

# **Australian Rangeland Society**

**A company limited by Guarantee**

**ABN 43 008 784 414**

## **Articles and Memorandum of Association**

**May 2006**

**(Amended October 2012)**

## **CORPORATIONS LAW**

### **A COMPANY LIMITED BY GUARANTEE**

#### **MEMORANDUM OF ASSOCIATION OF THE AUSTRALIAN RANGELAND SOCIETY**

1. The name of the Company is 'THE AUSTRALIAN RANGELAND SOCIETY' and in this Memorandum it is referred to as 'the Society'.
2. The objects for which the Society is established are:
  - (a) to promote the advancement of the science and art of using Australia's rangeland resources for all purposes commensurate with their continued productivity and stability;
  - (b) to encourage and develop an awareness of the need to conserve the inherent resources of Australia's rangeland areas;
  - (c) to encourage and reward the study of rangeland science and improved rangeland management;
  - (d) to provide a means for the interchange of ideas and information amongst Society members and with those of allied disciplines concerned with rangelands;
  - (e) to hold periodical meetings of Society members in different parts of Australia;
  - (f) to publish a journal for distribution among Society members and other interested persons and bodies;
  - (g) to subscribe to or become a member of any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society, except that the Society shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under Clause 3 of this Memorandum;
  - (h) to acquire or hire such equipment and material for the advancement of rangeland science as the Society may decide;
  - (i) to purchase take on lease or otherwise acquire for the purposes of the Society any land or premises and to sell let on lease or otherwise dispose of or grant rights over any such land or premises;
  - (j) to borrow or secure the payment of money in such manner and for such purposes as the Society may think fit and to secure such payment of money or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be incurred or be incurred or entered into by the Society as it may think fit;
  - (k) to do all things which may be necessary to have the Society registered, or legally recognised in any of the States or Territories of the Commonwealth of Australia;

- (l) to invest or deal with any monies of the Society not immediately required in such manner as may be permitted by law from time to time for the investment of trust funds;
- (m) to do all such other things as are incidental or conducive to the attainment of any or all of the above;

AND IT IS HEREBY DECLARED THAT -

- (i) the objects specified in each paragraph of this Clause shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph;
  - (ii) the Replaceable Rules set forth in the Corporations Law shall not apply to the Society.
3. The income and property of the Society, however derived, shall be applied solely towards the promotion of the Society, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or in any other manner by way of profit to the persons who at any time are or have been members of the Society or any of them. This Clause shall not prevent the payment in good faith of:
- (a) reasonable and proper remuneration to any person whether a member of the Society or not for services rendered to the Society;
  - (b) reasonable and proper remuneration to any officer or employee of the Society;
  - (c) reasonable and proper rent for premises let by any member to the Society; or
  - (d) interest at a rate not exceeding the rate for the time being fixed by the Articles of Association on money borrowed from any member of the Society.
4. No alteration shall be made to this Memorandum of Association or the Society's Articles of Association for the time being in force unless any proposed alteration is first submitted to and approved by the Minister of the Crown for the time being administering the Corporations Law (herein referred to as 'the Minister').
5. Clauses 3 and 4 of this Memorandum contain conditions on which a license has been granted by the Minister to the Society under Section 24 of the Companies Act 1961.
6. The liability of the members is limited.
7. Every member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he/she ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding ten dollars, in addition to the amount (if any) unpaid on any shares held by him/her.
8. If upon the winding-up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property of any kind, it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the

Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent not less than that imposed on the Society under Clause 3 hereof, such institution of institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some institution or institutions having objects which include a charitable object.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company pursuant to the Memorandum of Association.

**DATED this 30<sup>th</sup> day of December, 1974.**

Names and Addresses and Occupations of the Subscribers	Witness to the signature of The Subscribers and Address of Witness
RAYDEN ARTHUR PERRY 34 Chipping Road CITY BEACH Western Australia Scientist	K.P. McGuckin 9 Lanark Street MENORA WA 6050
DAVID GEORGE WILCOX 54 Broome Street COTTESLOE Western Australia Senior Adviser	R.E. Hetherington 17 Marda Way NOLLAMARA WA 6061
JUSTIN MURPHY 2/41 Brighton Road SCARBOROUGH Western Australia Geographer	M. Wallace 30 Hammersley Street NORTH BEACH WA 6020
KEITH MALCOLM WILLIAM HOWES 24 Purdom Road WEMBLEY DOWNS Western Australia Divisional Editor	C. Mitchell 53 Stockdale Crescent WEMBLEY DOWNS WA 5014
ROBERT ANTHONY RUMMERY 9 Hovea Avenue SORRENTO Western Australia Divisional Secretary	P. White Flat 1 115 Winthrop Avenue NEDLANDS WA 6009
ALAN LESLIE PAYNE 15 Clevedon Place KALLAROO Western Australia Adviser	R.E. Hetherington 17 Marda Way NOLLAMARA WA 6061
GRAHAM WALLIS ARNOLD 2 Minibah Street WEMBLEY DOWNS Western Australia Scientist	K.A. Galbraith 20 Kyarra Street INNALOO WA 6018

**CORPORATIONS LAW**  
**A COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**of**  
**THE AUSTRALIAN RANGELAND SOCIETY**

**1. TABLE 'A'**

The Replaceable Rules set out in the Corporations Law shall not apply to the Society.

**2. INTERPRETATION**

In these Articles unless the context otherwise requires

'Act' means the Corporations Law as from time to time amended or re-enacted;

'Articles' means these Articles as altered from time to time;

'Council' means the Council of the Society constituted in accordance with Article 15;

'Journal' means the Journal of the Society published in accordance with Article 23, and includes a reference to any single edition of the Journal;

'Member' means both ordinary and sustaining members;

'Ordinary member' means a person who is admitted to ordinary membership of the Society in accordance with Article 3;

'Sustaining member' means an organisation, institution, society, company or person who is admitted to membership of the Society as a sustaining member in accordance with Article 3;

The singular means and includes the plural and vice versa and any gender means and includes all other genders;

References to any statutory enactment means and is construed as references to that enactment as amended modified and re-enacted from time to time;

Words importing persons include corporations;

'Officer' means the President, Finance and Audit Officer, Secretary and General Council Member of the Society for the time being.

**3. MEMBERSHIP**

(a) The Society proposes to be registered with five hundred members. The council may from time to time increase the maximum number of members.

(b) The subscribers to the Memorandum of Association shall be members of the Society.

- (c) Any other person who establishes to the reasonable satisfaction of the Council that he/she is interested in rangeland science or art and who subscribes to the aims of the Society as outlined in the Memorandum of association shall be eligible to become an ordinary member of the Society.
- (d) Any eligible person may apply for membership of the Society in such manner as the Council may from time to time prescribe and he/she shall become an ordinary member of the Society if the Council so decides.
- (e) A member may at any time resign from the Society by notice in writing to the Society.
- (f)
  - (i) The Council or the Society in general meeting may terminate the membership of any member if payment of his/her subscription is more than six months in arrears or the Council or the general meeting decides by a two-thirds majority that he/she has acted in a manner seriously prejudicial to the Society
  - (ii) The Council shall at least fourteen days before the meeting of the Council or the general meeting of the Council or the general meeting of the Society at which a resolution to terminate the membership of a member is to be proposed give notice to the member of the intended meeting and of the nature of the complaint against him/her and of the intention to propose the resolution. The member shall be entitled to give to the Council or the general meeting either orally or in writing any explanation or defence he/she may wish and before the resolution is voted upon, the Council or general meeting shall consider any explanation or defence submitted to it. Furthermore, in relation to a resolution to be put to the Council any such member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting of the Council at which the resolution is to be put, elect to have the matter dealt with by the Society at its next general meeting to be held.
  - (iii) If subject to paragraph (ii) the matter is dealt with by the Council, within one month after the member is notified of the Council's decision, he/she may appeal to the next general meeting of the Society to be held.
  - (iv) On an appeal the general meeting shall be entitled to fully review the matter. The decision of the general meeting on the appeal shall be final and conclusive. If an appeal is made, the termination of membership shall be suspended until the decision on the appeal is given.
- (g) A member who resigns or whose membership is terminated as provided in this Article shall continue to be liable to pay any subscription or other money due and payable by him/her to the Society at the time of such resignation or termination of membership.
- (h) An organisation, institution, society, company or person may be admitted upon application to the Society as a sustaining member at the discretion of the Council, upon such terms and conditions as the Council sees fit. The provisions of sections (e) to (g) of Article 3 as applied to ordinary members of the Society will be applicable to sustaining members. An organisation, institution, society or company which has been admitted as a sustaining member of the Society may nominate one person to represent it on the Society and that nominee will have the rights and privileges of an ordinary member of the Society. A person who has been admitted as a sustaining

member of the Society will have the rights and privileges of an ordinary member of the society.

- (i) Any person who has rendered or is rendering distinguished service to the Society or to rangelands, may be appointed a Fellow of the Australian Rangeland Society by Council acting on the written nomination of not fewer than six members, submitted to the Council.

#### **4. REGISTER OF MEMBERS**

Subject to the requirements of the Act, the Membership Officer shall be responsible for a Register of Members which shall contain such particulars as the Council shall, from time to time prescribe. Each member shall furnish the Council with such information as it may require for the purpose of compiling a record of his/her qualifications. No alteration shall be made to such register, except as decided by the Council.

#### **5. AFFILIATION**

- (a) Any society or association having as one or more of its objects or aims the advancement of rangeland science or art shall be eligible for affiliation with the Society.
- (b) Any eligible Society or association may apply for affiliation with the Society in such manner as the Council may from time to time prescribe, and it shall become affiliated to the Society if the Council so decides, and then on such terms and conditions as the Council may decide.
- (c) An affiliated society or association shall have the right to use the offices and facilities of the Society on such terms and conditions as the Council may from time to time decide.
- (d) The Council may terminate the affiliation of an affiliated society or association if the Council decides by a two-thirds majority that the affiliated society or association has acted in a manner seriously prejudicial to the Society.

#### **6. SUBSCRIPTIONS**

- (a) The financial year of the Society shall commence on 1<sup>st</sup> January in each year. All subscriptions shall become due on the 1<sup>st</sup> January in the year for which they are payable.
- (b) Each Member shall pay in respect of each financial year such annual subscription as the Council may from time to time decide. The Council may prescribe different rates of subscription for such different categories of the membership as it may decide.
- (c) Any member who has not paid his/her subscription by 31<sup>st</sup> March of the financial year for which it is payable shall be deemed unfinancial, and all his/her rights and privileges as a member of the Society shall be suspended until the subscription is paid.

#### **7. MEETINGS OF THE SOCIETY**

- (a) The annual general meeting of the Society shall be held between 16<sup>th</sup> May and 31<sup>st</sup> May each year (both dates inclusive) and the first annual general meeting shall be held between those dates in 1976.
- (b) Each member of the Society shall be entitled to be given not less than three weeks prior written notice of each general meeting of the Society, specifying the place, date and time of commencing of the meeting and the nature of the business to be transacted at the meeting. Notice published in the Newsletter and on the Society's Website shall be deemed to constitute due notice for the purposes of this paragraph, as long as the edition of the Newsletter in which such notice appears is dispatched to members generally not less than three weeks prior to the meeting and is published on the Website not less than three weeks prior to the meeting.
- (c) The Council or any member of the Council may at any time convene a special general meeting of the Society, to be held at such time or place as it may decide, subject to due notice being given.
- (d) The Council shall convene a special general meeting of the Society, in accordance with Section 249D of the Act on receiving a requisition in accordance with the Section requesting that a meeting be convened, and in default, the meeting may be convened by such requisitionists as provided by the Act.
- (e) The business of an annual general meeting shall be -
  - (i) to receive the report of the Council for the period since the last annual general meeting;
  - (ii) to receive the annual accounts;
  - (iii) to receive the reports of the Council concerning the election of the President, Finance and Audit Officer, Secretary, and General Council Members;
  - (iv) to consider any business relating to the affairs of the Society;
  - (v) to receive and discuss such addresses and other communications as shall have been received by the Council.
- (f) The business of a special general meeting shall be the business stated in the notice of the meeting.

## **8. PROCEEDINGS AT GENERAL MEETINGS**

- (a) No business shall be transacted at any general meeting unless a quorum of members is present comprising five members present in person or by proxy. If, within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same time and place on the following day, but if the meeting was convened on the requisition of members, it shall be dissolved. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present, being not less than two, shall be a quorum.



- (b) The President shall be Chairperson at every general meeting of the Society, but if there is no President for the time being or he/she is not present within 15 minutes after the time appointed for the holding of the meeting or he/she is unable or unwilling to act, the members present shall elect one of their number to be Chairperson of the Meeting.
- (c) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for 30 days or more, notice to the adjourned meeting shall be given as in the case of an original meeting. Subject thereto, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) A member may appoint any other person to be his/her proxy to attend a particular general meeting of the Society on his/her behalf. The appointment of a proxy shall be by notice in writing to the Society received personally by an Officer at least three hours before the Meeting to which the proxy relates.

## **9. VOTING AT GENERAL MEETING**

- (a) Each member of the Society shall be entitled to one vote on any resolution proposed at a general meeting, but no member who is unfinancial shall be entitled to vote.
- (b) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands by the members present and voting unless a postal vote is demanded (before or on the declaration of the result of the show of hands) by -
  - (i) the Chairperson; or
  - (ii) at least ten members present in person or by proxy.

No postal vote may be demanded on a resolution for the appointment of a Chairperson, or the adjournment of the meeting. The demand for a postal vote may be withdrawn.

- (c) Unless a postal vote is demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) If a postal vote is demanded, the vote shall be taken in such manner as shall be decided by the Chairperson of the meeting at which the demand for a postal vote is made. The result of the vote shall be the resolution of the meeting at which the vote was demanded.
- (e) In the case of an equality of votes, whether on a show of hands or a postal vote, the Chairperson of the meeting shall have a second or casting vote.

- (f) Nothing in this Article should be construed as to restrict the right to demand a poll at a general meeting in accordance with the Act.

#### **10. DIRECTORS**

- (a) The Society shall have three Directors.
- (b) One Director shall act as the President.
- (c) One Director shall act as the Finance and Audit Officer.
- (d) One Director shall act as the Secretary.

#### **11. FINANCE AND AUDIT OFFICER**

The Finance and Audit Officer shall receive and pay into the Society's bank account for the time being all monies received by him/her on account of the Society and pay all accounts approved by the Council, and shall prepare or cause to be prepared annual accounts for submission to the Council and the annual general meeting of the Society.

#### **12. SECRETARY**

The Society shall have one Secretary. The Secretary shall attend or be represented at all meetings of the Society and of the Council. He/she shall prepare minutes of all such meetings for presentation to the next subsequent meeting, and under the direction of the Council, shall conduct the correspondence of the Society.

#### **13. SUBSCRIPTION MANAGER**

The Council may appoint from time to time a person to be Subscription Manager of the Society on such terms and conditions as it may decide. The Subscription Manager shall be responsible for a Register of Members that shall contain such particulars as the Council shall, from time to time prescribe. He/she shall be responsible for a Register of Subscribers to the Society's publication.

#### **14. OFFICERS OF THE SOCIETY**

- (a) The officers of the Society shall be the President, the Finance and Audit Officer, the Secretary, and up to five General Council Members.
- (b) The first officers of the Society shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them. The first officers shall hold office until the end of the first annual general meeting of the Society.
- (c) All officers shall hold office from the end of the annual general meeting at which they are elected or succeed to their respective offices until the end of the third annual general meeting after the annual general meeting at which they began their office. (This means for a term of four years).
- (d) No officer shall serve as a member of the Council for a period in excess of eight consecutive years or a total of 16 years. If any officer has served as a member of the Council for eight years or will have served for eight or more years at the next annual general meeting, that officer must retire at or prior to

such annual general meeting. No officer may accept a nomination as a member of the Council for a third consecutive term.

- (e) Half of the inaugural Council will retire every two years to ensure corporate memory remains.
- (f) Neither a Director nor an Officer can assign his/her office to any other person.

## **15. THE COUNCIL**

- (a) The members of the first Council shall be the first officers determined in accordance with Article 14(b). They shall hold office until the end of the first annual general meeting of the Society.
- (b) The Council of the Society shall comprise the Officers of the Society for the time being.
- (c) If any vacancy shall occur in the office of President, Finance and Audit Officer, Secretary, or General Council Members, the Council may appoint some other member to fill such office, to hold office until the end of the annual general meeting following elections for the Council.
- (d) An Officer shall vacate office as a member of the Council, and shall cease to be an officer if he/she -
  - (i) ceases to be a member of the Council or an Officer by virtue of the Act;
  - (ii) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - (iii) becomes prohibited from being a director of a company by reason of any order made under the Act;
  - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (v) resigns his/her office by writing to the Society;
  - (vi) is removed, by resolution, as authorised by the Corporations Law;
  - (vii) ceases to be a member of the Society.
- (e) The Council shall meet at the place of and at a convenient time immediately prior to the annual general meeting of the Society, and at such other places and times as it may decide.
- (f) The President shall be Chairperson at every meeting of the Council, but if there is no President for the time being, or he/she is not present or is unwilling or unable to act, the Council shall elect one of their number to be Chairperson.
- (g) No business shall be transacted at a meeting of the Council unless a quorum of members is present comprising three members present in person or by proxy in accordance with paragraph (i) of this Article. Subject to there being

two persons personally present an Officer present and holding a proxy shall count as two members of the Council for this purpose.

- (h) Questions arising at any meeting of the Council shall be decided by a majority of votes and a decision by a majority of votes and a decision by a majority of members of the Council shall for all purposes be deemed a decision of the Council. In case of an equality of votes, the Chairperson of the Council shall have a second or casting vote.
- (i) The President, the Finance and Audit Officer, and the Secretary shall each be entitled to appoint any other member of the Council to act as his/her or their proxy at any meeting of the Council. Such appointments shall be by notice in writing to the Society received personally by the Secretary prior to the commencement of any meeting.
- (j) The Council may delegate any of its powers to committees consisting of such member or members of the council and such other persons as the council may decide. A committee may meet and adjourn as it thinks proper. The provisions of this Article with regard to meetings of the Council shall apply to the meetings of any committee.
- (k) All acts done by any meeting of the Council or of a committee of the Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Council, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
- (l) A member of the Committee shall not vote in respect of any contract or proposed contract with the Society in which he/she is interested.
- (m) A resolution in writing signed by all members of the Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

## **16. ELECTIONS**

- (a) Not later than 15<sup>th</sup> March in each alternate year beginning in 1983, the Council shall call for nominations for the election of half of the following officers for a four year term commencing at the end of the next annual general meeting with the remaining half of the officers being called two years after that time:
  - President
  - Finance and Audit Officer
  - Secretary
  - General Council Member (up to five)
- (b) Nominations for the position of President, Finance and Audit Officer, Secretary, and General Council Member must be received by the Secretary not later than 10<sup>th</sup> April of the year in which elections are held. Nominations shall be made on such forms as the Council may from time to time prescribe, signed by two members of the Society, and countersigned by the person nominated. If only one nomination is received for any office, no election shall be necessary, and the person nominated shall be deemed elected.

- (c) Whenever an election is necessary, the Secretary shall dispatch to all members postal ballot papers not later than 20<sup>th</sup> April of the year in which elections are to be held, to be returned to the Society's office not later than the following 15<sup>th</sup> May.
- (d) Each member shall have one vote for each office to be filled at the election. The candidate who receives the most votes shall be elected. In the event of a tie, the successful candidate shall be determined by lot.
- (e) The Council shall report on the results of the election held for the offices of President, Finance and Audit Officer, Secretary, and General Council Members at the annual general meeting immediately following the holding of these elections.

## **17. MANAGEMENT**

- (a) The management and control of the business and affairs of the Society shall be vested in the Council who (in addition to the powers and authorities expressly conferred upon them by these Articles) may exercise all such powers and do all such things as are within the scope of the Society's Memorandum of Association and are not hereby or by the Act expressly directed or required to be exercised or done by the Society in general meetings but subject nevertheless to the provisions of the Act and these Articles.
- (b) Without prejudice to the generality of the powers conferred on the Council by paragraph (a) of this Article, the Council may exercise all the powers of the Society to borrow and secure the payment of money and to otherwise create securities.
- (c) For the purposes of Clause 3(d) of the Memorandum of Association, the maximum rate of interest that may be paid by the Society on money borrowed from any member of the Society shall not exceed the maximum rate payable on fixed deposits by any building society certified by notice in the Government Gazette as a society in which trustees may invest.
- (d) The Council shall cause minutes to be made of:
  - (i) all appointments of Officers;
  - (ii) the names of members of the Council present at all meetings of the Society and of the Council; and
  - (iii) of all proceedings at all meetings of the Society and of the Council.

Such Minutes shall be signed by the Chairperson of the Meeting at which the proceedings were held, or by the Chairperson of the next succeeding meeting.

## **18. OFFICE OF THE SOCIETY**

- (a) The Management Office of the Society shall be located, subject to the requirements of the Act, at such place or address as the Council may from time to time decide.

**19. SEAL**

The Council shall provide for the safe custody of the Common Seal of the Society which shall only be used by authority of the Council. Every instrument to which the seal is affixed shall be countersigned by any two members of the Council.

**20. FINANCE**

All funds of the Society, apart from funds connected with the Journal, shall be paid into the Society's bank account for the time being. All cheques shall be signed by the Finance and Audit Officer or the Secretary, or in such other manner as the Council may decide. All payments must be approved by the Council.

**21. ACCOUNTS**

- (a) The Council shall cause proper accounting and other records to be kept, and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors Report thereon, as required by the Act.
- (b) The Council shall cause to be made out and laid before each annual general meeting a profit and loss account and balance sheet made up to a date not more than six months before the date of the meeting.
- (c) The Council shall (subject to the requirements of the Act) from time to time decide at what times and places and under what conditions the accounting and other records of the Society or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or paper of the Society except as conferred by Statute or authorised by the Council or by the Society in general meeting.

**22. AUDIT**

The Society shall comply with the requirements of the Act with respect to audit, and the appointment of an Auditor.

**23. PUBLICATIONS**

- (a) The Society shall publish periodicals to be known as 'The Rangeland Journal' and the 'Range Management Newsletter' and other material of interest to members on an electronic website. The Journal shall be published in such manner and at such intervals as the Council may decide.
- (b) The Journal shall be sent free to each member of the Society according to his/her membership category, at his/her registered address and electronic access to the Newsletter and Members Only section of the Website shall be provided exclusively to members.
- (c) A list of all members shall be published on the Website.
- (d) The Society shall maintain an electronic website on the internet to inform the public about the Society, to provide an electronic means of joining the Society, to provide electronic access to proceedings of conferences organised

by the Society, the Newsletter and to any other material Council and the Publications Committee wish to publish.

- (e) The Council shall appoint biennially a Publications Committee consisting of the Editors for the Journal, Newsletter and Website, and such other members (not necessarily being members of the Council) as the Council may decide.
- (f) The members of the Publications Committee shall hold office for three years after their appointment or last reappointment, except that the Council may at any time terminate the appointment of any one or more of the members of the Committee.
- (g) All advertisements for insertion in the Society's publications must first be approved by the relevant Editor on behalf of the Council.

#### **24. EDITORS OF THE JOURNAL, NEWSLETTER AND WEBSITE**

- (a) The Council may appoint from time to time persons to be the Editors of the Society's publications on such terms and conditions as it may decide.
- (b) The Editor of the Journal shall be responsible for the scientific content of the Journal, and shall be subject to the directions of the Council as to the general form of the Journal.

#### **25. ALTERATION OF ARTICLES**

- (a) The Articles of the Society may be altered in the manner prescribed by the Act, but subject to the requirements of the Society's Memorandum of Association.
- (b) No alteration shall be made to the Society's Articles of Association for the time being in force unless any alteration is first approved by an annual general meeting of the Society and subsequently submitted to and approved by the Minister of the Crown for the time being administering the Corporations Law.
- (c) Subject to paragraphs (a) and (b) of this Article, these Articles may be altered in such manner as the Council may from time to time recommend, or shall be requested by not less than ten members of the Society by notice to the Society received not less than three months prior to the date on which the next annual general meeting of the Society is to be held, and to which it is proposed to submit the proposal for the alteration of the Articles.

#### **26. NOTICES**

- (a) A notice may be given by the Society to any member either personally or by sending it by post or email to him/her at his/her registered postal or email address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the second day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by email, service of the notice shall be

deemed to be effected by properly addressing and sending the email containing the notice.

- (b) (i) Notice of every general meeting shall be given to every member; and the auditor or auditors for the time being of the Society.
- (ii) No other person shall be entitled to receive notices of general meetings.

**27. PAYMENT TO DIRECTORS**

- (a) Subject to clause (b) of this Article, no Director shall be paid any fee or remuneration by or on behalf of the Society in relation to his/her position as a Director of the Society.
- (b) The Society may reimburse a Director of the Society for costs properly incurred by the Director in performing his/her duties as a Director of the Society.
- (c) The Council must approve a payment to a Director pursuant to clause (b) of this Article before it is made.

**28. INDEMNITY**

Every officer and member of the Council shall be indemnified out of the assets of the Society against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favor, or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust.

**DATED this 30<sup>th</sup> day of December 1974.**



Names and Addresses and Occupations of the Subscribers	Witness to the signature of The Subscribers and Address of Witness
RAYDEN ARTHUR PERRY 34 Chipping Road CITY BEACH Western Australia	K.P. McGuckin 9 Lanark Street MENORA WA 6050
Scientist	
DAVID GEORGE WILCOX 54 Broome Street COTTESLOE Western Australia	R.E. Hetherington 17 Marda Way NOLLAMARA WA 6061
Senior Adviser	
JUSTIN MURPHY 2/41 Brighton Road SCARBOROUGH Western Australia	M. Wallace 30 Hammersley Street NORTH BEACH WA 6020
Geographer	
KEITH MALCOLM WILLIAM HOWES 24 Purdom Road WEMBLEY DOWNS Western Australia	C. Mitchell 53 Stockdale Crescent WEMBLEY DOWNS WA 5014
Divisional Editor	
ROBERT ANTHONY RUMMERY 9 Hovea Avenue SORRENTO Western Australia	P. White Flat 1 115 Winthrop Avenue NEDLANDS WA 6009
Divisional Secretary	
ALAN LESLIE PAYNE 15 Clevedon Place KALLAROO Western Australia	R.E. Hetherington 17 Marda Way NOLLAMARA WA 6061
Adviser	
GRAHAM WALLIS ARNOLD 2 Minibah Street WEMBLEY DOWNS Western Australia	K.A. Galbraith 20 Kyarra Street INNALOO WA 6018
Scientist	

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