

CHAPTER BYLAWS

AUSTRALASIAN CHAPTER OF THE INTERNATIONAL GEOSYNTHETICS SOCIETY

1 NAME

- 1.01 The official name shall be **Australasian Chapter of the International Geosynthetics Society**. It shall be referred to herein as ACIGS. The geographic scope of this Chapter is Australia and New Zealand. The legal address shall be in Melbourne, Australia.
- 1.02 The Chapter shall be a Chapter of the International Geosynthetics Society.
- 1.03 It shall be constituted as a non-profit association under Australian Corporate Law.
- 1.04 **The reporting date under Australian Corporate Law will be June 30 each year**

2 OBJECTIVES

The objectives of the ACIGS shall be:

- 2.01 to collect, evaluate and disseminate knowledge on all matters relevant to geosynthetics.
- 2.02 promote seminars, symposia, conferences, etc.
- 2.03 publish or sponsor papers or books and other documents such as standards and codes of ethics to help the growth of geosynthetics applications.
- 2.04 maintain reference libraries and collections which relate to the scientific and technological objectives of ACIGS
- 2.05 to improve communication and understanding regarding geosynthetics and their applications, especially between the textile and civil engineering communities.
- 2.06 to generally promote advancement of the state of the art of geosynthetics and their applications
- 2.07 encourage, co-ordinate and/or sponsor research and development in industry, universities, laboratories and other organisations.
- 2.08 afford recognition of achievement in the advancement of the science and the practical use of geosynthetics.
- 2.09 encourage academic institutions to provide courses on geosynthetics and their applications.
- 2.10 encourage through its members the standardisation of geosynthetics test methods, equipment and criteria.
- 2.11 to encourage honourable and ethical behaviour from its members at all times

The ACIGS shall not become a commercial enterprise and it shall not act counter to the aims, purposes and decisions of the IGS.

3. INTERPRETATIONS

In these by-laws the following are the intended meanings unless specifically indicated otherwise:

3.1 IGS means the International Geosynthetic Society.

3.2 “Board of Directors” means the elected office bearers who constitute the committee of management.

3.3 “Financial Year shall be the year ending 31 December.

3.4 “General Meeting” means an annual or a special general meeting in accordance with these by-laws.

3.5 “Member” means a member of the chapter.

3.6 “The Act” means the Associations Incorporated Act of 1981 and as amended thereafter.

3.7 “The Regulations’ means the regulations under the act.

3.8 “Secretary or Public Officer” means the person who is elected to the office of Secretary as set out herein.

3.9 Words and expressions within these by-laws shall be interpreted in accordance with the provisions of the “Acts, Interpretations Act 1958” and as amended thereafter.

4. MEMBERSHIP

4.01 The ACIGS shall consist of individual members, honorary members, and affiliate members. The Chapter may also decide to make available a category of chapter company membership.

4.02 Individual members must be engaged in, or associated with, the research, development, teaching, design, manufacture or use of geosynthetics and their applications, or be otherwise interested in such matters.

4.03 If the new Chapter chooses to have chapter company members: Chapter company members must be companies, contractors, distributors, fabricators, laboratories, governmental institutions, universities, consultants, etc. who are engaged in or associated with, the research, development teaching, design, manufacture or use of geosynthetics products or systems and their applications, or be otherwise interested in such matters. Each chapter company member shall designate one person to act as its official representative to the chapter.

4.04 All chapters members must also be members of the IGS in accordance with the IGS by-laws.

4.05 Honorary membership (life or annual) may be bestowed by the ACIGS upon a limited number of persons on the basis of scientific achievement or outstanding service to the ACIGS, major contributions to the promotion of geosynthetics and their applications.

Honorary members of the IGS who otherwise qualify as individual members of the ACIGS shall automatically become honorary members of the ACIGS. Election to honorary membership will be by majority vote of the membership of the ACIGS.

- 4.06 Membership in the ACIGS will terminate upon resignation or dismissal.
- 4.07 All classes of membership, except affiliates, must reside or be employed within the geographical bounds of the ACIGS.
- 4.08 Affiliate members are members whose geographical residence or employment is outside the geographical limits of the ACIGS but who otherwise qualify as members.

5. ADMISSION TO AND RESIGNATION FROM THE ACIGS.

5.01 Admission

5.01.1 Application for membership shall be submitted in writing to the Secretary of the ACIGS or to any of its Officers who will forward it to the Secretary. It can also occur through applying directly to the Secretary of the IGS.

5.01.2 The application should include adequate evidence of the applicant's eligibility for membership as well as agreement to pay the appropriate subscription fee.

5.01.3 Qualifications for eligibility and admissions are as follows:

A. For individual members:

- a good general education with suitable scientific or technical qualifications or experience, and individual membership in the IGS.
- engagement in the design, sale, or manufacture of geosynthetics, or
- responsibility and experience for the selection, use, applications or testing of geosynthetics, or
- experience in teaching or conducting research on geosynthetics or interest in such matters.

B. For Chapter Company Members (If category established)

- registered corporation within the geographical region of the chapter.
- engaged in the design, sale, manufacture, specification, research and development, or use of geosynthetics, or
- organization serving the geosynthetics industry, e.g. as an industry association.

(Note: A Chapter Company member is not automatically an IGS Corporate Member.)

C. For honorary members:

- qualification as an individual member, and
- election by the ACIGS or
- election by the IGS.

5.01.04 All applications will be considered for approval by the ACIGS or the IGS

- 5.01.05 Members in good standing of the IGS living or working in ACIGS automatically qualify to enrol as members of the ACIGS.
- 5.01.06 Membership in the ACIGS will officially begin with the payment of the subscription fee or the approval by the ACIGS or the IGS, whichever is the latest. Honorary members shall not be liable for membership subscription fees during the period of the honorary membership.
- 5.02 Resignation
- 5.02.01 Any member may resign at any time by written notice delivered to the Secretary of the Chapter or of the IGS.
- 5.02.02 Such resignation shall take effect on the date specified in the notice or at the termination of the current subscription period if no date is specified.
- 5.02.03 Such resignation shall not relieve the member from the obligation to pay the subscription fee for the year in which the resignation takes place.
- 5.03 Dismissal from the ACIGS.
- 5.03.01 Members who act counter to the aims and interest of the ACIGS or of the IGS can be dismissed from the Chapter by a majority decision of the ACIGS or by the IGS.
- 5.03.02 Dismissal for cause cases must formally appear on the Agenda of an ACIGS executive meeting. The names of the individuals involved in dismissal cases and the supporting reason must be sent for information to IGS within a month of the decision.
- 5.03.03 Members being considered for dismissal must be afforded an opportunity to comment to and/or appear before the ACIGS before it reaches its decision.
- 5.03.04 Any member of the ACIGS has a right of appeal to the IGS Council against dismissal for cause. The ACIGS action is suspended pending any IGS council appeal decision.
- 5.03.05 Members may also be dismissed for non-payment of the subscription fees due to the Chapter. The Secretary may automatically administer dismissal for non-payment of fees.

6. SUBSCRIPTION AND FINANCES

- 6.01 Subscription
- 6.01.01 The fee payable to the IGS is decided by the IGS according to its bylaws. The annual subscription fees for the ACIGS shall be determined at each Annual General Meeting of the Chapter.
- 6.01.02 Necessary changes from time to time may be recommended by the Executive Committee for approval by ballot.
- 6.01.03 An entrance fee can be levied and is not refundable. It cannot exceed a one-year membership subscription fees.

- 6.01.04 The subscription fee may differ for the different classes of membership, i.e. for individual, chapter company and affiliate members.
- 6.02 Payment of subscription
 - 6.02.01 The annual subscription fee for members shall become due on the first day of January each year unless otherwise decided by the ACIGS
 - 6.02.02 A chapter executive may elect that subscription fees paid by members joining during the second half of any year shall be levied at half the annual rate.
 - 6.02.03 Any member whose payment is in arrears may be subject to penalty charges as established by the Executive Committee or, after due notice, be dismissed for non-payment.
 - 6.02.04.1 Subscription fees shall be paid by all individual, chapter company and affiliate members.
- 6.03 Other income
 - 6.03.01 In addition to entrance fees and subscription fees from members, the ACIGS may receive income from gifts, legacies, etc., other activities, such as sale of publications, sponsored conferences, etc.
 - 6.03.02 Other income may be used as a fund for financing awards for the ACIGS, for promoting geosynthetics and their applications, or for any other purposes which the ACIGS may decide.
 - 6.03.03 Other income funds shall be administered as required by the Treasurer under the auspices of the Executive Committee.

7. VOTES

- 7.01 Allocation of votes
 - 7.01.01 Individual and honorary members shall have one vote. Affiliate members have no voting rights.
 - 7.01.02 Chapter company members shall have votes as decided by the executive in establishing this grade of membership.
 - 7.01.03 For any ballot or General Assembly or Chapter Committee meeting, each chapter company member shall designate one person to act as its official representative to the chapter.
- 7.02 Proxy
 - 7.02.01 Each member may appoint any other member present at a meeting to act as his/her proxy. Notice of authority to act as proxy must be given in writing to the General Secretary. No member shall represent more than five members by proxy.

8. GENERAL MEETINGS

8.01 General meetings

8.01.01 The Executive Committee shall hold an Annual General Meeting at a time and place decided by the previous Annual General Meeting or, in its absence, as decided by the executive. A copy of the agenda and of the minutes is sent to the Secretary of the IGS.

8.01.02 An Extraordinary General Meeting may be convened at any time to transact special business. The Secretary shall convene an Extraordinary General Meeting within 2 months upon the request signed by one fifth of the voting member votes, or at the direction of the Executive Committee.

8.01.03 The Secretary shall give at least one months notice of Annual, Ordinary or Extraordinary General Meetings.

8.01.04 Except when acting in accordance with clause 8.01.02, the Executive Committee may decide to utilise postal ballots of the members instead of calling an Extraordinary General Meeting.

8.02 Function of the Meeting

8.02.01 The business of an Annual General Meeting will include the receipt of and the approval of : reports by the President and Treasurer, the Executive Committee on chapter activities, the appointment of auditors, the approval of the ACIGS accounts, the approval of the subscription fees, and the election of officers for next term of office.

8.02.02 The General Meeting agenda will include reports from committees, meetings or persons, which the Executive Committee considers pertinent.

8.02.03 The Annual General Meeting sets the date and place of the next Annual General Meeting.

8.02.04 The General Meeting fixes the maximum number of Honorary members the ACIGS may elect.

8.02.05 The General Meeting decides, by vote, actions to be taken by the ACIGS, e.g. specifying time intervals for Conferences, etc.

8.02.06 Any member may add an item to the agenda of the Annual General Meeting by submitting a written statement to the Secretary 30 days prior to the Meeting. Additionally, any member may raise a point for discussion at the Annual General Meeting.

8.03 Procedures and Voting at the General Meeting

8.03.01 Only fully paid members and officially invited guests may attend the General Meeting. Only fully paid individual, chapter company and honorary members may vote at the General Meeting.

- 8.03.02 No item of business shall be transacted at the General Meetings unless a quorum comprising 25% of the membership is present or represented either personally, by proxy or electronically. In the event a quorum is not present or represented at a General Meeting, then the Executive Committee shall recall the General Meeting within 2 weeks hence, at which convening the quorum rules will be suspended.
- 8.03.03 Votes of the General Meeting shall be taken by a show of hands, except for personal matters, such as electing officers, in which case a secret vote by ballot shall be taken. A secret vote shall also be taken if demanded by no fewer than 25 % of members of the ACIGS who are present or represented.
- 8.03.04 Ballots and votes of the General Meeting shall be carried by a simple majority of votes except for those proposing amendments to the bylaws and of dissolution which must be decided by a 2/3 majority of the votes cast. In the event of any tie, on a show of hands, the side of the chairman's vote casts the deciding vote.

Any member may request the minutes of any General Meeting.

9. THE PROFESSIONAL MANAGER

IGS Remark: Any Chapter may decide to contract a manager to manage its affairs. This is neither compulsory nor always necessary. Chapters may wish to include the following provisions into their bylaws.

- 9.01 The ACIGS may contract with a professional person or Organisation, selected by the Executive Committee and approved by a General Meeting to manage its affairs.
- 9.02 The Professional Manager can be paid a fee for its services, such fee to be negotiated by the Executive Committee and approved by a General Meeting.
- 9.03 This item should describe the term and other aspects of the manager's appointment.

10. OFFICERS

- 10.01 The officers of the ACIGS shall be
- one President,
 - one Vice-President,
 - one General-Secretary,
 - one Treasurer
- 10.02 Election of officers
- 10.02.01 The first President shall be elected at the first General Meeting following approval of the bylaws by the IGS and formally setting up the ACIGS. He/she will be elected for a term of office of 2 years. The subsequent Presidents are elected at the end of each President's term.
- The Vice-president is elected at the same time as the President for the same length of term.

The Treasurer and Secretary shall be elected at the first General Meeting following approval of the bylaws and formally setting up the ACIGS. They are elected for a term of 2 years.

- 10.02.02 No officer can serve for more than two consecutive terms of office
- 10.03 Responsibility of Officers
 - 10.03.01 The President will normally chair General Meetings and Executive Committee meetings. In his/her absence, or at his/her request, the Vice-President shall act in his/her place. In the absence of both the President and the Vice-President the Treasurer shall chair.
 - 10.03.02 The Secretary shall conduct the correspondence and ordinary business of the ACIGS on behalf of the President, and shall prepare the agenda for, and record minutes of all Executive Committee and General Meetings.
 - 10.03.03 The Secretary and the Treasurer are empowered to sign checks on behalf of the ACIGS. For amounts exceeding \$ 2000 the additional signature of the President or of his/her substitute shall be required.
 - 10.03.04 The Treasurer or his/her appointed agent shall keep proper books and accounts and prepare a balance sheet as well as income and expenditure statements for presentation to General Meetings.
 - 10.03.05 The Treasurer shall be empowered to accept on behalf of the ACIGS any donations, contribution from individuals or companies.
- 10.04 The Executive Committee will decide upon the working program of the ACIGS and supervise its finances.
- 10.05 The Treasurer will present to the Executive Committee a statement of the previous fiscal year accounts within two months of the end of each fiscal year.
- 10.06 The Executive Committee can organize or encourage conferences, symposia or exhibits, which should not conflict with the official conferences of the IGS.
- 10.07 If agreed to by the Executive Committee certain expenses incurred by officers in carrying out their duties for the ACIGS may be repaid by the Treasurer in accordance with the current state of funds in the ACIGS accounts.

11. EXECUTIVE COMMITTEE

The Executive Committee of the ACIGS shall be comprised of the officers of the plus the immediate Past President. The ACIGS may decide to add other members to the Executive Committee by amendment to these by-laws.

12. COMMITTEES

The Executive Committee of the Chapter will appoint committees from time to time to manage and control the activities of the Chapter. Typical committee tasks may involve conferences or other activities, publications or tasks of geosynthetic industry interest.

12.01 Committee Appointments

12.01.01 The Executive Committee may appoint committees to undertake specific duties. The committees report to and function under the auspices of the Executive Committee.

12.01.02 The President or the Executive shall appoint the chair of each committee who will generally be a member of the Executive Committee. That committee chair shall be responsible for arranging all committee functions proceedings.

12.02.01 The appointed chair and two members of the committee or half of its members, whichever is the lesser figure, shall comprise a quorum.

12.02.02 All members of a committee must be members, in any class, of the ACIGS. All committee members except affiliate members, shall have the same voting rights.

12.02.03 A committee may confer and act using postal and telecommunications services.

12.02.04 A committee can set up Task Forces for a limited period to undertake a specific task.

12.02.05 Guests may attend all committee meetings of the ACIGS with the agreement of that committee chair, unless prior advice to the contrary is given by the Executive Committee.

12.02.06 Officers of the ACIGS shall be ex-officio members of all committees. Any officer can renounce this right.

12.02.07 A record shall be kept of all attendees of any Committee Meeting.

12.02.08 Minutes of all meetings will be kept. Copies of minutes and of all documents issued will be sent to the members of the committee and to the President and the General Secretary of the ACIGS.

12.02.09 Committee recommendations must be endorsed by a General Meeting before taking full effect. These may be adopted by postal vote.

13. SECRETARY

13.1 Responsibilities

The Secretary shall be the Public Officer for the Chapter in accordance with The Act and shall carry out duties in accordance with The Act.

13.2 Duties

13.2.01.1 Conduct the correspondence of the association.

13.2.01.2 Keep records of all correspondence, committee reports and minutes of general and executive meetings

13.2.01.3 Maintain a register of members

13.2.01.4 Ensure the timely lodgment of corporate returns as required under Australian Corporate Law

14. TREASURER

14.1 The Treasurer shall be responsible to the Executive for the Finances and Financial Records of the Chapter.

14.2 Duties

14.02.01 The treasurer shall receive all monies, conduct all banking and pay accounts as authorised by the Executive.

14.02.02 The treasurer shall receive all entrance fees and membership fees and his receipt shall be sufficient discharge.

14.02.03 The treasurer shall keep and control the books and financial records of the chapter.

15. LANGUAGE

15.01 The official language of the new chapter is English. In its relations with the IGS and for all documents to be forwarded to the IGS, the official language will be English.

15.02 Committees may use languages for internal matters, other than the official language of the ACIGS if and only if all members of that committee who are present agree.

16. AMENDMENTS TO THE BYLAWS AND DISSOLUTION OF THE ACIGS

16.01 Bylaws

16.01.01 No alteration or amendment of these bylaws shall be made except at a General Meeting.

16.01.02 Amendments to the bylaws may be initiated by the Committee or one half of the members votes of the ACIGS.

16.01.03 Notice of proposed amendment shall be included with the notice and agenda of the General Meetings.

16.01.04 Notice of proposed amendments must be sent in advance to the IGS. No amendment is final unless agreed by the IGS.

16.01.05 In the event of any matter arising for which there is provision in these bylaws, the Executive Committee may consider the matter and act at their discretion, in the best interest of the ACIGS.

16.01.06 Any amendment to these by-laws shall require the approval of the IGS and a vote in favour by a 2/3 majority of the voting membership of the Chapter.

- 16.02 Dissolution of the ACIGS.
- 16.02.01 Dissolution of the ACIGS may only be decided by a General Meeting of the ACIGS subject to approval by IGS or result from a decision of the IGS Council.
- 16.02.02 Any proposal seeking to dissolve the ACIGS shall be initiated by a quarter of the membership of the chapter or by a quarter of the members of the IGS Council.
- 16.02.03 Notice of the proposed dissolution shall be included with the notice and agenda of the General Meeting. (Note: In the case of the IGS Council taking this initiative, advance notice of at least three months will be given to the ACIGS.)
- 16.02.04 In the event of a decision to dissolve, the General Meeting shall seek recommendations from the Executive Committee regarding the clearing of all debts and shall dispose of the assets of the ACIGS.
- 16.02.05 Any resolution for dissolution shall require in favour by a majority of the voting membership of the Chapter.