

# Constitution of the Australasian Neuroscience Society

Revised: 5 December 2018

## 1. Name

- 1.1 The name of the Society shall be the Australasian Neuroscience Society Incorporated (hereinafter called the Society).

## 2. Object

- 2.1 The primary object of the Society shall be the advancement of the neurosciences by facilitating the dissemination of information pertaining to neuroscience, in teaching and research, by conducting meetings, seminars and lectures at local and national levels.
- 2.2 An additional object is the actual undertaking of research for the benefit of Australia and New Zealand, by clarifying the actions of the nervous system and how diseases of the nervous system can be treated. This may take the form of presenting novel data at workshops and / or the publishing of novel data generated by members of the Society.
- 2.3 The Society shall engage in the advocacy and promotion of neuroscience for the benefit of its members. This may be by appointing a member of the Society to represent the interests of the Society on Councils or Boards of other societies or to engage in advocacy strategies as required by the Society.

## 3. Membership

- 3.1 There shall be four classes of Members of the Society – Ordinary, Honorary, Student and Sustaining.
- 3.2 All persons interested in neuroscience shall be eligible for Ordinary Membership of the Society. A person shall be an Ordinary Member upon payment of an annual subscription of such amount as is from time to time determined by Council.
- 3.3 Distinguished neuroscientists who have rendered notable service to the Society shall be eligible for Honorary Membership of the Society. Candidates for election must be nominated by Council and be elected by a majority of Members voting at an Annual General Meeting of the Society. Honorary Membership shall be tenable for the lifetime of the Member.
- 3.4 Sustaining Membership of the Society shall be open to any interested organisation upon payment of an annual subscription as is from time to time determined by Council.
- 3.5 The privileges of Sustaining Members shall be 1. to be listed in publications distributed within the Society; 2. to designate one representative to act on its behalf as an individual Member of the Society for the purpose of voting and exercising other privileges; 3. to exhibit its products at meetings of the Society upon conditions to be determined by the Council.
- 3.6 The Society does not undertake to discipline its members.

## 4. Executive

- 4.1 The Executive of the Society shall be the President, the Secretary, the Treasurer and the Conference Executive Chair and, as required by the Executive, the elected positions as described in 4.2, 4.3 and 4.5.
- 4.2 The office of President shall, upon the retirement of the previous President, be assumed by the person who occupies the office of President-elect. The President shall hold office for two years, and will then be Past-President for one year.

## **Constitution of the Australasian Neuroscience Society**

- 4.3 The position of President-elect shall be filled by election to take effect one year before the due date for the retirement of the President.
- 4.4 The Secretary, Treasurer and Conference Executive Chair shall hold those offices for two years and shall be eligible for re-election, provided they shall not serve for a continuous period of more than six years. A 'year' is defined as the period between two subsequent Annual General Meetings.
- 4.5 As deemed appropriate by the Executive, the election of incoming Secretary, Treasurer and Conference Executive Chair may take effect one year before the due date of the retirement of the incumbent of these positions, allowing the positions of Secretary-elect, Treasurer-elect and Conference Executive Chair-elect to be occupied for up to one year.

### **5. Council**

- 5.1 The Society shall have a Council consisting of: 1. The Executive; 2. Elected positions described in 4.2 and 4.3; 3. Additional members elected by the Society to fill positions required to conduct the business of the Society including Council Members known as "Regional Representatives", who will be the respective representatives of the States of Australia, the Australian Capital Territory and New Zealand. 4. A Postgraduate Student Representative and a Neuroscience Research Professional Representative who will represent postgraduate student members and members who are professional neuroscience researchers but not senior group leaders, respectively.
- 5.2 Subject to this Constitution and to decisions of the Annual General Meeting, the Council shall be responsible for the conduct of the business of the Society and shall have power: 1. to make and amend rules for the conduct of the business of the Council; 2. to co-opt as members for the time being of the Council such Members of the Society, not exceeding three, as the Council deems fit.
- 5.3 Regional Representatives and the Neuroscience Research Professional Representative shall hold office for two years and shall be eligible for re-election for two, but not more than two, succeeding years. The Postgraduate Student Representative shall hold office for one year and shall be eligible for re-election for a further year.
- 5.4 The Officers and other members of the Council shall all serve in an honorary capacity.
- 5.5 The quorum for a meeting of the Council shall be six members of the Council.
- 5.6 The Council will also form a Research Committee, comprised of Council members. At least five members of this committee must be appropriately qualified (PhD, MD) or have held previous professional appointments in the broad area of neuroscience research, or have received approval to be a member from the approving authority. Subsequent changes to the membership of the research committee require the written approval of the approving authority prior to the change taking effect.

### **6. Public Officer**

- 6.1 The Council shall appoint a person who is resident in the Australian Capital Territory to be Public Officer of the Society for the purposes of the Associations Incorporation Ordinance.
- 6.2 The Public Officer shall be deemed to have vacated his office if he: (a) ceases to be resident in the Australian Capital Territory, or (b) he is removed from office by resolution of Council.
- 6.3 If for any reason the office of Public Officer shall become vacant the Council shall, within fourteen (14) days after it becomes vacant, appoint another qualified as aforesaid to fill that vacancy.

## **Constitution of the Australasian Neuroscience Society**

- 6.4 The Public Officer shall, within fourteen (14) days after his appointment, give notice in writing to the Registrar of Companies in the Australian Capital Territory of his appointment and of his full name and residential address. If at any time the Public Officer changes his address within the said Territory he shall, within fourteen (14) days after the change, give notice in writing to the said Registrar.
- 6.5 The Public Officer shall maintain a register of the members of the Society.
- 6.6 The Public Officer shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Society, cause to be inserted in a newspaper published daily in the Australian Capital Territory an advertisement specifying the place, day and time for the holding of the meeting.
- 6.7 The Public Officer shall, within one (1) month after the preparation of the Income and Expenditure Statement and the Balance Sheet, file with the Registrar of Companies of the Australian Capital Territory copies thereof certified to be correct by the Auditor.

### **7. Elections**

- 7.1 Subject to this clause 7, the Executive and other members of the Council shall be elected by a ballot of all Members of the Society which shall be held in the month preceding the Annual General Meeting of the Society, so as to enable new Officers and other members to assume office immediately following the meeting.
- 7.2 In the case of a Regional Representative the ballot shall be of the members of the Society for the time being resident in the Region which the member of the Council will represent.
- 7.3 An Executive or other member of the Council who ceases to hold an office or position shall not, except as expressly provided in this Constitution, be eligible for re-election to that office until the expiration of five years after ceasing to hold the office or position.
- 7.4 In the event of a casual vacancy (other than a vacancy in the office of President-elect), the Council shall appoint a Member of the Society as an Executive or other member of the Council to fill the vacancy. The appointee shall serve for the remainder of the term of the office or position and during that time shall assume the full privileges and responsibilities of the office or position. If the vacancy is in the office of President, the Council shall appoint the Past-President or the President-elect, as the case may be, and the appointee shall hold office until the next annual election whereupon the office shall be filled by election or by the assumption of office by the President-elect, as the case may require; in either event, the Past-President last holding office shall continue in that office for a further year after the filling of the office of President.

### **8. Local Committees**

- 8.1 The Members of the Society resident in a State, the Australian Capital Territory or the North and South Islands of New Zealand may form a Local Committee for the purpose of organising local and national meetings of the Society in that State, Territory or region, respectively.
- 8.2 The relevant Regional Representative shall, ex officio, be treasurer of the Local Committee subject to approval by the treasurer of the Society. The Local Committee shall comprise a Chair appointed by Council, the treasurer, and such other Members of the Society in that State, Territory or region as agreed by Council. Local Committee membership is to be balanced in terms of career stage, gender, scientific interest and institutional membership.
- 8.3 A Local Committee shall be entitled to receive from the funds of the Society such amounts as the Council from time to time allocates. The Committee shall maintain proper records of the receipt and expenditure of the monies so allocated and shall account for the monies according to the directions of the Council.

# Constitution of the Australasian Neuroscience Society

## 9. Finance and Property

- 9.1 The funds of the Society shall be deposited in a bank account on behalf and in the name of the Society.
- 9.2 The Treasurer shall be responsible for, and shall keep proper accounts of, all monies due or payable by the Society. Once at least in each financial year of the Society, which will end on 30 June, the accounts of the Society shall be examined by the Auditor. The Auditor shall certify as the correctness of the accounts.
- 9.3
1. At each Annual General Meeting of the Society the members present shall appoint a person who is not a member or the Public Officer of the Society to be the Auditor of the Society.
  2. A person so appointed shall hold office until the Annual General Meeting next after that at which he is appointed and is eligible for re-appointment.
  3. If an appointment is not made at an Annual General Meeting or if a casual vacancy occurs in the office of the Auditor the Council may appoint a person as the Auditor and the person so appointed shall hold office until the next Annual General Meeting.
- 9.4 Payments by the Society shall be authorised by any two of four from amongst the President, the Treasurer and the Secretary and a nominated State Representative.
- 9.5
1. The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects and purposes of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Society.
  2. The Society shall not - (a) appoint a person who is a member of the Council to any office in the gift of the Society to the holder of which there is payable any remuneration by way of salary, fees or allowances: or (b) pay to any such person any remuneration or other benefit in money or monies worth (other than repayment of out-of-pocket expenses).
  3. Nothing in the foregoing provisions of this Rule prevents the payment in good faith to a servant or any member of the Society of: (a) honoraria associated with a Prize or Award of the Society. (b) remuneration in return for services actually rendered to the Society by the servant or member or for goods supplied to the Society by the Servant or member in the ordinary course of business; (c) interest at current bank overdraft rate on money lent; or (d) a reasonable and proper sum by way of rent for premises let to the Society by the servant or member.
- 9.6 Members shall not be liable to contribute towards payment of the debts and liabilities of the Society upon a winding up or the costs, charges and expenses of such a winding up.
- 9.7 The Society will establish a Research (Gift) Fund Account to be used exclusively for scientific research purposes. All gifts for which income tax deductions are sought must be paid into this account. The money and property of the research fund must be clearly separate from that of the rest of the approved research institute and accounted for accordingly.

The Society will maintain for the sole purpose of research a Gift Fund:

- a) to which gifts of money or property for that purpose are to be made
- b) to which any money received by the Society because of those gifts is to be credited; and
- c) that does not receive any other money or property.

The Society must use the following only for the principal purpose of the Trust: a) gifts made to the Gift Fund; b) any money received because of those gifts.

# Constitution of the Australasian Neuroscience Society

Where gifts of money, property or benefits are received, receipt must be issued which state:

- a) the name of the Australasian Neuroscience Society
- b) the Australian Business Number of the Australasian Neuroscience Society
- c) the fact that the receipt is for a gift; and;
- d) the value of the gift

At the first instance of:

- a) the winding up of the gift fund; or
- b) the Society ceasing to be an Approved Research Institute under section 30-40(1) of the ITAA 1997.

Any surplus assets of the Gift Fund must be transferred to a research fund account of another organisation in Australia which has been endorsed as an approved research institute for the purposes of the Income Tax Assessment Acts.

The Commissioner of Taxation must be notified upon winding up of the Approved Research Institute.

## 10. Publications

The Research Committee shall from time to time cause the results of all research undertaken that has received funding from the Gift Fund to be a) published in relevant scientific and technical press; b) made available to all interested parties on equal terms.

The Research Committee shall make available on equal terms to interested parties any a) licences or b) Australian patents that resulted from research that has received funding from the Gift Fund.

## 11. Non-Profit Status

The assets and income of the institution (ANS) shall be applied solely in the furtherance of its object and no portion shall be distributed directly or indirectly to the members of the institution except as *bona fide* compensation for services rendered or expenses incurred on behalf of the institution.

## 12. Annual General Meeting

- 12.1 There shall be an Annual General Meeting of the Society which shall: 1. receive a report from the Council on the activities since the previous Annual General Meeting; 2. receive an audited statement of income and expenditure and a balance sheet; and 3. conduct other business of the Society.
- 12.2 The business of the Annual General Meeting shall be brought and conducted in accordance with the Rules for the Conduct of the Annual General Meeting set out in the Schedule to this Constitution or with those Rules as amended at any time in accordance with this Constitution.
- 12.3 Subject to the preceding paragraph 10.2, the Annual General Meeting shall have power to adopt and amend by-laws for the regulation of the affairs of the Society.
- 12.4 The quorum for the Annual General Meeting shall be 50 Members of the Society and all questions shall be decided by a simple majority of Members present and voting.
- 12.5 No Member will be entitled to appoint another Member as a proxy for the purpose of voting.

# Constitution of the Australasian Neuroscience Society

## 13. Dissolution

- 13.1 The Society shall not be wound up except in accordance with section 315 of the Companies Ordinance.
- 13.2 The Society shall, upon the passing of a special resolution by a majority of at least three quarters of Members present and voting to the effect that the Society be dissolved, petition the court for an order that the Society be wound up. The said resolution may be put to members by means of a postal ballot.
- 13.3 Subject to Section 19 of the Associations Incorporating Ordinance, the surplus assets of the Society shall, upon a dissolution, be distributed in accordance with a special resolution passed by a majority of at least three quarters of Members of the Association present and voting. The said resolution shall have due regard for the objects and purposes of the Society. The said resolution may be put to members by means of a postal ballot.

## 14. Amendment

- 14.1 This Constitution, including the Rules for the Conduct of the Annual General Meeting set out in the Schedule, may be amended by a special resolution at an Annual General Meeting of the Society provided that not less than twenty-one days notice of the proposed amendment has been circulated to the Members and the resolution is passed by a three-quarters majority of the Members present and voting at the Annual General Meeting.

The Australasian Neuroscience Society may revoke, add to or vary any of the provisions of these governing documents, so long as:

- a) no part of the Gift Fund or the income of the Gift Fund becomes subject to any institution, organisation, fund or authority other than an approved scientific institution; and
- b) unless the Commissioner consents to the revocation, addition or variation:
- c) no amendment is made to or affecting the purpose of the Australasian Neuroscience Society
- d) no amendment is made which authorises the Research Committee to invest money of the Gift Fund other than in a manner in which trustees are permitted to invest under the laws of Australia or of any State or Territory of Australia
- e) The Australasian Neuroscience Society must notify the Commissioner of the amendment prior to the amendment being effected.

## 15. Review of Approval

The Executive of the Society shall on an annual basis review the Australasian Neuroscience Society's compliance as an approved research institute in terms of a) purposes b) objects and c) activities and will notify the Commissioner in writing of any variation to the approved purpose, objects or activities of the approved research institute.

## 16. Common Seal

16.1

1. The Common Seal of the Society shall be inscribed with the name of the Society and be in the safe custody of the Secretary. It shall not be affixed to any instrument of the Society except by authority of the Council and the affixing thereof shall be attested to by the signatures of two (2) Council members appointed by the Council.
2. The Secretary shall keep a register containing a list of all documents sealed with the Common Seal of the Society.

# Constitution of the Australasian Neuroscience Society

## Australasian Neuroscience Society

### SCHEDULE: RULES FOR THE CONDUCT OF THE ANNUAL GENERAL MEETING

1. The Council shall prepare an Agenda for the Annual General Meeting and shall cause to be placed on the Agenda:
  - (a) those matters required by the Constitution;
  - (b) those recommendations of the Council for discussion and decision by the meeting;
  - (c) any motion properly proposed and seconded provided that the motion is received by the Secretary at least three calendar months before the meeting.
2. The Secretary shall pre-circulate to each member of the Society a copy of the Agenda to which shall be attached or in which shall be incorporated:
  - (a) a statement prepared by the Council to support each of its recommendations;
  - (b) a statement prepared by the proposer of any motion in support of that motion;
  - (c) a statement prepared by the Council to comment upon any motion.
3. The only motions which may be accepted for consideration by the Annual General Meeting other than those prescribed in Section 1 above shall be those which are recommendations to the Council. Any such motions approved by the Annual General Meeting as a recommendation to Council shall appear as a motion on the Agenda for the following Annual General Meeting unless it has been implemented by the Council. However, members shall be free to raise any matter for general discussion.