

Constitution for the Society for Conservation Biology (Oceania) (SCBO)

Under the Associations Incorporation Act 2009

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Part 1 - Preliminary

1. *Objects of the Society for Conservation Biology (Oceania)(SCBO)*

- (1) The Society of Conservation Biology (Oceania) (SCBO) advances the science and practice of conserving the Earth's biological diversity in Oceania (Australia, New Zealand, Papua New Guinea and Pacific Islands).
- (2) We promote effective environmental conservation in Oceania, underpinned by science. We achieve our vision by:
 - a. Promoting, performing, and synthesising conservation science;
 - b. Collaborating with governments, managers, conservation organisations, general public and communities at the local, national and international levels;
 - c. Improving the capacity of communities to engage in conservation and environmental management; and
 - d. Informing and assisting with policy development, implementation and management of biological diversity and ecosystems with conservation science and environmental practice.
- (3) SCBO actively encourages the development, dissemination and adoption of scientific research and practice in conservation biology. Target groups include conservation scientists, managers, practitioners, policy-makers, educators, students and the general public.
- (4) SCBO engages our target groups through conferences, meetings, workshops, symposia, publications, mentors and on-line communications.
- (5) SCBO will operate as a non-profit organisation.
- (6) SCBO will establish and maintain a public fund to be called the Society for Conservation Biology (Oceania) (SCBO) Fund (the Fund) for the specific purpose of supporting the environmental objects of SCBO. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.

2. *Definitions*

- (1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary Board member means a member of the Board who is not an office-bearer of the association.

secretary means:

- (a) the person holding office under this constitution as secretary of the Society for Conservation Biology (Oceania) (SCBO), or
- (b) if no such person holds that office - the public officer of the Society for Conservation Biology (Oceania) (SCBO).

special general meeting means a general meeting of the Society for Conservation Biology (Oceania) (SCBO) other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 - Membership

3. Membership generally

- (1) A person is eligible to be a member of the Society for Conservation Biology (Oceania) (SCBO) if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the Society for Conservation Biology (Oceania) (SCBO) in accordance with clause 3.
- (2) A person is taken to be a member of the Society for Conservation Biology (Oceania) (SCBO) if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Society for Conservation Biology (Oceania) (SCBO) - a member of that unincorporated body immediately before the registration of the Society for Conservation Biology (Oceania) (SCBO).
- (3) A person is taken to be a member of the Society for Conservation Biology (Oceania) (SCBO) if the person was one of the individuals on whose behalf an application for membership of the Society for Conservation Biology (Oceania) (SCBO) under section 6 (1) (a) of the Act was made.

4. Membership

- (1) A person may apply to be a member of the Society for Conservation Biology (Oceania) (SCBO) by applying online to the Society for Conservation Biology website.
- (2) After finalising an application for membership, the member will be required to pay an annual membership fee.
- (3) The secretary must, on payment by the nominee of the amounts referred to in subclause (2) enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Society for Conservation Biology (Oceania) (SCBO).

5. Cessation of membership

A person ceases to be a member of the Society for Conservation Biology (Oceania) (SCBO) if the person:

- (a) dies, or
- (b) resigns or

- (c) is expelled from the Society for Conservation Biology (Oceania) (SCBO), or
- (d) fails to pay the annual membership fee under clause 8 (2).

6. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Society for Conservation Biology (Oceania) (SCBO):

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

7. Resignation of membership

- (1) A member of the Society for Conservation Biology (Oceania) (SCBO) may resign from membership of the Society for Conservation Biology (Oceania) (SCBO) by no longer paying their membership fee.
- (2) If a member of the Society for Conservation Biology (Oceania) (SCBO) ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of members

- (1) The public officer of the Society for Conservation Biology (Oceania) (SCBO) must establish and maintain a register of members of the Society for Conservation Biology (Oceania) (SCBO), specifying the name and postal or residential address of each person who is a member of the Society for Conservation Biology (Oceania) (SCBO) together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Society for Conservation Biology (Oceania) (SCBO), or
 - (b) if the Society for Conservation Biology (Oceania) (SCBO) has no premises, at the Society for Conservation Biology's (Oceania) (SCBO) official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Society for Conservation Biology (Oceania) (SCBO) at any reasonable hour.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society for Conservation Biology (Oceania) (SCBO) or other material relating to the Society for Conservation Biology (Oceania) (SCBO), or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

9. Fees and subscriptions

- (1) A member of the Society for Conservation Biology (Oceania) (SCBO) must, on admission to membership, pay to the Society for Conservation Biology (Oceania) (SCBO) an annual membership fee. This may be paid for more than one year.

10. Members' liabilities

The liability of a member of the Society for Conservation Biology (Oceania) (SCBO) to contribute towards the payment of the debts and liabilities of the Society for Conservation Biology (Oceania) (SCBO) or the costs, charges and expenses of the winding up of the Society for Conservation Biology (Oceania) (SCBO) is limited to the amount, if any, unpaid by the member in respect of membership of the Society for Conservation Biology (Oceania) (SCBO) as required by clause 8.

11. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Society for Conservation Biology (Oceania) (SCBO), or a dispute between a member or members and the Society for Conservation Biology (Oceania) (SCBO), are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

12. Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the Society for Conservation Biology (Oceania) (SCBO):
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has acted in a manner prejudicial to the interests of the Society for Conservation Biology (Oceania) (SCBO).
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the Society for Conservation Biology (Oceania) (SCBO) or suspend the member from membership of the Society for Conservation Biology (Oceania) (SCBO) if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Society for Conservation Biology (Oceania) (SCBO) confirms the resolution under clause 12, whichever is the later.

13. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Board which is to convene a general meeting of the Society for Conservation Biology (Oceania) (SCBO) to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Society for Conservation Biology (Oceania) (SCBO) convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Society for Conservation Biology (Oceania) (SCBO).

Part 3 - The Board

14. Powers of the Board

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Society for Conservation Biology (Oceania) (SCBO) in general meeting, the Board:

- (a) is to control and manage the affairs of the Society for Conservation Biology (Oceania) (SCBO), and
- (b) may exercise all such functions as may be exercised by the Society for Conservation Biology (Oceania) (SCBO), other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society for Conservation Biology (Oceania) (SCBO), and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Society for Conservation Biology (Oceania) (SCBO).

15. Composition and membership of Board

- (1) The Board is to consist of:
 - (a) members of the Society for Conservation Biology (Oceania) (SCBO), each of whom is to be elected for three year terms, except when agreed by the membership, of the Society for Conservation Biology (Oceania) (SCBO).
- (2) The total number of Board members is to be 7-10.
- (3) The office-bearers of the Board of Society for Conservation Biology (Oceania) (SCBO) are as follows:
 - (a) the president,
 - (b) president elect,
 - (c) the treasurer,
 - (d) the secretary,
 - (e) the communications officer and
 - (f) the electoral officer.
- (4) All office-bearers will be elected by the membership.
- (5) The President Elect will be voted by the membership in the second term of the current President's term.
- (6) A Board member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the date of the member's election, but is eligible for re-election.

16. Election of Board members

- (1) Nominations of candidates for election as office-bearers of the Society (President-elect only) for Conservation Biology (Oceania) (SCBO) or as ordinary Board members:
 - (a) must be submitted, when there is a call for nominations to coincide with the annual general meeting, to the electoral officer who will then coordinate electronic elections by the membership.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of ordinary Board members and President-elect of the Board is to be conducted as an online election by members and in such usual and proper manner as the Board may direct.
- (7) An elected Board member must be a member of the Society for Conservation Biology (Oceania) (SCBO)

- (8) An elected Board member may then put forward their name as an office-bearer to be voted on at the annual general meeting.

17. Secretary

- (1) The secretary of the Society for Conservation Biology (Oceania) (SCBO) must, as soon as practicable after being appointed as secretary, lodge notice with the Society for Conservation Biology (Oceania) (SCBO) of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Board, and
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be agreed as a resolution by the chairperson of the next succeeding meeting, following any amendments.

18. Treasurer

It is the duty of the treasurer of the Society for Conservation Biology (Oceania) (SCBO) to ensure:

- (a) that all money due to the Society for Conservation Biology (Oceania) (SCBO) is collected and received and that all payments authorised by the Society for Conservation Biology (Oceania) (SCBO) are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Society for Conservation Biology (Oceania) (SCBO), including full details of all receipts and expenditure connected with the activities of the Society for Conservation Biology (Oceania) (SCBO).

19. Communications Officer

It is the duty of the Communications Officer of the Society for Conservation Biology (Oceania) (SCBO) to ensure:

- (a) that all communications are coordinated to the membership, through the listserv , website, facebook and twitter and
- (b) that a regular newsletter is provided electronically to the membership.

20. Electoral Officer

It is the duty of the Electoral Officer of the Society for Conservation Biology (Oceania) (SCBO) to ensure:

- (a) that all potential nominees for the Board provide their detailed nominations for the membership to vote and
- (b) coordinates and annual vote for Board members, when there are vacancies on the Board.

21. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Society for Conservation Biology (Oceania) (SCBO) to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Society for Conservation Biology (Oceania) (SCBO), or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22. Removal of Board members

- (1) The Society for Conservation Biology (Oceania) (SCBO) in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society for Conservation Biology (Oceania) (SCBO), the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Board meetings and quorum

- (1) The Board must meet at least 4 times in each period of 12 months at such place and time as the Board may determine. Such meetings may be via teleconference.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present,

the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be designated for information only with no resolutions able to be passed.
- (8) At a meeting of the Board:
 - (a) the president or, in the president's absence, the president elect is to preside, or
 - (b) if the president and the president elect are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

24. Delegation by Board to committee

- (1) The Board may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the Society for Conservation Biology (Oceania) (SCBO) as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A committee may meet and adjourn as it thinks proper.

25. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any committee appointed by the Board are to be determined by a majority of the votes of members of the Board or committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual

despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

Part 4 - General meetings

26. Annual general meetings - holding of

- (1) The Society for Conservation Biology (Oceania) (SCBO) must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Society for Conservation Biology (Oceania) (SCBO) must hold its annual general meetings:
 - (a) within 6 months after the close of the Society's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

27. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Society for Conservation Biology (Oceania) (SCBO) is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board reports on the activities of the Society for Conservation Biology (Oceania) during the last preceding financial year,
 - (c) to elect office-bearers of the Society for Conservation Biology (Oceania) and ordinary Board members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28. Special general meetings - calling of

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Society for Conservation Biology (Oceania) (SCBO).
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Society for Conservation Biology (Oceania) (SCBO).
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition electronically, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition electronically.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may

convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

29. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing, including email, of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31. Presiding member

- (1) The president or, in the president's absence, the president elect, is to preside as chairperson at each general meeting of the Society for Conservation Biology (Oceania) (SCBO).

- (2) If the president and the president elect are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society for Conservation Biology (Oceania) (SCBO) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (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.

33. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands or verbal response when on a teleconference, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

35. Voting

- (1) On any question arising at a general meeting of the Society for Conservation Biology (Oceania) (SCBO) a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Society for Conservation Biology (Oceania) (SCBO) unless all money due and payable by the member to the Society for Conservation Biology (Oceania) (SCBO) has been paid.
- (4) A member is not entitled to vote at any general meeting of the Society for Conservation Biology (Oceania) (SCBO) if the member is under 18 years of age.

36. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

37. Postal or electronic ballots

- (1) The Society for Conservation Biology (Oceania) (SCBO) may hold a postal or web-based ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or web-based ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

38. Insurance

The Society for Conservation Biology (Oceania) (SCBO) may effect and maintain insurance.

39. Funds - source

- (1) The funds of the Society for Conservation Biology (Oceania) (SCBO) are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society for Conservation Biology (Oceania) (SCBO) in general meeting, such other sources as the Board determines.
- (2) All money received by the Society for Conservation Biology (Oceania) (SCBO) must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The Society for Conservation Biology (Oceania) (SCBO) must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the Society for Conservation Biology (Oceania) (SCBO) are to be used in pursuance of the objects of the Society for Conservation Biology (Oceania) (SCBO) in such manner as the Board determines.
- (2) All financial transactions of greater than \$1,000 will have the approval of the Society for Conservation Biology (Oceania) Board and can be carried out by the President, President elect or Treasurer. For other lesser transactions, the President, President elect or Treasurer will be able to carry out these transactions, according to approved activities of the Society for Conservation Biology (Oceania).

41. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Society for Conservation Biology (Oceania) (SCBO) name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

42. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society for Conservation Biology (Oceania) (SCBO).

43. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Society for Conservation Biology (Oceania) (SCBO) at any reasonable hour:
 - (a) records, books and other financial documents of the Society for Conservation Biology (Oceania) (SCBO),
 - (b) this constitution,
 - (c) minutes of all Board meetings and general meetings of the Society for Conservation Biology (Oceania) (SCBO).
- (2) A member of the Society for Conservation Biology (Oceania) (SCBO) may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

44. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45. Financial year

The financial year of the Society for Conservation Biology (Oceania) (SCBO) is:

- (a) the period of time commencing on the date of incorporation of the Society for Conservation Biology (Oceania) (SCBO) and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Society for Conservation Biology (Oceania) (SCBO), commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.