

**Corporations Law**  
**A Company Limited by Guarantee**  
**ARTICLES OF ASSOCIATION**

of  
**AUSTRALASIAN OSSEOINTEGRATION SOCIETY LIMITED**

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## 1 PRELIMINARY

### 1.1 Definitions

In these articles unless there be something in the subject or context inconsistent therewith:

"Articles" shall mean these articles of association and all supplementary substituted or amending articles for the time being in force.

"Branch" shall include a body of persons within a State or Territory of the Commonwealth of Australia or a Country who shall become within that State, Territory or Country an incorporated body with the same objectives as the Society and known as the Australasian Osseointegration Society (Branch) Inc.

"Branch Councillor" shall mean a Member of a Branch elected by that Branch to represent that Branch on the Council.

"Branch Member" shall be a member of a Branch.

"Council" shall mean the directors of the Society and shall consist of a President, a Vice President (President-Elect), a Secretary, a Treasurer, an Immediate Past President and one Branch Councillor for each Branch.

"Councillor" shall mean a member of the Council.

"Law" means the Corporations Law.

"Management Committee" shall be the committee responsible for managing the affairs of the Society between meetings of the Council and shall include the President, Secretary, Treasurer and the Branch Councillor of the Managing Branch.

"Managing Branch" shall mean the Branch where the Management Committee resides.

"Member" shall mean an Ordinary Member and an Honorary Life Member.

"non Branch Member" shall mean a Member of the Society who resides in a State or Territory of the Commonwealth of Australia or Country where no Branch exists.

"Register of Members" shall mean a list of all Members of the Society.

"Society" shall mean the Australasian Osseointegration Society Limited.

### 1.2 Interpretation

Words importing the singular number only shall include the plural number and vice versa and words importing one gender only shall include every gender and words importing persons shall include companies and corporations.

Subject to the last preceding article any words defined in the Law shall if not inconsistent with the subject or context bear the same meaning in these articles.

The regulations contained in Table "A" in the First Schedule to the Law shall not apply to the Society.

## 2 MEMBERSHIP

### 2.1 Admission to membership upon incorporation

Upon incorporation of the Society, the Management Committee, representing the current Members, shall be the subscribers to the Memorandum of Association of the Society.

## 2.2 **Membership after incorporation**

### a. Applicants for membership

All applicants for Ordinary membership of the Society shall become members of the Branch of the State, Territory or Country in which they reside. If such Member ceases to be a member of the Branch such a Member shall automatically cease to be a Member of the Australasian Osseointegration Society Limited. Where no State, or Territory or Country Branch exists this does not apply.

### b. Classes of membership

#### i. Ordinary membership

Shall be granted to an individual who maintains an active interest in the study of Osseointegration and commitment to rehabilitation using the techniques based on Osseointegration.

#### ii. Honorary Life membership

May be awarded by the Society by resolution at a General Meeting to any Member who shall have rendered long or outstanding service to the Society.

### c. Admission to Ordinary membership

The Council may, pursuant to these Articles, admit a person to membership of the Society as an Ordinary Member.

### d. Nomination to Honorary Life membership

The Council may, pursuant to these Articles, nominate a person to Honorary Life membership of the Society.

### e. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Society is not capable of being transferred or transmitted to another person and terminates upon cessation of a person's membership.

## 2.3 **Admission of Members**

### a. Application for membership

Application for membership shall be made to the Secretary in the form prescribed by the Council and the applicant shall be recommended by two Members of the Society. The application shall be signed and dated by the applicant and shall contain full particulars of the applicant's professional circumstances and qualifications together with such other information as shall from time to time properly and reasonably be required. The Council shall consider all the information received and shall then resolve whether or not to admit the applicant to membership.

### b. Honorary Life membership

The Council may nominate any appropriate person for Honorary Life membership and shall submit such nomination to the next General Meeting of the Society. A simple majority of the votes of Members present at the General Meeting of the Society shall be sufficient to appoint an Honorary Life Member. An Honorary Life Member may resign from membership by giving written notice thereof to the Secretary. An appointment of Honorary Life membership shall not be revoked except by the resolution of three-quarters (3/4) of the Members present at a General Meeting of the Society or by conduct as outlined in Clause 2.7a and Clause 2.8a.

## 2.4 **Rights and duties of Members**

### a. Ordinary Members

Ordinary Members shall be entitled to attend all meetings of the Society, to vote upon all matters brought before the Society and to hold office on the Council and shall otherwise retain, during continuance of their membership, all rights and privileges attached to their membership classification.

### b. Honorary Life Members

Honorary Life Members shall be entitled to attend all meetings of the Society, to vote upon all matters brought before the Society and to hold office on the Council and shall otherwise retain, during continuance of their membership, all rights and privileges attached to their membership classification.

### c. Leave of absence

The Council may, in its absolute discretion, grant leave of absence to any Member upon application by such Member.

### d. Papers presented to be property of the Society

All papers presented to the Society (or its Branches) shall become the property of the Society and a copy of each paper shall be delivered to the Secretary as soon as possible thereafter. Notwithstanding the provisions of this Clause any such paper may be published in any scientific journal provided that a suitable reference is made on the paper to the fact that it was first presented at a meeting of the Society or Branch of the Society.

### e. Member's liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by that Member in respect of their membership of the Society.

## 2.5 **Membership year**

The membership year of the Society is the Australian financial year 1 July to 30 June.

## 2.6 **Subscriptions and annual fees**

### a. Council's determination

The Council shall determine all subscriptions, dues and levies including annual membership and fees payable for Ordinary membership.

### b. Branch and non Branch levies

The Treasurer shall notify the Branches of the amounts that are payable by Branch Members and the time allowed for payment. The Treasurer shall be at liberty to require the Branches to collect from Branch Members the amount of any such subscription for those Members. The Treasurer shall notify those Members who do not have a Branch of the amounts that are payable and the time allowed for payment.

### c. Payment of dues and levies

- i. All Branches must levy their Members by 20 March in each year.
- ii. All Branches must remit funds to the Society by 1 June in each year.

- iii. All non Branch Members shall pay annual membership fees no later than 1 June in each year.
  - iv. Ordinary Members are liable to pay annual membership fees and levies as prescribed by the Council.
  - v. Honorary Life Members shall be exempt from payment of annual membership fees and levies.
- d. Pro rata payment for part year membership
- Upon admission to membership a Member shall be required to pay a pro-rata membership fee for the balance of the current financial year. This Clause shall have identical effect for any Branch which becomes affiliated with the Society throughout the year.
- e. Special levies
- The Council may raise funds by levy of the Ordinary Members of the Society provided the total of such levies in any one year may be no greater than the amount of the annual membership fee. If the proposed levies in any one year are to exceed the amount of the annual membership fee a vote shall be conducted by post or at a General Meeting. A two-thirds (2/3) majority of votes cast shall be necessary for the ballot to be successful.
- f. Power to borrow funds
- If at any time two-thirds (2/3) of Ordinary Members and Honorary Life Members present and entitled to vote at a General Meeting or submitting a written postal vote to the meeting pass a resolution authorising the Council to borrow money, the Council shall be empowered to borrow such amount of money and shall inform the Members of the terms and conditions of such borrowing.

## 2.7 Disciplining of Members

- a. Council's powers to expel or suspend
- Where the Council is of the opinion that a Member:-
- i. has persistently refused or neglected to comply with a provision of these Articles or;
  - ii. has persistently and wilfully acted in a manner prejudicial to the interests of the Society;
- the Council may, by resolution, expel the Member from the Society or suspend the Member from such rights and privileges of membership of the Society as the Council may determine for a specified period.
- b. Council to serve notice on Member
- Where the Council passes a resolution under Clause 2.7a, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:-
- i. setting out the resolution of the Council and the grounds on which it is based;
  - ii. stating that the Member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - iii. stating the date, place and time of that meeting; and
  - iv. informing the Member that the Member may do either or both of the following:

Speak at that meeting;

submit to the Council at or prior to that date of that meeting written representations relating to the resolution.

c. Council's meeting with the Member

At a meeting of the Council pursuant to Clause 2.7b, the Council shall:-

- i. give due consideration to any oral representation given by that Member to the Council at the meeting;
- ii. give due consideration to any written representations submitted to the Council by that Member at or prior to the meeting; and
- iii. by resolution determine whether to confirm or to revoke the resolution of the Council made under Clause 2.7a.

d. Council to inform Member of resolution

Where the Council confirms or repeals a resolution under Clause 2.7c, the Secretary shall within 7 days after that confirmation, by notice in writing inform the Member of that confirmation or repeal.

## 2.8 Cessation of membership

a. Non payment of fees

If a Member should fail to pay his or her membership fees or any other amount payable by the Member within sixty (60) days after the date upon which the amount is payable (unless otherwise stated), the following shall occur:

- i. such Member will thereupon be suspended from membership of the Society;
- ii. such Member may be reinstated to membership by the Council upon such terms and conditions as shall be determined by the Council.

b. Withdrawal of membership

- i. Any Member may withdraw from the Society by giving the Council at least thirty (30) days written notice.
- ii. Any Member having given such notice of withdrawal shall until the expiration of the membership year be liable for all dues, assessments, expenses and other charges accruing to the Society for that membership year or for such portion thereof as may be determined by the Council.

c. No claims

A Member who ceases to be a Member for any reason shall be ineligible to make any claims on the Society's funds, property or assets.

## 2.9 Register of Members

The Council of the Society shall maintain a Register of all Members of the Society which shall contain such particulars in respect of each Member as the Council shall from time to time determine, and shall include particulars of the name, postal address, qualifications and the class of membership of each Member of the Society, the date on which each Member became a Member of the Society and the date, if any, on which each Member ceased to be a Member of the Society. The Register shall be kept by the Secretary of the Society but all Members of the Society shall be at liberty to inspect the Register at such time and place as shall be nominated by the Secretary.

### 3 COUNCIL

#### 3.1 Structure of Council

The Council shall consist of a President, a Vice President (President-Elect), a Secretary and a Treasurer, the Immediate Past President and one Branch Councillor for each Branch. All Councillors shall be Ordinary Members or Honorary Life Members of the Society.

#### 3.2 Term of office of Council

The term of office for the Council shall be for a period of two years. All Councillors shall hold office until the conclusion of the next Biennial General Meeting and shall, except for the Branch Councillors, not be eligible for re-election.

#### 3.3 Formation of Council

##### a. Next Managing Branch

The Council shall, at or before six months prior to the Biennial General Meeting of the Society, determine the next Managing Branch. No Branch shall be the Managing Branch for two or more successive terms of office.

##### b. President-Elect

The Branch Councillor representing the next Managing Branch shall automatically become the Vice-President (President-Elect) of the Society.

##### c. Election of Secretary, Treasurer and Branch Councillors

Immediately following the determination by Council of the next Managing Branch, all Branches shall conduct elections to determine the Councillors of the Society for the term of office following the conclusion of the forthcoming Biennial General Meeting:-

- i. the Members of each Branch shall elect a Branch Councillor. The Branch Councillor elected by the next Managing Branch shall take office immediately upon election;
- ii. the Members of the next Managing Branch shall elect the Secretary and the Treasurer.

#### 3.4 Management Committee

The Management Committee shall be responsible for managing the affairs of the Society between meetings of the Council and shall include the President, Secretary, Treasurer and the Branch Councillor who shall all reside in the same State, Territory or Country.

#### 3.5 Changeover of Council and Management Committee

At the Biennial General Meeting the names of the Councillors for the next term of office shall be proclaimed and control of the Society shall be transferred to those Councillors at the conclusion of the meeting.

#### 3.6 One position only

A Member is not eligible to simultaneously hold more than one position on Council, except where a Branch Councillor becomes President-Elect.

#### 3.7 Vacation of office

A Councillor shall vacate his or her office and membership of Council if:-

- i. the Councillor's membership of the Society ceases; or



- ii. resignation in writing is tendered by the Councillor; or
- iii. the Councillor is removed from office by resolution and passed by a simple majority at any General Meeting of the Society convened for the purpose of considering, inter alia, such a resolution.

### 3.8 Powers of the Council

The Council subject to the Law, these Articles, and to any resolution passed by the Society at a General Meeting:-

- a. shall control and manage the affairs of the Society;
- b. may exercise all such functions as may be exercised by the Society other than those functions that are required by these Articles to be exercised by the Society at a General Meeting; and
- c. has power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management of the affairs of the Society.

### 3.9 Duties of the Council

The Council shall meet at least once in each year and shall implement the decisions of the Society and shall generally conduct the day-to-day business of the Society in accordance with these Articles and Memorandum of Association.

### 3.10 Voting of the Council and decisions

At meetings of the Council:

- a. Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a majority of the votes of the Councillors or members of the sub-committee present at the meeting.
- b. Each Councillor present at a meeting of the Council or each Member present at a meeting of a sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- c. Any four (4) Councillors constitute a quorum for the transaction of business of a meeting of Council. The Council may act notwithstanding any vacancy on the Council.
- d. Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be apparent.

### 3.11 Records and reports of Council

A record shall be kept of all meetings of the Council and/or matters and things done for and on behalf of the Society. The Council shall prepare and present a report of its conduct of the affairs of the Society to each General Meeting of the Society. The Council shall meet upon request of the President or upon written request of not less than four (4) Councillors.

### 3.12 Delegation by Council to sub-committee

- a. The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Society as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:-
  - i. this power of delegation; and

- ii. a function which is a function imposed on the Council by the Law, or by resolution of the Society in a General Meeting.
- b. A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- c. Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.
- d. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- e. The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- f. A sub-committee may meet and adjourn as it thinks proper.

#### 4 COUNCILLORS

##### 4.1 The Management Committee

- a. The purpose of the Management Committee is to manage the affairs of the Society between meetings of the Council;
- b. The President, Secretary, Treasurer and Branch Councillor from the Managing Branch constitute a committee of the Council to be known as the Management Committee.
- c. The chairperson of the Management Committee shall be the President.
- d. The Management Committee shall at all times be responsible to and subject to the control and direction of the Council.
- e. The Management Committee shall meet at such intervals as it may determine or as the Council may direct.
- f. Procedure for meetings of the Management Committee:-
  - i. At any meeting the quorum shall be three (3) Members of the Management Committee.
  - ii. Each Councillor shall have one vote and the chairperson shall have the casting vote in case of a tied vote.
  - iii. The Secretary shall prepare or ensure the preparation of minutes of each meeting and forward a copy thereof to each Councillor no later than one month after the meeting.
- g. At the first meeting of the Management Committee in each financial year the Treasurer shall:
  - i. prepare or cause to be prepared such accounts as may be specified by the Council; and
  - ii. table:
    - a statement of income and expenditure;
    - a statement of receipts and payments;
    - a balance sheet for the Society up to 30 June in each year unless the Council otherwise direct.

#### 4.2 **Duties of the President**

The President, or in his or her absence the President's nominee, shall preside at all meetings of the Council. In meetings of the Council the President, or the President's nominee, acting in the President's absence shall, in the event of a tied vote, have a casting vote. The President shall be responsible for the general supervision of any sub-committees appointed by the Council. Subject to any resolution of the Council, two of either the President, the Secretary and the Treasurer of the Society shall be the signatories to all contracts, agreements and authorities.

#### 4.3 **Duties of the Secretary**

The Secretary shall keep written minutes of all meetings of the Council and of all General Meetings of the Society, and shall notify Councillors of their election to the Council and applicants for membership of the result of their application and shall conduct the correspondence of the Society subject to any direction of the President or the Council and shall keep a record of all correspondence of the Society. The Secretary shall circulate to Councillors a copy of minutes of all meetings of the Society and its sub-committees.

#### 4.4 **Duties of the Treasurer**

The Treasurer shall receive all moneys paid to the Society and shall collect all moneys which are due and payable to the Society, and shall be custodian of the funds of the Society; and shall pay all moneys owing by the Society and all vouchers presented by the President; and shall make an annual report to the Council and the Society of the monetary affairs of the Society. Upon termination of the term of office the Treasurer shall deliver to the successor all funds, papers, documents and things belonging to the Society. Two signatures shall be required to operate on any bank account held by the Society. Signatories shall be two of either the President, the Secretary and the Treasurer. All funds and other moneys of the Society not required as petty cash shall be held in a bank account in the name of the Society or invested or applied for the benefit or purposes of the Society in such other manner as the Council may from time to time determine.

#### 4.5 **Councillors' expenses**

Councillors shall be entitled to reimbursement from the funds of the Society for such sums of money by way of travelling and other proper expenses incurred in performing their duties as Councillors as the Council shall determine.

Any reimbursement of Councillors shall be detailed in the Treasurer's annual report to the Society.

#### 4.6 **Indemnity**

Every officer, auditor or agent of the Society shall be indemnified out of the property of the Society against any liability incurred by them in their capacity as officer, auditor or agent in defending any proceeding, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is given under the Law granted to them by the Court.

### 5 **BRANCHES**

#### 5.1 **Formation**

The Council may grant permission for the formation of a Branch upon the written application of ten (10) Ordinary Members or Honorary Life Members resident in that State or Territory of the Commonwealth of Australia or Country. Not more than one Branch shall be formed in each State or Territory of the Commonwealth of Australia or Country.

## 5.2 **Function**

The function of a Branch shall be to further the objects of the Society within its State, Territory or Country, to deal with any matter having significance to that Branch and to keep the Council informed of all relevant matters of which it is aware.

No Branch shall act contrary to the policy or purpose of the Society or its Council.

## 5.3 **Branch Councillor**

Each Branch shall elect at every second Annual General Meeting a Branch Councillor according to its own rules and regulations. This Councillor will represent that Branch during the next term of office of the Council.

## 5.4 **Levies by the Branch**

The Treasurer of the Society shall receive all levies and membership dues payable to the Society by the Branches and shall forward a receipt to the appropriate Branch Treasurer.

## 5.5 **Branch Secretary to advise Society**

The Secretary of each Branch shall notify the Secretary of the Society within thirty (30) days of the name, address and date of election of any Member elected to that Branch in order that such member's particulars may be recorded in the Register of Members. If any Member of a Branch resigns or is expelled from a Branch, the Secretary of the Society shall be notified within thirty (30) days.

## 5.6 **Branch rules to be consistent with Society**

Each Branch may draw upon and adopt such rules and regulations as may be necessary or expedient for its administration provided that such rules and regulations shall not be inconsistent with the Articles of Association of the Society and a copy of the rules and regulations of any Branch shall be forwarded (together with amendments as they occur) to the Secretary of the Society.

# 6 **MEETINGS**

## 6.1 **General Meetings**

### a. Holding of a General Meeting

General Meetings including the Annual General Meeting may be held in conjunction with any scientific meeting of the Society. The Council shall fix the date of such a General Meeting. A quorum for such a meeting shall be fifteen (15) voting Members present in person.

### b. Calling of General Meetings

The Council may, whenever it thinks fit, convene a General Meeting of the Society.

The Society shall, on the requisition in writing of not less than five (5) per cent of the total number of voting Members convene a General Meeting of the Society.

A requisition of Members for a General Meeting:-

- i. shall state the purpose or purposes of the meeting;
- ii. shall be signed by the Members making the requisition;
- iii. shall be lodged with the Secretary; and
- iv. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

If the Council fails to convene a General Meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than three months after that date.

A General Meeting convened by a Member or Members referred to in this Clause shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council.

## 6.2 **Annual General Meetings**

### a. Time of meeting

An Annual General Meeting of the Society shall be convened once in each calendar year on such date and at such place and time as the Council thinks fit provided the meeting shall be within a period of six (6) months after the expiration of each financial year of the Society.

### b. Business

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- i. to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting;
- ii. to receive from the Council reports on the activities of the Society during the last financial year;
- iii. to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to the Law.

## 6.3 **Biennial General Meetings**

Biennial General Meetings of the Society shall be convened by the President of the Society to take place in the State, Territory or Country in which the Management Committee resides once every two calendar years in conjunction with every second Annual General Meeting.

The names of the incoming Councillors shall be proclaimed at the meeting and control of the Society shall be transferred to those Councillors at the conclusion of this meeting.

A scientific meeting may be held in conjunction with the Biennial General Meeting at the discretion of the Council.

## 6.4 **Special General Meetings**

Special General Meetings of the Society shall be convened by the President of the Society to take place in the State, Territory or Country in which the Management Committee resides on the written request of ten (10) Ordinary Members who shall state in writing the purpose(s) for which the Special General Meeting is proposed. Not less than twenty eight (28) days written notice shall be given to all Members and such notice of meeting shall describe the nature of the business proposed to be conducted at such meetings. A quorum for any such meeting shall be fifteen (15) voting Members present in person. The failure of any Member to receive such notice of meeting shall not affect the validity of any resolution passed at such a Special General Meeting.

## 6.5 **Notices**

### a. For a General Meeting

Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Secretary shall, at least 14

days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting;

b. For special resolutions

Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, and in addition a notice specifying the intention to propose the resolution as a special resolution.

c. Voting

At each Annual General Meeting, General Meeting or Special General Meeting each voting Member shall have one vote only. All votes shall be given personally and in the case of equality of votes on acquisition the person presiding is entitled to exercise a second or casting vote.

**6.6 Quorum**

a. Meetings of the Council and General Meetings

A quorum shall be formed by three Councillors at a meeting of the Council and fifteen Ordinary Members at a General Meeting.

b. General

i. No business shall be transacted by any General Meeting unless a quorum of Members entitled to vote is present.

ii. If within fifteen minutes 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. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the representatives of Members personally present shall be a quorum.

**6.7 Right to demand a poll**

a. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by:

i. the chairperson; or

ii. at least five (5) representatives.

b. 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 of the proceedings of the Society shall be evidence to the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

c. The demand for a poll may be withdrawn.

- d. If a poll is duly demanded it shall be taken in such manner as the chairperson directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs.

## 7 FINANCES

### 7.1. Accounts

- a. The Council shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets at the Annual General Meeting. The Council shall decide whether and to what extent, and to what time and places and under what conditions the accounting and other records of the Society may be open to the inspection of Members, not being Councillors except as provided by law or authorised by the Council or by the Society in a General Meeting.
- b. The accounts of the Society shall be kept by the Treasurer.
- c. All moneys received by or on account of the Society shall be forthwith paid into the Bank of the Society to its credit.
- d. Any payment of one hundred dollars (\$100.00) or more shall be made by cheque upon such banking accounts, such cheque to be signed in such manner as the Council may from time to time determine.

### 7.2 Auditor

- a. The auditor or auditors shall be appointed at each Annual General Meeting and shall hold office until the next Annual General Meeting and shall be eligible for re-appointment.
- b. The first auditors of the Society may be appointed by the Council at any time before the first Annual General Meeting and shall hold office until the first Annual General Meeting.
- c. If an appointment of auditors is not made at an Annual General Meeting, or if there is a vacancy in the office of auditor the Council shall appoint auditors of the Society for the current year.
- d. The representatives of the Members may at any General Meeting terminate the appointment of the auditors and as such meeting appoint auditors to fill the vacancy so created.
- e. A person, other than a retiring auditor, shall not be capable of being appointed auditor at an Annual General Meeting unless a notice of an intention to nominate that person to the office of auditor has been given by a Member of the Society not less than fourteen (14) days before the Annual General Meeting. The Society shall send a copy of any such notice to the retiring auditor, and shall give notice thereof to the Members and their representatives, either by advertisement or in any other mode allowed by the articles, not less than seven (7) days before the Annual General Meeting.

Provided that if, after notice of the intention to nominate an auditor has been so given, an Annual General Meeting is called for a date fourteen (14) days or less after the notice has been given, the notice though not given within the time required by this provision shall be deemed to have been properly given for the purposes thereof and the notice to be sent or given by the Society may instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the Annual General Meeting.

- f. The remuneration of the auditors of the Society may be fixed by the Society at a General Meeting but, if not, the remuneration of any auditors shall be fixed by the Council.
- g. The Council shall cause the auditors to have access to all records and securities of the Society, and to be furnished with such information and explanation by themselves or any other officers, as may be necessary for the performance of their duties as auditors.
- h. The auditors of the Society shall be entitled to attend any General Meeting of the Society and to receive all notices of and other communications relating to any General Meeting which any Member of the Society is entitled to receive and to be heard at any General Meeting they attend on any part of the business of the meeting which concerns them as auditors.

### 7.3 **Financial Year**

The financial year of the Society shall terminate on the 30th day of June or such other date as the Council may determine.

### 7.4 **Funding**

- a. Funding of expenses

The expenses of the Society shall be funded by:

- i. Ordinary membership fees and levies as determined by the Council; and
- ii. the proceeds of scientific and research meetings; and
- iii. gifts and donations
- iv. a levy on each Branch as determined by the Council.

- b. Levies may be struck

If funds raised during the financial year as determined by the Council are insufficient to cover the running cost of the Society in that financial year, a levy will be called after 30 June and due on 31 August. The total amount of such levy shall equal the unfunded deficit for the previous year plus any additional funds necessary to maintain adequate liquidity. The levy shall be apportioned in proportion to the aggregate number of financial Members of each Branch in the previous financial year only.

- c. Failing of Branch Member to remit levies

If a Branch Member should fail to remit levies within sixty (60) days after the date upon which the levy is payable (unless otherwise stated) the following shall occur:

- i. such Member will thereupon be suspended from membership of the Society;
- ii. such Member may be reinstated to membership by the Council upon such terms and conditions as shall be determined by the Council.

## 8 **GENERAL**

### 8.1 **Amendment of Articles**

- a. At a General Meeting

These Articles may from time to time be amended, altered or added to by resolution passed by not less than three quarters (3/4) of the Members present and entitled to vote at a General Meeting or submitting a written postal vote to the meeting, being a meeting in respect of which notice of the proposed amendment, alteration or addition is set out and sent to all Members of the Society no less than fourteen (14) days prior to



the proposed date of the meeting. The failure of any Member to receive such notice of meeting shall not affect the validity of any resolution passed at such a General Meeting.

b. By postal vote

All amendments and additions to these Articles may be made by postal vote in lieu of a General Meeting. The Council shall post a notice containing all of the proposed amendments or additions to these Articles to all Ordinary and Honorary Life Members of the Society together with a statement that the poll will close on the twenty first (21st) day after the date of the notice. The Council shall count all votes received by the Society at the end of the twenty first (21st) day after the notice. A resolution which is supported by three quarters (3/4) of the number of votes received within the time allowed shall be deemed to be passed provided that no less than thirty (30) votes in aggregate have been received. If passed, these Articles shall be deemed to be amended upon the twenty first (21st) day after the date of the notice requesting Members to vote.

**8.2 Common seal**

The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council and every instrument to which the seal is affixed shall be signed by a minimum of two Councillors.

**8.3 Notices**

a. Service in person or by post

A notice may be given by the Society to any Member either by serving it on them personally or by sending it by post to them at their address as shown in the Register of Members or the address supplied by them to the Society for the giving of notices to them.

b. Service by post deemed after sent

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, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

c. Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised by this Article to:

- i. every Ordinary Member and Honorary Life Member;
- ii. the auditor for the time being of the Society.

**8.4 Dissolution**

If at any time the Society in a General Meeting shall resolve, by a majority of not less than two thirds (2/3) of the total number of Members of the Society present and entitled to vote, that the Society be dissolved. The dissolution shall be deemed to have commenced from the date when such a resolution has been passed.

If after dissolution of the Society there remains after the satisfaction of all debts and liabilities any moneys or other property of the Society whatsoever the same shall not be distributed to or amongst any Members of the Society but the Members of the Society in a General Meeting shall resolve by a simple majority to give or transfer such funds to some other Society having

objects similar to those of the Society which shall prohibit the distribution of its income and property amongst its Members.

WE the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of these Articles of Association and respectively agree to the foregoing Articles of Association of the Society.

SIGNED by ALASTAIR )  
STEVENSON in the )  
presence of: ) .....  
.....

SIGNED by GEORGE PAL )  
in the presence of: ) .....  
.....

SIGNED by DAVID DUNN )  
in the presence of: ) .....  
.....

SIGNED by JANIS )  
McALOON in the presence of: ) .....  
.....