

CONSTITUTION
of
MACARTHUR ASTRONOMICAL SOCIETY
Incorporated

Registered as an Association by the NSW Office of Fair Trading on the 18th June 1996.

Registration Number Y2418036

AMENDMENT	DETAILS	ADOPTED	REGISTERED	EFFECTIVE
1	Constitution rewritten	AGM 18th April 2011	DOFT 29th April 2011	1st June 2011
2	Clauses 4.2 & 4.3 rewritten	AGM 24th April 2017	DOFT 16th May 2017	24th April 2017
3	Clauses 4.1,4.7,5.1 & 7 rewritten SM	11th January 2021		

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1. DEFINITIONS

1.1 Name

The name of the organisation shall be 'Macarthur Astronomical Society Incorporated' hereinafter referred to as the Society.

1.2 General Definitions

In this document:

Ordinary member means a member of the Society who is not an office-bearer of the Society, as referred to in clause 5.1(a).

Secretary means the person holding office under this constitution as secretary of the Society, who shall also be the Public Officer of the Society.

Annual General Meeting means a meeting of the membership to conduct formal business including receiving annual reports for the previous financial year and electing office-bearers for the next twelve months.

Special General meeting means a meeting of the membership to conduct formal business.

Ordinary General Meeting means a meeting of the membership for the purpose of informal discussion and workshops and to provide a platform for guest speakers.

General Meeting means an Annual General Meeting, a Special General Meeting or an Ordinary General Meeting.

Management Committee Meeting means a meeting of the office-bearers to manage the affairs of the Society.

1.3 Functions

In this document, a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2. OBJECTIVES

2.1 To foster the science of Astronomy

2.2 To organise observational field nights for the purpose of carrying out astronomical observation.

2.3 To assist and give advice regarding astronomical instrumentation.

2.4 To participate in / co-operate with other scientific societies and groups with a similar scientific interest in astronomy.

3. POWERS

The powers of the Society are:

3.1 To subscribe to become a member of and co-operate with any other association, club or organisation whether incorporated or not, whose objectives are altogether or in part similar to those of the Society, provided that the objectives of said association, club or organisation are consistent with clause 7.

3.2 In furtherance of the objectives of the Society to buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for the members of the Society or persons frequenting the Society's premises.

3.3 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements property, real and personal, and any rights and privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objectives of the Society: Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with same manner as is allowed by law having regard to such trust.

3.4 To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects or the exercise of the powers of the Society; to obtain from any such government or authority any rights, privileges or concessions which the Society may find it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

3.5 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Society.

3.6 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures, or other securities of the Society or in or about the Society or promotion of the incorporated Society or in the furtherance of it's objectives.

3.7 To construct, improve, maintain, develop, work, manage, carry out alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carry out, alteration, or control thereof.

3.8 To invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit.

3.9 To take or otherwise require and hold shares, debentures or other securities of any company or body corporate.

3.10 To further the objectives of the Society to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or

the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

3.11 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrow or to be borrowed alone or with others as aforesaid by notes secured or unsecured debentures or debenture stock or otherwise, or by mortgage

charge, lien or other security upon the whole or any part of the Society's property or assets present or future and to purchase, redeem or pay off any such securities.

3.12 To draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

3.13 In furtherance of the objectives of the Society to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.

3.14 To make or hold mortgages liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchases and others.

3.15 To take any gift of property whether subject to any special trust or not, for any one or more of the objectives of the Society but subject always to the provision of clause 3.3.

3.16 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise.

3.17 To publish any electronic or printed material the Society may think desirable for the promotion of its objectives.

3.18 To do all such things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Society.

3.19 To appoint honorary patrons to enhance the scientific reputation of the Society; or for other reasons deemed beneficial to the Society.

4. MEMBERSHIP and FEES

4.1 Membership of the Society Shall consist of ordinary members of any of the following classes:

- i) Full member
- ii) Family Member
- iii) Student Member
- iv) Pensioner Member
- v) Associate Member
- vi) Honorary Member

These memberships are unlimited in number. Resources are available to members for use after a qualifying period of time as set by the committee. Membership is restricted to individuals as described in this clause, one membership per person and families as described in this clause. Companies, institutions, charities, societies, clubs and other organisations are barred from membership.

a) Full membership is for a person who has attained the age of 18 or over. They shall be entitled to voting rights and access all the Society's functions and facilities upon payment of such membership fee as may be charged.

b) Family membership is open to couples, parents and legal guardians, and their dependent children under the age of eighteen. Voting rights are limited to two adults.

c) Student membership is open for any person 18 years and over who is studying full-time. Student membership includes voting rights. When qualification for student membership is no longer held, the student member will transfer to full membership at the beginning of the next financial year.

d) Pensioner membership is open for any person who is receiving a government support or aged pension and/or is a retired person sixty years old or over. Pensioner membership includes voting rights.

e) Associate members may partake in all club activities except for elections and standing for office. An Associate member may only hold this type of membership with approval of the management committee.

f) An honorary membership may be conferred upon a person by the management committee who in the opinion of the committee, has rendered valuable service to Astronomy and the advancement of the Society. Honorary members have the same rights as full members.

4.2 Membership Fees

(a) An applicant for membership of the Society shall prior to admission pay to the Society the joining fee as determined by the committee in accordance with the constitution and by-laws.

(b) In addition to the joining fee an applicant for membership of the Society shall pay to the Society an annual membership fee for the sum as determined by the committee in accordance with the constitution and by-laws.

(c) The annual membership fee shall fall due on the first day of the Society's new financial year or as determined by the by-laws.

(d) A member whose subscription has fallen two months in arrears will cease to be a member and will not be reinstated until a joining fee and full arrears has been paid, unless extenuating circumstances can be substantiated.

(e) The joining date for new members is deemed to be the date of formal acceptance of the application by the Management Committee.

(f) Membership fees and joining fees are non-refundable, unless extenuating circumstances can be substantiated or unless the member's initial application for membership is rejected.

4.3 Admission and Rejection of Members

(a) Every applicant for admission to membership of the Society shall complete and sign the membership application form and forward, together with the current joining fee plus annual (or pro rata) fee, to the Membership Officer (MO), by mail or electronically. The MO will pass any monies received to the Treasurer.

(b) The MO shall submit every application to the other Management Committee members by e-mail, requesting their vote for or against.

The Management Committee members shall cast their vote within 48 hours to the MO. Any member can ask for any application to be referred to the next Management Committee meeting for a review.

If no referral is requested, a simple majority vote is sufficient to accept or reject an application.

(c) Successful applicant(s) shall be notified by the MO of the acceptance to their class of membership, by e-mail.

(d) Any unsuccessful applicant(s) will be advised by the MO and monies returned by the Treasurer.

4.4 Termination of Membership

a) A member may resign or terminate membership from the Society at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

b) If a member-

(i) is convicted of an indictable offence: or

(ii) fails to comply with any of the provisions of this constitution; or

(iii) is guilty of conduct considered to be injurious or prejudicial to the character or interests of the Society;

the Management Committee shall consider whether the membership shall be terminated.

c) The member concerned shall be given a full and fair opportunity to present a case and if the Management Committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

d) A member who gives notice in writing that current membership will not be renewed shall cease to be a member after the last day of the old financial year or on the date of receipt by the secretary of such notice, whichever is the latter.

4.5 Appeal Against Rejection or Termination of Membership

a) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of intention to appeal against the decision of the Management Committee.

b) Upon receipt of a notification of an intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by the secretary of such notice, a Special General Meeting to determine the appeal. At any such meeting the applicant or member shall be given the opportunity to fully present a case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting a case. The appeal shall be determined by the vote of the members present at such a meeting.

c) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

4.6 Register of Members

a) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Society and the dates of their admission.

b) Particulars shall also be entered into the register, of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee of the members at any General Meeting may require from time to time.

c) The register of membership names shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

4.7 Voting Rights at Meetings of the Society

Voting rights conferred by clause 4.1 may only be exercised at a meeting called under clause 6 by registered financial members eighteen years and older, whose memberships have been formally accepted under clause 4.3 and who are financially paid up prior to the commencement of the meeting.

5. MANAGEMENT COMMITTEE

5.1 Membership of Management Committee

a) The Management Committee of the Society shall consist of President, Vice President, Secretary, Treasurer and such number of other committee members as provided in the By-Laws, all of whom shall be members of the Society and 18 years or older.

b) At the Annual General Meeting of the Society, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

c) The election of officers and other members of the Management Committee shall take place in the following manner;-

(i) Any two members of the Society shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;

(ii) The nomination, which shall be in writing and signed by the member and a proposer and seconder, shall be lodged with the secretary at least fourteen days before the Annual General Meeting at which the election is to take place;

(iii) A list of the candidates names in alphabetical order, with proposers and seconders names shall be made available to the membership at least seven days immediately preceding the Annual General Meeting.

(iv) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(v) An election for membership of the Management Committee shall be carried out by a secret ballot of the members present at the meeting. The successful candidate shall receive at least 50% +1 of the total formal votes cast.

d) Should, at the commencement of such a meeting, there be insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

e) All Management Committee Members have an obligation to attend Committee Meetings. In the event of a Committee Member not attending three consecutive Committee Meetings their position on the Committee will be vacated.

5.2 Resignation or Removal from Management Committee

a) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at

the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

b) The Society in Special General Meeting may by resolution remove any member of the management committee from the office held by the member before the expiration of the member's term of office and may by resolution elect another member to hold office until the expiration of the term of office of the member so removed.

c) A member of the management committee subjected to a proposed resolution of removal from office, may make reasonable representations in writing to the secretary requesting that the representation be transmitted to the ordinary members and/or read out at the meeting at which the resolution is considered. The secretary shall transmit a copy of the representations to each ordinary member and/or read it to the Special General Meeting prior to the motion being put to a vote.

5.3 Vacancies on Management Committee

a) The Management Committee shall have power at any time to appoint any member of the Society to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

b) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this constitution as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a Special General Meeting of the Society, but for no other purpose.

5.4 Functions of the Management Committee

a) Except as otherwise provided by this constitution and subject to resolution of the members of the Society carried at any Special General Meeting the Management Committee:

(i) shall have the general control and management of the administration of the affairs, property and funds of the Society; and

(ii) shall have authority to interpret the meaning of this constitution and any matter relating to the Society on which this constitution is silent.

(iii) shall determine the duties of office bearers in the by-laws.

b) The Management Committee may exercise all the powers of The Society:

(i) to borrow or raise or secure the payment of money in such a manner as the members of the Society may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Society's property, both present and future, and to purchase, redeem or pay off any such securities.

(ii) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers of New South Wales for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Society, and to provide and pay off any such securities; and

(iii) To invest in such manner as the members of the Society may from time to time determine.

5.5 Meetings of the Management Committee

a) The Management Committee shall meet monthly at least ten times per year to exercise its functions. The time of a Management Committee Meeting shall not coincide with the time of an Ordinary General Meeting. The proceedings of the meeting shall be minuted by the secretary.

b) A Special Meeting of the Management Committee shall be convened by the secretary on requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted thereat.

c) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as to the close of the last General Meeting of the members, shall constitute a quorum.

d) Subject to this constitution, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

e) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Society in which the member holds an interest or any matter arising therefrom, and if the member does so vote shall not be counted.

5.6 Sub-Committees

The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Society as the Management Committee thinks fit. A sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee. Any sub-committee may elect a member to chair its meetings. If no such Chairperson is elected or if the Chairperson is not present within ten minutes after the appointed time of the meeting, the members present may choose one of their number to chair the meeting. A sub-committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes, in the case of equality of votes, the question shall be deemed to be decided in the negative.

6. MEETINGS

6.1 Annual General Meetings

The Annual General Meeting shall be held within six months of the close of the financial year. The business to be transacted at every Annual General Meeting shall be:-

a) The receiving of minutes of the previous Annual General Meeting, Management Committee reports and the statement of income and expenditure, assets and liabilities and mortgages, charges securities affecting the properties of the Society for the preceding financial year;

b) Receiving the auditor's report upon the books and accounts for the preceding financial year;

c) The election of the Management Committee.

6.2 Special General Meetings

The Secretary shall convene a Special General Meeting:

- a) when directed to do so by the Management Committee; or
- b) on the requisition in writing signed by not less than one third of the members presently on the management committee or not less than the ordinary members of the Society which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

6.3 Ordinary General Meetings

Ordinary General Meetings shall be convened monthly at least ten times per year or at such other times deemed appropriate by the Management Committee.

6.4 General Meetings

- a) At any General Meeting the number of members required to constitute a quorum shall be double the number of members on the Management Committee plus one.
- b) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- c) If within half an hour from the time appointed for the commencement of the meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Society, shall lapse. In any other case it shall stand adjourned to the same day, in the next week, at the same time and place, or to such other time and place as the Management Committee may determine, and if at the adjourned meeting the quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- d) The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned, notice shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- e) The secretary shall convene all General Meetings of the Society by giving not less than 14 days notice of any such meeting to members of the Society.
- f) The manner by which such notice shall be given shall be determined by the Management Committee: provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of membership by the management committee shall clearly state the nature of the business to be discussed thereat.
- g) Unless otherwise provided by this constitution, at every General Meeting:
 - (i) The President shall preside as chairperson or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the

Vice-president shall be the chairperson or if the Vice-president is not present then the members present shall elect one of their number to be chairperson of the meeting;

(ii) The chairperson shall maintain order and conduct the meeting in a proper and orderly manner;

(iii) Every question, matter or resolution shall be decided by a majority of votes of the members present.

(iv) Subject to clause 4.7, every member present shall be entitled to one vote and in the case of equality of votes the chairperson shall have a second or casting vote:

(v) Except as provided elsewhere in this constitution, voting shall be a show of hands, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct a secret ballot in such manner as the chairperson shall determine and the result of the ballot, as declared by the chairperson, shall be deemed to be the resolution of the meeting at which the ballot was demanded.

(vi) The Secretary shall minute Annual General Meetings, Special General Meetings and any formal business proceedings carried out at Ordinary General Meetings.

7. FUNDS and ACCOUNTS

a) The funds of the Society shall be deposited in the name of the Society in such bank or non-bank financial institution as the Management Committee may from time to time direct.

b) Computerised accounts shall be kept in accordance with applicable accounting standards and other mandatory professional and statutory reporting requirements, in the English language, showing correctly the financial affairs of the Society and the particulars usually shown in books of a like nature.

c) All expenditure shall be approved or ratified at a Management Committee Meeting.

d) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:-

(i) The income and expenditure for the financial year just ended; and

(ii) The assets and liabilities and of the Society at the close of that year.

e) All such statements shall be examined by the auditor who shall present a report upon such audit to the secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

f) The monies and property of the Society shall be used and applied solely in promotion of its objectives and in exercise of its powers as set out in this Constitution. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Society.

g) No member shall incur, promise or agree to any arrangement, contract or undertaking that will result in monies being paid by the Society and/or services being rendered by or to the Society unless previously approved in writing by the Management Committee.

h) Except for minor expenses necessarily incurred in the normal duties of members of the Management committee or appointed officers, no monies shall be paid, distributed or transferred directly or indirectly by

any means to or amongst members of the Society or an outside entity providing services to the Society unless previously approved in writing by the Management Committee.

8. DOCUMENTS

a) The Management Committee shall provide for the safe custody of books, documents, computer files, website, instruments of title and securities of the Society.

b) Destruction or disposal of records and assets must be authorised by the management committee.

9. FINANCIAL YEAR

The financial year of the Society shall close on last day of February in each year.

10. BYLAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with this constitution, for the internal management of the Society and any by-law may be set aside by a Special Meeting of members.

11. ALTERATION to CONSTITUTION

a) Subject to provisions of Government Acts, this constitution may be amended, rescinded or added to by resolution carried at any Annual or Special Meeting; provided that no such amendment, rescission or addition shall be valid until approved by the government department controlling such matters.

b) One months notice shall be given to ordinary members concerning any proposed changes to the constitution. Such notice shall be displayed in the Society's Journal and on the website and sent electronically using the most recent contact address provided by each member.

c) A resolution to change the constitution shall be deemed carried if it at least seventy five per cent of the members at the meeting vote in favour of it.

12. DISSOLUTION

The Society may be dissolved by the affirmative vote of two thirds of the adult members present and entitled to vote at a Special General Meeting called for that purpose. Should the number of adult members fall below five (5) the Society shall forthwith be dissolved. The dissolution shall be executed in accordance with the the relevant Acts of Parliament governing associations.

13. DISTRIBUTION of SURPLUS ASSETS

Following dissolution, if there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of Macarthur Astronomical Society Inc.