

**AUSTRALIAN HYDROGRAPHERS' ASSOCIATION CONSTITUTION**  
**As Amended on August 3<sup>rd</sup>, 2005 by vote at the 25<sup>th</sup> Annual General Meeting of**  
**the Australian Hydrographers' Association Incorporated.**

**1. Name**

The name of the Association shall be The Australian Hydrographers' Association Incorporated.

**2. Objects**

The objects of the Association shall be:

- a. To encourage the development of all aspects of Hydrometric data collection, processing, analysis and presentation throughout Australia.
- b. To contribute to the knowledge of, and encourage interest in Australia's water resources and management and utilization of such resources.
- c. To provide a forum for the interchange of knowledge and ideas of a. and b. above.
- d. To represent the interests of all Australian Hydrographers and support staff.

**3. Method of Attainment**

- a. By promotion and encouragement of the interchange of ideas between Hydrographers.
- b. By publishing a Newsletter, at such frequency as the Committee shall from time to time determine.
- c. By encouraging participation of hydrographic and support staff from all States and Territories in the activities of the Association.

**4. Membership**

4.1 Eligibility

- a. Any person working either full time or part time in the water resources industry may apply for admittance as a Member of the Association.
- b. Any organization having any interest in water resources management, measurement, utilization and research may apply for admittance as Corporate Member of the Association.
- c. Any person who has an interest in water resources industry but not working full time or part time may apply for admittance as an Associate Member of the Association.

#### 4.2 Admission to Membership

An application for membership of the Association -

- a. Shall be made in writing on the prescribed form to the Secretary signed by the applicant or in the case of an organization by the Secretary of the organization;
- b. Shall be accompanied by the prescribed membership fee;
- c. Shall be accompanied by such details as may be requested by the Association from time to time.
- d. Upon receipt of the application the Secretary shall within fourteen (14) days refer the application to the Committee for approval.
- e. Upon an application being approved by a majority of the Committee, the Secretary shall notify the applicant in writing that the application has been approved for membership of the Association and shall enter the applicants name in the Register of Members to be kept by the Secretary, whereupon the applicant becomes a member of the Association.

#### 4.3 Members Rights

- a. Individual members who are financial members shall be entitled to attend all Annual and Special General Meetings of the Association and shall be entitled to one vote at these meetings.
- b. Individual members who are financial members shall be eligible for election to any office or to the Committee.

#### 4.4 Termination of Membership

- a. A member of the Australian Hydrographers' Association may at any time, resign from the Association by written notice of resignation addressed to the Secretary.
- b. Any member whose subscription shall be more than three months in arrears shall be deemed to be an unfinancial member and may have his/her membership terminated at the discretion of the Committee.

#### 4.5 Limited Liability

A member of the Association is liable to contribute towards the payment of the debts of the Association or the costs, charges, and expenses of a winding up of the Association, only to the extent of the membership subscription.

#### 4.6 Income and Property

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

This does not prevent the payment in good faith to a worker or member of the Association for the following:

- a. Remuneration in return for services actually rendered to the Association by the worker or member or for goods supplied to the Association by the worker or member in the ordinary course of business; or
- b. Reimbursement of expenses actually incurred by the worker or member; or
- c. Interest at current bank overdraft rate on money lent; or
- d. A reasonable and proper sum by way of rent for premises let to the Association by the worker or member.

#### 4.7 Accounts, Finance

- a. True accounts shall be kept –
  - i. Of all sums of money received and expended by the Association and the manner in respect of which the receipt or expenditure takes place;
  - ii. Of the property, credits and liabilities of the Association.
- b. The financial year of the Association shall be the period from the first day of January to the thirty first day of December next following.
- c. The Committee shall cause to be opened with such bank as the Committee selects a banking account or accounts in the name of the Association into which all moneys received shall be paid as soon as possible after receipt thereof.
- d. No cheques shall be drawn on the Association's bank account or accounts except for the payment of expenditure that has been authorized by the Committee.
- e. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by such persons as the Committee shall from time to time nominate for that purpose.

#### 4.8 Auditor

- a. The Committee shall appoint a suitably qualified person (not being a member or the Public Officer) as Auditor. Once at least in each financial year of the Association the Auditor shall examine the accounts of the Association and report as to the correctness of those accounts to the members.

b. The Auditor -

i. Has a right of access to the accounts, books, records, vouchers, and documents of the Association;

ii. May require from the workers of the Association such information and explanations as may be necessary for the performance of his or her duties as auditor;

iii. May employ persons to assist her or him in investigating the accounts of the Association, and

iv. May, in relation to the accounts of the Association examine any member of the Committee or any worker of the Association.

4.9 Annual General Meeting

a. The Association shall, in each year, hold an annual general meeting at such time and place each year as determined by the Committee.

b. The annual general meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it.

c. The ordinary business of the annual general meeting shall be –

i. To confirm the minutes of the last preceding annual general meeting;

ii. To receive from the Committee, auditor and workers of the Association reports upon the activities of the Association during the last preceding financial year.

iii. To elect the office bearers of the Association and other Committee members.

d. The annual general meeting may transact special business of which notice is given in accordance with this Constitution.

e. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

4.10 Special General Meetings

a. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

b. A Special General Meeting of the Association shall be summoned by the Secretary on the written request of not less than ten members of the Association.

- c. A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and formally received by an officer of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- d. If the Committee does not cause a Special General Meeting to be held within twenty eight days from the date on which a requisition is received, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after two months from the date of the deposit of the requisition.
- e. A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as that in which those Meetings are convened by the Committee.

#### 4.11 Notice of Annual and Special General Meetings

The Committee shall give at least twenty-one (21) days notice in writing to members of the place, day, and time for the holding of any General Meeting and the nature of the business to be transacted thereof.

#### 4.12 Quorum and Business at Annual and Special General Meetings

- a. No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote under these rules is present.
- b. The quorum for any General Meeting shall be five (5) members.
- c. The Chairperson or one of the Committee shall preside at Annual and Special General Meetings of the Association. If none of these people are present or if it has been agreed to by the Committee then the members present shall elect one of their number to preside thereat.
- d. The person presiding at a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting of which the adjournment took place.
- e. Where a meeting is adjourned for fourteen days or more, then loke notice of the adjourned Meeting shall be given as in the case of the original Meeting.

#### 4.13 Officers of the Association

- a. The officers of the Association shall be:
  - i.A Chairperson
  - ii.A Treasurer

iii.A Secretary

iv.A Publicity Officer

- b. The officers shall be elected subject to membership eligibility for a three year term from among the Association members.

#### 4.14 Management

- a. The affairs of the Association shall be managed by a Committee.
- b. The Committee –
  - i. Shall control and manage the business and affairs of the Association;
  - ii. May, subject to this Constitution, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the Constitution to be exercised by the Annual General Meetings of members of the Association;
  - iii. Subject to the Associations Incorporations Ordinance 1953 and this Constitution, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
  - iv. Shall have power to appoint sub-committees for the purposes carrying out such functions of the Association as the Committee directs. Such sub-committees may include non-members of the Association but must include one or several members of the Association who are responsible for the activities of that sub-committee.

#### 4.15 Composition of the Committee

- a. The Committee shall consist of:
  - i.The office bearers of the Association who shall be the office bearers of the Committee;
  - ii.Two other members who shall be elected at the Annual General Meeting;
  - iii.Such other members as may be co-opted from time to time provided always that the members so co-opted shall not at any time exceed three.
- b. Casual Vacancies:

In the event of a casual vacancy occurring in the office of one of the office bearers then the Committee shall appoint a member of the Association to the vacancy, and

the member so appointed shall hold office until the Annual General Meeting next following.

#### 4.16 Election of Members of the Committee

- a. Nominations of candidates for election as officers of the Association or as ordinary Committee members:
  - i. Shall be made in writing;
  - ii. Shall be signed by a nominator and seconder, each of whom shall be a financial member;
  - iii. Shall be accompanied by the written consent of the candidate;
  - iv. Shall clearly state the office or offices for which the candidate has been nominated; and
- b. Shall be delivered to the Secretary of the Association at least twenty four hours before the commencement of the Annual General Meeting.
- c. If insufficient nominations are received to fill all the vacancies on the Committee, the candidates nominated are deemed to be elected and further nominations shall be received at the Annual General Meeting.
- d. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- f. The ballot for the election of the officers and ordinary Committee members shall be held in such usual and proper manner as the Committee may direct.

#### 4.17 Temporary Leave of Absence

The Committee may grant leave of absence to a member, for a specified period, upon request by that member.

#### 4.18 Vacation of Office

For the purpose of these rules, the office of a Committee member becomes vacant if the member:

- i. Dies;
- ii. Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;

- iii. Becomes of unsound mind;
- iv. Resigns his or her office by writing under his or her hand addressed to the Committee;
- v. Fails, without leave granted by the Committee, to attend four consecutive meetings of the Committee provided that after the third meeting that the member has failed to attend he or she is notified in writing of the time and place of the next meeting and that failure to attend will result in the cessation of his or her membership of the Committee;
- vi. Ceases to be a member of the Association; or
- vii. Fails to pay all arrears of subscription due by him or her within fourteen days after he or she has received a notice in writing stating that he or she has ceased to be a financial member of the Association.

#### 4.19 Meetings of the Committee

- a. Reasonable notice shall be given of meetings of the Committee.
- b. Special meetings of the Committee may be called by the Chairperson or by any three of its members.
- c. Notice shall be given to members of the Committee of a special meeting, specifying the general nature of the business, and no other business shall be transacted at such a meeting.
- d. Any three members of the Committee constitute a quorum for the transaction of business of a meeting of the Committee.
- e. Business shall be transacted by facsimile, telephone, email or other electronic contact and the Secretary shall record each members consent or dissention to the business transacted.
- f. A resolution in writing signed by all members of the Committee, other than those who have been granted leave of absence for the period , shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
- g. The Secretary shall be the Chairperson of the meeting and in his/her absence shall elect a chairperson for that meeting and that person shall preside over the meeting.
- h. Each Committee member or of any sub-committee member appointed by the Committee (including the person presiding at the meeting) shall be entitled to one vote and, in the event of an equality of votes, the motion shall lapse.

#### 4.20 Disclosure of Interest in Contracts etc.

- a. A member of the Committee who has interests in any contract or arrangement made or proposed to be made with the Association, shall disclose that interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration if the interest then exists; or, in any other case, at the first meeting of the Committee after the acquisition of the interest.
- b. If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into the member shall disclose that interest at the first meeting of the Committee after becoming so interested.
- c. No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which that member is so interested and if the member does so vote that vote shall not be counted.

#### 4.21 Appointment of Staff

The Committee may appoint or may arrange to be appointed such staff as are needed by the Association from time to time and shall designate or arrange to be designated the terms of such appointments.

#### 4.22 Public Officer

a. The Committee of the Association shall, within fourteen days after the incorporation of the Association, appoint a resident in the Australian state or territory nominated by the Committee (the deemed state/territory) to be the Public Officer of the Association and, if the office becomes vacant, shall within fourteen days after it becomes vacant, appoint a person resident in the deemed state/territory to fill the vacancy.

b. The office of the Public Officer becomes vacant if the person holding that office:

- i. Dies;
- ii. Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors;
- iii. Becomes of unsound mind;
- iv. Resigns his or her office by writing under his or her hand addressed to the Committee;
- v. Ceases to be a resident of the deemed state/territory; or
- vi. Ceases to be a member of the Association.

#### 4.23 Notices

A notice may be serviced by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her usual or last known place of abode.

#### 4.24 Alteration to Constitution

- a. This Constitution may be amended by resolution passed by a two thirds majority of financial members voting at a Special General Meeting.
- b. Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.
- c. The Committee shall provide for a member to record his/her vote by postal ballot.

#### 4.25 Common Seal

- a. The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal"
- b. The Seal shall not be affixed to any instrument except by authority of a resolution of the Committee and in the presence of at least two (2) members of the Committee or of one member of the Committee and of the Public Officer of the Association or such other person as the Committee may appoint to that purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of the Committee.
- c. The Seal shall remain in the custody of a member of the Association specified for that purpose by the Committee.

#### 4.26 Winding Up

If upon winding up or dissolution of the Association there remains, after the 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 a society, institution or organization covered by the provisions of Item 81 (1)(c) in the First Schedule to the Sales Tax (Exemptions and Classifications) Act, or to some other institution or institutions having objects similar to the objects of the Association, and which is a fund, authority or institution referred to in paragraph 78 (1)(a) of the Income Tax Assessment Act 1936, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by the Supreme Court of the Australian Capital Territory.