

**The Council of Heads
of Australasian Herbaria
Incorporated**

**Names, Objective and
Constitution**

Version 8.1, May 2014

CHAH approved

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General Members

Section I – Name, Objective and Logo

1 Name

- 1.1 The name of the Association is ‘Council of Heads of Australasian Herbaria Incorporated’.

2 Objective

- 2.1 Promotion of the discovery, documentation and delivery of taxonomic, systematic and botanical knowledge and information relating to plant, algal and fungal biodiversity in its broadest sense

3 Logo

- 3.1 The logo of CHAH Inc. shall be a design accepted by resolution of a General Meeting.

Section II – Preliminaries

4 Definitions

- 4.1 In this constitution, unless a contrary intention appears:
- “**CHAH Inc.**” means Council of Heads of Australasian Herbaria Incorporated;
 - “**the Act**” means the *Associations Incorporation Act 1991 of the Australian Capital Territory*, under which CHAH is incorporated;
 - “**herbarium**” means a permanent scientific institution for the acquisition, development and management of collections of preserved plant specimens and associated information for reference and research by its own staff and others;
 - “**head**” means the administrative head responsible for and involved in the day-to-day administration of an herbarium;
 - “**council**” means the Council of CHAH Inc., which is the Committee of the Association under the Act;
 - a “**Council meeting**” is an **Annual General Meeting** or General Meeting of CHAH Inc.;
 - “**chairperson**” means the Chairperson or, where no such person holds the office, the Public Officer of the Council;
 - “**officers**” means the persons elected to the positions designated as officer positions in sub-clause 9.4;
 - “**member**” means an organisation admitted to membership as set out in clause 5 of this constitution;

- **“core members”** of Council are the principal Government herbaria based in the capital and major cities of the Commonwealth, States and Territories in Australia and New Zealand. These are:
 - State Herbarium of South Australia, Adelaide (AD)
 - Queensland Herbarium, Brisbane (BRI)
 - Australian National Herbarium, Canberra (CANB)
 - Tasmanian Herbarium, Hobart (HO)
 - National Herbarium of Victoria, Melbourne (MEL)
 - National Herbarium of New South Wales, Sydney (NSW)
 - Northern Territory Herbarium, Darwin (DNA)
 - Western Australian Herbarium, Perth (PERTH)
 - Australian Tropical Herbarium, Cairns (CNS)
 - Allan Herbarium, Christchurch (CHR)
 - Te Papa Herbarium, Wellington (WELT)
 - Auckland Museum Herbarium, Auckland (AK)
 - Australian University Network
 - New Zealand University and Regional Herbaria;
- **“general members”** of Council are herbaria or organisations or collectives of herbaria other than the core members, as listed in the Appendix to this Constitution;
- **“observers”** are representatives of organisations that are not members of CHAH Inc. that are invited by members of CHAH Inc. to attend CHAH Inc. meetings;
- **“representative”** means the head of the member organisation;
- **“deputy”** means an employee of a member organisation nominated by the representative of that organisation for the purposes outlined in sub-clause 6.4.;
- **“proxy vote”** means a vote communicated prior to a CHAH Inc. meeting explicitly indicating voting intention in relation to a specific issue to be raised;
- **“in writing”** means printed, typewritten and any other means of reproducing words in a visible form, including words on paper transmitted by facsimile;
- **“by electronic means”** means a communication by email or any other technology which would be able to be read and archived by the greater majority of the general community who have computers;
- **“financial year”** means the year ending on June 30;
- **“objective”** means the object of CHAH Inc. in the sense of the Act;
- **“organisation”** means a legal entity such as an incorporated association, trust, government agency, local government body or similar organisation;
- **“plants”** means all vascular plants, non-vascular plants and fungi;

- 4.2 The Council of Heads of Australasian Herbaria Incorporated established by this Constitution is an Association as defined in the Associations Incorporation Act 1991 of the Australian Capital Territory;
- 4.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1967 (ACT).

Section III – Membership

5 Membership: Qualifications, Application, Commencement, Termination

5.1 Membership is available to organisations at two levels, as core members and general members.

5.2 Core members

Core membership is for the principal Government herbaria based in the capital and major cities of the Commonwealth, States and Territories of Australia and New Zealand.

- (a) They will continue with that status while
- i. their primary role is to address the objectives of CHAH Inc., and
 - ii. their collections are accessible to meet these objectives.
- (b) A change in core membership of CHAH Inc. requires a Special Resolution in accordance with subclause 20.2 (b) iii.

5.3 General members

- (a) General membership is for herbaria or organisations or collectives of herbaria that:
- i. do not satisfy the requirements of core membership, and/or
 - ii. do not come under the same organisational umbrella as a core member;
- but*
- iii. have a major role in addressing the Objective of CHAH Inc., and
 - iv. their collections are accessible to meet this objective
- (b) A change in general membership of CHAH Inc. can be determined at a Council Meeting
- (c) General members representing collectives of herbaria are encouraged to share representation at CHAH Inc. meetings amongst the heads of their constituent herbaria.

- 5.4 Organisations that comply with the clauses 5-8 governing membership shall be eligible for membership of CHAH Inc.
- 5.5 Organisations meeting the requirements of sub-clauses 5.2 or 5.3 may apply to become a member of CHAH Inc. at the appropriate level. Applications shall be in writing addressed to the Chairperson. The Council shall take a decision on an application for membership of CHAH Inc. and the Council's decision shall be final.
- 5.6 If an organisation is admitted to membership of CHAH Inc. under sub-clause 5.5, this membership shall commence from the first day of the quarter in which the organisation was admitted.
- 5.7 Membership of CHAH Inc. will cease upon a member:
- (a) resigning from CHAH Inc. in accordance with sub-clause 5.8;
 - (b) being wound up or ceasing to exist for any other reason;
 - (c) being expelled from CHAH Inc.;
 - (d) no longer meeting the requirements of membership set out in sub-clauses 5.2 or 5.3;
 - (e) failing to meet financial obligations properly imposed, within six months of the imposition of those obligations (unless otherwise determined by the Council).
- 5.8 An organisation may resign from CHAH Inc. by giving notice in writing addressed to the Chairperson and such resignation will take effect 14 days after receipt of such notice by the Chairperson.
- 5.9 Resignation from CHAH Inc. shall not absolve an organisation from any financial obligations duly imposed under this Constitution.
- 6.0 A Register of Members shall be maintained by the Treasurer.
- (a) In it shall be recorded the names and addresses of all organisations that are members of CHAH Inc., their level of membership, and the dates of their admission to membership.
 - (b) The name of an organisation that ceases to be a member of CHAH Inc. for reasons listed in sub-clauses 5.7 and 5.8 shall be deleted from the Register of Members.
 - (c) The presence or absence of an organisation's name in the Register of Members shall be *prima facie* proof of that organisation's membership of CHAH Inc. or otherwise as the case may be.

6 Rights of Members and Representatives

- 6.1 Membership of CHAH Inc., or a right, entitlement or obligation associated with membership of CHAH Inc., cannot be transferred to another member or non-member and any such rights, entitlements or obligations shall terminate upon cessation of membership of CHAH Inc.
- 6.2 Representatives of members shall have the right to attend and to speak at meetings of CHAH Inc.
- 6.3 Representatives only of core members shall have the right to vote at meetings of CHAH Inc.
- 6.4 Representatives of members may appoint or nominate as deputy a member of staff to represent them in the affairs of CHAH Inc. for a prescribed period. Such a deputy shall have all rights of the representative whom he or she represents for the nominated period.
- 6.5 Representatives of members in their absence and in the absence of an appointed deputy may communicate a proxy vote in anticipation of a decision, subject to the limitations of sub-clause 24.2 (c) (voting at GMs).

7 Membership Fees and Special Levies

- 7.1 Annual subscription fees for the different levels of membership will be determined by the Council annually to apply for the following financial year and be documented in CHAH Inc. minutes.
- 7.2 Annual membership fees become due and payable on 1 July each financial year.
- 7.3 Where the membership fee for the current year has not been paid within three months of it being due the rights and privileges of the organisation (including the right to vote in the case of a core member, or participate in meetings in the case of a general member) shall be suspended forthwith and shall remain suspended until the outstanding membership fee is paid in full.
- 7.4 Where the membership fee remains unpaid six months after falling due the member shall cease to be a member of CHAH Inc. and the organisation's name will be removed from the Register of Members.
- 7.5 An organisation whose membership has been terminated in the manner set out in sub-clause 7.4 and who subsequently wishes to resume membership of CHAH Inc. shall make application as a new member and pay the outstanding fee for the year in which membership was terminated as well as the fees for the current financial year prior to being admitted again as a member.
- 7.6 Council has the right and capacity to institute special levies to raise additional funds from time to time.

8 Disciplining of Members, Representatives or Deputies

- 8.1 Where the Council is of the opinion that a member institution or a representative or deputy has:
- (a) persistently refused or neglected to comply with a provision of this Constitution; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of CHAH Inc., the Council by resolution via a simple majority may:
 - i. expel the organisation from CHAH Inc., or
 - ii. suspend the organisation from such rights and privileges of membership of CHAH Inc. for a specified period as the Council may determine, or
 - iii. expel an individual from representing a member institution or suspend the individual from exercising such rights and privileges of membership of CHAH Inc. for a specified period as the Council may determine.
- 8.2 A proposal to discipline may be put by a motion at a General Meeting, or in writing to the Chairperson, by all the Executive Committee members, or by a majority of core members.
- 8.3 A member or individual may be suspended during a General Meeting from all or part of a General Meeting on the grounds of 8.1 by a majority of one more than a simple majority, but expulsion or suspension for a longer term shall be resolved by the process set out in subclauses 8.4 – 8.7.
- 8.4 In the case of discipline during a General Meeting, the Council
- (a) shall agree to the wording of the full details of the matters that have been taken into account as the grounds for such discipline;
 - (b) shall make these words available to the member in question;
 - (c) shall give the member through the presiding member sufficient time to present argument and evidence concerning the matter;
 - (d) shall ensure the full details of the grounds and summary of argument are minuted.
- 8.5 Where a proposal has been put outside a General Meeting the Chairperson shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the grounds on which it is based; and
 - (b) stating that a representative of the member or deputy may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice; and
 - (c) stating the date, place and time of the meeting; and

- (d) informing the member that it may do either or both of the following:
 - i. arrange for a representative (or deputy) to attend and speak at the meeting,
 - ii. submit to the Council at or prior to the date of the meeting written representations relating to the resolution.
- 8.6 The decision taken at the meeting called under sub-clause 8.5
 - (a) shall be final and no appeal shall be allowed.
 - (b) a quorum as outlined in clause 21 must be present and involved in the decision making process.
 - (c) the decision shall be taken on a simple majority, as outlined in sub-clause 24.5
- 8.7 A member that has been expelled or suspended from CHAH Inc. under this sub-clause may seek to be readmitted to membership at the next General Meeting on the presentation of evidence satisfactory to the Council that the matters, which led to the expulsion, have been corrected or no longer apply.

Section IV – The Council

9 Governance

- 9.1 A Council comprising core members and general members shall conduct the affairs of CHAH Inc.
- 9.2 The governance of the Council will be undertaken by the core members through there being the only level of membership with the right to vote to reach decisions.
- 9.3 Officers shall be elected by the Members and shall be:
 - (a) the Chairperson; and
 - (b) three other members including representatives from New Zealand and Australia
- 9.4 The Officers shall constitute the Executive Committee of the Council, which shall be delegated by Council the role of conducting the business of CHAH Inc. between meetings of the Council on behalf of the Council, unless the Council precludes specific areas of business that must be dealt with by decision by the full Council.

10 Executive Committee, Officers, Term of Office

- 10.1 An Executive Committee will be elected at each Annual General Meeting.
- 10.2 It will consist of an Executive comprising:
 - (a) a Chairperson; and

- (b) three other Officers;
 - (c) At least one member of the Executive will be from New Zealand and at least one member will be from Australia
- 10.3 Only representatives of core members of Council may serve on the Executive Committee. They are elected to the Executive Committee in their personal capacity. The office does not devolve on to their successor should they cease to be head of their institution.
- 10.4 The office of Chairperson shall be a position shared amongst the representatives of core members.
- 10.5 Core members of Council will elect at each Annual General Meeting the Chairperson for the next succeeding term.
- 10.6 The term of office shall be one year, but the Chairperson may be re-elected for up to three years and being a member on Executive can continue for an unlimited number of years.
- 10.7 The Immediate Past Chairperson shall *ex officio* be one of the three Officers of the Executive Committee for up to one year immediately after vacating the Chair.
- 10.8 The Executive shall take up duties on the 1st of January following the Annual General Meeting.
- 10.9 A quorum for meetings and decisions of the Executive shall comprise three (3) members
- 10.10 In the event of a casual vacancy occurring among the Officers of the Council
- (a) the Chairperson or, if this is not possible, another member of the Executive acting in consultation with the other members shall, as soon as possible, call for written nominations allowing two weeks from the date of circulation of the call for nominations until the closing date.
 - (b) Voting papers shall then be distributed, again allowing two weeks from the date of distribution until the closing date for receipt of votes.
 - (c) A vote will be carried out by a simple majority of Council according to clause 24.6 (b) and (c).
- 10.11 The Chairperson of the Council may invite such persons as it chooses to attend meetings as observers.

11 Election of the Executive and Treasurer

- 11.1 The election of the members of Executive and the Treasurer shall be by secret ballot at the Annual General Meeting.

- 11.2 Elections for the Chairperson, the Officers and the Treasurer are to be held separately.
- (a) In the election of the Executive, the Chairperson shall be elected first, and then the three other Officers (if there is an Immediate Past Chairperson pursuant to sub-clause 10.7).
 - (b) Core member representatives shall write on their voting slips the names of their choice from the nominees up to as many times as there are positions to be filled.
 - (c) The successful candidate or candidates shall be those with the largest number of votes.

12 Chairperson

- 12.1 A Chairperson holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities as determined by the Council. The exercise of those powers and authorities and the performance of those duties by a Chairperson are subject at all times to the control of the Council.
- 12.2 The Council may suspend or remove the representative in that office.

13 Treasurer

- 13.1 The office of Treasurer may be held by:
- (a) a representative of a core member, or
 - (b) any person on the staff of, or able to work in close consultation with, a core member of Council.
- 13.2 The office of Treasurer:
- (a) is a non-Executive position
 - (b) shall bring to the bearer of this office such rights, entitlements and obligations associated with CHAH Inc. that shall be granted by the Council to ensure that the duties of office are effectively carried out, but
 - (c) otherwise brings *ex officio* no other right, entitlement or obligation associated with CHAH Inc. additional to those rights, entitlements and obligations that may be accorded under this Constitution.
- 13.3 The Treasurer shall ensure that CHAH Inc.:
- (a) collects and receives all moneys due to CHAH Inc. and makes all payments authorized by CHAH Inc.; and

- (b) keeps correct accounts and books showing the financial affairs of CHAH Inc. with full details of all receipts and expenditure connected with the activities of CHAH Inc.;
- (c) ensures that the accounts and books relating to finances of CHAH Inc. are audited and presented to the Annual General Meeting within the time and in the manner prescribed by part 5 of the Act;
- (d) provides the Public Officer with the annual return as prescribed under section 79 of the Act for forwarding to the Registrar-General within six (6) months beginning at the end of each financial year of the Society;
- (e) keeps the Register of Members in accordance with sub-clause 5.10 and pursuant to section 67 of the Act and enters into it any particulars prescribed by resolution of Council of:
 - i. new members;
 - ii. cessation of membership; and
 - iii. restoration of membership.
- (f) ensures that the Public Officer has an up-to-date copy of the Register of Members annually or at more frequent times resolved by the Council, pursuant to section 67 of the Act and sub-clause 36.2(d) of this constitution.

13.4 The Council may suspend or remove the bearer of the office of Treasurer.

14 Vacancies on Council and in the Executive or the Treasurer's position

14.1 For the purposes of this Constitution, a vacancy on the Council occurs if a representative of a member of the Council:

- (a) dies;
- (b) ceases to be a representative of a member of CHAH Inc;
- (c) resigns from the Council;
- (d) is removed from the Council pursuant to sub-clause 8;
- (e) is disqualified from office under sub-clause 63 (1) of the Act;

14.2 The Council may appoint a representative of a core member of CHAH Inc. to fill a vacancy in a position of Officer on the Executive or Treasurer.

14.3 For representatives who are not in the position of Officer or Treasurer, the representative will be the acting or permanent replacement having reference to Clause 4.

15 Powers of the Council

- 15.1 The Council shall control and manage the affairs of CHAH Inc. and may exercise all such functions as may be exercised by CHAH Inc. other than those functions that are required by the Act to be exercised at the Annual General Meeting.
- 15.2 The Council has power to perform all such acts and do all such things as are necessary or desirable for the proper management of the affairs of CHAH Inc.
- 15.3 In performing functions and delegating to other persons, to the Council, to the Treasurer or to the Executive Committee power to perform functions on its behalf the Council, consistent with the need to ensure proper control of funds and all matters within the range of concern of the Council, shall
- (a) not resile from responsibility for those activities and functions, but
 - (b) allow the maximum practicable freedom to such persons or to the Council or to the Executive Committee to perform those functions.
- 15.4 The Executive Committee shall deal with those matters referred to it by a General Meeting and shall have the power to act on such matters which it considers are of such significance that delay in action would not be in the best interests of CHAH Inc.

16 Delegation to a Committee

- 16.1 The Council may delegate to a committee the exercise of such of the functions of the Council as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function, which is a function imposed on the Council by the Act, by any other law of the Australian Capital Territory, or by resolution of CHAH Inc. in a General Meeting.
- 16.2 The committee may consist of such members of the Council together with such other persons as the Council thinks fit.
- 16.3 A committee may meet and adjourn as it thinks proper.

17 Validity and Effectiveness of Acts on behalf of Council

- 17.1 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a committee appointed by the Council, or by a member or non-member acting on behalf of the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or Executive Committee.

Section V – General Meetings

18 Annual General Meetings

- 18.1 CHAH Inc. shall, once in each financial year and within the period of five months after the expiration of each financial year of CHAH Inc., convene the Annual General Meeting of its members, as required by and in accordance with the Act.
- 18.2 Notice, quorum, voting, decisions and other procedural matters are those of General Meetings, unless otherwise stated.
- 18.3 Annual General Meetings shall normally be rotated between core member herbaria in the current sequence of: CANB, BRI, MEL, PERTH, AD, NSW, DNA, HO, CNS, CHR, WELT, and AK listed in the Register of Members. Council, or, under circumstances so dictating, the Executive Committee may select an herbarium other than as determined by this sequence or create a new sequence.
- 18.4 In addition to any other business which may be transacted at the General Meeting, the business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last Annual General Meeting and of the last General Meeting held since that meeting;
 - (b) to receive a report from the Executive Committee on the activities of CHAH Inc. during the last preceding financial year;
 - (c) to appoint the Officers of the Executive Committee;
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to sub-section 73(1) of the Act;
 - (e) to appoint an Auditor.
- 18.5 CHAH Inc. shall hold its first Annual General Meeting within the period of 18 months after its incorporation under the Act; and within the period of 5 months after the expiration of the first financial year of CHAH Inc.
- 18.6 Sub-clause 18.5 has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

19 General Meetings

- 19.1 The Council may, whenever it thinks fit, convene a General Meeting of CHAH Inc.
- 19.2 The Council shall, on the requisition in writing of not less than five members, convene a General Meeting.
- (a) A requisition from members for a General Meeting:
 - i. shall state the purpose or purposes of the meeting;

- ii. shall be signed by the representatives making the requisition;
 - iii. shall be lodged with the Chairperson; and
 - iv. may consist of several documents in a similar form, each signed by one or more of the representatives making the requisition.
- (b) If the Council fails to convene a General Meeting within one month after the date on which a requisition for the meeting is lodged with the Chairperson, any one or more of the representatives that made the requisition may convene a General Meeting to be held not later than three months after that date.
- (c) The General Meeting convened by members referred to in sub-clause 20.4 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council and any member that thereby incurs reasonable expense is entitled to be reimbursed by CHAH Inc.
- 19.3 Members may meet and vote in person or, where agreed by decision of Council, by electronic means including teleconferences and videoconferences and by email.
- 19.4 General Members and Observers may be invited, through the Chairperson, to attend appropriate parts of the proceedings. The Chairperson shall ensure that general members and observers are made aware before, or if this is not possible, at the commencement of their attendance, or at any appropriate time during the course of their attendance, that they must absent themselves from the meeting. A member at any time during the meeting:
- i. may indicate their view that all or some individuals amongst the observers or general members should not be present at all or for parts of the meeting specific to certain issues to be considered; and
 - ii. may request a decision to exclude the persons concerned during those parts of the meeting.
 - iii. If the meeting decides against exclusion, the member may ask a second time relating to the same issue, but if the meeting again decides against exclusion, the decision is binding with respect to the issue.

20 Notice of General Meetings and Special Resolutions

20.1 Business, not including special resolution.

Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of CHAH Inc. (for which see sub-clause 20.2),

- (a) the Chairperson shall, at least 28 days before the date fixed for the holding of the General Meeting, cause to be sent to each member at the member's address as advised to the Chairperson, notice specifying:

- i. the place, date and time of the meeting; and
- ii. the nature of the business proposed to be transacted at the meeting.

20.2 Business, including a special resolution.

Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of CHAH Inc.,

- (a) the Chairperson shall, at least 28 days prior to the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in sub-clause 20.1 specifying
 - i. in addition to the matters required under that sub-clause, the intention to propose the resolution as a special resolution.
- (b) Matters requiring special resolution include, but are not limited to:
 - i. a proposed change of name or objectives of CHAH Inc.
 - ii. any proposed alteration to the Constitution,
 - iii. any proposed alteration to the herbaria belonging to the core membership of CHAH Inc.

20.3 Additional business may be considered at a General Meeting by the following procedures.

- (a) A member may give notice in writing of that business to the Chairperson, who shall include that business on the agenda of the next General Meeting held after receipt of the notice from the member, provided the proposal is supported in writing by at least two other members.
- (b) Late agenda items may be included for discussion at a General Meeting provided:
 - i. permission to include such items is sought by the Chairperson at the commencement of the meeting; and
 - ii. assent to inclusion of such items is indicated by a majority of representatives present at the meeting.

20.4 No General Meeting shall be invalid because of non-receipt of notice by a member.

21 Procedure and Quorum at General Meetings

- 21.1 No item of business shall be transacted at a General Meeting unless a quorum of representatives of members entitled under this constitution to vote is present during the time the meeting is considering that item.

- 21.2 Seventy-five percent (75%) of core members present (being representatives entitled under sub-clause 9.2 to vote at a General Meeting) constitute a quorum for the transaction of business at a General Meeting.
- 21.3 No business shall be transacted at a General Meeting unless a quorum is present within half an hour after the time appointed for the commencement of the meeting.
- 21.4 If a quorum is not present under sub-clause 21.2,
- (a) the meeting shall be adjourned to a place and at a time to be fixed by the Chairperson or the person presiding at the meeting.
 - (b) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, those present being all but two representatives of core members shall constitute a quorum.
- 21.5 The minutes of the last of any General Meetings held since the last Annual General Meeting will be confirmed.

22 Presiding Member

- 22.1 The Chairperson shall preside at each General Meeting.
- 22.2 If the Chairperson is absent from a General Meeting, the core member representatives present shall elect one of their number to preside at the meeting.
- 22.3 The presiding member will
- (a) ensure that all members and observers are given opportunity to present views and discuss matters raised.
 - (b) ensure that the meeting considers attendance by observers through the meeting is appropriate, with reference to sub-clause 19.4

23 Adjournment

- 23.1 The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of the representatives present, adjourn the meeting to another time and another place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 23.2 Where a General Meeting is adjourned for 14 days or more, the Chairperson shall give written notice of the adjourned meeting to each member of CHAH Inc. stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 23.3 Except as provided in sub-clauses 23.1 and 23.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

24 Voting and Decisions at General Meetings

- 24.1 Subject to sub-clause 24.4, a core member is entitled to one vote on any question arising at a General Meeting of CHAH Inc.
- 24.2 Representatives shall give votes:
- (a) personally,
 - (b) by a deputy, or
 - (c) by proxy on the following conditions:
 - i. They must be absent and there must be no appointed deputy present;
 - ii. The vote must relate to specific issue on the agenda of the meeting;
 - iii. The voting intention must be clearly expressed;
 - iv. Proxy vote to be via email or letter as evidence
 - v. The vote shall be communicated to the meeting via a member;
 - vi. The vote must be in a form that is or can be printed on paper and deposited with the presiding member prior to the commencement of a meeting.
- 24.3 General members, observers and *exofficio* officers whose positions are not necessarily filled by members, do not have a right to vote, as indicated in sub-clause 9.2
- 24.4 A representative is not entitled to vote at any General Meeting of CHAH Inc. unless all monies due and payable by the member to CHAH Inc. have been paid, except for the current year's annual subscription subject to the provisions of sub-clause 7.3.
- (a) The Treasurer will inform the meeting of the eligibility of members to vote at the commencement of the meeting.
- 24.5 In the case of an equality of votes on a matter at a General Meeting, the person presiding shall be entitled to exercise a second or casting vote.
- 24.6 A question arising at a General Meeting of CHAH Inc. shall be determined by appropriate means by those persons present and entitled to vote, in one of two ways:
- (a) On declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the minutes of CHAH Inc. is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (b) Before or on the vote a poll may be demanded by the person presiding or by not less than two representatives present in person at the meeting. The poll shall be taken
 - i. immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - ii. in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the result of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (c) A poll will take the following form:
 - i. A scrutineer will be appointed by the presiding member from the general members present;
 - ii. In the case of a meeting with all present in person, ballot papers will be distributed and marked to record the vote for or against the proposal;
 - iii. In the case of a meeting involving persons present via a video or telephone connection or other means of connecting from a separate location, the vote for or against the proposal will be communicated to both the scrutineer and presiding member to an agreed email address within an agreed time which shall be not more than 24 hours after the end of the meeting;
 - iv. The voting papers or email printouts will be assembled, counted by the scrutineer, checked by the presiding member, and the majority of votes will win. The presiding officer has a second vote in the event of a tie. The vote will be recorded as to numbers for the motion, against, abstaining or informal, and, if the case arises, not received.

Section VI – Miscellaneous

25 Finances

- 25.1 The finances of CHAH Inc. shall comprise the membership fees, special levies on members, profits from the holding of events and national conferences or from the provision of data, the sale of publications and other goods, grants, donations and, subject to any resolution passed by CHAH Inc. in a General Meeting and subject to section 114 of the Act, such other sources as the Council determines.
- 25.2 The Treasurer shall ensure that CHAH Inc. shall maintain proper accounting records and that all monies received by CHAH Inc. are deposited as soon as practicable and without deduction to the credit of CHAH Inc.'s bank accounts.
- 25.3 CHAH Inc. shall be responsible for meeting the cost of activities that are carried on in the name of CHAH Inc. provided that the Council has approved the conduct of such activities and has agreed to meet the costs of them.

25.4 Payments made on behalf of CHAH Inc. by cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall have two signatories, being two members of Council nominated by the Executive, or one member of Council and one member of the staff of CHAH Inc. nominated by the Executive.

26 Income and Property

26.1 The income and property of CHAH Inc., however derived, shall be applied solely towards the promotion of the objectives of CHAH Inc. and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise, to any member of CHAH Inc.

26.2 Nothing contained in sub-clause 26.1 shall prevent the payment in good faith of remuneration to a servant or member or representative of CHAH Inc., whether such servant or member or representative is a member of the Council or otherwise, or any other person:

- (a) in return for any services actually rendered to CHAH Inc.;
- (b) for goods supplied in the ordinary and usual way of recovery of expenses;
- (c) as repayment of out-of-pocket expenses;
- (d) in payment of interest at a rate not exceeding the rate for the time being charged on overdrawn accounts by bankers in Australia, on money borrowed from any member of CHAH Inc.; or
- (e) as reasonable and proper rent for any premises let to CHAH Inc.

27 Audit of Accounts

27.1 CHAH Inc. shall at its General Meeting appoint a person who is not a member of the Council and who has not prepared or assisted with the preparation of the accounts and who meets the requirements of the Act, to carry out an annual audit of its financial records, and issue a certificate as to the correctness of such records.

27.2 The Council shall take reasonable steps to ensure that the audit is completed at least 14 days prior to the General Meeting of CHAH Inc.

27.3 If a vacancy arises in the position of Auditor before the annual audit has been completed, the Council shall appoint another person who meets the requirements of sub-clause 27.1 to carry out the audit.

27.4 A person who has completed an appointment as auditor is, subject to the provisions of the Act, eligible for re-appointment.

28 Staff

- 28.1 CHAH Inc. may employ such staff as it considers necessary and under such conditions as are approved by the Council and in accordance with any relevant laws governing employment in the State or Territory concerned, and in accordance with any agreement that may be entered into between CHAH Inc. and the Government of the State or Territory concerned.

29 Alteration of the Constitution, Name, Membership and Objective

- 29.1 Amendments to the Constitution, Name, Membership and Objective of CHAH Inc. shall not be made except by Special Resolution, in accordance with requirements of the Act.
- 29.2 Proposed amendments must be made by any three existing core members and notified to the Chairperson in writing, who shall be responsible for circulating any proposed amendments to the other members as soon as practicable after they have been received.
- 29.3 Any proposed amendment shall be discussed and may be decided at a General Meeting of CHAH Inc., following procedures required by the Act and in sub-clause 20.2.
- 29.4 Amendments to the Constitution shall require the affirmative vote of three quarters of the representatives of core members.

30 Common Seal

- 30.1 CHAH Inc. shall have a common seal, which shall be kept in the custody of the Chairperson.
- 30.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two members of the Council.

31 Custody of Books

- 31.1 Subject to the Act and Regulations, and to this Constitution, the Chairperson and the Treasurer shall keep in their custody or under his or her control all records, books, and other documents relating to CHAH Inc.

32 Inspection of Books

- 32.1 The records, books and other documents of CHAH Inc. shall be open to inspection at the Registered Office of CHAH Inc., free of charge, by a member representative at any reasonable hour, upon reasonable notice being given by the member representative to the Treasurer.

33 Service of Notices

- 33.1 For the purpose of this Constitution, a notice may be served by or on behalf of CHAH Inc. upon any member:

- (a) at that member's official address shown in the Register of Members;
- (b) at the postal address of a new working location to which the member is known to have moved; or
- (c) by electronic mail if the member has previously approved this method of communication or it has been used by the member for communication with the Council.

33.2 Where a document is sent to a person by properly addressing, prepaying when necessary, and sending the document to the person, the document shall, unless the contrary is proved, be deemed for the purposes of this constitution to have been served on the person at the time at which the document would have been delivered in the ordinary course of post or electronic mail.

33.3 While Council may endeavour to keep member addresses current, it is each member's responsibility to notify the Treasurer in writing of a change in address or means of communication for serving documents.

34 Regulations

34.1 The Council shall have power to make such Regulations as it thinks fit in relation to the affairs of CHAH Inc. not otherwise provided for in this Constitution. Any proposed Regulations shall be raised at a Council Meeting, which shall be conducted in accordance with clauses 18 & 19.

34.2 A Regulation proposed to be made under sub-clause 34.1 shall be notified to all members of CHAH Inc. as soon as is reasonably practicable.

34.3 A Regulation shall come into force one month after it has been notified to members, unless before that date the Chairperson receives a request from at least five members that the proposed Regulation should be amended or repealed.

34.4 If such a request is received, the proposed Regulation shall be reconsidered by the Council, which may confirm, amend or repeal the proposed Regulation. In the event that Council decided to confirm or amend the Regulation, it shall again notify all members and the provisions of sub-clause 34.3 shall again apply.

34.5 If a Regulation, which has been reconsidered and confirmed by Council, is again the subject of a request for amendment or repeal, the matter shall be referred to the next General Meeting of CHAH Inc., which shall decide the matter.

35 Winding Up of the Association

35.1 CHAH Inc. may be dissolved or wound up voluntarily by the membership by Special Resolution, according to the procedures of General Meetings under sub-clause 20.2 and Part 7 of the Act.

35.2 If upon the winding up or dissolution of CHAH Inc. there remain after the satisfaction of its debts and liabilities any monies in accounts, those monies shall

be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

- 35.3 The liability of a member to contribute towards the payment of debts and liabilities of CHAH Inc. or the costs, charges and expenses of the winding up of CHAH Inc. is limited to the amount, if any, unpaid by the member in respect of membership of CHAH Inc. as required by clause 7 of this Constitution.

Section VII – The Public Officer

36 Public Officer

- 36.1 The Council shall appoint a Public Officer from time to time in accordance with the provisions of the Act.
- 36.2 The Public Officer shall –
- (a) if not already a member of the Council, be entitled to attend meetings of the Council, but if not a member of Council shall have no right to vote;
 - (b) not be part of the Executive Committee unless independently elected to one of the designated positions on Council by members;
 - (c) be at least 18 years of age and permanently resident in the Australian Capital Territory; and
 - (d) be responsible to Council for meeting relevant requirements of Public Officer under the Act including, amongst other things, holding a copy of the Register of Members maintained by the Treasurer under sub-clause 13.3(e). Pursuant to section 67 of the Act the Public Officer will ensure that-
 - i. the register of members be made available at his or her address for inspection at reasonable times to members;
 - ii. in each annual return to the Registrar-General, he or she nominates the place in the Australian Capital Territory agreed by Council for inspection of the register.
- 36.3 An act of the Public Officer of CHAH Inc. shall not be taken to be invalid only because –
- (a) there is a defect in the Public Officer's appointment;
 - (b) the Public Officer was not eligible to be Public Officer by virtue of sub-clause 36.2 (c); or
 - (c) the office of the Public Officer was, at the time of the act, to be taken to be vacant pursuant to sub-clause 36.4.

- 36.4 Should the office of Public Officer become vacant, Council shall appoint a replacement within fourteen (14) days of it becoming vacant. The office becomes vacant if the person holding that office –
- (a) dies;
 - (b) resigns his office in writing under his hand addressed to Council;
 - (c) is removed from office pursuant to sub-clause 8.1(b);
 - (d) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (e) suffers from mental or physical incapacity;
 - (f) was convicted or released from imprisonment in respect of an offence referred to in subsection 63(1) of the Act within the period of five (5) years immediately preceding his or her appointment as Public Officer, or is convicted of such an offence after taking office; or
 - (g) ceases to be a resident of the Australian Capital Territory.

END OF DOCUMENT

Appendix

General Members:

The member representing one of the constituent collections of the National Collection of Fungi (including BRIP, DAR and VPRI) to be nominated by the Heads of the National Collections of Fungi.