

RULES OF
THE SAMUEL GRIFFITH SOCIETY

ABN 50 670 165 165

(Current as at 2019)

NAME

1. The name of the incorporated association is “**THE SAMUEL GRIFFITH SOCIETY**” (in these rules called “**the Society**”).

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:-
 - (a) the masculine includes the feminine;
 - (b) “**Board**” means the Board of Management of the Society;
 - (c) “**financial year**” means the year ending on 30th June;
 - (d) “**general meeting**” means a general meeting of members convened in accordance with rule 11;
 - (e) “**ordinary member of the Board**” means a member of the Board who is not an officer of the Society under rule 21;
 - (f) “**the Act**” means the Associations Incorporation Reform Act 2012 (Vic);
 - (g) “**the Regulations**” means regulations under the Act.
- (2) In these rules, a reference to the secretary of the Society is a reference:-
 - (a) where a person holds office under these rules as secretary to the Society – to that person; and
 - (b) in any other case – to the public officer of the Society.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

PURPOSES

- 2A. (1) The Society has been established for the following purposes:
- (a) To undertake and support research into and to provide a better understanding of the Constitution of the Commonwealth of Australia, its role as the founding document of the Commonwealth of Australia and its significance to Australia's legal and political framework.
 - (b) To undertake and support research into and to provide a better understanding of the potential effects of any proposed changes to the Constitution of the Commonwealth of Australia.
 - (c) To undertake and support research into and to provide a better understanding of the division of legislative powers between the Commonwealth and the States.
 - (d) To undertake and support research into the financial arrangements between the Commonwealth and the States.
 - (e) To undertake and support research into the judicial decision-making process and how judicial decision-making affects the interpretation of the Constitution of the Commonwealth of Australia and statute law.
 - (f) To undertake and support research and to provide a better understanding of the exercise of the powers and the decision-making process of the Executive branch of government.
 - (g) To undertake and support research and to provide a better understanding of the Parliamentary branch of government and its decision-making process.
 - (h) To hold conferences and to publish papers the relate to the research subject matters as referred to in this clause.

APPLICATION FOR MEMBERSHIP

3. (1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be member of the Society on payment of the entrance fee and annual subscription payable under these rules.
- (2) A person who is not a member of the Society at the time of the incorporation of the Society (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:-
- (a) unless he is nominated as provided in sub-clause (3); and
 - (b) his admission as a member is approved by the Board.

- (3) A nomination of a person for membership of the Society:-
 - (a) shall be made in writing in the form set out in Appendix 1, and
 - (b) shall be lodged with the secretary of the Society.
- (4) As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Board.
- (5) Upon a nomination being referred to the Board, the Board shall determine, in its absolute discretion and without assigning any reason for its determination, whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Board, the secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Society and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- (7) The secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Society.
- (8) A right, privilege, or obligation of a person by reason of his membership of the Society:-
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4. (1) The entrance fee is \$20.00, except in the case of students, for whom the entrance fee is waived.
- (2) The annual subscription is \$75.00, or \$25.00 in the case of bona fide students, and is payable in advance on or before the 1st day of July in each year, until the Board otherwise decides.

REGISTER OF MEMBERS

- 5. The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members at the address of the public officer.

6. (1) A member of the Society who has paid all moneys due and payable by him to the Society may resign from the Society by first giving one month's notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.
7. (1) The Board may, in its absolute discretion and without assigning any reason therefor, by resolution, expel a member from the Society;
- (2) Where the Board passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing informing the member of the terms of the resolution.
- (3) Where the Board resolves to expel a member under sub-clause (1):-
 - (a) such expulsion shall take effect upon the giving of the notice referred to in sub-clause (2) and the secretary shall thereupon make in the register of members an entry recording the date on which the member expelled ceased to be a member; and
 - (b) such part of the annual subscription paid by the expelled member as relates to the period after that member's expulsion takes effect shall be refunded to the member within one month after that member's expulsion takes effect.

ANNUAL GENERAL MEETING

8. (1) The Society shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
 - (b) to receive from the Board reports upon the transactions of the Society during the last preceding financial year;
 - (c) to elect officers of the Society and the ordinary members of the Board; and
 - (d) to receive and consider the statement submitted by the Society in accordance with section 30(3) of the Act.

- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

- 9. All general meetings other than the annual general meeting shall be called special general meetings.
- 10.
 - (1) The Board may, whenever it thinks fit, convene a special general meeting of the Society and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
 - (2) The Board shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Society.
 - (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
 - (4) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, of any of them, may convene a special general meeting to be held not later than 3 months after that date.
 - (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses.

NOTICE OF MEETING

- 11.
 - (1) The secretary of the Society shall, at least 14 days before the date fixed for holding a general meeting of the Society, cause to be sent to each member of the Society at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling for the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

- 12.
 - (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
 - (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
 - (3) 4 members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and 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 shall be a quorum.
- 13.
 - (1) The Chairman, or in his absence the Deputy Chairman, shall preside as Chairman at each general meeting of the Society.
 - (2) If the Chairman and the Deputy Chairman are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 14.
 - (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting 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 at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. A question arising at a general meeting of the Society shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Society is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16.
 - (1) Upon any question arising at a general meeting of the Society, a member has one vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
17.
 - (1) If at a meeting a poll on any question is demanded by not less than 3 members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
18. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Society have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
19.
 - (1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (2) The notice appointing the proxy shall be in the form set out in Appendix 2 or such other form as the Board approves.

BOARD OF MANAGEMENT

20.
 - (1) The affairs of the Society shall be managed by a Board of Management constituted as provided in rule 21.
 - (2) The Board:-
 - (a) shall control and manage the business and affairs of the Society;
 - (b) may, subject to the rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Society; and

- (c) subject to these rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be necessary or convenient for the proper management of the business and affairs of the Society.

21. (1) The officers of the Society shall be:-

- (a) a President;
 - (b) a Vice President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each officer of the Society shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in an office referred to in sub-clause (1), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

22. (1) Subject to section 23 of the Act, the Board shall consist of:-

- (a) the officers of the Society; and, at the discretion of the Board,
- (b) up to three ordinary members (or such number as the Society may determine in general meeting),

each of whom shall be elected at the annual general meeting of the Society in each year.

- (2) An ordinary member of the Board shall, subject to these rules, hold office until the annual general meeting next year after the date of his election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until conclusion of the annual general meeting next following the date of his appointment.

ELECTION OF OFFICERS AND VACANCY

23. (1) Nominations of candidates for election as officers of the Society or as ordinary members of the Board:
- (a) shall be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Society not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (6) The nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
24. For the purposes of these rules, the office of an officer of the Society or of an ordinary member of the Board becomes vacant if the officer or member:-
- (a) ceases to be a member of the Society;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns his office by notice in writing given to the secretary.

PROCEEDINGS OF THE BOARD

25. (1) The Board shall meet at least twice in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chairman or by any 3 of the members of the Board.

- (3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting unless all members of the Board present at the meeting agree to transact the other business.
- (4) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Board:-
 - (a) the Chairman or in his absence the Deputy Chairman shall preside, or
 - (b) if the Chairman and the Deputy Chairman are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-Society appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Board or any sub-Society appointed by the Board (including the person presiding at the meeting) is entitled to one vote, and, in the event of an equality of votes and any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Board meeting shall be served on each member of the Board by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least 2 business days before the date of the meeting.
- (10) Subject to sub-clause (4), the Board may act notwithstanding any vacancy on the Board.
- (11)
 - (a) The Board Members may meet either in person or by telephone or other electronic means of conferring for the despatch of business, adjourn and otherwise regulate their meetings as they see fit.
 - (b) For the purpose of these Rules a Board Member shall be regarded as present at a meeting where the meeting is conducted by telephone or other electronic means of conferring if the Board Member is able to hear the entire meeting and to be heard himself by all others attending the meeting.

- (c) A meeting conducted by telephone or other electronic means of conferring shall be deemed to be held at such place as shall be agreed upon by the Board Members attending that meeting provided that at least one of the Board Members present at that meeting was at that place for the duration of that meeting.

SECRETARY

26. The secretary of the Society shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.

TREASURER

27. (1) The Treasurer of the Society:-
- (a) shall collect and receive all moneys due to the Society and make all payments authorised by the Society; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

REMOVAL OF MEMBER OF THE BOARD

28. (1) The Society in general meeting may by resolution remove any member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or Chairman of the Society (not exceeding a reasonable length) and requests that they be notified to the members of the Society, the Secretary or the Chairman may send a copy of the representations to each member of the Society or, if they are not so sent, the member may require that they be read out at the meetings.

CHEQUES

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board.

SEAL

30. (1) The Common Seal of the Society shall be kept in the custody of the secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the public officer of the Society.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

31. These rules and the statement of purposes of the Society shall not be altered except in accordance with the Act.

NOTICES

32. (1) A notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at his address shown in the register of members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

33. In the event of the winding up or the cancellation of the incorporation of the Society, the assets of the Society shall be donated to a company, incorporated association, unincorporated association or like body, such donation to be decided upon by the Board at its discretion.

CUSTODY OF RECORDS

34. Except as otherwise provided in these rules, the Secretary shall keep in his custody under his control all books, documents and securities of the Society.

FUNDS

35. The funds of the Society shall be derived from entrance fees, annual subscriptions, donations and such other source as the Board determines.

DISCIPLINARY ACTION

36. (1) The Society may take disciplinary action against a member in accordance with this Division if it is determined that the member:-
- (a) has failed to comply with these Rules; or
 - (b) refuses to support the purposes of the Society; or
 - (c) has engaged in conduct prejudicial to the Society.
37. (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee:-
- (a) may be Board members, members of the Society or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.
38. (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:-
- (a) stating that the Society proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the “**disciplinary meeting**”); and
 - (d) advising the member that he or she may do one or both of the following:-
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member’s appeal rights under rule 40.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
39. (1) At the disciplinary meeting, the disciplinary subcommittee must:-
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.

- (2) After complying with subrule (1), the disciplinary subcommittee may:-
 - (a) take no further action against the member; or
 - (b) subject to subrule (3):-
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Society.
 - (3) The disciplinary subcommittee may not fine the member.
 - (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
40. (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 39 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:-
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
 - (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
 - (4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must:-
 - (a) specify the date, time and place of the meeting; and
 - (b) state:-
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

41. (1) At a disciplinary appeal meeting:-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

GRIEVANCE PROCEDURE

42. (1) The grievance procedure set out in this Division applies to disputes under these Rules between:-
- (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Society.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
43. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
44. (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:-
- (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:-
- (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement:-
 - (i) if the dispute is between a member and another member – a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Society – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Society but in any case must not be a person who:-
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- 45. (1) The mediator to the dispute, in conducting the mediation, must:-
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.
- 46. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

ADVISORY ACADEMIC BOARD

- 47. (1) The Society shall have an Advisory Academic Board.
- (2) The Board shall determine the size and composition of the membership of the Advisory Academic Board, and can vary the size and composition of the Advisory Academic Board as and when it sees fit so to do.
- (3) A person appointed to the Advisory Academic Board does not have to be a member of the Society.
- (4) The Advisory Academic Board shall liaise with the Commonwealth Scientific and Industrial Research Organization in relation to matters pertaining to the Society being “an approved research institute” for the purposes of section 73A of the Income Tax Assessment Act 1936 (Commonwealth).
- (5) The Board may also task the Advisory Academic Board with other duties.