The Australian Mathematical Society Incorporated
Special General Meeting

A Special General Meeting of the Australian Mathematical Society will be held at 4 p.m. on Thursday 11th December 2014 in the J.H. Michell Theatre, Richard Berry Building, University of Melbourne.

Agenda

1. Apologies

2. Special Resolution on proposed amendments to the Society’s Constitution

The Council proposes a Special Resolution to change paragraphs 1, 3, 4, 7, 8, 10, 11, 12, 13, 14, 15, 25, 29, 33, 35, 37, 40, 45, 46, 55, 56, 57, 58, 59, 65, 66, 67, 68, 71, 72, 74, 76, 77, 81, 82, 83, 84, 85, 90 and 92 of the Society’s Constitution, as described below.

The proposed changes are of four types, as follows.

(i) Amendments approved by members in 2013 by postal ballot

In a postal ballot conducted on 2nd September 2013, members agreed to change paragraphs 3, 4, 7, 8, 10, 11, 12, 13, 14, 15, 25, 33, 35, 37, 40, 45, 46, 47, 55, 56, 57, 58, 65, 66, 67, 68, 71, 72, 74, 76, 77, 81, 82, 83, 84, 85, 90 and 92 of the Society’s Constitution. There were 308 validated votes of which 301 were in favour of the amendments, 6 were against and 1 was informal. The changes were not approved by the ACT Registrar General because the ACT Associations Incorporation Act 1991 specifies that constitutional changes must be made by Special Resolution at a general meeting rather than by postal ballot.

The proposed change to paragraph 47, to relax the requirement that the Society’s Annual General Meeting be held within the period of 5 months after the expiration of each financial year, is inconsistent with the Act and is therefore withdrawn.

(ii) Proposed amendments to the Society’s Constitution for consistency with the Associations Incorporation Act 1991

The Associations Incorporation Act 1991 requires the Society’s Constitution to be consistent with the Act. The meeting is therefore required to approve a Special Resolution to change paragraph 90 of the Constitution. The revised paragraph 90 is based on sections 33 and 70 of the Act, which are reproduced below. The Society’s Constitution, in paragraph 51 and the existing paragraph 90, permits proxy votes.
(iii) Proposed amendment to change the Society’s financial year

The Society’s financial year currently runs from 1st June to 31st May. This is inconsistent with holding an Annual General Meeting in December and meeting the requirement of the Act that the Society’s Annual General Meeting be held within the period of 5 months after the expiration of each financial year. Council therefore recommends that the meeting approve a change of paragraph 1 of the Constitution, to make the financial year run from 1st August to 31st July.

(iv) Proposed amendment to allow for the dissolution of Divisions, Branches and Specialist Groups

It is proposed to amend paragraphs 25 and 29 of the Constitution to allow for the dissolution of Branches and Specialist Groups. The authority is given to the bodies authorised to establish the relevant group.
The Australian Mathematical Society (Incorporated) Constitution

(as amended by postal ballot, 8 November 1999)

I INTERPRETATION

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

"financial year" means the period beginning on 1 June-August in each year and ending on 31 May-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

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) make grants and donations in aid of mathematical investigations or the publication of mathematical works;
(f) encourage research and education in the mathematical sciences by the award of scholarships or fellowships or prizes or otherwise;
(g) 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 four classes of members, namely (i) Honorary Members, (ii) Ordinary Members, (iii) Sustaining Members, (iv) Student Members and (v) Institutional Members.
III MEMBERS

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 sign and return to the Society the following declaration.

"I hereby declare that upon election 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."

10. Any registered company, institution, association, or other organisation may upon application be admitted by the Council 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 postal-ballot.

12. The Council may, at its discretion, reduce the amount of the annual subscription in the case of registered students or recent graduates or members who have reached the age of retirement, and may waive it in the case of members who have reached the age of retirement and who waive the right specified in Paragraph 14. The Council may determine that certain classes or subclasses of member may pay a reduced subscription and the conditions attached to that reduced subscription.

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. The records, books and other documents of the Society shall be open to inspection free of charge, by a member of the Society at any reasonable hour.

IV OPTIONAL ACCREDITATION

V DIVISIONS

25. (a) With the approval of the Council, and of the Society given by a Special Postal 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.

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.

VII OFFICERS AND COUNCIL OF THE SOCIETY

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 thirteen 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.

35. The number of Ordinary Members of the Council shall be seven plus the number of Divisions of the Society. The elected 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.

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 Postal Ballot of the Society.

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 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 postal ballots, and shall do such things for the use and
service of the Society as pertaining to the office of Secretary.

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, an organising committee acting under the
general instructions of the Council. The Council will appoint a Director for the Annual
Conference, who will chair the organising committee.

(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 five (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.

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 in writing 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 Postal Ballot shall be held.

57. The Council, upon receiving a written request addressed to the Secretary to hold a Special Postal 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 Postal Ballot shall require for its passing a majority of two-thirds of the votes cast.

59. Notice of any Special Postal Ballot shall be sent to every Honorary, Ordinary or Sustaining Member resident in Australia 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.

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

67. (1) The ballot paper 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 paper 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 paper, 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, provided it bears the name of the voter and is received prior to the closing of the ballot, as determined from time to time by the Council.

68. A member shall vote by leaving unmarked the appropriate number of names of candidates nominated for an office or for seats on the Council and striking out the others.

71. Every member who is entitled to vote in any postal 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 paper that contains more than the specified number of marked names undeleted 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**

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.

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. Except with the authority of the Council, no payment of a sum
exceeding twenty dollars shall be made from the funds of the Society otherwise than by
cheque drawn on the Society's bank account, but the Council may provide the Treasurer with
a sum to meet urgent expenditure, subject to the observance of such conditions in relation to
the use and expenditure thereof as the 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. No cheques shall be drawn on the Society's bank account except for
the payment of expenditure that has been authorised by the Council.
(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.

XX PUBLICATIONS

81. The serial publications of the Society shall be those determined by the Council: the
Journal of the Australian Mathematical Society--Series A, the Journal of the Australian
Mathematical Society--Series B, the Bulletin of the Australian Mathematical Society, and The
Australian Mathematical Society Gazette, or those other publications the Council determines
to be serial publications of the Society.

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.

XXII AMENDMENT OF THE CONSTITUTION

90. (1) The Constitution may be amended by special resolution passed by a two-thirdsthree-
quarters majority of members voting either at a Special General Meeting or by a Special
Postal Ballot.
(2) The Council shall determine whether the proposed resolution shall be voted on at a
Special General Meeting or by Special Postal Ballot.
(3) Where a proposed resolution is to be voted on at a Special General Meeting notices of
the proposed amendment shall be included in the notice calling the Special General Meeting.
At least 21 days prior to a meeting at which a change in the constitution is to be considered notice of
the proposed changes and the intention to put the resolution as a special resolution will be given to
members.
(4) Where a proposed resolution is to be voted on at a Special General Meeting members
may vote in person or by proxy.
(5) Vote by proxy shall not be allowed except for the abovementioned purpose, namely,
vote on a resolution to pass an amendment to the Constitution. An amendment to the objects and purposes of the Society shall not be effective until approved by the Registrar.

XXIII DISSOLUTION 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 Postal Ballot of the Society at or before its dissolution.
Sections of the Associations Incorporation Act 1991 relating to the alteration of rules

33 Alteration of rules
(1) Subject to this Act, an incorporated association may, by special resolution, alter its rules in whole or in part ….

(2) If an incorporated association has resolved to alter its rules, the association must, not later than 1 month after the resolution was passed, lodge with the registrar-general a notice setting out the particulars of the alteration, and including a declaration by at least 2 members of the committee of the association to the effect that a special resolution referred to in subsection (1) was duly passed by the association.

(5) A resolution to alter the rules of an incorporated association is of no effect until a notice has been lodged by the association under subsection (2).

70 Special resolutions
A resolution of an incorporated association is taken to be a special resolution if—
(a) it is passed at a general meeting of the association, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the association;
and
(b) it is passed by at least ¾ of the votes of those members of the association who, being entitled to vote, vote in person or, if the rules of the association permit voting by proxy, vote by proxy at the meeting.