

CONSTITUTION
OF
THE CARDIAC SOCIETY OF AUSTRALIA AND NEW ZEALAND

1 INTERPRETATION

1.1 Definitions

The following words have the following meanings in this Constitution, unless the context requires otherwise:

"ACN" means Australian Company Number.

"Act" means the *Corporations Act 2001* (Cth).

"ASIC" means the Australian Securities and Investments Commission.

"Director" means a person appointed as a director and member of the Board of The Society.

"ordinary member of The Board" means elected Board Member.

"The Society" means The Cardiac Society of Australia and New Zealand.

"The Board" means the board of directors and governing committee of The Society;

The Society;

"Non-Voting Member" means, as set out in clause 6.2, a member of The Society who does not have a right to vote at meetings, including Associate Members, Affiliate Members and Corresponding Members.

"Personal Representative" means, in respect of a Member, a person who becomes entitled to exercise the rights attaching to membership in the Company held by the Member by reason of the death, mental ill health or bankruptcy of the Member.

"Replaceable Rules" has the meaning given in the Act.

"Register" means the register of Members to be kept pursuant to the Act.

"seal" means the common seal of The Society (if any);

"Special Resolution" has the same meaning as in the Act.

"Subsidiary" has the same meaning as in the Act.

"Voting Member" means, as set out in clause 6.2, a member of The Society who has the right to vote at meetings, including Fellows, Ordinary Members, Life Members and Honorary Members.

1.2 Interpretation

The following apply in the interpretation of this constitution, unless the context requires otherwise.

- (a) A word or an expression which is defined in the Act has the same meaning in this constitution.
- (b) A reference to the singular includes the plural number and vice versa.
- (c) A reference to a gender includes a reference to each gender.
- (d) **Person** includes a firm, corporation, body corporate, unincorporated association and a governmental authority.
- (e) Where a word or expression has a defined meaning, its other grammatical forms have a corresponding meaning.
- (f) A reference to a clause is a reference to a clause of this constitution.
- (g) A reference to any statute, regulation, rule or similar instrument includes any consolidations, amendments or re-enactments of it, any replacements of it and any regulation or other statutory instrument issued under it.
- (h) A reference to a party or a person includes that party's or person's executors, legal personal representatives, successors, liquidators, administrators, trustees in bankruptcy and similar officers and, where permitted under this document, their substitutes and assigns.
- (i) **Includes** means includes but without limitation.

1.3 Replaceable Rules

The Replaceable Rules do not apply in respect of The Society except when they are expressly stated to apply.

1.4 Previous constitution superseded

This constitution replaces any memorandum or articles of association or constitution which was or were taken to be The Society's constitution in force before the adoption of this constitution.

2 PUBLIC COMPANY LIMITED BY GUARANTEE

The Society is a public company limited by guarantee and does not have share capital.

3 OBJECTS OF THE SOCIETY

The Society is established with the objective of promoting the highest standards of education, training, research and practice in cardiovascular medicine and surgery, through:

- (a) contributing to the advancement of knowledge of the cardiovascular system and treatment of diseases;

- (b) establishing and supporting the maintenance of professional and ethical standards of practice;
- (c) facilitation of the education of trainees in cardiovascular medicine;
- (d) facilitation of continuing professional development in cardiovascular medicine;
- (e) promotion and defence of equitable access of all Australians and New Zealanders to high quality cardiovascular healthcare; and
- (f) promotion of good fellowship among those whose primary interest is the practice of cardiovascular medicine or surgery or allied subjects.

4 POWERS OF THE SOCIETY

4.1 Legal capacity and powers of The Society

The Society has the legal capacity and powers of an individual anywhere in the world. The Society also has all the powers of a body corporate, including the power to:

- (a) issue debentures whether irredeemable or redeemable;
- (b) grant a floating charge over The Society's property;
- (c) arrange for The Society to be registered or recognised as a body corporate in any place outside the jurisdiction in which The Society is registered; and
- (d) do anything that it is authorised to do under any law (including a law of a foreign country).

4.2 Society may have a common seal

- (a) The Society may, but need not, have a seal. If The Society has a seal it must have set out on it:
 - (i) if The Society has its ACN in its name, The Society's name; or
 - (ii) otherwise, The Society's name, the expression "Australian Company Number" or "ACN" and The Society's ACN.
- (b) If The Society has a seal, the Board must provide for the safe custody of the seal, which may only be used on the authority of the Board or of a committee of the Board authorised by the Board.

4.3 Agent exercising The Society's power to make contracts

Subject to the operation of a law that requires a particular procedure to be complied with in relation to the contract, The Society's power to make, vary, ratify or discharge a contract may be exercised by an individual acting with The Society's express or implied authority and on behalf of The Society. The power may be exercised without using a common seal.

4.4 Execution of documents by The Society

- (a) The Society may execute a document without using a common seal if the document is signed by:
 - (i) 2 Directors; or
 - (ii) a Director and Honorary Secretary.
- (b) If The Society has a seal, The Society may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) 2 Directors; or
 - (ii) A Director and an Honorary Secretary.

5 INCOME AND PROPERTY OF THE SOCIETY

5.1 Income and property to be applied towards objects

All income and property of The Society must be solely applied towards the promotion of the objects of The Society set out in this Constitution.

5.2 No payments to members

No part of the income or property of The Society may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of The Society.

5.3 Payments in good faith

Nothing in this constitution prevents The Society from making payment in good faith:

- (a) of reasonable and proper remuneration to any officers or employees of The Society or to any members of The Society for any services actually rendered to The Society or for goods supplied in the ordinary and usual course of business;
- (b) to any member in relation to any contract, right or claim in which that member is interested or which arises other than by virtue of the member's membership;
- (c) of reasonable interest on any money lent to The Society by any member; or
- (d) of reasonable or proper rent for premises let by any member.

6 MEMBERSHIP

6.1 Entry as a member

- (a) Such persons as the Board admits to membership in accordance with this constitution will be members of The Society and their names entered in the Register.
- (b) Admission to membership will only become effective upon the passing of a resolution of the Board that the member's name be entered into the Register. The Board must not unreasonably delay consideration of such a resolution.

- (c) Every applicant for membership of The Society must sign an undertaking to be bound by the provisions of this constitution.
- (d) The rights and privileges of a member are personal, non-transferrable and cease on the death of a member or on the cessation of a member's membership.

6.2 Membership classes

The membership of The Society will consist of seven (7) classes of members as provided herein:

(a) Fellows of the CSANZ (FCSANZ)

Fellowship is open to the following:

- (i) Ordinary Members of The Society;
- (ii) Physicians and surgeons who are practising independently and have shown that their primary interest and commitment is the practice of cardiovascular medicine or cardiothoracic surgery, or in these allied subjects approved by The Society, and are at least three (3) years post completion of recognised specialty training in cardiology or cardiothoracic surgery. Such recognized training would be Fellowship of the Royal Australasian College of Physicians with specialty training in cardiology or Fellowship of the Royal Australasian College of Surgeons with specialty training in cardiothoracic surgery or equivalent post-graduate training and qualifications;
- (iii) Scientists with a doctoral degree and at least three years post-doctoral experience, who are conducting research independently and, whose principal field of research is cardiovascular disease;
- (iv) Individuals with demonstrated leadership in the advancement of cardiovascular health in Australia or New Zealand.

Fellows of The Society must maintain continuing financial membership. Those Fellows who comply with the provisions relating to retirement, as detailed in clause 7.3, may retain Fellowship without the payment of annual subscriptions.

Fellows of The Society must demonstrate continuing commitment to the advancement of education and research in cardiovascular disease, eg. through participation in an accredited continuing education programme, publication of research papers or similar activities.

Fellows of The Society have the right to use the post-nominal identification FCSANZ.

The Society must maintain a register of all current Fellows which will be annually updated on The Society's website.

All Fellows have the right to vote at general meetings of The Society.

Fellows have the right to nominate or second the nomination of applicants for any other category of membership of The Society.

(b) Ordinary Members

(i) Subject to the following paragraph, Ordinary Members will be physicians, surgeons and others who have shown that their primary interest and commitment is the practice of cardiovascular medicine or surgery, or research in these or allied subjects. They must be Fellows of the Royal Australasian College of Physicians or of the Royal Australasian College of Surgeons or hold an equivalent post graduate qualification.

(ii) Ordinary Membership is no longer open as a class of membership.

(c) Honorary Members

Honorary Members will be men and women of great distinction who have made major contributions to the advancement of cardiovascular medicine or surgery or research in these or allied subjects.

(d) Life Members

Life Members will be members of The Society of high distinction. Whereas Honorary Members may not otherwise have been members of The Society, Life Members previously will have been members of The Society and will become eligible for Life Membership by virtue of their professional distinction as Members.

Fellows, Ordinary Members, Honorary Members and Life Members have the right to vote at meetings and will be referred to as Voting Members.

(e) Associate Members

Associate Members will be persons engaged in the practice of cardiovascular medicine or surgery or research in these or allied subjects. They must be Fellows of the Royal Australasian College of Physicians or Fellows of the Royal Australasian College of Surgeons or hold an equivalent post graduate qualification or have entered the advanced training programme of the Royal Australasian College of Physicians in cardiology or of the Royal Australasian College of Surgeons in cardiothoracic surgery or an equivalent post-graduate training programme.

(f) Affiliate Members

Affiliate Members will be nurses, technicians, medical students and other persons with an interest in cardiovascular medicine or surgery or research in these or allied subjects.

(g) Corresponding Members

Corresponding Members will be distinguished cardiologists, cardiothoracic surgeons or cardiovascular scientists outside Australia and New Zealand.

Associate Members, Affiliate Members and Corresponding Members will not have the right to vote at meetings and will be referred to as Non-Voting Members.

6.3 Admission procedure

Persons may be admitted to one of the classes of members of The Society in accordance with admission procedures determined by the Board from time to time including, for the time being, the following procedures:

(a) Fellows, Associate Members and Affiliate Members

Persons eligible for admission as Fellows, Associate or Affiliate Members may be admitted in accordance with the following procedure:

- (i) Every person nominated to be a Fellow or Associate Member of The Society must be proposed by one Voting Member and seconded by another Voting Member of The Society to both of whom the nominee must be personally known. Every person nominated to be an Affiliate Member of The Society must be proposed by either an Ordinary, Life, Fellow or Affiliate Member of The Society and seconded by an Ordinary, Fellow or Life Member of The Society to both of whom the nominee must be personally known. In the case of the nominees resident outside Australia and New Zealand, additional references from two (2) individuals outside Australia and New Zealand to both of whom the nominee must be personally known must be provided. These latter referees need not be members of The Society.
- (ii) The nomination for Fellow, Associate or Affiliate Membership must be made in writing, signed by the nominee and the proposer and seconder and be in such form as the Board from time to time prescribes, provided that until The Society otherwise resolves the nomination must be accompanied by a statement of the nominee's professional status, appointments and published works.
- (iii) At the next meeting of the Board after the receipt of any nomination for membership, such nomination will be considered by the Board, who will thereupon determine upon the admission or rejection of the person. In no case will the Board be required to give any reason for the rejection of a nominee.

(b) Honorary Members, Life Members and Corresponding Members

Persons eligible for admission as Honorary Members, Life Members and Corresponding Members may be admitted in accordance with the following procedure:

- (i) a candidate for Honorary, Life or Corresponding Membership must be nominated by one Voting Member and seconded by another Voting Member of The Society.
- (ii) the nomination will be lodged with the Honorary Secretary at least thirty (30) days prior to the next Board meeting.
- (iii) at the next meeting of the Board after the receipt of the nomination for Honorary, Life or Corresponding Membership, such nomination will be considered by the Board, who will thereupon determine upon the admission or rejection of the person as an Honorary, Life or Corresponding Member.

7 MEMBERSHIP SUBSCRIPTION

7.1 First subscription

When a person has been accepted for membership the Honorary Secretary must send to the person written notice of the person's acceptance and a request for payment of the first subscription. The first subscription will be calculated as a proportion of the Annual Subscription for that membership category according to the number of days remaining from the date of the Board meeting at which the member was admitted to the end of the financial year of The Society. If such payment is not made within the time specified in the notice, the Board may in its discretion cancel its acceptance of the person for membership of The Society.

7.2 Annual subscription

The annual subscription payable by members of The Society will be such as the Board may from time to time prescribe. Unless the Board determines otherwise, Honorary, Corresponding and Life Members will not be required to pay an annual subscription.

7.3 Retirement

Those members of The Society who reach the age of seventy (70) years will become eligible to continue their membership without payment of annual subscriptions.

7.4 Board's waiver discretion

The Board may, at its discretion, waive subscriptions of individual Fellows, Ordinary Members, Associate Members or Affiliate Members.

8 CESSATION OF MEMBERSHIP

8.1 If the annual subscription of a member remains unpaid for a period of 30 days after it becomes due, then the member may, after notice of the default has been sent to the member by the Honorary Secretary or Honorary Secretary/Treasurer, be debarred from all privileges of membership provided that the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.

8.2 The Board may require any Fellow, Ordinary Member or Associate Member who fails to be present at two consecutive Annual Scientific Meetings, or in the case of New Zealand Members four consecutive Annual Scientific Meetings, of The Society, to give an explanation of the member's absence. If such explanation is unsatisfactory to the Board the member will automatically cease to belong to and be a member of The Society and the member's name may be removed from the Register.

8.3 A member may at any time by giving notice in writing to the Honorary Secretary resign the member's membership of The Society but will continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other moneys due by the member to The Society and in addition for any sum not exceeding one hundred dollars (\$100.00) for which the member is liable as a member of The Society under clause 20.1.

8.4 If any member wilfully refuses or neglects to comply with the provisions of the constitution of The Society or has conducted itself in a way which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interest of The Society, the Board may by

resolution censure, suspend or expel the member from The Society and remove that member's name from the Register.

Provided that at least one month before the meeting of the Board at which such a resolution is passed the member:-

- (a) had notice of such meeting and of what is alleged against the member and of the intended resolution; and
- (b) at such meeting and before the passing of such resolution had an opportunity of giving orally or in writing any explanation or defence that the member may think fit.

Provided further that any such member may by notice in writing lodged with the Honorary Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by The Society in general meeting. In that event a general meeting of The Society must be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot) the member concerned will be punished accordingly and in the case of a resolution for the member's expulsion the member will be expelled.

9 GENERAL MEETINGS

9.1 Annual general meeting

An annual general meeting of The Society must be held in accordance with the provisions of the Corporations Act. The annual general meeting will ordinarily be held at the same time and at the same venue as the Annual Scientific Meeting.

9.2 Other general meetings

- (a) All other general meetings will be held in the city where the administrative office of The Society is located.
- (b) The Honorary Secretary must provide at least twenty-one (21) days written notice of the date, time, venue and agenda for all general meetings.

10 CALLING MEETINGS OF MEMBERS

10.1 Calling of meetings of members by Board

A majority of the elected members of the Board may whenever they think fit convene a meeting of the members.

10.2 Calling of general meeting by Board when requested by members

A general meeting must be called by the Board on the requisition of Voting Members within 21 days after the date of the deposit of the requisition in writing of:

- (a) members who are together entitled to not less than five percent (5%) of the total voting rights of all the members having at the date of the deposit of the requisition a right to vote at general meetings; or

- (b) at least 100 members who are entitled to vote at the general meeting.

The meeting is to be held not later than 2 months after the request is given to The Society.

10.3 Failure of Directors to call a general meeting

- (a) Members with more than 50% of the votes of all the members who make a request under clause 10.2 may call and arrange to hold a general meeting if the Directors do not do so within 21 days after the request is given to The Society.
- (b) The meeting must be called in the same way, so far as is possible, in which general meetings of The Society may be called. The meeting must be held not later than 3 months after the request is given to The Society.
- (c) To call the meeting the members requesting the meeting may ask The Society for a copy of the Register. The Society must give the members the copy of the Register within 7 days after request without charge.
- (d) The Society must pay the reasonable expenses the members incurred because the Directors failed to call and arrange the meeting.
- (e) The Society may recover the amount of the expenses under clause 10.3(d) from the Directors. However, a Director is not liable for the amount if that Director proves that all reasonable steps to cause the Directors to comply with clause 10.2 have been taken. The Directors who are liable are jointly and individually liable for the amount. If a Director who is liable for the amount does not reimburse The Society, The Society must deduct the amount from any sum payable as fees to, or remuneration of, the Director.

10.4 Calling of general meeting by members

Two or more members being not less than five per centum (5%) in number of the Voting Members of The Society may call, and arrange to hold, a general meeting of The Society. The members calling the meeting must pay the expenses of calling and holding the meeting. The meeting must be called in the same way, so far as is possible, in which general meetings of The Society may be called.

10.5 Amount of notice of meetings

Subject to the provisions of the Corporations Act for shorter notice, twenty-one days written notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given).

10.6 Notice of meetings of Members to members and Directors

- (a) Written notice of a meeting of The Society's members must be given individually to each Voting Member and to each Director.
- (b) The Society may give the notice of a meeting to a member:
 - (i) personally;
 - (ii) by sending it by post to the address for the member in the Register or the alternative address (if any) nominated by the member;

- (iii) by sending it to the fax number or electronic address (if any) nominated by the member;
 - (iv) by sending it to the member by other electronic means (if any) nominated by the member; or
 - (v) by notifying the member in accordance with clause 10.6(c).
- (c) If the member nominates:
- (i) an electronic means (**nominated notification means**) by which the member may be notified that notices of meeting are available; and
 - (ii) an electronic means (**nominated access means**) the member may use to access notices of meetings,

The Society may give the member notice of the meeting by notifying the member (using the nominated notification means) that the notice of meeting is available and how the member may use the nominated access means to access the notice of meeting.

10.7 Auditor entitled to notice and other communications

The Society must give The Society's auditor, if any:

- (a) notice of a general meeting in the same way that a member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a member is entitled to receive.

10.8 Contents of notice of meetings of Society's Members

A notice of a meeting of The Society's members must:

- (a) 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 to facilitate this;
- (b) state the general nature of the meeting's business;
- (c) in the case of an election of Directors, set out the names of the candidates for election;
- (d) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and
- (e) if a member is entitled to appoint a proxy, contain a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a member; and
 - (iii) the information included in the notice of meeting must be worded and presented in a clear, concise and effective manner.

10.9 Notice of adjourned meetings

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

10.10 Cancelled general meetings

When a notice of a meeting has been given, the Board may, by notice given to all persons entitled to be given notice of the meeting, postpone or cancel the meeting. Notice under this clause 10.10 can be given in the same manner as set out in clause 10.6.

10.11 Accidental omission or non-receipt of notice

The accidental omission to give notice of a meeting to any person or the non-receipt by any person of notice of the meeting does not invalidate any proceedings at that meeting unless the court, on the application of the person concerned, a person entitled to attend the meeting or the ASIC, declares proceedings at the meeting to be void.

11 HOLDING OF AND PROCEEDINGS AT GENERAL MEETINGS

11.1 Purpose

A meeting of members must be held for a proper purpose.

11.2 Time and place

A meeting of members must be held at a reasonable time and place.

11.3 Technology

The Society may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

11.4 Representation of member

A member may be present and vote in person at any members' meeting or may be represented by:

- (a) proxy; or
- (b) attorney.

11.5 Quorum

- (a) No business may be transacted at any general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five percent (5%) of the total Voting Members present in person or by proxy will constitute a quorum.
- (b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Voting Members, will be dissolved; and

- (ii) in any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

11.6 Chairing meeting of members

- (a) The President will preside as Chair at every general meeting of The Society, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the President-elect (or the Past-President) will be the Chair or if the President-elect (or the Past-President) is not present or is unable to act then the Directors present may elect one of their number to be the Chair of the meeting but, if they do not do so, the Voting Members present must elect the Chair of the meeting.
- (b) The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it will not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

11.7 Auditor's right to be heard at general meetings

- (a) The Society's auditor (if any) is entitled to attend any general meeting of The Society.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) the auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

11.8 Adjourned meetings

- (a) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (b) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.9 Annual general meetings

(a) Holding of annual general meetings

The Society must, if required by the Act, hold an annual general meeting.

(b) **Business of annual general meeting**

The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (i) the consideration of the annual financial report, Directors' report and auditor's report;
- (ii) the election of Directors;
- (iii) the appointment of the auditor;
- (iv) the fixing of the auditor's remuneration.

(c) **Questions at annual general meetings**

- (i) The Chair of an annual general meeting must allow a reasonable opportunity for members as a whole at the meeting to ask questions about or make comments on the management of The Society.
- (ii) If The Society's auditor or their representative is at the meeting, the Chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

11.10 How voting is carried out

- (a) At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (i) by the Chair, or
 - (ii) by at least five Voting Members present in person or by proxy and entitled to vote on the resolution; or
 - (iii) Voting Members with at least 5% of the votes that may be cast on the resolution of a poll.
- (b) Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of The Society will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

11.11 How polls must be taken

If a poll is duly demanded it will be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded but, a poll demanded on the election of a Chair or on a question of adjournment must be taken forthwith.

11.12 Chair to have casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the poll is demanded will be entitled to a second or casting vote.

11.13 How many votes a member has

- (a) A Voting Member may vote in person or by proxy and on show of hands every person present who is a Voting Member will have one vote and on a poll every Voting Member present in person or by proxy will have one vote. A proxy must be a Voting Member.
- (b) A Voting Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may only vote, whether on a show of hands or on a poll, by the Voting Member's Board or trustee or by such other person as properly has the management of the Voting Member's estate duly appointing a proxy as hereinafter provided.
- (c) No Voting Member will be entitled to vote at any general meeting if the Voting Member's annual subscription is more than 30 days in arrears at the date of the meeting.

11.14 Proxies

- (a) The instrument appointing a proxy must be in writing under the hand of the appointer. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A Voting Member may instruct the proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.
- (b) An appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the *Corporations Regulations 2001 (Cth)*, by the Member making the appointment and contains the following information:
 - (i) the member's name and address;
 - (ii) The Society's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meetings at which the appointment may be used

An appointment may be a standing one.

- (c) The instrument appointing a proxy, who must be a Voting Member, may be in the following form or in a common or usual form.

.....
 I,..... of

being a member of THE CARDIAC SOCIETY OF AUSTRALIA AND NEW ZEALAND

hereby appointof.....
 or failing himof.....

as my proxy to vote for me on my behalf at the *annual / * general meeting of The Society, to be held on the day of , 20 and at any adjournment thereof. My proxy is hereby authorised to vote *in favour of / *against the following resolutions.

Signed this day of , 20

.....
* Delete whichever is not desired.

- (d) For an appointment of a proxy for a meeting of members to be effective the instrument appointing the proxy must be deposited at the registered office of The Society or at such other place and, if the appointment is signed, or otherwise authenticated in a manner prescribed in the *Corporations Regulations 2001 (Cth)*, by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority, as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy may not be treated as valid.
- (e) A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument if no intimation, in writing, of such death, unsoundness of mind or revocation as aforesaid has been received by The Society at the registered office before the commencement of the meeting or adjourned meeting at which instrument is used.

12 SCIENTIFIC MEETINGS

- 12.1 A Scientific Meeting of The Society must ordinarily be held at least once each year at a time and place to be determined by the Board.
- 12.2 The Scientific Programme Chair in consultation with the Chair of the CSANZ Scientific Committee and the CSANZ chief executive officer will be responsible for calling for abstracts and for arranging the grading of abstracts by a committee appointed by the Board.
- 12.3 A Programme Committee appointed by the local Regional Committee and the Board will arrange the Programme of the Scientific Meeting. The CSANZ Scientific Committee and the Programme Chair will meet regularly to liaise on aspects of the programme and to resolve any issues which have arisen for the Organising and Programme Committees.
- 12.4 The Organising Committee will circulate the Programme to Members at least 28 days before the meeting. The convenor will be responsible on behalf of the Board for arranging the Meeting in co-operation with the Chair of the Regional Committee of the State or Dominion in which the meeting is to be held.
- 12.5 The President or the President's representative is empowered to invite any person to attend the Scientific Meetings. The President may also invite such guests to make contributions and to take part in the discussions.

13 THE BOARD (INCLUDING OFFICE-BEARERS)

13.1 Number of directors and office bearers

- (a) The Society must have at least 3 Directors (not counting alternate Directors) of which 2 must be ordinarily resident in Australia.
- (b) The office-bearers of The Society will consist of a President, a President-elect (or a Past-President), an Honorary Secretary and an Honorary Assistant Secretary/Treasurer.

13.2 Board composition

The Board will be constituted in the following manner:-

- (a) The seven (7) ordinary members of the Board will be elected as herein provided. The President will be elected in accordance with clause 13.6. The Honorary Secretary and Honorary Assistant Secretary/Treasurer will be elected in accordance with clause 13.7.
- (b) The ordinary members of the Board will represent each of the seven (7) regions: New South Wales, New Zealand, Queensland, South Australia, Tasmania, Victoria, Western Australia, according to their residential address at 5.00 pm on the final day for lodgement of nominations to serve as a member of the Board as and from the next annual general meeting.
- (c) The Voting Members of The Society whose residential addresses are in the Australian Capital Territory will be considered to reside in New South Wales and the Voting Members of The Society whose residential addresses are in the Northern Territory will be considered to reside in South Australia.
- (d) There must be at least, but no more than, one (1) ordinary member of the Board from each region.
- (e) The Australasian Society of Cardiac and Thoracic Surgeons may nominate a cardio thoracic surgeon to be a member of the Board. Such nominee will ex officio be a member of the Board provided that such nominee must also be a Voting Member of The Society.
- (f) The Heart Foundation of Australia may nominate one of its directors or other representative to be a member of the Board. Such nominee will ex officio be a member of the Board provided that such nominee must also be a Voting Member of The Society.
- (g) The Chair of the New Zealand Regional Committee, elected by the Voting Members in New Zealand, will ex-officio be a member of the Board provided that the Chair is a Voting Member of The Society.
- (h) When none of the Members of the Board who are elected or appointed by other mechanisms is a paediatric cardiologist or surgeon, the chairperson of the Paediatric Council may be appointed as the Paediatric nominee to the Board who will ex officio be a member of the Board. If that person is unable or unwilling to fulfil the role, the Board may seek a nomination from the Paediatric Cardiology Council for a Voting Member to sit ex officio on the Board. If a paediatric cardiologist is subsequently elected to the Board through an alternative

mechanism, the nominee must relinquish and resign from his or her position on the Board. The cardiologist representing paediatric cardiology on the Board must be a Voting Member of The Society.

- (i) Each of the three largest Councils of The Society, being the Interventional Council, the Electrophysiology and Pacing Council and the Imaging Council must be represented on the Board by the chair of the respective Council or other representative nominated by the respective Council who will ex officio be a member of the Board provided that the chair or nominee is a Voting Member of The Society.
- (j) The Affiliate Members will be represented by one nursing and one allied health nominee. The Chair of the Cardiovascular Nursing Council will represent nurses and will ex officio be a member of the Board. The Board must seek from the Affiliate Allied Health members a nominee to represent Affiliate Allied Health Members. Such nominee may be nominated and elected as set down in clause 13.4(b). Should the Allied Health Affiliate Members establish a Council, the Chair of that Council will represent Affiliate Allied Health Members as an ex officio member of the Board.
- (k) The Chair of the Subspecialty Training Committee (STC) in Cardiology will be an ex officio member of the Board.
- (l) The Editor-in-Chief of the Journal, Heart Lung and Circulation will be an ex officio member of the Board.
- (m) The Chair of the Scientific Committee will be an ex officio member of the Board.
- (n) The Chairman of the subcommittee or representative appointed to supervise clinical practice activities will be an ex officio member of the Board.
- (o) If the chair of any of the major Board sub-committee is not an elected member of the Board, the chair may sit as an ex officio member of the Board if the Board deems it necessary.

13.3 Powers of Board Members

All elected and ex officio members of the Board, will have the right to summon, attend, speak and be heard at meetings of the Board and will have 1 vote at each board meeting at which the member of the Board is present on each resolution upon which that member of the Board is entitled to vote.

13.4 Election of Directors

- (a) Prior to the annual general meeting of The Society in each year the members of the Board, apart from the President, the President-elect (or the Past-President), the Honorary Secretary, the Honorary Assistant Secretary/Treasurer and the additional members of the Board provided for in clauses 13.2(e) to (m), will be elected from among the Voting Members, according to the provisions of this clause 13.4.
- (b) The election of the members of the Board will take place in the following manner:-
 - (i) Any two (2) Voting Members of The Society may nominate any other Voting Member to serve as a member of the Board.

- (ii) The nomination, which must be in writing and signed by the nominated Voting Member and his or her proposer and seconder, must be lodged with the Honorary Secretary at least ninety (90) days before the annual general meeting.
 - (iii) Ballot papers will be prepared and despatched to all Voting Members at least seventy (70) days before the next following annual general meeting.
 - (iv) To be counted in the ballot, ballot papers must be received by The Society not later than 5.00 pm thirty-five (35) days before the annual general meeting.
 - (v) The ballot will take place in the manner and upon such terms as the Board from time to time prescribes. The electoral officers will be the Honorary Secretary or the Honorary Assistant Secretary/Treasurer and one other person nominated by the Board.
 - (vi) The successful candidates must be advised of the result of the ballot not less than twenty-eight (28) days before the annual general meeting.
 - (vii) In the case that there will not be a sufficient number of candidates nominated, including but without limiting the generality of the foregoing a sufficient number of candidates to ensure that there will be a member of the Board to represent each region, the incoming Board may fill the remaining vacancy or vacancies.
- (c) At the annual general meeting next following the postal ballot, the results of the postal ballot must be declared.

13.5 Retirement of Directors and vacation of office

- (a) With the exception of the President, all elected and ex officio members of the Board must retire from office no later than the longer of:
- (i) the third annual general meeting; or
 - (ii) three (3) years,
- following that Director's last election or appointment and, subject to clause 13.5(b), is eligible for re-election or re-appointment.
- (b) With the exception of the President, all elected and ex officio members of the Board must retire from office no later than the longer of:
- (i) the sixth annual general meeting; or
 - (ii) six (6) consecutive years,
- following that Director's initial election or appointment to that office and is not eligible for re-election or re-appointment to that office provided that such Director will be eligible for election or appointment as a Director in a different position or office via an election or appointment mechanism different to the Director's initial election or appointment.
- (c) At the conclusion of each annual general meeting of The Society, members of the Board whose term of office has expired, will retire.

13.6 Election of President

The election of the President and Honorary Assistant Secretary/Treasurer must take place in the following manner:-

- (a) The Board, at the meeting ordinarily held approximately nine months prior to the annual general meeting, must determine in alternate years who will be nominated as President-elect. The person so nominated must be a Voting Member of The Society, but need not be an elected member of the Board. The nomination will be decided by secret ballot.
- (b) The successful candidate will be announced at the next annual general meeting. The President-elect will hold office from the conclusion of the annual general meeting until the conclusion of the annual general meeting the next year, when the President elect will become President.
- (c) The President will hold office from the conclusion of the annual general meeting until the conclusion of the annual general meeting two (2) years thereafter, when the President will become Past-President.
- (d) The Past-President will hold office from the conclusion of the annual general meeting until the conclusion of the annual general meeting one year thereafter, when the Past-President will retire.
- (e) At any one time, in addition to the President, there will be either a President-elect or Past-President.
- (f) The President and President-elect (or Past-President) will have the right to attend, speak and be heard at meetings of the Board and will have the right to summon and to vote at meetings of the Board at which they are present and on resolutions on which they are otherwise entitled to vote on.

13.7 Honorary Secretary and Honorary Assistant Secretary/Treasurer

- (a) The Honorary Secretary and the Honorary Assistant Secretary/Treasurer will be nominated by the Board from among the Voting Members and elected by the Annual General Meeting. No persons elected to the positions of Honorary Secretary or Honorary Assistant Secretary/Treasurer will serve in these positions for a cumulative total of more than six (6) consecutive years.
- (b) Any Honorary Secretary and Honorary Assistant Secretary/Treasurer so appointed may be removed by the Board. Any member of The Society so appointed will forthwith become an office-bearer of The Society and ex officio a member of the Board. The Honorary Secretary and Honorary Assistant Secretary/Treasurer will have the right to attend, speak and be heard at meetings of the Board and will have the right to summon and to vote at meetings of the Board.

13.8 Society may vary numbers

- (a) The Society may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board, subject to the Act.

13.9 Casual vacancies

- (a) The Board will have power at any time, and from time to time, to appoint any Member to the Board to fill a casual vacancy.
- (b) Any member of The Society appointed to the Board to fill a casual vacancy holds office until the next following annual general meeting.

13.10 Attendees

The President may, when appropriate, invite additional individuals to attend meetings, or parts of meetings of the Board, to facilitate the transaction of Board business. Any additional individual, at the discretion of the President, will have the right to speak and be heard at meetings of the Board but will not have the right to summon or to vote at meetings of the Board, and may be removed from a Board meeting by the President at any time.

13.11 Removal of Directors

- (a) The Society may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Board before the expiration of that person's period of office, and may by an ordinary resolution appoint another person in that person's stead.
- (b) The person so appointed will hold office until the next following annual general meeting.

13.12 Vacation of office of Director

The office of a member of the Board will become vacant if the member:-

- (a) resigns by giving written notice to The Society at its registered office; or
- (b) is removed pursuant to the provisions of section 203D of the Act;
- (c) is removed from office in accordance with this constitution or the Act; or
- (d) is disqualified from managing corporations under Part 2D.6 of the Act.
- (e) 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;
- (f) for two consecutive meetings is absent without permission of the Board;
- (g) holds any office of profit under The Society;
- (h) ceases to be a member of The Society; or
- (i) is directly or indirectly interested in any contract or proposed contract with The Society.

13.13 Interests of Directors

- (a) Subject to clause 13.14, a Director may not hold any office or position of profit under The Society or under any company promoted by The Society or in which The Society is a shareholder or otherwise interested.
- (b) Notwithstanding any rule of law or equity to the contrary, a Director may contract, transact or enter into an arrangement with The Society and no such contract, transaction or arrangement entered into by or on behalf of The Society or any other contract, transaction or arrangement in which a Director is in any way interested, is avoided or rendered voidable because of that person being a Director.
- (c) A Director who has a material personal interest in a matter that relates to the affairs of The Society must give the other Directors notice of the interest unless section 191(2) of the Act says otherwise.
- (d) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,unless,
 - (iii) subclauses 13.13(e), 13.13(f) or 13.13(g) allow the Director to be present; or
 - (iv) the interest does not need to be disclosed under section 192 of the Act.
- (e) The Director may be present and vote if Directors who do not have a material personal interest in the matter have passed a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of The Society; and
 - (ii) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.
- (f) the Director may be present and vote if so entitled under a declaration or order made by ASIC under section 196 of the Act.
- (g) If there are not enough Directors to form a quorum for a Directors' meeting because of subclause 13.13(d)(i) or 13.13(d)(ii), 1 or more of the Directors (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

13.14 Remuneration of Directors

- (a) The Directors are entitled to be:
 - (i) paid for their services an annual sum to be determined by The Society in general meeting (or until so determined, as the Directors resolve), divided between them in such proportions as they may determine; and

- (ii) reimbursed for all expenses properly incurred in attending or in connection with their attendance at any meeting of The Society or of the Board or any committee of Directors, excluding any Board meeting held prior to the Annual Scientific Meeting or as the Board otherwise determines from time to time.
- (b) In addition to the remuneration referred to in clause 13.14(a), a Director may receive special remuneration and expense reimbursement for performing extra services in and about The Society's business.

13.15 Financial benefits

The Society must not provide financial benefits to a Director except as permitted by, and in accordance with, the provisions of the Act.

13.16 Defect in appointment

Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director, or a member of a committee, or to act as a Director, or that a person so appointed was disqualified, all acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

14 POWERS AND DUTIES OF THE BOARD

14.1 Business of The Society

- (a) The business of The Society must be managed by or under the direction of the Board who may exercise all the powers of The Society except any powers that the Act or this constitution require to be exercised by The Society in general meeting.
- (b) No resolution made by The Society in general meeting invalidates any prior act of the Board which would have been valid if that resolution had not been passed or made.

14.2 Directors may execute security

The Board may exercise all the powers of The Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of The Society.

14.3 Negotiable instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to The Society may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Board or in such other manner as the Board from time to time determines.

14.4 Minutes to be kept

The Board must cause minutes to be made:-

- (a) of all appointments of officers and servants;

- (b) of names of members of the Board present at all meetings of The Society and of the Board; and
- (c) of all proceedings at all meetings of The Society and of the Board.

Such minutes must be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

14.5 Use of name or logo

The Board has sole authority for the use of The Society's name or logo in any document, advertisement, publicity or public statement.

15 PROCEEDINGS OF THE BOARD

15.1 Board meetings

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Any three (3) or more Voting Members of the Board may at any time, and the Honorary Secretary must on the requisition of these members of the Board, summon a meeting of the Board.
- (b) The Board will ordinarily meet three times each calendar year. One Board meeting will be held during the week prior to the Annual General Meeting and in the same city. Other Board meetings will ordinarily be held in the city where the administrative office of The Society is located.
- (c) The Board may meet additionally if necessary by telephone or other means of instantaneous communication.
- (d) A Board meeting may be called or held by any technology consented to by all the members of the Board. The consent may be a standing one. A member of the Board may only withdraw their consent within a reasonable period before the meeting.
- (e) Members of the Board must be reimbursed for economy air fares, transfers and overnight accommodation for attendance at Board meetings not held in association with Scientific Meetings.

15.2 Passing of resolutions

Subject to this constitution, questions arising at any meeting of the Board will be decided by a majority of votes and determination by a majority of the members of the Board will for all purposes be deemed a determination of the Board. In case of an equality of votes the Chair of the meeting will have a second or casting vote.

15.3 Quorum

- (a) The quorum necessary for the transaction of the business of the Board will be a majority of the total Board as provided in clause 13.2 or such greater number as may be fixed by the Board.
- (b) The continuing members of the Board may act notwithstanding any vacancy in the Board but, if and so long as their number is reduced below the number fixed by or pursuant to this constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of The Society, but for no other purpose.

15.4 Chairing Director's meetings

The President will preside as Chair at every meeting of the Board, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the President-elect (or the Past-President) will be Chair or if the President-elect (or the Past-President) is not present at the meeting then the members may choose one of their number to be Chair of the Meeting.

15.5 Delegation

- (a) The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of The Society by the Act or the general law) to one or more sub-committees consisting of such member or members of The Society as the Board thinks fit. Any sub-committee so formed must conform to any regulation that may be imposed by the Board and subject thereto will have the power to co-opt any member or members of The Society and all members of such sub-committees will have one vote. The President and Honorary Secretary or their nominees will ex officio be members of all such sub-committees if deemed necessary by the Board.
- (b) The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards will act in an advisory capacity only. They must conform to any regulations that may be imposed by the Board and subject thereto will have power to co-opt any member or members of The Society and all members of such advisory boards will have one vote.
- (c) Where the Board deems it necessary to have expert advice which cannot be provided from within the existing Board members, the Board may co-opt any member or members of The Society to sit on the Board for a period of time as deemed necessary by the Board.
- (d) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair will have a second or casting vote.
- (e) All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the member of the Board or any

of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Board.

15.6 Circulating Resolutions

A resolution in writing by all members of the Board in Australia and New Zealand for the time being entitled to receive notice of a meeting of the Board, will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

16 REGIONAL COMMITTEES

- 16.1 There will be regional committees of The Society in each State and in New Zealand, elected from and by members in each region.
- 16.2 The members of The Society whose addresses are in the Australian Capital Territory will be part of the New South Wales region and the members of The Society whose addresses are in the Northern Territory will be part of the South Australian region.
- 16.3 Each regional committee will consist of a Chair, a Secretary and such other persons as determined by the members of each region. Each member of the Board will be ex officio a member of the regional committee of the region in which the Board member resides. The Secretary of the New Zealand Regional Committee will ex-officio be New Zealand Sub-Treasurer for The Society.
- 16.4 Regional committees may meet and adjourn as they think proper. Questions arising at any meeting will be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair will have a second or casting vote.
- 16.5 Each regional committee will organise at least one business and one scientific meeting in each year. Recommendations regarding the organisation of The Society may be voted on at such meetings and, if passed, may be submitted to the Board for discussion at the next following annual general meeting of The Society.

17 ACCOUNTS

- 17.1 The Board must cause proper accounting and other records to be kept and must distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act. Provided however, that the Board must cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.
- 17.2 The New Zealand Regional Secretary will collect Annual Subscription from New Zealand members. An annual budget and statement of audited accounts from the New Zealand Region will be presented to the Board at the end of each financial year. The amount to be retained by the New Zealand Regional Committee for the running of the affairs of the New Zealand Region in the subsequent year will be decided by the Board. The balance of the New Zealand subscriptions will be forwarded to the Honorary Treasurer.

- 17.3 The Board may from time to time determine at what times and places and under what conditions or regulations the accounting and other records of The Society will be open to the inspection of members.

18 AUDIT

A properly qualified Auditor or Auditors must be appointed and their duties regulated in accordance with the Act.

19 NOTICE

19.1 Address

Any notice required by law or by or under this constitution to be given to any member may be given by sending it by post to the member at the member's registered address, or (if the member has no registered address within a state or territory of Australia or other country) to the address, if any, within a state or territory of Australia or other country supplied by the member to The Society for the giving of notices to the member.

19.2 When notice is given

Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected:-

- (a) in the case of a notice of a meeting:
 - (i) on the day after the date of its posting where the address of the member is within the State;
 - (ii) at the time at which the letter would be delivered in the ordinary course of post where the address of the member is in another state or territory of Australia or in another country; and
- (b) in any other case at the time at which the letter would be delivered in the ordinary course of post.

19.3 Notice of meeting

- (a) Notice of every general meeting must be given in the manner authorised by this clause 19 to:
 - (i) every member except those members who (having no registered address within a state or territory of Australia or other country) have not supplied to The Society an address within a state or territory of Australia or other country for the giving of notices to them; and
 - (ii) the Auditor or Auditors for the time being of The Society.
- (b) No other person is entitled to receive notices of general meetings.

20 WINDING UP

20.1 Member contribution to assets

If The Society is wound up during the time of a member's membership or within 1 year afterwards, each member undertakes to contribute to the assets of The Society for payment of:

- (a) debts and liabilities of The Society contracted before the member's membership ceases;
- (b) costs, charges and expenses of the winding up of The Society; and
- (c) adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$100.

20.2 No distribution of remaining property

If upon the winding up or dissolution of The Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property must not be paid or distributed among the members of The Society.

20.3 Remaining property to be applied to particular institutions

All remaining property of The Society under clause 20.2 must be paid and applied by The Society to any entity or organisation which has rules prohibiting the distribution of its assets and income to its members.

20.4 Members to select institution

The members of The Society must before or at the time of dissolution or winding up of The Society select the institution or institutions to which property will be transferred under clause 20.3.

20.5 Institution chosen by independent third person

If, after the dissolution or winding up of The Society the members of The Society have not made a selection under clause 20.4, the selection will be determined by the Chief Judge of the Equity Division of the Supreme Court of New South Wales or such other judge of that court as may handle or acquire jurisdiction in the matter.

20.6 Remaining property for charitable purpose

If effect cannot be given to clauses 20.3 to 20.5 the property under clause 20.2 must be given to a charitable purpose.

21 INDEMNITY

Every member of the Board, auditor, and other officer for the time being of The Society will be indemnified out of the assets of The Society against any liability arising out of the execution of the duties of that person's office which is incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application under the Act in which relief is granted to that person by the Court in respect of negligence, default, breach of duty or breach of trust.

22 AMENDING THIS CONSTITUTION

22.1 By special resolution

- (a) Subject to the Act and, in particular, the restrictions in section 151 of the Act, The Society may modify or repeal this constitution or a provision of this constitution by Special Resolution.
- (b) The Society must notify ASIC as soon as practicable of the modification.

22.2 Date effective

A Special Resolution modifying or repealing this constitution takes effect:

- (a) if no later date is specified in the resolution, the date on which the resolution is passed; or
- (b) on a later date specified in or determined in accordance with the resolution.