

**Constitution of
The Perinatal Society of
Australia and New Zealand Limited**

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Introduction

1. Replaceable rules excluded

1.1 The replaceable rules contained in the Act do not apply to the Society.

2. Definitions

2.1 Definitions

In this constitution:

- (1) **Act** means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (2) **Board of Directors (Board)** means the members elected in accordance with rule 24 to be the directors of PSANZ;
- (3) **Business day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Society has its registered office;
- (4) **Constitution** means the constitution of PSANZ as amended from time to time;
- (5) **Disciplines** mean the disciplines of Perinatology as follows:
 - a. discovery science;
 - b. neonatology;
 - c. neonatal nursing;
 - d. midwifery;
 - e. obstetrics;
 - f. epidemiology/public health;
 - g. allied health;
 - h. consumers/lay;
 - i any other disciplines that are determined to be appropriate by the Board.
- (6) **Immediate Past President** means the member who was the President immediately prior to the current President;
- (7) **Member** means any person who has been admitted as a member of the Society and has paid the requisite subscription fees for the relevant calendar year;
- (8) **Perinatology** is derived from the Greek term “peri” meaning “around or about” “natal” from the Latin term “natus” meaning “born” and “ology” from the Greek term “logos” meaning “treatise or study of”. Perinatology covers the study of

mothers and babies during pregnancy and around the time of birth and embraces the full scope of the speciality – clinical, professional, political, administrative and educational aspects. It is multi-disciplinary in nature and the membership of PSANZ aims to reflect this. Perinatal has a cognate meaning;

- (9) **PSANZ** means The Perinatal Society of Australia and New Zealand;
- (10) **Society** means The Perinatal Society of Australia and New Zealand (PSANZ);
- (11) **Subscription Fees** means the annual subscriptions fees in accordance with rule 16;
- (12) **Voting members** means those members who are entitled to vote at general meetings of the Society according to this constitution.

3. Interpretation

3.1 Reference to the Corporations Act 2001 of the Act is a reference to the Corporations Act 2001 as modified or amended from time to time.

3.2 In this constitution, unless the contrary intention appears:

- (1) The singular includes the plural and vice versa, and words importing a gender include other genders;
- (2) Words importing natural persons include corporations;
- (3) “Including” and similar expressions are not words of limitation.
- (4) Headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.
- (5) Any expression has the same meaning as the meaning expressed in the Corporations Act 2001 that deals with the same matter as the rule.

4. Objects

4.1 The objects for which the Society is established are to:

- (1) advance the theory and practice of perinatology;
- (2) encourage and support training and research in perinatology;
- (3) provide expert advice to government and other bodies on matters relating to perinatology;
- (4) ensure effective communication and liaison with people and other bodies both locally and internationally interested in perinatology.

4.2 The Society must pursue the objects expressed in rule 4.1 and must apply its income in promoting those objects.

4.3 The Society is a company limited by guarantee.

5. Powers

5.1 The Society has all the powers of an individual and a body corporate but does not have the power to issue shares.

5.2 Despite rule 5.1 the powers of the Society are ancillary to and exercisable only to pursue the objects of the Society set out in rule 4.

6. Application of income and property

6.1 The income and property of the Society, from wherever they are derived, must be applied solely towards the promotion of the objects of the Society set out in rule 4.

7. No distribution to members

7.1 No portion of the income or property of the Society may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Society, unless it is regarding:

- (1) the payment in good faith of remuneration to any officer, servant or member of the Society in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual way of business;
- (2) the payment of interest at a rate not exceeding the rate charged by the Society's bankers from time to time on overdraft accounts of under \$100,000 plus 2% on money borrowed from any member of the Society;
- (3) the payment of reasonable and proper rent by the Society to a member of the Society for premises leased by the member to the Society, or
- (4) the reimbursement of expenses incurred by any member on behalf of the Society as allowed under this Constitution or by resolution.

8. Limited liability

8.1 The liability of the members is limited.

Membership

9. Number and category of members

9.1 There are three classes of members of the Society, namely:

- (1) Ordinary members;
- (2) Corporate members, and
- (3) Honorary life members.

9.2 Additional categories of members, if recommended by the Board, may be created from time to time by the members at a general meeting.

10. Ordinary membership

10.1 Any person:

- (1) who is associated with the discipline of Perinatology;
- (2) who, in the opinion of the Board, has a significant interest in Perinatology or in advancing the objectives of PSANZ,

may apply for ordinary membership of the Society.

10.2 Ordinary members have the right to receive notices of and to attend and be heard at any general meeting and to vote at any general meeting.

11. Corporate membership

11.1 Any corporation:

- (1) who is associated with the discipline of Perinatology;
- (2) who, in the opinion of the Board, has a significant interest in Perinatology or in advancing the objectives of PSANZ,

may apply for corporate membership of the Society.

11.2 Any corporation who is a Corporate member has the right to receive notices of and to attend and be heard at any general meeting and will be entitled to one vote at any general meeting.

11.3 The corporation who is a corporate member must nominate a representative in their membership application; that representative is the only person of that corporation (unless other persons are members in their own right) eligible for concessions for any fees levied by the Society.

11.4 The corporate member may change the representative by giving notice of the change in writing to the Secretary. The change of representative will take effect one month from receipt of the notice by the Secretary.

12. Honorary life membership

12.1 An ordinary member may be nominated by a proposer and seconder, both of whom must be members, for admission as an honorary life member of the Society. A member may not propose or second himself.

12.2 Nominations must be delivered to the Secretary for consideration by the Board and must be supported by a curriculum vitae which evidences the member's pre-eminence in professional, scientific or societal aspects of the Society

12.3 The nomination will be considered by the Board and if, in the opinion of the Board (directors of the Board having an interest in the nomination having declared that interest and abstained from voting) the nominee is distinguished by their contribution to the objectives of the Society and worthy of the distinction, the member will be conferred with honorary life membership.

12.4 Honorary life members have the right to receive notices of and to attend and be heard at any general meeting and to vote at any general meeting.

13. Application for Membership

13.1 An application for ordinary membership must be:

(1) received through the website;

13.2 If the applicant is a company/corporation it must nominate one person (nominated representative) to represent it in the Society. The application form must:

(1) state the name and address of the nominated representative,

(2) be signed by the nominated representative

13.3 An application form must be accompanied by the annual subscription, determined in accordance with rule 16.

14. Admission to Membership

14.1 The application for corporate membership will be considered by the Board, who can either reject or accept the application.

14.2 If an application for membership is rejected, any annual subscription paid by the applicant must be refunded to the applicant.

14.3 The Board need give no reason for the rejection of an application.

14.4 If an applicant is accepted for membership:

(1) the secretary must notify the applicant of admission in the form of a receipt for the annual subscription or in any other form the Board determines, and

(2) the name and details of the member must be entered in the register of members.

15. Register of members

15.1 A register of members of the Society must be kept in accordance with the Act.

Annual subscription

16. Annual subscription

16.1 The annual subscription payable by a member of the Society is the sum the Board determines from time to time, and is due and payable to the Treasurer in advance by 31 January in each year.

16.2 The Board has discretion to approve concessional subscriptions for students, retirees, pensioners, or any other such class of person as determined by the Board.

16.3 No annual subscription is payable by any honorary life member.

17. Unpaid annual subscriptions

17.1 If:

- (1) the annual subscription of a member remains unpaid for 2 months after it becomes payable, and
- (2) a reminder notice has been given

the member ceases to be a member and ceases to be entitled to any of the rights or privileges of membership, but these may be reinstated on payment of all arrears if the Board sees fit.

Cessation of membership

18. Resignation

18.1 A member may resign from membership of the Society by giving written notice to the Secretary and takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

19. Cessation of membership

19.1 A member who is an individual ceases to be a member:

- (1) on the death of the member, or
- (2) if the member is expelled under rule 20.

19.2 A corporate member ceases to be a member:

- (1) if it is wound up or is otherwise dissolved or deregistered, or
- (2) if it is expelled under rule 20.

- 19.3 An honorary life member ceases to be a member:
- (1) on the death of the member;
 - (2) if the member is expelled under rule 20, or
 - (3) if the Board, for any reason, requests in writing the resignation of the member and the member does not resign within 2 months after the request is sent.
- 19.4 If a person's membership ceases for any reason they are to be removed from the register of members of the Society.

20. Expulsion of members

- 20.1 If any member:
- (1) wilfully refuses or neglects to comply with the provisions of this constitution, or
 - (2) is guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interests of the Society;

the Board may resolve to expel the member from the Society and remove the member's name from the register of members.

- 20.2 At least 1 month before the meeting of the Board at which a resolution of the nature referred to in rule 20(1) is proposed the Board must give to the member notice of:
- (1) the meeting;
 - (2) what is alleged against the member, and
 - (3) the intended resolution.

- 20.3 At the meeting and before the passing of the resolution, the member must have an opportunity of giving orally or in writing any explanation or defence the member sees fit.

21. Effect of cessation of membership

- 21.1 If any member ceases to be a member under this constitution, the member remains liable to pay to the Society any money which, at the time of the member ceasing to be a member, the member owes to the Society on any account and for any sum.

Organisation of Society

22. Governance

- 22.1 The Society is a body governed by the Board.

23. Committees

- 23.1 The Board may create any committees or positions within the Society and delegate any of its powers and duties to those committees or positions as it thinks fit from time to time.
- 23.2 The powers and duties delegated to a committee will be upon any terms and conditions as the Board may determine, including the fixing of a quorum for a meeting. The president will be, ex-officio, a member of any such committee unless otherwise intended during the creation of that committee.

Appointment, Removal and Resignation of Directors

24. Composition of the Board of Directors

- 24.1 The Board will comprise of at least 10 directors.
- 24.2 The Society in general meeting may by resolution increase or reduce the number of directors referred to in rule 24.1 but the number may not be reduced below three.
- 24.3 The Board will comprise the following directors:
- (1) 5 Office Holders, being:
 - a. President;
 - b. President Elect;
 - c. Secretary;
 - d. Treasurer;
 - e. Immediate Past President.
 - (2) At least five ordinary members not being office holders.
- 24.4 Each director will be elected for a term of 2 years, unless otherwise provided in this Constitution.
- 24.5 No person will serve as a director more than 10 years consecutively
- 24.6 The position of immediate past president is not subject to election and is determined by the term of the incumbent president.
- 24.7 The Board may vest in a Board member those powers, duties and authorities as it from time to time determines.
- 24.8 At the annual general meeting at which this Constitution comes into effect:

- (1) The positions of President, Secretary and Immediate Past President will be determined by resolutions of the members and shall be binding for the period specified in that resolution subject to clauses 28, 29 and 30.
- (2) All other director positions will be determined by ballot carried out prior to the meeting and confirmed by resolution of the members at that meeting.

24.9 At the Annual General Meeting during which this Constitution is adopted, all director positions on the Board must be filled as ordered by this Constitution. At the first Annual General Meeting following this date, three of the five ordinary member director positions not being office holders must return for new election.

25. Election

25.1 Each candidate for election as an office holder or a director on the Board must be proposed by a member and be seconded by another member. The candidate cannot propose or second himself. The candidate must be an ordinary member of the Society.

25.2 A nomination of a candidate for election must:

- (1) be in writing;
- (2) be signed by the candidate, and
- (3) be signed by the proposer and seconder.

25.3 A nomination of a candidate for election must be lodged with the Secretary at least 30 days before the annual general meeting of the Society.

25.4 Election of directors will be by postal and/or electronic and/or in person ballot of members as resolved by the directors.

26. Time appointment or retirement takes effect

26.1 Subject to the election result being declared by the chair of the annual general meeting, the elected directors will take office and the retiring directors will retire at the conclusion of that meeting.

27. Insufficient directors

27.1 If there is a vacancy in the office of a director, the remaining directors may act, but if the number of remaining directors is less than three they may act only for the purpose of increasing the number of directors to three and convening a general meeting of the Society.

28. Removal

28.1 Subject to the Act, the voting members of the Society may by ordinary resolution (of which special notice will be given) remove any director of the Board from office.

29. Resignation

29.1 A director of the Board may resign as a director of the Board of the Society by giving a written notice of resignation to the Society at its registered office.

30. Vacation of office of director of the Board of Directors

30.1 In addition to any other circumstances in which the office of a director of the Board becomes vacant under the Act, the office of a director of the Board becomes vacant if the director of the Board:

- (1) becomes bankrupt or suspends payment or compounds with their creditors;
- (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) is not present at 2 consecutive meetings of directors without special leave of absence from the directors and the directors declare their seat to be vacant;
- (4) becomes disqualified from being a director under the Act or any order made under the Act;
- (5) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest in the manner required by the Act;
- (6) is removed from office in accordance with rule 28, or
- (7) resigns from office in accordance with rule 29.

30.2 If the position of a director of the Board is vacant as a consequence of rules 28,29 or 30.1, the remaining directors may appoint another person to hold office as a director of the Board in the place of the director so removed. The person appointed will hold office only until the time when the person removed would have retired.

Duties and Powers of Board of Directors

31. Validation of acts of Board of Directors

31.1 The acts of the Board or a director are valid despite any defect that may afterwards be discovered in appointment or qualification of a director or directors.

32. General business management

32.1 The business of the Society is to be managed by or under the direction of the Board.

32.2 The Board may exercise all the powers of the Society except any powers that the Act or this constitution requires the Society to exercise in general meeting.

32.3 A rule made or resolution passed by the Society in general meeting does not invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.

32.4 The Board may engage all such officers and employees as it may consider necessary and regulate their duties and fix their salaries.

33. Negotiable instruments

33.1 Following a resolution of the Board any 2 directors of the Board may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

34. Regulations

34.1 The Board has power from time to time to make, amend or repeal such regulations as are in its opinion necessary and desirable for the proper control, administration and management of the Society's affairs, operations, finances, interests, effects and property.

34.2 Any regulations will:

- (1) be subject to the Act and this constitution, and
- (2) when in force, be binding on all members and shall have the same effect as these rules.

Directors' interests

35. Conflict

35.1 A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as director must declare at a meeting of the Board of the Society or by written notice to the secretary of the Society the fact and the nature, character and extent of the conflict. This notice will be in writing, recorded at a directors meeting and kept in a register of interests.

35.2 Upon receiving the notice the Board may then decide if that director is to be excluded from voting on the matter.

Remuneration of directors

36. No directors' remuneration

36.1 Despite rule 7, no director may receive any remuneration for their services in their capacity as a director of the Society other than payment of the directors' travelling and other expenses that they properly incur:

- (1) in attending Board meetings or any meetings of committees of directors;

(2) in attending any general meetings of the Society, and

(2) in connection with the Society's business.

36.2 The expenses claim must be submitted to and approved by the Treasurer.

Indemnity and insurance

37. Indemnity

37.1 To the extent permitted by the Act, the Society indemnifies:

(1) every person who is or has been a director or officer of the Society, and

(2) where the Board considers it appropriate to do so, any person who is or has been a director or officer of a related body corporate of the Society,

against any liability incurred by that person in their capacity as a director or officer of the Society or of the related body corporate (as the case may be).

Board of Directors meetings

38. Meetings of the Board of Directors

38.1 The Board will meet before each Annual General Meeting or at any other times determined by it, but must meet at least once in every financial year.

39. Notice of meeting

39.1 Subject to rule 39.2, not less than 7 days' notice must be given to every director of the Board of any meeting specifying the time, place and general nature of the business of such meeting, but where the president considers an emergency exists he/she may take such steps as he/she considers necessary to notify directors of the Board of the proposed meeting despite 7 days' notice not having been given.

40. Technology meeting of Board of Directors

40.1 A Board meeting may be held face to face or by any other technology provided that:

(1) each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting, and

(2) at the commencement of the meeting each director must announce their presence to all the other directors taking part in the meeting.

40.2 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a online meeting unless that director has previously obtained the express consent of the chair to leave the meeting.

41. Chairing Board of Directors meetings

- 41.1 The president of the Board is the chair of all meetings of the Board.
- 41.2 If the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the president elect of the Board is the chair of the meeting. If the president elect is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors of the Board present must elect a director present to chair the meeting.

42. Quorum

- 42.1 A quorum for a meeting of the Board is one-half in number of its members rounded up to the nearest whole number plus one.

43. Passing of Board of Directors resolutions

- 43.1 A resolution of the Board must be passed by a majority of the votes cast by directors of the Board voting on the resolution.
- 43.2 Every director of the Board is entitled to one vote.
- 43.3 The chair has a casting vote if necessary in addition to any vote they have as a director of the Board.
- 43.3 A director may request that their “no” or “abstention” vote be recorded in the minutes of the meeting.

44. Circulating resolutions

- 44.1 The Board may pass a resolution without a Board meeting being held if all the directors of the Board entitled to receive notice of a meeting of the Board sign a document containing a statement or confirm by electronic means that they are in favour of the resolution set out in the document.
- 44.2 Separate copies of a document may be used for signing by directors of the Board if the wording of the resolution and statement is identical in each copy.
- 44.3 The resolution is passed when the last director signs or sends the electronic confirmation, and the passing of the resolution must be noted in the minutes of the next Board meeting.

Meetings of members

45. Calling of general meeting

- 45.1 Except as permitted by law, a general meeting, to be called the annual general meeting, must be held at least once in every calendar year.

- 45.2 The Board:
- (1) may convene an extraordinary general meeting at any time, and
 - (2) must, on the requisition of 5% of voting members convene an extraordinary general meeting of members.
- 45.3 The requisition for an extraordinary general meeting must state the objects of the meeting, be signed by the requisitionists and be lodged with the Secretary.
- 45.4 If the Board does not within 21 days after the deposit of a valid requisition proceed to convene an extraordinary general meeting of members, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves in the same manner as nearly as possible as that in which meetings are to be convened by the Board, call a meeting, but a meeting so convened shall not be held after the expiration of 3 months from the said date of the deposit of the requisition.
- 45.5 Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to convene an extraordinary general meeting, will be paid to the requisitionists by the Society.

46. Persons entitled to notice of general meeting

46.1 Written notice of a meeting of the Society's members must be given to:

- (1) each member entitled to vote at the meeting;
- (2) each director of the Board, and
- (3) the Society's auditor.

46.2 No other person is entitled to receive notice of general meetings.

47. How notice is given

47.1 The Society may give the notice of meeting to a member:

- (1) by sending it to email address nominated by the member;
- (2) personally;
- (3) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member;
- (4) by sending it by other electronic means (if any) nominated by the member.

47.2 Any general meeting will be deemed not to be duly convened if the Board or the requisitionists fail to give notice of any general meeting in accordance with this constitution.

48. When notice is given

48.1 Subject to the provisions of the Act as to short notice, at least 21 days notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Society.

49. Contents of notice

49.1 A notice of a general meeting must:

- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
- (2) state the general nature of the meeting's business;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (4) be worded and presented in a clear, concise and effective manner, and
- (5) contain a statement setting out the following information:
 - (a) that the member has a right to appoint a proxy, and
 - (b) that the proxy must be a member of the Society.

50. Notice of adjourned meeting

50.1 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

51. Quorum

51.1 A quorum constitutes 5% in number of members or the closest number above that percentage present in person or by duly appointed proxy, provided that at least 3 directors of the Board are in attendance.

51.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

51.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting, the meeting must be adjourned to another date as specified by the Board.

51.4 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the voting members present will constitute a quorum.

52. Chair at general meetings

52.1 The president of the Board, if present, presides as chair at every general meeting.

- 52.2 Where a general meeting is held and there is no president of the Board or the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the president elect of the Board if present presides as chair of the meeting. If the president elect is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present may appoint any 1 of their number to be chair of the meeting.

Proxies

53. Appointment of proxy

- 53.1 A member who is entitled to attend and cast a vote at a meeting of the Society's members may appoint an individual as the member's proxy to attend and vote for the member at the meeting. The proxy must be a member.

- 53.2 A proxy appointed to attend and vote for a member has the same rights as the member.

54. Document appointing proxy

- 54.1 An appointment of a proxy is valid if it contains the following information:

- (1) The name of the member;
- (2) The name of the proxy, and
- (3) Signatures of both the member and the proxy.

- 54.2 The written appointment of a proxy must be received by the Secretary at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before any vote is to be taken.

- 54.3 Proof of identity of the proxy must be given to the Secretary if required. The Board has discretion to refuse the proxy if the identification is not provided.

55. Attorney of member

- 55.1 An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members the instrument conferring the power of attorney or a certified copy of it must be produced to the Society at least 15 minutes before the meeting or the taking of a poll.

- 55.2 Proof of identity of the attorney must be given to the Secretary if required. The Board has discretion to refuse the attorney if the identification is not provided.

Voting at meetings of members

56. How vote may be exercised

- 56.1 Subject to rules 57 and 60 at any general meeting of members, each ordinary member, corporate and honorary life member present has 1 vote.
- 56.2 The vote shall be exercised in person or by postal vote or by electronic means as per rule 61.

57. Objections to right to vote

- 57.1 A challenge to a right to vote may only be made at the meeting and must be determined by the chair, whose decision is final.

58. How voting is carried out

- 58.1 Unless a poll is demanded, a resolution put to the vote at a meeting of the Society's members must be decided on a show of hands together with any electronic and/or postal votes lodged in accordance with rule 61. Neither the chair nor the minutes need state the number or proportion of the votes recorded in favour or against. However a member may request that his vote abstaining or against a motion be recorded in the minutes.
- 58.2 Unless otherwise required by this constitution or the Act, all resolutions of the Society are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by members present at the meeting and entitled to vote on the resolutions.

59. When a poll is demanded

- 59.1 At a meeting of the Society's members, a poll may be demanded by:
- (1) at least 3 members entitled to vote on the resolution, or
 - (2) the chair.
- 59.2 The poll may be demanded:
- (1) before a vote is taken;
 - (2) before the voting results on a show of hands are declared, or
 - (3) immediately after the voting results on a show of hands are declared.
- 59.3 A poll vote must include any postal or electronic votes submitted on the resolution in accordance with rule 61.

60. Chair's casting vote

- 60.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote they may have in their capacity as a member.

61. Voting by electronic/postal means

61.1 A member can vote by electronic/postal means on a resolution, including special resolutions, if:

- (1) The notice of the meeting in which the resolution will to be considered includes:
 - a. the terms of the resolution that will be considered at the meeting;
 - b. that electronic/postal votes will be accepted on that resolution;
 - c. the method in which electronic/postal votes will be accepted.
- (2) The voting member submits their electronic/postal vote in accordance with the timeframe prescribed by the Board in the Notice of Meeting.

61.2 A vote submitted by post or electronically cannot be revoked or changed by the member.

Annual general meeting

62. Business of an annual general meeting

62.1 The business of an annual general meeting must include the following, even if not referred to in the notice of meeting

- (1) The financial statements for the year;
- (2) The Directors' report, and
- (3) Auditor's or reviewer's report.

62.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting or extraordinary general meeting is special business.

62.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Society.

Change of Constitution

63. Requirements to Change Constitution

63.1 This Constitution can only be repealed or amended by a special resolution at a general meeting of members.

63.2 The resolution must be passed by at least 75% of the votes cast by members, either in person, by postal means or by electronic means as per rule 61.

Minutes

64. Minutes to be kept

- 64.1 The Board must keep minute books in which they record within 1 month:
- (1) proceedings and resolutions of meetings of the Society's members;
 - (2) proceedings and resolutions of Board meetings;
 - (3) resolutions passed by members without a meeting;
 - (4) resolutions passed by Board without a meeting;
 - (5) all appointments of officers;
 - (6) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a director of a material personal interest.
- 64.2 The directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:
- (1) the chair of the meeting, or
 - (2) the chair of the next meeting.
- 64.3 The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a director of the Board within a reasonable time after the resolution is passed.

Accounts, audit and records

65. Accounts

- 65.1 The Board must cause proper accounting and other records to be kept in accordance with the Act, including with respect to:
- (1) all sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place;
 - (2) all sales and purchases of real and personal property by the Society, and
 - (3) the assets and liabilities of the Society.
- 65.2 The accounts of the Society will be kept at the registered office of the Society or, subject to the Act, at such other place as the Board thinks fit, and will always be open to inspection by directors of the Board.
- 65.3 The financial year of the Society will close on 31 December each year.

- 65.4 The Board must distribute copies of the yearly financial statements (including every document required by law to be attached to them) to members as required by the Act.
- 65.5 The Board may authorise one or more persons to draw, endorse or make cheques, bills of exchange and promissory notes or other negotiable instruments in the name or on behalf of or on account of the Society.

66. Audit

- 66.1 The Board shall organise for a review or audit of the financial records every financial year in accordance with the Act.

Execution of documents

67. Execution of documents

- 67.1 Following a resolution of the Board the Society may execute a document if the document is signed by:
- (1) 2 directors of the Board of the Society, or
 - (2) Another person duly appointed by the Board for that purpose.

Inadvertent omissions

68. Formalities omitted

- 68.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

Winding up

69. Winding up

- 69.1 If upon the winding up or dissolution of the Society any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Society but must be given or transferred to some other institution or institutions determined by the members of the Society at or before the time of dissolution which has similar objects to the Society.
- 69.2 If the members do not make the necessary determination under rule 69.1, the Society may apply to the Supreme Court to determine the institution or institutions.

69.3 Every member of the Society undertakes to contribute an amount not exceeding \$10 to the property of the Society if it is wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:

- (1) of the debts and liabilities of the Society (contracted before the member ceases to be a member);
- (2) of the costs, charges and expenses of winding up, and
- (3) for the adjustment of the rights of the contributories among themselves.