



# **The HITH Society, Australasia Inc**

## ***Rules***

## TABLE OF CONTENTS

The HITH Society, Australasia Inc .....	1
Rules .....	1
PART 1 – PRELIMINARY.....	3
1. Name and Registered Office.....	3
2. Definitions and Interpretation .....	3
3. Objects.....	4
4. Powers.....	4
PART 2 – MEMBERSHIP.....	5
5. Members.....	5
6. Subscriptions .....	6
7. Members’ Liabilities .....	7
8. Resolution of Internal Disputes .....	7
9. Cessation of Membership .....	7
PART 3 – THE COUNCIL .....	7
10. Powers of the Council .....	7
11. Constitution and Membership of Council .....	7
12. Eligibility of Persons for Office .....	8
13. Election of Council Members .....	8
14. Terms of Office .....	9
15. Determination of Positions on Council .....	9
16. Honorary Treasurer.....	9
17. Honorary Secretary.....	9
18. Public Officer .....	9
19. Casual Vacancies .....	10
20. Council Proceedings .....	10
21. Committees.....	11
PART 4 – GENERAL MEETINGS .....	11
22. Annual General Meeting – Holding of .....	11
23. Annual General Meetings – Calling of and Business at .....	11
24. Special General Meetings – Calling of .....	12
25. Notice.....	12
26. Procedure .....	13
27. Presiding Member.....	13
28. Adjournment .....	13
29. Making of Decisions.....	13
30. Special Resolution .....	14
31. Voting.....	14
32. Appointment of Proxies.....	14
PART 5 - MISCELLANEOUS .....	15
33. Administration of Association.....	15
34. Insurance .....	15
35. Funds – Source .....	15
36. Funds – Management.....	15
37. Accounts and Audit.....	15
38. Records to be kept.....	16
39. Custody of Books.....	17

40. Inspection of Records .....	17
41. Divisions .....	17
42. Seal.....	18
43. Execution of Documentation .....	19
44. Indemnity of Members, Members of Council and Employees .....	19
45. Dissolution of the Association .....	19
46. Legal Effect of Rules.....	19
47. Interpretation.....	19
48. Notices.....	19
49. By-Laws .....	20
50. Alteration or Rescission of Rules .....	20

## **PART 1 – PRELIMINARY**

### **1. Name and Registered Office**

1.1 The name of the Society is “HITH Society, Australasia Inc.”

1.2 The registered office of the Society is located at Rm 16 Grnd Flr, McNevin-Dickson Building, Prince of Wales Hospital, Randwick NSW 2031.

### **2. Definitions and Interpretation**

2.1 In these Rules, unless the context otherwise requires:

“**HITH**” means Hospital in the Home

“**Act**” means the Associations Incorporation Act, 1984 (NSW).

“**Annual General Meeting**” means the meeting of Members referred to in **Rule 22**.

“**Council**” means the board of directors and governing committee of the Society.

“**Council members**” means the members of the Council from time to time, consisting of the Office bearers and the General Councillors.

“**Code of Practice**” means any code of ethics and good business practices amongst Members which the Society may have established or adopted.

“**Director-General**” means the Director-General of the New South Wales Office of Fair Trading.

“**General Councillor**” means a Council member other than an Office-bearer.

“**Honorary Secretary**” means the person holding office under these Rules as honorary secretary of the

Society or where no such person holds that office then the Public Officer.

“**Honorary Treasurer**” means the person holding that office on the Council from time to time.

“**Member**” means a natural person who is a member of the Society in accordance with these Rules.

“**Objects**” means the purposes and aims of the Society as set out in **Rule 3**.

“**Office-bearers**” means those persons who from time to time hold the Council positions referred to in

**Rules 11.1 (a) and (b) and 15.1** and “**Office**” means one of those positions.

“**Operative Date**” means the date these Rules are adopted by the Society.

“**Public Officer**” means the person appointed by the Council to fill that position from time to time as required by the Act.

“**Register**” means the register of Members maintained pursuant to these Rules.

“**Registered Office**” means the registered office of the Society from time to time and which, at the Operative Date, has the location identified in **Rule 1.2**.

“**Regulations**” means the regulations prescribed from time to time under the Act.

“**Rules**” means the rules pursuant to which the Society is governed as constituted by this document at the Operative Date and as may be later amended from time to time pursuant to **Rule 50**.

“**Society**” means the Hospital in the Home Society, Australasia Inc. (or as it may otherwise be named from time to time), an association incorporated under the Act (with registration no. Y1816714) for the purposes set out in the Objects.

“**Special General Meeting**” means a general meeting of Members other than an Annual General Meeting.

“**Special Resolution**” means a resolution of Members as described in **Rule 30**.

2.2 In these Rules, unless the context otherwise requires:

(a) the singular number includes the plural number and vice versa;

(b) words importing one gender include the other gender;

(c) a reference to a “person” includes an individual, firm, company, corporation or unincorporated body of persons, association, organization or group (in each case, whether or not having separate legal personality);

(d) headings are for convenience only and shall not affect interpretation;

(e) references to any statute or statutory provision shall include any statute or statutory provision which amends or replaces it, and vice versa, and shall include any subordinate legislation made under the relevant statute;

(f) references to a “section” or “s” are to a section of the Act;

- (g) a reference to a function includes a reference to a power, authority and duty;
- (h) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and
- (i) the provisions of the Interpretation Act, 1987 (NSW) apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

2.3 The provisions of these Rules take effect subject to any provisions of the Act which may apply from time to time. In the event of a conflict, the provisions of the Act shall prevail.

### **3. Objects**

The objects for which the Society is established are:

- (a) To provide a forum for health care practitioners engaged in providing Hospital in the Home or related disciplines to maintain and improve standards of Hospital in the Home care, both acute and post acute care for people at home.
- (b) To promote, improve and encourage training to the highest possible level, of healthcare practitioners in Hospital in the Home and related disciplines.
- (c) To liaise with the learned medical colleges, nursing federations and other relevant bodies regarding training and recertification programs.
- (d) To maintain on-going liaison with Federal and State Governments of Australia Government and other relevant bodies to promote the development of Hospital in the Home.
- (e) To hold meetings for the discussion of clinical, academic, administrative and political subjects relating to Hospital in the Home.
- (f) To promote research into health and related problems relevant to Hospital in the Home.
- (g) To do all other such things as may seem to the Society incidental or conducive to the attainment of the above objects.

### **4. Powers**

Without limiting the powers which are accorded to the Society under the Act or at general law, the Society shall have the power to do all things which in the opinion of the Society shall be necessary or desirable for the attainment of any one or more of the Objects of the Society and, in particular, and without in any way limiting the generality of the foregoing provision, the Society shall have power to do all the following things:

- (a) to employ such servants or agents or other assistance upon such terms and conditions at the remuneration or otherwise as the Society may think proper;
- (b) to purchase or hire such accommodation, furniture, fittings and equipment for carrying out any one or more of the Objects of the Society as the Society may think fit;
- (c) to accept and raise money for the purposes of the Society, including by way of the conduct of appeals, in such manner as it may think fit;
- (d) to cause to be paid from the monies of the Society all the expenses of and incidental to the affairs of the Society;
- (e) to adopt such means of making known the activities of the Society and whether by publicity and/or educational activities in connection with its Objects as the Society may think fit; and
- (f) to authorise any person or persons on its behalf to sign and execute letters, documents and writings of all descriptions including inter alia the signing and endorsing of cheques, pay-in slips, withdrawal forms and other documents relating to finance matters of the Society generally.

## ***PART 2 – MEMBERSHIP***

### **5. Members**

5.1 With the exception of the categories of membership referred to in **Rule 5.4 (b)**, membership of the Society shall be by way of application in such form as the Council may determine from time to time and which at the Operative Date shall be in the form (or substantially the form) of **Appendix 1**.

5.2 Only individuals are eligible for membership.

5.3 The application to become a member of the Society shall be made in writing. The applicant shall be proposed by one Full Member of the Society. Applications shall be considered by the Council which shall have the absolute discretion to determine whether an application for membership is to be accepted or rejected and, if accepted, into which membership category the applicant shall be admitted.

5.4 There shall be the following membership categories:

**A For individuals primarily resident in Australia**

*(a) Full Membership*

Healthcare practitioners who are committed to clinical practice, research, education and administration in Hospital in the Home and closely allied disciplines.

The requirements for full membership shall be prescribed by the Council from time to time as it sees fit.

*(b) Retired Membership*

Retired Membership status will be offered to those Full Members who have retired from practice, at the discretion of the Finance and Administration Committee.

*(c) Honorary Life Membership*

Honorary Life Membership status will be granted by the Society to those Full Members who, in the determination of the Council in its absolute discretion, have made an outstanding contribution to the Society or to Hospital in the Home. Such individuals shall, for the term of their lives, enjoy (on a complimentary basis) the rights and privileges of Full Membership.

**B For individuals primarily resident in places other than Australia**

*(f) Overseas Membership*

Individuals who are registered healthcare workers primarily resident in places other than Australia who demonstrate a commitment to clinical practice, research, education and administration in Hospital in the Home and closely allied disciplines.

5.5 Applicants admitted to Overseas membership categories shall be entitled to all benefits of membership of the Society except for voting rights and eligibility to hold Office.

5.6 An individual who makes an application for membership, or who is otherwise admitted to membership of the Society, shall thereby be deemed to have agreed to be bound by the Rules as are in force from time to time.

5.7 The Honorary Secretary shall, after the admission of a Member pursuant to this **Rule 5**, update the Register in accordance with **Rule 38.2**.

5.8 The Society shall, at the request of a person who is a Member, give to the person, within 28 days after the request is made, a statement showing:

- (a) that the person is a Member; and
- (b) the category of the person's membership.

5.9 Any Member who has not paid membership fees as provided for in **Rule 6** for a period of 12 months after they become due shall not be entitled to exercise any of the rights and privileges of membership provided for by these Rules until such fees are paid but shall nevertheless remain bound by the duties and obligations imposed by these Rules.

## **6. Subscriptions**

6.1 The annual subscriptions payable by Members shall be determined from time to time by the Council.

6.2 Before admission to membership of the Society under **Rule 5**, a person shall pay the applicable first annual subscription fee and any joining fee (as determined from time to time by the Council).

6.3 All subsequent annual subscriptions (by way of renewal of membership) shall be due and payable on a date determined from time to time by the Council.

6.4 All subscriptions shall be paid in Australian currency.

## **7. Members' Liabilities**

The liability of Members to contribute, in the event of the affairs of the Society being wound up or dissolved, towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society shall be limited to the equivalent of the amounts for the time being due (and unpaid) to the Society from such Members pursuant to these Rules.

## **8. Resolution of Internal Disputes**

Disputes between Members (in their capacity as Members), and disputes between Members and the Society, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983 (NSW).

At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **9. Cessation of Membership**

9.1 A person ceases to be a Member if the person:

- (a) shall at any time by writing, resign;
- (b) dies;
- (c) ceases to be eligible to register as a health professional;
- (d) is expelled from the Society by a decision of the Council (such a decision being able to be reviewed by the Members at an Annual General Meeting or a Special General Meeting); or
- (e) fails to pay any fee, subscription or other amount payable to the Society in accordance with **Rule 6**.

9.2 Following the cessation of a Member's membership under these Rules, the Honorary Secretary shall:

- (a) update the Register in accordance with **Rule 38.2 (b)**; and
- (b) notify the relevant Division secretary of the cessation of membership.

## ***PART 3 – THE COUNCIL***

### **10. Powers of the Council**

The governing committee of the Society is to be called the Council and, subject to the Act, the Regulations and these Rules and to any resolution passed by the Society in general meeting, the Council:

- (a) is to control and manage the affairs of the Society including adopting such measures as it from time to time deems expedient for the purpose of giving effect to the Objects of the Society or any of them (including, without limitation, the power to establish Divisions of the Society and to establish guidelines for the conduct of those Divisions and to provide grants to such Divisions for specific purposes, upon request);
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by these Rules or the Act to be exercised by a general meeting of Members;
- (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Society (including, without limitation, from time to time to appoint such staff for the Society upon such terms as it thinks fit); and
- (d) has power to act notwithstanding any vacancy in its body provided a quorum is present.

### **11. Constitution and Membership of Council**

11.1 The Council is to consist of:

- (a) a President;
- (b) a President-elect or Immediate Past-President;
- (c) 10 elected Council members; and
- (d) up to 3 co-opted Members.

11.2 Further to **Rule 11.1 (d)**, the Council may co-opt up to 3 Members on an ad hoc basis from time to time. Such persons will not be subject to the provisions of these Rules concerning elections

of Council members but will otherwise be entitled to exercise the powers of an elected Council member.

11.3 The Immediate Past-President shall hold office as such from the time of retirement as President until the President-elect assumes office.

## **12. Eligibility of Persons for Office**

12.1 Only individuals who are Full, Retired or Honorary Life Members shall be eligible to become a member of the Council or its Committees.

12.2 A member of the Council or its Committees shall cease to be eligible to hold that position and shall vacate office:

- (a) if he shall cease to be a Member for any of the reasons set out in **Rule 9.1**; or
- (b) if such person is absent without leave from 3 consecutive Council or Committee meetings and the Council resolves that such person shall cease to hold office.

## **13. Election of Council Members**

13.1 Nominations of candidates for any Council membership shall be made in the following manner:

- (a) Notice that nominations are required shall be sent to each Member at least 77 days before the date fixed for the Annual General Meeting.
- (b) Nominations of candidates for election as Council members:
  - (i) must be in writing, signed by 2 (financial) Members and accompanied by the written consent of the nominee (which may be endorsed on the form of the nomination); and
  - (ii) must be delivered to the Honorary Secretary at least 56 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

13.2 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

13.3 If insufficient further nominations are received, any vacant positions remaining on the Council are taken to be casual vacancies.

13.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

13.5 If the number of nominations received exceeds the number of vacancies to be filled, a postal ballot is to be held.

13.6 Balloting lists shall be prepared containing, in alphabetical order, the names of the candidates nominated, and one such list shall, at least 35 days before the Annual General Meeting, be forwarded to each Member who is eligible to vote.

13.7 Voting papers shall be filled in and addressed to the Honorary Secretary at the Registered Office and shall reach the Registered Office before midnight of the 14th day preceding the date of the Annual General Meeting and no voting paper received after midnight of such day shall be counted as valid.

13.8 The Honorary Secretary and President or their nominated delegates shall act as scrutineers and any voting paper adjudged by them to be improperly or incorrectly filled in shall be invalid.

13.9 The candidates, up to the number of vacancies, who shall receive the greatest number of valid votes, and who satisfy the residential criteria of **Rule 11.2**, shall be declared elected.

13.10 If 2 or more candidates receive an equal number of votes and 1 or more of them has to be excluded, the Honorary Secretary shall decide by lot which of them shall be excluded.

13.11 Only Full, Retired and Honorary Life Members are entitled to vote for Council members.

## **14. Terms of Office**

14.1 Subject to these Rules, Council members shall hold office for a term of 2 years.

14.2 At least 5 members of the Council shall be elected at each Annual General Meeting.

14.3 The members of Council who are due to retire at any Annual General Meeting shall, in the absence of disqualification for any reason set out in these Rules, be eligible for re-election, subject to **Rule 14.4**.

14.4 The President shall:

- (a) not hold that Office past the fourth Annual General Meeting following that person assuming such Office; and
- (b) upon retiring from that Office, become an ex-officio member of the Council during which period such person shall be the Immediate Past-President (subject to **Rule 11.3**).

## **15. Determination of Positions on Council**

15.1 At the first meeting of Council following the Annual General Meeting, the Council shall elect from amongst its members the following office-bearers: Honorary Secretary and Honorary Treasurer.

15.2 The President-elect shall be elected at least 3 months prior to the retirement of the Immediate Past-President and assume office on retirement of the Immediate Past-President.

15.3 The President shall take precedence over all other members of Council in all official dealings on behalf of the Society. He shall be entitled to take the chair when present at any meeting of Members or the Council and shall have a casting vote in addition to his own in all cases of equality of voting on any question.

15.4 The President shall be an ex-officio member of the Council and all committees of the Society.

15.5 The President-elect shall be an ex-officio member of the Council.

## **16. Honorary Treasurer**

It is the duty of any Honorary Treasurer to ensure:

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

## **17. Honorary Secretary**

17.1 The Honorary Secretary shall keep or shall cause to be kept minutes of:

- (a) All appointments of Council members;
- (b) The names of Council members present at each Council meeting or general meeting; and
- (c) All Council and general meetings of the Society.

17.2 Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.

17.3 Subject to these Rules, the additional or specific roles of all Office-bearers shall be determined by the Council.

## **18. Public Officer**

The Council shall appoint a Public Officer in accordance with the Act.

## 19. Casual Vacancies

19.1 For the purposes of these Rules, a casual vacancy occurs, and the position held by the Council member (whether or not an Office-bearer) shall be declared vacant by the Council, if the Council member:

- (a) Dies;
- (b) Resigns from the position by notice in writing given to the Honorary Secretary;
- (c) Ceases to be eligible to be a member of the Council in accordance with these Rules; or
- (d) has been found guilty by the Council of misappropriation of the Society's funds, a substantial breach of these Rules, gross misbehaviour or gross neglect of duty and the Council duly resolves to remove the Council member from that position in such circumstances.

19.2 The Council may only exercise the power contained in **Rule 19.1 (d)** at a meeting convened to consider such a resolution. The Council member whose removal is being considered shall be given at least 7 days' written notice of the time and place of the meeting and the grounds upon which it is proposed to consider his removal. Such Council member shall be given the opportunity to attend and speak at such meeting, provided that the meeting may consider the proposal in the absence of the Council member.

19.3 In the event of a vacancy occurring in the Council, such vacancy shall be filled by an appointee of the Council from amongst candidates nominated by the Council. Such appointee shall hold office until the conclusion of the next Annual General Meeting.

## 20. Council Proceedings

20.1 The Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

20.2 A Council member may participate in a meeting of the Council by any communication system which enables the Council member to hear and be heard by each of the other Council members participating in the meeting and which is approved by the Council and made known to each Council member for the purpose of any meeting of the Council.

20.3 A Council meeting may be convened by the President, the Honorary Secretary or on the written requisition of not less than 3 Council members.

20.4 At all meetings of the Council the President, or in his absence, the President-elect shall preside. In the event of both the President and President-elect being absent or unwilling to act, the Council shall elect a chair from amongst the Council members present.

20.5 The Council shall meet at least 4 times in each calendar year.

20.6 Subject to these Rules, questions arising at a Council meeting shall be decided by a majority of Council members present and voting and any such decision shall for all purposes be deemed a decision of the Council. In the case of an equality of votes the chair shall have a second or casting vote.

20.7 At least 7 days prior to the date of each Council meeting, the Honorary Secretary shall forward to each Council member a written notice (by such means as the Council may determine from time to time) requesting his attendance at such Council meeting.

20.8 Each Council member shall have 1 vote at Council meetings.

20.9 At a meeting of the Council, 6 Council members shall form a quorum.

20.10 No business is to be transacted by the Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

20.11 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

20.12 A resolution in writing (whether on the same document or on one or more documents in identical terms ) signed by all members of the Council for the time being who are entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted. Any such resolution shall be tabled at the next meeting of the Council and recorded in the minutes of that meeting.

## **21. Committees**

21.1 The Council may, by instrument in writing, delegate to one or more committees of the Council the exercise of such of the functions of the Council as are specified in the instrument, other than:  
(a) this power of delegation; and  
(b) a function which is duly imposed on the Council by the Act or by any other law.

21.2 A function, the exercise of which has been delegated to a committee under this **Rule 21** may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.

21.3 A delegation under this section 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.

21.4 Despite any delegation under this **Rule 21**, the Council may continue to exercise any function delegated.

21.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this **Rule 21** has the same force and effect as it would have if it had been done or suffered by the Council.

21.6 The Council may, by instrument in writing, revoke wholly or in part any delegation under this **Rule 21**.

21.7 A committee may meet and adjourn as it thinks proper.

21.8 Each committee shall include at least 1 Council member.

21.9 A committee must exercise its powers in accordance with any direction of the Council.

21.10 A quorum for a meeting of a committee is the number of members of the committee that is determined by the Council or, in the absence of a determination, 2.

21.11 An Executive Committee shall consist of the President, Honorary Secretary, Honorary Treasurer and at least 1 other Council member.

## ***PART 4 – GENERAL MEETINGS***

### **22. Annual General Meeting – Holding of**

22.1 The Society must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an Annual General Meeting.

22.2 **Rule 22.1** has effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

### **23. Annual General Meetings – Calling of and Business at**

23.1 The Annual General Meeting of the Society is, subject to the Act and to **Rule 22**, to be convened on such date and at such place and time as the Council thinks fit.

23.2 In addition to any other business of which due notice shall have been given and which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) To receive from the Council reports on the activities of the Society during the last preceding financial year;
- (c) To elect members of the Council (so far as may be applicable under these Rules); and
- (d) To receive and consider the statement which is required to be submitted to Members under section 26(6) of the Act.

23.3 An Annual General Meeting must be specified as such in the notice convening it.

## **24. Special General Meetings – Calling of**

24.1 The Council or the President may, whenever it or he thinks fit (as applicable), convene a Special General Meeting.

24.2 The Council must, on the requisition in writing of at least 5% of the total number of Members, convene a Special General Meeting.

24.3 A requisition of Members for a Special General Meeting:

- (a) Must state the purpose or purposes of the meeting;
- (b) Must be signed by the Members making the requisition;
- (c) Must be lodged with the Honorary Secretary; and
- (d) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

24.4 If the Council fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Honorary Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

24.5 A Special General Meeting convened by Members pursuant to these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council.

## **25. Notice**

25.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution, the Honorary Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

25.2 If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution, the Honorary Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matters required under **Rule 25.1**, the intention to propose the resolution as a Special Resolution.

25.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under **Rule 23.2**.

25.4 A Member desiring to bring any business before a general meeting (being business appropriate for that purpose) must give notice in writing of that business to the Honorary Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

25.5 The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

## **26. Procedure**

26.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that referred to in paragraphs (a)-(d) of **Rule 23.2** as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

26.2 No item of business is to be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.

26.3 Five percent of the Membership (being Members entitled under these Rules to vote at a general meeting) present in person or by proxy or attorney constitutes a quorum for the transaction of the business of a general meeting.

26.4 For the avoidance of any doubt, for the purpose of determining whether a quorum is present, a person attending as a proxy or attorney shall be deemed to be a Member.

26.5 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of Members, is to be dissolved; and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

## **27. Presiding Member**

Subject to anything to the contrary in these Rules:

(a) the President or, in the President's absence, the President-elect, is to preside as chair at each general meeting of the Society;

(b) if the President and the President-elect are absent or unwilling to act, the Members present must elect one of their number to preside as chair at the meeting; and

(c) in the case of an equality of votes on any question at any general meeting, the chair of the meeting shall have a second or casting vote.

## **28. Adjournment**

28.1 The chair of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

28.2 If a general meeting is adjourned for 30 days or more, the Honorary Secretary must give notice of the adjourned meeting, in the same manner as if the meeting were an original meeting, to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

28.3 Except as provided in **Rules 28.1 and 28.2**, 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.

## **29. Making of Decisions**

29.1 A question arising at a general meeting of the Society is to 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 chair 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.

29.2 At a general meeting of the Society, a poll may be demanded by the chair or by at least 3 Members present at the meeting in person or by proxy or attorney.

29.3 If a poll is demanded at a general meeting, the poll must be taken:

- (a) Immediately, in the case of a poll which relates to the election of the chair of the meeting or to the question of an adjournment; or
- (b) In any other case, in such manner and at such time, either at once or after an interval or adjournment or otherwise, as the chair directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

29.4 The demand for a poll may be withdrawn.

### **30. Special Resolution**

A resolution of the Society is a Special Resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members as, being entitled under these Rules so to do, vote in person or by proxy or attorney at a general meeting of which at least 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 Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

### **31. Voting**

31.1 At a meeting of Members, each Member entitled to vote may vote in person or by proxy or attorney.

31.2 Only Full, Retired and Honorary Life Members shall be entitled to vote at a general meeting.

31.3 On any question arising at a general meeting of the Society, a Member has 1 vote only, whether on a show of hands or a poll.

31.4 All votes must be given personally or by proxy or attorney but no Member may hold more than 5 proxies.

31.5 A Member is not entitled to attend or vote (whether personally or by proxy or attorney) at any general meeting of the Society unless all monies due and payable by the Member to the Society have been duly paid, other than the amount of the annual subscription payable in respect of the current financial year.

31.6 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chair of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

### **32. Appointment of Proxies**

32.1 Each Member is entitled to appoint another Member as proxy in accordance with this **Rule 32**.

32.2 An instrument appointing a proxy:

- (a) Shall be in writing under the hand of the appointer or of his attorney duly authorized in writing;
- (b) May specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (c) Shall be deemed to confer authority to demand or join in demanding a poll; and
- (d) Shall be in the form (or substantially the form) as may be approved by the Council from time to time.

32.3 An instrument appointing an attorney or proxy shall not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power of attorney or other authority (if any) is or are deposited – no later than 5.00 pm on the day before the meeting or adjourned meeting at which the person named in the instrument proposes to vote – at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting.

32.4 A vote given in accordance with the terms of an instrument of proxy or a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Society at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

## **PART 5 - MISCELLANEOUS**

### **33. Administration of Association**

33.1 Subject to these Rules, the Society is to be administered by the Council, acting pursuant to **Rule 10**.

33.2 The role of the Council is to determine Society policy, acting pursuant to **Rule 10**.

### **34. Insurance**

The Society may effect and maintain insurance.

### **35. Funds – Source**

35.1 The funds of the Society are to be derived from subscriptions of Members pursuant to these Rules, donations, payments made to the Society for the provision of services by the Society, payments made to the Society in pursuance of arrangements to further the Objects, moneys raised by the annual scientific meeting and, subject to any resolution passed by the Society in general meeting, such other sources as the Council determines from time to time.

35.2 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.

35.3 The Society must, as soon as practicable after receiving any money, issue an appropriate receipt or tax invoice.

### **36. Funds – Management**

36.1 Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the Objects in such manner as the Council determines. Such funds will be under the control of the Council.

36.2 The Society shall be a non-profit making organization. No part of the income and property of the Society shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members, provided that nothing in these Rules shall prevent the payment in good faith of remuneration to any Office-bearer or other member of the Council or servant of the Society in return for any services actually rendered to the Society or to any person in return for any services or goods sold to the Society nor prevent the payment of any expenses incurred on behalf of the Society, reimbursement of out-of pocket expenses incurred in the course of business conducted on behalf of the Society or interest on money borrowed from or lawfully due to any Member.

36.3 Subject to **Rule 36.4**, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Council.

36.4 Any cheque in payment of expenses relating to the annual scientific meeting must be signed by any 2 Council members or one Council member together with the appointed convenor of the scientific meeting.

### **37. Accounts and Audit**

37.1 The financial year of the Society shall commence on 1 January in each year and end on 31 December in that year.

37.2 The funds administered pursuant to **Rule 36** will be the subject of accounting records maintained at the Registered Office.

37.3 The Society shall keep:

- (a) Such accounting records as correctly record and explain the transactions and financial position of the Society;
- (b) Its accounting records in such a manner as will enable accounts and statements to be prepared from them; and
- (c) Its accounting records in such a manner as will enable the accounts of the Society to be conveniently and properly audited in accordance with these Rules.

37.4 As soon as practicable after the end of each financial year, the Society shall:

- (a) Cause to be prepared from the accounting records kept under **Rule 37.3** in relation to the financial year, such accounts and other statements (in relation to the financial year) as the Council shall determine be prepared from time to time or which are otherwise required by the Act; and
- (b) Include in the accounts (for comparative purposes) the relevant figures from the accounts, prepared by the Society under this **Rule 37.4**, in relation to the preceding financial year.

37.5 The accounts prepared pursuant to **Rule 37.4** will be audited annually in respect of each financial year by an auditor appointed by the Council for that purpose from time to time.

37.6 At the Annual General Meeting, the Members shall confirm the appointment of one or more auditors of the Society who shall hold office until the next Annual General Meeting.

37.7 In the event of a vacancy occurring for any reason in the position of auditor, such vacancy shall be filled by an appointee of the Council, such appointee to hold that office until the next Annual General Meeting.

37.8 The auditor shall, for audit purposes only, at all reasonable times have access to the books, minutes and accounts of the Society. The Honorary Secretary shall provide all reasonable assistance in connection with the provision of information, books and records to enable the audit to be conducted.

37.9 It shall be the function of the auditor to certify the annual financial statements of the Society to be correct or otherwise and to produce such reports and offer such advice to the Council in relation to the financial affairs of the Society as the Council shall require.

37.10 The Society, by the Council, shall provide or otherwise make available (including by electronic means) free of charge to Members:

- (a) A copy of the report of the auditor in relation to the inspection and audit of the accounting records kept by the Society in relation to a financial year; and
- (b) A copy of the accounts and statements prepared to which the report relates, within 8 weeks after the relevant auditor's report has been provided to the Society.

37.11 The Council may resolve to instead provide the Members with a summary of the report, accounts and statements referred to in **Rule 37.10**.

37.12 The Society, by its Public Officer, shall within 1 month after each Annual General Meeting, lodge with the Director-General the statement and all other documents prescribed by section 27 of the Act.

## **38. Records to be kept**

38.1 The Society shall keep the following records, updated as required by these Rules and the Act:

- (a) A register of its Members, showing the full name, address (residential and postal), facsimile and/or electronic address (if any), date of membership, category of membership and applicable Division of each Member;
- (b) A list of the names, addresses (residential and postal), facsimile and/or electronic address (if any) and occupations of Council members and their Offices (if applicable) together with the dates on which they were elected and the dates they ceased to hold office;

- (c) A record of the name and office address of each Division or other branch of the Society;
- (d) A record of each election of a member of Council that must, under these Rules, be held during each calendar year; and
- (e) Such other records as are prescribed by the Regulations from time to time.

38.2 The Society, by the Honorary Secretary, shall:

- (a) Enter in the Register the full name, address (residential and postal), facsimile and/or electronic address (if any), date of membership, category of membership and applicable Division of each person who becomes a Member, within 28 days after the person becomes a Member;
- (b) Enter in the Register the date of cessation of membership of each person who ceases to be a Member, within 28 days after the person ceases to be a Member; and
- (c) Enter in the Register any change in the particulars shown on the Register within 28 days after the matters necessitating the change become known to the Society.

### **39. Custody of Books**

Except as otherwise provided by these Rules, the Public Officer must keep in his custody or under his control (including by keeping them at the Registered Office) all records, books (including the Register) and other documents and papers relating to the Society.

### **40. Inspection of Records**

A Member has the right to inspect any records, books (including the Register) or other documents and papers of the Society, free of charge, at any reasonable hour except those records, books and other documents and papers which the Council determines are of a confidential nature (other than the financial records of the Society or as provided by the Act or authorized by the Council or by the Society in general meeting).

### **41. Divisions**

41.1 The objects of each Division shall be to carry out the Objects of the Society in respect of matters directly affecting Members registered in the region of the Division.

41.2 Divisions may, with the approval of the Council, conduct activities to raise funds for specific purposes designed to further the Objects of the Society.

41.3 Membership of each Division shall comprise Members who are registered in the region of that Division, or are taken, because of **Rule 11.3**, to reside and be registered in the region of that Division. A list of such Members will be provided to the Division secretary at least annually.

41.4 Each Division shall hold an annual general meeting once in each calendar year. Six members shall constitute a quorum. Notice of each annual general meeting shall be by notice provided to the registered address of each Division member at least 14 days prior to the date appointed for the meeting.

41.5 The business to be conducted at a Division annual general meeting shall include:

- (a) Confirmation of the minutes of the previous Division annual general meeting;
- (b) Consideration, approval and adoption of a report by the Division president of the Division's activities since the previous Division annual general meeting;
- (c) Consideration, approval and adoption of a report by the Division's treasurer on the financial activities of the Division since the previous Division annual general meeting, including a financial statement for the preceding financial year.
- (d) Election of one half of a Division committee, with members each serving a 2 year term. The Division committee shall consist of 6 members; and
- (e) Any other business as included by the Division secretary in the notice of meeting.

41.6 The Division may conduct other general meetings for purposes consistent with the Objects of the Society.

41.7 At a time no later than 28 days after the Division annual general meeting, the members elected to the Division committee shall meet and elect, from their ranks, the following office-bearers who will serve not more than 4 consecutive years: president, secretary and treasurer.

41.8 Members of the Council shall be ex-officio members of the Division committee in their region of residence or deemed region of residence under **Rule 11.3**.

41.9 Meetings of the Division committee shall be chaired by the president or, in his absence, a committee member elected by those present.

41.10 Three members present at a meeting of the Division committee shall constitute a quorum. No business is to be transacted by a Division committee unless a quorum is present.

41.11 The Division committee may co-opt members of the Division and appoint sub-committees to further the aims of the Society, including the conduct of seminars, training courses and the like.

41.12 The Division committee shall meet at least 4 times each year. Written notice of such meetings shall be given by the Division secretary at least 7 days before the date of the meeting. The chair of the meeting, in the event of an equality of votes on any question, shall have the opportunity to exercise a casting vote.

41.13 The Division secretary shall keep minutes of the proceedings of each committee meeting, together with a record of the names of those present and may also, when required, act as an executive officer for the committee.

41.14 Within 28 days of a Division annual general meeting, the Division committee shall forward to the Honorary Secretary the following information:

- (a) The names of members most recently added to the Division committee and the current list of committee members; and
- (b) The names of the committee's office-bearers.

41.15 Each Division shall keep books of account which duly record the receipt of all moneys and payment of all amounts authorized by the Division committee. Two members of the Division committee will be appointed as signatories. All cheques, drafts, bills of exchange, promissory notes or other negotiable instruments shall be signed by 2 members of the Division committee and approved by the Division committee at its meetings. The Division treasurer shall provide a financial statement to the Council within 28 days of the end of the financial year. The Division committee may reimburse reasonable expenses incurred by members on its behalf.

41.16 A Division may from time to time make, vary and rescind rules to put into effect the powers and authorities thereof, provided that such rules are not inconsistent with or repugnant to these Rules.

41.17 A Division secretary shall forward to the members of the Division such notices or communications as the Honorary Secretary (acting on instructions from the Council) may require from time to time.

41.18 A Division secretary shall within 7 days of the holding of any meeting of the Division or any subcommittee thereof forward to the Honorary Secretary a copy of the minutes of such meeting.

## **42. Seal**

42.1 The Council may, and shall if required by the Act, adopt from time to time one or more official seals to be used for the execution of documents by the Society.

42.2 The Public Officer shall have the safe custody of all of the seals adopted under **Rule 42.1**.

42.3 The seal must not be affixed to any instrument except by the authority of the Council and it shall only be affixed to a document either in the presence of at least 2 Council members or 1 Council member and the Public Officer or Honorary Secretary.

### **43. Execution of Documentation**

Subject to the Act and these Rules, documentation may be executed by or on behalf of the Society under seal (in accordance with **Rule 42**) or under the hand of a duly authorized Council member.

### **44. Indemnity of Members, Members of Council and Employees**

Every Member, member of Council and employee of the Society shall be indemnified out of the Society's funds against all costs, losses, charges and expenses which any such Member, member of Council or employee may incur or become liable for by reason of any contract entered into or act or deed done by him in the discharge of any duty in accordance with these Rules.

### **45. Dissolution of the Association**

45.1 The Society may be dissolved by a Special Resolution at a general meeting convened for that purpose.

45.2 In the event of the Society being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall not be paid or distributed among the Members but shall be given or transferred to some other organization which has similar objects and which has rules prohibiting the distribution of its assets and income to its members, such organization to be determined by the Members at or before the time of dissolution as resolved by two-thirds of the Members (being entitled under these Rules so to vote) present personally or by proxy or attorney and voting at the meeting.

### **46. Legal Effect of Rules**

46.1 These Rules are governed by and are to be construed in accordance with the laws of New South Wales.

46.2 Each Member is deemed to have knowledge of the terms of these Rules and is bound by them in accordance with section 11(2) of the Act.

### **47. Interpretation**

47.1 In the event of any question arising as to the interpretation or application of any of these Rules, such question shall be decided by the President who shall report his decision to the next meeting of the Council which shall have power of confirmation or revision.

47.2 The decision of the Council under **Rule 47.1** shall be final.

### **48. Notices**

48.1 For the purposes of these Rules, a notice may be served on or given to a Member by:

- (a) Serving it personally;
- (b) Sending it by post in a pre-paid envelope or wrapper addressed to the Member at the address for that Member as shown in the Register or the address supplied from time to time by that Member to the Society for the giving of notices to that Member;
- (c) Sending it by facsimile to the facsimile number (if any) supplied by that Member to the Society for the giving of notices; or
- (d) Sending it by electronic means to an electronic address (if any) supplied by that Member to the Society for the giving of notices.

48.2 Unless the contrary is proved, any notice sent by post shall be deemed to have been served on the day when it would have been delivered in the ordinary course of the post and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and stamped and put into the post. A certificate signed by the Honorary Secretary that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

48.3 Where a notice is sent by facsimile, unless the contrary is proved, service of the notice shall be deemed to be effected at the time of its successful transmission as indicated by the appearance of the correct facsimile number (or another number to which the transmission is reasonably

presumed to have been diverted) on the transmission report generated by the sender's facsimile machine.

48.4 Where a notice is sent electronically, unless the contrary is proved, service of the notice shall be deemed to be effected at the time it is sent by the Society.

48.5 The fact that a Member has supplied a facsimile number or electronic address to the Society for the giving of notices does not oblige the Society to give notices to that Member by facsimile or electronic means.

48.6 A signature on any notice to be given by the Society may be written or printed.

48.7 Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

#### **49. By-Laws**

The Council may make by-laws for the regulation of the affairs of the Society, including the Council, consistent with the Rules and the Objects. Such by-laws shall be tabled at the next following Annual General Meeting when they shall be confirmed, amended or rescinded by a simple majority of Members present in person or by proxy or attorney.

#### **50. Alteration or Rescission of Rules**

These Rules may be altered, rescinded or added to only by Special Resolution.

## Appendix 1

