

**CONSTITUTION**

**of the**

**REHABILITATION MEDICINE SOCIETY OF  
AUSTRALIA AND NEW ZEALAND LTD**

**(the RMSANZ)**

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## Constitution of the

### Rehabilitation Medicine Society of Australia & New Zealand Ltd

#### 1. GENERAL

##### 1.1 Name

1.1.1 The name of the Company is Rehabilitation Medicine Society of Australia & New Zealand Ltd.

##### 1.2 Definitions

In this constitution:

- a) "AFRM" means The Australasian Faculty of Rehabilitation Medicine of the Royal Australasian College of Physicians;
- b) "AGM" means the Annual General Meeting of the Company;
- c) "Board Committee" means a group made up of Members of the RMSANZ formed by the Board to consider a matter or matters as determined by the Board, and in accordance with clause 8.1 of this constitution;

- d) “Branch” means a group formed by Members of the RMSANZ who choose to interact with each other in relation to issues affecting the RMSANZ in a regional context and formed in accordance with clause 8.2.1 of this constitution;
- e) “Branch Committee” means a committee formed by a Branch to manage or assist with any activities of that Branch including communicating with the Board in relation to matters relating to the Branch, and formed in accordance with clause 8.2.2 of this constitution;
- f) “Company” means Rehabilitation Medicine Society of Australia & New Zealand Ltd;
- g) “Corporations Act” means the Corporations Act 2001 (Cth);
- h) “Directors” and “the Board” means the board of directors of the RMSANZ;
- i) “Director” means an individual Member of the board of Directors of the RMSANZ;
- j) “Executive Officer” means such person as the Directors appoint to that position in accordance with clause 4 from time to time;
- k) “Immediate Past President” means that Member who holds the office of Director in accordance with clause 4.6.1.
- l) “Members” mean the individuals who belong to the Company, and “Member” shall have the corresponding meaning;
- m) “Ordinary Resolution” means a resolution passed by at least fifty percent (50%) of the votes cast;

- n) “President-Elect” means the Director elected to become the next President in accordance with clause 4 of this constitution;
- o) “RACP” means The Royal Australasian College of Physicians;
- p) “Rehabilitation Medicine” means that part of the science of medicine involved with the prevention and reduction of function loss, activity limitation and participation restriction arising from impairments; the management of ~~disability~~disability/activity limitation in physical, psychosocial and vocational dimensions; and the improvement of lost function.
- q) “Rehabilitation Physician” means a registered medical practitioner and Fellow of the AFRM (and any successor body) whose practice is by referral and who, by training and experience in Rehabilitation Medicine is able to conduct expert evaluation and management of patients with impairments and disabilities;
- r) “RMSANZ” and “the RMSANZ” means Rehabilitation Medicine Society of Australia & New Zealand Ltd;
- s) “SIG” means a Special Interest Group formed by a subset of the RMSANZ membership who wish to interact with each other in relation to some specific issue or issues affecting the RMSANZ, and in accordance with clause 8.3.1 of this constitution;
- t) “SIG Committee” means a committee formed by a SIG to manage or assist with activities of that SIG including communicating with the Board in relation to matters relating to that SIG, and in accordance with clause 8.3.2 of this constitution;
- u) “Special Resolution” means a resolution passed by at least seventy five percent (75%) of votes cast;
- v) “STCs” means Specialty Training Committees of the RACP;
- w) “Term” is the period of office of a director; and
- x) “Vice-President” means a Member appointed as Vice-President in accordance clause 4 of this constitution.

### **1.3 Exclusion of replaceable rules**

1.3.1 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the RMSANZ.

### **1.4 Legislative exemptions**

1.4.1 If a legislative instrument or any other legislative or regulatory measure (such as an ASIC Class Order or no-action letter) which confers an exemption from, or which modifies the operation of, a provision of the Corporations Act, the Corporations Regulations or company constitutions (in any such case an “**Exemption**”);

- a) is more restrictive than a provision of this constitution – the Exemption does not limit the operation or effect of that provision; or

- b) confers an exemption or other benefit not permitted by a provision of this constitution – the Exemption operates of its own force and independently of that provision, whether the Exemption takes effect before or after the time of adoption of that provision.

## 2. THE COMPANY – ITS NATURE, OBJECTS AND POWERS

### 2.1 The RMSANZ

#### 2.1.1 The RMSANZ:

- a) is a company limited by guarantee;
- b) will operate for the promotion, development and attainment of its objects;
- c) will apply its profits (if any) or other income in promoting its objects; and
- d) is not carried on for the purpose of profit or gain to its individual Members.

2.1.2 The registered office of the RMSANZ shall be at a location determined by the directors of the RMSANZ from time to time.

### 2.2 Objects

#### 2.2.1 The objects of the RMSANZ are the following:

- a) to promote and advance the study and practice of Rehabilitation Medicine;
- ~~b) — to promote and advance the study of Rehabilitation Medicine;~~
- ~~e)b) — to foster the highest standards of training, practice, teaching education and research in the field of Rehabilitation Medicine and disability/activity limitation and related areas, including (without limitation) by instituting and conducting courses of study for the benefit of those desiring to increase and improve their knowledge of Rehabilitation Medicine;~~
- ~~d) — to promote, improve, encourage and provide education or training in Rehabilitation Medicine by instituting and conducting courses of study for the benefit of those desiring to increase and improve their knowledge of Rehabilitation Medicine and related disciplines to the highest possible level;~~
- ~~e)c) — to provide a forums for medical practitioners Members engaged in the practice of Rehabilitation Medicine and any of its special interests and related disciplines for the furtherance of standards of medical care and rehabilitation, including (without limitation) by conducting annual scientific meetings and through the establishment of Branches and SIGs;~~
- ~~f) — to liaise with the AFRM and the RACP and other relevant bodies regarding training, certification and recertification programs, and to advance the purpose of any concluded agreement or understanding, whether binding or non-binding, with the RACP or the AFRM (or any successor body) as varied from time to time;~~

~~g) from time to time, to liaise with and advise the AFRM (or any successor body) and the RACP and any of its boards and committees on matters concerning Rehabilitation Medicine;~~

~~h)d) to nominate from time to time representatives, selected by the Directors, to the AFRM and RACP and any other relevant bodies for membership of the STCs or any other committees of those bodies as deemed appropriate by the Directors;~~

~~i)e) to represent the views of Rehabilitation Physicians to other relevant bodies;~~

~~j)f) to maintain ongoing liaison with Federal and State Governments of Australia, the New Zealand Government and other relevant bodies to promote the development of healthcare and disability/disability/activity limitation programs for people with disability/disability/activity limitation;~~

~~k) to hold meetings for the discussion of clinical, academic, administrative, industrial and political subjects relating to Rehabilitation Medicine and related disciplines;~~

~~l) to establish Branches and regional committees, including but not restricted to State and New Zealand Branches and Special Interest Groups of the RMSANZ for the benefit of its Members and the furtherance of its objects;~~

~~m) to provide educational activities for its Members and for trainees in Rehabilitation Medicine of the AFRM and RACP and hold regular scientific meetings for its Members;~~

~~n) to promote research into the field of Rehabilitation Medicine and disability/disability/activity limitation and related areas;~~

~~o)g) to provide encouragement and support to Advanced Trainees during and after their period of training in Rehabilitation Medicine; and~~

~~p)h) to endeavour to work together and in alliance with RACP and where practicable to create links with RACP to assist RACP in relation to matters of mutual interest to RACP and the RMSANZ; and~~

~~q)i) to do all such other things as are incidental or conducive to the attainment of the above objects.~~

2.2.2 Solely for the purpose of carrying out the objects, but not otherwise, the RMSANZ shall have the legal capacity and all the powers of a natural person. The powers set forth in subsection 124(1) of the Corporations Act shall apply to the RMSANZ except insofar as they are inconsistent with the objects of the RMSANZ.

### **2.3 Application of income and property**

2.3.1 The property and income of the RMSANZ shall be applied solely in furtherance of the objects of the RMSANZ, as set out in clause 2.2.1 of this constitution.

2.3.2 No part of the assets or income shall be distributed, whether directly or indirectly, by way of dividend, bonus or otherwise to any Member of RMSAZ except:

- a) the payment in good faith of or to any Member for:
  - (i) any services rendered to the RMSANZ, whether or not as an employee;
  - (ii) goods supplied to the RMSANZ in the ordinary and usual course of operation;
- b) interest on moneys loaned to the RMSANZ by a Member from time to time;
- c) rent for premises demised or let by any Member to the RMSANZ; and/or
- d) any reasonable out-of-pocket expenses incurred by a Member on behalf of the RMSANZ;

provided that the payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **2.4 Liability of Members**

2.4.1 The liability of the Members is limited.

## **2.5 Members guarantee**

2.5.1 Every Member of the RMSANZ undertakes to contribute an amount not exceeding twenty dollars (\$20) to the property of the RMSANZ in the event of it being wound up while that person is a Member or within one year thereafter for:

- a) payment of the debts and liabilities of the RMSANZ contracted before the time the membership ceased;
- b) the costs, charges and expenses of winding up; and
- c) for an adjustment of the rights of contributories among themselves.

## **2.6 Distribution of property on winding-up**

2.6.1 If upon the winding up of the RMSANZ there remains, after satisfaction of all its debts and liabilities, any property or money whatsoever, the same shall not be paid to or distributed amongst the Members of the RMSANZ but shall be given or transferred to one or more other institution(s) or organisation(s) which, by its constitution is:

- a) required to apply its profits (if any) or other income in promoting its objects;
- b) prohibited from making any distribution to its Members or directors; and
- c) if companies, prohibit them from paying fees to their directors and require their directors to approve all other payments the companies make to their directors, selection of such institution(s) or organisation(s) is to be determined by the Members on or before the time of winding up and in default to the Supreme Court of New South Wales for determination and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

### 3. MEMBERS

#### 3.1 Classes of membership

3.1.1 Subject to any changes resolved by the Directors from time to time the following are the classes of Members of the RMSANZ:

- a) **Ordinary Member.** Any Fellow of the AFRM (or if that qualification ceases to be offered, then such other appropriate qualification as the Board shall determine from time to time) who practices as a Rehabilitation Physician shall be eligible to apply for membership as an Ordinary Member. An Ordinary Member is entitled to vote at the general meeting of the RMSANZ and is obliged to pay an annual membership fee.
- b) **Associate Member.** The Directors can resolve that any registered health care professional practicing in the field of Rehabilitation Medicine, or in an associated field of medicine or health care but who does not otherwise meet the membership criteria, is eligible to apply for membership as an Associate Member. An Associate Member is not entitled to vote at the general meeting of the RMSANZ and is obliged to pay an annual membership fee.
- c) **Trainee Member.** Any Basic Trainee or Advanced Trainee (as defined by the AFRM or its successor body, from time to time) shall be eligible to apply for membership as a Trainee Member. A Trainee Member is entitled to vote at the general meeting of the RMSANZ and is obliged to pay a lesser annual membership fee than an Ordinary Member.
- d) **Retired Member.** Any Member of the RMSANZ who has completely retired from active clinical practice shall be eligible to apply for membership as a Retired Member. A Retired Member is entitled to vote at the general meeting of the RMSANZ and is not obliged to pay an annual membership fee; and
- e) **Honorary Member.** The Directors can resolve to admit a person to become an Honorary Member, whether or not that person holds a medical qualification, where the Directors resolve that the person is of national or international eminence or has rendered exceptional services to the RMSANZ or to the science or practice of Rehabilitation Medicine. An Honorary Member is not entitled to vote at the general meeting of the RMSANZ and is not obliged to pay an annual membership fee; provided, without limitation, that no Member of the classes listed in sub-clauses 3.1.1 a) to e) hereof or otherwise shall have any right or qualification to practice Rehabilitation Medicine or any other kind of medicine and shall not hold himself or herself out as having such right or qualification by virtue of that membership.

#### 3.2 Member's contributions/fees

3.2.1 The Directors may determine the amount of any fee for membership of the RMSANZ from time to time.



- 3.2.2 The annual membership fees will be determined each year by the Directors and will be payable in advance on the first day of the financial year.
- 3.2.3 Members who have not paid their annual membership fee when it is due will be sent a reminder. Members who have not paid their annual membership fee within the first six (6) months of the financial year will have their membership terminated.
- 3.2.4 Former Members who wish to rejoin the RMSANZ may do so by paying the current year's membership fee provided they meet the requirements for membership.
- 3.2.5 To be eligible for and continue to hold any class of membership of the RMSANZ, a Member or applicant for membership, as the case may be, must have a strong commitment to the RMSANZ's objects and values.
- 3.2.6 There is no limit on the number of Members that the RMSANZ may accept.

### **3.3 Application for membership**

- 3.3.1 Applications for membership of the RMSANZ must be lodged with the RMSANZ secretary on a form approved by the Directors, as may be varied from time to time, together with the annual membership fee. New memberships will be considered for approval by the Directors and the names of newly approved Members shall be published by the RMSANZ.

### **3.4 Determination of application by the Directors**

- 3.4.1 An applicant for membership is taken to be admitted as a Member upon the Directors (or their appointee) approving the application.

### **3.5 Register of Members**

- 3.5.1 The RMSANZ secretary shall establish and maintain a register of Members of the RMSANZ specifying the name and address of each person who is a Member of the RMSANZ together with the date on which the person became a Member.
- 3.5.2 The register of Members shall be kept safe and private at the principal place of administration of the RMSANZ, and shall be open for inspection, free of charge, by any Member of the RMSANZ at any reasonable hour.

### **3.6 Rights and duties of Members**

- 3.6.1 Subject to clause 3.1.1 each voting Member has full voting rights at general meetings of Members and special meetings of Members, including all Special Resolutions.
- 3.6.2 Members are expected to conduct themselves in a manner that reasonably accords with the objects of RMSANZ as stated in clause 2.2.1 and in a manner that reflects a high standard of professionalism and integrity in the practice of Rehabilitation Medicine.

### **3.7 Cessation of membership**

- 3.7.1 The Directors have the right, subject to the rules of natural justice and by a two-thirds majority decision, to cancel the membership of a Member for actions deemed to be detrimental to the cause and objects of the RMSANZ.
- 3.7.2 The Directors shall remove from the membership record the name and particulars of any Member who ceases to be a Member, and shall maintain a file or files of ceased Members.
- 3.7.3 A person who has ceased to be a Member may be re-admitted to membership in accordance with the normal requirements for membership.
- 3.7.4 A Member may resign from the RMSANZ at any time by giving notice in writing to the RMSANZ secretary.
- 3.7.5 Where the Member is an individual, that Member's membership will cease if the Member: a) dies;
- b) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
- c) is convicted of an indictable offence;
- 3.7.6 A Member who ceases to be qualified in terms of sub-clauses 3.1.1a) to 3.1.1e), as amended from time to time, will cease to be a Member of the RMSANZ.

### **3.8 Resolution of Disputes**

- 3.8.1 A dispute between a Member and another Member (in their capacity as Members) of the RMSANZ, or a dispute between a Member or Members and the RMSANZ, is to be referred to mediation.
- 3.8.2 If a dispute is not resolved by mediation within three (3) months of the referral to mediation, the dispute is to be referred to arbitration by the Resolution Institute or such other equivalent organisation as determined by the Board from time to time.

### **3.9 Right of appeal for membership cancellation**

- 3.9.1 A Member may appeal to the RMSANZ in general meeting against a resolution of the Directors which is made under clause 3.7.1 within seven (7) days after notice of the resolution is served on the Member, by lodging with the RMSANZ secretary a notice to that effect.
- 3.9.2 Upon receipt of a notice from a Member under clause 3.9.1, the RMSANZ secretary shall notify the Directors who shall convene a general meeting of the RMSANZ to be held within twenty eight (28) days after the date on which the RMSANZ secretary received the notice.
- 3.9.3 At a general meeting of the RMSANZ convened under clause 3.9.2 above:
- a) no business other than the question of the appeal shall be transacted;

- b) the Directors and the Member shall be given the opportunity to state their respective cases (orally or in writing, or both); and
- c) the Members present shall vote by secret ballot on the question of whether the original resolution cancelling membership should be confirmed or revoked.

3.9.4 If at the general meeting the RMSANZ passes an Ordinary Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **4. BOARD OF DIRECTORS**

### **4.1 Management**

4.1.1 The business of the RMSANZ is to be managed by or under the direction of the Directors.

4.1.2 The Directors may exercise all the powers of the RMSANZ except any powers that the Corporations Act or this constitution requires the RMSANZ to exercise in general meeting.

4.1.3 Without limiting the generality of clause 4.1.2 this power includes to raise funds, borrow money, charge property, issue debentures, and guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.

### **4.2 Number of Directors**

4.2.1 The RMSANZ Members shall elect no fewer than seven (7) and no greater than ten (10) directors, at least two (2) of whom must be resident in Australia.

4.2.2 The Directors may appoint from the Members up to three (3) additional directors in any given year to hold office until the next general meeting of the RMSANZ provided that a director so appointed cannot be appointed for a second term by the Directors where that director was not elected by the Members of the RMSANZ in general meeting if such a general meeting was held since his or her earlier appointment by the Directors.

4.2.3 For the purposes of clause 4.8.2, the period of time served pursuant to this clause 4.2 shall not be counted as a period of office.

4.2.4 To be eligible for the office of Director of the RMSANZ a person must be an Ordinary Member of the RMSANZ.

### **4.3 Chairperson**

4.3.1 The Directors shall appoint as their chairperson the Director elected by a general meeting of RMSANZ Members as President.

4.3.2 In the event that the President is not available to act as chairperson at a meeting of Directors, the Directors shall appoint a Vice-President as chairperson, and if a Vice-President is not available, one of the other Directors who is available.

### **4.4 Election of the President-Elect**

4.4.1 The election of the President-Elect shall be carried out in accordance with the following:

- a) where it is practicable to do so, the Directors shall cause to be held an election for the office of President-Elect at the AGM immediately preceding the AGM at which the current President is due to retire;
- b) only an Ordinary Member may stand as a nominee for the position of President-Elect;
- c) an Ordinary Member who is not a Director at the time he or she stands for the position of President-Elect, must also stand for election as a Director;
- d) a person may not hold the office of President-Elect unless he or she also holds office as a Director;
- e) if there are two or more candidates for the position of President-Elect, a document shall be prepared containing the names of the candidates nominated. The order in which the name of each candidate is printed on that document will be determined by the RMSANZ secretary applying the candidate names at random. The document shall be sent to each Member at least thirty (30) days before the AGM;
- f) nominations for candidates for election as President-Elect shall be signed by two (2) other Ordinary Members and contain a consent to act signed by the person nominated, and shall be left with, or posted or transmitted to, the RMSANZ at least forty-five (45) days before the AGM;
- g) if there is only one candidate for election as President-Elect, that candidate shall be declared duly elected at the AGM;
- h) at the AGM the poll for the election of the President-Elect shall be declared. In the event of two or more candidates receiving an equal number of votes, then the priority between those candidates shall be determined by lot; and
- i) once elected to that position, the President-Elect shall serve as a Director and President-Elect until the AGM at which the current President is due to retire at which time the President-Elect shall be expected to assume the role of President in accordance with clause 4.5.2 of this constitution.

#### **4.5 Term of office of the President**

4.5.1 Subject to clause 4.5.3, the term of office of the President expires at the end of the second AGM after the AGM at which he or she became the President.

4.5.2 At the end of that second AGM (or the third AGM where clause 4.5.3 applies), the President-Elect shall become President. If there is no President-Elect or if the President-Elect is unwilling or unable to assume the role of President at this time, the Board shall determine whether to appoint an interim President, or to hold a new election for the office of President-Elect. In exercising its power under this clause, the Board has discretion to:

- a) appoint an interim President (including, notwithstanding clause 4.8, the incumbent President) for a term commencing on the date of that appointment and ending at the time of the following AGM; and/or
  - b) appoint the newly elected President-Elect to the office of President (notwithstanding the fact that he or she has not completed his or her term as President-Elect).
- 4.5.3 Due to the timings of the AGMs following formation of the RMSANZ as a Company limited by guarantee, the inaugural President shall serve until the end of the third AGM after the AGM at which he became the President being 13 June 2015, which third AGM is anticipated to be held in or about September 2017 (subject to the determination of the Board). At the end of that third AGM, the President-Elect shall become President, pursuant to clause 4.4.1 i).
- 4.6 Immediate Past President**
- 4.6.1 Without limitation, following the expiry of his or her term as President, the Immediate Past President shall remain as a Director for a further period beginning at the end of the AGM at which his/her term as President expired until the following AGM.
- 4.7 Election of Directors**
- 4.7.1 Any nominee for the position of Director shall stand for election at the next AGM or at a special meeting of Members and shall be elected ~~by ordinary resolution of the Members~~ in accordance with the following procedure:
- (a) if the number of candidates for election as Directors is equal to or less than the number of vacancies, the chair of the meeting must declare those candidates to be duly elected as Directors;
  - (b) if the number of candidates for election as Directors is greater than the number of vacancies, a ballot must be held for the election of the candidates in the manner determined by the Company's directors.
- 4.8 Term of the office of Directors**
- 4.8.1 Subject to clause 4.8.3, the term of office of a Director expires at the end of the second AGM after the AGM at which such Director was elected or appointed as a Director.
- 4.8.2 A Director shall not serve more than three (3) consecutive terms, unless at or before the end of those three consecutive terms the Director is elected as President-Elect or assumes the office of President, in which case his or her term of office shall continue until the end of his or her time as Immediate Past President under clause 4.6.1.
- 4.8.3 Due to the timings of the AGMs following formation of the RMSANZ as a Company limited by guarantee, the term of each Director elected at the inaugural AGM, being on 13 June 2015, expires at the end of the third AGM after the AGM at which he or she was elected or appointed as a Director, which third AGM is anticipated to be held in or about September 2017 (subject to the determination of the Board).
- 4.8.4 A person who has served three (3) consecutive terms as a Director (or more consecutive terms if elected as President-Elect or assumes the office of President) or has failed to be

reelected as a Director after serving less than this number of consecutive terms, may only stand for re-appointment as a Director if at least two AGM's have been held since he or she ceased to be a Director.

4.8.5 A Director shall be entitled to act as a Member of the Board at the meeting that marks the end of the term of that Director.

#### **4.9 Removal of Directors**

4.9.1 Subject to the Corporations Act:

- a) a Director may be removed from office by ordinary resolution of a general meeting of the RMSANZ;
- b) If a Director is removed from office by ordinary resolution of a general meeting of the RMSANZ, then:
  - (i) if that Director is also an Office Holder, that office shall be declared vacant; and
  - (ii) the Directors may then appoint another Member to fill the vacancy created for the remaining term of the Director who was removed from office.
- c) A Director who has been removed from office by ordinary resolution of a general meeting of the RMSANZ is not eligible to be re-appointed or re-elected as a Director (or re-appointed as an Office Holder) for a period of twelve (12) months from the date of removal.

#### **4.10 Vacancy of the office of Directors**

4.10.1 Subject to the Corporations Act, the office of a Director becomes vacant if the Director:

- a) resigns that office by notice in writing to the RMSANZ delivered to the Chairperson of the Board, the RMSANZ secretary, or the Board of Directors, unless the notice specifies another time for the effectiveness of such resignation;
- b) ceases to be a Member of the RMSANZ;
- c) becomes an employee of the RMSANZ;
- d) is directly or indirectly interested in any contract or proposed contract with the RMSANZ and fails to declare that interest in the manner required by the Corporations Act (or at the first meeting of the Board after the relevant facts have come to the Director's knowledge) and the Board determines that the Director should no longer be a Director;
- e) is removed from office pursuant to clause 4.9.1a);
- f) becomes bankrupt; or
- g) is removed from office by operation of the Corporations Act.

#### **4.11 Office Holders**

- 4.11.1 In addition to the President elected in accordance with this clause, the Directors may elect from amongst the Directors persons to hold the following offices:
- a) up to two (2) Vice-Presidents;
  - b) a company secretary (“RMSANZ secretary”);
  - c) an honorary treasurer;
- 4.11.2 The persons occupying the offices listed in clause 4.11.1 are collectively referred to as “Office Holders”.
- 4.11.3 The Directors shall elect the Office Holders in compliance with the following:
- a) where the President is a New Zealand resident both the Vice-Presidents shall be Australian residents; and where the President is an Australian resident then one Vice-President shall be a New Zealand resident provided that at least one eligible New Zealand resident nominates as candidate in accordance with the terms of this Constitution.

#### **4.12 Termination or Suspension of Office Holder**

- 4.12.1 The following apply to the termination or suspension of an Office Holder:
- a) If the Board resolves by Special Resolution that an Office Holder:
    - (i) has conducted himself or herself in a manner that is prejudicial to the interests of the RMSANZ or unbecoming of a Member of the RMSANZ (whether or not that conduct occurred whilst the person was acting in his or her capacity as an Office Holder); or
    - (ii) is unable to fully perform the functions of that office (including due to poor health, or other reason); then the Board may, by Special Resolution:
    - (iii) terminate (or suspend for a period and with any conditions as the board determines) that Office Holder from each or any office that he or she holds in the RMSANZ; and
    - (iv) determine a period during which that person shall not be eligible to be reappointed or re-elected to that office (or, if the Board so determines, any office) of the RMSANZ. That period shall not exceed six (6) months (in the case of suspension) and twelve (12) months (in the case of termination).

This clause (4.12.1 a)) does not apply to the President or the President-Elect.

- b) An Office Holder may not be suspended from his or her office under clause 4.12.1 a) unless her or she is given particulars of the allegations supporting the special resolution to be considered by the Board, and an opportunity to respond to the allegations in writing prior to the special resolution being put to the Board.

- c) In the case of termination, a decision of the Board under clause 4.12.1 a) is not effective unless:
- (i) the RMSANZ secretary has given the Office Holder concerned a notice of the resolution to be considered by the Board and a copy of any business papers circulated to Directors about the resolution not less than 14 days before the date of the Board meeting at which the resolution will be considered. If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given;
  - (ii) the Office Holder has been invited and permitted to attend that part of the meeting of the Board at which the resolution is considered and permitted to make submissions to the meeting in writing and orally; and
  - (iii) the Office Holder is given an opportunity to respond to any matter raised in the meeting;

The Board may ask the Office Holder to leave the meeting during its deliberations once submissions from all interested parties are complete and notice of the decision of the Board is given promptly to the Office Holder.

4.12.2 Subject to his or her remaining a Director where he or she accepts the nomination of Office Holder, that Office Holder shall hold that office for the duration of that Director's term pursuant to clause 4.8.1.

4.12.3 Subject to his or her remaining a Director, each Office Holder shall be eligible for re-election to that office.

#### **4.13 Directors' duties**

4.13.1 It shall be the duty of the Directors to:

- a) perform any and all duties imposed on them collectively or individually by law or as set out in this constitution;
- b) appoint and remove, employ and discharge and, except as otherwise provided in this constitution, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the RMSANZ;
- c) supervise all officers, agents and employees of the RMSANZ to ensure that their duties are performed properly;
- d) develop and maintain an up to date philosophy and purpose of the organisation; and
- e) meet at such times and places as required by this constitution.

#### **4.14 Compensation**

4.14.1 No Director shall be paid a fee for his or her service to the RMSANZ as a Director.



- 4.14.2 No payment of any kind shall be made to a Director without the prior approval of the Board.
- 4.14.3 Subject to clause 4.14.2, a Director shall be entitled to the reasonable advancement or reimbursement of expenses incurred in the performance of his/her duties.

#### **4.15 Inaugural Board of Directors**

- 4.15.1 The initial Directors of the RMSANZ (“the Inaugural Board”) are the persons who have consented to act as directors and are set out in the application for registration as a company. Those persons hold office subject to this constitution.
- 4.15.2 The Inaugural Board shall elect from amongst their rank the Officeholders for the duration of the Inaugural Board.
- 4.15.3 The Inaugural Board shall call a general meeting of the Members within six (6) months of the date of incorporation to elect the directors of the Board.
- 4.15.4 Subject to clause 4.15.5, each Member of the Inaugural Board must resign on the appointment of the directors under clause 4.15.3.
- 4.15.5 If an Inaugural Board Member has been appointed by the Members then the Member’s appointment as director will continue.
- 4.15.6 The duration of service on the Inaugural Board shall not be counted towards the term of office of Directors under clause 4.8 of this constitution.

### **5. PROCEEDINGS OF BOARD MEETINGS**

#### **5.1 Board of Directors meetings**

- 5.1.1 The Directors shall meet at least once each calendar year to discuss issues relating to strategy, direction and performance of the RMSANZ.
- 5.1.2 A meeting of the Board may be held with one or more of the Directors participating by telephone or audio-visual means where that Director so requests in advance and so long as a simple majority of all of the Directors do not pass a resolution prohibiting that proposed means of participation as being inadequate to facilitate the proper conduct of the Board meeting.

#### **5.2 Circulating Resolutions**

- 5.2.1 The Board may pass a resolution without a Directors meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 5.2.2 Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- 5.2.3 The resolution is passed when the last Director signs.
- 5.2.4 Passage of a resolution under clause 5.2.1 must be recorded in the RMSANZ minute book.

### **5.3 Special meetings**

5.3.1 Special meetings of the Directors may be called by the President, the RMSANZ secretary or by any two (2) of the Directors.

### **5.4 Quorum for meetings**

5.4.1 A quorum (which will not reduce to less than three (3)) shall consist of a simple majority of the Directors.

5.4.2 Except as otherwise provided under this constitution, no business shall be considered by the Directors at any meeting at which the required quorum is not present, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn and set a date for the next meeting.

### **5.5 Majority action as Board action**

5.5.1 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Directors, unless this constitution states that a greater percentage or different voting rules for approval of a matter by the Directors is required.

~~5.5.2 If a Director cannot attend a regular or special meeting, that Director can give his or her proxy by written request to another Director to vote on certain or all matters that may come before the Directors at a meeting.~~

### **5.6 Company secretary to convene and record**

5.6.1 The RMSANZ secretary shall convene and shall act as secretary of all meetings of the Directors, provided that, in his or her absence, the Chairperson shall appoint another person to act as secretary of the meeting.

5.6.2 The secretary of the meeting shall cause to be kept and recorded minutes of all meetings of the Directors.

### **5.7 Notice of Directors' meetings**

5.7.1 The RMSANZ secretary shall cause a notice of meeting to be sent to each of the Directors at least fourteen (14) days in advance.

### **5.8 Directors' interests**

5.8.1 No contract made by a Director with the RMSANZ and no contract or arrangement entered into by or on behalf of the RMSANZ in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

5.8.2 No Director contracting with or being interested in any arrangement involving the RMSANZ is liable to account to the RMSANZ for any profit realised by or under any such contract or

arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

5.8.3 A Director is not disqualified merely because of being a Director from contracting with the RMSANZ in any respect.

5.8.4 A Director or a body or entity in which a Director has a direct or indirect interest may:

- a) enter into any agreement or arrangement with the RMSANZ;
- b) hold any office or place of profit other than as auditor in the RMSANZ; and
- c) act in a professional capacity other than as auditor for the RMSANZ,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the RMSANZ or from holding an office or place of profit in or acting in a professional capacity with the RMSANZ.

5.8.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- a) be present while the matter is being considered at the meeting; or
- b) vote on the matter, unless permitted by the Corporations Act or any relevant law to do so, in which case the Director may:
  - (i) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
  - (ii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - (iii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

5.8.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the RMSANZ or in which the RMSANZ may be interested as a vendor, shareholder or otherwise and is not accountable to the RMSANZ for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

## **6. THE ADVISORY COUNCIL**

### **6.1 Formation**

6.1.1 The Directors shall procure to be formed a group of Members or others as per clause 6.3.1 e) to be called the Advisory Council to perform the functions set out in clause 6.2.1 of this constitution.

## **6.2 Function**

6.2.1 The function of the Advisory Council is to:

- a) discuss matters that are relevant to the membership;
- b) discuss matters that are relevant to the RMSANZ;
- c) facilitate an exchange of ideas on those matters; and
- d) where deemed appropriate, to make recommendations to the Directors or raise issues for the consideration of the Directors from time to time where the Members of the Advisory Council feel that it may be of some substantial benefit to the RMSANZ and its membership that they consider those matters or receive that advice or where the Directors have referred an issue for consideration to the Advisory Council.

## **6.3 Composition**

6.3.1 The Advisory Council shall be comprised of the following Members:

- a) the Directors from time to time, such of them as choose to join;
- b) at times when a Branch exists and has been formally acknowledged by resolution of the Directors, the chairperson or such other Member of that Branch elected or appointed by the Members of that Branch to represent that Branch on the Advisory Council;
- c) at times when a SIG exists and has been formally acknowledged by resolution of the Directors, the chairperson or such other Member of that SIG elected or appointed by the Members of that SIG to represent that SIG on the Advisory Council;
- d) one Trainee Member from each of Australia and New Zealand (preferably an Advanced Trainee in final or second last year of Advanced Training) selected by the Directors from amongst those trainees invited to nominate for membership of the Advisory Council who express a wish in writing to the Directors to be considered for that role; and
- e) such other person(s), whether a Member or not, who accepts the Directors' invitation to join the Advisory Council, where the Directors have resolved to extend that invitation based on the person's experience or background or professional standing.

6.3.2 The Directors may appoint additional Members to the Advisory Council from time to time by ordinary resolution.

6.3.3 The election or appointment of any new representative, by any Branch or SIG to the Advisory Council, is subject to the approval of the Board of Directors, which determination must take place as soon as reasonably practicable but in any case at the meeting of the Board that next occurs after such election or appointment.

6.3.4 The Directors may, at any time remove by ordinary resolution, any Member of the Advisory Council who is not also a Director and may replace that Member by one or more

representatives from that Member's respective Branch or SIG although the Directors are not obliged to do so within any particular time.

6.3.5 Subject to clause 6.3.4 above, Members of the Advisory Council shall be entitled to serve until such time as they resign or are replaced in their representative role by another Member from their respective Branch or SIG or, in the case of a Director Member until that Member ceases to be a Director.

6.3.6 Where a vacancy occurs in the Advisory Council, the Advisory Council Members from the same region or the same SIG as the vacating Member shall be invited to elect a replacement Member on the Advisory Council for the remainder of the term of the vacating Member.

#### **6.4 Operation of the Advisory Council**

6.4.1 The Advisory Council shall meet by whatever means the Members of the Advisory Council determine and so often as they determine from time to time.

6.4.2 The Advisory Council shall appoint a Vice-President of the RMSANZ (provided that he/she is a Member of the Advisory Council or is prepared to become one) as chairperson of Advisory Council meetings. In the absence of that chairperson, the Advisory Council Members shall appoint either another Vice-President (provided that he/she is a Member of the Advisory Council or is prepared to become one) or where no Vice-President is available, any other Director (provided that he/she is a Member of the Advisory Council or is prepared to become one) to act as the chairperson for that meeting. In the absence of a Vice-President or director as contemplated above, the Advisory Council may appoint any Member as its chairperson.

6.4.3 The Advisory Council shall elect a secretary of Advisory Council meetings. In the absence of that secretary, the chairperson of the Advisory Committee shall appoint another Member to act as secretary for that meeting.

6.4.4 The Advisory Council secretary shall convene Advisory Council meetings and may cause to be kept and recorded minutes of the meetings of the Advisory Council where the Members of the Advisory Council deem necessary.

6.4.5 The Advisory Council shall endeavour to reach a consensus of opinion in relation to recommendations (if any) it determines to refer to the Directors. If a consensus cannot be reached, the Advisory Council may still determine to make recommendations supported by a simple majority.

6.4.6 Meetings of the Advisory Council shall have a quorum of one half of the total number of Members rounded up to the nearest whole number.

### **7. MEETINGS OF MEMBERS**

#### **7.1 Annual General Meetings**

7.1.1 The AGM shall be held each financial year.

- 7.1.2 The business to be transacted at each AGM shall include:
- a) confirmation or correction (as the case may be) of the minutes of the previous AGM;
  - b) receiving the Directors' report and balance sheet and statement of accounts for the preceding financial year; and
  - c) considering motions on notice for general business and any other matters that might legally be brought forward.

## 7.2 Extraordinary General Meetings

~~7.2.1 Any Director may, at any time, call a general meeting.~~

7.2.21 A Member of the RMSANZ may:

- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

## 7.3 Calling and Conduct of General Meetings

7.3.1 The Directors shall determine the location, the agenda and the procedures of a general meeting.

~~7.3.2 Subject to any applicable law:~~

- ~~(a) the Company may hold a meeting of members using any technology approved by the Company's directors that give the members as a whole a reasonable opportunity to participate; and~~
- ~~(b) a meeting conducted using such technology may be held at multiple venues or not held at any specified venue, and participation in such a meeting will constitute presence as if in person at such a meeting.~~

~~The Directors may, if they consider that it is desirable in the interests of members and practicable to do so, determine that the meeting shall be held at two or more venues, in which event the Directors shall comply with the following requirements and conditions:~~

~~The Directors shall determine that one venue is the principal meeting venue (the "Main Venue") and shall specify that venue as the Main Venue in the notice convening the meeting (the "Notice of Meeting").~~

~~The Directors shall determine that another venue or venues is or are the alternative venue or venues for the meeting (each, an "Alternative Venue") and the Alternative Venue may be:~~

~~another location available for attendance by members which is linked to the Main Venue by an instantaneous audio only, or audio visual, communication which enables the members present to hear and be heard (the "Audio-Visual Link"); or~~

~~the location at which individual Members are linked to the Main Venue by means of separate Audio-Visual Links; or~~

~~both or all of the locations referred to in subparagraphs (i) and (ii).~~

~~The Directors shall satisfy themselves that the Audio-Visual Link, by itself or in conjunction with other arrangements:~~

~~gives the Members participating from each Alternative Venue a reasonable opportunity to participate (within the meaning of that expression in section 249S of the Corporations Act) in the proceedings of the meeting at the Main Venue; and~~

~~enables the Members in each Alternative Venue to vote on a show of hands (within the meaning of clause 7.6.7), and on a poll (as referred to in clause 7.6.6).~~

~~The Directors shall in the Notice of Meeting:~~

~~where subparagraph (b)(i) applies — specify the location referred to; and~~

~~where subparagraph (b)(ii) applies — provide instructions sufficient to enable the Members at the location to establish the Audio-Visual Link.~~

7.3.3 The President shall preside as chairperson of a general meeting except in relation to any election for which the chairperson is a nominee, or where a conflict of interest exists. If the President is not present, or is unwilling or unable to preside, a Vice-President of the RMSANZ may preside at that meeting and in the absence of the Vice-President, Members will elect one of the other Directors to act as chairperson and in the event that there are no Directors present or willing to preside, then the Members shall elect one of the Members as acting chairperson.

7.3.4 The RMSANZ secretary shall convene all general meetings. Notices will be sent in the post or by electronic means to the email address supplied by the Member at least twenty one (21) days prior to the date of the general meeting.

#### **7.4 Quorum for meetings of Members**

7.4.1 The quorum for a general meeting of Members will be the number of Members of the RMSANZ equal to the number constituting a simple majority of the Board plus one (1).

7.4.2 In the absence of a quorum, the meeting will lapse and a subsequent general meeting will be called at a time and place to be determined by the Directors, no more than one (1) month later, at which those present will constitute a quorum.

7.4.3 For the purpose of determining the quorum for a general meeting, the following are to be counted:

- a) Members who have cast an Electronic Vote prior to the meeting in accordance with clause 7.6.2;
- b) Members present at the Main Venue in person or by proxy or attorney; and
- c) Members present at an Alternative Venue in person.

All the Members referred to in paragraphs a), b) and c) are for the purposes of this

Constitution taken to be present at the Meeting. A Member who has cast an Electronic Vote in accordance with clause 7.6.2 may nevertheless attend and speak at the meeting, but, to preclude doubt, may not vote.

## 7.5 Voting Eligibility at General Meetings

7.5.1 Subject to clause 3, each Member (or his/her duly appointed attorney or proxy) who has paid their membership fee (if any has been levied on the relevant members) is entitled to one vote on any matter before the Members for determination (“**Voting Member**”). Each Voting Member may participate in any general meeting and each such Member has the right to vote on any issues raised and voted upon at the general meeting.

7.5.2 Each Voting Member who is unable to, or chooses not to, attend a general meeting is entitled to vote in either (but not both) of the following ways:

at the meeting (or at the Main Venue if there is one or more Alternative Venues) by proxy or attorney in accordance with clause 7.5.5; or by casting an Electronic Vote prior to the meeting in accordance with clause 7.6.2.

7.5.3 Other than the current Directors, only Members who have paid their membership fee (if any has been levied on the relevant Members) shall be permitted to address the meeting of the RMSANZ upon any motion.

7.5.4 Where voting at meetings is equal the chairperson may exercise a casting vote.

7.5.5 If a Voting Member wishes to vote in accordance with paragraph 7.5.2(a), then the Voting Member shall nominate a Director or any other Voting Member to vote on his or her behalf by sending to the RMSANZ secretary a completed proxy form or power of attorney in accordance with clauses 7.8 and 7.9.

## 7.6 Voting procedure

~~7.6.1 A matter for decision by Members at a general meeting is to be decided by a vote of the Voting Members present, or deemed to be present, at the meeting by either (but not both) of the following:~~

~~by the vote of the Voting Members in person (either at the Main Venue or at an Alternative Venue) or by proxy or attorney (at the sole venue, or at the Main Venue if there is more than one venue) at the meeting; or~~

~~by casting an Electronic Vote prior to the meeting in accordance with clause 7.6.2.~~

~~7.6.2 Subject in the case of a meeting to the condition in the preamble to clause 7.3.2 being satisfied, the Directors shall establish an electronic voting system which permits Members to vote (an “**Electronic Vote**” or “**Electronic Voting**”) prior to the meeting in accordance with the following requirements and in accordance with the instructions contained in the Notice of Meeting. The purpose of the Electronic Voting system is to facilitate participation by the Members in decision-making at the meeting, while at the same time permitting Members who~~



~~do not wish to avail themselves of this facility the opportunity of participating in and voting at the meeting in the traditional manner. Having regard to the need to maintain good order and regularity in the conduct of meetings and in reaching decisions, the following requirements apply:~~

~~The Electronic Vote facility shall open, and shall be completed, in sufficient time before the meeting that the results of the Electronic Vote can be verified by the Directors and announced at the meeting.~~

~~a) If a Member avails himself or herself of the Electronic Voting facility, then the Member has agreed that he or she is not entitled to vote at the meeting itself, and shall not attempt to do so. However, the Member may attend and speak at the meeting.~~

~~7.6.3 The Notice of Meeting for a general meeting in relation to which Electronic Voting is available must, in addition to any other requirements, set out the following:~~

~~a) the closing date and time for casting an Electronic Vote (which must be a day which is sufficiently sooner than the day of the meeting as allows the Electronic Vote to be counted, audited or otherwise verified, and announced at the meeting);~~

~~b) Electronic Voting instructions;~~

~~c) such other matters as the Directors shall from time to time prescribe under regulations or by laws promulgated under clause 18.1.1 in relation to the meeting; and~~

~~d) any other information or material that the Directors consider necessary or appropriate for the purposes of an efficient and secure Electronic Vote.~~

~~7.6.4 Before a resolution is put to the vote at a general meeting, the chairperson of the meeting shall inform the meeting:~~

~~how many Voting Members are present at the Main Venue in person;~~

~~how many Voting Members are present at the Main Venue by proxy or attorney;~~

~~how many Voting Members are present by Audio Visual Link at all the Alternative Venues; and~~

~~how many valid Electronic Votes have been received prior to the meeting (but not how those votes were cast).~~

~~7.6.51 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (as defined in clause 7.6.7) unless a poll is required by law or is demanded:~~

~~a) by the chairperson; or~~

~~b) at least three (3) Members entitled to vote on the resolution.~~

~~7.6.62 If a poll is demanded:;~~

~~a)~~

~~subject to paragraphs b) and c), if the resolution is for the adjournment of the meeting, the poll must be taken immediately, and in the manner that the chairperson directs; and~~

~~b) in all other cases, the poll must be taken at the time and place and in the manner prescribed by regulations or by-laws promulgated for the purpose under clause 18.1.1 or, in default, in the manner that the chairperson directs;~~

~~a) — Members present at the meeting at an Alternative Venue by Audio-Visual Link are to cast their vote on the poll in the manner directed by the chairperson; and~~

~~b) — the Electronic Vote of a Member is taken to have been cast on the poll.~~

~~7.6.7 — For the purposes of clause 7.6.5 the expression “show of hands” is to be interpreted as follows:~~

~~in the case of a Member present at the Main Venue — by raising a hand to signify a “yes” or “no” vote; in the case of a Member present at an Alternative Venue by Audio-Visual Link — by an audible call of “yes” or “no”; and~~

~~c) — in the case of a Member who has cast an Electronic Vote — the Electronic Vote is also for the purposes of clause 7.6.5 taken to have been cast on a show of hands.~~

## **7.7 Votes by Proxy**

7.7.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.

7.7.2 A proxy need not be a Member of the RMSANZ.

7.7.3 A proxy may demand or join in demanding a poll.

7.7.4 A proxy or attorney may vote on a poll.

7.7.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

7.7.6 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

a) died;

b) became mentally incapacitated; or

c) revoked the proxy or power, unless any written notification of the death, unsoundness of mind or revocation was received by the RMSANZ before the relevant general meeting or adjourned general meeting.

7.7.7 The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.

**7.8 Document appointing Proxy**

7.8.1 An appointment of a proxy is valid if it is signed by the Member of the RMSANZ making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

7.8.2 For the purposes of this clause, an appointment received at an electronic address will be taken to be signed by the Member if:

- a) a personal identification code allocated by the RMSANZ to the Member has been input into the appointment; or
- b) the appointment has been verified in another manner approved by the Directors.

7.8.3 A proxy's appointment is valid at an adjourned general meeting.

7.8.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.

7.8.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority: a) to vote on:

- (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
  - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
- b) even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
- c) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

7.8.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the RMSANZ secretary.

**7.9 Lodgement of Proxy**

7.9.1 The written appointment of a proxy or attorney must be received by the RMSANZ, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or

b) the taking of a poll on which the appointee proposes to vote.

7.9.2 The RMSANZ receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

a) the RMSANZ Principal Place of Business; or

b) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## **8. BRANCHES AND COMMITTEES**

### **8.1 Committees**

8.1.1 The Directors may establish Board Committees from time to time on such terms as the Directors determine.

8.1.2 The Directors may assign or delegate functions to the Board Committees and may at any time limit, withdraw or vary such functions as the Directors determine from time to time. 8.1.3 The Directors may pass regulations or by-laws to govern the operation of Board Committees.

8.1.4 Unless specifically resolved by the Directors, a Board Committee may provide recommendations, assistance and advice to the Directors in accordance with any regulations, by-laws and directions issued by the Directors, but is not otherwise authorised to exercise the powers of the Directors.

8.1.5 The Directors may appoint the chairperson for any Board Committee and can remove and replace the chairperson from that role from time to time.

### **8.2 Branches and Branch Committees**

8.2.1 The Directors may from time to time approve or ratify the formation of branches of the RMSANZ to be made up of existing RMSANZ Members residing or otherwise connected with a particular region, State or Territory or country.

8.2.2 The Directors may approve or ratify the formation of a committee of any Branch.

8.2.3 Where a Branch Committee is formed the Directors may authorise that Branch Committee to conduct any activity on behalf of the relevant Branch and to represent that Branch subject to any regulations, by-laws or other rules as the Directors determine from time to time. Such regulations, by-laws and rules may:

a) include provisions for the conduct of meetings of the Branch or the Branch Committee;

b) adopt (with or without modification) provisions of this Constitution with respect to meeting procedure (including the use of Electronic Voting); and

c) may include or adopt (with or without modification) provisions of regulations or by-laws promulgated under clause 18.1.1.

- 8.2.4 The Directors may delegate such functions, authority or powers to a Branch Committee as the Directors determine from time to time.
- 8.2.5 The Directors may at any time withdraw authority from a Branch Committee.
- 8.2.6 The Directors may require a Branch Committee to cease to operate at any stated time and may direct that a new committee be established in its place in accordance with the regulations, by-laws or other rules as determined by the Directors.

### **8.3 Special Interest Groups and SIG Committees**

- 8.3.1 The Directors may from time to time approve or ratify the formation of Special Interest Groups (SIGs) of the RMSANZ to be made up of existing RMSANZ Members with an interest in a particular issue or set of issues relating to the RMSANZ.
- 8.3.2 The Directors may approve or ratify the formation of a committee of any SIG.
- 8.3.3 Where a SIG Committee is formed the Directors may authorise that SIG Committee to conduct any activity on behalf of the relevant SIG and to represent that SIG subject to any regulations, by-laws or other rules as the Directors determine from time to time. Such regulations, by-laws and rules may:
- a) include provisions for the conduct of meetings of the SIG or the SIG Committee;
  - b) adopt (with or without modification) provisions of this Constitution with respect to meeting procedure (including the use of Electronic Voting); and
  - c) may include or adopt (with or without modification) provisions of regulations or by-laws promulgated under clause 18.1.1.
- 8.3.4 The Directors may delegate such functions, authority or powers to a SIG Committee as the Directors determine from time to time.
- 8.3.5 The Directors may at any time withdraw authority from a SIG Committee.
- 8.3.6 The Directors may require a SIG Committee to cease to operate at any stated time and may direct that a new committee be established in its place in accordance with the regulations, bylaws or other rules as determined by the Directors.

### **8.4 Directors entitled to attend meetings**

- 8.4.1 Without limitation, any of the Directors shall have a right to attend any meeting of any Branch, Branch Committee, SIG, SIG Committee, Board Committee and the Advisory Council irrespective of whether that Director is also a Member of that Branch, Branch Committee, SIG, SIG Committee, Board Committee or the Advisory Council.
- 8.4.2 The Members of a Branch, Branch Committee, SIG, SIG Committee, Board Committee and the Advisory Council must ensure that the Directors are given reasonable advance notice of each meeting and are afforded the opportunity to attend each such meeting whether in person

or by other means such as telephone, audio-visual means or such other means as contemplated in any relevant regulations or by-laws.

- 8.4.3 Nothing in this clause entitles a Director to cast a vote on any proposed resolution of a Branch, Branch Committee, SIG, SIG Committee, Board Committee or the Advisory Council where that Director would not otherwise be entitled to cast that vote (by virtue of his/her membership of the Branch, Branch Committee, SIG, SIG Committee, or Advisory Council).

## **9. HEADQUARTERS**

- 9.1.1 The office of RMSANZ shall be situated at such place as the Directors determine from time to time.

## **10. REPRESENTATION**

### **10.1 Representatives**

- 10.1.1 The RMSANZ shall be represented by either of the current RMSANZ President, a current VicePresident or another delegate elected by the Directors to the RACP Council or the AFRM Council or their successors or equivalent bodies from time to time.

## **11. NOTICES**

### **11.1 Service of notices**

- 11.1.1 Notice may be given by the RMSANZ to any person who is entitled to notice under this Constitution:

- a) by serving it on the person; or
- b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the RMSANZ for sending notices to the person.

- 11.1.2 A notice sent by post is taken to be served:

- a) by properly addressing, prepaying and posting a letter containing the notice; and
- b) on the day after the day on which it was posted.

- 11.1.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

- a) by properly addressing the facsimile or electronic notification and transmitting it; and
- b) on the day after its dispatch.

- 11.1.4 If a Member of the RMSANZ does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the RMSANZ principal place of business.

- 11.1.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of this clause 11.
- 11.1.6 A certificate in writing signed by a Director, secretary or other officer of the RMSANZ that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 11.1.7 Subject to the Corporations Act the signature to a written notice given by the RMSANZ may be written or printed.

## **11.2 Persons entitled to notice**

- 11.2.1 Notice of every general meeting must be given to:
- a) every Member of the RMSANZ;
  - b) every Director; and
  - c) any auditor of the RMSANZ.
- 11.2.2 No other person is entitled to receive notice of a general meeting.

## **12. FUNDS AND ACCOUNTS**

- 12.1.1 The funds of the RMSANZ will be banked in the name of the RMSANZ in such bank as the Directors may determine.
- 12.1.2 Proper books and accounts will be kept and maintained showing the financial affairs of the RMSANZ and the books will be audited annually.
- 12.1.3 The funds of the RMSANZ shall be derived from annual subscriptions of Members, donations and bequests, and, subject to any resolution passed by the RMSANZ in general meeting, such other sources as the Board determines.

## **13. COMMON SEAL**

- 13.1.1 Where the RMSANZ adopts the use of the common seal, the common seal of the RMSANZ shall be kept in the custody of the RMSANZ secretary.
- 13.1.2 The common seal shall not be affixed to any instrument except by the authority of the Directors and the affixing of the common seal shall be attested by the signature either of:
- a) two (2) Directors; or
  - b) one (1) Director and either of the public officer or Secretary of the RMSANZ.

## **14. CUSTODY, INSPECTION AND AUDIT OF BOOKS**

- 14.1.1 Except as otherwise provided by this Constitution, the Directors shall arrange for the appropriate custody and control of all records, books and other documents relating to the RMSANZ.

- 14.1.2 The records, books and other documents of the RMSANZ shall be open to inspection, free of charge, by a Member of the RMSANZ at any reasonable hour.
- 14.1.3 The appointment, renewal, removal and conduct of the auditors of the RMSANZ shall be done in accordance with the Corporations Act.

## **15. THE FINANCIAL YEAR**

- 15.1.1 The financial year of the RMSANZ is:
- a) the period of time commencing on the date of incorporation of the RMSANZ and ending on the following 30 June, and
  - b) each period of twelve (12) months after the expiration of the previous financial year of the RMSANZ, commencing on 1 July and ending on the following 30 June.

## **16. INDEMNITY**

- 16.1.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the RMSANZ indemnifies every person who is or has been an officer of the RMSANZ against the liability (other than for legal costs) incurred by that person as such an officer of the RMSANZ (including liabilities incurred by the officer as an officer of a subsidiary of the RMSANZ where the RMSANZ requested the officer to accept that appointment).
- 16.1.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the RMSANZ against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the RMSANZ against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the RMSANZ (including such legal costs incurred by the officer as an officer of a subsidiary of the RMSANZ where the RMSANZ requested the officer to accept that appointment).
- 16.1.3 The amount of any indemnity payable under clause 16.1.1 or 16.1.2 will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the RMSANZ with GST tax invoice for the GST Amount.
- 16.1.4 For the purposes of this clause, officer means:
- a) a Director; or
  - b) a Secretary.

## **17. ALTERATION OF THIS CONSTITUTION**

- 17.1.1 This Constitution must not be amended other than in accordance with the Corporations Act.



## 18. REGULATIONS AND BY-LAWS

18.1.1 The Directors may from time to time make, amend, repeal or substitute regulations or by-laws that are not inconsistent with this constitution for, or concerning, the conduct of general meetings that this constitution (or any law or regulation which makes provision for an Exemption as defined in clause 1.4.1) requires or permits to be prescribed, or that are necessary or convenient to be prescribed, including in relation to:

- a) approved methods of voting ~~(including an Electronic Vote facility and other direct voting, either prior to or at a general meeting);~~
- ~~b) the establishment and operation of systems for Electronic Vote and direct voting facilities, and the requirements for such systems;~~
- ~~c) the means of identifying and verifying Members attending and voting at general meetings (including by means of Audio-Visual Link);~~
- ~~d)~~ b) the format and content of Director election documents;
- ~~e)~~ c) the requirements for a valid vote;
- ~~f)~~ d) validating and counting votes;
- ~~g)~~ e) the appointment of a Returning Officer and prescribing their duties and functions;
- ~~h)~~ f) security and the maintenance of confidentiality and privacy; and
- ~~i)~~ g) auditing of results of voting.

18.1.2 The Directors shall from time to time notify the Members of the promulgation of any such regulations and by-laws, and of material amendments, repeals or substitutions.

18.1.3 The power of the Directors under clause 18.1.1 extends also to the meetings and proceedings of Branches, Branch Committees, Special Interest Groups and Special Interest Group Committees. The Directors shall from time to time notify the members of Branches, Branch Committees, Special Interest Groups and Special Interest Group Committees (as the case requires) of the promulgation of regulations and by-laws, and of material amendments, repeals or substitutions.