

THE CONSTITUTION OF THE CROP SCIENCE SOCIETY OF SOUTH AUSTRALIA

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1. Name

The name of the incorporated association is “THE CROP SCIENCE SOCIETY OF SOUTH AUSTRALIA” referred to herein as ‘the Society’.

2. Definitions

- ‘Committee’ means the committee of management of the society
- ‘General meeting’ means a general meeting of members of the society convened in accordance with these rules
- ‘Member’ means a member of the society
- ‘The Act’ means the Associations Incorporation Act 1985
- ‘special resolution’ means a special resolution defined in the Act
- ‘Month’ shall mean a calendar month.
- Crop production means all activities involved in the growing and harvesting of crops including pre-sowing activities, sustainable production and effects of cropping activities on the environment.
- ‘Writing’ means hand written, typed or any form of electronic messaging agreed to by the committee.

3. Objects or purposes of the society

- To promote and advance the science of crop production.
- To disseminate knowledge about crop plants, crop hygiene, crop management crop production and crop problems.
- To provide a link between crop growers, researchers and agricultural industry in Australia and internationally
- To foster education and services to enlighten growers and the public on issues arising from crop science.
- To undertake other such like crop production activities as the committee may from time to time decide on for the benefit of the Society and the agricultural community.

4. Powers of the society

The society has all the powers conferred by section 25 of the Act.

5. Membership

5.1 Types

Ordinary Membership

- Ordinary membership of the Society may be open to any person engaged in the production or the study of crop plants, who supports the objects of the society and agrees to be bound by its rules. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the society.
- Corporate membership of the Society may be open to organisations or companies engaged in the production or the study of crop plants who support the objects of the society and agrees to be bound by its rules. Corporate subscription is six times the ordinary subscription cost. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the company or organisation shall be a member of the society.
- Family membership of the Society may be open to families engaged in the production or the study of crop plants who support the objects of the society and agrees to be bound by its rules. Family subscription is double the ordinary subscription cost. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the family shall be a member of the society.

Honorary Membership

- The Committee of Management may elect to honorary any person who in its opinion has rendered eminent service to crop science or to the Society. The nomination of persons to honorary membership of the Society shall be made in writing and must be endorsed by three financial members.
- The Committee shall determine the term (e.g. life or fixed term) of each honorary membership as individual cases, and shall determine the number of honorary memberships that are appropriate to the Society at any one time.
- Honorary membership of the Society shall confer all the rights and the privileges of ordinary membership without financial obligation

5.2 Subscriptions

- The Society at the Annual General Meeting shall determine the subscription payable annually to sustain membership.
- Annual subscriptions shall be due following AGM in July each calendar year. Subscriptions will be for a period of membership ending on the Thirtieth day of June in the following calendar year.
- Any member whose subscription is outstanding for more than twenty four months after the due date for Payment shall cease to be a member of the society, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.
- The Committee of Management shall be empowered to remit all or part of the annual subscription to members who make application on one or more of the following grounds:

- (a) They are undergraduate students;
- (b) They are continuously absent from South Australia for more than half of one financial year;
- (c) They are retired persons or unemployed persons.

5.3 Resignations

A member who wishes to resign from the Society may terminate their membership by submitting a written resignation to the Committee of Management. The resignation shall be accepted provided that the member's subscription is not in arrears, when the Committee may refuse to accept it until the amount due has been paid.

5.4 Expulsion of a member

- Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the society.
- Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- It shall be open to a member to appeal the expulsion to the society at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the society within 14 days after the determination of the committee has been communicated to the member.
- In the event of an appeal under 5.4d above, the appellant's membership of the society shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the society in general meeting after the appellant has been heard by the members of the society, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of members

A register of members must be kept and contain:

- The name and address of each member
- The date on which each member was admitted to the society, and
- If applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1 Powers and duties

a. The affairs of the society shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such

things as are within the objects of the society, and are not by the Act or by these rules required to be done by the society in general meetings.

b. The committee has the management and control of the funds and other property of the society.

c. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the society on which these rules are silent.

d. The committee shall appoint a public officer as required by the Act. The Public officer of the Society may hold any other office in the Society other than that of Auditor, and they shall hold the position of Public Officer concurrently with another Office of the Society and as a member of the Committee.

Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with:

Consumer and Business Services,
Chesser House, 91-97 Grenfell Street, Adelaide 5000;
Postal address: GPO Box 1719, Adelaide 5001.

e. The committee through the appointment of an editor shall prepare and arrange the distribution of a newsletter following each general meeting. The Editor shall prepare and distribute those documents and materials which the Committee of Management deem to be publications of the Society.

f. Except under unavoidable circumstances, the Committee shall convene a minimum of two committee meetings and four general meetings in each twelve calendar months. At its discretion the committee may arrange a Field day of the Society or similar activity.

6.2 Appointment

a. The committee shall be comprised of a President, Vice-President, Immediate Past President, Secretary, Treasurer, Editor and not less than five elected committee members.

b. A committee member shall be a financial member of the society.

c. The positions of office of

- President,
- Vice-President,
- Secretary,
- Editor and
- Treasurer

will be for a period of two consecutive annual ordinary terms. The Immediate Past President will be expected to serve for a minimum of one year.

Committee members shall remain eligible for election to office at each Annual General Meeting.

All positions serve from the AGM in July each year.

d. The position of President (and subsequently Vice-President) shall be shared from the backgrounds of – Grower, Researcher and member of the Agricultural Industry – on rotation and as equally as can be feasibly achieved.

e. The Committee subject to any direction from a general meeting of the Society, shall carry out the management and the administration of the Society and its funds and its property holdings and its leases and its investments and its contracts by direction to an Officer of the Society or to any sub-committee appointed for a purpose.

f. A retiring committee member shall be eligible to stand for re-election with nomination. Other persons shall be eligible to stand for election if a member of the society has nominated that person prior to the Annual General Meeting to the secretary of the society. The nomination shall be signed by the proposer and by the nominee.

g. Notice of all persons seeking election to the committee shall be given to all members of the society with the notice calling the meeting or at the meeting at which the election is to take place.

h. The committee may appoint a person to fill a casual vacancy or co-opt a member as deemed necessary by the committee. Such a committee member shall hold office until the next annual general meeting of the society and shall be eligible for election to the committee without nomination.

6.3 Proceedings of committee

a. The committee shall meet as often as may be required to conduct the business of the Association (but not less than twice each year) and the President or Secretary or any other three Members of the committee have the power to call a meeting of the committee at any time, upon reasonable (minimum of 1 week) notice to the Members of the Committee.

b. The committee shall meet either face to face, by teleconference or by electronic communication as agreed to be members of the committee.

c. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

d. A quorum for a meeting of the committee shall be one half of the members of the committee.

e. The President will chair all meetings of the committee but if for any reason the President is unable or unwilling to act, the Vice President will chair those meetings. If the President and the Vice President are unable or unwilling to act as chair of a meeting, the Members of the Committee present must elect from those present a person to chair the meeting.

f. Where possible the Secretary must send to each Member of the Committee written notice of a Committee meeting at least seven days before the date of such meeting, but the accidental omission to give any Member of the Committee, or the non-receipt by any Member of the Committee, of any notice required by this Constitution will not invalidate or affect any proceedings at that Committee meeting.

g. The Committee has the power to delegate any of its powers to a sub- committee to deal with any particular matter or matters upon terms determined by the Committee, provided that the President and the Secretary must be ex officio members of all sub- committees.

h. The Committee has the power to co-opt advisers to the Committee who are entitled to attend meetings of the Committee but shall not be entitled to vote.

i. All acts or decisions done or made by any Member or Members of the Committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of that member or those members, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in bad faith.

j. Any resolution initiated by the Committee and agreed to in writing (paper or electronically) by not less than three quarters of the Committee shall have the same effect as a resolution passed at a duly convened meeting of the Committee. Agreement to any such resolution may be communicated by facsimile or electronically. Every such resolution shall be recorded in the minute book of the Society by the Secretary.

k. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the society must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the society.

l. Any Member of the Committee may resign by notice in writing to the Secretary or the President.

6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- Disqualified from being a committee member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than four meetings in a financial year

7. The seal

The society shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall remain in the custody of the secretary.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Society. The affixing of the seal shall be witnessed by witness e.g. the president and the secretary.

8. Meetings

8.1 Crop Science Meetings

- The Society shall meet in the State of South Australia when convened by the Committee of Management giving notice to members of the time, place and agenda of the business.

- General meetings of the Society shall be held to enable members to transact the general business of the Society and to participate in learned discussion.
- Public meetings of the Society shall be held to enable members of the public to participate in learned discussion by invitation.
- Field Days of the Society shall be held to visit agricultural areas of the State of South Australia for the purposes of inspecting crops in the field in conjunction with conducting General or Public meetings of the Society.
- Committee meetings of the Society shall be held to enable the Committee of Management to regulate the management and the administration of the affairs of the Society.
- A register of those attending the meeting shall be kept in an appropriate book and shall form part of the minutes of the meeting.

8.2 Annual general meetings

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The order of the business at the meeting shall be:
 - i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii. The Presidents Report
 - iii. The Treasurers Report
 - iv. The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - v. The election of committee members
 - vi. The appointment of auditors (if required - see rule 11.5)
 - vii. Any other business requiring consideration by the society in general meeting.

8.3 Special general meeting

- a. The committee may call a special general meeting of the society at any time.
- b. Upon a requisition in writing of not less than 10% of the total number of members of the society, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the society.

8.4 Notice of general meetings

- a. Subject to 8.4b, at least 7 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of the AGM or a meeting at which a special resolution is to be proposed shall be given at least 14 days prior to the date of the meeting.

- c. A notice may be given by the society to any member by serving the member with the notice personally, or by sending it by post or electronically to the address appearing in the register of members.
- d. Where a notice is sent by post or electronic means:
 - i. The service is effected by properly addressing, prepaying and posting a letter or electronic mail containing the notice, and
 - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or electronic mail would be delivered in the ordinary course of delivery.

8.5 Proceedings at Annual and Special General Meetings

- a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned the same day in the next month, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum. Business Services
- c. Subject to 8.5d, the president shall preside as chairperson at a general meeting of the society.
- d. If the president is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.6 Voting at general meetings

- a. Subject to these rules, every member of the society has only one vote at a meeting of the society.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the society, to represent it at a particular general meeting or at all general meetings of the society. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the society for all purposes until the authority to represent the corporate member is revoked.

8.7 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.8 Special and ordinary resolutions

- a. A special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.9 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the society to be their proxy, and attend and vote at any general meeting of the society.

8.10 Sub Committees

- The Society or the Committee may establish Sub- committees for the examination of subjects as may be deemed necessary from time to time.
- Each Sub-committee shall report progress of its meetings to the Committee and disband on rendering a Final Report to the Annual General Meeting of the Society. If the work of a Sub-committee is not final by the Annual General Meeting, the Society shall deliberate upon the appointment of a new Sub-committee of like purpose.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the society and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the society or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - i. A member and another member
 - ii. a member and the society.
- b. 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.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the society, the rules of natural justice must be observed Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated society or by a former member expelled from the society (provided that the application is made within six months of the expulsion), who believes that the affairs of the society are being conducted in a manner that is oppressive or unreasonable.

11. Financial reporting

11.1 Financial year

The first financial year of the society shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the society in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4 Appointment of auditor

The Auditor being a person not a member of the Committee of Management nor the Public Officer, shall be appointed by the Committee of Management to audit the balance sheet and the financial records of the Society. The Auditor's Report shall be presented to the committee Meeting prior to the AGM and to the Annual General Meeting of the Society. At each annual general meeting, the members shall appoint a person to be auditor of the society.

12. Prohibition against securing profits for members

The income and capital 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 members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the society. Section 55 of the Act provides a prohibition against securing profits for members.

13. Winding up

The society may be wound up in the manner provided for in the Act.

The Society may, by resolution passed in accordance with its Rules, determine to transfer all its property both real and personal to any other body, whether corporate or unincorporated, formed for promoting objects similar to its own. Any such transfer of property proposed by the Society shall comply with the requirements of Part V of the Associations Incorporation Act, 1985 of South Australia.

14. Application of surplus assets

a. If after the winding up of the society there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

The society may determine to distribute surplus assets to nominated charities.

b. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15. Amendments to the Constitution

- a) The Society shall have the right to frame Rules to regulate the conduct of its meetings and of its business and to change the constitution.
 - The Rules of the Society may be altered, amended, deleted or added to at an ordinary general meeting of the Society provided that notice of the text of the proposed resolution to alter the Rules has been given at the preceding ordinary general meeting, and that the text of the proposed change has been circulated to all members with the notice of meeting. The registered rules shall bind the society and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

- b) The Constitution of the Society may be altered, amended, deleted or added to only at a special general meeting called for that purpose.
 - The text of the proposed resolution to alter the Constitution must be signed by not less than five members of the Society, and the notice of the proposed change shall be circulated to all members of the Society not less than twenty eight days prior to the special general meeting being called.
 - The alterations of the Constitution may be amended by resolution of the members by a majority of not less than three quarters of the members present at the special general meeting called for that purpose or annual general meeting.
 - Only financial Members who are present in person, may vote with respect to the resolution .
 - The accidental omission to give and the non-receipt of notice of any amendment by any Member shall not invalidate any amendment duly passed at a general meeting .
 - A copy of every amendment to this Constitution must be given to the commissioner of Corporate Affairs , Adelaide.