

Company Limited by Guarantee not having a Share Capital

CONSTITUTION

of

THE AUSTRALIAN SOCIETY OF SPECIALIST GENERAL SURGEONS

1. Interpretation

1.1 In these rules unless the context otherwise requires:

Act means the *Corporations Act 2001*(Cth);

AGM means an annual general meeting.

director means a director of the Society.

Board means the board of directors of the Society;

Executive means the executive committee of the Board established pursuant to rule 12.2;

member means a person admitted to membership of the Society under these rules;

Regulations means the regulations made in accordance with rule 11.8;

Society means the company.

1.2 Unless the context otherwise requires, the masculine gender shall include the feminine and neuter genders and *vice versa*.

1.3 In this constitution, headings are for convenience and do not affect the meaning of this constitution.

1.4 Unless a contrary intention appears, an expression in a rule that is used in the Act has the same meaning in this constitution as in the Act.

1.5 The rules that apply as replaceable rules to companies under the Act do not apply to the company except so far as they are repeated in this constitution.

2. Name of the Society

The name of the company is **THE AUSTRALIAN SOCIETY OF SPECIALIST GENERAL SURGEONS** (trading as "**GENERAL SURGEONS AUSTRALIA**").

3. Objects

3.1 The objects of the Society are all or any of the following:

- 3.1.1 to improve the quality of general surgery and emergency health care delivered in the treatment and control of disease and injury in human beings;
 - 3.1.2 to promote the education, training and experience in general surgery by doctors, other medical professionals and surgical educators;
 - 3.1.3 to promote the advancement of the science of general surgery and research into the cause, prevention and treatment of disease in human beings in the field of general surgery;
 - 3.1.4 to provide authoritative expert advice to medical bodies and government on matters relating to general surgery in the treatment and control of disease and injury; and
 - 3.1.5 to do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.
- 3.2 The Society has the legal capacity and powers of an individual and also all the powers of a body corporate, other than the power to issue shares, but only to the extent necessary or convenient to carry out, or incidental to carrying out, the Society's objects.
- 3.3 The income and property of the Society howsoever derived, shall be applied solely towards the promotion of the objects of the Society as set out in this Memorandum, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus to the members or directors of the Society **PROVIDED THAT** nothing herein contained shall prevent the payment of moneys to members or directors for:-
- 3.3.1 out-of-pocket expenses incurred by a member of the Board or a committee of the Board in the performance of any of his or her duties as a member of the Board or a committee of the Board, where the amount payable does not exceed any amount previously approved by the Board;
 - 3.3.2 services rendered to the Society by a director in a professional or technical capacity, other than in the capacity as a director, where the provision of such service has the prior approval of the Board, and where the amount payable is approved by the Board and is not more than an amount which would be a commercially reasonable payment for such service or for any salary or wages due to a director as an employee of the Society where the terms of employment have been approved by the Board;
 - 3.3.3 bona fide remuneration of such amount approved by the Board, to any employee of the Society (other than as a director) in return for services actually rendered;
 - 3.3.4 goods supplied in the ordinary course and usual way of business to the Society;
 - 3.3.5 interest at a rate not exceeding the rate for the time being fixed for the purpose of this provision by the Board from time to time on money borrowed from any member or director; or
 - 3.3.6 reasonable and proper rent for premises demised if let by any member or director.

4. Liability limited

- 4.1 The liability of the members of the Society is limited.
- 4.2 Every member of the Society undertakes to contribute to the property of the Society in the event of the same being wound up whilst a member, or within one (1) year after he or she ceases to be a member, for payment of the debts and liabilities of the Society

contracted before ceasing to be a member and to the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding one dollar (\$1.00).

5. Winding up

If upon the winding-up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to some other institution or institutions situate within the Commonwealth of Australia and which is required by its constitution to apply its profits or income in promoting its objects and is prohibited from paying any dividends to its members to the same extent as the Society, having objects similar to the objects of the Society to be determined by the Board prior to the dissolution of the Society, or in default thereof by application to an appropriate Court for determination **PROVIDED THAT** any property comprising funds derived from donations to the Society which are tax deductible pursuant to the Income Tax Assessment Act shall only be given or transferred to an institution or institutions similarly qualifying under the provisions of that Act.

5.A Gift fund

5.1 Establishment and maintenance

If the Society is endorsed as a deductible gift recipient under subdivision 30BA of the *Income Tax Assessment Act 1997* (Cth), it must establish and maintain a gift fund called the General Surgeons Australia Gift Fund (**Gift Fund**) to support the principal purposes of the Society and which complies with that Act and any other applicable Commonwealth taxation legislation.

5.2 Accounting procedures

- 5.2.1 All gifts of money or property for the principal purposes of the Society will be made to the Gift Fund.
- 5.2.2 Money from interest on donations, income derived from donated property and money from the realisation of such property is to be credited to the Gift Fund.
- 5.2.3 The Gift Fund must not receive any other money or property.
- 5.2.4 The Gift Fund must be used only for the principal purposes of the Society.
- 5.2.5 Receipts must be issued in the name of the Gift Fund and proper accounting records and procedures must be kept and used for the Gift Fund.

5.3 Winding up of Gift Fund

If the Gift Fund is wound up or if the endorsement of the Society as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after satisfaction of the liabilities attributed to it must be transferred to a fund, authority or institution in Australia:

- 5.3.1 which prohibits the distribution of profit, income and assets to its members to at least the same extent as this Constitution; and
- 5.3.2 to which income tax deductible gifts may be made.

6. Members

- 6.1 There shall be classes of members as follows:-
- 6.1.1 Ordinary Member: To be eligible for membership as an Ordinary Member a person must be a Fellow of the 'the Royal Australasian College of Surgeons ("RACS") accredited to practice as a specialist General Surgeon and practice in Australia.
 - 6.1.2 Overseas Member: To be eligible for membership as an Overseas Member a person must be a Fellow of the RACS or an individual accredited to practice as a specialist General Surgeon, who does not practice in Australia.
 - 6.1.3 Trainee Member: To be eligible for membership as a Trainee Member a person must have been offered and accepted a place in the surgical education and training program of the RACS in the speciality of General Surgery.
 - 6.1.4 Senior Member: To be eligible for membership as a Senior Member a person must be a Fellow of the RACS for 35 years or more, and have practiced as a specialist General Surgeon in Australia.
 - 6.1.5 Junior Member: To be eligible for membership as a Junior Member a person must be a doctor with full registration with the Australian Health Practitioner Regulation Agency.
 - 6.1.6 Honorary Member: Membership as an Honorary Member may be granted by the Board to any person who has made an outstanding contribution to the practice of General Surgery.
- 6.2 Ordinary and Senior Members shall be entitled to attend and vote at all general meetings of the Society.
- 6.3 Other members shall be entitled to receive notice of all general meetings of the Society and to attend, but not vote at, such meetings.

7. Rights etc. of Classes and Categories of Membership

- 7.1 Save as set out in these rules, the rights and benefits, duties and obligations and status of members within the various classes of membership and categories of membership (if any) within those classes which may exist from time to time shall be defined by the Regulations.
- 7.2 Membership is not transferable.

8. Admission to Membership

8.1 Admission

Any person:-

- 8.1.1 who is eligible, in accordance with the provisions of these rules or the Regulations, to become a member in respect of a particular class of membership, or of a particular category within that class; and
- 8.1.2 who makes written application for such membership in accordance with the provisions of these rules; and

8.1.3 whose application for membership is accepted by the Board in accordance with these rules; and

8.1.4 who, at the time of making application for membership (or within such period (if any) thereafter as the Board may in its absolute discretion allow) pays in full such entrance fee (if any) and such subscriptions (if any) as may from time to time be fixed by the Board in respect of that class or category;

shall, upon receipt of such payment by the Society become a member of the Society in respect of that class or category within that class (as the case may be)

8.2 **Form of Application**

Every applicant for membership of the Society shall sign an application for membership in such form as the Board may from time to time prescribe (if any) whereby the applicant applies for and agrees to become a member of the Society in respect of a particular class of membership, and agrees to be bound by and to observe the provisions of this constitution and the Regulations.

8.3 **Board Approval of Applicants**

Every application for membership shall be brought before a meeting of the Board which shall decide whether or not the application for membership is to be accepted. The Board's decision as to whether any application for membership is to be accepted shall be by a majority of the directors present and voting. The decision of the Board on an application for membership and as to the class, and category (if any), of membership for which the applicant is eligible shall be final and conclusive and binding on the applicant; the Board shall not be required to give any reason for the rejection of any application for membership.

8.4 **Notice of the Board's Rejection to Applicant**

Each applicant whose nomination is rejected by the Board shall be notified in writing by the Board.

8.5 **Failure to Pay Entrance Fee and/or Subscription**

If an applicant whose application for membership has been accepted by the Board fails to pay the entrance fee (if any) and initial annual or once only subscription (if any) payable in respect of that application, at the time of making the application or within such period (if any) thereafter as the Board may in its absolute discretion allow, the Society's acceptance of the application shall lapse.

8.6 **Entrance Fees and Subscriptions**

8.6.1 The Board may, from time to time, determine in respect of each class of membership and in respect of each category (if any) within each class, the entrance fee (if any) payable and the subscriptions (if any) payable in respect of such membership.

8.6.2 The entrance fee (if any) and subscriptions (if any) payable by an applicant for membership shall be payable in full at the time of making the application or within such period (if any) thereafter as the Board may generally or in any particular case allow.

8.6.3 A member's subsequent annual subscriptions (if any) shall be paid on the due date determined by the Board.

9. Cessation of Membership

9.1 Cessation

A member shall cease to be a member:-

- 9.1.1 if the member, by notice in writing to the Society, resigns its membership;
- 9.1.2 if the member dies;
- 9.1.3 pursuant to rule 9.2; or
- 9.1.4 if the member is expelled pursuant to rule 9.3;

but shall continue to be liable for any subscriptions and other moneys due and unpaid at the time of cessation of membership and also for any other moneys payable by the member pursuant to this constitution.

9.2 Failure to pay subscriptions

Any member whose annual subscription remains unpaid for more than twelve (12) calendar months after the end of the month in which it falls due for payment shall thereupon cease to be a member of the Society **PROVIDED HOWEVER** that the Board may, in its discretion, reinstate that member's membership upon payment of all arrears.

9.3 Cessation and Expulsion of Member

If any member:

- 9.3.1 wilfully refuses or neglects to comply with the provisions of this constitution or the Regulations;
- 9.3.2 ceases to be eligible for membership in the class of which he or she is a member; or
- 9.3.3 is guilty of any conduct which in the opinion of the Board is prejudicial to the interests of the Society,

the Board shall have power, in its absolute discretion, by a vote of two-thirds of directors, present and voting, to expel the member from the Society and the Board's decision shall be final and conclusive and binding on the member and shall not be subject to any challenge whatsoever. Notice of the Board's decision shall be given in writing to the expelled member.

10. General Meetings

10.1 An AGM of the Society shall be held in accordance with the provisions of the Act.

10.2 If required by the Board, or upon the request in writing of two (2) directors or of members with at least five percent (5%) of the votes that may be cast at the general meeting, the Secretary shall convene a general meeting. The request must:

- 10.2.1 be in writing; and
- 10.2.2 state any resolution to be proposed at the meeting; and
- 10.2.3 be signed by the members or directors making the request; and

10.2.4 be given to the Society.

The secretary must call a meeting that has been requested within 21 days after the request is given to the society. The meeting is to be held within not later than 2 months after the request is given to the Society.

- 10.3 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at least of all general meetings (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the date for which notice is given) shall be given.
- 10.4 A notice of a meeting of the members must set out the place, the date and the time of meeting, state the general nature of the meeting's business and any other matters required by the Act.
- 10.5 The AGM shall be held, on such day in each year as shall be fixed annually by the Board, for the following purposes:
- 10.5.1 to consider the report by the Board on the affairs of the Society;
 - 10.5.2 to consider the financial report of the Society, the directors' report and the auditor's report for the relevant financial year;
 - 10.5.3 to appoint the auditors of the Society;
 - 10.5.4 to transact any other business approved by the Board.
- 10.6 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, representatives of seven (7) members present in person shall be a quorum **PROVIDED THAT** the number of members who are not directors present exceeds the number of directors present. For the purpose of this rule, "**member**" includes a person attending as an attorney or proxy of a member.
- 10.7 If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 10.8 The President of the Society shall preside as chairperson at every general meeting of the Society, or, if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting or is unwilling to act, a Vice-President shall be the chairperson, or, if a Vice-President is not present or is not willing to act, then the members present shall elect one (1) of their number to be chairperson of the meeting.
- 10.9 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as above provided it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 10.10 A minute book shall be kept in which shall be recorded minutes of all general meetings. The minutes, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings and such meeting shall be deemed to have been duly

convened and held, and the resolutions recorded in the minutes duly passed or otherwise as recorded.

- 10.11 The chairperson shall confirm the minutes of any general meeting at a meeting of the Board subsequent to that meeting, no discussion being permitted thereon except as to their accuracy.
- 10.12 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before a vote is taken or before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared) demanded:
- 10.12.1 by the chairperson; or
- 10.12.2 by at least five (5) members present in person or by proxy.
- 10.13 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or is proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 10.14 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately.
- 10.15 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 10.16 A member who is entitled to attend and cast a vote at a meeting of the Society may vote in person or by proxy or by attorney and on a show of hands every such member present shall have one (1) vote and, on a poll, every such member present in person or by proxy or by attorney shall have one (1) vote.
- 10.17 A proxy or attorney need not be a member of the Society.
- 10.18 The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An eligible member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as he or she thinks fit.
- 10.19 The instrument appointing a proxy may be in the following form or in a common or usual form.

"I, of

being a voting member of THE AUSTRALIAN SOCIETY OF SPECIALIST GENERAL SURGEONS ("the Society") hereby appoint

of

or failing that person the Chairperson as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Society, to be held on the day of and at any adjournment thereof.

- 11.2.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
- 11.2.4 If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated shall be deemed to be elected.
- 11.2.5 If the number of nominations exceeds the number of vacancies to be filled, the Society shall hold a ballot.
- 11.2.6 The ballot for the election of directors shall be conducted at least four (4) weeks before the AGM, in such manner as the Board may direct.
- 11.2.7 The election or re-election of a director in accordance with this rule 11.2 takes effect at the conclusion of the AGM following the election.

11.3 **Transitional provisions – 2012 election**

- 11.3.1 The Society shall hold an election of directors within 2 months after the date on which the AGM is held in 2012 (**Relevant Date**). Rule 11.2 shall apply for the purpose of such election, except that:
 - (a) nominations of candidates must be delivered to the secretary within 21 days after the Relevant Date;
 - (b) if required, the ballot for the election of directors shall be conducted within 31 days after the Relevant Date;
 - (c) the election or re-election of a director in accordance with this rule 11.3 shall take effect at the commencement of the first Board meeting following the election.
- 11.3.2 Each director in office at the Relevant Date must retire, but is eligible for re-election.
- 11.3.3 If any person who is a director at the Relevant Date is:
 - (a) re-elected in accordance with rule 11.3.1; and
 - (b) at the Relevant Date has held office as a director for 5 years or longer,then that person must retire from office at the AGM held in 2015 and is not eligible for re-election.

11.4 **Casual vacancies**

- 11.4.1 The directors may appoint any Ordinary Member to be a director, either as an additional director or to fill a casual vacancy, but so that the total number of directors does not exceed the maximum number fixed under this constitution.
- 11.4.2 A director appointed under rule 11.4.1:
 - (a) holds office until the conclusion of the next AGM following his or her appointment;
 - (b) is eligible for re-election.

11.5 **Vacating office**

- 11.5.1 The office of a director shall become vacant in the circumstances prescribed by the Act or if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (c) resigns office by notice in writing to the Society; or
- (d) for more than three (3) meetings of the Board is absent without permission of the Board; or
- (e) ceases to be a member of the Society.

11.5.2 Any director who has a financial interest in any contract or arrangement made or proposed to be made with the Society shall disclose the director's interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if their interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of their interest. If a director becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose such interest at the first meeting of the Board after the director becomes so interested.

11.5.3 No director shall vote as a director in respect of any contract or arrangement in which the director is so interested and, if the director does vote, such vote shall not be counted.

11.6 **Powers and Duties of the Board**

11.6.1 The directors are responsible for managing the business and affairs of the Society and may, subject to this constitution, exercise all powers and do all things that are within the Society's power and are not expressly required by the Act or this constitution to be exercised by the Society in general meeting.

11.6.2 The Board may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Society.

11.6.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the Board from time to time determines.

11.6.4 The Board shall cause minutes to be made:

- (a) of all appointments of officers;
- (b) of names of directors present at all meetings of the Board; and
- (c) of all proceedings at all meetings of the Board.

The minutes shall be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting.

11.7 **Power to appoint bearers**

11.7.1 The Board shall, at its first meeting after each AGM, appoint from amongst the directors the following office-bearers:

- (a) the President;

- (b) Vice-President; and
- (c) Treasurer.

11.7.2 No person may be appointed to the office of President, Vice-President or Treasurer on more than four (4) occasions.

11.8 **Power to make Regulations**

11.8.1 Subject to the provisions of rules 11.8.3 and 11.8.4, the Board shall have power from time to time to make, amend and repeal all such Regulations as it deems necessary or desirable for the proper conduct and management of the Society, the regulation of its affairs, and the furtherance of its objectives.

11.8.2 Without in any way limiting the power of the Board under rule 11.8.1, the Board may make, amend and repeal Regulations which:-

- (a) define the rights and benefits, duties, obligations and status of members within the various classes of membership of the Society, and of the various categories of membership (if any) within those classes of membership which may exist from time to time;
- (b) regulate all matters relating to applications for, and admission to, membership of the Society not otherwise provided for in these rules;
- (c) define and regulate the procedure and order of business of general meetings of the Society and meetings of the Board and of committees, to the extent to which this is not provided for in these rules;
- (d) define and regulate the functions, duties and responsibilities of any officer of the Society to the extent to which they are not provided for in these rules.

11.8.3 No Regulation shall be inconsistent with, nor shall it affect a repeal or modification of anything contained in this constitution.

11.8.4 Any Regulation made by the Board may be set aside by a special resolution of a general meeting of the Society.

11.8.5 Save as provided in these rules, all Regulations so long as they remain in force shall be binding upon all members of the Society. A book containing the Regulations shall be kept in such place as the Board shall appoint for that purpose.

11.9 **Proceedings of the Board**

11.9.1 The Board shall meet frequently, and not less than three (3) times per year, at such place and at such time as the Board may from time to time determine **PROVIDED THAT** at least seven (7) days' notice of any meeting of the Board is given to each director.

11.9.2 Special meetings of the Board may be convened by the President or any three (3) directors. Seven (7) days' notice of a special meeting shall be given to directors specifying the general nature of the business to be transacted. No other business shall be transacted at a special meeting.

11.9.3 Written notice of each meeting of the Board shall be served on each director by delivering it to the director before the meeting or by sending it by post in a pre-paid letter addressed to the director at his or her usual or last known place of abode or by facsimile or electronic mail, to the last known facsimile number or electronic mail address of the director.

- 11.9.4 Three (3) directors shall form a quorum at any meeting of the Board. No business shall be transacted 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 shall stand adjourned.
- 11.9.5 The President or, in the President's absence, a Vice-President, shall preside as chairperson at meetings of the Board, but if neither of these office-bearers is present, the directors present shall choose one (1) of their number to be chairperson.
- 11.9.6 All questions arising at any meeting of the Board shall be decided by a show of hands .
- 11.9.7 Each director shall have one (1) vote. Unless otherwise provided in these rules, all decisions of the Board shall require an affirmative vote of a majority of the directors present and voting at the relevant meeting. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 11.9.8 For the purposes of these rules, the contemporaneous linking together by telephone video conference, or other electronic means, of a number of the directors, not less than a quorum, shall be deemed to constitute a meeting of the Board and all the provisions thereof as to meetings of the Board shall apply to such meetings by telephone so long as the following conditions are met:-
- (a) all the directors for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of a meeting by telephone or other means and to be linked by telephone for the purposes of such meeting;
 - (b) notice of any such meeting may be given by telephone or other means;
 - (c) each of the directors taking part in the meeting by telephone must be able to hear or communicate with each of the other directors taking part in the meeting; and
 - (d) at the commencement of the meeting, each director must acknowledge his or her presence for the purpose of a meeting of the Board to all the other directors taking part.
- 11.9.9 The continuing directors may act, notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing number of directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Society, but for no other purpose.
- 11.9.10 All acts done by any meeting of the Board or of a committee, or by any person acting as a director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that the directors or member of a committee, or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director, or such member of a committee.
- 11.9.11 A resolution in writing signed by all the directors in Australia for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more directors.

12. Committees

12.1 Power of Board to establish committees

- 12.1.1 The Board may establish committees for specific purposes with such powers and functions as the Board may determine.
- 12.1.2 The members of a committee shall be appointed by the Board and may comprise directors and persons who are not directors. A member of a committee is not required to be a member of the Society.
- 12.1.3 Any committee established by the Board shall comply with any applicable Regulations and, subject to such Regulations, each member of a committees shall have one (1) vote. A committee may meet and adjourn as it thinks proper, subject to any Regulations to the contrary. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and, in the case of an equality of votes, the chairperson shall have a second or casting vote.

12.2 Executive

- 12.2.1 The Executive, which is a committee of the Board, shall comprise the office-bearers and such other directors as the Board may appoint from time to time.
- 12.2.2 Subject to these rules, the Regulations, any restrictions or limitations imposed by the Board and any resolution of the Board to the contrary:
 - (a) the Executive shall exercise all of the powers of the Board (other than the power to make Regulations and establish committees) between meetings of the Board;
 - (b) the Board shall delegate to the Executive the supervision of the day to day business of the Society;
 - (c) the Executive shall perform such other duties or functions as may be delegated to it by the Board.
- 12.2.3 Three (3) directors shall form a quorum at any meeting of the Executive.
- 12.2.4 Subject to these rules and the Regulations, the provisions of rules 11.9.1 to 11.9.11 in respect of proceedings of the Board shall apply *mutatis mutandis* to proceedings of the Executive as if, unless the context otherwise requires, a reference to the Board therein were a reference to the Executive.

13. Secretary

The Board must appoint a secretary of the Society. The secretary shall be appointed by the Board for such term and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Unless the Board determines otherwise, the secretary shall be the chief executive officer of the Society.

14. Postal Ballots

- 14.1 Subject to the provisions of the Act and these rules, whenever the Board thinks fit, it may submit any question or resolution to the vote of all members entitled to a vote at a general meeting of the Society by means of a postal ballot ("**a Postal Ballot**") in such form and returnable in such manner as the Board decides. A resolution approved by a

majority or specific majority of the members voting by such Postal Ballot shall have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the Society competent to pass such a resolution.

- 14.2 At least twenty-one (21) days prior to the closing date of a Postal Ballot, the secretary shall send to all voting members ballot papers, giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting, and a voting form (all in a form and with such content as the Board may approve), and shall give all voting members notice of the closing date of the Postal Ballot.
- 14.3 The secretary shall receive all voting forms received from voting members in respect of a Postal Ballot and shall promptly advise the Board of the result of the Postal Ballot. Any voting form received after 5:00pm on the closing date of a Postal Ballot, shall be deemed to be invalid and shall not be counted.
- 14.4 In the event of an equal number of votes in respect of any business for which a Postal Ballot is conducted, the President shall have a second and casting vote.
- 14.5 In all other respects, subject to these rules, the Board shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have power to make Regulations for that purpose.
- 14.6 In the event of any dispute by any member in relation to the validity or conduct of any Postal Ballot, such member shall within thirty (30) days of the closing date of such Postal Ballot, give notice in writing to the Board stating the grounds of his or her complaint. The Board may thereupon, either itself investigate the complaint, or may appoint a committee for the purpose. After hearing the complaint, the Board shall determine the matter and its decision thereon shall be absolutely final.

15. Finance and Accounts

- 15.1 The Board shall cause proper accounting and other records to be kept and in accordance with the requirements of the Act and all other relevant legislation.
- 15.2 The Board shall, in accordance with the Act, cause to be prepared and laid before each AGM a financial report.
- 15.3 True accounts shall be kept of the income received and costs incurred by the Society and of the property, assets and liabilities of the Society. Once at least in every calendar year, the accounts of the Society shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the Act.
- 15.4 The Board shall determine to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Society or any of them will be open to the inspection of members (other than directors) and a member other than a director does not have the right to inspect any document of the Society except as provided by law or authorised by the Board or by the Society in general meeting.

16. Allocation of Funds Received

All gifts received for a specific purpose or otherwise subject to conditions attached, shall be paid to the credit of a "**Specific Purpose Fund**" and may be invested from time to time in such investments as the Board may determine, subject to the Act, or upon deposit with a bank. Any income arising from such investments shall be paid to the credit of the Specific Purpose Fund for which the moneys were originally received. The Board may at any time authorise the disposal of the whole or any part of the Specific Purpose Fund investments for application to the specific purpose for which they were received.

17. Audit

A properly qualified auditor or auditors shall be appointed and the auditor's duties regulated in accordance with the Act.

18. Seal

The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of members of the Board authorised by the Board in that capacity. Every document to which the seal is affixed shall be signed by a member of the Board and be countersigned by another member of the Board or the Secretary.

19. Notices

- 19.1 Any notice required by law or by or under these rules to be given to any member shall be given by sending it by pre-paid post to the member at its registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the fifth (5th) day after the date of its posting.
- 19.2 Notice of every general meeting shall be given in any manner hereinbefore authorised by these rules to -
- 19.2.1 every member, except those members who (having no registered address within Australia or New Zealand) have not supplied to the Society an address within Australia or New Zealand for the giving of notices to them; and
- 19.2.2 the auditor or auditors for the time being of the Society.
- 19.3 No other person shall be entitled to receive notices of general meetings.

20. Officers - Indemnity and Insurance

- 20.1 In this rule 20, **Officer** means:
- 20.1.1 each person who is or has been a director, alternate director, secretary or executive officer of the Society; and
- 20.1.2 such other officers or former officers of the Society or a related body corporate as the directors may determine; and
- 20.1.3 if the directors so determine, an auditor or former auditor of the Society or a related body corporate.
- 20.2 The Society must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer as an officer of the Society or a related body corporate.
- 20.3 The indemnity in this rule 20.2:
- 20.3.1 is enforceable without the Officer having to first incur any expense or make any payment;

- 20.3.2 is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer of the Society or a related body corporate;
 - 20.3.3 applies to Liabilities incurred both before and after the date of the adoption of this constitution; and
 - 20.3.4 does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance.
- 20.4 The Society may, to the extent permitted by law:
- 20.4.1 purchase and maintain insurance; or
 - 20.4.2 pay or agree to pay a premium for insurance,
- for each Officer against any Liability incurred by the Officer as an officer or auditor of the Society or a related body corporate, including a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.
- 20.5 The Society may enter into a deed with any Officer to give effect to the rights conferred by this rule 20 or the exercise of a discretion under this rule 20 on such terms as the directors think fit which are not inconsistent with this rule 20.