetings and executive meetings;
 - (2) oversee and coordinate the Executive;

- (3) oversee the direction of the Society.

FIRST VICE-PRESIDENT

21. The First Vice-President is responsible for information flow within the Society and will:
- (1) coordinate the convenors of commissions and the subcommittees;
 - (2) facilitate information flow between convenors and members of the Executive;
 - (3) act as President in the absence of the President.

SECOND VICE-PRESIDENT

22. The Second Vice-President is responsible for :
- (1) the dissemination of information to the broader community;
 - (2) coordinating the organisation of the biennial Australasian Bat Conference.

SECRETARY

23. (1) The Secretary of the Society must, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Executive;
 - (b) the names of members of the Executive present at a Executive meeting or a general meeting; and
 - (c) all proceedings at Executive meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting;
- (4) The Secretary is responsible for incoming and outgoing correspondence.

TREASURER

24. It is the duty of the Treasurer of the Society to ensure:
- (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society; and
 - (c) that a financial report and audited statement are provided at annual general meetings.

EDITOR

25. It is the duty of the Editor of the Society to ensure:
- (a) that the newsletter of the Society, being The Australasian Bat Society Newsletter, be published not less than twice per year.

MEMBERSHIP OFFICER

26. It is the duty of the Membership Officer to:
- (a) maintain a register of members and their financial status; and
 - (b) manage applications for membership of the Society as in Section 4; and
 - (c) encourage individuals, societies and corporations who subscribe to the Aim of the Society to become members.

CASUAL VACANCIES

27. For the purpose of these rules, a casual vacancy in the office of a member of the Executive occurs if the member:
- (a) dies; or
 - (b) ceases to be a member of the Society; or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (d) resigns office by notice in writing given to the Secretary; or
 - (e) is removed from office under rule 28; or
 - (f) becomes a mentally incapacitated person.

REMOVAL OF MEMBER

28. (1) The Society in general meeting may by resolution remove any member of the Executive 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.
- (2) If a member of the Executive to whom a proposed resolution referred to in clause (1) 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 Society, the Secretary or the President may send a copy of the representations to each member of the Society 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.

MEETINGS AND QUORUM

29. (1) The Executive must meet at least 3 times in each period of 12 months at such place and time as the Executive may determine.
- (2) Additional meetings of the Executive may be convened by the President or by any member of the Executive.
- (3) Meetings of the Executive may take the form of telephone or internet conferencing.
- (4) Oral, written or electronic notice of a meeting of the Executive must be given by the Secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause (4) 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 Executive members present at the meeting unanimously agree to treat as urgent business.
- (6) Any four members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (7) No business is to be transacted by the Executive 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 place, day and time to be fixed within 7 days.
- (8) 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.
- At a meeting of the Executive:
- (a) the President or, in the President's absence, the First Vice-President is to preside; or
- (b) if the President and the First Vice-President are absent or unwilling to act, such one of the remaining members of the Executive as may be chosen by the members present at the meeting is to preside.

COMMISSIONS

30. (1) The Executive may, from time to time, and in writing, appoint a member of the Society the Convenor of a Commission, and delegate to the member the responsibility for carrying out specified functions, other than:
- (a) the power to delegate responsibility for the functions to another person; and
- (b) a function which is a duty imposed on the Executive by the Act or by any other law.
- (2) A function which has been delegated to a Convenor of Commission under this rule may be exercised from time to time by the Convenor of Commission in accordance with the terms of the delegation until such time as the delegation is revoked or the Convenor resigns.
- (4) The delegation may specify conditions and limitations to the functions of the Convenor, including the definition of the function, the circumstances under which the delegation applies and a time frame for the delegation.
- (5) Despite any delegation under this rule, the Executive may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a Convenor of Commission acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive.
- (7) The Executive may, in writing, revoke wholly or in part any delegation under this rule.
- (8) A Convenor of Commission may resign from that position and revoke their delegation by first giving to the Secretary written notice of at least one month of the Convenor's intention to resign. On the expiration of the period of notice, the member ceases to be a Convenor of Commission.
- (9) A Convenor of Commission may, from time to time, appoint a member or members of the Society to assist with the functions delegated to the Convenor of Commission by the Executive.

SUB-COMMITTEES

DELEGATION BY EXECUTIVE TO SUB-COMMITTEE

31. (1) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument, other than:
- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Executive by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this section 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.
- (4) Despite any delegation under this rule, the Executive may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive.
- (6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

32. (1) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive are to be determined by a majority of the votes of members of the Executive, or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Executive or of any sub-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.
- (3) Subject to rule 29(6), the Executive may act despite any vacancy on the Executive.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or sub-committee.

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

33. (1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- (2) The Society must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the Society.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

BIENNIAL GENERAL MEETING-CALLING OF AND BUSINESS AT

34. (1) The biennial general meeting of the Society is, subject to the Act and to rule 33, to be convened in conjunction with the Australasian Bat Conference on such date and at such place and time as the Executive thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of the biennial 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 Executive reports on the activities of the Society during the preceding financial year;
 - (c) to elect members of the Executive of the Society;
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act;
 - (e) to set the amount of the annual subscription and any discounts.
- (3) A biennial general meeting must be specified as such in the notice convening it.
- (4) The minutes of the biennial meeting are to be published in the newsletter of the Society.

FINANCIAL GENERAL MEETING

35. (1) The financial general meeting of the Society is, subject to the Act and to rule 33, to be convened on such date and at such place and time as the Executive thinks fit but not in the financial year of the biennial general meeting.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of the financial 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 Executive reports on the activities of the Society during the last preceding financial year;
 - (c) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) A financial annual general meeting must be specified as such in the notice convening it.
- (4) The minutes of the financial general meeting are to be published in the newsletter of the Society.

SPECIAL GENERAL MEETINGS-CALLING OF

36. (1) The Executive may, whenever it thinks fit, convene a special general meeting of the Society.
 (2) The Executive 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 Society.
 (3) 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.
 (4) If the Executive fails to convene a special general meeting to be held within 2 months after that date on which a requisition of members for the meeting is lodged with the Secretary, and 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.

NOTICE

37. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or by electronic mail or by notice in the newsletter of the Society, to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
 (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
 (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 34(2).
 (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

38. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
 (2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 (3) 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 a place, day and time to be fixed within 7 days.
 (4) 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 5) is to constitute a quorum.

PRESIDING MEMBER

39. (1) The President or, in the President's absence, the First Vice-President, or in the absence of the First Vice-President, the Second Vice-President, is to preside as chairperson at each general meeting of the Society.
 (2) If the President and both Vice-Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

40. (1) 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.
 (2) 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 Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 (3) Except as provided in clauses (1) and (2), 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.

MAKING OF DECISIONS

41. (1) A question arising at a general meeting of the Society is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

42. A resolution of the Society is a special resolution:
- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Society as, being entitled under these rules so to do, vote in person, by proxy or by postal or electronic vote at a general meeting, of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

VOTING

43. (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

APPOINTMENT OF PROXIES

44. (1) Each member is to be entitled to appoint another member as 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 is to be in the form set out in Appendix 2 to these rules.

MISCELLANEOUS**INSURANCE**

45. (1) The Society must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Society may effect and maintain other insurance.

FUNDS - SOURCE

46. (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations, grants, sponsorships, bequests and, subject to any resolution passed by the Society in general meeting, such other sources as the Executive determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account(s).
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

47. (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the environmental Aim and Objectives of the Society in such manner as the Executive determines.
- (2) The assets and income of the Society shall be applied solely in the furtherance of the Society's Aim and Objectives, and no portion shall be distributed directly or indirectly to the members or the Executive except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Society.

- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or approved in writing by any two members of the Executive, or members or employees of the Society, being members or employees authorised to do so by the Executive.

47A PUBLIC FUND

- (1) “The Society may set up a public fund to be known as the Australasian Bat Society Public Fund, for the specific purpose of furthering the aims and objectives of the Society. The Australasian Bat Society Gift Fund must comply with subdivision 30-E of the *Income Assessment Act 1997*.”
- (2) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- (3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (4) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- (5) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (6) The fund will be operated on a not-for-profit basis.
- (7) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be ‘responsible persons’ as defined by the Guidelines to the Register of Environmental Organisations
- (8) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organisation to which income tax deductible gifts can be made:
- a. gifts of money or property for the principal purpose of the organisation
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - c. money received by the organisation because of such gifts and contributions

ALTERATION OF OBJECTIVES AND RULES

48. The statement of objectives and these rules may be altered, rescinded or added to only by a special resolution of the Society.

COMMON SEAL

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

CUSTODY OF BOOKS

50. Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

INSPECTION OF BOOKS

51. The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society at any reasonable hour.

SERVICE OF NOTICES

52. (1) For the purpose of these rules, a notice may be served by or on behalf of the Society on any member either personally or by sending it by post to the member at the member’s address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

DISSOLUTION OF THE SOCIETY

53. (1) The Society shall be dissolved upon a vote of not less than seventy-five percent of the members who are present or who have recorded a legitimate proxy vote, and voting in favour of such dissolution at a meeting of the Society specially convened to consider such resolution.
- (2) Not less than 30 days clear notice shall be given in writing to members that a meeting will be convened to consider the dissolution of the Society.
- (3) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes

which is not carried on for the purpose of profit or gain of its individual members.