

Constitution

**Australasian Association of
Nuclear Medicine Specialists
(AANMS)**

ACN 158 642 267

Ratified AGM 18 June 2021

TABLE OF CONTENTS

	Page
1. INTRODUCTION	1
2. OBJECTIVES	1
2.1 Promotion and Advocacy Functions	1
2.2 Scientific Function.....	1
2.3 Enablement and Development Functions.....	1
3. INCOME APPLIED FOR THE PURPOSE OF THE OBJECTIVES.....	1
4. MEMBERSHIP	2
4.1 Membership Categories.....	2
4.2 Eligibility & Admission.....	2
4.3 Membership Undertaking.....	3
4.4 Liability of Members	3
4.5 Member Rights.....	3
4.6 No Transfer of Membership.....	3
4.7 Membership Fees.....	3
4.8 Register of Members.....	4
4.9 Change of Member Details	4
4.10 Power of Attorney.....	4
4.11 Ceasing to be a Member	4
5. GENERAL MEETINGS	5
5.1 Convening Meetings – Annual and Special	5
5.2 Ordinary and Special Business	6
5.3 Notice of Meeting	6
5.4 Content of Notice of General Meetings	7
5.5 Failure to give Notice	7
5.6 Use of Technology.....	7
5.7 Quorum.....	7
5.8 Chairperson of General Meeting.....	7
5.9 Adjournment	8
5.10 Postponement.....	8
5.11 Voting.....	8
5.12 Proxies.....	8
5.13 Taking a Poll	9
5.14 Circular Resolution	9
6. BOARD OF DIRECTORS	9
6.1 Number of Directors	9
6.2 Board.....	10
6.3 Eligibility to be a Director.....	10

TABLE OF CONTENTS

(continued)

	Page
6.4	Director Nomination10
6.5	Appointment and Removal of Directors11
6.6	Term of Office of Directors11
6.7	Retirement of Directors11
6.8	Casual Vacancies12
6.9	Vacation of Office of Director12
6.10	President, Vice President, Treasurer and Immediate Past President12
6.11	Director Remuneration and Reimbursement13
6.12	Directors Interest13
7.	BOARD POWERS 14
7.1	Management Vests in the Board.....14
7.2	Power to Appoint a Chief Executive Officer/General Manager14
7.3	Power to Appoint Secretary.....14
8.	BOARD MEETINGS 14
8.1	Number of Meetings14
8.2	Convening Meetings – Special and Ordinary15
8.3	Quorum15
8.4	Voting15
8.5	Use of Technology15
8.6	Circulating Resolution15
8.7	Minutes15
8.8	Validity of Acts16
9.	COMMITTEES AND BY-LAWS 16
10.	ADMINISTRATION..... 16
10.1	Change of Name.....16
10.2	Amendment to Constitution16
10.3	Audit and Accounts16
10.4	Records and Inspections17
10.5	Service of Notices.....17
10.6	Execution of Documents17
10.7	Indemnity and Insurance17
10.8	Winding Up18
10.9	Interpretation.....18
10.10	Application of the Corporations Act.....19
10.11	Replaceable Rules19
10.12	Transitional19

INTRODUCTION

1. Introduction

The Australasian Association of Nuclear Medical Specialists (AANMS) is a representative body of medical practitioners working to promote and advance the clinical practice of nuclear medicine for both diagnosis and therapy.

OBJECTIVES

2. Objectives

The Association is established to pursue the following objectives on a non-profit basis.

2.1 Promotion and Advocacy Functions

- (a) to be a representative body of medical practitioners working to promote and advance the clinical practice of nuclear medicine for both diagnosis and therapy;
- (b) to advise and consult with appropriate authorities including collaboration with other representative medical bodies on all matters pertaining to Nuclear Medicine; and
- (c) to promote and facilitate networking amongst Nuclear Medicine specialists.

2.2 Scientific Function

- (a) to serve as a scientific institution for the advancement of Nuclear Medicine in clinical practice that:
 - (i) utilises properties of radioactive nuclides to make diagnostic evaluation of physiologic and/or anatomic conditions of the body;
 - (ii) provide radionuclide therapy with unsealed radioactive sources; and
 - (iii) includes, without limitation, molecular imaging and related fields;
- (b) to initiate, guide and evaluate training programs in Nuclear Medicine;
- (c) to support and promote the provision of high quality Nuclear Medicine; and
- (d) to support and promote high quality research in Nuclear Medicine.

2.3 Enablement and Development Functions

- (a) to do all things incidental and necessary to achieve the above objectives including, without limitation, providing training to staff and entering into arrangements with third parties as necessary;
- (b) to seek funding and donations from business, the community, State and Commonwealth governments and other entities which are to be solely applied to achieve the above objectives; and
- (c) to develop and encourage a membership involved in all matters concerning the sustainability and application of Nuclear Medicine.

NOT FOR PROFIT NATURE OF THE ASSOCIATION

3. Income applied for the purpose of the Objectives

3.1.1 Subject to clause 3.1.2, the income and property of the Association:

- (a) must be applied solely towards the Objectives; and
- (b) must not be paid or given directly or indirectly, by way of dividend, bonus or otherwise to any Member.

- 3.1.2 Clause 3.1.1 does not prevent the Association from paying a Member or Officer a reasonable and proper amount with the Board's prior approval in good faith for:
- (a) goods or services supplied to the Association;
 - (b) reasonable and proper interest on money loaned to the Association; or
 - (c) rent for premises let to the Association,
- in the ordinary course of business

MEMBERSHIP

4. MEMBERSHIP

4.1 Membership Categories

- 4.1.1 The membership of the Association will comprise of:
- (a) Honorary Life Members;
 - (b) Full Members;
 - (c) Training Members; and
 - (d) Retired Members.
- 4.1.2 An Honorary Life Member is a medical specialist who has in the determination of the Board, made outstanding contributions to the Association in the field of Nuclear Medicine during their membership.
- 4.1.3 A Full Member is a medical specialist who has completed advanced training in Nuclear Medicine.
- 3.1.4 A Trainee Member is a medical specialist who has commenced and is in the process of completing, but has not completed, the Committee for Joint College Training (CJCT) Advanced Training in Nuclear Medicine Program.
- 4.1.5 A Retired Member is a medical specialist who is, in the determination of the Board, eligible for this category of membership.

4.2 Eligibility & Admission

- 4.2.1 The Members of the Association are:
- (a) the persons who consented to become Members in the application for registration of the Association;
 - (b) those Members of the Association whom the Board admits in accordance with this Constitution; and
 - (c) those whose names are entered into the Association's Register as Members.
- 4.2.2 Two or more persons cannot be registered as holding a single membership interest.
- 4.2.3 Application for membership must be signed by the applicant and received on a Board approved form, which may vary from time to time.
- 4.2.4 The Directors, or an authorised committee thereof, will consider each application for membership at the next Directors' meeting. In considering an application for membership, the Directors may:
- (a) accept or reject the application in their absolute discretion; or

- (b) ask the applicant to give more evidence of eligibility for membership.
- 4.2.5 If the Directors ask for more evidence under clause 4.2.4, their determination of the application for membership is deferred until the evidence is provided.
- 4.2.6 The Directors do not have to give any reason for accepting or rejecting an application, or matters relating to that application, for membership.
- 4.2.7 In line with the Corporations Act 2001 (Cth) and any regulations made under that statute, the Board may vary or cancel the rights of Members in any category. The Association must give written notice of such variation or cancellation of rights to Members within seven days of the variation or cancellation being made.

4.3 Membership Undertaking

- 4.3.1 Every Member undertakes to:
 - (a) comply with this Constitution and any regulations, policies or standards of the Association in force from time to time; and
 - (b) promote the Objectives, interests and standing of the Association.

4.4 Liability of Members

- 4.4.1 The liability of Members is limited to the amount of the guarantee in clause 4.4.2.
- 4.4.2 Each Member undertakes to contribute an amount of \$25 to the property of the Association if the Association is wound up while the Member is a Member or within one year after the Member ceases to be a Member, in accordance with clause 10.8.1.

4.5 Member Rights

Members have the right to receive notice of and attend general meetings and speak to the business of that meeting which is set out in the agenda for that meeting.

4.6 No Transfer of Membership

A person's membership rights and privileges:

- (a) apply only whilst the person is a Member; and
- (b) are personal and may not be transferred, shared or transmitted.

4.7 Membership Fees

- 4.7.1 The Board may from time to time determine the Membership fee payable by each Member or each category of Member.
- 4.7.2 Annual Fees for current Members (being Members as at 31 December 2020) are due and payable 1 January each calendar year. A notice for annual fees due will be sent electronically to Members 30 days before the payment is due.
- 4.7.3 The annual Membership Fee for new Members (being Members accepted from 1 January 2021) will be due and payable on the anniversary date of acceptance. A notice for annual fees due will be sent electronically 30 days before the payment is due.

- 4.7.4 New Members must pay their Membership Fee within 30 days of notification of their acceptance into the Association. The Board may cancel the acceptance of membership if the fee is not paid in accordance with this clause.
- 4.7.5 The title “Fellow” of the Association can only be used by current Members whose fees are fully paid in accordance with their membership.
- 4.7.6 The Board may only determine and impose an extraordinary financial levy on:
- (a) each Member if and subject to a Special Resolution of the Members; or
 - (b) each category of Member, if and subject to a Special Resolution of that category of Member.
- 4.7.7 If a Member does not pay their Membership Fee and, if required, the extraordinary financial levy (or both) within 30 days after it becomes due, the Directors:
- (a) will notify the Member and request immediate payment; and
 - (b) if the Membership Fee or the extraordinary financial levy (or both) remain unpaid 14 days from the date of that notice, may declare the membership forfeited and remove the Member from the Register of Members.

4.8 Register of Members

- 4.8.1 The Association must maintain a Register of Members in accordance with the Corporations Act which contains the following details for current and former Members:
- (a) name and address;
 - (b) email address for notices; and
 - (c) membership start and end dates.
- 4.8.2 Separate to the Register of Members, the Association may, but is not obliged to, maintain a database of personal Member details which are not used for notices.

4.9 Change of Member Details

A Member must notify the Association if the Member’s details for notices change within 28 days of the change.

4.10 Power of Attorney

If a Member executes, or proposes to execute any document, or do any act by or through an attorney which affects the Association or the Member's membership in the Association, that Member must deliver the instrument appointing the Attorney to the Association for notation.

4.11 Ceasing to be a Member

- 4.11.1 A person’s name will be removed from the Register of Members, and the person will cease to be a Member, if:
- (a) the Member gives the Secretary written notice of resignation, from the date of receipt of that notice;
 - (b) the Board resolves to terminate the membership of any Member:
 - (i) who fails to comply with the membership requirements; or

- (ii) whose status or conduct renders it undesirable that the Member continue to be a Member, including (without limitation) if the Member brings the reputation of the Association into disrepute and/or if the Member breaches the Member Code of Conduct,

only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to respond;

- (c) the Member does not pay their Membership Fee and, if required, the extraordinary financial levy (or both) and clause 4.7.7 applies;
- (d) the Member ceases paying any other amounts owed to the Association, and the Association has given the Member reasonable notice and time to pay;
- (e) the Member dies;
- (f) the Member (except a Honorary Life or Retired Member) ceases to hold necessary medical registration/s;
- (g) the Member becomes bankrupt;
- (h) the Member becomes of unsound mind;
- (i) the Member is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

4.11.2 Any Member ceasing to be a Member will not be entitled to any refund for any fees and will remain liable for any outstanding fees due.

GENERAL MEETINGS

5. GENERAL MEETINGS

5.1 Convening Meetings – Annual and Special

5.1.1 General meetings other than annual general meetings are called special general meetings.

5.1.2 The Board must convene and hold an annual general meeting within five months of the end of the Financial Year or in accordance with the Corporations Act, should that timeline vary.

5.1.3 The Board must convene and hold annual and special general meetings of the Members as required by the Corporations Act, and as follows:

- (a) if called by the majority of Directors; or
- (b) on the request of Members totalling at least 5% of the votes that may be cast at the general meeting. The percentage is to be determined as at midnight on that day, before the request is given to the Association. The request must:
 - (i) be in writing or secure electronic form. Separate and/or electronic copies of the document setting out the request may be used for signing by Members if the wording is identical in each copy;
 - (ii) state any resolution to be proposed at the meeting; and
 - (iii) be signed by the Members making the request.

5.1.4 On receipt of the request under clause 5.1.3(b) the Directors may invite submissions from and liaise with the nominated representative/s of those Members requesting the general meeting to endeavour to resolve the issues giving rise to the request.

- 5.1.5 Should the parties be unable to resolve the issues within 21 days of receipt of the request, the Directors will call a general meeting. The meeting must be held within two months of receiving the request at such time and place as the Directors may determine. The Members requesting the meeting must pay the expenses of calling and holding it.
- 5.1.6 If the Directors fail to call the meeting as outlined in clause 5.1.5, Members with more than 50% of the votes of the Members who made the original request may call and arrange to hold a general meeting. The meeting must be called in the same way, so far as possible, in which all general meetings of the Association are called under this clause 5. The meeting must be held no later than three months after the request was originally received by the Association. The Members may request from the Association the Register of Members, of which the Association must comply. The Association must pay all reasonable expenses the Members incurred in the event the Directors fail to call and hold the meeting.

5.2 Ordinary and Special Business

- 5.2.1 The ordinary business of an annual general meeting is to consider:
- (a) the Association's activities and finances since the last preceding annual general meeting;
 - (b) confirm the minutes of the last preceding annual general meeting and of any other general meeting held since the last annual general meeting;
 - (c) the annual financial report, President's report and auditor's report;
 - (d) the election of Directors;
 - (e) the appointment of an auditor; and
 - (f) the auditor's remuneration.
- 5.2.2 Special business means:
- (a) for an annual general meeting, business which is not ordinary pursuant to clause 5.2.1; and
 - (b) for a special general meeting, all business specified in the notice of the meeting under clause 5.3.

5.3 Notice of Meeting

- 5.3.1 Written notice of a general meeting must be given in accordance with this Constitution to:
- (a) every Member;
 - (b) every Director; and
 - (c) the auditor (if any).
- 5.3.2 At least 21 days' notice of any general meeting must be given specifying the place, date and time of the meeting.
- 5.3.3 The Association can call a meeting at shorter notice if:
- (a) all Members entitled to attend and vote at an annual general meeting agree beforehand; or
 - (b) Members with at least 95% of the votes that may be cast at a special general meeting agree beforehand.
- 5.3.4 Notice of every general meeting must be in writing and given to every Director and every Member entitled to attend who has supplied an email address for notices from the Association.

5.4 Content of Notice of General Meetings

5.4.1 A notice of a General Meeting must:

- (a) specify the place, date and time for the general meeting (and, if the meeting is to be held in 2 or more places in accordance with clause 5.6, the technology that will be used to facilitate this);
- (b) state the general nature of the business to be transacted at the general meeting;
- (c) if a Special Resolution is to be proposed at the general meeting, set out an intention to propose the Special Resolution and state the resolution; and
- (d) contain a statement of:
 - (i) each Member's right to appoint a proxy; and
 - (ii) the fact that a proxy need not be a Member of the Association.

5.5 Failure to give Notice

5.5.1 Any resolution passed at a general meeting is not invalidated by:

- (a) the accidental omission to give notice of a general meeting to any Member or non-receipt of that notice by a Member; or
- (b) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument.

5.6 Use of Technology

5.6.1 General meetings may be held in more than one place, provided that the technology that is used enables each Member present at all places the meeting is held to hear or hear and read the communication of all other participants and is able to vote.

5.6.2 The general meeting is taken to be held where the Chairperson of the general meeting conducts the general meeting. All proceedings conducted in accordance with this clause 5.6 are as valid as if conducted at a single gathering of a quorum of those entitled to be present.

5.7 Quorum

5.7.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business. A Member is considered present at a meeting, either in person, by proxy or attorney, including at a different venue from the venue at which other Members are participating in the same meeting, providing the pre-requisites for a valid meeting at different venues are observed.

5.7.2 A quorum of Members is ten.

5.8 Chairperson of General Meeting

5.8.1 The President, or in the absence of the President, the Vice-President will chair the meeting.

5.8.2 The Directors present may elect a Chairperson of a general meeting if:

- (a) there is no President or Vice-President within 15 minutes after the time appointed for holding the general meeting; or
- (b) the President or Vice-President is unwilling to act as a Chairperson of the general meeting.

- 5.8.3 If no election is made under clause 5.8.2 then:
- (a) the Members may elect one of the Directors present as Chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as Chairperson.
- 5.8.4 If there is a dispute at a general meeting about a question of procedure, the Chairperson of that general meeting may determine the question.

5.9 Adjournment

- 5.9.1 The Chairperson:
- (a) may, with the consent of any general meeting at which a quorum is present; and
 - (b) must, if directed by the majority of Members at any general meeting at which a quorum is present, adjourn the general meeting to some other time and place.
- 5.9.2 The adjourned meeting may only transact unfinished business from the original meeting.
- 5.9.3 If the meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as required for the original meeting.

5.10 Postponement

- 5.10.1 The Board may postpone, relocate or cancel a general meeting which it convened by giving at least five days' notice to the Members.
- 5.10.2 Clause 5.10.1 does not apply to meetings convened by Members, by individual Directors or by court order.

5.11 Voting

- 5.11.1 Only Honorary Life Members and Full Members are entitled to vote at general meetings.
- 5.11.2 A Member is not entitled to vote at a general meeting if the Member's Membership Fees are more than one month in arrears at the date of the meeting.
- 5.11.3 A Member is entitled to one vote.
- 5.11.4 Subject to the Corporations Act in relation to Special Resolutions, a resolution is passed by the majority of the votes cast by Members, entitled to vote on the resolution and who vote, at that meeting.
- 5.11.5 Any objection must be referred to the Chairperson of the general meeting whose decision is final.

5.12 Proxies

- 5.12.1 A Member may appoint another Member as proxy to act on the Member's behalf at any general meeting at which that Member may attend and vote. The proxy appointment must be received by the Association 48 hours before the general meeting.
- 5.12.2 The proxy is valid if it is signed by the Member making the appointment and contains:
- (a) the Member's name;
 - (b) the Association name;
 - (c) the proxy's name and office held by the proxy; and

- (d) the meetings at which the appointment may be used.

Electronic signatures and/or email from the Member's registered email addresses are accepted.

- 5.12.3 The proxy may not vote on a show of hands but may demand or join in demanding a poll.
- 5.12.4 The proxy's appointment is valid at an adjourned meeting.
- 5.12.5 A proxy may be appointed for all or a number of general meetings or for a particular purpose.
- 5.12.6 A vote cast in accordance with the appointment of a proxy is valid even if before the vote was casted the appointor:
 - (a) died;
 - (b) became mentally incapacitated; or
 - (c) revoked the proxy or power.

5.13 Taking a Poll

- 5.13.1 A poll will be taken when and in the manner that the Chairperson directs.
- 5.13.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 5.13.3 The Chairperson may determine any dispute about the admission or rejection of a vote.
- 5.13.4 The Chairperson's determination if made in good faith, will be final.
- 5.13.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.
- 5.13.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

5.14 Circular Resolution

The Board may, if it thinks fit, submit any question or resolution to the vote of all Members entitled to vote at a general meeting by circular resolution, unless the Corporations Act requires a special or ordinary resolution to be passed at a general meeting.

BOARD

6. Board of Directors

6.1 Number of Directors

- 6.1.1 There will be no less than five and no more than ten Directors unless the Association in a general meeting by Special Resolution, subject to the Corporations Act, changes the minimum or maximum number of Directors.
- 6.1.2 The ten Directors can include up to two General Board Directors who are not Members of the Association, but rather, skill-based appointments who hold values and interests that are consistent with the Objectives of the Association and whose skills, expertise and experience will make a valuable contribution to the Association.
- 6.1.3 For the avoidance of doubt, General Board Directors are not entitled to vote at general meetings.

6.2 Board

- 6.2.1 In this Constitution, a Director means a person appointed or elected to the office of director of the Association.
- 6.2.2 The Directors acting as the board shall consist of the following:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer;
 - (d) the Immediate Past President;
 - (e) at least one, and up to six other directors, who do not hold one of the above positions;
- 6.2.3 All Directors must act in accordance with the Association's Director Code of Conduct.

6.3 Eligibility to be a Director

- 6.3.1 A person is only eligible for election (or re-election) or appointment (or re-appointment) as a Director if the person:
- (a) except in the case of General Board Directors:
 - (i) is a Member; and
 - (ii) is not in arrears in payment of their Membership Fees or any extraordinary financial levy at the time of the election; and
 - (b) is otherwise not precluded from nomination and acting as a Director under the Corporations Act.
- 6.3.2 General Board Directors elected under clause 6.1.2 are eligible for re-election or re-appointment as a General Board Director only and cannot hold a position as an Office Bearer of the Board, as defined under clause 6.10.2.
- 6.3.3 A person is only eligible for appointment as the Immediate Past President if he or she meets the condition under clause 6.10.4.

6.4 Director Nomination

- 6.4.1 A Member may be nominated for election to more than one board position on the Board of Directors, but a Member who has been elected to a board position on the Board of Directors is ineligible to be elected, appointed or to otherwise hold any other board position on the Board of Directors at the same time.
- 6.4.2 A Member (other than a retiring Director) is not eligible for election as a Director at a general meeting unless that nominated Member (the Nominee), or a Member who intends to nominate that Member, has notified the Board at least 30 days before the date of election, giving:
- (a) the Nominee's consent to the nomination; and
 - (b) stating either that the Nominee is a candidate for the office of Director and specifying the board position for which the Nominee is a candidate.

Nominations will be accepted electronically.

- 6.4.3 A nomination which fails to specify the board position for which the Nominee is a candidate shall be deemed to be a nomination for the board position of Ordinary Director.

6.4.4 A written notice referring to all Director vacancies and each candidate for election and the board position for which they are seeking election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

6.5 Appointment and Removal of Directors

6.5.1 The Association may pass a resolution in a general meeting to:

- (a) appoint new Directors in respect of any of the Board positions with the exception of the Immediate Past President;
- (b) subject to clause 6.1.1, increase or reduce the number of Directors;
- (c) remove any Director before the end of the Director's period of office; and
- (d) appoint another person in place of the Director.

6.5.2 If the number of eligible Nominees for election to each of the Board positions:

- (a) does not exceed the number of vacancies available, the Nominee or Nominees will be deemed to have been duly elected and will be declared as such at the general meeting; or
- (b) exceeds the number of vacancies available, the Directors must conduct a ballot prior to the relevant general meeting in accordance with procedures it determines from time to time.

6.5.3 If two or more eligible Nominees for election to a Board position receive an equal number of votes, the successful candidate will be determined by a random lot, in a method to be determined by the Directors from time to time.

6.5.4 If the conduct or position of any Directors is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Association, a majority of the Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.

6.5.5 Within 14 days of that suspension, the Directors must call a general meeting, at which Members may either confirm the suspension and remove the Director from office, in accordance with clause 6.5.1(c) or annul the suspension and reinstate the Director.

6.6 Term of Office of Directors

6.6.1 A Director appointed under clause 6.5 holds office for the period specified at the time of their appointment, but only to a maximum of two years, and is then eligible for re-election or further appointment.

6.6.2 A Director of the Board may hold office for a maximum of four consecutive terms, unless the Director is retiring as President to hold the position of Immediate Past President as outlined in clause 6.10.4.

6.7 Retirement of Directors

6.7.1 At each annual general meeting of the Association after the first annual general meeting, one quarter of the Directors for the time being, or, the number nearest one quarter, must retire from office.

6.7.2 The Directors to retire at an annual general meeting are those who have been longest in office since their last election. If two or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree amongst themselves.

6.7.3 A Director retiring at an annual general meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as a Director throughout the meeting at which that Director retires.

6.7.4 A Director may retire from office by giving notice in writing to the Association of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Association and the expiration of the period, if any, specified in the notice.

6.8 Casual Vacancies

6.8.1 The Directors may at any time, by a vote of a majority of Directors, appoint a person to be a Director to fill a casual vacancy, or as an addition to the existing number of Directors.

6.8.2 The total number of Directors may not exceed the number fixed in accordance with clause 6.1.1.

6.8.3 A Director appointed under this clause will hold office until the next general meeting where that Director must stand for election.

6.9 Vacation of Office of Director

6.9.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this Constitution, the office of a Director becomes automatically vacant if any of the following occurs:

- (a) if the Director becomes bankrupt;
- (b) if the Director becomes of unsound mind or is a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (c) if the Director is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) if the Director becomes prohibited from being a Director by reason of an order made under, or otherwise pursuant to the Corporations Act;
- (e) if the Director resigns his/her office by notice in writing to the Secretary;
- (f) if the Director is absent without applying for extended leave from the Board, for three or more meetings within a twelve month period. Meetings include the annual general meeting and Director meetings held during that period; or
- (g) if the Director dies.

6.10 President, Vice President, Treasurer and Immediate Past President

6.10.1 The President, Vice-President, Treasurer and Immediate Past President shall be elected and removed in accordance with clause 6.5.1(a) to serve their term in accordance with clause 6.6.

6.10.2 The President, Vice-President and Treasurer are the Office Bearers for the purposes of this Constitution.

6.10.3 If a vacancy occurs amongst the Office Bearers, the Board must elect a person to fill that vacancy from its numbers. That person will hold office for the remainder of the term of the person he/she replaces, provided that he/she remains a Director.

6.10.4 The Immediate Past President shall be the person who held the position of President immediately prior to their retirement under clause 6.7 and who has given consent to be appointed as the Immediate Past President. The Immediate Past President can serve a fifth term in this role and is the only Director eligible to serve that additional term. Should such person be unavailable, unable or

unwilling to be appointed as the Immediate Past President, the role will remain vacant until it is eligible to be filled.

The person, if any, who previously held that position shall be deemed to have retired.

- 6.10.5 The positions of President, Vice-President and Treasurer may be filled in accordance with clause 6.8 in the event of a casual vacancy.
- 6.10.6 The President is ineligible to be elected or re-appointed to the position of President for a second consecutive term.
- 6.10.7 The President shall, subject to the provisions of this Constitution and the Corporations Act, act as Chairperson of the Board and the general meetings.
- 6.10.8 The Vice President shall, subject to the provisions of this Constitution and the Corporations Act, act in the place of the President as Chairperson of the Board and the general meetings if the President is unable to do so.

6.11 Director Remuneration and Reimbursement

6.11.1 The Directors may be paid:

- (a) for all reasonable out of pocket expenses incurred by the Director in their performance of any duty as Director, subject to Board approval;
- (b) for any services rendered to the Association by the Director in a professional or technical capacity, other than that as Director with prior approval of the Board. This payment would be made at commercially reasonable rates.

6.12 Directors Interest

6.12.1 A Director who has a material personal interest that relates to the affairs of the Association must give other Director's notice of that interest unless otherwise provided by the Corporations Act.

6.12.2 This notice must:

- (a) give details of the nature and extent of the interest;
- (b) the relation of the interest to the affairs of the Association; and
- (c) be given at a meeting of the Board as soon as practicable after becoming aware of their interest in the matter.

6.12.3 The details under clause 6.12.2 must be recorded in the minutes of the meeting.

6.12.4 A Director with material personal interest in a matter being considered by the Board must not:

- (a) remain present while the matter is being considered, or
- (b) vote on the matter.

BOARD POWERS

7. Board Powers

7.1 Management Vests in the Board

- 7.1.1 Subject to the exercise by the Board of the powers contained in this Constitution, the Board manages the Association and directs the affairs of the Association. The Board may exercise all such powers and do all such acts as are not by this Constitution or the Corporations Act directed or required to be done by the Members in General Meeting or otherwise.
- 7.1.2 The Board has power, subject to the Corporations Act and this Constitution, to perform all such acts and things including the determination of policies and procedures as appear to the Board to be necessary for the proper management of the Association.
- 7.1.3 Subject to the provisions of the Corporations Act and this Constitution the Board may, by resolution, authorise any person as the Board thinks fit to exercise any powers of the Board which are delegable at law.

7.2 Power to Appoint a Chief Executive Officer/General Manager

- 7.2.1 The Board must appoint a Chief Executive Officer/General Manager of the Association and must ensure that the role is filled at all times.
- 7.2.2 The Chief Executive Officer/General Manager shall have such roles, powers, duties and responsibilities as the Board may grant and require. The Board must ensure that those roles, powers, duties and responsibilities are recorded in a contract with the Chief Executive Officer/General Manager.
- 7.2.3 The Board must ensure that there is a clear statement of delegation, and the limits of that delegation, to the Chief Executive Officer/General Manager at all times.
- 7.2.4 The Chief Executive Officer/General Manager need not be a Director or Member of the Association.

7.3 Power to Appoint Secretary

- 7.3.1 The Directors will appoint a secretary on the terms and conditions, as to remuneration and otherwise, determined by the Directors.
- 7.3.2 The Directors may also suspend or remove the Secretary.
- 7.3.3 The Secretary is entitled to attend and be heard on any matter at all Directors and general meetings.
- 7.3.4 The Secretary need not be a Member of the Association.
- 7.3.5 The Secretary must give the Association a signed written consent to act as Secretary before being appointed as a Secretary.

BOARD MEETINGS

8. Board Meetings

8.1 Number of Meetings

The Board of Directors will meet at a minimum of four times per year. These meetings can be conducted by electronic means.

8.2 Convening Meetings – Special and Ordinary

- 8.2.1 The Secretary must convene a special meeting of the Board if requested to do so by the Chairperson or any two Directors.
- 8.2.2 The Secretary must give at least 48 hours written notice of the special meeting. The notice must specify the general nature of the business to be transacted at that meeting. No other business can be transacted at such a meeting.
- 8.2.3 The Secretary must ensure that notice of an ordinary meeting of the Board is served on each Director by delivering it electronically to the Director at his or her usual or last known email address at least five days before the meeting.

8.3 Quorum

- 8.3.1 A quorum is the majority of the total number of Directors currently on the Board at the time of the meeting.
- 8.3.2 Where a quorum cannot be reached for two consecutive Directors meetings (Failed Meetings) before the Director's meeting in question (Current Meeting), the quorum shall be the majority of those present at the Current Meeting.

8.4 Voting

- 8.4.1 Questions arising at a meeting of the Board of Directors are to be decided by a majority of votes of the Directors present and voting subject to clause 8.3.1.
- 8.4.2 Each Director has one vote. Directors are not entitled to appoint an alternate Director.
- 8.4.3 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

8.5 Use of Technology

- 8.5.1 A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- 8.5.2 All Directors who participate in meetings via electronic means are taken to be present and are entitled to vote at the meeting.

8.6 Circulating Resolution

- 8.6.1 The Directors may pass a resolution without a Board meeting being held if 75% of Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed upon signature of the required 75% of Directors.
- 8.6.2 For the purposes of this clause 8.6 separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. Any document referred to in this clause may be in the form of electronic transmission.
- 8.6.3 A resolution recorded under this clause 8.6 must be recorded in the Association's minutes.

8.7 Minutes

- 8.7.1 Minutes of all meetings must record:
 - (a) all persons present at Director and Committee meetings;

- (b) all proceedings and resolutions;
- (c) all appointments; and
- (d) all disclosure of interests.

8.8 Validity of Acts

An act or decision of the Board of Directors will not be invalid by reason only of a defect or irregularity in connection with the appointment or election of a Director or a vacancy in the membership of the Board.

COMMITTEES AND BY-LAWS

9. Committees and by-laws

- 9.1.1 The Board has the power to establish either special or standing committees as they see fit to conduct the business of the Association.
- 9.1.2 At least one member of the Committee must be a Director.
- 9.1.3 The Committee will have established delegation of power as outlined in the Committee's terms of reference. They must conduct the business of the Committee in line with the terms of reference and this Constitution.
- 9.1.4 The Directors may make or adopt by-laws with respect to any matter or circumstances for the purposes of giving effect to any provision of the Constitution or generally for the purpose of carrying out the objects of the Association, which shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over any by-laws made or adopted in accordance with this clause.

ADMINISTRATION

10. Administration

10.1 Change of Name

- 10.1.1 The Members may change the Association's name by Special Resolution in accordance with the Corporations Act.

10.2 Amendment to Constitution

- 10.2.1 The Members may amend this Constitution by Special Resolution and in accordance with the Corporations Act.

10.3 Audit and Accounts

- 10.3.1 The Board must cause:
 - (a) proper accounting and other records to be kept in accordance with the requirements of the Corporations Act; and
 - (b) financial statements to be prepared and audited before each annual general meeting as required by the Corporations Act.

10.3.2 A properly qualified auditor must be appointed, and the auditor's duties are regulated in accordance with the requirements of the Corporations Act.

10.4 Records and Inspections

10.4.1 A Member (other than a Director) is not entitled to inspect any document of the Association, except as provided by law or authorised by the Board.

10.5 Service of Notices

10.5.1 Notices must be given to every Member.

10.5.2 No other person is entitled to receive notice of a general meeting.

10.5.3 Notices must be in writing and may be given by sending it to the email address or address supplied for receiving notices.

10.5.4 Members outside of Australia must provide an email address on the Register of Members to receive notices.

10.5.5 A notice sent by email is deemed to have been given, on the next business day after it was sent.

10.5.6 Unless and until the Member provides a valid email address to the Association, all notices to be sent to that Member are taken to be given to the Member if the notice is displayed at the Association's registered office for 48 hours, and are taken to be served at the commencement of that period.

10.6 Execution of Documents

10.6.1 The Association may execute a document without the use of a seal if the document is signed by:

- (a) two Office Bearers; or
- (b) one Office Bearer and the Chief Executive Officer/General Manager; or
- (c) one Office Bearer and the Secretary, or as otherwise permitted under section 127 of the Corporations Act.

10.6.2 The execution of documents is to be advised to the Secretary and recorded in the contracts register. The Secretary will advise the Board of any inclusions at the next Board meeting.

10.7 Indemnity and Insurance

10.7.1 Indemnity of Officers

To the extent permitted by law and subject to the restrictions in S199A of the Corporations Act, the Association indemnifies current and former Officers against any liability incurred by the Officer in or arising out of:

- (a) the conduct of the Association's affairs or business, or
- (b) the discharge of the Officer's duties,

unless the liability arises out of conduct involving a lack of good faith as outlined in S181 of the Corporations Act.

10.7.2 Insurance

- (a) The Association must pay or agree to pay premiums for Directors' and Officers' insurance to insure current or former Officers against any Liability incurred by the Officer in or arising out of:

- (i) the conduct of the Association's affairs or business; or
 - (ii) the discharge of the Officer's duties.
- (b) In addition to the insurance required under clause 10.7.2, the Association may effect and maintain other insurance.

10.8 Winding Up

10.8.1 If the Association is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year;

undertakes to contribute to the property of the Association for the:

- (c) payment of debts and liabilities of the Association (in relation to clause 10.8.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding \$25.

10.8.2 If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation, to be determined by the Directors in their absolute discretion, which has objectives similar to the Objectives of the Association as amended from time to time, and which shall, by its constitution, prohibit the distribution of its income and property amongst its Members to an extent no less than under clause 3.1.1.

10.8.3 If, and only to the extent that any surplus remains which cannot be transferred under clause 10.8.2, that surplus will be given or transferred to another corporation which, by its constitution, is:

- (a) required to pursue charitable purposes only;
- (b) required to apply its profits (if any) or other income in promoting the Objectives; and
- (c) prohibited from making any distribution to its Members or paying fees to its Directors,

such corporation to be determined by the Members at or before the winding up and if required by law, by application to the Supreme Court of New South Wales for determination.

10.8.4 Where it furthers the Objectives of the Association to amalgamate with any one or more other organisations having similar objectives to the Objectives of the Association, the other organisation or organisations must have rules prohibiting the distribution of its income and property to members to an extent no less than under clause 3.1.1.

10.9 Interpretation

10.9.1 Unless the contrary intention appears in this Constitution:

- (a) words importing the singular include the plural, and words importing the plural include the singular;
- (b) words importing a gender include every other gender;
- (c) words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);

- (d) money amounts are stated in Australian currency unless otherwise specified;
- (e) "month" means calendar month and "year" means 12 consecutive months;
- (f) "include", "for example" and any similar expressions are not used, and must not be interpreted, as words of limitation;
- (g) a reference to a person includes that person's successors, legal personal representatives and permitted transferees;
- (h) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them;
- (i) a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under the statute;
- (j) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings; and
- (k) headings and bold text are for convenience only and do not affect its interpretation.

10.10 Application of the Corporations Act

10.10.1 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision of the Corporations Act.

10.10.2 In this Constitution, Special Resolution has the meaning given to that term in section 9 of the Corporations Act.

10.11 Replaceable Rules

10.11.1 The replaceable rules contained in the Corporations Act are displaced under section 135(2) of the Corporations Act and do not apply to the Association.

10.12 Transitional

10.12.1 Everything done under this Constitution of the Association continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.