

MODEL CONSTITUTION

Under the Associations *Incorporation Act 2009*

About this model constitution

The constitution of an incorporated association forms the structure within which the association operates.

To assist associations develop their constitution, NSW Fair Trading has prepared this model constitution, which covers the matters required by law. An association may:

- adopt this model constitution; or
- adopt a modified version of this model constitution.

Adopting the model constitution (without modification)

Any changes made to the model constitution will automatically apply to all associations that have adopted the model constitution (without modification).

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Part 1 Preliminary

1 Name of Society

- (1) The name of the society is the Australia and New Zealand Rhinologic Society.

2 Definitions

- (1) In this constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the society.

secretary means:

- (a) the person holding office under this constitution as secretary of the society, or
- (b) if no person holds that office - the public officer of the society.

special general meeting means a general meeting of the society other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Purposes

3 Purposes of the Society

The purposes of the society are as follows:

- (1) To promote all aspects of medical and surgical Rhinology
- (2) To convene meetings in all forms and using available resources where those interested in Rhinology can meet, discuss clinical practice and present research papers
- (3) To take an overall interest in the development of Rhinology in Australia and New Zealand with special reference to research and the needs of those in training.
- (4) To liaise with other national and international Rhinologic(al) Societies, and other medical organisations relevant to the practice of Rhinology, especially throughout Australasia, Asia and the Pacific Region
- (5) To apply the property and resources of the society in the best possible way to advance the purposes of the society

Part 3 Membership

4 Membership generally

- (1) A person is eligible to be a member of the society if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the society in accordance with clause 6.
 - (c) the person holds an active registration with the Australian Health Practitioner Regulation Agency (AHPRA) or similar national or international medical regulatory body, in good standing, and without restrictions on practice in the scope of Rhinology and Rhinologic interventions, unless the person is an Honorary Life Member in accordance with Clause 5 (iv).
- (2) A person is taken to be a member of the society if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the society - a member of that unincorporated body immediately before the registration of the society, or
 - (ii) in the case of a society that is amalgamated to form the relevant society - a member of that other society immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as a society - a member of the registrable corporation immediately before that entity was registered as a society.
- (3) A person is taken to be a member of the society if the person was one of the individuals on whose behalf an application for registration of the society under section 6 (1) (a) of the Act was made.

5 Types of membership

- (1) At any time, the Committee may (subject to the Act) create different types of membership with different rights, obligations and restrictions. For the initial membership categories on formation of the society the following membership types have been endorsed but in accordance with this Constitution may be varied from time to time by the Committee.
 - (i) Full Membership - Open to recognised medical specialists who are Members and / or Fellows of an Australian, New Zealand or Australasian Medical College
 - (ii) Associate Membership - Open to all health-care professionals in Australia and New Zealand with non-medical or non-specialist medical qualifications
 - (iii) Overseas Membership - Open to specialists, medical trainees and other health-care professionals who reside abroad outside

of the Australasian region. Overseas Members must have, or have had, some connection with Rhinology in Australasia and Membership is strictly by approval from the committee

- (iv) Honorary Life Membership - The society has the authority to elect Honorary Life Members at its Annual General Meeting (AGM). Such individuals should have demonstrated an outstanding commitment to the society over a significant period of time. Nominations for Honorary Life Membership should be submitted at least six (6) weeks prior to the AGM and requires the support of ten (10) current member signatures. Election requires a simple majority of votes cast at the AGM. Honorary Life Membership can be revoked in rare circumstances by six (6) weeks' notice, signatures of ten (10) current members and a two-thirds majority at an AGM or EGM.

6 Application for membership

- (1) An application by a person for membership of the society:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the society.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the society.

7 Cessation of membership

A person ceases to be a member of the society if the person:

- (a) dies, or
- (b) resigns membership, or

- (c) is expelled from the society, or
- (d) fails to pay the annual membership fee under clause 11 (2) within 3 months after the fee is due.

8 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the society:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

9 Resignation of membership

- (1) A member of the society may resign from membership of the society by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 Register of members

- (1) The secretary must establish and maintain a register of members of the society (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the society together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the society, or
 - (b) if the society has no premises, at the society's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the society at any reasonable hour.
- (4) A member of the society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the society or other material relating to the society, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:

- (a) it must be convertible into hard copy, and
- (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

11 Fees and subscriptions

- (1) A member of the society must, on admission to membership, pay to the society a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the society must pay to the society an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the society in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the society in any calendar year—on becoming a member and before the first day of the financial year of the society in each succeeding calendar year.

12 Members' liabilities

The liability of a member of the society to contribute towards 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 clause 11.

13 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the society, or a dispute between a member or members and the society, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

14 Disciplining of members

- (1) A complaint may be made to the committee by any person that is a member of the society:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the society.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the society or suspend the member from membership of the society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the society confirms the resolution under clause 15, whichever is the later.

15 Right of appeal of disciplined member

- (1) A member may appeal to the society in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the society convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the society.

Part 4 The Committee

16 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the society in general meeting, the committee:

- (a) is to control and manage the affairs of the society, and
- (b) may exercise all the functions that may be exercised by the society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the society, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the society.

17 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the society, and
 - (b) up to six regional committee members,
each of whom is to be elected at the annual general meeting of the society in accordance with clauses 17 and 18.
- (2) The maximum number of committee members is to be 10 and the minimum 3.
- (3) The office-bearers of the society are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer
 - (d) the secretary
 - (e) the immediate past-president
- (4) The regional committee members will be representative of and resident in the following areas:
 - New Zealand
 - New South Wales / ACT
 - Victoria
 - Queensland
 - South Australia / Northern Territory
 - Western Australia
- (6) A committee member may hold up to 2 offices (other than two of the offices of president, vice-president and past-president) and in the case of an office-bearer of the Society that person may also act as the regional representative for the region they are ordinarily resident in.

- ° At least two of the positions of office-bearers of the Society and a majority of all committee positions must be filled by Specialists Otolaryngologists currently in practice in either Australia or New Zealand.
- (8) A committee member may hold office for a maximum of five consecutive terms after which they must stand down from the committee for a minimum period of 12 months following which they may stand again for election to the committee.
- (9) An office-bearer of the society may only hold a particular position (president, vice-president, treasurer, secretary or past-president) for a maximum of one term after which they must stand down from that position for a minimum period of 12 months following which they may nominate for that position again.
- (10) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting two years after the date of the member's election, and is eligible for re-election, subject to sub-clauses (8) and (9).

18 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the society and regional committee members, with the exception of the immediate past president (see sub clause 18 (8)):
 - (a) must be made in writing and be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received and accepted at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and regional committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as a regional committee member of the society must be a member of the society.
- (8) The immediate past-president shall be automatically elected to this position upon completion of their term as president. The immediate past-president may hold that position for a maximum of two consecutive terms after which they must stand down from that position and from the committee for a minimum period of 12 months following which they may nominate for a position as an office bearer or committee member.

19 Secretary

- (1) The secretary of the society must, as soon as practicable after being appointed as secretary, lodge notice with the society of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

20 Treasurer

It is the duty of the treasurer of the society to ensure:

- (a) that all money due to the society is collected and received and that all payments authorised by the society are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the society, including full details of all receipts and expenditure connected with the activities of the society.

21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the society to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the society, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 22, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22 Removal of committee members

- (1) The society in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the society, the secretary or the president may send a copy of the representations to each member of the society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) The lesser of 4 members or 50% (rounded up to nearest whole number) of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

24 Appointment of society members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the society as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

25 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the society that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

27 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (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) Subject to clause 23 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 5 General meetings

28 Annual general meetings - holding of

- (1) The society must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) Thereafter, the society must hold its annual general meetings:
 - (a) within 6 months after the close of the society's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

29 Annual general meetings - calling of and business at

- (1) The annual general meeting of the society is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the society during the last preceding financial year,
 - (c) to elect office-bearers of the society and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

30 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the society.
- (2) The committee must, on the requisition of at least 10% of the total number of members, convene a special general meeting of the society.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 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 special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) The lower of 5 members or 5% of the total membership present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

33 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the society.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34 Adjournment

- (1) The chairperson of 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must 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.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 Making of decisions

- (1) A question arising at a general meeting of the society is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson 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 that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36 Special resolutions

A special resolution may only be passed by the society in accordance with section 39 of the Act.

37 Voting

- (1) On any question arising at a general meeting of the society a member has one vote only, unless determined otherwise by the committee in accordance with Clause 5.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the society unless all money due and payable by the member to the society has been paid.
- (4) A member is not entitled to vote at any general meeting of the society if the member is under 18 years of age.

38 General Meetings: appointing a proxy

(1) Eligibility to be proxy

Any Member may:

- (a) appoint a natural person who is a Member, or a Representative, as a proxy to vote on the Member's behalf; and
- (b) may direct the proxy to vote either for or against each or any resolution.

(2) Society receiving notice of proxy

For an appointment of a proxy to be valid, the Society must receive the document appointing the proxy (and an original, or certified copy, of the power of attorney, if any, under which it is signed):

- (a) at least 48 hours before the time for holding the relevant meeting or adjourned meeting or poll; and
- (b) at one of:

the Registered Office; or

a place, fax number or electronic address specified for such purpose in the notice of meeting.

(3) An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates — unless it states something to the contrary.

(4) Form of proxy

An instrument appointing a proxy must be signed by the appointor, or his or her attorney, and must contain the following information:

- (a) the Company name;
- (b) the Member's name and address;
- (c) the Member's type of Membership;
- (d) the proxy's name or the name of the office held by the proxy; and
- (e) the meetings at which the appointment may be used.

(5) Proxy's voting instructions

A document appointing a proxy may specify the way in which the proxy is to vote for a particular resolution. If it does so, then the proxy must vote on the resolution as specified.

(6) Proxy's authority

A document appointing a proxy will be treated as giving the proxy:

- (a) authority to demand, or join in demanding, a poll; and
- (b) the power to act generally at the meeting for the person giving the proxy (except to the extent to which the proxy is specifically directed to vote for or against any proposal).

39 Postal or electronic ballots

- (1) The society may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the society's members a reasonable opportunity to participate.
- (2) A member of an society who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

41 Holding of Annual Scientific Meeting or Conference

The Society shall to the best of its ability hold a major scientific meeting or Conference at least every two years by whatever means approved by the committee at the time of the meeting. The meeting may be held in conjunction with other groups as approved by the committee.

Part 6 Miscellaneous

42 Insurance

The society may effect and maintain insurance.

43 Funds - source

- (1) The funds of the society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the society in general meeting, any other sources that the committee determines.
- (2) All money received by the society must be deposited as soon as practicable and without deduction to the credit of the society's bank or other authorised deposit-taking institution account.
- (3) The society must, as soon as practicable after receiving any money, issue an appropriate receipt.

44 Funds - management

- (1) Subject to any resolution passed by the society in general meeting, the funds of the society are to be used solely in pursuance of the objects of the society in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

45 Society is non-profit

Subject to the Act and the Regulation, the society must apply its funds and assets solely in pursuance of the objects of the society and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

46 Distribution of property on winding up of society

- (1) Subject to the Act and the Regulations, in a winding up of the society, any surplus property of the society is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an society is a reference to that property of the society remaining after satisfaction of the debts and liabilities of the society and the costs, charges and expenses of the winding up of the society.

47 Change of name, objects and constitution

An application for registration of a change in the society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

48 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the society must be kept in New South Wales:

- (a) at the main premises of the society, in the custody of the public officer or a member of the society (as the committee determines), or
- (b) if the society has no premises, at the society's official address, in the custody of the public officer.

49 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the society at any reasonable hour:
 - (a) records, books and other financial documents of the society,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the society.
- (2) A member of the society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the society to inspect or obtain a copy of records of the society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the society.

50 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

51 Financial year

The financial year of the society is:

- (a) the period of time commencing on the date of incorporation of the society and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the society, commencing on 1 July and ending on the following 30 June.