

TABLE OF CONTENTS

PART I : PRELIMINARY	3
1. NAME	3
2. INTERPRETATION	3
PART II : MEMBERSHIP	4
3. MEMBERSHIP QUALIFICATIONS	4
4. NOMINATION FOR MEMBERSHIP	4
5. CESSATION OF MEMBERSHIP	5
6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	5
7. RESIGNATION OF MEMBERSHIP	5
8. REGISTER OF MEMBERS	5
9. FEES AND SUBSCRIPTIONS	6
10. MEMBERS' LIABILITIES	6
11. RESOLUTION OF INTERNAL DISPUTES	6
12. DISCIPLINING OF MEMBERS	7
13. RIGHT OF APPEAL OF DISCIPLINED MEMBERS	8
PART III : THE COMMITTEE	9
14. POWERS OF THE COMMITTEE	9
15. CONSTITUTION AND MEMBERSHIP	9
16. NOMINATIONS AND ELECTIONS FOR THE COMMITTEE	10
17. PRESIDENT	11
18. PRESIDENT-ELECT	11
19. SECRETARY AND TREASURER	11
20. GENERAL COMMITTEE MEMBERS	12
21. CASUAL VACANCIES	12
22. REMOVAL OF COMMITTEE MEMBERS	12
23. COMMITTEE MEETINGS	13
24. DELEGATION BY COMMITTEE TO SUB-COMMITTEE	14
25. VOTING AND DECISIONS	14
PART IV : GENERAL MEETINGS	15

**AEROMEDICAL SOCIETY OF AUSTRALASIA
CONSTITUTION**

26.	HOLDING OF ANNUAL GENERAL MEETINGS	15
27.	CALLING OF ANNUAL GENERAL MEETING	15
28.	NOTICE	16
29.	AGENDA OF ANNUAL GENERAL MEETING	16
30.	CALLING OF SPECIAL GENERAL MEETINGS	17
31.	PROCEDURE AND QUORUM FOR GENERAL MEETINGS	17
32.	PRESIDING MEMBER	18
33.	ADJOURNMENT	18
34.	MAKING OF DECISIONS	18
35.	SPECIAL RESOLUTION	19
36.	VOTING	19
37.	POSTAL VOTES AND POSTAL BALLOTS	19
38.	APPOINTMENT OF PROXIES	20
39.	POWERS OF A GENERAL MEETING	20
	PART V : MISCELLANEOUS	20
40.	INSURANCE	20
41.	FINANCIAL YEAR	20
42.	FUNDS - SOURCE	20
43.	FUNDS - MANAGEMENT	21
44.	ALTERATION OF SOCIETY'S NAME, OBJECTS AND CONSTITUTION	21
45.	COMMON SEAL	21
46.	SERVICE OF NOTICES	21
47.	JOURNAL	22
48.	RESTRICTION ON PROFITS	23
49.	INDEMNITY	23
50.	CUSTODY OF BOOKS	23
51.	INSPECTION OF BOOKS	23
	APPENDIX ONE	24
	APPENDIX TWO	25

PART I : PRELIMINARY

1. NAME

1(1) The name of the organisation is the "Aeromedical Society of Australasia", hereinafter called the "Society".

2. INTERPRETATION

2(1) In this constitution, except in so far as the content or subject matter otherwise indicates or requires -

"Committee" refers to the committee of the Society as constituted under clause 15.

"Director-General" means the Director-General of the Department of Services, Technology and Administration.

"General Committee Member" means a member of the committee who is not an office-bearer of the Society, as referred to in clause 15(2).

"Object" means the objects of the Society as set out in Annexure 1.

"Secretary" means:

- (a) the person holding office under this constitution as secretary of the Society; or**
- (b) if no such person holds that office - the public officer of the Society.**

"special general meeting" means a general meeting of the Society other than an annual general meeting.

"the Act" means the *Associations Incorporation Act 2009*.

"the Regulation" means the *Associations Incorporation Regulation 2010*.

2(2) In this constitution -

- (a) a reference to a function includes a reference to a power, authority and duty; and**
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.**

2(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2(4) In this constitution, unless the context otherwise requires, a reference to the Act, any section, regulation or schedule of the Act or any other legislation is a reference to that law as amended, consolidated, supplemented or replaced.

- 2(5) Any doubt arising as to the application or meaning of any clause is to be decided by a vote of a general meeting, whose decision shall be final and conclusive.
- 2(6) In interpreting this constitution, regard must be had to the spirit of the Objects as well as the letter of the particular clauses.

PART II : MEMBERSHIP

3. MEMBERSHIP QUALIFICATIONS

- 3(1) A person is qualified to be a member of the Society if, but only if:
- (a) the person is a person referred to in section 2(2) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
 - (b) the person is a natural person who has:
 - (i) been nominated for membership of the Society as provided by clause 4; and
 - (ii) been approved for membership of the Society by the Committee.

4. NOMINATION FOR MEMBERSHIP

- 4(1) A nomination of a person for membership of the Society:
- (a) may be made by any person who supports the Objects of the Society; and
 - (b) must be lodged with the Secretary using a membership application form approved by the Committee, together with payment of the joining fee and annual subscription fee.
- 4(2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or reject the nomination.
- 4(3) If the Committee determines to approve a nomination for membership, the Secretary must, as soon as practicable after that determination, notify the nominee of the approval, enter the nominee's details in the register of members and, on the name being so entered, the nominee becomes a member of the Society.
- 4(4) If the Committee determines to reject the nomination for membership, the nominee must be notified in writing of the rejection and any payment received must be refunded to the nominee.
- 4(5) Life membership may be bestowed upon a member of the Society to recognise a person's exceptional contribution to the Society and/or aeromedicine in Australia and/or New Zealand. Conferral of life

membership exempts the member from the requirement to pay the annual subscription fee under clause 9(2) each year.

- 4(6) Any member may nominate a member for life membership under clause 4(5). A life membership must be conferred by the Committee and passed by no less than three quarters of the members of the Committee.

5. CESSATION OF MEMBERSHIP

- 5(1) A person ceases to be a member of the Society if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Society.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 6(1) A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of that person's membership.

7. RESIGNATION OF MEMBERSHIP

- 7(1) A member of the Society is not entitled to resign their membership except in accordance with this clause.

- 7(2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice of at least one month (or such other period as the Committee may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of the notice, the member ceases to be a member.

- 7(3) If a member of the Society ceases to be member pursuant to clause 7(2), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

8. REGISTER OF MEMBERS

- 8(1) The Secretary must establish and maintain a register of members of the Society, specifying the name and address of each person who is a member, together with the date on which the person became a member.

8(2) The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society at any reasonable hour.

9. FEES AND SUBSCRIPTIONS

9(1) A member of the Society must on admission to membership, pay to the Society:

(a) a joining fee of \$20 or, if some other amount is determined by the Committee, that other amount; and

(b) the annual subscription fee amount specified in clause 9(2).

9(2) Annual Subscription Fee : In addition to any amount payable by a member under clause 9(1) and subject to clause 4(5), a member of the Society must pay to the Society on or before 1 July in each calendar year, an annual subscription fee of \$20 or such other amount as is determined by the Committee from year to year.

9(3) Notwithstanding clause 9(2), if a person becomes a new member on or after 1 April and before 1 July in any calendar year, the Committee may waive the requirement under clause 9(2) for the new member to pay the annual subscription fee in respect of the calendar year in which the person becomes a new member. For the avoidance of any doubt, this means that clause 9(2) may only apply to the new member from the succeeding calendar year.

10. MEMBERS' LIABILITIES

10(1) The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount (if any) unpaid by the member in respect of membership of the Society as required by clause 9.

11. RESOLUTION OF INTERNAL DISPUTES

11(1) If a dispute arises between members (in their capacity as members) of the Society or between members and the Society, the parties to such a dispute agree to first endeavour to settle the dispute by mediation administered by the Australian Commercial Disputes Centre (ACDC).

11(2) In the event that the dispute is not settled within twenty-eight (28) days (or such other period as agreed to in writing between the parties to the dispute) after the appointment of the mediator the dispute should be submitted to arbitration administered by and in accordance with the Arbitration Rules of the ACDC.

11(3) The arbitrator must be a person agreed between the parties to the dispute. ACDC may assist the parties by providing a list of suggested arbitrators. If the parties are unable to agree on an arbitrator within 7 days, the arbitrator must be a person appointed by ACDC. The arbitrator must not be the same person as the mediator.

11(4) The arbitration must be held in Sydney or in such other place as the parties to the dispute may agree in accordance with and subject to the laws of the State of New South Wales.

12. DISCIPLINING OF MEMBERS

12(1) Clause 12(2) applies if the Committee is of the opinion that a member has:

- (a) persistently refused or neglected to comply with a provision or provisions of this constitution; or
- (b) persistently and wilfully acted in a manner prejudicial to the interests of the Society; or
- (c) made public statements calculated to discredit the Society.

12(2) Subject to clause 12(1), the Committee may, by resolution:

- (a) expel the member from the Society; or
- (b) suspend the member from membership for a specified period.

12(3) Where the Committee passes a resolution under clause 12(2), the Secretary must, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than fourteen (14) days and not less than twenty-eight (28) days after date of the notice;
- (c) stating the date, time and place of that proposed meeting;
- (d) informing the member that the member may:
 - i. attend and speak at that meeting; and/ or
 - ii. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

12(4) At the meeting of the Committee held as referred to in clause 12(3), the Committee must:

- (a) give to the member concerned the opportunity to make oral representations;

- (b) give due consideration to any written representations submitted to the Committee by the member prior to the meeting;
 - (c) give due consideration to the Committee's grounds for the resolution made under clause 12(2); and
 - (d) by resolution determine whether to confirm or to revoke the Committee's resolution made under clause 12(2).
- 12(5) A resolution of the Committee made under clause 12(2) does not take effect unless and until the Committee confirms the resolution in accordance with clause 12(4).
- 12(6) Where the Committee confirms a resolution under clause 12(4), the Secretary must, within 7 days after that confirmation, by notice in writing inform the member of that fact and of the member's right of appeal under clause 13.
- 12(7) A resolution confirmed by the Committee under clause 12(4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution pursuant to clause 13,
- whichever is the later.

13. **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 13(1) A member may appeal to the Society in a general meeting against a resolution of the Committee which is confirmed under clause 12(4) by lodging with the Secretary a notice to that effect within 7 days after notice of the resolution is served on the member.
- 13(2) The notice may, but need not, be accompanied by a statement of grounds on which the member intends to rely for the purposes of the appeal.
- 13(3) Upon receipt of a notice from a member under clause 13(1), the Secretary must notify the Committee which is to convene a general meeting of the Society to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- 13(4) At a general meeting of the Society convened under clause 13(3):
- (a) no business other than the question of the appeal is to be transacted;
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

- (c) the members present are to, by secret ballot, vote on the question of whether the resolution should be confirmed or revoked.

13(5) If, at the general meeting, the Society passes a special resolution in favour of confirming the resolution, the resolution is confirmed.

PART III : THE COMMITTEE

14. POWERS OF THE COMMITTEE

14(1) The committee of management of the Society (referred to in this constitution as the "Committee") subject to the Act, the Regulation, this constitution and any resolution passed by the Society in general meeting:

- (a) is to control and manage the affairs of the Society;
- (b) may exercise all such functions as may be exercised by the Society, other than those functions which are required by this constitution to be exercised by a general meeting of the members of the Society; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society.

15. CONSTITUTION AND MEMBERSHIP

15(1) The Committee is to consist of the office bearers of the Society and 8 ordinary members (the ordinary members of the Committee referred to as the "General Committee Members"), each of whom is to be elected at the annual general meeting of the Society under clause 16.

15(2) The office bearers of the Society are to be:

- (a) the President;
- (b) the President-Elect;
- (c) the Treasurer; and
- (d) the Secretary.

15(3) Subject to this constitution, each member of the Committee is to hold office until the conclusion of the next annual general meeting following the date of the member's election, but is eligible for re-election.

15(4) The President and the President-Elect are to hold office until the conclusion of the second annual general meeting following the date of his or her election.

15(5) Notwithstanding clause 15(1), the President-Elect at the conclusion of the second annual general meeting following the date of his or her

election as President-Elect will be automatically appointed as President without election.

15(6) If the President-Elect is unable or unwilling to hold the office of President at the conclusion of the second annual general meeting following the date of his or her election as President-Elect, an election must be held to elect both the new President and President-Elect.

15(7) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may at its discretion appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to this constitution until the conclusion of the next annual general meeting following the date of the appointment. For the avoidance of doubt, the Committee is not obliged to fill any casual vacancies.

16. NOMINATIONS AND ELECTIONS FOR THE COMMITTEE

16(1) Any member may be nominated for any position on the Committee.

16(2) Nominations must be made in writing, signed by the proposer and the seconder, both of whom must be members of the Society, and must also be signed by the nominee.

16(3) Nominations must be delivered to the Secretary at least 2 weeks before the date fixed for holding of the annual general meeting at which the election is to take place.

16(4) At the close of nominations, the Secretary must notify the members of all the nominations received.

16(5) In the event that no nominations are received for a particular office, nominations for that position are to be received at the annual general meeting.

16(6) If no further nominations are received, any vacant office positions are taken to be casual vacancies.

16(7) In the event of only one nomination being received for a particular office, the nominee is taken to have been elected.

16(8) In the event of more than one nomination being received for a particular office, a ballot for election to the office is to be held in such manner as the Committee may direct.

16(9) Subject to clause 19(1), a member may be nominated for more than one office, and if elected to more than one office, the member must select which position to hold. For the avoidance of doubt, a member may only hold one office at any one time.

17. PRESIDENT

17(1) The President must preside over all meetings of the Committee at which he/she is present and is responsible for the smooth running of the Society generally.

18. PRESIDENT-ELECT

18(1) The President-Elect must assist the President in the performance of his/her duties, and must, when the President is temporarily absent, perform all the duties of the President and preside over all meetings of the Committee at which he/she is present.

18(2) When the Secretary or Treasurer is temporarily absent, the President-Elect must perform the duties of the Secretary or Treasurer (as applicable).

19. SECRETARY AND TREASURER

19(1) The office of the Secretary and Treasurer may be held jointly by one member.

19(2) The Secretary must, as soon as practicable after being elected as Secretary, lodge notice of his/her address with the Society.

19(3) It is the duty of the Secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the Committee;**
- (b) the names of members of the Committee present at a Committee meeting or a general meeting; and**
- (c) all proceedings at Committee meetings and general meetings.**

19(4) The Secretary is responsible for all the correspondence of the Society.

19(5) The Secretary must establish and maintain separate minute books in which the minutes of all Committee meetings and general meetings respectively are to be recorded.

19(6) The minutes of proceedings of any meeting held by the Society must be signed by the person presiding at that meeting or by the person presiding the next succeeding meeting.

19(7) The Secretary must ensure that copies of this constitution are available for distribution at any meeting to the members.

19(8) The Secretary must prepare and present the annual report of all the activities of the Society to the annual general meeting.

19(9) An inventory of all property belonging to the Society must be established and maintained by the Treasurer and he/she is responsible for the storage and maintenance of all such property.

- 19(10) It is the duty of the Treasurer to ensure that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.
- 19(11) It is the duty of the Treasurer to ensure that all fees and monies due to the Society is collected and received and, and that all payments authorised by the Society are made.
- 19(12) The Treasurer is responsible for the administration of the funds of the Society in accordance with the requirements of clause 43.
- 19(13) The Treasurer must prepare and present the financial accounts for the Society for the financial year ended as well as the budget for the current year to the annual general meeting.
- 19(14) The Treasurer must be the Public Officer of the Society.

20. GENERAL COMMITTEE MEMBERS

- 20(1) General Committee Members must assist the President, President-Elect, Treasurer and Secretary with the business of the Society.
- 20(2) General Committee Members are responsible for the performance of the particular duties delegated to them by the Committee.

21. CASUAL VACANCIES

- 21(1) For the purposes of this constitution, a casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies; or
 - (b) ceases to be a member of the Society; or
 - (c) is declared bankrupt; or
 - (d) resigns his/her office by notice in writing given to the Secretary; or
 - (e) is removed from office under clause 22; or
 - (f) 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.

22. REMOVAL OF COMMITTEE MEMBERS

- 22(1) The Society in a general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22(2) If a member of the Committee to whom a proposed resolution referred to in clause 22(1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society, or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. COMMITTEE MEETINGS

23(1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.

23(2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.

23(3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

23(4) Notice of a meeting given under clause 23(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

23(5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

23(6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

23(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

23(8) At a meeting of the Committee -

(a) the President or, in the President's absence, the President-Elect is to preside; or

(b) if the President and the President-Elect are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

23(9) Committee meetings may be held by teleconference, notwithstanding any other clause in this constitution that apply to holding Committee meetings.

24. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

24(1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the Society as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or any other law.

24(2) A function the exercise of which has been delegated to a sub-committee under clause 24, while the delegation remains unrevoked, may be exercised from time to time by the sub-committee according to the terms of the delegation.

24(3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

24(4) Notwithstanding any delegation under clause 24, the Committee may continue to exercise any function delegated.

24(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under clause 24 has the same force and effect as it would have if it had been done or suffered by the Committee.

24(6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under clause 24.

24(7) A sub-committee may meet and adjourn as it thinks proper.

25. VOTING AND DECISIONS

25(1) Questions arising for decision at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

25(2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to only one vote but, in the event of any equality of votes on any question, the person presiding may cast a second or casting vote.

25(3) Subject to clause 23(5), the Committee may act notwithstanding any vacancy on the Committee.

- 25(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

PART IV : GENERAL MEETINGS

26. HOLDING OF ANNUAL GENERAL MEETINGS

- 26(1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year, and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- 26(2) The Society must hold its first annual general meeting:
- (a) within the period of eighteen months after its incorporation under the Act; and
 - (b) within the period of two months after the expiration of the first financial year of the Society.
- 26(3) Clause 26(1) has effect subject to any extension or permission granted by the Director-General under section 23(2)(b) of the Act.

27. CALLING OF ANNUAL GENERAL MEETING

- 27(1) The annual general meeting of the Society is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the Committee thinks fit.
- 27(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting should:
- (a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) receive from the Committee reports upon the activities of the Society during the last preceding financial year;
 - (c) elect office-bearers of the Society and General Committee Members; and
 - (d) receive and consider any financial statement or report required to be submitted to members under the Act.
- 27(3) An annual general meeting must be specified as such in the notice convening it.

28. NOTICE

- 28(1)** Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28(2)** Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member, specifying, in addition to the matters required under clause 28(1), the intention to propose the resolution as a special resolution.
- 28(3)** No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 27(2).
- 28(4)** A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. AGENDA OF ANNUAL GENERAL MEETING

- 29(1)** The agenda of the annual general meeting is as follows:
- (a)** The person presiding must, when the necessary quorum is present, declare the annual general meeting open.
 - (b)** The Secretary must present the minutes of the previous annual general meeting for acceptance.
 - (c)** Any business arising therefrom is to be dealt with.
 - (d)** The Secretary and the Treasurer must present the financial information required to be presented by the Act.
 - (e)** Any business arising therefrom shall be dealt with.
 - (f)** Election of the Committee members is to be held.
 - (g)** When the incoming President is appointed, he/she shall preside over the meeting.
 - (h)** The meeting may then proceed to general business as per the agenda.

30. CALLING OF SPECIAL GENERAL MEETINGS

- 30(1)** The Committee may, whenever it thinks fit, convene a special general meeting of the Society.
- 30(2)** The Committee must, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the Society.
- 30(3)** A requisition of members for a special general meeting:
- (a)** must state the purpose or purposes of the meeting; and
 - (b)** must be signed by the members making the requisition; and
 - (c)** must be lodged with the Secretary; and
 - (d)** may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30(4)** If the Committee fails to convene a special general meeting to be held within one month after the date on which the requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not less than three months after that date.
- 30(5)** A special general meeting convened by a member or members as referred to in clause 30(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who consequently incurs any expenses is entitled to be reimbursed by the Society for any expenses reasonably incurred.

31. PROCEDURE AND QUORUM FOR GENERAL MEETINGS

- 31(1)** No item of business is to be transacted at a general meeting unless a quorum of members entitled to vote under this constitution is present during the time the meeting is considering that item.
- 31(2)** Three members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31(3)** If within half an hour after the time appointed for the commencement of a general meeting a quorum is not present, the meeting:
- (a)** if convened upon a requisition of members is to be dissolved, and
 - (b)** in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 31(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 31(5) Subject to this clause and to clause 29, when the procedure at meeting is in doubt, the procedure followed in a similar situation by the Legislative Assembly of New South Wales should be observed.

32. PRESIDING MEMBER

- 32(1) The President or, in the President's absence, the President-Elect, is to preside as chairperson at each general meeting of the Society.
- 32(2) If the President and the President-Elect are absent from a general meeting or are unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. ADJOURNMENT

- 33(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present and entitled to vote at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 33(2) If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give oral or written notice of the adjourned meeting to each member of the Society entitled to vote at such a meeting, stating the place, date and time of the meeting and nature of the business to be transacted at the adjourned meeting.
- 33(3) Except as provided in clauses 33(1) and 33(2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. MAKING OF DECISIONS

- 34(1) A question arising for decision at a general meeting of the Society is to be determined on a show of hands and, unless before or on the declaration of the show of hands a secret ballot is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of that fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- 34(2) At a general meeting of the Society, a secret ballot may be demanded by the chairperson or by not less than ten members present and entitled to vote at that meeting.

- 34(3) A secret ballot is to be conducted in the following manner:
- (a) In the event of an equality of votes, the person presiding at the meeting is to have a second or casting vote.
 - (b) All members present in person are entitled to vote.
- 34(4) For the purposes of this clause, any postal vote received on any question put to the vote are deemed to be votes by members present in person.
- 34(5) If a secret ballot is demanded at a general meeting, it must be conducted:
- (a) immediately in the case of a secret ballot which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the secret ballot on the matter is taken to be the resolution of the meeting on the matter.

35. SPECIAL RESOLUTIONS

- 35(1) A special resolution may only be passed by the Society in accordance with section 39 of the Act.

36. VOTING

- 36(1) On any question arising at a general meeting of the Society a member has one vote only.
- 36(2) All votes must be given personally or by proxy or by post under clause 37.
- 36(3) Except as provided otherwise in this constitution, in the case of an equality of votes on a question arising at a general meeting, the chairperson is entitled to exercise a second or casting vote.
- 36(4) A member is not entitled to vote at any general meeting of the Society unless the member is so entitled to vote under this constitution, and all monies due and payable by the member to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

37. POSTAL VOTES AND POSTAL BALLOTS

- 37(1) Any member entitled to vote at a general meeting, who is unable to attend a particular general meeting, may register his/her vote on a particular issue to be considered in that meeting, by:

AEROMEDICAL SOCIETY OF AUSTRALASIA
CONSTITUTION

- (a) posting it to the Secretary, or
- (b) causing it to be delivered personally to the Secretary, prior to the commencement of the applicable general meeting.

- 37(2) Any postal vote not so received by the Secretary prior to the commencement of the meeting is void.
- 37(3) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).
- 37(4) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

38. APPOINTMENT OF PROXIES

- 38(1) Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 38(2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

39. POWERS OF A GENERAL MEETING

- 39(1) Any general meeting properly called and convened has the power to discuss and resolve any question which would be within the power of the Committee to resolve.
- 39(2) A resolution passed at a general meeting is not subject to alteration or repeal by a subsequent meeting of the Committee.
- 39(3) Only a properly called and convened general meeting has the power to amend, rescind or add to such a resolution of a general meeting.

PART V : MISCELLANEOUS

40. INSURANCE

- 40(1) The Society must effect and maintain insurance pursuant to section 35 of the Act.
- 40(2) In addition to the insurance required under 40(1), the Society may effect and maintain any other insurance.

41. FINANCIAL YEAR

- 41(1) The financial year of the Society is from 1 July to 30 June of the following year.

42. FUNDS - SOURCE

AEROMEDICAL SOCIETY OF AUSTRALASIA
CONSTITUTION

- 42(1) The funds of the Society are to be derived from the joining fees and annual subscription fees of the members, donations, raffles and surplus funds arising from Society functions, and subject to any resolution passed by the Society in general meeting, such other sources as the Committee may determine.
- 42(2) All monies received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- 42(3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. FUNDS - MANAGEMENT

- 43(1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the Objects of the Society in such manner as the Committee determines.
- 43(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or employees of the Society, being members or employees authorised to do so by the Committee.

44. ALTERATION OF SOCIETY'S NAME, OBJECTS AND CONSTITUTION

- 44(1) The Society's name, objects and this constitution may be amended, rescinded or added to only by a special resolution of the Society.
- 44(2) An application to the Director- General for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.

45. COMMON SEAL

- 45(1) The common seal of the Society must be kept in the custody of the Public Officer.
- 45(2) The common seal must not be affixed to any instrument except by the authority of the Committee, and the affixing of the common seal must be attested to by the signatures of two Committee members.

46. SERVICE OF NOTICES

- 46(1) For the purposes of this constitution, a notice may be served, by or on behalf of the Society, upon any member either
- (a) by delivering it to the person personally; or
 - (b) by sending it by post to the member's registered address; or

- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

46(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a document sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. JOURNAL

47(1) In this clause, unless the contrary intention appears:

“editor” means an editor appointed under clause 47(4); and

“newsletter” means a publication under clause 47(2).

47(2) The Committee may, by resolution, authorise the publication of a newsletter under the auspices of, and at the expense of the Society.

47(3) The newsletter must be sent to all members of the Society in such manner as the Committee may determine.

47(4) The Committee may, by resolution, appoint a member as editor of a newsletter.

47(5) Subject to clauses 47(6) and 47(7), the content and number of issues of a newsletter to be produced are at the absolute discretion of the editor who is solely responsible for any items published therein and each issue of the newsletter shall bear a declaration to that effect.

47(6) The Committee may from time to time require an editor to publish certain official notices and results.

47(7) Each issue of a newsletter must include a list of the current members of the Committee, together with their addresses.

47(8) The Committee may, by resolution, indemnify an editor out of the funds of the Society, against any specific suit or claim arising out of any item published in a newsletter.

47(9) Once appointed, an editor can only be removed from office by a resolution of the Committee at a meeting called specifically for that purpose.

AEROMEDICAL SOCIETY OF AUSTRALASIA
CONSTITUTION

- 47(10) At any meeting convened under clause 47(9), an editor has the right to speak on his/her behalf.
- 47(11) The editor may, at any time, resign his/her office by instrument in writing delivered to the Secretary.

48. RESTRICTION ON PROFITS

- 48(1) The income and assets of the Society must be applied exclusively to the promotion of its Objects and no portion thereof is to be paid or applied to the members (except by way of bona fide remuneration for service actually rendered to the Society or by way of reimbursement for authorised expenses incurred on its behalf).

49. INDEMNITY

- 49(1) Committee members are to be indemnified out of the Society's assets for all liabilities incurred by them in the bona fide execution of their duties under this constitution.

50. CUSTODY OF BOOKS

- 50(1) Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

51. INSPECTION OF BOOKS

- 51(1) The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society at any reasonable hour.

APPENDIX ONE

OBJECTIVES

The objects of the Society are:

1. To improve all aspects of care of patients transported by air.
2. To provide opportunities for all those involved in air medical services in Australasia to further their knowledge in this field. This includes medical crew, doctors, nurses, pilots, crew, engineers and administrators, and may be by way of conference, seminars, newsletters, videos, journals or other means or medium.
3. To develop and continually review minimum standards of practice for air medical services. These standards to cover clinical, equipment, safety and training.
4. To foster and promote research into all aspects of air medical services.
5. To promote communication and relations with international organisations involved in air medical services

APPENDIX TWO

AUTHORITY FOR PROXY VOTE

**The Secretary
ASA (Australasia)**

I hereby authorise

**a current member of the Aeromedical Society of Australasia (Australasia) to vote
on my behalf at _____**

meeting on

**He / She may exercise this Authority in relation to all issues / specific issues listed
below that may arise at this meeting.**

Specific issues:

1. _____

2. _____

3. _____

Signed:

Date:
