

MOTHS AND BUTTERFLIES AUSTRALASIA INC.

CONSTITUTION

ARTICLE I. NAME

Section 1. The name of the society shall be Moths and Butterflies Australasia Inc.

ARTICLE II. TYPE

Section 1. Moths and Butterflies Australasia is an incorporated association.

Section 2. The society operates on a not-for-profit basis with a charitable purpose.

ARTICLE III. OBJECTIVES

Section 1. The purpose of the society is to encourage interest in the scientific study, research and conservation of moths and butterflies (Lepidoptera) in the Australian Region (Australasia).

Section 2. The aims of the society are:

- (a) To bring together in a scientific forum people of all ages and backgrounds interested in moths and butterflies;
- (b) To exchange scientific knowledge, specimens and observations of moths and butterflies in a social and congenial atmosphere;
- (c) To compile and disseminate information on the identity, taxonomy and distribution of all species of moths and butterflies, both native and introduced, for the purposes of advancing education, training, biosecurity and evaluation of pest status;
- (d) To promote and support the conservation of moths and butterflies and their habitats, and provide information to government agencies and non-government organisations on land use, threatened species and biodiversity for the purpose of advancing the health of the natural environment;
- (e) To lobby for improved funding and training for research on moths and butterflies.

Section 3. The society does not support the trade or collection of moths and butterflies purely for commercial purposes except in cases of managed ranching, such as of threatened or iconic species by indigenous and other interested groups, provided it is sustainable and/or has conservation benefits.

ARTICLE IV. MEMBERSHIP

Section 1. All persons interested in moths and butterflies and wishing to contribute towards the objectives of the society shall be eligible to apply for membership of the society (Article V).

Section 2. The membership of the society shall consist of:

- (a) Ordinary Members
- (b) Student/Concession Members
- (c) Honorary Life Members
- (d) Member Bodies

Section 3. Ordinary members are persons over the age of 18 years paying an annual subscription to the society.

Section 4. Student members are persons under the age of 18 years or who are bona fide full-time students currently attending a school, college or university. Concession members are those retired or not working in full-time employment.

Section 5. Honorary life members are those persons, duly elected by the society, who have rendered or are rendering distinguished service to the society or to the cause of moths and butterflies. These persons are to be entitled the same privileges as Ordinary Members, without subscribing an annual fee to the society. Honorary Life Members shall be approved by the Council and elected by a two-thirds majority at the Annual General Meeting.

Section 6. Member Bodies are defined as being any trust, association, institution, organization, department or instrumentality of government, local government authority educational organization or other body which in the opinion of the Council will support the aims and objectives of the society (Article III). Applications for membership from any such body will be considered in the same way as applications from individuals (Article V).

Section 7. The Council may appoint up to two Patrons, at least one of whom shall be a woman, who will act as ambassadors, providing encouragement, influence and support for the society. A Patron shall be appointed for a 5-year term but may be appointed for additional terms. A Patron is exempt from paying annual fees to the society.

Section 8. The privileges of members shall include the right to attend meetings, including the Annual General Meeting, to vote, to submit items of business for consideration at an Annual General Meeting, to receive a copy of the Newsletter, and to participate in all of the activities and social functions of the society.

Section 9. The Council may refuse an application for membership.

ARTICLE V. APPLICATION FOR MEMBERSHIP

Section 1. Nomination and election of Ordinary and Student/Concession Members and Member Bodies of the society shall be in the form of a membership application form, which must be completed and lodged with the Secretary of the society.

Section 2. As soon as practicable after the receipt of the application, the Secretary must refer the application to the Council, which must decide whether to approve or reject the application.

Section 3. If the Council rejects an application, the Council must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Council shall not be required to provide its reasons for refusing an application for membership under this Article. If the Council approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval and request payment within 28 days after the receipt of notification for the first year's annual subscription. Upon receipt of the annual subscription to the Treasurer, the Secretary must enter the applicant's name in the register of members.

Section 4. A successful applicant for membership becomes a member of the society and is entitled to exercise rights of membership when their name is entered on the register of members. Ongoing membership is contingent on payment of an annual subscription.

ARTICLE VI. TERMINATION OF MEMBERSHIP

Section 1. Membership of the society shall be deemed to have terminated if any member tenders a written resignation to the Secretary, or if any member is not financial after 12 months from 1st January of each calendar year.

Section 2. Re-nomination and re-election will be required of persons who resign or lapse in membership and wish to re-join the society.

Section 3. The Council shall have the power to terminate membership of a member or member body if in its opinion the member or member body has brought the society into disrepute, such as acting in a manner contrary to the objectives of the society or has refused or neglected to comply with the Constitution or has prejudiced to the interests of the society.

Section 4. Such an expelled member shall be advised in writing by the Secretary within 14 days of the Council's decision. The Council's decision is considered final.

ARTICLE VII. SUBSCRIPTIONS

Section 1. The costs of annual subscriptions for membership shall be fixed by the Council of the society with the approval of an Annual General Meeting.

Section 2. All annual subscriptions for membership become due on 1st January of each year and shall be payable within three months of the subscriptions becoming due.

Section 3. Annual subscriptions for new members become payable on election. Initial part-year dues will be the same as full annual subscription.

Section 4. Honorary Life Members shall pay no annual subscription.

ARTICLE VIII. OFFICE BEARERS

Section 1. An interim Council shall be appointed by agreement of its founding members to establish and operate the ordinary business of the society over the first 12 months from the date of its inception, after which time the members of Council will be elected.

Section 2. The elected office bearers of the society must be current members of the society and shall consist of the:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Public Officer
- (f) Editor
- (g) and up to six other Councillors

Section 3. The office bearers shall be elected in accordance with Article X, and they will form the Council of the society.

Section 4. The Council may establish portfolios or subcommittees consisting of other Councillors with terms of reference it considers appropriate (e.g. Website Officer, Media/Social Media Officer, Education Officer, Conservation Officer, Fund-raising Officer).

Section 5. No member of the Council can simultaneously hold more than one position on the Council.

Section 6. The President shall be nominated from among the current members of the Council.

Section 7. Membership of the Council shall cease if the member ceases to be a member of the society, resigns office, or is expelled.

Section 8. Council Members may be dismissed from office at a Special General Meeting under Article XIII called specially for the purpose, and for which 21 days' notice has been given, provided three quarters of the voting members pass the resolution.

ARTICLE IX. DUTIES OF OFFICE BEARERS

Section 1. The Council shall manage the business and affairs of the society, maintain records of the financial transactions, and be responsible for the management and control of funds and other property of the society.

Section 2. The President shall chair all meetings, including Annual General and Council Meetings.

Section 3. The Vice-President shall deputise in the absence of the President. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be a Council member elected by the other Council members present.

Section 4. The Secretary is responsible to the Council for the administration of the society and shall:

- (a) keep and maintain a register of members of the society that includes a member's name, current email address, the date of becoming a member and, for each former member, the date of ceasing to be a member;
- (b) notify members concerning their subscriptions;
- (c) make the necessary arrangements for meetings, and give due notice of all meetings of the society;
- (d) keep minutes of the resolutions and proceedings of Council and Annual General Meetings;
- (e) transmit to the Editor any material for publication;
- (f) transact the routine business of the society;
- (g) maintain files of the society's correspondence and documents.

Section 5. The Treasurer is responsible to the Council for the finances of the society and shall:

- (a) keep a record of members indicating their current financial status;
- (b) collect and receive all monies on behalf of the society and deposit these without any deduction whatsoever in a bank approved by the Council;
- (c) maintain records of all financial transactions;
- (d) present a cash statement at each Council and Annual General Meeting;
- (e) make payments of all accounts approved for payment;
- (f) submit annual accounts in the required format at the Annual General Meeting.

Section 6. The Public Officer is responsible to the Council for all legal matters, and for notifying the ACT Government of any change in the society's official address, Constitution or Council Members within 28 days.

Section 7. The Editor is responsible to the Council for publications of the society and shall: (a) be responsible for the production of the Newsletter; and (b) arrange for the electronic distribution of the Newsletter with the Secretary to all members.

Section 8. The other Council Members shall report to Council the activities of their portfolios.

ARTICLE X. ELECTION OF OFFICE BEARERS

Section 1. A member of the society is eligible to be elected or appointed as a Council Member and is entitled to vote at an Annual General Meeting.

Section 2. The office bearers of Council shall be elected at the Annual General Meeting of the society and hold office for a term of one year or until the next Annual General Meeting.

Section 3. Council Members shall be eligible for re-election to Council.

Section 4. At the Annual General Meeting of the society, the Chairperson of the meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with Sections 5 to 8.

Section 5. Nominations, in writing and signed by the proposer, seconder and nominee, must be received by the Secretary seven days prior to the Annual General Meeting. If there are insufficient written nominations, then nominations may be accepted from the floor at the Annual General Meeting.

Section 6. At the Annual General Meeting, separate elections must be held for each of the following positions on Council:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Public Officer
- (f) Editor
- (g) Councillors

If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position. If more than one member is nominated, a ballot must be held in accordance with Section 8.

Section 7. If the number of members nominated for the position of Councillor (ordinary council member) is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Section 8. The positions will be filled in order of the candidates receiving the greatest to least number of ballots until all positions are filled.

Section 8. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot, provided:

- (a) The returning officer must not be a member nominated for the position
- (b) Before the ballot is taken, each candidate may make a short speech in support of their election
- (c) The election must be by secret ballot
- (d) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote
- (e) If the ballot is for more than one position, then the voter must write on the ballot paper the name of each candidate for whom they wish to vote, and the voter must not write the names of more candidates than the number to be elected
- (f) Ballot papers that do not comply with Section 8(e) are not to be counted.
- (g) In the event of a tie, the Chairperson of the meeting has a second or casting vote.

Section 9. In the event of the death, resignation or inability of any officer, the Council shall, at its discretion, make a temporary appointment until the date of the next election. Such an appointee shall be eligible for nomination at the next election.

ARTICLE XI. COUNCIL MEETINGS

Section 1. The Council shall meet at least four times a year: (a) physically or remotely, to coincide with the Annual General Meeting; and (b) remotely, by the use of technology that allows Council members to clearly and simultaneously communicate with each other (e.g. by telephone/internet). Robert's Rules of Order will apply.

Section 2. No business may be conducted at a Council Meeting unless a quorum is present. The quorum for a Council Meeting shall consist of 50% of the Council membership. If a quorum is not present within 30 minutes after the notified commencement time of a Council Meeting the meeting must be adjourned until the next scheduled Council Meeting.

Section 3. Each Council member present at the Council Meeting has one vote on any question arising at a Council Meeting. A motion is carried if a majority of Council members present at the meeting vote in favour of the motion. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote. Voting by proxy is not permitted unless approved by the majority of the Council.

Section 4. The Council must ensure that minutes are taken and kept of each Council Meeting. The minutes must record the following:

- (a) the names of the members in attendance at the meeting;
- (b) the agenda and business considered at the meeting;
- (c) actions arising from the meeting and any resolution on which a vote is taken and the result of the vote;
- (d) must be approved by Council at the following Council Meeting.

ARTICLE XII. ANNUAL GENERAL MEETINGS

Section 1. Members shall be informed by the Secretary of the date, time and place of the Annual General Meeting at least three months prior to the meeting and such details are to be distributed in the Newsletter.

Section 2. A quorum at the Annual General Meeting shall consist of the President or a Council representative, the Secretary or a Council representative, the Treasurer or a Council representative, the Editor or a Council representative, and at least 10 members in good financial standing. If within 30 minutes after the time appointed for holding an Annual General Meeting a quorum is not present the meeting shall be dissolved.

Section 3. The ordinary business of the Annual General Meeting is as follows:

- (a) To confirm the minutes of the previous Annual General Meeting;
- (b) To receive and consider the annual report of the Council, including: (i) the President's report on the activities of the society during the preceding financial year; (ii) the Secretary's report on membership status; (iii) the Treasurer's report and audited financial statements of the society for the preceding financial year, to confirm or vary the amounts (if any) of the annual subscription, and to confirm that the finances are in good order for the next 12 months; (iv) the Editor's report on the Newsletter; and (v) any other reports from subcommittee members of Council.
- (c) To elect or re-elect the members of the Council, who must consent in writing or in person.
- (d) To elect an Auditor.
- (e) To conduct any other business placed on the agenda before the commencement of the meeting.

Section 4. The Council must ensure that minutes are taken and kept of each Annual General Meeting. The minutes must include:

- (a) the names of the members attending the meeting;
- (b) proxy forms given to the Chairperson of the meeting;
- (c) the financial statements submitted to the members;
- (d) the certificate prepared by the Treasurer and signed by the Auditor and President certifying that the financial statements give a true and fair view of the financial position and performance of the society.

Section 5. Any member at an Annual General Meeting may appoint in writing another member as their proxy.

Section 6. Each Member who is entitled to vote has one vote at an Annual General Meeting. Members may vote personally or by proxy. If votes are divided equally on a question or resolution, the Chairperson of the meeting, except in the case of meetings under Article XIII, has a second or casting vote.

ARTICLE XIII. SPECIAL GENERAL MEETINGS

Section 1. The Council shall convene a Special General Meeting if a request is called by the Secretary within 28 days of receipt of a directive of: (a) three members of the Council; or (b) six non-Council Members.

Section 2. A request for a Special General Meeting must:

- (a) be in writing;
- (b) state the business to be considered at the meeting and any resolutions to be proposed;
- (c) include the names and signatures of the Members requesting the meeting;
- (d) be given to the Secretary.

Section 3. The notice for a Special General Meeting shall be distributed to all Members at least 21 days prior to the meeting.

ARTICLE XIV. AMENDMENTS

Section 1. A special resolution is required to alter, amend or repeal the Constitution, including changing the name or objectives of the society. A special resolution is passed by a three-quarters majority of the members voting in favour of the resolution in a ballot, provided there is at least two weeks' notice of the proposed change, at an Annual General Meeting (whether in person or by proxy).

Section 2. Any member in good standing may propose, in writing, an amendment to the Constitution to the Council. Such a proposal, if approved by a majority of the Council, shall be submitted with a recommendation of the members under Section 1 of this Article. A proposed change to the Constitution not recommended by the Council must be submitted to members if it is submitted by 10 or more members in good standing.

Section 3. All amendments passed by special resolution shall be published in the next issue of the Newsletter following the Annual General Meeting.

Section 4. The alteration to the Constitution shall be registered with the office of Access Canberra, ACT Government, as required by the Act.

ARTICLE XV. FINANCE

Section 1. The financial resources of the society shall be derived from annual subscriptions, donations, sponsorships, gifts or bequests, sales and such other sources as the Council determines. The income and property of the society shall be used only for the administration of the society and the promotion of its objectives.

Section 2. Membership subscriptions shall be determined by the provisions of Article VII.

Section 3. The society shall keep financial records that correctly record and explain its transactions, financial position and performance; and enable financial statements to be prepared as required by the Act.

Section 4. The society shall retain the financial records for seven years after the transactions covered by the records are completed.

Section 5. The Treasurer must keep in their custody, or under their control, the financial records for the current financial year, and any other financial records as authorised by the Council.

Section 6. For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the society are met. Those requirements include:

- (a) the preparation of the financial statements;
- (b) the certification of the financial statements by the Council;
- (c) the submission of the financial statements to the Annual General Meeting of the society;

- (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Section 7. Members shall have the right to inspect any financial records and documents of the society on giving reasonable notice. The Council may refuse to permit a member to inspect records of the society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the society.

Section 8. The society may for the purpose of carrying out any of the objectives, hold and dispose of real property, enter into contracts, receive and make gifts, act as trustee, borrow money, be a beneficiary and perform all such acts in the law as are required or incidental to such legal functions.

Section 9. The income and property of the society shall be used and applied solely in promotion of its objectives. No member shall receive any honorarium, dividend, or any financial or other benefit from the society other than as specific reimbursement of expenditure incurred on behalf of the society and approved by Council. This condition shall not apply to an award, scholarship or prize (of goods or cash) made to a member under any general competition or scheme which is equally open to non-members.

Section 10. The accounts shall be subject to audit each year. The Auditor(s) shall not be members of the Council, and shall be appointed at the Annual General Meeting.

ARTICLE XVI. BIODIVERSITY FUND

Section 1. The society shall establish and maintain a public fund to be called the MABA Biodiversity Fund (hereafter the 'Fund') for the specific purpose of supporting the society's environmental objectives on biodiversity conservation (Article III, Section 2(d)).

Section 2. The Fund is established to receive tax deductible donations in the form 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.

Section 3. The society agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Fund are only used for its principal purpose.

Section 4. Any allocation of funds or property to other persons, projects or organisations will be made in accordance with the established purposes of the society and will not be influenced by the preference of the donor.

Section 5. The society agrees to provide to the Department statistical information on donations and gifts made to the Fund within four months of the end of the financial year. An audited financial statement for the society and its public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

Section 6. The Fund will be administered according to the following rules:

- (a) the purpose of the Fund is to receive money and gifts in support of the society's objectives as specified in Article III;
- (b) members of the public are invited to make gifts of money or property to the Fund for the scientific research and conservation purposes of the society;
- (c) money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the bank account of the Fund;
- (d) a separate bank account is to be opened for the purpose of receiving donations of money made to the Fund;

- (e) the bank account for the Fund must not receive any other money or property other than that donated to the Fund;
- (f) money in the bank account for the Fund, including interest accruing thereon, and gifts to the Fund are to be kept separate from other funds of the society;
- (g) receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund;
- (h) the Fund will be operated on a not-for-profit basis.

Section 7. The Fund will be managed and administered by a subcommittee consisting of no fewer than three members appointed by Council of the society. A majority of the members of the subcommittee are required to be ‘responsible persons’ as defined by the Guidelines to the Register of Environmental Organisations.

Section 8. In case of winding-up of the Fund, any surplus assets are to be transferred to a fund of another organisation with similar objectives to the society that is on the Register of Environmental Organisations.

ARTICLE XVII. PUBLICATIONS

Section 1. The society shall publish an electronic Newsletter that will be distributed to all members by email.

Section 2. The Newsletter will be produced annually or biannually depending on demand and content.

Section 3. The Newsletter may include a range of items, including natural history observations and new discoveries (e.g. life histories, caterpillars and adults, behaviour), reports from field trips, summaries of talks, interim research reports, book reviews, brief biographies, letters to the editor, awards and achievements, obituaries, requests for information or specimens, advertisements for equipment, business activities of the society, Council Members (names and contact details), and other newsworthy items as deemed appropriate by the Editor. Material submitted should be responsible and original. Statements and opinions expressed are the responsibility of the author and do not necessarily reflect the policies of the society.

Section 4. The Newsletter does not constitute a publication for taxonomic purposes; articles involving nomenclatural acts (i.e., new scientific names and type designations) or taxonomic opinions (e.g., synonymies, revised status, and new combinations) will not be accepted. Authors are encouraged to ensure that the nomenclature adopted follow standard regional or national checklists, such as the Australian Faunal Directory.

Section 5. The society will manage a website that promotes the objectives of the society, provides access to the Newsletter and membership form, and aggregates or links information together from other websites, with additional links to social media platforms (e.g. Facebook, Instagram and Twitter).

ARTICLE XVIII. RESOLUTION OF DISPUTES

Section 1. The grievance procedure set out in this Article applies to disputes under these rules between a member and another member; or a member and the society.

Section 2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

Section 3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator must be a person chosen by agreement between the parties; or, in the

absence of agreement: (a) in the case of a dispute between a member and another member, a person appointed by the Council of the society; or (b) in the case of a dispute between a member and the society, a person who is a mediator appointed or employed by the Department of Justice.

Section 4. A member of the society can be a mediator.

Section 5. The mediator cannot be a member who is a party to the dispute.

Section 6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

Section 7. The mediator, in conducting the mediation, must give the parties to the mediation process every opportunity to be heard; and allow due consideration by all parties of any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

Section 8. The mediator must not determine the dispute.

Section 9. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

ARTICLE XIX. DISSOLUTION

Section 1. The society shall not be dissolved or its name changed without the consent of three quarters of the members present at an Annual General Meeting of members and of which 21 days written notice has been given.

Section 2. If, on dissolution there remains, after satisfaction of all its debts and liabilities, any properties and assets, the same shall not be paid to or distributed amongst the members of the society but shall be given or transferred at the sole discretion of the Council to one or more other educational societies or scientific organisations, each of which has similar objectives and prohibits the distribution of its income and property amongst its members.

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