



Earth Observation
Australia

Constitution

Earth Observation Australia Inc Association

Document History

Revision Number	Revision date	Summary of Changes	Author
1.0	04/07/2019	Founding constitution	Joanne Edkins & the EOA management committee
1.1	11/07/2019	Compliance changes made at the request of the Queensland Government Office of Fair Trading.	Joanne Edkins
2.0	13/07/2021	Changes to rules as passed by the Special General Meeting dated 01/07/2021	Sylvia Michael

Contents

Document History	2
Part 1 Preliminary.....	5
1) Definitions	5
2) Interpretation	5
3) Name.....	5
4) Objects	5
5) Powers.....	6
Part 2 Membership.....	7
6) Classes of members	7
7) Automatic membership	7
8) New membership.....	7
9) Membership fees.....	7
10) Admission of new members.....	7
11) When membership ends	7
12) Appeal against termination of membership	8
13) General meeting to decide appeal.....	8
14) Register of members.....	8
15) Prohibition on use of information on register of members	9
Part 3 Management Committee	10
16) Functions of management committee.....	10
17) Membership of management committee	11
18) Electing the management committee.....	11
19) Functions of Treasurer	12
20) Appointment or election of secretary.....	12
21) Functions of secretary	13
22) Removal of secretary	13
23) Meetings of management committee	13
24) Special meeting of management committee	14
25) Resolutions of management committee without meeting	14
26) Minutes of management committee meetings.....	14
27) Vacancies on management committee.....	14
28) Quorum for, and adjournment of, management committee meeting	15
29) Resignation, removal or vacation of office of management committee member	15
30) Appointment of subcommittees.....	15
31) Acts not affected by defects or disqualifications.....	16

Part 4	General Meetings	17
32)	First annual general meeting.....	17
33)	Subsequent annual general meetings.....	17
34)	Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations.....	17
35)	Business to be conducted at annual general meeting of other level 2 incorporated associations	18
36)	Business to be conducted at annual general meeting of other level 3 incorporated associations	18
37)	Notice of general meeting.....	18
38)	Quorum for, and adjournment of, general meeting.....	19
39)	Procedure at general meeting.....	19
40)	Voting at general meeting.....	20
41)	Special general meeting	20
42)	Appointment of proxies	21
43)	Minutes of general meetings.....	21
Part 5	Finance	22
44)	Financial year.....	22
45)	Funds and accounts	22
46)	General financial matters	22
Part 6	Miscellaneous	23
47)	By-Laws	23
48)	Alteration of rules	23
49)	Common seal	23
50)	Documents	23
51)	Distribution of surplus assets to another entity	23
Appendix 1 – Membership Code of Conduct		24
Appendix 2 – Form of Appointment of Proxy		26

Part 1 Preliminary

1) Definitions

In this Constitution, unless the contrary intention appears:

- **‘Constitution’** means the constitution of the Incorporated Association amended from time to time;
- **‘Management Committee’** means management committee under Part 3 of this Constitution. Can also mean or be referred to as EOA steering committee;
- **‘Member’** means a member under Part 2 of this Constitution.

2) Interpretation

1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

- a) at a management committee meeting, see rule 23(6); or
 - b) at a general meeting, see rule 39(2).
- 2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

3) Name

The name of the incorporated association is Earth Observation Australia Inc (the association).

4) Objects

The objects (Terms of Reference) of the association are—

- 1) Execute the current version of the Australian Earth Observation Community Plan, and revise when required
- 2) Provide community Earth Observation (EO) coordination that supports, where possible, the goals of national space and EO agency(ies) policies;
- 3) Enable agencies, businesses, companies, individuals and institutions involved in or dependent on Earth Observation Systems (EOS), to meet in a neutral context and location, to promote open discussion and sharing of knowledge, and where required develop national collaborations and coordination across the community;
- 4) Identify and record current and planned activities and future EOS and derived data needs by all agencies, businesses, companies, individuals and institutions involved in or dependent on EOS, including development of national statements on EO research priorities;
- 5) Contribute to the periodic update of national plans for the continuity of earth observation data, for operational and research purposes, and other relevant national activities such as the Attorney General’s Critical Infrastructure Program – Space Group, and the anticipated rolling review of government EOS requirements;

- 6) Based on the discussion of common EOS activities, and defined gaps in data, knowledge or ability to collect and process EOS data, foster joint activities to address these issues, including providing a forum out of which opportunities for public-private partnerships may arise;
- 7) Identify potential duplication of EOS activities and seek remedies to reduce them and increase sharing of data, process and knowledge;
- 8) Act as a forum to identify, prioritise and coordinate future multi-agency/multi- jurisdictional co-investments into ground and space-based EOS infrastructure (e.g. new calibration/validation facilities and programmes, new ground reception antennas, contributed new sensors on partner space-agencies, etc.);
- 9) Identify training needs and higher level skills and research leads to be used for guiding EOS activities in higher education;
- 10) Establish a clear direction and pathway from research institutions and providers to private industry and government for research in the EOS sector, and development of appropriate research and education partnerships;
- 11) To act as a coordinating and entry point for industry, government and research in Australia to EOS resources and activities;
- 12) To provide reports on the above activities to the meetings or briefings for the Commonwealth Government's Australian Government Earth Observation from Space Working Group (AGEOSWG), along with any other national Space or EO agency and to address their requirements for interacting with the EOS community.

5) Powers

- 1) The association has the powers of an individual.
- 2) The association may, for example—
 - a) enter into contracts; and
 - b) acquire, hold, deal with and dispose of property; and
 - c) make charges for services and facilities it supplies; and
 - d) do other things necessary or convenient to be done in carrying out its affairs.
- 3) The association may take over the funds and other assets and liabilities of the present unincorporated association known Earth Observation Australia.
- 4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

Part 2 Membership

6) Classes of members

- 1) The membership of the association consists of ordinary members.
- 2) The number of ordinary members is unlimited.

7) Automatic membership

A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee—

- a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- b) if there is no equivalent class of membership—as an ordinary member.

8) New membership

An application for membership must be—

- a) in writing (via email or online membership signup www.eoa.org.au); and
- b) in the form decided by the management committee.

9) Membership fees

There are no membership fees for ordinary members.

10) Admission of new members

Admission of new members is automatic on application.

11) When membership ends

- 1) A member may resign from the association by giving a written notice of resignation to the secretary (via email or online membership registration/unsubscribe process www.eoa.org.au).
- 2) The resignation takes effect at—
 - a) the time the notice is received by the secretary; or
 - b) if a later time is stated in the notice—the later time.
- 3) The management committee may terminate a member's membership if the member—
 - a) is convicted of an indictable offence; or
 - c) does not comply with any of the provisions of these rules; or
 - d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association; or
 - e) Violates the associations Code of Conduct, see Appendix 1.
- 4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

12) Appeal against termination of membership

- 1) A person whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision to terminate his or her membership.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice of intention to appeal, call a general meeting to decide the appeal.

13) General meeting to decide appeal

- 1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 2) At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- 3) Also, the management committee and the members of the committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- 4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

14) Register of members

- 1) The management committee must keep a register of members of the association.
- 2) The register must include the following particulars for each member—
 - a) the full name of the member;
 - b) the email address of the member;
 - c) the date of admission as a member;
 - d) the date of death or time of resignation of the member;
 - e) details about the termination or reinstatement of membership;
 - f) any other particulars the management committee or the members at a general meeting decide.
- 3) The register must be open for inspection by members of the association at all reasonable times.
- 4) A member must contact the secretary to arrange an inspection of the register.
- 5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15) Prohibition on use of information on register of members

- 1) A member of the association must not—
 - a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

Part 3 Management Committee

16) Functions of management committee

- 1) Subject to these rules, or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations' rules are inconsistent with the Act—see section 1B of the Act.

- 3) The management committee may exercise the powers of the association—
 - a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - b) to secure the amounts mentioned in paragraph (a) for the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - c) to purchase, redeem or pay off any securities issued; and
 - d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - e) to mortgage or charge the whole or part of its property; and
 - f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - g) to provide and pay off any securities issued; and
 - h) to invest in a way the members of the association may from time to time decide.
- 4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - a) the financial institution for the association; or
 - b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.
- 5) The Management Committee may exercise all the powers of the Association defined under Rules 16) 1) to 16) 3) and has the power to make and change by-laws created by it pursuant to these Rules.

17) Membership of management committee

- 1) The management committee of the association consists of (a) and (b) elected by the association -
 - a) The office-bearers of the association subrule (2); and
 - b) 8 ordinary committee members;
- 2) The office-bearers of the association are –
 - a) the president; and
 - b) the vice-president; and
 - c) the treasurer; and
 - d) the secretary.
- 3) A person can hold up to two officer-bearer positions with the exception of the president, as mentioned in section 61 of the Act, the president and the treasurer cannot be the same person.
- 4) a member of the management committee, other than a secretary appointed by the management committee under rule 20(1)(b)(iii), must be a member of the association.
- 5) at each annual general meeting of the association, commencing in 2022, half of the members of the management committee must retire from office. Any member of the management committee is eligible, on nomination, for re-election.
- 6) a member of the association may be appointed to a casual vacancy on the management committee under rule 27.

18) Electing the management committee

- 1) A member of the management committee may only be elected as follows—
 - a) any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee;
 - b) the nomination must be—
 - i. in writing; and
 - ii. signed by the candidate and the members who nominated him or her; and
 - iii. given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - c) any current member of the association is eligible to cast a ballot vote for 1 candidate for each vacant position on the management committee, during the voting period;
 - d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 2) A person may be a candidate only if the person—
 - a) is an adult; and
 - b) is not ineligible to be elected as a member under section 61A of the Act.

- 3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted to the website www.eoa.org.au or the usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- 4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 5) Election of the President will be made by the outgoing management committee from the eligible nominations under rule 18. Election of the President should be made at the last management committee meeting of the outgoing management committee.
- 6) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - a) whether or not the association has public liability insurance; and
 - b) if the association has public liability insurance—the amount of the insurance.

19) Functions of Treasurer

The treasurer's functions include, but are not limited to—

- 1) Collect and receive all amounts owing to the association and make all payments authorised by the associations; and
- 2) Keep correct accounts and records showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

20) Appointment or election of secretary

- 1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - a) a member of the association elected by the association as secretary; or
 - b) any of the following persons appointed by the management committee as secretary—
 - i. a member of the association's management committee;
 - ii. another member of the association;
 - iii. another person.
- 2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 4) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 6) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.

- 7) In this rule— casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

21) Functions of secretary

The secretary's functions include, but are not limited to—

- 1) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- 2) keeping minutes of each meeting; and
- 3) keeping copies of all correspondence and other documents relating to the association; and
- 4) maintaining the register of members of the association.

22) Removal of secretary

- 1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 2) If the management committee removes a secretary who is a person mentioned in rule 20(1) (b) (i), the person remains a member of the management committee.
- 3) If the management committee removes a secretary who is a person mentioned in rule 20(1) (b) (ii) and who has been appointed to a casual vacancy on the management committee under rule 20(5), the person remains a member of the management committee.

23) Meetings of management committee

- 1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 2) The management committee must meet at least once every 4 months to exercise its functions.
- 3) The management committee must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the management committee.
- 5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- 7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 9) The president is to preside as chairperson at a management committee meeting.
- 10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24) Special meeting of management committee

- 1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 3) A request for a special meeting must state—
 - a) why the special meeting is called; and
 - b) the business to be conducted at the meeting.
- 4) A notice of a special meeting must state—
 - a) the day, time and place of the meeting; and
 - b) the business to be conducted at the meeting.
- 5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

25) Resolutions of management committee without meeting

- 1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

26) Minutes of management committee meetings

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are recorded.
- 2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be approved by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- 3) The secretary must ensure full and accurate minutes are distributed to the management committee within 14 days after the relevant management committee meeting.

27) Vacancies on management committee

- 1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 3) However, if the number of committee members is less than the number fixed under rule 28(1) as a quorum of the management committee, the continuing members may act only to—
 - a) increase the number of management committee members to the number required for a quorum; or
 - b) call a general meeting of the association.

28) Quorum for, and adjournment of, management committee meeting

- 1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - a) the meeting is to be adjourned for at least 1 day; and
 - b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

29) Resignation, removal or vacation of office of management committee member

- 1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 2) The resignation takes effect at—
 - a) the time the notice is received by the secretary; or
 - b) if a later time is stated in the notice—the later time.
- 3) A member of the management committee may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 4) Before a vote of members is taken about removing the member of the management committee from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 5) A removed member of the management committee has no right of appeal against that member's removal from office under this rule.
- 6) A member of the management committee must immediately vacate their office in the circumstances mentioned in section 64(2) of the Act.

30) Appointment of subcommittees

- 1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- 2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 3) A subcommittee may elect a chairperson of its meetings.
- 4) If a subcommittee chairperson is not elected, or if the subcommittee chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be the chairperson of the meeting.
- 5) A subcommittee may meet and adjourn as it considers appropriate.
- 6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

31) Acts not affected by defects or disqualifications

- 1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 2) Subrule (1) applies even if the act was performed when—
 - a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

Part 4 General Meetings

32) First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

33) Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- 1) at least once each year; and
- 2) within 6 months after the end date of the association's reportable financial year.

34) Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- 1) This rule applies only if the association is—
 - a) a level 1 incorporated association; or
 - b) a level 2 incorporated association to which section 59 of the Act applies; or
 - c) a level 3 incorporated association to which section 59 of the Act applies.
- 2) The following business must be conducted at each annual general meeting of the association—
 - a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - b) presenting the financial statement and audit report to the meeting for adoption;
 - c) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
 - d) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.
- 3) The following business must be conducted at each annual general meeting of the association, commencing in 2022—
 - a) election process of half of the members of the management committee;

35) Business to be conducted at annual general meeting of other level 2 incorporated associations

- 1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- 2) The following business must be conducted at each annual general meeting of the association—
 - a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - b) presenting the financial statement and signed statement to the meeting for adoption;
 - c) appointing an auditor, an accountant or an approved person for the present financial year.
- 3) The following business must be conducted at each annual general meeting of the association, commencing in 2022—
 - a) election process of half of the members of the management committee;

36) Business to be conducted at annual general meeting of other level 3 incorporated associations

- 1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- 2) The following business must be conducted at each annual general meeting of the association—
 - a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - b) presenting the financial statement and signed statement to the meeting for adoption;
- 3) The following business must be conducted at each annual general meeting of the association, commencing in 2022—
 - a) election process of half of the members of the management committee;

37) Notice of general meeting

- 1) The secretary may call a general meeting of the association.
- 2) The secretary must give at least 14 days' notice of the meeting to each member of the association.
- 3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 4) The management committee may decide the way in which the notice must be given.
- 5) However, notice of the following meetings must be given in writing—
 - a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - i. to reject the person's application for membership of the association; or
 - ii. to terminate the person's membership of the association;

- b) a meeting called to hear and decide a proposed special resolution of the association.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

38) Quorum for, and adjournment of, general meeting

- 1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- 2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- 3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - a) the meeting is to be adjourned for at least 7 days; and
 - b) the management committee is to decide the day, time and place of the adjourned meeting.
- 6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

39) Procedure at general meeting

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 3) At each general meeting—
 - a) the president is to preside as chairperson; and
 - b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - c) the chairperson must conduct the meeting in a proper and orderly way.

40) Voting at general meeting

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the management committee.
- 5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

41) Special general meeting

- 1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - a) being directed to call the meeting by the management committee; or
 - b) being given a written request signed by—
 - i. at least 33% of the number of members of the management committee when the request is signed; or
 - ii. at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - iii. being given a written notice of an intention to appeal against the decision of the management committee—
 - a. to reject an application for membership; or
 - b. to terminate a person's membership.
- 2) A request mentioned in subrule (1)(b) must state—
 - a) why the special general meeting is being called; and
 - b) the business to be conducted at the meeting.
- 3) A special general meeting must be held within 3 months after the secretary—
 - a) is directed to call the meeting by the management committee; or
 - b) is given the written request mentioned in subrule (1)(b); or
 - c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- 4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

42) Appointment of proxies

- 1) Each member of the association is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 2) The notice appointing the proxy must be in the form set out in appendix 2, or similar.

43) Minutes of general meetings

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded.
- 2) To ensure the accuracy of the minutes—
 - a) the minutes of each general meeting must be approved by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - b) the minutes of each annual general meeting must be approved by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 3) If asked by a member of the association, the secretary must, within 28 days after the request is made
 - a) give the member copies of the minutes of the meeting.

Part 5 Finance

44) Financial year

The end date of the association's financial year is 30 June in each year.

45) Funds and accounts

- 1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 4) A payment by the association of \$100 or more must be made by debit/credit card, electronic funds transfer or cheque.
- 5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - a) the president;
 - b) the secretary;
 - c) the treasurer;
 - d) One other member of the management committee who has been authorised by the management committee to approve payments by the association.
- 6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 7) All expenditure must be approved or ratified at a management committee meeting.

46) General financial matters

- 1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement is prepared for its last reportable financial year.
- 2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

Part 6 Miscellaneous

47) By-Laws

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association. Any by-law can be set aside by a general meeting of members by a majority of votes.

48) Alteration of rules

- 1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

49) Common seal

- 1) The management committee must ensure the association has a common seal.
- 2) The common seal must be—
 - a) kept securely by the management committee; and
 - b) used only under the authority of the management committee.
- 3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - a) the secretary; or
 - b) another member of the management committee; or
 - c) someone authorised by the management committee.

50) Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

51) Distribution of surplus assets to another entity

- 1) This rule applies if the association—
 - a) is wound-up under part 10 of the Act; and
 - b) has surplus assets.
- 2) The surplus assets must not be distributed among the members of the association.
- 3) The surplus assets must be given to another entity—
 - a) having objects similar to the association's objects; and
 - b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 4) In this rule— surplus assets see section 92(3) of the Act.

Appendix 1 – Membership Code of Conduct

It is the policy of the management committee that all EOA members are able to participate in its activities and are able to enjoy an environment that is free from discrimination and harassment. The management committee is committed to making all EOA associated events and activities productive and enjoyable for everyone, regardless of race, gender, sexual orientation, disability, physical appearance, body size, nationality or religion. Harassment of any form will not be tolerated and might result in the perpetrators being permanently removed from the EOA membership, or any EOA associated event or activity, and reported to relevant authorities.

The code of conduct outlined here applies to all EOA members, delegates, guests (e.g., media, service staff), and accompanying people, without exception. Anybody who enters a space or premises in which EOA associated activities are held and engages in those activities at any level, is bound by this code of conduct. Participation in any of EOA activities and events constitutes implicit acceptance and understanding of the code of conduct by the participants. Ignorance of the code will not be considered an attenuating circumstance in dealing with any type of infringement of the code as outlined.

Everybody associated with the Earth Observation Australia Incorporated Association is expected to:

- Behave professionally.
- Be considerate and respectful to others. To not insult or put down other members, participants and attendees. To critique ideas, not individuals.
- Open discussion is promoted and encouraged, but the copying, recording or broadcasting of any presentation, material, or idea presented or emerging from scientific discussions, is not permitted without the written permission of the EOA Management Committee. This includes (but is not limited to) posting images of data presented in talks and posters on social media.

All communication must be appropriate for a professional audience that includes people of many different backgrounds. Inappropriate use of sexist, racist or ageist language and imagery, and / or any other commentary that is or can be perceived to be discriminatory in any way, is not permitted. Inappropriate language or behaviour include (but are not limited to) jokes, sustained disruption of talks or other events, inappropriate physical contact, sexual attention or innuendo, deliberate intimidation, stalking, and photography or recording of an individual without consent. Offensive comments about race, gender, sexual orientation, disability, physical appearance, body size or religion, will not be tolerated.

Individuals engaging in behaviour prohibited by this policy as well as those making allegations of harassment in bad faith, will be subject to disciplinary action by the management committee. Such actions may range from a verbal warning, to permanent ejection from an event or activity disrupted by the behaviour or the entire meeting, without refund of the registration fees (where applicable). Repeat offenders may be banned from participating in future activities and events. Serious offences will be reported to the relevant authorities.

Anyone wishing to report a violation of this policy is asked to speak confidentially to the one of the EOA management committee members.

This code of conduct was originally sourced from the [Australian Space Research Conference/National Space Society of Australia](#) who acknowledge that parts of this code of conduct are based on the London Code of Conduct, as originally designed for the conference 'Accurate Astrophysics. Correct Cosmology', held in London in July 2015. The London Code was adapted with permission by Andrew Pontzen and Hiranya Peiris from a document by Software Carpentry, which itself derives from original Creative Commons documents by PyCon and Geek Feminism. It is released under a CC-Zero license for reuse. To help track people's improvements and best practice, please retain this acknowledgement, and log your re-use or modification of this policy at https://github.com/apontzen/london_cc.

Appendix 2 – Form of Appointment of Proxy

Form of appointment of proxy (via email)

I,
<i>(full name)</i>
Of
<i>(address)</i>
A member of Earth Observation Australia Appoint
<i>(full name of proxy)</i>
Of
<i>(address)</i>
A member of Earth Observation Australia, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be, to be held on:
And at any adjournment of that meeting. *My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
..... <i>(Signature of member appointing proxy)</i> (*To be inserted if desired.)
..... <i>Date</i>
Note a proxy vote may not be given to a person who is not a member of the association.