



ashm
Australasian Society for HIV Medicine Inc

CONSTITUTION

1. NAME

The name of the Society will be THE AUSTRALASIAN SOCIETY FOR HIV MEDICINE (the "Society").

2. OBJECTIVES

- (a) To reduce the impact of the human immunodeficiency virus (HIV) and viral hepatitis epidemics by the use of established public health and scientific methods;
- (b) To ensure optimal care for all HIV and viral hepatitis infected individuals;
- (c) To advance the science and practice of HIV, viral hepatitis and related medicine;
- (d) To facilitate liaison between clinical and laboratory practitioners;
- (e) To provide a forum for the development and expression of a multidisciplinary approach to all aspects of HIV and viral hepatitis medicine;
- (f) To foster education for health professionals and the general public through the provision of higher and vocational education courses (and any other continuing education courses) which encourage free intellectual inquiry;
- (g) To facilitate and promote a national research programme;
- (h) To provide professional assistance to members of the Society;
- (i) To publish papers, periodicals or books which the Society deems desirable for the promotion of its objectives;
- (j) To promote informed public discussion of issues related to HIV and viral hepatitis medicine;
- (k) To liaise with other national or international bodies whose objects are similar to those of the Society;
- (l) As ancillary to the foregoing objects, to assist medical practitioners and other health care workers in developing countries to achieve the objectives set out in paragraphs (a) to (k) inclusive above in those countries and, in particular, to undertake development/aid activities in relation to those objectives in those countries, and

ABN 48 264 545 457

Level 7, 46 – 56 Kippax Street Surry Hills NSW

Locked Mail Bag 5057 Darlinghurst NSW 1300 Australia

Telephone

61 2 8204 0700

Email

ashm@ashm.org.au

Web

www.ashm.org.au

- (m) To attempt to meet any other needs of the members of the Society as deemed appropriate by a majority of members, through the provision of education, training and support.

PART I - PRELIMINARY

INTERPRETATION

- 1. (1) In these rules, except insofar as the context or subject matter otherwise indicates or requires, "member" and "membership" refers to ordinary members, associate members, honorary life members and sustaining members. "Voting member" means ordinary member and honorary life member.
"Secretary" means:
 - (a) the person holding office under these rules as Secretary of the Society; or
 - (b) where no such person holds office, the public officer of the Society;"special general meeting" means a general meeting (other than the Annual General Meeting) of the Society;
"Act" means the Associations Incorporation Act, 1984;
"Regulation" means the Association's Incorporation Regulation, 1985.
- (2) In these rules:
 - (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, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to these rules in the same manner as if these rules were an instrument under the Act.

PART II - MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

- 2. Membership will include the following categories:
 - (i) **ORDINARY MEMBER**
 - (I) Any medical graduate who agrees with and will work to further the objectives of the Society.
 - (II) Any non-medical graduate who holds a qualification considered appropriate by the Board and who has worked in the field of HIV or viral hepatitis for no less than three consecutive years.
 - (III) Any other person who agrees with and who will work to further the objectives of the Society and whose membership of the Society is accepted by the Board.Subject to paragraph (II) herein, an Ordinary Member has the right to vote and to hold office.
 - (ii) **ASSOCIATE MEMBER**
 - Any person who agrees with and is interested in furthering the objectives of the Society and whose Associate Membership of the Society is accepted by the Board.
 - An Associate Member does not have the right to vote or to hold any

office.

(iii) **HONORARY LIFE MEMBER**

Any person who is elected by the Board as an Honorary Life Member in recognition of distinguished achievement in furthering the objectives of the Society.

An Honorary Life Member has the right to vote and to hold office.

(iv) **SUSTAINING MEMBER**

Any person, company, organisation, society or instrumentality whose interested in the objectives of the Society enables them to support the Society, and whose Sustaining Membership is approved by the Board. A Sustaining Member does not have the right to vote or to hold any office.

(v) **ORDINARY MEMBER (RETIRED)**

Any former ordinary member who has retired permanently from the workforce shall be eligible to request membership renewal as an ordinary member (retired).

(I) To be eligible for this category of membership the ordinary member must have been a financial ordinary member for a period of not less than five consecutive years.

(II) The fee and conditions for this category of membership will be equal to that of Associate Member.

In recognition that the Society is a professional society representing members employed in the sector, the retired member will not have the right to hold any office.

A person is qualified to be a member of the Society if, but only if:

- (a) the person is a person referred to in Section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
- (b) the person is a natural person who, or in the case of sustaining membership of a committee, company, organisation, society or instrumentality which:
 - (i) has been nominated for membership of the Society as provided by Rule 3; and
 - (ii) has been approved for membership of the Society by the Board of the Society.

NOMINATION FOR MEMBERSHIP

- 3. (1) A nomination of a person for membership of the Society must be:
 - (a) made by a Voting Member of the Society;
 - (b) seconded by another Voting Member of the Society;
 - (c) made in writing in the form set out in Appendix 1 to these rules; and
 - (d) must be lodged with the Secretary of the Society.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary will refer the nomination to the Board which will determine whether to approve or reject the nomination.
- (3) Where the Board approves a nomination for membership, the Secretary will, as soon as practicable, notify the nominee of the approval and request the nominee to pay, within the period of 28 days after receipt by the nominee of the notification, the sum payable under these rules.

- (4) The Secretary will, on payment by the nominee of the amount referred to in Clause (3) within the period referred to in that Clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Society.

CESSATION OF MEMBERSHIP

4. A person ceases to be a member of the Society if the person:
 - (a) dies;
 - (b) resigns that membership; or
 - (c) is expelled from the Society.
 - (d) has not paid his or her annual membership subscription fees to the Society for the current financial year and the two (2) preceding financial years.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. 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 to another person; and
 - (b) terminates upon cessation of the person's membership.
 - (c) may not be exercised during any period that that person's annual membership subscription fees have been due but unpaid for a period in excess of six (6) months.

RESIGNATION OF MEMBERSHIP

6.
 - (1) A member of the Society is not entitled to resign that membership except in accordance with this rule.
 - (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
 - (3) Where a member of the Society ceases to be a member pursuant to Clause (2), and in every other case where a member ceases to hold membership, the Secretary will make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

7.
 - (1) The public officer of the Society must establish and maintain a register of members of the Society specifying the name and 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 will be kept at the principal place of administration of the Society and will be open for inspection, free of charge, by any member of the Society at any reasonable hour.

FEES AND SUBSCRIPTIONS

8.
 - (1) A member of the Society will, upon admission to membership, pay to the Society a fee determined by the Board.
 - (2) In addition to any amount payable by the member under Clause (1), a member of the Society will pay to the Society an annual membership

fee determined by the Board and approved by the Voting Members at the Annual General Meeting.

MEMBER'S LIABILITIES

9. The liability of a member of the Society 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 the member in respect of membership of the Society as required by Rule 8.

DISCIPLINING OF MEMBERS

10. (1) Where the Board is of the opinion that a member of the Society:
- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society, the Board may, by resolution:
 - (i) expel the member from the Society; or
 - (ii) suspend the member from membership of the Society for a specified period.
- (2) A resolution of the Board under Clause (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Clause (3), confirms the resolution in accordance with this Rule.
- (3) Where the Board passes a resolution under Clause (1), the Secretary will as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Board held as referred to in Clause (3), the Board will
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Board confirms a resolution under Clause (4), the Secretary will by notice in writing inform the member of the fact and of the member's right of appeal under Rule 11.
- (6) A resolution confirmed by the Board under Clause (4) does not take effect
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

- (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution pursuant to Rule 10(4).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 11. (1) A member may appeal to the Society in general meeting against a resolution of the Board which is confirmed under Rule 10(4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under Clause (1), the Secretary will notify the Board which must discuss the matter at the next general meeting.
- (3) At a general meeting of the Society with the matter of Clause (2) on its agenda,
 - (a) the Board and the member will be given the opportunity to state their respective cases orally or in writing, or both; and
 - (b) the Voting Members present will vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

PART III - THE BOARD

POWERS, ETC., OF BOARD

- 12. The Board will be called the Board of management of the Society and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Society in general meeting:
 - (a) will control and manage the affairs of the Society;
 - (b) may exercise all functions as may be exercised by the Society other than those functions that are required by these Rules to be exercised by a general meeting of members of the Society;
 - (c) has power to perform all acts and do all things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Society; and
 - (d) will award any higher education qualifications that ASHM is approved for and keep a register of such awards.

CONSTITUTION AND MEMBERSHIP

- 13. (1) Subject in the case of the first members of the Board to Section 21 of the Act, the Board will consist of:
 - (a) the office-bearers who are voting members of the Society; and
 - (b) 9 other voting members, each of whom will be elected at the Annual General Meeting of the Society pursuant to Rule 14.
- (2) The office-bearers of the Society will be:
 - (a) the President;
 - (b) the Immediate Past President;
 - (c) the Vice President;
 - (d) the Treasurer; and
 - (e) the Secretary.
- (3) Each member of the Board will, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the Board member's election, but is eligible for re-election.

- (4) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Voting Member of the Society to fill the vacancy and the member so appointed will hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

ELECTION OF MEMBERS

14. (1) Nominations of candidates for election as office bearers of the Society or as members of the Board:
 - (a) must be made in writing, signed by 2 Voting Members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) must be delivered to the Secretary of the Society not less than 49 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
 - (c) Each candidate shall be entitled to submit a brief resume and statement to accompany the ballot paper.
- (2) (a) A candidate for President or Vice President will have served on the Board for the period between two consecutive Annual General Meetings before taking office.
- (b) A candidate for election to the Board shall have been a financial member for at least six months prior to the election.
- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations will be received at the Annual General Meeting.
- (4) If insufficient further nominations are received any vacant positions remaining on the Board will be deemed to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.
- (7) The Hon. Secretary shall be the Returning Officer for the election.
 - (a) The Hon. Secretary shall not less than 39 days before the closing of the ballot forward to each member entitled to vote a Voting Paper containing the full names only of all the candidates listed in alphabetical order. A detachable form on which particulars of the name and address of the voter are to be filled in and signed by the voter where indicated shall be annexed to the voting paper, and also an envelope in which the Voting Paper when completed is to be placed and a larger outer envelope addressed to the Hon. Secretary as the Returning Officer in which the sealed smaller envelope containing the Voting Paper together with the said form duly completed and detached are to be placed by the voter and returned to the Hon. Secretary.
 - (b) Any Voting Member wishing to vote shall place a cross in the squares provided against the names of such candidates as he/she may approve.
 - (c) All such larger envelopes reaching the Hon. Secretary shall from day to day be placed unopened in a ballot-box or ballot-boxes to be provided for that purpose.

- (d) All the larger envelopes must be in the hands of the Hon. Secretary seven (7) days before the Annual General Meeting and at that time the ballot shall be closed.
 - (e) The Association shall appoint at least two scrutineers to assist the Returning Officer in the election. No candidate for election to the Board shall be appointed as a scrutineer.
 - (f) As soon as practicable after the closing of the ballot the Returning Officer shall in the presence of the scrutineers remove all the larger envelopes from the ballot box or boxes, open them, extract the said detachable forms and check the eligibility of the voters to vote and that only one vote has been recorded by each voter. When that has been done the smaller envelopes shall be opened and the counting of votes recorded by the Voting Papers of those entitled to vote shall proceed. The Returning Officer shall report in writing the detailed result of the ballot to the Chairman of the Annual General Meeting who shall thereupon declare the result at the meeting.
 - (g) If through the equality of votes between two or more candidates it be impossible to determine the persons who are entitled to be declared, the Chairman shall have the casting vote or votes necessary to determine which of such persons shall be declared elected and if he/she be unwilling to exercise such casting vote or votes the issue shall be determined by lots between such persons at the meeting.
- (8) The following provisions shall apply at all elections to the Society's executive:
- (a) At each election the nine candidates attracting the highest number of votes will be elected. However, should no representative be elected from an Australian state (or New Zealand) in which there is a minimum of five financial members, the nominee with the highest number of votes from those state(s) and or New Zealand will be deemed to have been elected.
 - (b) For the purposes of this determination the Australian Capital Territory will be counted as part of New South Wales, the Northern Territory as part of South Australia and Tasmania as part of Victoria.

SECRETARY

15. (1) The Secretary of the Society will, 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 of:
- (a) all appointments of office-bearers and members of the Board;
 - (b) the names of members of the Board present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board 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.

TREASURER

16. It is the duty of the Treasurer of the Society to ensure that:

- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made; and
- (b) 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.

CASUAL VACANCIES

17. For the purposes of these Rules, a casual vacancy in the office of a member of the Board occurs if the member of the Board:
- (a) dies;
 - (b) ceases to be a member of the Society;
 - (c) resigns office by notice in writing given to the Secretary;
 - (d) is removed from office under Rule 18;
 - (e) 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
 - (f) is absent without the consent of the Board from all meetings of the Board held during any consecutive period of 12 months; or
 - (g) has any annual membership subscription fees which have been due but unpaid for a period in excess of six (6) months.

REMOVAL OF BOARD MEMBER

18. (1) The Society in a general meeting may by resolution remove any member of the Board from office 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) Where a member of the Board to whom a proposed resolution referred to in Clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and the representations be notified to the members of the Society, the President may send a copy of the representations to each member of the Society or, if they 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.

MEETINGS AND QUORUM

19. (1) The Board must meet at regular intervals and at least twice in each twelve month period, at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under Clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business will be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

- (6) No business will be transacted by the Board 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 stands 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 will be dissolved.
- (8) At a meeting of the Board:
 - (a) the President or, in the President's absence, the Vice President will preside; or
 - (b) if the President and the Vice President are absent or unwilling to act, one of the remaining members of the Board may be chosen by the members of the Board present at the meeting to preside.

DELEGATION BY BOARD TO SUB-COMMITTEE

- 20. (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Board thinks fit) the exercise of such functions of the Board as are specified in the instrument, other than
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this Rule 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 Section may be made subject to such conditions or limitations as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Rule, the Board 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 Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

- 21. (1) Questions arising at a meeting of the Board or of any sub-committee must be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member of the Board present at a meeting of the Board or each member of any sub-committee present at a meeting of the sub-committee (including the person presiding at the meeting) is entitled to one vote.
- (3) Subject to Rule 19(5), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the

appointment or qualification of any member of the Board or sub-committee.

PART IV – GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

22. (1) With the exception of the first Annual General Meeting of the Society, an Annual General Meeting of the Voting Members of the Society must be convened at least once in each calendar year.
- (2) The Society will hold its first Annual General Meeting within the period of 18 months after its incorporation under the Act.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under Section 26(3) of the Act.

ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

23. (1) The Annual General Meeting of the Society will, subject to the Act and to Rule 22, be convened on such date and at such place and time as the Board 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 will be
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports upon the activities of the Society during the last preceding financial year;
 - (c) to elect office-bearers of the Society and members of the Board; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS – CALLING OF

24. (1) The Board may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The Board must, on the requisition in writing of not less than 15 per cent of the total number of Voting Members, convene a special general meeting of the Society.
- (3) A requisition of Voting Members for a special general meeting
 - (a) must state the purpose or purposes of the meeting
 - (b) must be signed by the Voting Members making the requisitions;
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Voting Members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of Voting Members for the meeting is lodged with the Secretary, any one or more of the Voting 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 Voting Member or Voting Members as referred to in Clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

NOTICE

25. (1) 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 must, at least 14 days before the date fixed for the holding of the general meeting, give to each Voting Member (except those whose membership subscription fee for the then current financial year has been due but unpaid for a period in excess of six (6) months) at the Voting 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.
- (2) Where 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, give to each Voting Member (except those whose membership subscription fee for the then current financial year has been due but unpaid for a period in excess of six (6) months) in the manner provided in Clause (1) specifying, in addition to the matter required under (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting will be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 23(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.

PROCEDURE

26. (1) No item of business will be transacted at a general meeting unless a quorum of Voting Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Ten per cent (10%) of the total number of Voting Members entitled under these Rules to vote present in person or by proxy 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, if convened upon the requisition of Voting Members, must be dissolved and, in any other case, must stand adjourned to the same time on the following day 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 Voting 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 Voting Members entitled under these Rules to vote in person or by proxy present (being not less than five per cent (5%) of Voting Members entitled under these Rules to vote) will constitute a quorum.

PRESIDING MEMBER

27. (1) The President or, in the President's absence, the Vice President, will preside as chairperson at each general meeting of the Society.
- (2) If the President and the Vice President are absent from a general meeting or unwilling to act, the voting members present will elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

28. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Voting 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 Clauses (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.

MAKING OF DECISIONS

29. (1) A question arising at a general meeting of the Society will be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.
- (2) At a general meeting of the Society, a poll may be demanded by the chairperson or by not less than 3 Voting Members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll will be taken
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter will be deemed to be resolution of the meeting on that matter.

SPECIAL RESOLUTION

30. A resolution of the Society is a special resolution if:
 - (a) it is passed by a majority which comprises not less than three-quarters of Voting Members of the Society who being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or

- (b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commissioner.

VOTING

- 31. (1) Upon any question arising at a general meeting of the Society a Voting Member has one vote only.
- (2) All votes must be given personally or by proxy but no Voting Member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote.
- (4) A Voting Member or proxy holder whose membership subscription fee for the then current financial year has been due but unpaid for a period in excess of six (6) months is not entitled to vote at any general meeting of the Society.

APPOINTMENT OF PROXIES

- 32. (1) Each Voting Member will be entitled to appoint another Voting Member as proxy, notice of which must be given to the Secretary prior to the meeting.
- (2) The notice appointing the proxy will be in the form set out in Appendix 2 to these Rules.

PART V – MISCELLANEOUS

INSURANCE

- 33. (1) The Society will effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under Clause (1), the Society may effect and maintain other insurance.

FUNDS – SOURCE

- 34. (1) The funds of the Society will be derived from the annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Board 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 account.
- (3) The Society will, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS – MANAGEMENT

- 35. (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society will be used in pursuance of the objects of the Society in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two members of the

Board or employees of the Society, being members or employees authorised to do so by the Board.

- (3) (a) Subject to rule 35(3)(b), the income and property of the Society must be used and applied solely in promoting its objectives and exercising its powers as set out in this constitution. No part of the income or property of the Society may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Society.
- (b) Rule 35(3)(a) does not prevent the payment in good faith of:
- (i) interest to a member of the Society on money advanced by the member or otherwise owing by the Society to the member;
 - (ii) reasonable and proper charges for goods hired by the Society from a member of the Society;
 - (iii) remuneration to any officer or employee of the Society or to a member of the Society or other person in return for any services actually rendered to the Society; or
 - (iv) money representing reimbursement to a member of the Society of out-of-pocket expenses incurred by the member; to which the member of the Society would be entitled if they were not a member of the Society.
- (4) (a) The Society will maintain a Gift Fund for its principal purposes as set out in rules 2(a), (b), (c), (f), (g) and (i) and the beneficiaries of which are in Australia:
- (i) to which gifts of money or property for those purposes are to be made; and
 - (ii) to which any money received by the Society because of such gifts is to be credited; and
 - (iii) that does not receive any other money or property.
- (b) The Society must use the following only for its principal purposes as set out in rules 2(a), (b), (c), (f), (g) and (i) and the beneficiaries of which are in Australia:
- (i) gifts made to the Gift Fund; and
 - (ii) any money received because of such gifts.
- (c) If the Gift Fund is wound up or if the endorsement (if any) of the Society as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it must be transferred to an institution, fund or authority to which income tax deductible gifts can be made.

ALTERATION OF OBJECTIVES AND RULES

36. The statement of objects and these Rules may be altered, rescinded or added to only by a special Resolution of the Society.

COMMON SEAL

37. (1) The common seal of the Society will be kept in the custody of the Public Officer.
- (2) The common seal must be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer or Secretary.

CUSTODY OF BOOKS

38. Except as otherwise provided by these Rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

INSPECTION OF BOOKS, ETC

39. The records, books and other documents of the Society will be open to inspection, free of charge, by a member of the Society at any reasonable hour.

SERVICE OF NOTES

40. (1) For the purpose of these rules, 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 these rules, 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

SURPLUS PROPERTY

41. That in the event of the winding up of the Society all surplus funds of the Society will be disbursed to organisations that are, and remain at the time of wind-up of the Society, tax deductible gift recipients, recognised by the Australian Taxation Office. This special resolution (passed at the Annual General Meeting 23.10.2003) rescinds all previous resolutions relating to the disbursement of funds following wind-up of the Society.

(41.1) For the purposes of meeting the requirements of the Australian Tax Office at least one tax deductible gift recipient must be identified as the subject of the wind-up clause. These named organisations must remain tax deductible gift recipients at the time of wind-up in order to be a recipient of residual funds of the Society. The organisations are:

- (41.1.1) the Macfarlane Burnet Institute for Medical Research and Public Health
or
- (41.1.2) the Millennium Foundation.

As amended 18.10.2007