

# **ASTRONOMICAL SOCIETY OF SOUTH AUSTRALIA INCORPORATED CONSTITUTION**

## **1. NAME**

The name of the Society is “Astronomical Society of South Australia Incorporated” (herein referred to as “the Society”).

## **2. INTERPRETATION**

The following words will be interpreted as:

Astronomy – The branch of science which deals with celestial objects, space, and the physical universe as a whole.

Month – Any of the twelve periods of time into which the year is divided, for example May or June.

Competent Jurisdiction – Any jurisdiction of the State of South Australia capable of hearing a dispute or appeal to either the disciplinary or grievance provisions of the rules of the Society.

Present / Attend / Attending – Includes both physical, telephone and online attendances.

Special General Meeting – A general meeting which is held for the primary purpose to follow certain provisions of the constitution or rules of the Society.

## **3. OBJECTS**

The Objects of the Society are:

- (a) To promote and engage in the science of astronomy.
- (b) To encourage public interest in astronomy.
- (c) To provide facilities to support members of the Society in the practice and study of astronomy.
- (d) To assist individuals, institutions and groups in the provision of education in astronomy.
- (e) To do anything that may be deemed by the Council incidental or conducive to the advancement of these objects.

## **4. POWERS**

The Society shall have the following powers:

- (a) To acquire, hold and dispose of any lands, buildings, property real or personal, which may be required for the purpose of, or conveniently used in connection with, any objects of the Society.
- (b) To borrow or raise any money with or without giving security, including by the issue of, or upon, bonds or debentures, bills of exchange, promissory notes or other obligations or securities of the Society, or by mortgage or charge upon all or any part of the property of the Society. The assets and income of the Society shall be applied exclusively to the

promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Society except as bona fide remuneration for services rendered or expenses incurred on behalf of the Society.

- (c) To maintain appropriate insurance policies.
- (d) To alter the Constitution and Rules subject to and in the manner provided herein.
- (e) To affiliate or federate with other societies having like objects.
- (f) To do all such other lawful things as are incidental or conducive to the exercise of the above powers.

## **5. MEMBERSHIP**

Membership of the Society shall be open to any person or institution that has an interest in or connection with the objects of the Society, and whose application for membership is approved by the Council of the Society or its delegate.

## **6. ALTERATIONS TO THE CONSTITUTION**

The clauses of this Constitution shall not be altered, rescinded or added to except by a two thirds majority of those members present at a Special General Meeting and only after notice of motion for a specific amendment of the Constitution shall have been handed to the Secretary at least two calendar months prior to the meeting above specified, and communicated to members at least one calendar month before such meeting.

## **7. MANAGEMENT**

The Society shall be managed in accordance with the Rules annexed to this Constitution.

## **8. COMMON SEAL**

Where deemed necessary, the Common Seal of the Society shall be affixed to such deeds, instruments and documents as the Society shall by resolution decide and shall be so affixed in the presence of the President and one other elected Officer of the Council.

## **9. DISSOLUTION**

The Society may be dissolved in the manner provided for in the Associations Incorporation Act 1985 as amended. In the event of the Society being dissolved, sufficient of the assets of the Society shall be realised to pay all liabilities and any assets remaining shall not be paid to, or distributed amongst, members of the Society, but shall be given, transferred or paid to:

- (a) a society or institution having objects substantially similar to the objects of the Society, and which by its rules, prohibits the distribution of its income or property amongst its members, or
- (b) to a State or Federal Observatory, Society or Institution. Such Society, Institution or Observatory shall be determined by the members of the Society at or before the time of dissolution.

## **10. AUTHENTICATION**

The Constitution and Rules of the Society shall be deemed sufficiently authenticated for any purpose upon production of a current dated copy thereof, signed by the President and Secretary.

**ASTRONOMICAL SOCIETY OF SOUTH AUSTRALIA INCORPORATED  
RULES**

**1. MANAGEMENT**

**(a) The Council**

The whole business and affairs of the Society shall be managed by the Council, which consists of the Officers of the Society and not more than five (5) Councillors.

**(b) Council Meetings**

These shall be held as frequently as the business of the Society shall require. There shall be at least four Council meetings a year. Seven (7) Council members shall constitute a quorum. Officers and Councillors are required to attend Council meetings. Failure to attend three (3) meetings in a row will constitute a vacancy unless due cause can be demonstrated.

**(c) Officers**

The Officers of the Society shall be: President, Vice President, Secretary, Membership Officer, Treasurer, Communications Officer, Bulletin Officer, Website Officer, Astronomy Outreach Officer, Facilities and Observing Sites Officer, Astronomy Education Officer, Digital Services Officer and Young Astronomers Officer.

**(d) Public Officer**

The Public Officer will be appointed by the Council for the purpose of the Associations Incorporation Act 1985 as amended.

**(e) Election of Council**

- 1) The Council (with the exception of the President) shall be declared elected at the Annual General Meeting (AGM) and shall continue to hold office until the declaration of Officers and Councillors at the following Annual General Meeting.
- 2) Those persons nominating, being nominated or seconding nominations must be members of the Society.
- 3) Except for the President, nominations for the various officers and council positions:
  - a. must be in writing stating the name of the member undertaking the nomination, the nominee and the position in question;
  - b. must be signed by the nominee;
  - c. must be received by the secretary on or before the 1<sup>st</sup> October prior to the forthcoming AGM;
  - d. must be seconded in writing and received by the Secretary on or before the 1<sup>st</sup> October prior to the forthcoming AGM.
- 4) All nominations received and seconded under section 3) will be communicated to members on or before the 1st of November prior to the forthcoming AGM.
- 5) Voting for all contested council positions will be conducted independently electronically commencing on or before the 15<sup>th</sup> November prior to the forthcoming AGM or via a requested mailed-out form; and
  - a) members will be notified prior to the commencement of voting via electronic means.
  - b) voting will close 6 pm on the 25<sup>th</sup> November prior to the forthcoming AGM.
- 6) Results of voting will be declared at the AGM by the President.

- 7) The President for the forthcoming year shall be elected in September by the outgoing Council prior to the Annual General Meeting and preside over the Society from the declaration of positions at AGM.
  - a) The President cannot hold office for more than three successive years.

**(f) Duties and Powers of Council**

- 1) The Council will manage the affairs of the Society and shall appoint committees consisting of Council members and/or others for special purposes. The Council may temporarily delegate such powers as may be deemed necessary for such committees.
- 2) The Council will have the power to fill casual vacancies on the Council.
- 3) The Council will have the power to appoint section leaders for various groups for special purposes.
- 4) The Council will have the power to appoint any member of the Society who volunteers to undertake roles as deemed necessary.
- 5) The Council may not authorise the expenditure on any one capital item of a sum exceeding \$5000 unless it is authorised to do so by a two thirds majority of a General Meeting, all members having received one month's notice of such a proposal.

**(g) Financial Year**

The financial year of the Society will be a period of 12 months commencing on 1 October and ending on 30 September of each year.

**(h) Research Sub-Committee**

There shall be a Research Sub-Committee comprising such members as are appointed from time to time by the Council and approved by the C.S.I.R.O.

- 1) The function of the Research Sub-Committee shall be to direct the Society's research programme and to recommend expenditures from the research fund.
- 2) Any change in the membership of the Research Sub-Committee shall be notified to and approved by the Executive of the C.S.I.R.O.

**(i) Research Fund**

The Society shall maintain a special account, entitled 'The Astronomical Society of South Australia Inc Scientific Research Fund', for which separate account books shall be kept.

- 1) Expenditures from the Research Fund shall be confined to items recommended by the Research Sub-Committee and approved by Council.

## **2. DUTIES OF OFFICERS**

**(a) President and Vice President**

It will be the duty of the President to chair all General, and Council meetings of the Society and the Council. The President and Secretary shall arrange the business of the meetings as part of their duties. In the absence of the President, the Vice President will chair. In the absence of the Vice President, the Chairperson will be appointed by the meeting.

**(b) Secretary**

The Secretary will keep the minutes of the General meetings of the Society and Council. The Secretary with the President will arrange the business of meetings. They will manage the business of the Society, maintain all records relating to the business of the Society, conduct correspondence and generally act under the instructions of the Council.

- (c) **Membership Officer**  
The membership Officer will maintain accurate records, respond to membership enquires and provide membership reports to Council. They will maintain and distribute membership forms, information brochures, welcome packs and support welcome activities for new members. The Membership Officer will also act under the direction of the Council.
- (d) **Treasurer, Operator of Bank Accounts**  
The Treasurer will receive all monies due to the Society, lodge same in the bank, keep accounts, make payments, prepare accounts and balance sheets and generally act under instructions of the Council For payments made by electronic funds transfer, or by internet banking, or by any other electronic process, the Treasurer, or in the absence of the Treasurer any other appointed person nominated by Council, shall be authorised to effect such payments solely as per and under any restrictions imposed by Council. An audited balance sheet will be presented at the Annual General Meeting. No member of the Council shall be eligible to serve as Auditor.
- (e) **Communications Officer**  
The Communications Officer will maintain the accuracy of the sources of information for dissemination to members and the public through all media channels. They will apply copy writing and editing skills to ensure information is of a high standard. They will maintain the Society's calendar of events and send electronic notifications to members. The Communications Officer will also act under the direction of the Council.
- (f) **Bulletin Officer**  
The Bulletin Officer will be responsible for the production and publication of The Bulletin. The Officer is also to act under the direction of the Council.
- (g) **Website Officer**  
The Website Officer will be responsible for the development and management of the Society website. This will include relevant publication and timely content to the website. The Website Officer will also act under the direction of the Council.
- (h) **Astronomy Outreach Officer**  
The Astronomy Outreach Officer will be responsible for all of the Society's outreach events and activities. They are to develop public engagement strategies and implement outreach programmes with the Society volunteers to effect public engagement. The Astronomy Outreach Officer will also act under the direction of the Council
- (i) **Facilities and Observing Sites Officer**  
The Facilities and Observing Sites Officer will be responsible for ensuring all the Society's observing sites and facilities are safe and the equipment is functional through regular inspections. They will maintain site specific documentation, equipment registers, maintenance records and site safety information and data. The Facilities and Observing Sites Officer will also act under the direction of the Council.
- (j) **Astronomy Education Officer**  
The Astronomy Education Officer will be responsible the development and delivery of astronomy education content, including practical guidance for amateur astronomers, to educate both members and the public at large. The Astronomy Education Officer will also act under the direction of the Council.
- (k) **Digital Services Officer**  
The Digital Services Officer will be responsible for the operation and management of the Society's digital infrastructure including all software licenses and online security. The Digital Services Officer will also act under the direction of the Council.

**(l) Young Astronomers Officer**

The Young Astronomers Officer will develop strategies and implement programmes to engage and support young people interested in the science of astronomy and or amateur astronomy. The Young Astronomers Officer will also act under the direction of the Council.

**3. MEMBERSHIP**

**(a) Application for Membership**

Candidates for membership are required to complete a membership application form when applying to join the Society. Council shall have the power to reject any application for membership. An applicant may apply to the Council for a hearing to appeal a rejection of membership. Council will be convened to hear such an appeal at the earliest convenience and make a decision regarding the appeal.

**(b) Termination of Membership**

Membership to the Society may be terminated upon determination by the Council in accordance with the Disciplining of Members found at 3 (e) of the Rules.

**(c) Categories of Membership**

- 1) Full Members - are entitled to full participation in all the activities of the Society, to vote, to be elected to office and to receive the publications of the Society.
- 2) Honorary Life Members - are entitled to all the privileges of Full Members and are invited to attend Council meetings. Honorary Life Members do not acquire any voting rights within the Council unless they hold an office or councillor position. They shall be nominated by the Council and elected at a General Meeting.
- 3) Honorary Members - shall be elected by the council. They shall be those who by reason of their interest in astronomy or allied fields, are deemed worthy of election. They shall have all the privileges of Full Members except the right to vote at meetings and to be elected to office.
- 4) Junior Membership – is a member under the age of 18 who is not part of a family membership. Junior members are entitled to a concession in fees, can vote, be elected to office and to receive the publications of the Society.
- 5) Family Membership - family members residing at the same address may be granted Family Membership. All Family Members are entitled to full participation in the activities of the Society and to be elected to office. Only one member of a Family Membership may vote at a General meeting and receive publications of the Society.
- 6) Institutional Membership - may be granted to schools and other institutions. One representative of an Institutional Membership may be nominated to attend meetings and to vote.

**(d) Resignation of Membership**

Any member may voluntarily resign upon giving the Society notice in writing and paying all dues owed by them. No member on ceasing their connection with the Society for any reason, shall be entitled to a refund of fees, to have, or have any claim upon, any portion whatever of the property of the Society.

**(e) Disciplining of members -**

1. Subject to giving a member an opportunity to be heard or to make a written submission, the Council may resolve to suspend / expel or impose whatever

sanction the Council deems appropriate to a member upon a charge of misconduct detrimental to the interests of the Society.

2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Council at which the matter will be determined.
3. The determination of the Council shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 3(d)5 below), be suspended / expelled as a member or sanctioned 14 days after the Council has communicated its determination to the member.
- 4 It shall be open to a member to appeal the suspension / expulsion / sanction from the Society in a court of competent jurisdiction. The intention to appeal shall be communicated to the secretary or public officer of the Society within 14 days after the determination of the Council has been communicated to the member.
- 5 In the event of an appeal under 3(d)4 above, the appellant's membership of the Society shall not be terminated unless the determination of the Council to suspend / expel the member is upheld by the court of competent jurisdiction.

**(f) Grievance Process**

**(a) Application**

- (1) The grievance procedure set out in this provision applies to disputes between—
  - (i) a member and another member;
  - (ii) a member and the Council;
  - (iii) a member and the Society.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

**(b) Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party or by the use of mediation if both parties agree.

**(c) Failure to resolve dispute**

If the parties are not able to resolve the dispute, the parties may seek to resolve the dispute in a Court of competent jurisdiction.

**4. SUBSCRIPTIONS**

- a) Membership fees and entitlements shall be proposed by Council and ratified at the Annual General Meeting or at a Special General Meeting called for that purpose. Fees for all members shall fall due every 12 months. Members with fees unpaid two months after the due date, shall not be entitled to privileges and shall be deemed to have resigned.
- (b) Concessions - may be granted to:
  - (i) Persons under 18 years of age
  - (ii) Full time students
  - (iii) Members who reside outside the Adelaide metropolitan limits. These limits shall be defined as being an 80 kilometre radius from the GPO Adelaide
  - (iv) Persons who receive Society publications electronically
  - (v) Concession card holders
  - (vi) Other applicants deemed suitable by the Council




5. MEETINGS

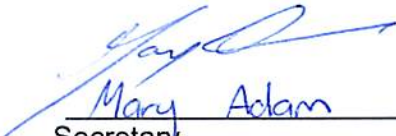
- (a) **General Meetings** of the Society shall be held monthly from February to November inclusive, on the first Wednesday of each month unless otherwise decided by the Council.
- (b) **The Annual General Meeting** of the Society shall be held in December. The Secretary's and Treasurer's reports for the preceding year shall be presented, and any other business which may require a decision shall be dealt with. The Council elected officers for the following year will be declared at the AGM.
- (c) **A Special General Meeting** of the Society shall be convened by the Council at any time, or when requested in writing to do so by not less than 10% of the total number of members, and the purpose for which such meeting is required, being stated. In the latter case, such a meeting shall be held within thirty days of the lodging of the request with the Secretary.
- (d) **Voting** (except for the election of Council) at all meetings shall be taken by ballot, show of hands, or on the voices, at the discretion of the Chairperson. Only members are entitled to vote. In the case of equality in voting on any question, the Chairperson shall have a casting vote.
- (e) **Control of Proceedings**, the Chairperson, for the time being, shall have complete control of the proceedings of the meetings, according to the Parliamentary rules of debate, and shall decide matters not provided for in the rules.
- (f) **Quorum at General Meetings and Annual General Meetings**, a quorum shall consist of 25 attending voting members.

6. ALTERATIONS TO THE RULES

None of these Rules shall be altered, rescinded, or added to, except by a two thirds majority of those members present at a Special General Meeting, and only after notice of motion for such an alteration of the Rules shall have been handed to the Secretary at least two calendar months prior to the meeting above specified, and communicated to members at least one calendar month before such meeting.

Authentication Certificate:   
Kym Thalassoudis  
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President

Date: 20 / 8 / 21

  
Mary Adam  
\_\_\_\_\_  
Secretary

Date: 20 / 8 / 21