



# **Australian Society of Soil Science Incorporated**

## **Statement of Purposes and Rules**

**Amended December 2017**

Australian Society of Soil Science Inc  
ABN 96 080 783 106

## **Statement of Purposes of the Australian Society of Soil Science Incorporated**

**Revised December 2017**

1. The name of the incorporated association is the Australian Society of Soil Science Incorporated.
2. The purposes for which the incorporated association is established are: -
  - a) To advance and promote the field of soil science providing a link between soil scientists and members of kindred bodies within Australia and other countries.
  - b) To further the expertise in soil science of members.
  - c) To be a forum for discussion on soil science.
  - d) To increase government and community awareness of soil science.
  - e) To liaise and co-operate with other organisations in support of mutual interests.
  - f) To encourage research and extension in soil science.
  - g) To raise awareness of the importance of soils through the development of educational resources.
  - h) To promote responsible management of Australia's soil resources.
  - i) To provide such publications as may be considered desirable.
  - j) To provide funds on an annual basis to recognise merit in published research on soil science.
  - k) To encourage on-going professional development of soil scientists by means of a peer-assessed accreditation scheme.
  - l) To conduct any activities that will assist in attaining the above purposes.
  - m) To establish and maintain a public fund to be called the Soil Science Australia Gift Fund for the specific purpose of supporting the environmental objects/purposes of The Australian Society of Soil Science Incorporated. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
3. Solely for furthering the purposes set out above the Society shall have power:
  - a) To become a member of, and co-operate with any other association, club or organisation whose aims are similar to those of the Society (i.e. a cognate institution).
  - b) To deal financially with items on behalf of and for the members of the Society or anyone at the Society's premises.
  - c) To manage and deal with all or any part of the property and rights of the Society and to acquire any land, buildings, and any rights or privileges which may be used in connection with any of the above purposes of the Society.
  - d) To employ and dismiss persons required for the purposes of managing the Society's affairs and furthering the above purposes.
  - e) To borrow or raise money, either alone or jointly with anyone else, in an appropriate manner as advised by Council.
  - f) To take any gift or property for any of the above purposes of the Society.
  - g) To procure contributions to the funds of the Society by appeals, public meetings or otherwise, as appropriate.
  - h) To publish any newsletters, periodicals, books or leaflets that the Society deems appropriate to promote its above purposes.
  - i) To do anything else appropriate that promotes the above purposes of the Society.

# Rules of the Australian Society of Soil Science Incorporated

Revised December 2017

## Table of Provisions

<b>PART 1. PRELIMINARY</b>	3
1.1. INTERPRETATION	3
1.2. NAME	3
<b>PART 2. MEMBERSHIP</b>	4
2.1. MEMBERSHIP CLASSES	4
2.2. MEMBERSHIP QUALIFICATIONS	5
2.3. NOMINATION FOR MEMBERSHIP	5
2.4. REGISTER OF MEMBERS	6
2.5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	6
2.6. CESSATION OF MEMBERSHIP	6
2.7. RESIGNATION OF MEMBERSHIP	6
2.8. TERMINATION OF MEMBERSHIP	6
2.9. RE-ADMISSION OF EX-MEMBERS	7
2.10. FEES, SUBSCRIPTIONS ETC	7
2.11. MEMBERS' LIABILITY	7
2.12. DISCIPLINING OF MEMBERS	7
2.13. RIGHT OF APPEAL OF A DISCIPLINED MEMBER	9
<b>PART 3. THE FEDERAL COUNCIL</b>	9
3.1. POWERS OF FEDERAL COUNCIL	9
3.2. CONSTITUTION AND MEMBERSHIP OF FEDERAL COUNCIL	9
3.3. ELECTION OF FEDERAL COUNCIL OFFICE BEARERS	11
3.4. ROLES OF FEDERAL COUNCIL OFFICE BEARERS	11
3.5. ELECTION OF FEDERAL COUNCIL ORDINARY MEMBERS	12
3.6. ROLE OF FEDERAL COUNCIL ORDINARY MEMBERS	12
3.7. VACANCIES	13
3.8. REMOVAL OF FEDERAL COUNCIL MEMBERS	13
3.9. FEDERAL COUNCIL MEETINGS AND QUORUM	13
3.10. DELEGATION BY FEDERAL COUNCIL TO COMMITTEE	14
3.11. BRANCHES	15
3.12. VOTING AND DECISIONS	16
<b>PART 4. GENERAL MEETINGS</b>	16
4.1. ANNUAL GENERAL MEETINGS – CONVENING OF	16
4.2. ANNUAL GENERAL MEETINGS – BUSINESS AT	16
4.3. ANNUAL GENERAL MEETINGS – NOTICE OF	17
4.4. ANNUAL GENERAL MEETINGS – PROCEDURE AND QUORUM	17
4.5. GENERAL MEETINGS - CONVENING OF AND BUSINESS AT	18
4.6. PRESIDING MEMBER	18
4.7. ADJOURNMENT	19
4.8. MAKING OF DECISIONS	19
4.9. MINUTES OF GENERAL MEETINGS OF THE SOCIETY	19
4.10. VOTING	19
4.11. APPOINTMENT OF PROXIES	20
<b>PART 5. MISCELLANEOUS</b>	20
5.1. FEDERAL OFFICE	20
5.2. PUBLIC OFFICER	20
5.3. FUNDS - SOURCE	20

5.4.	FUNDS - MANAGEMENT	21
5.5.	PUBLIC FUND	21
5.6.	ALTERATION OF STATEMENT OF PURPOSES AND RULES	22
5.7.	COMMON SEAL	22
5.8.	CUSTODY OF BOOKS	23
5.9.	INSPECTION OF BOOKS	23
5.10.	DESTRUCTION OF FEDERAL RECORDS OF SOCIETY	23
5.11.	SOCIETY COMMUNICATION	23
5.12.	SERVICE OF NOTICE	23
5.13.	WINDING UP	23
5.14.	DISTRIBUTION OF DIVIDENDS AND ASSETS	24
<b>PART 6. AWARDS</b>		24
6.1.	MAKING AWARDS	24
6.2.	J.A. PRESCOTT MEDAL OF SOIL SCIENCE	24
6.3.	J.K.TAYLOR, OBE, GOLD MEDAL IN SOIL SCIENCE	24
6.4.	AUSTRALIAN SOCIETY OF SOIL SCIENCE (INCORPORATED) PUBLICATION MEDAL	25
6.5.	C.G.STEPHENS PhD AWARD IN SOIL SCIENCE	25
6.6.	L.J.H.TEAKLE AWARD	25
6.7.	SOIL SCIENCE AUSTRALIA FELLOWSHIP	25
6.8.	SOIL SCIENCE AUSTRALIA CONFERENCE AWARDS	25
<b>PART 7. ACCREDITATION</b>		25
7.1.	CERTIFIED PROFESSIONAL SOIL SCIENTIST ACCREDITATION	25
7.2.	CPSS ENTITLEMENTS	26
7.3.	THE CPSS BOARD	26
7.4.	CPSS COMMITTEES	27
7.5.	DISCIPLINE AND APPEAL PROCESS	27
7.6.	APPEALS COMMITTEE	28

## 1. PART 1 – PRELIMINARY

### 1.1. INTERPRETATION

#### 1.1.1. Definitions

In these rules, unless a contrary intention appears

- **Branch** means any affiliation approved by the Federal Council operating within a region of the Society.
- **Branch Committee** means any Committee elected by a branch and approved by Federal Council to manage the affairs of that Branch.
- **CPSS Board** means the Committee of Management of the Certified Professional Soil Scientist accreditation program.
- **Executive** means the Officers of the Society.
- **Executive Committee** means the Executive plus the Executive Officer.
- **Executive Officer** means the person appointed by the Federal Council to manage the business of the Society.
- **Financial Year** means the year ending on July 31.
- **Federal Council** means the Committee of Management of the Society.
- **Federal Office** means the Executive Officer and other personnel engaged to manage the business of the Society.
- **Member** means a Member of the Society, whether Ordinary, Student, Retired, or Honorary or other category of member approved by Federal Council.
- **Ordinary Council Member** means a Member of the Federal Council who is not an Office-bearer of the Society as referred to in Rule 3.2.4.
- **Secretary** means the person holding office under these rules as Federal Secretary of the Society or, where no such person holds that Office, the Executive Officer of the Society.
- **The Act** means the *Associations Incorporations Act (1991)*, of the Australian Capital Territory.
- **The Regulations** means the Associations Incorporation Regulations 1991 of the Australian Capital Territory.

#### 1.1.2. Scope

In these rules –

- 1.1.2.1. A reference to a function includes a reference to a power, authority and duty; and
- 1.1.2.2. A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

### 1.2. NAME

- 1.2.1. The name of the Society shall be the “Australian Society of Soil Science Incorporated”.

1.2.2. The name used for promotional activities of the Society shall be “Soil Science Australia”.

## **2. PART 2 – MEMBERSHIP**

### **2.1. MEMBERSHIP CLASSES**

The Society shall consist of the following classes of membership as herein defined -

**2.1.1.** Ordinary Member - any person who contributes to the Society such sum per annum as the Society may from time to time determine and whose membership of the Society is endorsed by Federal Council, shall be a Member of the Society with the right to vote at all general meetings of the Society.

**2.1.2.** Student Member – any person who is undertaking a full time course of study at an institution approved by the Federal Council and who contributes to the Society such sum per annum as the Society may from time to time determine and whose membership of the Society is endorsed by Federal Council, shall be a Member of the Society with the right to vote at all general meetings of the Society.

**2.1.3.** Retired Member – any person who is no longer in paid employment either in a full time or part time capacity and contributes to the Society such sum per annum as the Society may from time to time determine and whose membership of the Society is endorsed by Federal Council, shall be a Member of the Society with the right to vote at all general meetings of the Society.

**2.1.4.** Honorary Life Member – honorary membership for life shall be restricted to persons who have retired from active service and who have rendered eminent service to soil science and/or the Society, shall be a Member of the Society with the right to vote at all general meetings of the Society.

2.1.4.1. The number of persons so honoured shall not exceed a total of 25 at any time.

2.1.4.2. Nominations will be considered on an annual basis by a committee comprising of the President, Vice-President, and Immediate Past President for recommendation to Federal Council.

2.1.4.3. Unsuccessful nominations shall not be automatically carried forward from one year to the next, but this should not preclude re-nomination of a candidate.

2.1.4.4. The following shall be considered criteria for the nomination of candidates for Honorary Life Member –

2.1.4.4.1. such a person should have at least 15 years membership of the Society,  
and

2.1.4.4.2. evidence of service such as committee membership, service as an office bearer, contribution to the organisation of conferences, field days and operation of Branches.

- 2.1.4.5. Nominations, accompanied by an outline of the case supporting Honorary Life Membership shall be submitted to the Federal Council by the nominator and a seconder. Honorary Life Memberships will not be considered unless accompanied by sufficient background information and justification.
- 2.1.4.6. Honorary Life Members are not required to pay the annual subscription dues.
- 2.1.5.** Honorary Member – Honorary membership shall be restricted to visitors or special cases not covered in other classes of membership. Federal Council shall determine the duration of an honorary membership in each individual case and when notifying a person that he or she has been made an Honorary Member shall inform him or her of the duration of the honorary membership. Honorary members have no voting rights at meetings of the Society.
- 2.1.6.** Associate Member – Associate membership shall be restricted to Members of overseas societies of soil science with whom the Society has a reciprocal arrangement to exchange newsletters and who contribute to the Society such sum per annum as the Society may from time to time determine. Such Members have no voting rights at meetings of the Society.
- 2.1.7.** The Federal Council may provide for other categories of members on such conditions as the Federal Council determines including the voting rights of such members.
- 2.1.8.** Patron – The Federal Council may appoint a Patron. Only one Patron may be appointed at any time. The Patron is not required to pay subscription dues to the Society. The Patron is expected to have an interest in soils and soil science and to assist the Society to achieve its objectives wherever possible.

## **2.2. MEMBERSHIP QUALIFICATIONS**

A person is qualified to be a Member if -

- 2.2.1.** the person has been nominated for membership in accordance with Rules 2.1.1, 2.1.2, 2.1.3, or 2.1.4 and has been approved for membership of the Society by the Federal Council; and
- 2.2.2.** is engaged in the practise of or is interested in soil science or the scientific study of soil or the responsible management of soil resources.

## **2.3. NOMINATION FOR MEMBERSHIP**

**2.3.1.** A nomination of a person for membership of the Society –

- 2.3.1.1. shall be made by the applicant on the prescribed application form and endorsed by two financial Members of the Society who know the applicant personally. In the event that an applicant is not known to Members of the Society the appropriate Branch President and Federal President may endorse the nomination for membership.
- 2.3.1.2. shall be lodged directly to the Federal Office with the appropriate subscription fee.

**2.3.2.** Provisional membership shall be granted immediately where an application satisfies the Society's Rules.

2.3.2.1. Where the Federal Council approves a nomination for membership, the Executive Officer shall, after confirming payment by the nominee of the annual subscription fee, enter the nominee's name in the register of Members and, upon the name being so entered, the nominee shall become a Member of the Society.

2.3.2.2. The decision of Federal Council shall be final. If the application is not successful then the subscription will be returned in full with the letter of notification.

## **2.4. REGISTER OF MEMBERS**

**2.4.1** The Federal Office shall, upon receipt of the amounts referred to in Rule 2.10 and upon approval of the membership by the Federal Council in accordance with Rule 2.3, ensure that the applicant's name, address, contact details and class of membership is recorded in the Register of Members, and upon the name being so entered the applicant becomes a Member of the Society.

## **2.5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a Member of the Society -

**2.5.1.** is not capable of being transferred or transmitted to another person; and

**2.5.2.** terminates upon cessation of the person's membership.

## **2.6. CESSATION OF MEMBERSHIP**

**2.6.1.** A person ceases to be a Member of the Society if the person –

2.6.1.1. dies;

2.6.1.2. resigns from membership of the Society;

2.6.1.3. is expelled from the Society;

2.6.1.4. fails to renew membership of the Society.

## **2.7. RESIGNATION OF MEMBERSHIP**

**2.7.1.** A Member who has paid all amounts payable to the Society may resign from membership of the Society by first giving notice of their intention to resign in writing to the Federal Office.

**2.7.2.** Where a person ceases to be a member, the Federal Office shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

**2.7.3.** No portion of subscription fees will be refunded to Members who resign having paid their membership fees.

## **2.8. TERMINATION OF MEMBERSHIP**

A membership may be terminated in accordance with this section.

**2.8.1.** If the subscription of a Member is more than six months in arrears and if the Member does not within a reasonable time furnish a satisfactory answer to a written request for payment



of the amount due, the Member's name may be removed from the register of Members and the Member will be informed that membership has been terminated; or

**2.8.2.** If the subscription of a Member is more than one year in arrears his or her membership may be automatically terminated.

## **2.9. RE-ADMISSION OF EX-MEMBERS**

**2.9.1.** An ex-Member whose resignation was accepted by Federal Council or was terminated due to non-payment of a subscription and who wishes to rejoin the Society shall be treated as an ordinary applicant for membership.

**2.9.2.** Ex-Members whose membership was terminated for non-payment of dues and who seek readmission to the Society shall be required to pay arrears of twelve months.

**2.9.3.** The Executive Committee shall have the discretion to waive such arrears.

## **2.10. FEES, SUBSCRIPTIONS ETC.**

**2.10.1.** An Ordinary, Student, Retired, Associate or other category of Member of the Society shall pay such subscriptions as the Federal Council of the Society shall from time to time determine. Honorary Life Members and Honorary Members shall not be bound to pay any such subscription.

**2.10.2.** Ordinary, Student, Retired, Associate or other category of membership shall be for a period of 12 months commencing on the first day of January each year.

**2.10.3.** The annual membership subscription fee shall be due on the first day of January in each year and payable no later than the thirty first day of March each year.

**2.10.4.** Such subscriptions shall be for that calendar year. Any Member whose subscription is six months in arrears shall be deemed unfinancial and shall not be entitled to any of the privileges of membership of the Society.

**2.10.5.** Branch subscription fee: a percentage of the annual subscription fee may be forwarded to the Branches. The percentage will be agreed between the Branches and the Federal Council.

**2.10.6.** Remission of subscription: a Member who wishes to be excused the payment of subscription for a certain period shall make application to the Federal Office through his or her Branch Committee giving the reasons for the request. Federal Council may decide to remit all, part of or none of the subscription on such conditions as it may determine. No remission will be given for payments already made by the Member.

## **2.11. MEMBERS' LIABILITY**

The liability of a Member to contribute toward the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the Member in respect of membership of the Society as required by Rule 2.10.

## **2.12. DISCIPLINING OF MEMBERS**

Where the Federal Council is of the opinion that a Member –

**2.12.1.** has persistently refused or neglected to comply with a provision of these Rules; or

**2.12.2.** has persistently and wilfully acted in a manner prejudicial to the interests of the Society;

Federal Council may, by resolution

2.12.2.1. expel the Member from the Society; or

2.12.2.2. suspend the Member from such rights and privileges of membership of the Society as the Federal Council may determine for a specified period.

**2.12.3.** A resolution of the Federal Council under Rule 2.12. is of no effect unless the Federal Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Rule 2.12, confirms the resolution in accordance with this Rule.

**2.12.4.** Where the Federal Council passes a resolution under Rule 2.12 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member –

2.12.4.1. setting out the resolution of the Federal Council and the grounds on which it is based;

2.12.4.2. stating that the Member may address the Federal Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

2.12.4.3. stating the date, place and time of that meeting; and

2.12.4.4. informing the Member that the Member may:

2.12.4.4.1. attend and speak at the meeting and/or

2.12.4.4.2. submit to Federal Council at or prior to the date of that meeting written representation relating to the resolution.

**2.12.5.** Subject to Section 50 of The Act, at a meeting of Federal Council mentioned in Rule 2.12, the Federal Council shall-

2.12.5.1. give to the Member mentioned in Rule 2.12 an opportunity to make oral representations; and

2.12.5.2. give due consideration to any written representations submitted to the Federal Council by that Member at or prior to the meeting; and

2.12.5.3. by resolution determine whether to confirm or to revoke the resolution of the Federal Council made under Rule 2.12.2.

**2.12.6.** Where Federal Council confirms a resolution under Rule 2.12.4, the Secretary shall, within seven days after that confirmation, by notice in writing, inform the Member of that confirmation and of the Member's right to appeal under Rule 2.13.

**2.12.7.** A resolution confirmed by the Federal Council under Rule 2.12.1 does not take effect –

2.12.7.1. until the expiration of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or

2.12.7.2. if within that period the Member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with Rule 2.13.3.

### **2.13. RIGHT OF APPEAL OF A DISCIPLINED MEMBER**

**2.13.1.** A Member may appeal against a resolution of the Federal Council which is confirmed under Rule 2.12.6 within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

**2.13.2.** Upon receipt of a notice under Rule 2.13.1, the Secretary shall notify the Federal Council which shall convene a general meeting of the Society to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.

**2.13.3.** Subject to section 50 of The Act, at a general meeting of the Society convened under Rule 2.13.2 –

2.13.3.1. no business other than the question of the appeal shall be transacted; and

2.13.3.2. the Federal Council and the Member shall be given the opportunity to make representation in relation to the appeal orally or in writing, or both; and

2.13.3.3. the Members present shall vote by secret ballot on the question of whether the resolution made under Rule 2.12.4 should be confirmed or revoked.

## **3. PART 3 – THE FEDERAL COUNCIL**

### **3.1. POWERS OF FEDERAL COUNCIL**

The Federal Council, subject to The Act, the regulations, these rules, and to any resolution passed by the Society in general meeting-

**3.1.1.** shall control and manage the affairs of the Society; and

**3.1.2.** may exercise all such functions as may be exercised by the Society other than those functions that are required by these Rules to be exercised by the Society in general meeting; and

**3.1.3.** has power to perform all such acts and do all such things as appear to the Federal Council to be necessary or desirable for the proper management of the affairs of the Society.

### **3.2. CONSTITUTION AND MEMBERSHIP OF FEDERAL COUNCIL**

**3.2.1.** The Federal Council shall consist of –

3.2.1.1. the Office Bearers of the Society, Ordinary Council Members and the Executive Officer;

3.2.1.2. a proxy for any Member of Federal Council, each of which shall be appointed in writing.

**3.2.2.** The Office-Bearers of the Society shall be –

3.2.2.1. The President; and

3.2.2.2. The Vice-President; and

3.2.2.3. The Treasurer; and

3.2.2.4. The Secretary.

**3.2.3. Period of Office-Bearers**

3.2.3.1. The President, the Vice-President, the Treasurer and the Secretary of the Society shall ordinarily hold office for a period of two years from the date on which they were elected and conclude at the Annual General Meeting election of Office-Bearers ordinarily held two years after the date of the Member's election. Office-Bearers shall be eligible for re-election.

3.2.3.2. If for any reason the Office of the President becomes vacant, the Vice-President shall assume the Office of President for the remainder of the two-year period and shall continue in this Office until the Member would ordinarily have vacated it. Federal Council shall determine in each case whether the Office of Vice-President thus rendered vacant is to remain vacant for the remainder of the two-year period or is to be filled immediately. If the Office is to be filled immediately the new Vice-President shall be elected from Members of the Society.

3.2.3.3. In the event of an early vacancy of the Vice-President, Secretary or Treasurer's term, the Federal Council may appoint a Member of the Society to fill the vacancy and the Member so appointed shall hold Office, subject to these Rules, until the conclusion of the Annual General Meeting election of Office-Bearers next following the date of the appointment.

3.2.3.4. The Vice-President shall normally assume the position of President following their term as Vice-President.

**3.2.4. The Ordinary Council Members shall consist of the**

3.2.4.1. President of each Branch Committee of the Society; and

3.2.4.2. Chair of the Certified Professional Soil Scientist Board.

3.2.4.3. Federal Council may co-opt to the Federal Council the Chairs of other Society boards and committees for a defined period.

3.2.4.4. Federal Council may invite any person not being a member of the Federal Council to attend and speak at any meeting of the Council or its committees. Any person invited in accordance with this rule shall not have any voting rights.

**3.2.5. Period of Office of an Ordinary Council Member**

A Member of the Federal Council representing a Branch Committee or the Certified Professional Soil Scientist Board shall, subject to these Rules, hold Office for the period during which they are a Branch President or the Certified Professional Soil Scientist Board chair.

**3.2.6. Executive Committee**

An Executive Committee consisting of the President, Vice-President, Treasurer, Secretary and Executive Officer shall have the responsibility for managing the affairs of the Society in accordance with the policies, procedures and delegations established by Federal Council, for direct handling of formal Society business on behalf of Federal Council, and of preparing submissions to Federal Council between meetings of that body.

**3.2.7. Executive Officer**

3.2.7.1. An Executive Office shall be appointed by the Federal Council. The Executive Committee shall be responsible for the termination of the Executive Officer.

3.2.7.2. An agreement between the Society and the Executive Officer will outline the role and duties of the Executive Officer.

3.2.7.3. The Executive Officer will have authority to sign on behalf of the Society as outlined Rule 3.1.1.

**3.3. ELECTION OF FEDERAL COUNCIL OFFICE-BEARERS**

**3.3.1.** Nomination of candidates, who must be financial Members of the Society, for election as Office-Bearers of the Society shall be made in writing, signed by two financial Members of the Society not less than twenty-one days before the date fixed for the Annual General Meeting at which the election is to take place.

**3.3.2.** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

**3.3.3.** If insufficient nominations are received to fill all vacancies on the Federal Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

**3.3.4.** If insufficient further nominations are received, any vacant positions remaining on the Executive shall be deemed to be vacancies. Vacancies can be filled as per Rule 3.2.3.3.

**3.3.5.** If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

**3.3.6.** The ballot for the election of Office-Bearers shall be conducted at the Annual General Meeting in such a manner as the Federal Council may direct.

3.3.6.1. A person is not eligible to simultaneously hold more than one position on the Executive.

3.3.6.2. Each Office-Bearer Member of Federal Council shall, subject to these Rules, hold Office until the conclusion of the Annual General Meeting two years following their election.

3.3.6.3. Votes may be cast either electronically or via mail up to seven days prior to the AGM. All votes cast will be tabled by the President, as cast by voting Members, at the ballot held at the Annual General Meeting.

**3.4. ROLES OF FEDERAL COUNCIL OFFICE-BEARERS**

**3.4.1. The Federal President shall**

- 3.4.1.1. be the Society's representative on the International Union of Soil Sciences; and
- 3.4.1.2. chair Federal Council meetings and work toward achieving the Society's Statement of Purposes.

**3.4.2. The Federal Vice-President shall**

- 3.4.2.1. deputise for the Federal President as required.

**3.4.3. The Federal Treasurer shall**

- 3.4.3.1. be responsible for overseeing the financial activities of the Society;
- 3.4.3.2. provide financial reports at Federal Council meetings and annual financial statements at Annual General meetings; and
- 3.4.3.3. chair a finance, audit, governance and risk committee.

**3.4.4. The Federal Secretary shall**

- 3.4.4.1. ensure that records are kept of all elections and appointments of Office-Bearers and Ordinary Members of Federal Council and Committees, nominations for and awards made by the Society;
- 3.4.4.2. oversee the organisation of the Annual General and Ordinary, Federal Council and Executive meeting agendas, reports and minutes including attendance lists and circular resolutions. Minutes of proceedings at Annual and Ordinary meetings shall be confirmed as adopted by the person presiding at the meeting or by the person presiding at the next succeeding meeting and recorded by the Federal Secretary;
- 3.4.4.3. oversee the organisation of the Society's Award Committees and oversee the awards process; and
- 3.4.4.4. oversee the correspondence of the Society and other duties as directed by Federal Council.

**3.5. ELECTION OF FEDERAL COUNCIL ORDINARY MEMBERS**

**3.5.1.** Election of Branch Presidents to serve on Federal Council will be according to Rule 3.11.5.

**3.5.2.** Election of the CPSS Board Chair will be according to Rule 7.3.3.

**3.6. ROLE OF FEDERAL COUNCIL ORDINARY MEMBERS**

**3.6.1. Branch Presidents shall**

- 3.6.1.1. work toward achieving the goals of the Branch and the Society;
- 3.6.1.2. attend Federal Council meetings or arrange a proxy to attend meetings in their absence;
- 3.6.1.3. table Branch business with Federal Council for discussion; and
- 3.6.1.4. be responsible for providing a report to Federal Council on Branch activities since the last Federal Council meeting.

**3.6.2. The CPSS Board Chair shall**

- 3.6.2.1. work toward achieving the goals of the CPSS Board;

- 3.6.2.2. attend Federal Council meetings or arrange a proxy to attend meetings in their absence;
- 3.6.2.3. bring CPSS business to the Federal Council for discussion; and
- 3.6.2.4. be responsible for providing a report to Federal Council on CPSS Board activities since the last Federal Council meeting.

### **3.7. VACANCIES**

For the purposes of these Rules, a vacancy in the Office of a Member of the Federal Council occurs if the Member -

- 3.7.1.** dies;
- 3.7.2.** ceases to be a Member of the Society;
- 3.7.3.** resigns the Office;
- 3.7.4.** is removed from Office pursuant to Rule 3.8;
- 3.7.5.** becomes insolvent under administration within the meaning of the *Corporations Law*;
- 3.7.6.** suffers from a debilitating mental or physical incapacity;
- 3.7.7.** is disqualified from Office under Subsection 63 (1) of The Act; or
- 3.7.8.** is absent without the consent of the Federal Council from all meetings held during a period of six months.

### **3.8. REMOVAL OF FEDERAL COUNCIL MEMBERS**

The Society in general meeting may by resolution, subject to Section 50 of The Act, remove any Member of the Federal Council from the Office of Member of the Federal Council before the expiration of the Member's term of Office.

### **3.9. FEDERAL COUNCIL MEETINGS AND QUORUM**

- 3.9.1.** The Federal Council shall meet at least four times in each calendar year at such place and time as the Federal Council may determine.
- 3.9.2.** Federal Council meetings may take place in person or using technology such as video or teleconferencing that allows members present to clearly and simultaneously communicate with each other.
- 3.9.3.** The Secretary will convene additional meetings of the Federal Council at the request of at least two members of the Federal Council.
- 3.9.4.** Oral or written notice of a meeting of the Federal Council shall be given by the Secretary to each Member of the Federal Council at least 48 hours (or such other period as may be unanimously agreed upon by the Members of the Federal Council) before the time appointed for the holding of the meeting.
- 3.9.5.** Notice of a meeting given under Rule 3.9.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Federal Council Members present at the meeting unanimously agree to treat as urgent business.

**3.9.6.** Any five Members of the Federal Council that includes three Branch Presidents or their proxies constitute a quorum for the transaction for the business of a meeting of the Federal Council.

**3.9.7.** No business shall be transacted by the Federal Council unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same hour of the same day in the following week and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members before the day to which the meeting is adjourned) the same place.

**3.9.8.** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

**3.9.9.** At meetings of the Federal Council –

3.9.9.1. the President or, in the absence of the President, the Vice-President shall preside; or

3.9.9.2. if the President and the Vice-President are absent, one of the remaining Members of Federal Council may be chosen by the Federal Council to preside.

**3.9.10.** Circulation of minutes of meetings of Federal Council.

3.9.10.1. Copies of minutes of all meetings of Federal Council shall be forwarded to all Members of Federal Council or their proxies within thirty days of the meeting.

3.9.10.2. Federal Council may pass a circular resolution without a Federal Council meeting being held.

3.9.10.3. A circular resolution may be sent by email to Federal Council members and the Federal Council members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

3.9.10.4. A circular resolution is passed when not less than three quarters of the members of the Federal Council sends a reply email and the majority of Federal Council members entitled to vote agree to the resolution in the manner set out in clause 3.9.10.3.

3.9.10.5. A Council or committee member who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest. The member must not be present while the matter is being considered at the meeting, and must not vote on the matter.

### **3.10. DELEGATION BY FEDERAL COUNCIL TO COMMITTEE**

**3.10.1.** The Federal Council may, by instrument in writing, delegate to one or more Committees (consisting of such Member or Members of the Society as the Federal Council thinks fit) the exercise of such of the functions of the Federal Council as are specified in the instrument, other than –



- 3.10.1.1. This power of delegation; and
  - 3.10.1.2. A function which is a function imposed on the Federal Council by The Act, by any other law of the Territory, or by resolution of the Society in general meeting.
- 3.10.2.** A function, the exercise of which has been delegated to a Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- 3.10.3.** A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 3.10.4.** Notwithstanding any delegation under this Rule, the Federal Council may continue to exercise any function delegated.
- 3.10.5.** Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Federal Council.
- 3.10.6.** The Federal Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 3.10.7.** The Federal Council may appoint Committees to examine subjects of interest to the Society. A Committee shall report to Federal Council and Federal Council may disband it at any time.
- 3.10.8.** A Committee may meet and adjourn as it thinks proper.
- 3.11. BRANCHES**
- 3.11.1.** Ten financial Members may, with the approval of Federal Council, form a Branch. Federal Council may by an absolute majority disband any Branch if its membership falls below ten.
- 3.11.2.** The function of a Branch shall be to further the purposes of the Society within the geographical area covered by that Branch.
- 3.11.3.** Branches shall have the right to frame by-laws for the conduct of their own affairs within the framework of the Rules of the Society and The Act.
- 3.11.4.** Discipline of Branch Members where the Branch is of the opinion that a Member-
- 3.11.4.1.** has persistently refused or neglected to comply with a provision of these Rules;
  - or
  - 3.11.4.2.** has persistently and wilfully acted in a manner prejudicial to the interests of the Society;
- May be referred to the Federal Council for action according to Rule 2.12.
- 3.11.5.** Each Branch shall elect a President and Secretary and such Officers in Committee as a necessary to conduct its business using Rule 3.3 as a guide.
- 3.11.6.** The President of each Branch Committee shall serve on the Federal Council or appoint a proxy if unavailable to attend any meeting.

- 3.11.7.** Branches will report annually to the members of the Branch and the Society on the operations, achievements and financial performance of the Branch through the Annual Report of the Society.
- 3.11.8.** Branches shall provide a written report to each meeting of the Federal Council on the general performance, financial performance and activities of the Branch.
- 3.11.9.** Branch Secretaries will ensure that minutes are taken for all Branch committee, annual general, and ordinary meetings and will ensure that such minutes are available on request to Branch Members and to Federal Council.
- 3.11.10.** Where a Branch is unable to function in accordance with the Society's Rules, Federal Council shall assume such responsibilities as will ensure continuity of membership.
- 3.11.11.** A Member of a Branch who wishes to transfer membership to another Branch shall notify the Executive Officer who will notify the Branch Secretary of the two Branches concerned.

### **3.12. VOTING AND DECISIONS**

- 3.12.1.** Questions arising at a meeting of the Federal Council or of any Committee or Board appointed by the Federal Council shall be determined by a majority of the votes of Members or the Federal Council or Committee present at the meeting.
- 3.12.2.** Each Member present at a meeting of the Federal Council or of any Committee appointed by the Federal Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3.12.3.** Subject to Rule 3.9.6, the Federal Council may act notwithstanding any vacancy on the Federal Council.
- 3.12.3.1.** Any act or thing done or suffered, or purporting to have been done or suffered, by the Federal Council by a Committee appointed by the Federal Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Federal Council or Committee.

## **4. PART 4 – GENERAL MEETINGS**

### **4.1. ANNUAL GENERAL MEETINGS – CONVENING OF**

- 4.1.1.** The Society shall convene an annual general meeting of the Society for its Members. The date shall be fixed by Federal Council with consideration to be given to holding the AGM on or close to World Soil Day, 5 December.
- 4.1.2.** Rule 4.1.1 has effect subject to the powers of the Registrar-General under Section 120 of The Act in relation to extensions of time.

### **4.2. ANNUAL GENERAL MEETINGS – BUSINESS AT**

**4.2.1.** In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meetings shall be to -

**4.2.1.1.** confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

**4.2.1.2.** receive from the Federal Council reports on the activities of the Society during the last preceding financial year;

**4.2.1.3.** elect Members of the Federal Council, including Office-Bearers;

**4.2.1.4.** receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to Subsection 73(1) of The Act; and

**4.2.1.5.** appoint the auditor for the Society as required by The Act or regulations.

#### **4.3. ANNUAL GENERAL MEETINGS – NOTICE OF**

**4.3.1.** Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Federal Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to the Member's email or (where there is no email a postal address) appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

**4.3.2.** Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in Rule 4.3.1 specifying, in addition to the matter required under that Rule, the intention to propose the resolution as a special resolution.

**4.3.3.** No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 4.2.1.

**4.3.4.** A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Federal Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

**4.3.5.** An annual general meeting shall be specified as such in the notice convening it in accordance with Rule 4.1.1.

#### **4.4. ANNUAL GENERAL MEETINGS – PROCEDURE AND QUORUM**

**4.4.1.** Members are not required to meet in person. Meetings may take place using technology such as video or teleconferencing that allows members present to clearly and simultaneously communicate with each other using such technology.

**4.4.2.** No item of business shall be transacted at a general meeting unless a quorum of Members entitled under there Rules to vote during the time the meeting is considering that item.

**4.4.3.** Twenty (20) financial Members of the Society present in person (being Members entitled under there Rules to vote at a general meeting) who must include financial Members (or their proxies) from not fewer than three Branches constitute a quorum for the transaction of business of a general meeting.

**4.4.4.** A financial Member of the Society unable to be present at a general meeting may appoint in writing another financial Member as proxy, such appointment to be in the hands of the Federal Secretary before the start of the meeting.

**4.4.5.** If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same date in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members before the day to which the meeting is adjourned) at the same place.

**4.4.6.** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

#### **4.5. GENERAL MEETINGS – CONVENING OF AND BUSINESS AT**

**4.5.1.** The Federal Council may, whenever it thinks fit, convene a general meeting of the Society.

**4.5.2.** The Federal Council shall, on the requisition in writing to the Federal Secretary of no less than 15 Members of the Society, convene a general meeting of the Society.

**4.5.3.** A requisition of Members for a general meeting –

**4.5.3.1.** shall state the purpose or purposes of the meeting;

**4.5.3.2.** shall be signed by the Members making the requisition;

**4.5.3.3.** shall be lodged with the Federal Secretary; and

**4.5.3.4.** may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

**4.5.4.** If the Federal Council fails to convene a general meeting within one month after the 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 general meeting to be held not later than three months after that date.

**4.5.5.** A general meeting convened by a Member or Members referred to in Rule 4.5.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Federal Council.

#### **4.6. PRESIDING MEMBER**

**4.6.1.** The President, or in the absence of the President, the Vice-President, shall preside at each general meeting of the Society.

**4.6.2.** If the President and the Vice-President are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.

#### **4.7. ADJOURNMENT**

- 4.7.1.** The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting where the adjournment took place.
- 4.7.2.** Where a general meeting is adjourned for 14 days or more, the Federal Secretary shall give written or oral notice of the adjourned meeting to each Member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 4.7.3.** Except as provided in Rules 4.7.1 and 4.7.2, notice of an adjournment of a general meeting or of the business to be transacted at adjourned meeting is not required to be given.

#### **4.8. MAKING OF DECISIONS**

- 4.8.1.** A question arising at a general meeting of the Society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 4.8.2.** At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the meeting.
- 4.8.3.** Where the poll is demanded at a general meeting, the poll shall be taken –
- 4.8.3.1.** immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - 4.8.3.2.** in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

#### **4.9. MINUTES OF GENERAL MEETINGS OF THE SOCIETY**

At each general meeting of the Society the minutes of the previous meeting will be reviewed and with majority approval, the chair of that meeting shall confirm the minutes as a true record of the meeting.

#### **4.10. VOTING**

- 4.10.1.** Subject to Rule 4.10.3, upon any question arising at a general meeting of the Society a Member has one vote only.
- 4.10.2.** Members unable to attend a meeting and wishing to lodge a vote may lodge their vote via the Federal Office for the President to table at the ballot.
- 4.10.3.** All votes shall be given personally or by proxy but no Member may hold more than five proxies with the exception of the President.

**4.10.4.** In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

**4.10.5.** A Member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the Member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the current year.

#### **4.11. APPOINTMENT OF PROXIES**

**4.11.1.** Each Member shall be entitled to appoint another Member or the Federal President as proxy by notice given to the Federal Secretary no later than 7 days before the time of the meeting in respect of which the proxy is appointed.

**4.11.2.** The notice appointing the proxy shall be in the form set out by Federal Council.

### **5. PART 5 – MISCELLANEOUS**

#### **5.1. FEDERAL OFFICE**

**5.1.1.** The Federal Council shall establish a Federal Office. The Federal Office shall have written authority from Federal Council to assist Federal Council to manage the business of the Society in accordance with the *Society Rules* and the *Statement of Purposes*.

**5.1.2.** The role of the Federal office is to –

**5.1.2.1.** assist Federal Council with the administration of the Society;

**5.1.2.2.** collect and receive all moneys due to the Society and pay all accounts of the Society as approved by the Federal Council; and

**5.1.2.3.** prepare the accounts for auditing as required by the Act or Regulations.

#### **5.2. PUBLIC OFFICER**

The Public Officer –

**5.2.1.** shall be appointed by Federal Council, and shall be resident in the Australian Capital Territory. If for any reason a vacancy occurs in the Office of Public Officer, a new appointment shall be made by Federal Council within 14 days of the vacancy occurring;

**5.2.2.** shall represent the Society on behalf of the Federal Council in all matters as required by The Act; and

**5.2.3.** shall lodge the annual statement provided by the Federal Office on behalf of the Society.

#### **5.3. FUNDS – SOURCE**

**5.3.1.** The funds of the Society shall be derived from annual subscriptions of Members, accreditation fees, conference fees, sponsorships, bequests, donations and, subject to any resolution passed by the Society in general meeting and subject to Section 114 of The Act, such other sources as the Federal Council determines.

**5.3.2.** All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's account in a bank, building society, or other financial institution as the Federal Council may from time to time determine.

**5.3.3.** The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **5.4. FUNDS – MANAGEMENT**

**5.4.1.** Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the *Statement of Purposes* of the Society in such a manner as the Federal Council determines.

**5.4.2.** Any payment made by Federal Council shall be by electronic funds transfer or a cheque drawn on a bank account of the Society. All payments must be signed or authorised by two Members currently serving as an Executive Committee Member or a Member appointed by Council for this purpose.

**5.4.3.** The Federal Council may invest any moneys of the Society not immediately required for any of its *Purposes* in such manner as it may from time to time determine.

**5.4.4.** The Federal Council shall appoint an Auditor as required by The Act or Regulations, and no Member of the Society or the Public Officer shall be eligible for this appointment. If for any reason a vacancy occurs in the Office of Auditor, a new appointment shall be made by Federal Council.

**5.4.4.1.** The Auditor shall be a Member of one of the recognised Australian Association or Institutes of Accountants, preference in appointment being given to a person registered as an Auditor by the Companies Auditors Board.

#### **5.5. PUBLIC FUND**

A public fund known as the Soil Science Australia Gift Fund will be established to support the Society's environmental purposes.

**5.5.1.** Members of the public will be invited to make gifts of money or property to fund the environmental purposes of the Society.

**5.5.2.** Any allocation of funds or property to other persons or organisations will be made in accordance with the *Statement of Purposes* of the Society and will not be influenced by the preference of the donor.

**5.5.3.** Money from interest on donations, income derived from donated property and money from the realisation of such property is to be deposited into the fund.

**5.5.4.** A separate bank account will be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.

**5.5.5.** Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.

- 5.5.6.** The fund will be operated on a not for profit basis.
- 5.5.7.** A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Federal Council. A majority of the members of the committee are required to be responsible persons as defined by the Guidelines of the Register of Environmental Organisations.
- 5.5.8.** The Society will inform the Commonwealth Department responsible for the environment as soon as possible if –
- 5.5.8.1.** any changes are made to the name of the public fund;
  - 5.5.8.2.** there is any change to the membership of the management committee of the public fund; and/or
  - 5.5.8.3.** there is any change to the Rules for the operation of the public fund.
- 5.5.9.** The Society agrees to comply with any Rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- 5.5.10.** Statistical information requested by the Department responsible for the environment on donations to the Soil Science Australia gift fund will be provided within four months of the end of the financial year.
- 5.5.11.** An audited financial statement for the Society and the Soil Science Australia gift fund will be supplied with the annual statistical return if required by the Australian Taxation Office or the Department responsible for the environment. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.
- 5.5.12.** If the public fund is wound up, any surplus assets of the fund are to be transferred to another fund that is on the Register of Environmental Organisations.

## **5.6. ALTERATION OF STATEMENT OF PURPOSES AND RULES**

- 5.6.1.** Neither the *Statement of Purposes* of the Society referred to in Section 29 of The Act, nor these Rules, shall be altered except in accordance with The Act.
- 5.6.2.** Alteration to the Rules must be requested in writing by at least ten financial members. Notice of the proposed alteration must be given to the Federal Secretary who shall within four weeks of receiving the request circulate the notice together with the necessary instruction to all financial Members at least two months before the ballot is taken.
- 5.6.3.** Approval for alterations is given if at least three-quarters of the valid votes cast by financial Members of the Society are in favour of the special resolution.

## **5.7. COMMON SEAL**

- 5.7.1.** The seal of the Society shall be in the form of a rubber stamp, inscribed with the name of the Society, encircling the word "Seal".
- 5.7.2.** The seal of the Society shall not be affixed to any instrument except by the authority of the Federal Council, and the affixing thereof shall be attested by the signatures either of two



Members of Federal Council or of one (1) Member of Federal Council and of the Public Officer or the Society or such other person as Council may appoint for that purpose, and that testation is sufficient for all purposes that the seal was affixed by the authority of Council.

**5.7.3.** The seal shall remain in the custody of Federal Office.

#### **5.8. CUSTODY OF BOOKS**

Subject to the Act, the Regulations and the Rules, all records, books and other documents of the Society relating to the Society will be appropriately stored and will be made available to Members upon request.

#### **5.9. INSPECTION OF BOOKS**

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

#### **5.10. DESTRUCTION OF FEDERAL RECORDS OF SOCIETY**

**5.10.1.** Correspondence, receipts, exchanges, etc., shall be retained by Officers of the Society for at least four years, but after the expiration of that period Federal Council may authorise the destruction of such records.

**5.10.2.** Minutes of meetings of the Society and of Federal Council and all reports submitted by Committees appointed by Federal Council shall be retained indefinitely.

**5.10.3.** Financial statements shall be held for the period required by the Australian Taxation Office.

#### **5.11. SOCIETY COMMUNICATION**

The Society shall produce and make available news and communications on a regular basis to all financial Members.

#### **5.12. SERVICE OF NOTICE**

**5.12.1.** For the purpose of these rules, a notice may be served by or on behalf of the Society upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members or by sending it electronically to the Member's email address as shown in the Register of Members.

**5.12.2.** Where a document is sent to a person by properly addressing, prepaying and posting a letter containing a document, or by sending it electronically to the Member's email address shown in the Register of Members with the appropriate attachment, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **5.13. WINDING UP**

**5.13.1.** The Society may voluntarily wind up if the Society has by special resolution resolved that it be wound up.

#### **5.14. DISTRIBUTION OF DIVIDENDS AND ASSETS**

**5.14.1.** The income and property of the Society shall be used and applied solely in promotion of the purposes of the Society and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to Members, Federal Council, or trustees.

**5.14.2.** In the event of dissolution or winding up of the Society, the Society shall pass a special resolution nominating –

**5.14.2.1.** another association for the purpose of Paragraph 92(1)(a) of The Act; or

**5.14.2.2.** a fund, authority or institution for the purpose of Paragraph 92(1)(b) of The Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Society.

**5.14.2.3.** an association nominated under Rule 5.14.2.1 must fulfil the requirements specified in Subsection 92(2) of The Act.

### **6. PART 6 – AWARDS**

#### **6.1. MAKING AWARDS**

**6.1.1.** The Society shall make awards which recognise excellence in soil science. These shall include but not be limited to, the awards detailed in clauses 6.2 to 6.8.

**6.1.2.** The Federal Council shall be the body responsible for establishing or terminating national awards.

**6.1.3.** The Federal Council shall appoint a committee to oversee each of the awards and will endorse guidelines and procedures to govern each award.

#### **6.2. J.A. PRESCOTT MEDAL OF SOIL SCIENCE**

**6.2.1.** The Society shall award annually a medal known as the J.A. Prescott Medal of Soil Science.

**6.2.2.** The J.A. Prescott Medal of Soil Science award shall recognise a person who has made an outstanding contribution to soil science.

#### **6.3. J.K. TAYLOR, OBE, GOLD MEDAL IN SOIL SCIENCE**

**6.3.1.** The Society shall award a Medal known as the “J.K. Taylor, OBE, Gold Medal in Soil Science for Excellence in both Research and its Communication for 20 ” in the year of the national conference held by Soil Science Australia including the joint Australian and New Zealand national conference.

**6.3.2.** The J.K. Taylor Gold Medal in Soil Science shall recognise the most meritorious research publication(s) in any form (e.g. paper(s), book(s), map(s), video(s), film(s), and other) acceptable to the Taylor Medal Committee.

**6.3.3.** The J.K. Taylor Medal originally results from a gift of money in 1983 from the John K Taylor family to commemorate the life and work of John Kingsley Taylor, OBE, in soil science.

**6.4. AUSTRALIAN SOCIETY OF SOIL SCIENCE (INCORPORATED) PUBLICATION MEDAL**

**6.4.1.** The Society shall award annually a medal known as the “Australian Society of Soil Science Incorporated Publication Medal”.

**6.4.2.** The Publication Medal award will be made on the basis of scientific merit, relevance to soil science, and effectiveness in communicating the paper’s contents to the reader.

**6.5. C.G. STEPHENS PhD AWARD IN SOIL SCIENCE**

**6.5.1.** The Society shall award annually a Medal known as the “C.G. Stephens PhD Award in Soil Science”.

**6.5.2.** The Award will be made for the best PhD thesis on the basis of the originality of the PhD thesis, its significance to soil science and its clarity of writing.

**6.6. L.J.H. TEAKLE AWARD**

**6.6.1.** The Society shall award annually the “L.J.H. Teakle Award”.

**6.6.2.** The L.J.H. Teakle Award will be awarded for outstanding effort in promoting and raising the awareness of soil science in Australia via extension activity with Soil Science Australia and/or the wider community.

**6.7. SOIL SCIENCE AUSTRALIA FELLOWSHIP**

**6.7.1.** The Society shall award annually a “Soil Science Australia Fellowship” as an honour conferred for exceptional achievement and distinction in any or all of the following areas related to soils – research, technology, teaching, extension and/or the advancement of soil science.

**6.7.2.** The Soil Science Australia Fellowship will recognise pre-eminent soil scientists within Soil Science Australia.

**6.8. SOIL SCIENCE AUSTRALIA CONFERENCE AWARDS**

**6.8.1.** The Society shall make a number of awards in the year of the national conference held by Soil Science Australia including the joint Australian and New Zealand national conference. These awards will recognise the most effective communication of work by students, early career scientists and by established scientists at each national conference.

**6.8.2.** The Johan Bouma Award will be presented to the person giving the best oral presentation integrating hard and soft sciences at a national conference.

**7. PART 7 – ACCREDITATION**

**7.1. CERTIFIED PROFESSIONAL SOIL SCIENTIST ACCREDITATION**

**7.1.1.** The Society will offer Certified Professional Soil Scientist (CPSS) accreditation to suitably qualified Members.

- 7.1.2. The CPSS accreditation program will be managed by a CPSS Board with authority from Federal Council.
- 7.1.3. Stages of accreditation offered, application and annual fees charged, forms and criteria for accreditation, will be determined by the CPSS Board and approved by Federal Council.
- 7.1.4. No portion of CPSS membership fees will be refunded on the resignation or revocation of a person who has received CPSS accreditation.

## **7.2. CPSS ENTITLEMENTS**

- 7.2.1. A right, privilege or obligation that a person has by means of being a CPSS accredited Member of the Society –
  - 7.2.1.1. is not capable of being transferred or transmitted to another person or entity; and
  - 7.2.1.2. terminates on cessation of the person's membership.
- 7.2.2. A person ceases to be a CPSS accredited Member of the Society if the person –
  - 7.2.2.1. dies;
  - 7.2.2.2. resigns from membership of the Society;
  - 7.2.2.3. is suspended by the CPSS Board;
  - 7.2.2.4. is expelled from the Society; or
  - 7.2.2.5. fails to renew membership of the Society and pay the appropriate fees.

## **7.3. THE CPSS BOARD**

- 7.3.1. Powers of the CPSS Board
  - 7.3.1.1. The CPSS Board, subject to The Act, the Regulations, these Rules and any resolutions passed by the Society in general meeting shall be established by Federal Council.
  - 7.3.1.2. The Federal Council may, by instrument in writing, revoke wholly or in part, any delegation.
  - 7.3.1.3. The CPSS Board has the power to perform all such acts and do all such things as appear to the CPSS Board to be necessary or desirable for the proper management of the CPSS accreditation program.
  - 7.3.1.4. Any act or thing done or suffered by the CPSS Board acting in the exercise of a delegation under these Rules or by delegation has the same force and effect as it would have if it had been done or suffered by the Federal Council.
- 7.3.2. Role of the CPSS Board
  - The role of the CPSS Board is to -
  - 7.3.2.1. manage the CPSS program;
  - 7.3.2.2. maintain and regularly review the Standards for Professionals in Soil Science, Rules, Codes and other key documents published by the CPSS Board from time to time; and

**7.3.2.3.** ensure that the accreditation program supports the objective of encouraging on-going professional development of soil scientists.

**7.3.3. Membership and Operation**

**7.3.3.1.** The CPSS Board shall normally consist of a minimum of four (4) and a maximum of seven (7) board Members with backgrounds representative of academia, consulting, research or Government sectors.

**7.3.3.2.** The President of the Society will be an ex-officio non-voting member of the CPSS Board.

**7.3.3.3.** The Chair and Deputy Chair shall be elected by the CPSS Board at the first meeting of each year.

**7.3.3.3.1.** The term of the Chair and Deputy Chair appointments is one (1) year and the maximum term for a Chair shall normally be three (3) consecutive terms.

**7.3.3.3.2.** The Chair of the CPSS Board will sit as a Member of the Society's Federal Council and report on CPSS Board matters to each Federal Council meeting.

**7.3.3.4.** CPSS Board Members will each have one voting right with the chair to have the casting vote in the event of a tied vote.

**7.3.4. Appointment to and Period of Office on the CPSS Board**

**7.3.4.1.** Changes in membership of the CPSS Board are to be proposed by the current CPSS Board and forwarded to the Federal Executive for approval. The Federal Executive will table any changes in membership of the CPSS Board at the next Federal Council meeting.

**7.3.4.2.** Board Members shall ordinarily hold Office for a term of two (2) years from the date on which they were elected.

**7.3.4.3.** In the event of an early vacancy during a term of appointment a replacement Board Member may be appointed according to Rule 7.3.4.1.

**7.3.4.4.** The term of a Board Member can be extended for further two (2) year terms with approval of the CPSS Board and the Federal Executive.

**7.4. CPSS COMMITTEES**

**7.4.1.** The CPSS Board will have authority to create Committees to examine subjects of interest to the CPSS Board.

**7.4.2.** A Committee shall report to the CPSS Board and the CPSS Board may disband it at any time.

**7.4.3.** The CPSS Board shall appoint Committee Members and select the chair of the Committee.

**7.5. DISCIPLINE AND APPEAL PROCESS**

**7.5.1.** Where the CPSS Board is of the opinion that a Member has refused or neglected to comply with a provision of the CPSS accreditation program or has acted in a manner

prejudicial to the interests of the CPSS accreditation program the CPSS Board may revoke the accreditation or suspend the Member from such rights and privileges of CPSS accreditation as the CPSS Board may determine.

**7.5.2.** Where the CPSS Board approves action under Rule 7.5.1 the Secretary of the CPSS Board shall, as soon as practicable, cause a notice in writing to be served on the Member –

**7.5.2.1.** setting out the action of the CPSS Board and the grounds on which it is based;  
and

**7.5.2.2.** informing the Member that the Member may either attend and speak, or submit written representation at a CPSS Appeals Committee meeting relating to the action taken by the CPSS Board.

**7.5.3.** The CPSS Appeals Committee meeting must give due consideration to any written or oral representation submitted to the CPSS Board by that Member at or prior to the meeting and determine whether to confirm or to revoke the action of the CPSS Board made under Rule 7.5.1.

**7.5.4.** The Secretary to the CPSS Board will, by notice in writing, inform the Member of the decision of the CPSS Appeals Committee. The decision of the CPSS Appeals Committee shall be final.

## **7.6. APPEALS COMMITTEE**

**7.6.1.** The CPSS Appeals Committee will comprise the Federal President, the Chair of the CPSS Board and a Member accredited at the highest CPSS stage and selected by the President.

**7.6.2.** The Appeals Committee will be constituted when an appeal is lodged with the CPSS Board and disbanded after the Appeal is heard.