

# **The Australian Mathematical Society (Incorporated) Constitution**

(as proposed to be put to a Special General Meeting on 11<sup>th</sup> December 2014)

## **I INTERPRETATION**

1. (1) In these rules, unless contrary intention appears

"financial year" means the period beginning on 1 August in each year and ending on 31 July next following;

"the Act" means the Associations Incorporation Act 1991 (ACT); and

"in writing" includes references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

(2) The provisions of the Interpretation Act 1967 (ACT) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.

(3) The rules of the Society shall be entitled the "Constitution".

## **II NAME, OBJECTS, AND COMPOSITION OF THE SOCIETY**

2. The Society shall be called "The Australian Mathematical Society Incorporated"; official abbreviation shall be AustMS.

3. The objects of the Society shall be the promotion and extension of mathematical knowledge and its application, and education in the Mathematical Sciences.

In particular, but not so as to limit the generality of the foregoing, the Society may:

(a) hold meetings of members of the Society, and visitors introduced by them, for the purpose of hearing and discussing communications from members of the Society and others on mathematical subjects;

(b) sponsor meetings of members of the Society and others for the purpose of furthering research in mathematics;

(c) publish such communications on mathematical subjects as in the opinion of the Council of the Society are worthy of such publication;

(d) distribute the publications of the Society among the members and other persons and institutions, both in Australia and overseas, and sell the publications of the Society to the public;

(e) encourage research and education in the mathematical sciences by the award of scholarships, fellowships, grants, donations, prizes or otherwise;

(f) form or join in the formation of any company, incorporated association or other legal entity for the purpose of carrying out any of the above objects and the Council of the Society may delegate to such legal entity such of the powers and duties the Council has in relation thereto.

4. The Society shall consist of five classes of members, namely (i) Honorary Members, (ii) Ordinary Members, (iii) Sustaining Members, (iv) Student Members and (v) Institutional Members.

### **III MEMBERS**

5. A person distinguished for the promotion, extension or application of mathematical knowledge may be elected by the Council as an Honorary Member of the Society.

6. An Honorary Member shall have all the privileges of membership but shall not be obliged to pay a subscription.

7. Any person may upon due application be admitted, following a process determined by the Council, as an Ordinary Member or Student Member of the Society.

8. A person wishing to become an Ordinary Member or a Student Member of the Society shall make application on a form provided by the Society and shall be proposed and recommended by not less than one member, and shall also provide to the Society the following declaration.

" I hereby declare that upon admission I accept the obligations of membership of The Australian Mathematical Society, to further and foster the aims and objects of the Society and to abide by the Constitution of the Society."

9. An Ordinary Member wishing, in any single year, to provide the Society with special support for its activities as detailed in [Part II](#) or to assist it with other exceptional commitments in the promotion of mathematical knowledge, may elect to become a Sustaining Member for that year.

10. Any registered company, institution, association, or other organisation may upon application be admitted as an Institutional Member of the Society, following a process determined by the Council.

11. Upon becoming a member, and on the first day of January of every calendar year thereafter while continuing a member, an Ordinary Member, a Sustaining Member and an Institutional Member shall be liable to pay an annual subscription. The amount (which may be zero) and conditions of the annual subscription for each class or subclass of member shall be determined by the Council and endorsed by the Annual General Meeting. If the Annual General Meeting fails to endorse Council's recommendation then any change to the amounts and conditions shall be determined by a ballot.

12. The Council may determine that certain classes or subclasses of members may pay a reduced subscription and the conditions attached to that reduced subscription.

13. A member of a society with which The Australian Mathematical Society maintains a reciprocity agreement, and who is not normally resident in Australia, shall upon application be admitted as and remain a member of The Australian Mathematical Society at a reduced subscription as agreed between the societies. Other suitably qualified persons not normally resident in Australia may be admitted to or retain membership of The Australian Mathematical Society, at a reduced subscription, under conditions determined from time to time by Council. Members so admitted shall enjoy all privileges of membership.

14. The privileges of membership shall include:

- (a) for Honorary, Ordinary or Sustaining Members, the right to vote at all General Meetings, and in all Ballots and Elections.
- (b) the receipt of such publications of the Society as may be determined from time to time by the Council,
- (c) the right to subscribe to other publications of the Society at a reduced rate as specified in [Paragraph 82](#), and
- (d) the right to membership of any Division of the Society upon payment of the appropriate fees.

15. Members should have access to information about the policies, procedures and financial practices of the Society.

16. A member may resign by giving written notice to the Society. Any member whose subscription is more than one year in arrears may, at the Council's discretion, be deemed to have resigned.

17. (1) Where the Council is of the opinion that a member

- (a) has persistently refused or neglected to comply with a provision of this Constitution; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society
- the Council may, by resolution -
- (i) expel the member from the Society; or
  - (ii) suspend the member from such rights and privileges of membership of the Society as the Council may determine for a specified period.
- (2) A resolution of the Council under Subparagraph (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Subparagraph (3), confirms the resolution in accordance with this rule.
- (3) Where the Council passes a resolution under Subparagraph (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member
- (a) setting out the resolution of the Council and the grounds on which it is based;
  - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to Section 50 of the Act, at a meeting of the Council mentioned in Subparagraph (2), the Council shall
- (a) give to the member mentioned in Subparagraph (1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the Council made under Subparagraph (1).
- (5) Where the Council confirms a resolution under Subparagraph (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under [Paragraph 18](#).
- (6) A resolution confirmed by the Council under Subparagraph (4) does not take effect

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with Subparagraph 18(4).

18. (1) A member may appeal to the Society in general meeting against a resolution of the Council which is confirmed under [Subparagraph 17\(4\)](#), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(2) Upon receipt of a notice under Subparagraph (1), the Secretary shall notify the Council which shall convene a general meeting of the Society to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.

(3) Subject to Section 50 of the Act, at a general meeting of the Society convened under Subparagraph (2)

- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under [Subparagraph 17\(4\)](#) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under [Subparagraph 17\(4\)](#), that resolution is confirmed.

19. Every person who has ceased to be a member of the Society shall continue to be liable for all financial obligations to the Society at the time when membership ceased.

#### **IV OPTIONAL ACCREDITATION**

20. An Ordinary Member or a Sustaining Member may apply to the Council to become a Graduate Member, Accredited Member or Fellow. The Council shall make and issue, and may revise from time to time, rules which shall give effect to the following requirements.

(a) A Graduate Member shall have completed a degree or diploma at a recognised university or college, the studies for which shall include as a major component an area of mathematics, and shall be currently employed or occupied in the development, application or teaching of an area of mathematics.

(b) An Accredited Member shall have completed a postgraduate degree in an area of mathematics at a recognised university or college, or shall have equivalent qualifications, and shall have been employed for the preceding three years in a position requiring the development, application or teaching of an area of mathematics .

(c) A Fellow shall be a person who currently has or previously has had the qualifications of an Accredited Member and who, in addition, is deemed by the Accreditation Committee (see [Paragraph 22\(a\)](#)) to have demonstrated a high level of attainment or responsibility in an area of mathematics and to have made a substantial contribution to mathematics or to the profession of mathematician or to the teaching or application of mathematics.

21. An Honorary Member shall have the right to become a Fellow immediately upon application to the Council and without payment of a fee.

22. (a) The Council shall establish an Accreditation Committee to receive and investigate applications for designation as a Graduate Member, Accredited Member or Fellow and to administer the rules described in [Paragraph 20](#).

(b) In its determinations, the Accreditation Committee shall discount interruptions to employment such as temporary unemployment and parental leave.

23. (a) A Graduate Member may use the abbreviation GAustMS.

(b) An Accredited Member may use the abbreviation MAustMS.

(c) A Fellow may use the abbreviation FAustMS.

(d) The designations and the use of the abbreviations in (a), (b) and (c) are the rights of that class of Member only while the member remains a financial member of the Society and while the occupational requirements of [Paragraph 20](#) continue to be satisfied. The occupational requirements shall be deemed to be satisfied by Honorary Members and in the case of interruptions to employment such as temporary unemployment and parental leave and they shall not be applied in the case of retirement or promotion to an administrative or other position.

24. A fee shall accompany each application to the Accreditation Committee. The fee shall be additional to the annual subscription charged by the Society and shall be the only charge for accreditation.

## V DIVISIONS

25.(a) With the approval of the Council, and of the Society given by a Special Ballot, Divisions of the Society may be formed of Members of the Society and such other persons as may be approved by the Rules of the Division.

(b) A Division may be dissolved, with the approval of Council, by a Special Resolution of the Society.

26. Each Division shall have a constitution approved by the Council of the Society. All changes in the constitution of a Division shall need approval by the Council of the Society.

27. The constitution of a Division shall include provision for the election of a Chair, Officers and further members of the Council of the Division. The President of the Society, or the President's nominee for the time being, shall be an *ex officio* member of the Council of the Division.

28. The Chair of a Division shall be an *ex officio* Vice-President of the Society. The Council of a Division may appoint one other member, for the time being, to the Council of the Society.

## VI BRANCHES AND SPECIALIST GROUPS

29. (a) With the approval of the Council of the Society, regional Branches may be formed of Members of the Society and such other persons as may be approved by the Rules of the Branch. Each such regional Branch shall adopt a set of rules of procedure which shall be approved by the Council of the Society, and communicated to the Society. The Rules of the

Branch shall include provision for the election of a Convener and a Secretary, and such other Officers as are considered necessary.

(b) With the approval of the Council of the Society, Specialist Groups may be formed of Members of the Society and such other persons as may be approved by the Rules of the Group. Each such Specialist Group shall adopt a set of rules of procedure which shall be approved by the Council of the Society, and communicated to the Society. The Rules of the Group shall include provision for the election of a Convener and a Secretary, and such other officers as are considered necessary.

(c) Regional Branches and Specialist Groups may be dissolved by the Council of the Society.

30. Each regional Branch or Specialist Group may conduct activities in furtherance of the objects of the Society, as detailed in [Part II](#).

## **VII OFFICERS AND COUNCIL OF THE SOCIETY**

31. The Officers of the Society shall be a President, a President-elect (elected in odd-numbered years only) or immediate-past-President, an elected Vice President, an *ex officio* Vice-President for each Division of the Society, a Secretary, and a Treasurer.

32. The Committee of the Society shall be entitled the "Council".

33. The Council of the Society shall consist of the Officers above mentioned, further elected members, called Ordinary Members of Council, whose number is specified in [Paragraph 35](#), and at most fifteen further *ex officio*, co-opted, or appointed members. The Council shall include the Editor or one of the Co-Editors of each publication of the Society, either elected or *ex officio*.

34. (i) The President-elect, who will only be elected in odd-numbered years, shall hold that office for one session then shall become the President for the next two consecutive sessions and then the immediate-past-President for a further session and will not be eligible for immediate re-election as a Vice-President.

(ii) The elected Vice-President shall not continue in the same office for more than two consecutive sessions of the Society.

(iii) The Secretary and Treasurer shall be appointed by Council for each session.

(iv) An Ordinary Member of Council shall be elected for a term of three consecutive sessions, and shall not serve in that capacity for two consecutive terms; except that, in order to ensure that for each session at least two new Ordinary Members of Council are elected, some Ordinary Members of the Council may be elected for fewer than three sessions.

35. The number of Ordinary Members of the Council shall be seven plus the number of Divisions of the Society. The Officers and elected members of the Council shall include residents of the Australian Capital Territory and of each of the States of the Commonwealth of Australia.

36. If a casual vacancy should occur among the Officers or Council, then it shall be filled by a simple majority vote of the Council, the President having a casting vote when necessary.

37. The business of the Society shall be managed wholly by the Council, subject only to such limitations or directions as may be expressed in this Constitution or by resolutions passed from time to time by a Special Ballot of the Society.

38. When present at a General Meeting of the Society or a meeting of Council the President shall preside; at all other meetings of the Society the President may preside or delegate this responsibility. The President shall have on all matters on which a vote is taken a deliberative and a casting vote.

39. In the absence of the President from any meeting one of the President-elect or immediate-past-President, or Vice-Presidents shall take the chair or delegate responsibility as above. If none of these is present, the meeting shall elect a Chair who shall have the voting powers of the President.

40. The Secretary shall keep the minutes of the meetings of the Society and Council, shall have custody of all documents of the Society that do not relate to stocks, shares, funds and securities belonging to or held in trust for the Society nor to the publications of the Society, shall be responsible for the conduct of ballots, and shall do such things for the use and service of the Society as pertaining to the office of Secretary.

41. For the purposes of this Constitution, a vacancy in the office of a member of the Council occurs if the member-

- (a) dies;
- (b) ceases to be a member of the Society;
- (c) resigns the office;
- (d) is removed from office pursuant to [Paragraph 17](#);
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under subsection 63(1) of the Act.

42. The Society in general meeting may by resolution, subject to Section 50 of the Act, remove any member of the Council from the office of member of the Council before the expiration of the member's term of office.

43. All members of Council shall act in an honorary capacity.

## **VIII PUBLIC OFFICER**

44. The Council shall within fourteen days of taking office appoint a person resident in the ACT who need not necessarily be a member of the Society to be the Public Officer of the Society. If at any time that office becomes vacant the Council shall within fourteen days after it becomes vacant appoint a replacement.

## **IX MEETINGS OF THE COUNCIL**

45. (1) The Council shall meet at such places and at such times as the Council may determine. The Council may also transact business in such a non face-to-face manner as the Council may determine.

(2) Any four members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

## **X ANNUAL CONFERENCE**

46. (1) There shall be in each calendar year an Annual Conference of the Society.

(2) The organisation of an Annual Conference shall be the responsibility of such committees as Council may determine from time to time, acting under the general instructions of the Council. The Council will appoint a Director for the Annual Conference.

(3) At an Annual General Meeting the time and place of the next Annual Conference shall be confirmed and the time and place of the Annual Conference next thereafter shall be determined.

## **XI ANNUAL GENERAL MEETING**

47. (1) With the exception of the first Annual General Meeting of the Society, at least once in each calendar year, within the period of 5 months after the expiration of each financial year, and during an Annual Conference, an Annual General Meeting shall be convened.

(2) The Society shall hold its first annual general meeting-

(a) within the period of 18 months after its incorporation under the Act; and

(b) within the period of 5 months after the expiration of the first financial year of the Society.

48. The period from the termination of one Annual General Meeting to the termination of the next Annual General Meeting shall be called a session of the Society; in relation to all periods of holding office the term "session" shall be interpreted in this sense.

49. The ordinary business of an Annual General Meeting shall include:

(a) the Council's report on the Society's activities during the session;

(b) the Treasurer's and Auditors' reports;

(c) the appointment of Auditors for the following session; and

(d) the confirmation of the time and place of the next Annual Conference and the determination of the time and place of the Annual Conference next thereafter.

50. The newly-elected Officers and Council shall take office at the conclusion of the Annual General Meeting.

51. Every question submitted to a General Meeting of the Society shall be decided by a show of hands. A vote by proxy shall not be allowed except in accordance with [Paragraph 90](#).

52. All General Meetings other than Annual General Meetings shall be called Special General Meetings.

## **XII SPECIAL GENERAL MEETING**

53. (1) The Council may, whenever it thinks fit, convene a Special General Meeting of the Society.

(2) The Council shall, on the requisition in writing of not less than fifty members, convene a



Special General Meeting of the Society.

(3) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Society and may consist of several documents in the like form each signed by one or more of the requisitionists.

(4) If the Council does not cause a Special General Meeting to be held within 60 days from the date on which a requisition therefor is deposited at the office of the Society, the requisitionists or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

(5) A Special General Meeting convened by the requisitionists in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council.

### **XIII BUSINESS AND QUORUM OF GENERAL MEETINGS**

54. (1) All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in this Constitution 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 this Constitution to vote is present during the time when the meeting is considering that item.

(3) Twenty members of the Society being present in person shall constitute a quorum for the transaction of the business of a general meeting.

(4) If within one 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 it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the person chairing the meeting 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 one hour after the appointed for the commencement of the meeting, the meeting shall be dissolved.

### **XIV NOTICE OF GENERAL MEETINGS**

55. The Secretary of the Society shall, at least twenty-one days before the date fixed for holding a general meeting of the Society send notices to all members of the Society specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.

### **XV BALLOTS AND ELECTIONS**

56. Whenever the Council deems it necessary, a Special Ballot shall be held.

57. The Council, upon receiving a written request addressed to the Secretary to hold a Special Ballot, shall be bound to accede to such request, provided that it is made by at least ten members and also that it states the object for which the ballot is desired.

58. Any motion submitted to a Special Ballot shall require for its passing a majority of two-thirds of the votes cast.

59. Notice of any Special Ballot shall be sent to every Honorary, Ordinary or Sustaining Member at least thirty days before the closing date of the ballot. The unintentional omission to give notice to any member, or the non-receipt by any member of any notice, shall not invalidate the result of the voting on any resolution.

60. In conjunction with each Annual General Meeting the Officers of the Society and the Ordinary Members of Council shall be elected.

61. Nominations for any or all of the offices and seats to be filled may be made by any two members who are entitled to vote at the ensuing election, provided that the persons nominated are entitled to vote at the ensuing election and that the nominations are received by the Secretary at least two months before the next Annual General Meeting.

62. Not more than two months nor less than one month before the next Annual General Meeting, the Council shall confer either by meeting or in writing to consider the election of the new officers and other members of Council, with a view to presenting to the Society a complete list of nominations .

63. In the list of members nominated by Council for election to the Council there shall appear at least two names of members not on the Council during the session then current.

64. No nomination may be made without the written consent of the nominee, and no member shall accept nomination for more than one office or seat.

65. In the event of more persons than necessary being nominated, a ballot shall be held, and shall close 10 days prior to the Annual General Meeting.

66. The ballot shall contain the names of the members nominated by Council for election as the President-elect (in odd numbered years only), a Vice-President and the Ordinary Members. It shall contain also the names of any members nominated in conformity with the provisions of [Paragraphs 61](#) and [64](#) above.

67. (1) The ballot shall be sent by the Secretary to each Honorary, Ordinary or Sustaining Member of the Society at least thirty days before the ballot closes.

(2) The ballot may be sent to the members by post, facsimile, electronic mail or by any other method of electronic transferral of information, as determined from time to time by the Council.

(3) Each such ballot, provided it is completed in accordance with this Constitution, shall be valid if returned to the Secretary by post, facsimile, electronic mail or any other method of electronic transferral of information, as determined from time to time by the Council.

68. A member shall vote by marking the appropriate number of names of candidates nominated for an office or for seats on the Council.

69. The member who receives the highest number of votes for each single office shall be declared elected and those members who receive the highest number of votes for the number of vacancies for Ordinary Members of Council shall be declared elected, provided that the provisions of [Paragraph 35](#) are satisfied.

70. In any case where a decision is lacking owing to an equality in the number of votes, the President shall have a casting vote.

71. Every member who is entitled to vote in any ballot of the Society shall have just one vote in respect of each office or seat to be filled, provided that the President shall exercise in addition to this vote a casting vote when required to do so.

72. Any ballot that contains more than the specified number of marked names for any particular office or for seats on the Council shall be null and void in respect of that office or those seats.

## **XVI INCOME AND PROPERTY**

73. (1) The Treasurer shall have custody of all documents of the Society that relate to stocks, shares, funds and securities belonging to or held in trust for the Society .

(2) The Council may, if it deems desirable, appoint trustees to hold some or all of the property belonging to the Society in trust for the use of the Society and to advise Council as to its management; but the Council shall control the disbursement of funds and the management of the property of the Society.

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

(2) The Society shall not:

(a) appoint a person who is a member of the Council to any office in the gift of the Society to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or

(b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

(3) Nothing in the foregoing provisions of this Paragraph prevents the payment in good faith to a servant or member of the Society of:

(a) remuneration in return for services actually rendered to the Society by the servant or member or for goods supplied to the Society by the servant or member in the ordinary course of business;

(b) interest at a rate not exceeding the reference rate on moneys lent to the Society by the servant or member; or

(c) a reasonable and proper sum by way of rent for premises let to the Society by the servant or member.

(4) Nothing in the foregoing provisions of this paragraph prevents awards under Paragraph 3(e) and (f) to members of the Society.

## **XVII ACCOUNTS OF RECEIPTS AND EXPENDITURE**

75. (1) True accounts shall be kept:

(a) of all sums of money received and expended by the Society and the matter in respect of which the receipt or expenditure takes place; and

(b) of property, credits, and liabilities of the Society, and subject to any reasonable

restrictions as to time and manner of inspecting them that may be imposed by the Society for the time being, those accounts shall be open to the inspection of the members of the Society.

(2) The Treasurer of the Society shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operation and business of the Society, and prepare a balance-sheet setting out the assets and liabilities of the Society in such a form and manner as the Council may direct.

(3) The accounts, books, and records, referred to in Subparagraphs (1) and (2) of this Paragraph shall be kept at the Society's office or at such other place as the Council may decide.

## **XVIII BANKING AND FINANCE**

76. (1) The Treasurer shall, on behalf of the Society, collect and receive all moneys on account of the Society and forthwith after the receipt thereof issue official receipts therefor.

(2) The Council shall cause to be opened with such bank as the Council selects a banking account in the name of the Society into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

(3) Council may delegate to the President and Treasurer the authority to expend money, subject to the observance of such conditions in relation to the use and expenditure thereof as Council may impose.

(4) No money may be expended from the Society's bank account other than on expenditure that has been authorised by Council, either directly or by a delegation as specified in Subparagraph (3) above.

(5) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall normally be signed by the Treasurer and countersigned by one of two people appointed by the Council for that purpose.

## **XIX AUDITOR: ELECTION, RIGHTS AND DUTIES**

77. (1) At each Annual General Meeting of the Society, the members present shall appoint a person who is not a member or the Public Officer of the Society as the Auditor of the Society.

(2) A person so appointed shall hold office until the next Annual General Meeting, and is eligible for re-appointment.

(3) The first Auditor of the Society may be appointed by the Council before the first Annual General Meeting, and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by the resolution of the members at the general meeting, in which case the members at that meeting may appoint an auditor to act until the first Annual General Meeting.

(4) If an appointment is not made at an Annual General Meeting the Council shall appoint an auditor of the Society for the then current financial year of the Society.

(5) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Society, the Council may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

(6) The Auditor so appointed must meet the minimum requirements according to the Act.

78. (1) Once at least in each financial year of the Society, the accounts of the Society shall be examined by the Auditor.

(2) The Auditor shall certify as to the correctness of the accounts of the Society and shall report thereon to the members present at the Annual General Meeting.

(3) In reporting and certifying to the accounts, the Auditor shall state:

- (a) whether all the required information has been obtained;
- (b) whether, in the Auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Society according to the information available and the explanation given as shown by the books of the Society; and
- (c) whether the rules relating to the administration of the funds of the Society have been observed.

(4) The Treasurer of the Society shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Society.

79. The Auditor:

- (a) has right of access to the accounts, books, records, vouchers, and documents of the Society;
- (b) may require from the servants of the Society such information and explanations as may be necessary to perform the audit;
- (c) may employ persons to assist in investigating the accounts of the Society; and
- (d) may, in relation to the accounts of the Society, examine any member of the Council or any servant of the Society.

## **XX PUBLICATIONS**

80. The Council shall be responsible for the publishing policy of the Society.

81. The serial publications of the Society shall be those determined by the Council.

82. The subscription price and the price for back numbers of the publications of the Society shall be fixed from time to time by the Council. The subscriptions shall be at a reduced rate for members of the Society. The Council may enter into contracts allowing a third party to set subscription prices from time to time.

83. The Council shall from time to time appoint an Editor or Co-Editors for each of the serial publications of the Society, and a Business Manager.

84. For each of the serial publications of the Society the President and the Editor or Co-Editors shall be jointly responsible for the editorial policy.

85. Each Editor or Co-Editors may appoint Associate Editors and Assistant Editors to help in the conduct of editorial business. The Editor or Co-Editors, Associate Editors, and Assistant Editors of each serial publication of the Society shall be jointly responsible for the editorial administration of the serial publication.

86. Each serial publication of the Society shall be published by the Society, or for the Society by a publisher, at the discretion of the Council. The Business Manager shall be responsible

for publishing and distributing the publications published by the Society, and for supervising the publishing and distribution of the publications published for the Society by a publisher. The Business Manager shall also have charge of stocks and back numbers of the Society's publications.

87. Acceptance of a paper presented to the Society for publication may be subject to the requirement that the author(s) contribute towards the cost of publication of the paper.

88. For the purpose of carrying out Part XX, the Council may delegate to The Australian Mathematical Publishing Association Incorporated any of its powers and duties as are contained in this Part.

## **XXI SEAL OF THE SOCIETY**

89. (1) The Seal of the Society shall be in the form of a rubber stamp inscribed with the name of the Society encircling the word "Seal".

(2) The Seal of the Society shall not be affixed to any instrument except by the Authority of the Council and the affixing thereof shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer of the Society or such other person as the Council may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Council.

(3) The seal shall remain in the custody of the Public Officer.

## **XXII AMENDMENT OF THE CONSTITUTION**

90. (1) The Constitution may be amended by special resolution passed by at least three-quarters of the votes of those members of the Society who, being entitled to vote, vote in person or by proxy at a general meeting of the Society.

(2) At least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, shall be given to the members of the Society.

(3) An amendment to the Constitution of the Society shall not be effective until approved by the Registrar.

## **XXIII DISSOLUTION OF THE SOCIETY**

91. No member of the Society shall be liable to contribute towards the payment of the debts or liabilities of the Society, or the costs, charges or expenses of a winding up of the Society.

92. If, upon winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution having objects similar to those of the Society, and meeting the requirements of Section 78 (1) (a) of the Income Tax Assessment Act (1936) (as amended), to be determined by a Special Ballot of the Society at or before its dissolution.