

CONSTITUTION OF THE AUSTRALASIAN GRAIN SCIENCE ASSOCIATION INCORPORATED

1. The name of the Association is Australasian Grain Science Association Incorporated (AGSA).
2. AGSA is incorporated in New South Wales and is registered with the Office of Fair Trading. This constitution replaces the draft model constitution provided by the Registry of Cooperatives and Associations.
3. The objective of AGSA shall be to advance the theory and practice of grain science (where the term Grain shall include related food or feed crops used for human and animal nutrition) by:
 - (a) Conducting grain science conferences.
 - (b) Holding other scientific meetings, workshops, symposia and seminars for the membership and community as required. These may be held in conjunction with other scientific institutes or organisations.
 - (c) Providing awards that recognise excellence in grain science, service to the Australasian grains industry or service to the Association.
 - (d) Promoting, advancing and safeguarding the scientific and professional interest of its members.
 - (e) Organising educational activities and supporting the education of grain scientists of the future through scholarships and travel grants.
 - (f) As the industry requires, providing advice or samples for the standardisation of instruments or methods.
4. By-laws
 - (a) Council may formulate, issue, adopt, interpret and amend by-laws for the advancement, management and administration of AGSA as it thinks necessary or desirable. Such by-laws must be consistent with this Constitution.
 - (b) All by-laws made under this clause shall be binding on AGSA and AGSA Members.
 - (c) Amendments, alterations, interpretations or other changes to by-Laws shall be advised to Members by means of notices approved by Council. Notices are binding upon all Members.
5. Policies and Procedures
 - (a) AGSA shall keep a Policies and Procedures Manual.
 - (b) All Policies and Procedures must be consistent with this Constitution and the By-laws.
 - (c) All Policies and Procedures shall be binding on AGSA and AGSA Members.

- (d) All changes to the Policies and Procedures Manual shall be ratified by Council and advised to Members by means of notices approved by Council.

6. Membership.

- (a) Membership of AGSA shall be open to anyone having an interest in grain science after payment of the AGSA Annual Membership Fee. Membership categories and the rights and privileges associated with each category are determined by AGSA's Governing Council and ratified at the Annual General Meeting.
- (b) Financial Members are entitled to vote at Annual General Meetings, any Special General Meetings that may be convened and may receive other entitlements as decided by Council.
- (c) Members' liabilities

The liability of a member of AGSA to contribute towards the payment of the debts and liabilities of AGSA or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of the annual membership fee.

7. Governing Body

- (a) The Governing Body of the Australasian Grain Science Association Incorporated is the Council which shall be responsible for the administration of all the business and property of AGSA. All members of Council shall be financial members of the Association.
- (b) The Council shall comprise the Chairman, Vice Chairman, Secretary, Treasurer, the Public Officer, ex-officio Conference Chairmen and up to three Ordinary Members.
- (c) The Executive Members of Council shall be the Chairman, Vice-Chairman, Secretary, Treasurer and the Council appointed Public Officer.
- (d) The Chairman, Vice-Chairman, Secretary and Treasurer are elected to Council for two year terms.
- (e) Up to three Ordinary Members of Council may be elected annually.
- (f) The Chairman may recommend Council co-opt up to three additional Council Members. Co-opted Council Members shall have voting rights on Council and shall serve until the following Annual General Meeting.
- (g) The first items of Council business following the Annual General Meeting shall be the election of the Public Officer who reports to the Office of Fair Trading and is required to be a resident of New South Wales.
- (h) Council may appoint Committees, as required, with specific responsibilities for such matters as awards, methods development and standardisation, publications, education, running conferences, workshops and symposia. The maximum number of successive years any member may hold the office of Chairman of a Council appointed committee shall be six years.

- (i) In the unforeseen event that an elected member cannot serve their full term, Council can appoint or co-opt a replacement to serve out the remainder of that term.
- (j) Nominations for all elected Council positions should be lodged with the Secretary, by the commencement of the Annual General Meeting. All nominations shall be seconded. Each candidate nominated for election should indicate on the nomination form, their willingness to serve. Where an election is necessary, all financial members of the Australasian Grain Science Association present at the Annual General Meeting shall be eligible to register a vote.
- (k) In accepting nomination as Vice-Chairman, candidates accept responsibility for standing as a candidate for Chairman on the retirement of the current Chairman. Should the Chairman resign or for any other reason is unable to serve, the Vice-Chairman shall serve out the remainder of the Chairman's term.
- (l) The Council shall report at least annually to all members of AGSA by newsletter and/or at the Annual General Meeting.
- (m) A Council meeting quorum shall consist of not less than half the voting membership of the Council.
- (n) Council shall approve the composition and all plans and financial arrangements of Conference Committees and Committees formed to conduct AGSA branded activities. The Chairman will be an ex-officio member of all Conference Committees and the Council Treasurer will be the Treasurer of all Conference Committees and all AGSA branded activities that involve the finances of AGSA. The Chairman and Treasurer will keep all members of Council aware of Conference plans and all activities that involve the finances of AGSA.
- (o) Council may establish a series of awards and determine the method of selection, and approve or reject any nominations, for all awards and scholarships.
- (p) Council shall maintain a list of Financial Members, Life Members, Fellows and Associates.

8. The Annual General Meeting of the Australasian Grain Science Association Incorporated shall be held at the time of the Australasian Grain Science Conference. If in any year, a suitable conference is not held, Council will nominate a suitable time and place.

Members attending the Annual General Meeting may:

- (a) Receive reports from, and make recommendations to the Council.
- (b) Confirm the appointment of the Conference Chairman for future Australasian Grain Science Association Conferences as proposed by the Council.
- (c) Appoint committees and technical sub-committees.
- (d) Discuss and amend, where agreed, the Constitution of the Australasian Grain Science Association (see clause 15).
- (e) Consider and ratify any changes to the Annual Membership fees recommended by Council.

- (f) Elect members of the Council as required.
9. Conference Chairman
- (a) The Conference Chairman shall be an ex-officio member of Council with full voting rights.
 - (b) Conference Chairs shall serve on Council for a two year period commencing in the year prior to the Conference.
10. The Executive of Council shall approve:
- (a) the date and venue of all events sponsored by or branded with the name of the Australasian Grain Science Association.
 - (b) the content of all marketing using the AGSA name and/or logo.
11. The specific duties of the Secretary of the Australasian Grain Science Association Incorporated shall include:
- (a) Keeping minutes of Council Meetings, Annual General Meetings and Special General Meetings.
 - (b) Publicising AGSA activities by the issuing of notices, through the Australasian Grain Science Association newsletter, website or as directed by the Council.
 - (c) Holding proxy votes for members unable to attend any Special General Meeting.
12. The Treasurer of the Australasian Grain Science Association Incorporated shall be charged with responsibility for:
- (a) The collection and disbursement of Australasian Grain Science Association funds as authorised by the Council.
 - (b) Keeping a proper record of these transactions.
 - (c) Performing the role of Treasurer for all AGSA Conferences, workshops, and all other AGSA activities involving finances.
 - (d) Ensuring accepted accounting practices are followed at all times for all AGSA activities where financial transactions are involved.
 - (e) The preparation of a final financial report to the Council for presentation at the Annual General Meeting and to the NSW Registry of Cooperatives and Associations.
 - (f) Alerting the Council of any potential loss associated with a conference or meeting.
 - (g) Arranging to audit the Association's accounts when required and submitting the audited statements of account to the Council.
 - (h) Provide to the NSW Registry of Cooperatives and Associations, through the Public Officer, such information as is required.

13. All funds collected by or paid by the Association shall be under the control of the Council Treasurer and only through AGSA's bank accounts or credit facilities and through the Council's Treasurer the AGSA Council.

14. The Chairman, Council, or the Annual General Meeting, may by resolution order a postal (and/or email) ballot to resolve any matter.

(a) In such a ballot, all financial members shall be sent a voting paper and supporting documentation by mail or email. A minimum of 2 weeks shall be set for receiving replies.

(b) Council shall appoint a Returning Officer for any such ballot.

15. Any alterations to the Constitution can only be made at a duly constituted meeting of members of the Australasian Grain Science Association held during the Annual General Meeting or at a specially convened meeting as requested by members or Council.

16. Special General Meetings

(a) The Council may, whenever it thinks fit, convene a Special General Meeting of AGSA.

(b) The Council must, on the requisition in writing by at least 25 per cent of the total financial membership, convene a Special General Meeting of the Association.

(c) Special General Meetings must be convened no sooner than two months and no longer than three months from the notice of meeting

(d) A requisition by members for a Special General Meeting:

(i) must state the purpose or purposes of the meeting, and

(ii) the date, time and place of the meeting, and

(iii) the agenda including the special motions to be put, and

(iv) must be signed by the all the members making the requisition, and

(v) must be lodged with the Secretary, and

(vi) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(e) If the Council fails to convene a Special General Meeting to be held within two months after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(f) A Special General Meeting convened by a member or members must be convened in the same manner as General Meetings convened by the Council.

17. Amendments to the Constitution can only be made if the Secretary receives formal written notice of motion at least two months prior to the Annual General Meeting or a Special General Meeting. Voting rights at such meetings shall be extended to all financial members of the Association present.

18. If an Annual General Meeting has not been held for a period in excess of 27 months or if the number of financial members is less than ten, it is the responsibility of the Council to terminate the Association and disperse its assets. On this occurrence, assets will be disposed of to one or more like-minded Australasian Scientific Organisations, or failing this to one or more registered charities.

19. Disputes and mediation

The procedures for the resolution and mediation of disputes between either AGSA or a member or between a number of members are detailed in the By-Laws.