

Articles of Association for the Mars Society Australia, Inc.

Name of Association

1. The name of the Association is the "Mars Society Australia Incorporated" (or Inc.).

Definitions

2. In these rules, unless the contrary intention appears --
 - "Mars" means the planet Mars
 - "The Mars Society" means the Colorado, USA corporation known as The Mars Society and its successors or assigns;
 - "The Mars Society Australia" means the Australian Chapter of the Mars Society formed by these rules;
 - "International Chapter" means a chapter of The Mars Society in a country other than Australia;
 - "Board Meeting" means meeting referred to in rule 15 (1);
 - "Board Member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);
 - "financial year" has the meaning given by section 3 (1) of the Act, a reference in that section to --
 - (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
 - (b) "the Board" being construed as a reference to the Board;
 - "general meeting" means meeting convened under rule 16;
 - "member" means member of the Association;
 - "ordinary resolution" means resolution other than a special resolution;
 - "special resolution" has the meaning given by section 24 of the Act;
 - "the Act" means the Associations Incorporation Act 1987
 - "the Society" means the Association referred to in rule 1;
 - "the President" means --
 - (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice-President;
 - "the Board" means the Board of Management of the Association referred to in rule 10 (1);
 - "the Secretary" means the Secretary referred to in rule 10 (1) (c);

"the Treasurer" means the Treasurer referred to in rule 10 (1) (d);

"the Vice-President" means the Vice-President referred to in rule 10 (1) (b);

Objects of Association

3. (1) The purpose of the Association is to further the goal of the exploration and settlement of Mars. This will be done by:
 - (a) broad public outreach to instil the vision of pioneering Mars;
 - (b) support of ever more aggressive government funded Mars exploration programs around the world.
 - (c) conducting Mars exploration on a private basis.
 - (d) encourage Australian participation in education, industry and government and individuals.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of the property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of Association

4. The powers conferred on the Association by section 13 of the Act include and are subject to the following additions, exclusions or modifications -
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money -
 - (i) in any security in which trust moneys may be invested;
 - or
 - (ii) in any other manner authorised by the rules of the association;
 - (d) borrow money on such terms and conditions as the association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the association as it thinks fit;
 - (f) appoint agents to transact any business of the association on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.

Qualification for membership of Association

5. (1) Membership of the Association is open to --
 - (a) Regular Members are residents (temporary or permanent) of Australia who have paid the relevant Australian chapter membership fee **to the Association** within 2 months of the due.

- (b) Paid up members of an international chapter of the Mars Society who are residents (temporary or permanent) of Australia are automatically Members of the Australian Chapter.
 - (c) Family Membership covers up to 2 adults and any number of children under 18 who are in a family relationship, are residents of Australia (temporary or permanent), and who have paid the relevant membership fee within 2 months of it being due.
 - (d) Student Members are residents (temporary or permanent) of Australia, who have paid the relevant membership fee within 2 months of it being due, are holders of a student card recognised by the public transport authorities of the State in which the Member resides and are not in full time employment.
 - (e) Associate Members are natural persons who have paid the relevant membership fee or Members who previously held another class of membership but have not paid their annual fee within 2 months of it being due.
 - (f) Corporate Members are incorporated companies, government institutions or other interested organisations that have paid the relevant Australian chapter membership fee to the within 2 months of the due.
- (2) A person who wishes to become a member shall --
- (a) apply for membership to the Board in writing --
 - (i) signed by that person and by both members referred to in paragraph (b) and;
 - (ii) in such form as the Board from time to time directs, and
 - (b) be proposed by one member and seconded by another member.
- (3) The Board members shall consider each application made under subrule (2) at a Board meeting and shall at the Board meeting or a subsequent Board meeting accept or reject that application.

Register of Members of Association

- 6. (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- (2) The Secretary shall cause the name of a person who dies or ceases to be a member under rule 7(3), 8(1) or 9 to be deleted from the register of members referred to in subrule (1).

Subscriptions of members of Association

- 7. (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under subrule (1).

- (3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 month thereafter.

Resignation of members of Association

- 8. (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Board member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

Expulsion of members of Association

- 9. (1) If the Board considers that a member should be expelled from the membership of the Association because of his or her conduct detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member --
 - (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under subrule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule (2).
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4) --
 - (a) the Association in a general meeting may, after having afforded the member who gave the notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
 - (e) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this subrule.

Board of Management

10. (1) The affairs of the Association shall be managed exclusively by a Board of Management consisting of --
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) not less than four other persons,all of who shall be members of the Association elected to membership of that Board at an annual general meeting or appointed under subrule (9).
- (2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act --
 - (a) if the Board consists of an even number of members, half that number, which half; or
 - (b) if the Board consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,shall be chosen by ballot, shall cease to be Board members, but eligible for re-election to the membership of the Board.
- (3) At the commencement of each successive annual general meeting after the first general meeting referred to in subrule (2), those four Board members who have served for longer periods than the other Board members shall cease to be Board members, but shall be eligible for re-election to the membership of the Board.
- (4) Subject to subrule (5), a person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by --
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the annual general meeting concerned is held.
- (5) Subrules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under subrules (2) or (3).
- (6) A person who is eligible for election or re-election under this subrule (5) may at the annual general meeting concerned --
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) The Secretary shall ensure that notice of all persons seeking election to membership of the Board is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- (8) If the number of persons nominated for election to membership of the Board does not exceed the number of Vacancies in that membership to be filled --

- (a) the Secretary shall report accordingly to; and
 - (b) the President shall declare those persons to be duly elected as members of the Board at,
the annual general meeting concerned.
- (9) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Board --
- (a) the Board may appoint a member to fill that vacancy; and
 - (b) a member appointed under this subrule shall --
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Board the next following annual general meeting.

President

11. (1) Subject to this rule, the President shall preside at all general meetings and Board meetings.
- (2) In the event of the absence from --
- (a) a general meeting of --
 - (i) the President, the Vice-President; or
 - (ii) both the President and the Vice-President, a member elected by the other members present at the meeting;or
 - (b) a Board meeting of --
 - (i) the President, the Vice-President; or
 - (ii) both the President and the Vice-President, a Board member elected by the other Board members present,
- shall preside at the general meeting or Board meeting, as the case requires.

Secretary

12. The Secretary shall --
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Board and of the Association
 - (c) comply on behalf of the Association with --
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and

- (iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all book, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by the rules on the Secretary.

Treasurer

13. The Treasurer shall --

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association.
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) make payments from the funds of the Association with the Authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by two Board members other than himself or herself;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association.
- (e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by the rules on the Treasurer.

Casual vacancies in membership of Board

14. A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member -

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than --
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
- (f) ceases to be a member of the Association.

Proceedings of Board

15. (1) The Board shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting five Board members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting, shall be determined by Board members present at the Board meeting.
- (6) A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

General meetings

- 16 (1) The Board --
- (a) may at any time convene a special general meeting;
 - (f) shall convene annual general meetings within the time limits provided for by the holding of annual general meetings by section 23 of the Act; and
 - (g) shall within 30 days of -
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1) (c) (I) shall --
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to --
- (a) in subrule (1) (c) (i) , the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in subrule (1) (c) (ii), the member who gave the notice may himself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under subrule (3) (a) or (b) --
- (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and

- (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give all members not less than 14 days notice of a general meeting and any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify --
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is transacted is --
 - (a) first, the consideration of the accounts and reports of the Board;
 - (b) second, the election of Board members to replace outgoing Board members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give notice under subrule (5) or (8) by --
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under subrule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum in proceedings at general meetings

- 17. (1) At a general meeting 30 members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8) --
 - (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If, within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting, a quorum is not present, the members who are present in person or by proxy may, nevertheless, proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- (5) There shall not be transacted at an adjourned general meeting any business other than that business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting --
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the President at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such a manner as the President directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (11) a poll demanded under subrule (9) on the election of a person to preside over a general meeting or a question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

18.
 - (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
 - (2) The President shall ensure that the minutes taken of a general meeting or Board meeting under subrule (1) are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or the next succeeding general meeting or Board meeting, as the case requires.
 - (3) When minutes have been entered and signed as correct under this rule, they shall, until contrary evidence is proved, be evidence that --
 - (a) the general meeting or Board meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

19. (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under subrule (2) shall be so made by a resolution of the board or other governing body corporate concerned --
- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under subrule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

20. A member (in this rule called the "appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at, any general meeting.

Rules of Association

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

22. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

Inspection of records, etc. of Association

23. A member may at any reasonable time inspect with out charge the books, documents, records and securities of the Association.

Distribution of surplus property on winding up of Association

24. (1) If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred --

(a) to The Mars Society (USA); or

(b) to another association incorporated under the Act; or

(c) for charitable purposes;

which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan of the surplus property of the Association.

- (2) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.