

BAS Constitution – Draft Modifications as Agreed by the BAS Management Committee on 29th April 2017

Proposed Update of the BAS Constitution

BAS is an incorporated association under the Queensland Associations Incorporation Act 1981. As such the Association and your Management Committee must operate under and abide by the rules of its Constitution. The original BAS Constitution was written and adopted over 30 years ago and has only been slightly modified, just once or twice, since then.

Thirty years ago the Internet and email did not exist. However technology, expectations and time-availability have changed considerably since then and your Management Committee finds some clauses of our Constitution now complicate their ability to efficiently administer the many aspects of BAS. As a result your Management Committee has conducted a review of the Constitution and identified clauses it would like to modify.

The process for modifying the Constitution is defined by the 1981 Act. Any proposed changes must be put before BAS members as a special resolution at an ordinary general meeting and be accepted by the members. The modified Constitution must then be lodged with the Queensland Government Office of Fair Trading and accepted. This process can take some time to complete and your Management Committee would like to have the proposed changes in place before the next Annual General Meeting scheduled for September 8th this year.

BAS Members can help speed this process by reading and considering the proposed changes in advance of attending an Ordinary General Meeting, at this stage likely to be the June 9th meeting, to discuss and vote of the changes.

There are multiple sections of the Constitution that the Management Committee recommends be updated. These sections are, and the reasons for the recommended changes, are outlined below and the proposed new wording is presented in the right column of the tabulated Constitution following.

| Sections to be Modified | Reason for Modification |
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| 3.23 | The current requirement is consider excessive and beyond the role and goals of BAS. |
| 4.3; 4.3.i; 4.3.ii; 4.3.iii; 4.3.iv; 5.1 | These clauses deal with the process of transferring members into the incorporated BAS Association 30 years ago. This process was completed 30 years ago and some of the membership classes mentioned no longer exist. These sections are redundant. |
| 5.2 | The current membership application process is unnecessarily complicated and does not allow the use of electronic processes. The application process needs to be quick and simple for applicants and the Management Committee. |
| 8.iii | It is common for members to be a couple of months late in renewing the annual membership. A little more time should be allowed before declaring a membership has lapsed. |
| 10.1 | With the need to sometimes communicate with members by electronic means and the importance of maintaining an accurate register of membership status the Management Committee would like to expand the contents of the membership register. |

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| 11.3.c | This clause requires a list of candidates for Management Committee positions to be displayed in a physical office prior to an election for positions. However, BAS members would be better informed if this information was made available on the BAS website. |
| 15.1 | The requirement to conduct a Management Committee meeting 12 times per year can become a significant time burden given the cross-city travel times often involved for some Committee members. A more flexible schedule for meetings is proposed. |
| 15.2 | This clause requires written notifications to the Secretary in order to requisition a special Management Committee meeting. Email is proposed as an additional communications methods accepted. |
| 15.8 | The current clause automatically reschedules a lapsed Management Committee meeting for one week hence. However such rigid time can be very inconvenient for Committee members and so flexibility in setting a reconvene date is proposed. |
| 18 | The Management Committee would like the ability to distribute and quickly resolve resolutions via email communications when considered necessary. This will avoid the delays involved in physically bringing the Committee together to meet in person. |
| 19 | BAS was incorporated 30 years ago and this clause is redundant. |
| 22.3 | <p>This clause rigidly requires some meetings failing to achieve a quorum to be reconvened one week hence. This can be inconvenient for BAS Members.</p> <p>A more simple approach is proposed where meetings failing to reach a quorum will be declared lapsed. Under Clause 21 the Committee or Members may request a new meeting to address the lapsed meeting agenda if they so wish.</p> |
| 23.1 | This clause needs to allow email to be used as an accepted communications method. |
| 28.4 | Electronic funds transfer should be accepted as a payment method and the discretion limit of the Treasurer increased from \$20 to \$100. |

| Current Rules and Constitution of the Brisbane Astronomical Society Inc. | Suggested Modifications |
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| Name | |
| 1. The name of the incorporated association shall be BRISBANE ASTRONOMICAL SOCIETY INCORPORATED (in these rules called “the Association”). | DO NOT CHANGE |
| Objects | |
| 2. The objects for which the Association is established are: | |
| 1(1) To promote and foster the science of astronomy. | DO NOT CHANGE |
| 1(2) To cater for, assist and develop the members’ interest and skill in astronomy. | DO NOT CHANGE |
| 1(3) To do all lawful acts and things that are incidental to the carrying out of the above aims and objectives. | DO NOT CHANGE |
| Powers | |
| 3. The powers of the Association are: | |
| (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the “Brisbane Astronomical Society”. | DO NOT CHANGE |
| (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 (10); | DO NOT CHANGE |
| (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association’s premises; | DO NOT CHANGE |
| (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connexion with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts; | DO NOT CHANGE |
| (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions; | DO NOT CHANGE |
| (6) 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 Association; | DO NOT CHANGE |
| (7) 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 incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its | DO NOT CHANGE |

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| objects; | |
| (8) 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 Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof; | DO NOT CHANGE |
| (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; | DO NOT CHANGE |
| (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate; | DO NOT CHANGE |
| (11) In furtherance of the objects of the Association 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; | DO NOT CHANGE |
| (12) 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 moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities; | DO NOT CHANGE |
| (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments; | DO NOT CHANGE |
| (14) In furtherance of the objects of the Association 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 Association; | DO NOT CHANGE |
| (15) To take 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 Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others; | DO NOT CHANGE |
| (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4); | DO NOT CHANGE |
| (17) 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 Association, in the shape of donations, annual subscriptions or otherwise; | DO NOT CHANGE |
| (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects; | DO NOT CHANGE |
| (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28 (10); | DO NOT CHANGE |
| (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate; | DO NOT CHANGE |
| (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more | DO NOT CHANGE |

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| of the incorporated associations with which the Association is authorised to amalgamate; | |
| (22) To make donations for patriotic, charitable or community purposes; | DO NOT CHANGE |
| (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged; | Delete this clause. This is beyond the purpose of BAS. |
| (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association. | DO NOT CHANGE |
| Classes of Members | |
| 4. (1) The membership of the Association shall consist of any of the following classes of members: | DO NOT CHANGE |
| <i>(a) Full membership, (b) Family membership, (c) Concession membership, and (d) Honorary membership.</i> | DO NOT CHANGE |
| (2) For the purposes of clause 4 (1), the following shall apply: | DO NOT CHANGE |
| (i) Full membership shall be open to all persons over the age of 18. A person with Full membership may partake in all the Society's activities and shall have full voting rights and an entitlement to stand for office. | DO NOT CHANGE |
| (ii) Family membership shall be open to all groups of persons who constitute a family unit in the ordinary sense, whether with or without children, and shall include all persons residing at the same residence, whether they be a parent, a grandparent, a child of a parent over the age of 18, or a child under the age of 18 at that same residence. Family membership shall allow that Family group to partake in all the Society's activities and shall allow one member of that Family group, provided they are over the age of 18, to exercise voting entitlements and the right to hold office. | DO NOT CHANGE |
| (iii) Concession membership shall be open to any person who at the time of application is— | DO NOT CHANGE |
| (a) an individual child under the age of 18; or | DO NOT CHANGE |
| (b) a person on Centrelink job-seeker or student income support payments and who can show suitable verification if asked; or | DO NOT CHANGE |
| (c) a person who receives an Age, Invalid or Disability Support Pension, a (sole) Parenting Payment, a Carer Payment or who is a self-funded retiree over 70 years of age and can show suitable verification if asked, and a person with Concession membership may partake in all the Society's activities and shall have full voting rights (if over 18) and an entitlement to stand for office (if over 18). | DO NOT CHANGE |
| (iv) Honorary membership of the Association is open to all those persons conferred such membership by a nomination of the Management Committee and elected at a subsequent general meeting, in recognition of distinguished service to the Association. A person with Honorary membership may partake in all the Society's activities and, if over 18, shall have full voting rights and an entitlement to stand for office. | DO NOT CHANGE |
| (3) For purposes of transition— | Delete this entire section. The process of membership transfer when BAS was incorporated was completed 30 years ago. This section is redundant. |
| (i) all persons who hold paid Full memberships or Country memberships at the time of implementation of the membership category restructuring shall be deemed to be financial and holders of Full membership after such implementation; | Delete this clause. There is no Country class of membership. Clause now redundant. |
| (ii) all persons who hold paid Full Family memberships or Family Country | Delete this clause. |

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| memberships at the time of implementation of the membership category restructuring shall be deemed to be financial and holders of financial Family membership after such implementation; | There is no Family Country class of membership. Clause now redundant. |
| (iii) all persons who hold paid Junior memberships or Pensioner memberships at the time of implementation of the membership category restructuring shall be deemed to be financial and holders of financial Concession membership after such implementation; and | Delete this clause. There is no Junior or Pensioner class of membership. Clause now redundant. |
| (iv) all persons who hold Honorary memberships at the time of implementation of the membership category restructuring shall be deemed to hold Honorary memberships after such implementation. | Delete this clause. Redundant. |
| (4) The number of members in each class shall be unlimited. | DO NOT CHANGE |
| 5. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the day of incorporation agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription. | Delete this clause. BAS was incorporated 30 years ago so this membership transfer process was completed 30 years ago. Clause now redundant. |
| (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his or her proposer and seconder and shall be in such form as the Management Committee from time to time prescribes. | <p>Replace clause 5.2 with the following:</p> <p>To be considered by the Management Committee for membership an applicant must provide information not limited to:</p> <ul style="list-style-type: none"> • Name • Residential address • Contact telephone number • Contact email address • Requested category of membership <p>And any additional information the Management Committee may from time to time specify.</p> <p>This information may be provided via either printed application form, website application form, email or any other format the Management Committee may from time to time specify.</p> <p>To be considered by the Management Committee for membership an applicant must also pay the annual membership fee for their requested membership category. Payment may be in cash or direct bank transfer to the BAS bank account or in any format the Management Committee may from time to time specify.</p> |
| Membership Fees | |
| 6. (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine. | DO NOT CHANGE |
| (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine. | DO NOT CHANGE |
| Admission and Rejection of Members | |
| 7. (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant. | DO NOT CHANGE |
| (2) Any applicant who receives a majority of the votes of the members of the | DO NOT CHANGE |

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| Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for. | |
| (3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. | DO NOT CHANGE |
| Termination of Membership | |
| 8. (1) A member may resign from the Association 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. | DO NOT CHANGE |
| (2) If a member — | |
| (i) is convicted of an indictable offence; or | DO NOT CHANGE |
| (ii) fails to comply with any of the provisions of these Rules; or | DO NOT CHANGE |
| (iii) has membership fees in arrears for a period of two months or more; or | Replace clause 8.2.3 with the following: has membership fees in arrears for a period of six months or more upon which membership will be classified as lapsed; or |
| (iv) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his or her membership shall be terminated. | DO NOT CHANGE |
| (3) The member concerned shall be given a full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate his or her membership it shall instruct the Secretary to advise the member in writing accordingly. | DO NOT CHANGE |
| Appeal Against Rejection or Termination of Membership | |
| 9. (1) 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 his or her intention to appeal against the decision of the Management Committee. | DO NOT CHANGE |
| (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him or her of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his or her 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 its or their case. The appeal shall be determined by the vote of the members present at such meeting. | DO NOT CHANGE |
| Register of Members | |
| 10. (1) 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 Association and the dates of their admission. | Replace clause 10.3 with the following: The Management Committee shall cause a Register to be kept in which shall be entered information on each current and lapsed member not limited to: <ul style="list-style-type: none"> • Name • Residential address • Contact telephone number • Contact email address • Category of membership • Date of initial membership admission • Dates of all membership fee payments And any additional or lesser information the Management Committee may from time |

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| | to time specify. | |
| (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time. | | DO NOT CHANGE |
| (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection. | | DO NOT CHANGE |
| Membership of Management Committee | | |
| 11. (1) The Management Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint. | | DO NOT CHANGE |
| (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election. | | DO NOT CHANGE |
| (3) The election of officers and other members of the Management Committee shall take place in the following manner: | | DO NOT CHANGE |
| (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee; | | DO NOT CHANGE |
| (b) The nomination, which shall be in writing and signed by the member and his or her 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; | | DO NOT CHANGE |
| (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting; | Replace clause 10.3 with the following: A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted on a publicly visible page on the www.bas.asn.au website 7 days prior to the annual general meeting and in a conspicuous place in the place of meeting of the Association at the annual general meeting; | |
| (d) 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; | | DO NOT CHANGE |
| (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting. | | DO NOT CHANGE |
| 12. 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 or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a general meeting. | | DO NOT CHANGE |
| Vacancies on Management Committee | | |
| 13. (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting. | | DO NOT CHANGE |
| (2) 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 these Rules as the necessary quorum of the Management Committee, the continuing | | DO NOT CHANGE |

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| 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 general meeting of the Association, but for no other purpose. | | |
| Functions of the Management Committee | | |
| 14. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee | | DO NOT CHANGE |
| (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and | | DO NOT CHANGE |
| (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent. | | DO NOT CHANGE |
| 2) The Management Committee may exercise all the powers of the Association— | | DO NOT CHANGE |
| (a) to borrow or raise or secure the payment of money in such manner as the members of the Association 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 Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; | | DO NOT CHANGE |
| (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane 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 Association, and to provide and pay off any such securities; and | | DO NOT CHANGE |
| (c) to invest in such manner as the members of the Association may from time to time determine. | | DO NOT CHANGE |
| Meetings of Management Committee | | |
| 15. (1) The Management Committee shall meet at least once every calendar month to exercise its functions. | Replace clause 15.1 with the following: The Management Committee shall meet and conduct at least six monthly meetings every calendar year to exercise its functions. | |
| (2) A special meeting of the Management Committee shall be convened by the Secretary on the 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. | Replace clause 15.2 with the following: A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, or by email request to the Secretary 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. | |
| (3) 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 at the close of the last general meeting of the members, shall constitute a quorum. | | DO NOT CHANGE |
| (4) Subject as previously provided in this rule, 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. | | DO NOT CHANGE |

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| (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted. | DO NOT CHANGE |
| (6) Not less than fourteen days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat. | <p>Replace clause 15.6 with the following: Not less than six days' notice in written or email form shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.</p> |
| (7) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting. | DO NOT CHANGE |
| (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, 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 day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse. | <p>Replace clause 15.8 with the following: If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present the meeting shall lapse.</p> <p>Not less than one-third of the members of the Management Committee may propose a venue, date and time, either verbally, in writing or email, to the Secretary to reconvene a lapsed meeting. The Secretary will communicate this proposal to all Management Committee members and resolve a consensus venue, date and time to reconvene the meeting. The consensus venue, date and time will be communicated in writing, or email to all Management Committee members at least six (6) days prior to the reconvene meeting date.</p> |
| 16. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any 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. | DO NOT CHANGE |
| (2) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting. | DO NOT CHANGE |
| (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative. | DO NOT CHANGE |
| 17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee. | DO NOT CHANGE |
| 18. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the | <p>Replace clause 18 with the following: With the written or email approval of the President the Secretary may distribute a resolution in email or written format to all Management Committee members at any time for their consideration.</p> |

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| <p>Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.</p> | <p>Management Committee member replies to the Secretary on such resolution may be communicated in written or email format and must be received by the Secretary within seven (7) days. Such responses by Management Committee members either accepting or rejecting the resolution shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.</p> |
| <h2>Annual General or General Meetings</h2> | |
| <p>19. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.</p> | <p>Delete this entire clause 19. BAS was incorporated 30 years ago and the initial meeting held. This clause is redundant.</p> |
| <p>20. (1) The annual general meeting shall be held within three months of the close of the financial year.</p> | <p>DO NOT CHANGE</p> |
| <p>(2) The business to be transacted at every annual general meeting shall be—</p> | <p>DO NOT CHANGE</p> |
| <p>(a) the receiving of the Management Committee’s report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;</p> | <p>DO NOT CHANGE</p> |
| <p>(b) the receiving of the auditor’s report upon the books and accounts for the preceding financial year;</p> | <p>DO NOT CHANGE</p> |
| <p>(c) the election of members of the Management Committee; and</p> | <p>DO NOT CHANGE</p> |
| <p>(d) the appointment of an auditor.</p> | <p>DO NOT CHANGE</p> |
| <p>21. The Secretary shall convene a special general meeting—</p> | <p>DO NOT CHANGE</p> |
| <p>(a) when directed to do so by the Management Committee; or</p> | <p>DO NOT CHANGE</p> |
| <p>(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 number of ordinary members of the Association 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</p> | <p>DO NOT CHANGE</p> |
| <p>(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.</p> | <p>DO NOT CHANGE</p> |
| <p>22. (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.</p> | <p>DO NOT CHANGE</p> |
| <p>(2) 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. For the purposes of this rule “member” includes a person attending as a proxy or as representing a corporation which is a member.</p> | <p>DO NOT CHANGE</p> |
| <p>(3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, 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 day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.</p> | <p>Replace clause 22.3 with the following: If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse.</p> |

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| <p>(4) 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 for thirty days or more, notice of the adjourned meeting 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.</p> | DO NOT CHANGE |
| <p>23. (1) The Secretary shall convene all general meetings of the Association by giving not less than 14 days' notice of any such meeting to the members of the Association.</p> | DO NOT CHANGE |
| <p>(2) 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 his or her membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.</p> | <p>Replace clause 23.2 with the following: (2) 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 his or her membership by the Management Committee, shall be given in either writing, email or published on a publicly visible page on the BAS website. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.</p> |
| <p>24. Unless otherwise provided by these Rules, at every general meeting—</p> | DO NOT CHANGE |
| <p>(1) the President shall preside as Chairperson, or if there is no President, or if he or she 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 or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;</p> | DO NOT CHANGE |
| <p>(2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;</p> | DO NOT CHANGE |
| <p>(3) every question, matter or resolution shall be decided by a majority of votes of the members present;</p> | DO NOT CHANGE |
| <p>(4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his or her annual subscription is more than one month in arrears at the date of the meeting;</p> | DO NOT CHANGE |
| <p>(5) voting shall be by show of hands or a division of members, 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 the secret ballot in such manner as he or she 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;</p> | DO NOT CHANGE |
| <p>(6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;</p> | DO NOT CHANGE |
| <p>(7) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;</p> | DO NOT CHANGE |
| <p>(8) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:</p> | DO NOT CHANGE |

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| <p>ASSOCIATION:</p> <p><i>I, of, being a member of the abovenamed Association, hereby appoint of, or failing him/her, of, as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of, 20, and at any adjournment thereof.</i></p> <p><i>Signed this day of, 20.</i></p> <p style="text-align: right;"><i>Signature.</i></p> <p><i>This form is to be used *in favour of *against the resolution.</i></p> <p><i>* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he or she thinks fit.);</i></p> | DO NOT CHANGE |
| <p>(9) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and</p> | DO NOT CHANGE |
| <p>(10) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting; Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.</p> | DO NOT CHANGE |
| <p>By-laws</p> | |
| <p>25. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.</p> | DO NOT CHANGE |
| <p>Alteration of Rules</p> | |
| <p>26. Subject to the provisions of the <i>Associations Incorporation Act 1981</i>, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.</p> | DO NOT CHANGE |
| <p>Common Seal</p> | |
| <p>27. The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.</p> | DO NOT CHANGE |
| <p>Funds and Accounts</p> | |
| <p>28. (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.</p> | DO NOT CHANGE |
| <p>(2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the</p> | DO NOT CHANGE |

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| Association and the particulars usually shown in books of a like nature. | |
| (3) All moneys shall be banked as soon as practicable after receipt thereof. | DO NOT CHANGE |
| (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, treasurer or other member authorised from time to time by the Management Committee. | Replace clause 28.4 with the following: (4) All amounts of one hundred dollars or over shall be paid by electronic transfer to the creditor subject to the approval of the payment by at least two members of the Management Committee, neither of which may be the creditor seeking payment. |
| (5) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open. | DO NOT CHANGE |
| (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system. | DO NOT CHANGE |
| (7) All expenditure shall be approved or ratified at a Management Committee meeting. | DO NOT CHANGE |
| (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of— | DO NOT CHANGE |
| (a) the income and expenditure for the financial year just ended; and | DO NOT CHANGE |
| (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year. | DO NOT CHANGE |
| (9) All such statements shall be examined by the auditor who shall present his or her 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. | DO NOT CHANGE |
| (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and 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 Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association. | DO NOT CHANGE |
| Documents | |
| 29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association. | DO NOT CHANGE |
| Financial Year | |
| 30. The financial year of the Association shall close on the thirtieth day of June in each year. | DO NOT CHANGE |
| Distribution of Surplus Assets | |
| 31. If the Association shall be wound up in accordance with the provisions of the <i>Associations Incorporation Act 1981</i> , and 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the | DO NOT CHANGE |

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| Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 28 (10), such institution or institutions to be determined by the members of the Association. | |
| President | |
| The President shall chair all General and Committee meetings, decide on activities for the forthcoming year, define long-term policy, take an active interest in all aspects of the Society's activities and assist other Committee members where required. | DO NOT CHANGE |
| Vice-President | |
| The Vice-President shall deputise for the President in the President's absence; understudy the President's activities and perform any other duties as required by the Committee. | DO NOT CHANGE |
| Secretary | |
| The Secretary shall collect and respond to all correspondence, report all correspondence to the Committee, organise the Society's official documentation, maintain and update membership records, issue Society publications to members, record and reproduce the minutes of all General and Committee meetings and perform such other duties as required. | DO NOT CHANGE |
| Treasurer | |
| The Treasurer shall receive all moneys due to the Society, keep proper records of all financial transactions and the financial affairs of the Society; receive claims and issue payments, arrange for annual auditing of accounts and, in collaboration with the Secretary, keep records of all subscriptions. | DO NOT CHANGE |
| Ordinary Committee Members | |
| Ordinary Committee Members shall perform such jobs as are decided by the Committee, liaise with the membership and help formulate and implement Society policy. | DO NOT CHANGE |
| Duty Statements and By-laws | |
| Editor | |
| The Editor shall collect, prepare and arrange the publication of all official Society publications, and carry out editorial policy as directed by the Committee. | DO NOT CHANGE |
| Librarian | |
| The Librarian shall organise, catalogue and run the Society library; purchase new books and magazines with the approval of the Committee, and attend or deputise on all general meetings. He/she shall have discretionary power to refuse to lend any material in his/her care where he/she feels that such material may be in jeopardy and shall have power to recall any material that has been on loan for an excessive length of time and to restrict the borrowing time, particularly when the material is of a popular nature. | DO NOT CHANGE |

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| Library Material | |
| The normal lending period for materials borrowed from the library shall be one month. The lending month shall be from the meeting date at which the material is borrowed until the next general meeting date. The Librarian shall have the discretion to impose a fine that shall not exceed \$2.00 per item per month if any material is not returned on the due date except where arrangements are made to the satisfaction of the Librarian. | DO NOT CHANGE |
| Section Officers | |
| Section Officers shall provide advice and practical assistance to members in their respective fields, co-ordinate section activities and inform Society members about these activities. | DO NOT CHANGE |
| Equipment Officer | |
| The Equipment Officer shall maintain a full list of all Society property, arrange for the loan and return of such property, arrange any necessary maintenance and handle acquisitions. When hiring or lending Society property the Equipment Officer shall have discretionary powers to refuse to hire or lend and, in the case of new members, to request a probationary period before eligibility to hire. | DO NOT CHANGE |
| Note: Any member who feels that he/she has been treated unfairly, with regard to Society property, may appeal to the Committee. Any decision of the Committee shall be final. | |
| Publicity Officer | |
| The Publicity Officer shall respond to all requests from the public and media regarding the Society and astronomy in general, and organise the promotion of the Society and its activities. | DO NOT CHANGE |
| Subsidy | |
| Any member who wishes to present a paper to the biannual NACAA conference, or any similar conference of amateur or professional astronomers, may apply to the Committee for a subsidy of costs. Such application will be considered on individual merit and a grant of up to \$150 may be made from Society funds. The decision of the Committee, in these matters, shall be final. | DO NOT CHANGE |
| Spending Limit | |
| The amount of money that may be expended from Society funds by the Management Committee within a period of one month shall be limited to \$2,000.00. If it shall be necessary to expend a greater amount than \$2,000.00, approval must be sought by a simple majority vote by the members present at any general meeting. | DO NOT CHANGE |
| Recovery of Debts | |
| When an amount of money is owing to the Society the Secretary should, after conferring with the treasurer, send a letter to the appropriate party stating the nature and amount of the debt and requesting payment. If no answer is forthcoming within a reasonable time the suggested procedure is that a personal approach should be made by two of the members of the Committee to arrange recovery of the debt, whether in full or in part, or by an acceptable procedure. If no attempt is then made to service the debt, following further Committee discussion legal steps should be investigated. Such steps may take the form of a "Letter of Demand" and/or Summons, where the Committee considers this to be appropriate. The Committee | DO NOT CHANGE |

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| may consider that certain circumstances might place a debt “beyond reasonable limits of recovery”, and may choose to waive such debt. (<i>Also refer to Incorporation Act section 13.2 on page 17 of the Act.</i>) | |
| Conflicting Interests | |
| Any person who is a member of any other Astronomical Society or similar organisation, and serves in an executive or administrative position in such other club, shall not hold any executive or administrative position in the Brisbane Astronomical Society Inc. | DO NOT CHANGE |
| Fees | |
| The membership year is 1st January–31st December. Subscriptions are due on 1st January each year. Those joining after 1st July and before 1st October will pay a reduced amount of 50 per cent of the above, while amounts paid on or after 1st November will go towards the following calendar year. | DO NOT CHANGE |
| <i>Full Membership</i> \$30.00 <i>Family Membership</i> \$36.00 <i>Concession Membership</i> \$18.00 | DO NOT CHANGE |