



Statistical Society of Australia Inc.

ABN 82 853 491 081

South Australian Branch Inc

THE STATISTICAL SOCIETY OF AUSTRALIA: SOUTH AUSTRALIAN BRANCH INC

RULES

As adopted at the Annual General Meeting held on Wednesday, 21st March, 2012

Registration Number A0019253H

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1. Name

The name of the incorporated association is The Statistical Society of Australia: South Australian Branch Inc referred to herein as 'the Branch'.

2. Definitions

'Council' means the committee of management of the Branch

'general meeting' means a general meeting of members of the Branch convened in accordance with these rules

'member' means a member of the Branch

'the Act' means the Associations Incorporation Act 1985

'special resolution' means a special resolution defined in the Act

'month' shall mean a calendar month

3. Objects or purposes of the Branch

The object of the Branch shall be to further the study and application of statistical theory and methods in all aspects of learning and enterprise.

4. Powers of the Branch

The Branch shall have all the powers conferred by section 25 of the Act.

5. Membership

5.1 Types

5.1.1 Any person who is a member of the Statistical Society of Australia Inc and supports the objects or purposes of the Branch and agrees to be bound by its rules and regulations, may apply for membership of the Branch. (See rule 15.2.)

5.1.2 The Branch shall have five (5) types of membership;

- Full Members

- Student Members – a person who is currently enrolled as a full-time student at a tertiary educational institution recognised by the Council
- Transitional Members – available to those people who have been Student Members for the first year after ceasing to be eligible for Student Membership
- Retired Members – a person who has retired from the labour force
- Honorary Members – Members who have been awarded Honorary Life Membership of the Statistical Society of Australia Inc

5.1.3 Application for membership shall be made in a form as prescribed by the Council from time to time. Upon acceptance of the application by the Council and upon payment of the first annual subscription, the applicant shall be a member of the Branch.

5.2 Subscriptions

5.2.1 The subscription fees for membership shall be such sum (if any) as the Council shall determine from time to time.

5.2.2 The subscription fees shall be payable annually from the date of initial payment.

5.2.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Branch, provided always that the Council may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

A member may resign from membership of the Branch by giving written notice to the secretary or public officer of the Branch. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Branch.

5.4 Expulsion of a member

5.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Council may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Branch.

5.4.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Council at which the matter will be determined.

5.4.3 The determination of the Council shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 5.4.4 below, cease to be a member fourteen (14) days after the Council has communicated its determination to the member.

5.4.4 It shall be open to a member to appeal the expulsion to the Branch at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Branch within fourteen (14) days after the determination of the Council has been communicated to the member.

5.4.5 In the event of an appeal under 5.4.4 above, the appellant's membership of the Branch shall not be terminated unless the determination of the Council to expel the member is upheld by the members of the Branch in general meeting after the appellant has been heard by the members of the Branch, and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

5.5 Register of members

A register of members shall be kept and contain:

- the name and address of each member
- the date on which each member was admitted to the Branch, and
- if applicable, the date of and reason(s) for termination of membership.

6. The Council

6.1 Powers and duties

6.1.1 The affairs of the Branch shall be managed and controlled by a Council which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects and purposes of the Branch, and are not by the Act or by these rules required to be done by the Branch in general meeting.

6.1.2 The Council has the management and control of the funds and other property of the Branch. Payments may be as petty cash if the sum is below \$200 or such other amount as the Council may from time to time determine, otherwise payment shall be by cheque signed by two (2) authorised signatories. The Council shall

appoint Members of the Council to be authorised signatories on the Branch's accounts. Payments in excess of \$500 or such other amount as the Council may from time to time determine shall require prior approval by the Council.

6.1.3 The Council shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Branch on which these rules are silent.

6.1.4 The Council shall appoint a public officer as required by the Act.

6.2 Appointment

6.2.1 The Officers of the Branch shall be the President, the Vice-President, the Treasurer, and the Secretary. The Council shall be comprised of the officers and four Council members.

6.2.2 A Council member shall be a natural person.

6.2.3 The President, Vice-President, Treasurer, Secretary and the other members of the Council shall be elected annually as hereinafter provided, and shall hold office from the close of the Annual General Meeting at which they are elected to the close of the next succeeding Annual General Meeting.

6.2.4 The President, the Vice-President, the Treasurer, the Secretary and the other members of the Council shall be elected at the Annual General Meeting from members nominated and seconded by members of the Branch.

6.2.5 At the Annual General Meeting, the members of the Branch shall elect an Auditor who shall not be a member of the Council. (S)he shall hold office until the next Annual General Meeting and shall be eligible for re-election.

6.2.6 No member shall hold the office of President for more than two years in succession.

6.2.7 No member of the Council shall serve as such for more than four consecutive years. Years spent as officers shall be excluded in determining this period of four consecutive years, but shall not be considered as breaking the sequence.

6.2.8 In the event of a vacancy in any of the offices of the Branch, the Council shall elect a new officer as soon as possible to hold office until the next annual general meeting.

6.2.9 In the event of any vacancy in the Council, the Council shall have power to co-opt a member until the next annual general meeting, such person having all the powers of an elected member of the Council.

6.3 Proceedings of Council

6.3.1 The Council shall meet together in person or by teleconference for the dispatch of business at least three times during its term of office.

6.3.2 Questions arising at any meeting of the Council shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

6.3.3 A quorum for a meeting of the Council shall be one half of the members of the Council.

6.3.4 A member of the Council having a direct or indirect pecuniary interest in a contract or proposed contract with the Branch must disclose the nature and extent of that interest to the Council as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Council must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Branch.

6.4 Disqualification of Council members

The office of a Council member shall become vacant if a Council member is:

- disqualified from being a Council member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from two or more consecutive Council meetings

6.5 Powers and Duties of the Council and the Officers

6.5.1 The powers of the Council shall include:

- the preparation and issue of publications of the Branch.
- the retention for the Branch of copyright in all communications to be printed in publications of the Branch, unless the Council allows the copyright to be specially reserved by the contributor.

- the making, amending, suspending, or repealing of regulations which are not inconsistent with these rules. Such regulations, of which each member of the Branch shall be notified, shall remain in force until the next annual general meeting, at which they shall be confirmed, amended, or annulled. The Council shall not renew a regulation which has been annulled at the last annual general meeting.
- the appointment of an Executive Committee of its own body. The Council may delegate to the Executive Committee such powers as it thinks fit.
- the appointment of committees of members of the Branch with such terms of reference as the Council thinks fit. All such committees shall report their proceedings to the Council.
- the appointment of members of the Branch to form joint committees with other organisations.

6.5.2 The Secretary shall, under the direction of the Council, conduct the correspondence of the Branch, keep a record of the proceedings at all meetings of the Branch and Council, and issue and receive all requisite notices.

6.5.3 The Treasurer shall:

- receive all moneys due to the Branch and deposit them in a bank or banks approved by the Council;
- under the direction of the Council, pay all moneys owing by the Branch;
- invest the moneys of the Branch not required to meet current expenditure in such manner as the Council shall from time to time direct;
- keep proper books of account of their receipts and payments, and prepare a summary of the accounts for each year ended 31st December for inclusion in the Council's annual report.

7. The seal

The Branch shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Council, and every use of the seal shall be recorded in the minutes of the

Branch. The affixing of the seal shall be witnessed by the president and the secretary.

8. General meetings

8.1 Annual general meetings

8.1.1 The Council shall call an annual general meeting in accordance with the Act and these rules.

8.1.2 The annual general meeting shall be held in March.

8.1.3 The business at the annual general meeting shall be:

- the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
- the consideration of the accounts and reports of the Council and the auditor's report
- the election of the Council
- the appointment of an auditor
- any other business requiring consideration by the Branch

8.2 Special general meeting

8.2.1 The Council may call a special general meeting of the Branch at any time.

8.2.2 Upon a requisition in writing of not less than 5% of the total number of members of the Branch, the Council shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

8.2.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

8.2.4 If a special general meeting is not convened within one month, as required by 8.2.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Council, and for this purpose the Council shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable

expenses of convening and conducting such a meeting shall be borne by the Branch.

8.3 Notice of general meetings

8.3.1 Subject to 8.3.2, at least fourteen (14) days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

8.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.

8.3.3 A notice may be given by the Branch to any member by serving the member with the notice personally, or by sending it by email to the email address appearing in the register of members or by post to the postal address appearing in the register of members. (See rule 5.5.)

8.3.4 Where a notice is sent by email:

- the service is effected by properly addressing and sending an email containing the notice, and
- unless the contrary is proved, service will be taken to have been effected at the time at which the email was sent.

8.3.5 Where a notice is sent by post:

- the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
- unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

8.4.1 Ten (10) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

8.4.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall

lapse. If within thirty (30) minutes after the time appointed for any other meeting a quorum of members is not present, the members present shall form a quorum.

8.4.3 Subject to 8.4.4, the president shall preside as chairperson at a general meeting of the Branch.

8.4.4 If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Council member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

8.5.1 Subject to these rules, every member of the Branch has only one vote at a meeting of the Branch.

8.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, shall be determined by a majority of members who vote in person or by proxy.

8.5.3 Unless a poll is demanded by at least five members, a question for decision at a general meeting shall be determined by a show of hands.

8.6 Poll at general meetings

8.6.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

8.6.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

8.7.1 A special resolution as defined in the Act is a resolution passed at a duly convened meeting of the members of the Branch if:

- at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Branch

- it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of the Branch voting in person or by proxy

8.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Branch to be their proxy, and attend and vote at any general meeting of the Branch.

9. Minutes

9.1 Proper minutes shall be kept of all proceedings of general meetings of the Branch and of meetings of the Council.

9.2 The minutes kept pursuant to this rule must be confirmed by the members of the Branch or the members of the Council (as relevant) at a subsequent meeting.

9.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Financial reporting

10.1 Financial year

The financial year of the Branch shall be the period of 12 months commencing on 1st January each year and ending on 31st December of the same year.

10.2 Accounts to be kept

The Branch shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Branch in accordance with the Act.

10.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the Council's statement and the Council's report, shall be laid before members at the annual general meeting.

11. Prohibition against securing profit for members

The income and capital of the Branch shall be applied exclusively to the promotion of its objects and purposes and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Branch.

12. Winding up

The Branch may be wound up in the manner provided for in the Act.

13. Application of surplus assets

If after the winding up of the Branch there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to the Statistical Society of Australia Inc.

14. Rules

14.1 These rules may be altered (including an alteration to the Branch's name) by special resolution of the members of the Branch. This includes rescission or replacement by substitute rules. The alteration shall be registered with the Corporate Affairs Commission, as required by the Act.

14.2 The registered rules and the regulations shall bind the Branch and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14.3 Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Branch which does not come into force until registered by the Corporate Affairs Commission.

15. Statistical Society of Australia Inc

15.1 The Branch shall conform to the provisions of the Rules of the Statistical Society of Australia Inc, unless contrary to the Act or these rules.

15.2 A member of the Branch shall cease to be a member of the Branch if (s)he ceases to be a member of the Statistical Society of Australia Inc.

15.3 The Council shall appoint members of the Branch as delegates to the Central Council of the Statistical Society of Australia Inc.

15.4 A member of the Branch who is an Honorary Life Member of the Statistical Society of Australia Inc. shall not be required to pay an annual subscription to the Branch, but shall have all privileges of membership in the Branch.