



AUSTRALIAN  
MILITARY MEDICINE  
ASSOCIATION INC

# AUSTRALIAN MILITARY MEDICINE ASSOCIATION

## STATEMENT OF PURPOSES AND RULES

*As amended*  
**OCTOBER 2010**

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*(Preamble inserted at AGM of 18 October 2008)*

Whereas at a meeting held in Melbourne in 1991 it was resolved to form an association of health professionals called the Australian Military Medicine Association,

Now, therefore, the following preamble to the Association's Constitution was adopted at the Annual General Meeting held in Hobart on 18 October 2008.

## **PREAMBLE**

The Australian Military Medicine Association exists to support the professional and scientific progress of all matters associated with the health of individuals who serve or have served in the military.

The Association adopts the World Health Organisation (WHO) definition of health as being the keystone of its interests – Health is a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity.

Recognising this, the Association will promote the expansion and development of knowledge in all fields and professions of endeavour that impact on the health of military personnel during and after their military careers and in both preventative and treatment modalities; including, but not limited to the fields of dentistry, medicine, nursing, nutrition, occupational health, preventive medicine, public health, psychology and safety management.

## **1. STATEMENT OF PURPOSES of the Australian Military Medicine Association**

- (a) The purposes of the association are:
- (i) to take on the property and rights of the association.
  - (ii) to promote and facilitate the study of all aspects of military medicine.
  - (iii) to bring together those with an interest in military medicine at an annual scientific conference and at other meetings and functions, so as to provide information and communication, fellowship and friendship.
  - (iv) to disseminate knowledge of military medicine.
  - (v) to consider and advise as to any course of study or technical training so as to promote high and continuing standards of scholarship in military medicine.
  - (vi) to promote communication between members of the association.
  - (vii) to publish and circulate such newsletters or journals as seem conducive to the objectives of the association.

- (viii) to acquire a library of scientific works relevant to the subject of military medicine.
  - (ix) to promote research in the field of military medicine.
  - (x) to undertake such things as an incorporated association is authorised to do to further the aims outlined above.
  - (xi) conditions of service in the Australian Defence Force and service policy issues are not to be addressed by this association.
- (b) For the purposes of furthering the association's aims, the association shall have the power to:
- (i) subscribe to, become a member of, or co-operate with any association, club or organisation whose objectives are in whole or part similar to those of the association.
  - (ii) amalgamate with any one or more incorporated associations having aims all or in part similar to those of the association and which shall restrict the distribution of their income and property among its members to an extent that is at least as great as that imposed on the association under, or by virtue of, these rules.
  - (iii) expand its activities to the countries of Oceania, especially New Zealand and Papua New Guinea, should there be deemed sufficient interest in such countries by the association council and that such a move is considered to further the aims of the association.
  - (iv) purchase, take on lease or in exchange, hire or otherwise acquire lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the association.
  - (v) enter into any arrangement with any government, government agency or authority that is conducive to the attainment of the objectives of the association.
  - (vi) appoint, employ, remove or suspend any employees or agents or other persons as may be necessary or convenient for the purposes of the association.
  - (vii) construct, improve, maintain develop, alter or control any buildings, grounds or conveniences which are deemed to advance the associations interest, or to assist in subsidising such activities.
  - (viii) invest, deposit, or in any way deal with money of the association not immediately required in such manner as from time to time thought fit.
  - (ix) take or acquire shares, debentures or other securities of any company or body corporate.
  - (x) lend or advance money or give credit to any person or body corporate.

- (xi) borrow or raise money either alone or jointly with any other person or legal entity in such manner as is thought proper.
- (xii) sell, improve, manage, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the association.
- (xiii) take or hold mortgages, liens, or charges to secure payment of purchase price, or any unpaid balance thereof, of any part of the associations property sold by the association or any money due to the association from purchases and others.
- (xiv) accept any gift of property whether subject to any special trust or not, for any one or more of the objectives of the association.
- (xv) take such steps, by personal or written appeals, public meetings or otherwise, as from time to time be deemed necessary, for the purpose of procuring contributions to the funds of the association in the nature of donations, annual subscriptions or otherwise.
- (xvi) to print and publish any newsletters, periodicals, leaflets and pamphlets that the association may think desirable for the promotion of its aims.
- (xvii) purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the association is authorised to amalgamate.
- (xviii) make donations for patriotic, charitable or community purposes.
- (xix) establish bursaries, prizes, scholarships and awards as may be deemed proper to further the aims of the association.
- (xx) transfer all or part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the association is authorised to amalgamate.
- (xxi) do all such other things as are incidental to the attainment of the purposes and the exercise of powers of the association.
- (xxii) the assets and income of the association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (xxiii) in the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the council in accordance with their powers to any fund, institution or authority which is a non-profit organisation.

## 2. RULES

### of the Australian Military Medicine Association

#### 2.1 NAME

The name of the incorporated association is the Australian Military Medicine Association (in these rules called 'the association').

#### 2.2 DEFINITIONS

In these rules, unless the contrary appears, the following shall apply:

- (i) *"the council"* shall mean the committee of management of the association.
- (ii) *"financial year"* shall mean the year ending June 30.
- (iii) *"general meeting"* means the annual general meeting or special general meeting as provided for in these rules.
- (iv) *"Australia"* means any territory administered by Australia.
- (v) *"Australasia"* means Australia and New Zealand.
- (vi) *"Oceania"* means Australia, New Zealand, Polynesia and Melanesia.
- (vii) *"the office"* means the registered office of the association.
- (viii) *"craft group"* means any professional or other grouping of members of the association allowed for in these rules.

#### 2.3 PATRON

The patron of the association shall be the Surgeon-General of the Australian Defence Force.

#### 2.4 MEMBERSHIP

##### 2.4.1 Full Members

Any person who, in the opinion of the council, has a suitable tertiary qualification or who has significant standing or experience in the field of Military Medicine and who has completed the application procedure as set out in these rules shall be admitted to the association as full members.

#### **2.4.2 Emeritus Members** (*amended Clause 2.4.2 at AGM of 18 October 2008*)

Emeritus membership may be conferred on any person who has rendered outstanding service to the Association or who has made a significant or meritorious contribution to military or veterans' medicine or health in the Australia-Pacific region. There will be no annual subscriptions payable by these members. Nominations shall be sought by the council and confirmed by a two-thirds majority of members voting at a duly convened annual general meeting. The number of Emeritus Members shall at no time exceed five nor shall more than one such member be elected in the one financial year.

#### **2.4.3 Associate Members**

Any person who has a genuine interest in military medicine or any related field, and who is not qualified to join under any other membership category, may be elected as an associate member. Associate members shall have no voting rights nor shall they be admitted to the council. In all other matters associate members may partake of the association's activities.

#### **2.4.4 Student Members**

Any person who is undertaking a course of studies that will, when completed, in the opinion of the council, qualify that person to be a full member of the association may be elected as a student member.

#### **2.4.5 Corporate Members**

Any corporate organisation in sympathy with the aims of the association may be elected by the council as a corporate member of the association and it may appoint one delegate to attend meetings of the association as an observer.

#### **2.4.6 Retired Members**

Any Member who having retired and receiving no income from personal services relating to practice within one of the health professions, and having been a financial member of the association for a minimum continuous period of 7 years immediately preceding retirement may elect to become a retired member by either paying a single fee equivalent to 7 years subscription in the year of their retirement or paying an annual fee equivalent to 50% of the normal fee. A retired member who

elects to pay a single fee will not be required to pay any further membership fees unless he/she ceases to be retired from practice. A retired member who elects to pay a reduced annual fee may elect to pay a single fee equivalent to 7 years subscription at any time subsequently but will receive no credit for fees previously paid as a retired member. Retired members will be entitled to all the privileges of a full member.

#### **2.4.7 Membership Rights (*amended 30 October 2010*)**

- (a) A person –
  - (i) becomes a member of the association when his or her name is entered in the register of members; and
  - (ii) ceases to be a member of the association when his or her name is removed from the register of members.
- (b) Any right, privilege or obligation of a person as a member of the association –
  - (i) is not capable of being transferred to another person; and
  - (ii) terminates on the cessation of the membership.
- (c) A member of the association is not liable to contribute toward the payment of the debts and liabilities of the association or the costs, charges, and expenses of a winding up of the association.

### **2.5 PROCEDURE FOR REGISTRATION OF MEMBERS**

- (a) Any person seeking membership of the association may apply by completing an “application for membership of the Australian Military Medicine Association” form and lodging it with the Secretary of the association. As soon as practicable after receipt of the application, the Secretary shall either process the application or advise the applicant that the application must go before the council for approval. In any case where the Secretary is unsure as to an applicant's suitability for membership the Secretary shall refer the matter to the council. The council shall then determine whether to accept or reject the nomination and what type of membership the nominee is granted. Following approval of a nominee, the Secretary shall, with as little delay as possible, notify the nominee in writing of such approval. Payment of the first year's annual subscription and entrance fee shall be paid with the ap-

plication. Should the application be denied, these monies shall be returned to the applicant as soon as practicable.

- (b) Those people who apply in the last six months before annual subscription is due will have their first annual fee deemed to cover the period until the subsequent annual fee is due.
- (c) The Secretary, upon confirmation of acceptance of the nomination, shall enter the member's name and membership number in the register of members kept by the Secretary.
- (d) The Secretary shall inscribe the name of any emeritus member or honorary member in the register of members, and delete the name of any person ceasing to be a member.
- (e) The council is under no obligation to divulge reasons for its decision not to accept an application for membership of the association.

## **2.6 ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS**

Entrance fees, annual subscriptions and any other fees to be paid by members shall be determined by the council and endorsed by the association in general meeting. There may be differential fees for the various membership categories.

## **2.7 TERMINATION OF MEMBERSHIP**

### **2.7.1 Resignation**

- (a) A member of the association who has paid all monies due to the association by that person may resign from the association by giving notice in writing to the Secretary specifying the intention to resign and upon what date the resignation is to take effect. On the date specified, that person shall cease to be a member.
- (b) If any member's subscription is in arrears or other monies are owing to the association for a period greater than six months, the members name shall be removed from the register of members and such a person will then cease to be a member. The member may be restored at any time by the council at its discretion to membership upon full payment of all monies due to the association.

### **2.7.2 Expulsion (*amended 30 October 2010*)**

- (a) If any member wilfully refuses or neglects to comply with the provisions of the rules of the association, or is guilty of conduct

which in the opinion of the council is unbecoming a member or is prejudicial to the interests of the association, the council, by resolution passed by at least two-thirds of the members of the council or their substitutes, have the power to censure, suspend or expel the member from the association.

- (b) At least 28 days before the meeting of the council, at which such a resolution is to be decided, the Secretary shall serve notice of the meeting and the allegations and intended resolution on the member cited.
- (c) The member shall, at such meeting and before voting on such resolution, be given an opportunity of giving, orally or in writing, any explanation or defence the member may think fit.
- (d) If the council expels a member from the association, the Secretary of the association, without undue delay, is to cause to be served on the member a notice in writing –
  - (i) stating that the council has expelled the member; and
  - (ii) specifying the grounds for the expulsion; and
  - (iii) informing the member of the right to appeal against the expulsion under rule 2.7.3.

### **2.7.3 Appeal against expulsion (*Amended 30 October 2010*)**

- (a) A member may appeal against an expulsion under rule 2.7.2 by serving on the Secretary of the association, within 14 days after the service of a notice under rule 2.7.2(d), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (b) On receipt of a requisition, the Secretary is to immediately notify the council of the receipt.
- (c) The council is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (d) At a special general meeting convened for the purpose of hearing an appeal under this rule –
  - (i) no business other than the question of the expulsion is to be transacted; and
  - (ii) the council must place before the meeting details of the grounds of the expulsion and the council's reasons for the expulsion; and

- (iii) the expelled member must be given an opportunity to be heard; and
  - (iv) the members of the association who are present or by proxy in accordance with clause 2.8.9 are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (e) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
- (i) the expulsion is lifted; and
  - (ii) the expelled member is entitled to continue as a member of the Association.
- (f) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
- (i) the expulsion takes effect; and
  - (ii) the expelled member ceases to be a member of the association.

## **2.8 GENERAL MEETINGS**

### **2.8.1 Annual General Meeting**

- (a) The association shall in each calendar year convene an annual general meeting of its members, on such a day and place as the council determines. The annual general meeting (AGM) should, where possible, be held in conjunction with the annual conference of the association.
- (b) Ordinary business of the AGM shall be;
- (i) to confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting,
  - (ii) to receive the report of the scrutineers as to the result of the voting for members of the council and the declaration of the President as to the results of such elections,
  - (iii) to receive from the council reports upon the transactions of the association during the preceding financial year including a financial report,
  - (iv) to consider and decide rules for entrance fees and annual subscriptions,
  - (v) general business.
- (c) The AGM may transact special business of which notice is given according to these rules. The AGM may consider resolutions

proposed at the time of the meeting if it is considered by a two-third majority of eligible members present to be of pressing need or significance to the association and that it does not contravene other aspects of these rules.

- (d) The AGM shall be in addition to any other general meeting that may be held during that same calendar year.

### **2.8.2 Special General Meeting**

- (a) All general meetings other than the annual general meeting shall be called special general meetings (SGM).
- (b) The council may, whenever it thinks fit, convene a SGM of the association. On requisition in writing of at least ten percent of the members entitled to vote at a general meeting, the council will convene a SGM. The requisition shall state the purpose of the meeting and the purpose must be in accordance with any rules of the association and shall be sent to the address of the Secretary.
- (c) If the council does not cause a SGM to be held within one month after the date on which the requisition is sent to the address of the Secretary, any of the members making the requisition may convene a SGM, to be held not later than three months after that date.
- (d) No resolution constituting special business for which the meeting has been constituted shall be passed at a SGM unless carried by at least a two-thirds majority of full members present either personally or by proxy and only provided that no fewer than 25 per cent of such members of the association entitled to vote, so vote in favour of such resolution.

### **2.8.3 Order of business at general meetings**

The order of business at general meetings of the association shall nominally be:

- (a) at annual general meetings
  - (i) apologies
  - (ii) reading and confirmation of the minutes from the previous annual general meeting and any special general meeting
  - (iii) matters arising from the minutes
  - (iv) annual report

- (v) annual financial statement
  - (vi) fixing of subscriptions for the next year
  - (vii) announcement of the newly elected council and the holding of any ballots necessary
  - (viii) appointment of the honorary auditor
  - (ix) any business of which notice has been given
  - (x) any special business
- (b) at special general meetings in accordance with the notice to convene the meeting

#### **2.8.4 Notice of meeting**

- (a) The Secretary of the association shall, at least 42 days before the date fixed for the holding of any AGM and at least 21 days before the date fixed for the holding of a SGM, cause to be sent to each member of the association at the address appearing in the register of members, a notice stating place, date and time of the meeting and a description of the purpose and a summary of the business to be transacted at the meeting.
- (b) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next AGM after receipt of the notice.

#### **2.8.5 Business and quorums at general meetings**

- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time when the meeting is considering that item.
- (b) Fifteen members, entitled to vote under these rules at a general meeting, personally present, constitutes a quorum. If, within 30 minutes after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the council may determine. If at the adjourned meeting a quorum is not present within 30 minutes after the time ap-

pointed for the meeting, the members present (not being less than eight) shall be a quorum.

#### **2.8.6 Chairman of general meetings**

The President, or in his absence such other member who is present at the meeting as the members may appoint, shall preside as chairman at each general meeting of the association.

#### **2.8.7 Power of adjourned meetings**

- (a) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting (and shall, if directed to by the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 28 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

#### **2.8.8 Voting**

- (a) Subject to sub-paragraph 2.7.3(d)(iv), at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands;
  - (i) by the chairman
  - (ii) by at least 10 per cent of the members entitled to vote who are present in person or proxy
- (b) Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or by a particular margin, or lost, is to be made and an entry to that effect made in the minutes of the proceedings of the association. This declaration shall be conclusive evidence of the fact of the number or proportion of the votes for or against a resolution.
- (c) If a poll is duly demanded it shall taken in such a manner and at such a time as the chairman directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. The decision to take a poll shall not prevent the continuation of a meeting for

the transaction of any business other than the question at which the poll was demanded.

- (d) Upon any question arising at a general meeting of the association only full members and emeritus members shall be eligible to one vote. Other members shall be entitled to attend the meeting but shall not have a vote. All votes shall be given in person or by proxy.
- (e) In the case of an equality of voting on a question, the chairman is entitled to exercise a second or casting vote.
- (f) No member shall be entitled to vote at any general meeting while any sum of money remains due and payable by him to the association at the date of the general meeting.

### 2.8.9 Voting by proxy

- (a) The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be deemed to confer authority to demand or join in a poll. A member shall be entitled to instruct his proxy to vote in favour or against any proposed resolution. Unless otherwise instructed, the proxy may vote as he thinks fit.
- (b) The instrument appointing the proxy shall be in the following form:

I, \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a full or emeritus  
member of the Australian Military Medicine Association  
hereby \_\_\_\_\_ appoint  
\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ or failing him,  
\_\_\_\_\_ of \_\_\_\_\_ as  
my proxy vote for me on my behalf at the special/annual  
general meeting of the Australian Military Medicine Association, to be held on the \_\_\_\_\_ day of  
\_\_\_\_\_ (month) \_\_\_\_\_ (year) and any adjournment thereof.

My proxy is hereby authorised to vote in favour\*/against\*/as he thinks fit\* in respect of the following resolutions:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ (month)  
\_\_\_\_\_ (year)

- (c) The instrument appointing a proxy shall be addressed to the Secretary and shall be deposited at the office of the association not less than 48 hours before the time for the holding of the meeting or adjourned meeting or poll. In default, the instrument of proxy shall not be treated as valid.

## **2.9 GOVERNING BODY OF THE ASSOCIATION (*amended 30 October 2010*)**

- (a) The affairs of the association shall be managed by a council constituted as provided in paragraph 2.9 (c).
- (b) The council shall comprise full members or emeritus members of the association. The council;
  - (i) shall control and manage the business and affairs of the association.
  - (ii) may, subject to these rules, the regulations and the act, exercise all such powers and functions that are required by these rules to be exercised at a general meeting of the members of the association.
  - (iii) subject to these rules, the regulations and the act, has the power to perform all such acts and things as appear necessary for the proper management of the business and affairs of the association, and to promote the educational and fellowship aims of the association for the benefit of the members and the general public.
- (c) Each member of the council shall be entitled to one vote. In the event of a tied vote on any matter, the President shall be entitled to a second or casting vote.

### **2.9.1 Officers of the council**

- (a) The association shall elect from amongst its full and emeritus members a council consisting of the following officers;
  - (i) President
  - (ii) Vice-President
  - (iii) up to six other members of the association entitled to vote.

- (b) Immediately following the AGM at which the council officers are elected, the council shall meet and appoint from amongst its officers the following:
  - (i) Secretary
  - (ii) Treasurer
  - (iii) Journal Editor
- (c) Each officer of the association shall hold office until the AGM of the year after the date of that person's election but is eligible for re-election.
- (d) In the event of a casual vacancy of any office referred to in paragraphs 2.9.1 (a) or 2.9.1 (b), the council may appoint one of the association's members entitled to vote to the casual office and the member so appointed may continue in office up to and including the completion of the annual general meeting next following the date of that person's appointment, except that no person is to hold both the office of President and Secretary.
- (e) For the purposes of these rules, the office of an officer of the association, or of an ordinary council member, becomes casually vacant if the officer or council member –
  - (i) dies; or
  - (ii) becomes bankrupt, or enters any arrangement under bankruptcy legislation; or
  - (iii) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
  - (iv) resigns office in writing addressed to the council; or
  - (v) is absent from 3 consecutive meetings of council without the approval of the council; or
  - (vi) ceases to be a member of the association; or
  - (vii) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the Secretary of the association stating that officer or member of the council has ceased to be a financial member of the association.

## **2.9.2 Procedure for the election of council members**

- (a) Nominations of candidates for election to the council shall be made in writing and signed by two members of the association

entitled to vote and accompanied by the written consent of the candidate. Council members seeking to stand for re-election may advise the Secretary in writing. The nomination shall be received by the Secretary not less than 42 days prior to the date of the annual general meeting. A member nominating for the position of President or Vice-President may also nominate for council member, but no member may nominate for the positions of both President and Vice-President.

- (b) If there is only one nomination for the positions of President or Vice-President, the person so nominated shall be declared duly elected at the annual general meeting. If there are six or less nominations for the positions of general council member, all persons so nominating shall be declared duly elected at the annual general meeting.
- (c) If there is more than one nomination for the positions of President or Vice-President, or if there are more than six nominations for the positions of general council member, a postal ballot shall be held. Balloting lists shall be prepared containing the names of the candidates, together with the office being sought, in alphabetical order, and shall be forwarded to each member of the association entitled to vote at least 35 days before the annual general meeting.
- (d) All ballot papers must be received by the Secretary by the date specified, being not less than seven days prior to the annual general meetings, to be valid.
- (e) The President shall appoint two members to act as scrutineers and any voting paper adjudged and agreed by them in consultation to be improperly or incorrectly filled shall be invalid.
- (f) For the election of President and Vice-President, each full or emeritus member shall be entitled to vote for one candidate for each office to be contested. The candidate who receives most votes shall be declared elected. Should more than one candidate for President or Vice-President receive the same number of votes, the election shall be decided by the drawing of lots during the AGM.
- (g) In the case of the election of council general members, each full or emeritus member shall be entitled to vote as follows:

- (i) Where no person has nominated for the positions of President or Vice-President as well as council general member, for up to six candidates.
- (ii) Where a person has nominated for the positions of President or Vice-President as well as council general member, for up to seven or eight candidates as necessary.

The six candidates, not having been elected President or Vice-President, who receive the greatest number of votes shall be elected. Should the number of votes cast for the first unsuccessful candidate(s) for council general member be the same as the number of votes cast for the last successful candidate(s), the unfilled positions of council general member shall be decided by the drawing of lots during the annual general meetings.

- (h) Should there fail to be a nomination for a particular position on council, a call for nominations shall be made at the AGM. If at that stage there is more than one nomination, a secret ballot shall be held during the AGM.

### **2.9.3 Council meetings**

- (a) The council may meet together either in person or by other communication means for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit, but in any event will convene at least once a year other than at the AGM.
- (b) The quorum necessary for the transaction of business of the council shall be a minimum of 50 per cent of the total number of members of the council.
- (c) The President shall preside as chairman at every meeting of the council, or if he is not present within a reasonable time after the time appointed for holding the meeting, then the Vice-President shall preside at the meeting.
- (d) The Secretary shall keep minutes of the resolutions and proceedings of each general meeting and council meeting in books provided for that purpose together with a record of names of persons present at the meetings. The minutes shall be signed by the chairman of the meeting.

### **2.9.4 Disclosure of interests**

- (a) If a member of the council or a member of a committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the council or committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the council or committee as the case may be.
- (b) If at a meeting of the council or a committee a member of the council or committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

#### **2.9.5 Executive committee**

- (a) The President, the Vice-President, the Treasurer and the Secretary constitute the executive committee.
- (b) During the period between meetings of the council, the executive committee may issue instructions to the Secretary and servants of the association in matters of urgency connected with the management of the affairs of the association.
- (c) The executive committee is to report on any instructions issued under sub-rule 2.9.5(b) to the next meeting of the council.

#### **2.9.6 Corporate Manager**

- (a) The council may approve the engagement of an individual or an Australian company registered under the *Corporations Act 2001 (Cth)* to perform the day to day management of the association.
- (b) The Secretary is responsible for supervising the activities of the Corporate Manager.

### **2.10 TREASURERS DUTIES (amended 30 October 2010)**

- (a) It is the responsibility of the Treasurer of the association to:
  - (i) provide advice to the council on the current and future financial position of the association and any measures that need to be considered or implemented to ensure its financial viability;
  - (ii) oversee the management of the association's finances, including ensuring the prompt and correct payment of accounts, the receipt and depositing of payments, the transfer of funds within the association's accounts to maximise the interest return; and

- (iii) oversee the keeping of correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditures connected with the activities of the association.
- (b) All branches, groups and committees of the association shall furnish the Treasurer or the council, within a reasonable time, accounts of any financial transactions if requested by the Treasurer or council to do so.
- (c) The income and the property of the association wheresoever derived shall be applied solely toward the promotion of the objectives of the association as set forth, and no part shall be paid or transferred directly or indirectly by way of dividends, bonuses or otherwise howsoever by way of profit to members of the association.

## **2.11 SECRETARY AND POSTAL ADDRESS OF THE ASSOCIATION**

The Secretary shall decide the postal address of the association from time to time.

## **2.12 REMOVAL OF COUNCIL MEMBERS BY GENERAL MEETING**

The association in general meeting may, by resolution remove from office any member of the council before the expiry of his term in office and appoint another member in his stead to hold office until the expiry of the term of the first mentioned member.

## **2.13 COMMITTEES**

- (a) The council may appoint or revoke the appointment of any committee and may delegate any of its powers to them or revoke such delegation as it sees fit. Any committee so formed shall in the exercise of the power so delegated conform to any requirement that may be imposed upon it by the council. The council may appoint any member to membership of any such committee.
- (b) A committee may meet and adjourn as it thinks proper and, in addition to any requirement that may be imposed upon it by the council, shall cause to be prepared minutes of any meetings held by it and shall report to the council from time to time as required by the council.
- (c) Each member of a committee shall have one vote and questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

### **2.13.1 Regional committees**

- (a) There shall be regional committees of the association for the purpose of organising meetings, excursions and other activities consistent with the purposes of the association. A proposal to establish a committee in a particular region shall be considered by council. The members of each regional committee shall be selected by the council from the members of the association resident in that region.
- (b) Each such committee shall appoint a chairman and Secretary. Such members of the council who reside in each region shall be ex-officio members of the committee for that region. The regional committee may appoint members to the committee who will remain on the committee until confirmed or otherwise by the council.

### **2.13.2 Conference committees**

There shall be a committee established to organise each year's national conference. Proposals for the holding of the annual conference will be considered by council and announcement of the committee will be made during the annual conference two years prior to the proposed conference. The proposal shall have an organising committee structure. The council shall retain the power to add to or remove from the conference committee those members it chooses. The committee shall remain constituted until the relevant annual conference has been held and until all outstanding matters relating to the running of the conference have been finalised.

## **2.14 CRAFT GROUPS**

- (a) There will be established craft or professional groups within the association as deemed appropriate from time to time by the council. Membership of each group will depend on appropriate academic or other qualification as laid down for each craft group. Submissions to establish a particular craft group are to be made to the council, stipulating the structure of the craft group, together with qualifications for membership and intended functions of the group.
- (b) Each craft group will be ceded such powers by the council to allow it to conduct its activities with reasonable autonomy. However, the following shall apply:

- (i) There will be no annual subscription for craft group membership beyond the annual membership fees appropriate to the individual member.
- (ii) The major scientific and social meeting of each year of each craft group shall be in conjunction with the association's annual conference.
- (iii) There shall be a President and Secretary of each craft group. The structure of each group otherwise will vary as deemed appropriate.
- (iv) The craft group shall provide a detailed report of its activities each financial year to the council at least 28 days prior to the association's annual general meeting.
- (v) The aims and operations of the craft groups shall be in accordance with the aims and operations of the association. The action of craft groups shall be subject to the overriding authority of the council. The council shall do everything reasonable to assist craft groups in their operation.

## **2.15 DISBANDMENT OF COMMITTEES, BRANCHES AND GROUPS**

- (a) Should the council resolve that the activities or conduct of any regional committee or craft group is not in accordance with the best interests of the association, the council may withdraw its approval of the committee or group. A special general meeting shall be convened whether to disband the craft group or regional committee.
- (b) The records, accounts and funds of all committees, branches and groups are the property of the association and in the event that a committee, branch or group ceases to exist, the funds held by that committee, branch or group shall be forwarded to the Treasurer of the association forthwith.

## **2.16 CHANGE OF PURPOSES AND RULES**

The statement of purposes and rules may only be altered, rescinded and/or added to by a three-fourths majority of the full and emeritus members who vote in person or proxy at a general meeting of the association. Any changes to the purposes and rules shall be notified to all members at the earliest practical opportunity.

## **2.17 PUBLICATIONS AND PUBLICITY**

### **2.17.1 Journal**

- (a) A journal of the association shall be produced and distributed to all members of the association. Payment of the annual subscription to the association shall also entitle members to a year's subscription of the journal. Such a journal shall commence publication as soon as is practicable, and will be published on a regular basis, but in any event not less than twice each calendar year.
- (b) Subscription rates for the journal shall be set by the council on recommendation from the journal editor.
- (c) The editor of the journal shall be a member of the council. The council may co-opt or appoint such persons to an editorial board for the journal as is deemed necessary to assist the editor. The editor shall be responsible for the journal's publication and shall be chairman of the editorial board. The editor shall have regard to the views, if any, expressed by the majority of the council as to the editorial policy and material for publication. In all other ways the editorial policy shall be independent of all external factors.

### **2.17.2 Publicity**

Only the President and Vice-President are authorised to speak on behalf of the association. The President may delegate this authority from time to time, as he sees fit.

## **2.18 ACCOUNTS BOOKS AND RECORDS (*inserted 30 October 2010*)**

### **2.18.1 Accounts**

- (a) True accounts are to be kept of the following:
  - (i) each receipt or payment of money by the association and the matter in respect of which the money was received or paid; and
  - (ii) each asset or liability of the association.
- (b) The Treasurer of the association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the association in the form and manner the council determines.
- (c) The accounts, books and records are to be kept at the association's office or at any other place the council determines.

### **2.18.2 Inspection by members**

The accounts are to be open to inspection by the members of the association at any reasonable time, and in any reasonable manner, determined by the council.

### **2.18.3 Banking and finance**

- (a) Bank account arrangements are to be determined and authorised by council on the advice of the Treasurer.
- (b) The Treasurer is responsible for opening and managing the accounts as determined and for ensuring that the disbursement of the association's cash assets is such as to maximise the interest return.
- (c) All accounts are to be accessible electronically to with the facility for electronic deposits, payments and transfers.
- (d) The council will from time to time determine the signatories/authorised electronic users of any bank account established. Signatories/authorised electronic users may include the principal and specified employees of the Corporate Manager.
- (e) Only one signatory/authorised user is required to sign/authorise payments.
- (f) Payments must wherever possible be made electronically.
- (g) A monthly report of bill payments is to be provided to the Treasurer.
- (h) The Corporate Manager is to manage the prompt banking of funds received. A weekly report of these transactions is to be provided to the Treasurer.
- (i) For the avoidance of any doubt, clauses 8(1) to (7) inclusive of the Model Rules under the *Associations Incorporation (Model Rules) Regulations 2007* are excluded.

### **2.19 AUDITOR (*inserted 30 October 2010*)**

- (a) At each annual general meeting, the members of the association present at the meeting are to appoint a person as the auditor of the association.
- (b) If an auditor is not appointed at an annual general meeting under sub-rule 2.19(a), the council is to appoint a person as the auditor of the association as soon as practicable after that annual general meeting.

- (c) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (d) The auditor may only be removed from office by special resolution.
- (e) If a casual vacancy occurs in the office of auditor, the council is to appoint a person to fill the vacancy until the next annual general meeting.

**2.20 AUDIT OF ACCOUNTS (*inserted 30 october 2010*)**

- (a) The auditor is to audit the financial affairs of the association at least once in each financial year of the association.
- (b) The auditor, after auditing the financial affairs of the association for a particular financial year of the association, is to –
  - (i) certify as to the correctness of the accounts of the association; and
  - (ii) at the next annual general meeting, provide a written report to the members of the association present at that meeting.
- (c) In the report and in certifying to the accounts, the auditor is to –
  - (i) specify the information, if any, that he or she has required under sub-rule 2.20(e)(ii) and obtained; and
  - (ii) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the association according to the information at his or her disposal; and
  - (iii) state whether the rules relating to the administration of the funds of the association have been observed.
- (d) The Secretary of the association is to deliver to the auditor a list of all the accounting records, books and accounts of the association.
- (e) The auditor may –
  - (i) have access to the accounting records, books and accounts of the association; and
  - (ii) require from any servant of the association any information the auditor considers necessary for the performance of his or her duties; and
  - (iii) employ any person to assist in auditing the financial affairs of the association; and
  - (iv) examine any member of the council, or any servant of the association, in relation to the accounting records, books and accounts of the association.

**2.21 SERVICE OF NOTICES AND REQUISITIONS (*inserted 30 October 2010*)**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

**2.22 DISPUTES** (*inserted 30 october 2010*)

- (a) A dispute between a member of the association, in the capacity as a member, and the association is to be determined by a single arbitrator in accordance with the provisions of the Commercial Arbitration Act 1986.
- (b) This rule does not affect the operation of rule 2.7.3 headed “Appeal against expulsion”.