

# CONSTITUTION

AS ADOPTED ON 28 NOVEMBER 2011

**CONSTITUTION**  
**OF**  
**THE AUSTRALASIAN SOCIETY OF BREAST PHYSICIANS**  
ACN 055 064 643

**NAME AND OBJECTS**

1. The name of the company (referred to as ‘the Society’) is The Australasian Society of Breast Physicians.
2. The objects of the Society are to:
  - a. advance education, training and research in the practice of medicine in relation to diseases of the breast;
  - b. determine and maintain professional standards for breast physicians in Australia and New Zealand;
  - c. facilitate the accreditation of those suitably trained medical practitioners who are committed to practising as breast physicians; and
  - d. provide authoritative advice, information and opinion concerning diseases of the breast to other professional bodies, to governments and to the public.
3. To effect these objects, the Society will:
  - a. promote optimal standards of practice, ethics and professional integrity in relation to education, training, assessment and research;
  - b. develop, implement and oversee teaching programs for medical practitioners wishing to train as breast physicians;
  - c. identify to the public those medical practitioners who are suitably trained to practise as breast physicians by establishing the status of Fellowship of the Society and to assess and to admit appropriately qualified medical practitioners to that status;
  - d. encourage and support members to undertake continuous professional development;
  - e. promote an awareness of the work of breast physicians to the medical profession, to health and regulatory authorities, to governments and to the public;
  - f. assist governments and health authorities to develop sound medical and epidemiological strategies to reduce morbidity and mortality from breast cancers;
  - g. consult and liaise with relevant national, international and institutional authorities and agencies in Australia, New Zealand and elsewhere in promoting the objects of the Society;
  - h. educate the public about diseases of the breast;
  - i. work with governments and other relevant organisations to provide a competent breast physician workforce in Australia and New Zealand;

- j. develop and maintain close cooperation with departments and agencies of the governments of Australia and New Zealand in order to be fully informed of government policies relating to the work of breast physicians and to diseases of the breast, in particular, relating to the diagnosis of breast cancer and screening for breast cancer;
  - k. advocate on any issue which affects the ability of members of the Society to meet their responsibilities to their patients and to the community;
  - l. promote cooperation with Australian, New Zealand and international organisations which have objectives similar to the Society;
  - m. encourage by such means as the Society considers appropriate the interest and participation of the public in Australia and New Zealand in the activities of the Society and of its members; and
  - n. do all such acts as are incidental and conducive to the furtherance of the above objects.
4. In pursuit of these objects, the Society shall have all powers and functions necessary or desirable to the extent permitted by law.
5. The provisions of the Corporations Act which operate as replaceable rules do not apply to the Society.

#### **POWERS & LIABILITY**

6. Solely for the purpose of carrying out the aforesaid objects and not otherwise, the Society has the following powers:
- a. to make such grants to or in aid of or to make donations or give assistance to or to make contracts with such individuals, trusts, corporations, associations, societies, institutions or other organisations or authorities, whether within or outside Australia or New Zealand, as might be necessary or desirable;
  - b. to print, publish and distribute any papers, journals and other publications the Society might think desirable for the promotion of its objects;
  - c. as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation, by-law or any licence issued in pursuance thereof, to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, societies, institutions and other organisations or authorities, and from governments and public bodies;
  - d. to undertake and execute any trusts the undertaking of which might be necessary or desirable for the carrying out of any of the objects of the Society;
  - e. to accept any gift, endowment or bequest made to the Society generally or for the purpose of any specific object and to carry out any trusts attached to any gift,

endowment or bequest, provided that the Society must deal with any property which is subject to any trusts only in such manner as is allowed by law having regard to such trusts;

- f. to subscribe to, become a member of, cooperate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society, provided that the Society may not subscribe to nor support with its funds or amalgamate with any society or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of clause 94;
- g. to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Society or persons frequenting the Society's premises;
- h. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which might be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Society;
- i. to enter into any arrangements with any government or authority, Federal, State, local or otherwise, that might seem conducive to the Society's objects or to any of them and to obtain from any such government or authority any rights, privileges and concessions which the Society might think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- j. to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as might be necessary or convenient for the purposes of the Society;
- k. to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Society or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects; or for any public, general or useful object;
- l. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which might seem calculated directly or indirectly to advance the Society's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- m. to insure against fire or otherwise any insurable property of the Society and to pay premiums on insurance or assurance policies which the Society may acquire by any means;
  - n. to invest and deal with the money of the Society not immediately required for the purposes of the Society in any one or more of the modes of investment authorised by law for the investment of trust funds;
  - o. to borrow or raise or secure the payment of money in such manner as the Society might think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of mortgages, charges or debentures, perpetual or otherwise, charged upon all or any of the Society's property (both present and future), and to purchase, redeem or pay off such securities;
  - p. to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
  - q. to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;
  - r. to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others;
  - s. to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society;
  - t. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate;
  - u. to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions or associations with which the Society is authorised to amalgamate;
  - v. to do all such other acts matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society; and
  - w. to make donations for patriotic or charitable purposes.
7. The powers set forth in subsection 124(1) of the *Corporations Act* do not apply to the Society except in so far as they are included in clauses defining the objects and powers of the Society (clauses 1-11).

8. The liability of the members of the Society is limited.
9. Every member of the Society undertakes to contribute to the property of the Society, in the event of its being wound up while the member is a member or within one year after the member ceases to be a member, for payment of the debts and liabilities of the Society contracted before the member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$100.00 (Australian dollars).
10. If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, that property may not be paid to or distributed amongst the members of the Society but must be given or transferred to one or more other funds, authorities or institutions:
  - a. which or each of which has objects similar to the objects of the Society;
  - b. the income of which or each of which is exempt from income tax; and
  - c. whose constitution or each of whose constitutions prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of clause 94, to be determined by the Board at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.
11. This Constitution shall not be altered or repealed except by the vote in favour by at least 75% of the members voting by a postal ballot conducted for that purpose. Sixty (60) days notice of the intention to propose any alteration or repeal of this Constitution shall be delivered to the Secretary who shall send a notice of the resolution to every member eligible to vote, to their address appearing in the register of members at least thirty (30) days before the closing date of the postal ballot.

## **MEMBERSHIP**

### **12. Classes of membership**

The membership of the Society shall comprise Fellows, Honorary Fellows, Life Members, Registrars and Associates.

### **13. Eligibility for membership**

Except in the case of Honorary Fellows, no persons shall be eligible to membership of the Society unless at the time of admission they are legally qualified medical practitioners in good standing in Australia or New Zealand who have not had their names removed from the relevant medical register.

**14. Rights of membership**

- a. All members shall be entitled to notice of and to attend and speak at general meetings of the Society, but only Fellows shall be entitled to:
  - i. join in any requisition for the convening of a general meeting;
  - ii. vote or call for a poll at any general meeting;
  - iii. nominate a person for membership of the Board; or
  - iv. require any business to be included in a notice convening a general meeting.
- b. No member is entitled to exercise the rights and privileges of membership unless all moneys due to the Society have been paid.
- c. The rights and privileges of each member are personal to that member. They are not transferable by the member's own act or by operation of law.

**15. Honorary Fellows**

- a. The Board may elect as an Honorary Fellow of the Society any person, whether or not a member of the medical profession, who is in the opinion of the Board entitled to Honorary Fellowship for outstanding contributions to society as a whole or to any section of society, for outstanding work in their profession including outstanding contributions to the Society over a number of years, or for such other reason as the Board considers warrants such election.
- b. An Honorary Fellow, on appointment, shall become a member of the Society, except that an Honorary Fellow:
  - i. is not a member of the Society for the purposes of clause 9, and therefore not financially liable in the event of winding up the Society;
  - ii. shall not be required to pay any entrance fee or annual subscription; and
  - iii. shall not be required to satisfy the Society's professional development requirements applicable to Fellows.

**16. Life Members**

Subject to confirmation by an annual general meeting, the Board may elect as a Life Member of the Society any member of the Society who is in the opinion of the Board entitled to life membership for outstanding work as a medical practitioner, including outstanding contributions to the Society over a number of years, or for such other reason as the Board considers warrants such election. A Life Member is not obliged to pay any subscription to the Society, but otherwise enjoys all the privileges and benefits and is subject to the same obligations as specified for membership in clause 14.a.

**17. Admission to Fellowship**

- a. Fellowship of the Society is open to medical practitioners who:
  - i. are legally qualified medical practitioners in good standing in Australia or New Zealand who have not had their names removed from the relevant medical register;
  - ii. have undertaken a course of training in Breast Medicine approved by the Board;
  - iii. have satisfied the requirements for Fellowship as prescribed from time to time by the Board; and
  - iv. have agreed to comply with such continuing education requirements for Fellows as might be prescribed from time to time by the Board.
- b. Admission to Fellowship is subject to payment of any applicable fee or subscription.

**18. Discontinuation of Fellowship**

- a. Any Fellow who ceases for any reason to comply with clause 17.a in any way must forthwith notify the Society, whereupon they will be taken to have resigned as a Fellow, but may apply for Associate membership of the Society if they comply with clause 20.
- b. Any Fellow applying for Associate membership in accordance with clause 20.a is not required to pay any entrance fee or any additional annual subscription for the then current year. Any annual subscription already paid for that year is not refundable in full or in part.

**19. Admission to Registrar membership**

- a. Admission to Registrar membership of the Society is open to medical practitioners who:
  - i. are legally qualified medical practitioners in good standing in Australia or New Zealand who have not had their names removed from the relevant medical register; and
  - ii. are undertaking an approved course of training in Breast Medicine.
- b. Admission to Registrar membership is subject to payment of any applicable fee or subscription.

**20. Admission to Associate membership**

- a. Admission to Associate membership of the Society is open to medical practitioners who:
  - i. are legally qualified medical practitioners in good standing in Australia or New Zealand who have not had their name removed from the relevant medical register;
  - ii. declare an interest in Breast Medicine; and



- iii. agree to comply with such continuing education requirements as might be prescribed from time to time by the Board.
- b. Admission to Associate membership is subject to payment of any applicable fee or subscription.

**21. Application for membership**

- a. Every applicant for membership of the Society must sign and lodge with the Society an application for membership in such form as the Board might from time to time prescribe.
- b. At the next meeting of the Board after the receipt of any application for membership, the application must be considered by the Board, which must thereupon determine upon the admission or rejection of the applicant. The Board's decision is final. In no case is the Board required to give any reason for the rejection of an applicant.
- c. When an applicant has been accepted for membership, the secretary must forthwith send to the applicant written notice of their acceptance and a request for payment of the entrance fee (if any) and first annual subscription.
- d. Upon payment of the entrance fee (if any) and first annual subscription, the applicant becomes a member of the Society.
- e. If the payment of the entrance fee (if any) and first annual subscription is not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the application for membership of the Society.

**22. Entrance fee (if any) and annual subscriptions**

- a. The Board shall from time to time decide the entrance fee (if any) and annual subscriptions payable by Fellows, Registrars and Associates.
- b. All annual subscriptions become due and payable in advance on 30 June in every year.
- c. The Board may at its discretion offer a reduced subscription fee to Fellows of the Society when any such Fellow:
  - i. has been a member of the Society for a certain number of years of membership, as determined from time to time by the Board; and
  - ii. has retired in good standing from active clinical practice.
- d. Fellows paying a reduced subscription under clause 22.c shall enjoy all the privileges and benefits of membership and are subject to the same obligations to the Society as other Fellows, other than those required by clause 17.a(iv).

**23. Names to be entered in the Register**

The name of any person admitted to membership of the Society shall be entered in the Register.

## **CESSATION OF MEMBERSHIP**

### **24. Automatic termination of membership**

Membership is terminated automatically if:

- a. the member dies;
- b. the member's name is removed for disciplinary reasons from the relevant medical register or if the member is suspended from practice by the relevant registration body; but
  - i. if membership is terminated because the member is suspended from practice, the member may, once the suspension is lifted, be readmitted by resolution of the Board with or without the payment of a further fee.
- c. the member resigns by giving notice in writing to the secretary of termination of their membership; but
  - i. the member remains liable for any annual subscription and all arrears due and unpaid at the date of their resignation and for all other moneys due by them to the Society and in addition for any sum not exceeding \$100.00 for which they are liable as a member of the Society under clause 9.
- d. the member's subscription remains unpaid for a period of six calendar months after it becomes due.
  - i. The member may after notice of the default has been sent to them by the secretary be debarred by resolution of the Board from all privileges of membership, but
  - ii. the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.

### **25. Termination of membership by resolution of the Board**

Subject to this Constitution, the Board may at any time terminate the membership if the member:

- a. ceases to be eligible for admission to membership of the Society;
- b. refuses or neglects to comply with the provisions of this Constitution;
- c. becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability;
- d. is found guilty by a Court of an indictable offence;
- e. fails to pay any debt due to the Society for a period of 6 months after the due date for payment; or
- f. has behaved in a manner considered by the Board to be detrimental to the good name of the Society.

26. Subject to clause 24, a decision of the Board under clause 25 (or of a committee of the Board appointed for that purpose) is not effective unless:
- a. the member concerned has been given a notice of the resolution to be considered by the Board (or a committee of the Board appointed for that purpose) and a copy of any business papers circulated regarding the resolution not less than 14 days prior to the date of the meeting. If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given;
  - b. the member has been permitted to make submissions to the meeting in writing and orally;
  - c. the member is given an opportunity to respond to any matters raised in the meeting. The Board (or committee) may, once submissions from all interested parties are complete, ask the member to leave the meeting during its deliberations; and
  - d. notice of the decision of the Board (or committee) is given promptly to the member.

**27. Initiation of disciplinary action by the Board**

Should any member behave in a manner unbecoming a member of the Society, the Board may refer the member to the relevant health care complaints authority.

**28. Retirement from medical practice not a reason for loss of membership**

A member shall not be deemed to have ceased to be eligible for membership merely by reason of ceasing to practise medicine.

**29. Name to be removed from the Register**

The name of any person ceasing to be a member of the Society shall be removed from the register of members.

**30. Consequences of termination of membership**

- a. Any member whose membership of the Society terminates for any reason in accordance with this Constitution:
  - i. shall cease to be entitled to any of the rights and privileges of membership;
  - ii. may be required to return their Fellowship Certificate(s) to the Society within 14 days of receiving notice of the termination of the Fellow's membership of the Society; and
  - iii. must not represent that they are a Fellow of the Society or use the post-nominal "FASBP" or other post-nominal or nomenclature of the Society which might be applicable.
- b. The Board shall inform the relevant registration board of any member who ceases to be a Fellow of the Society.

- c. The Board may in its absolute discretion give notice or publish to the public generally or to any professional body or organisation the fact that any such person has ceased to be a Fellow of the Society.

**31. Continuing obligations after termination of membership**

- a. A person who ceases to be a member of the Society shall have no rights in or claim upon the Society for the property or funds of the Society except as a creditor.
- b. Without limiting clause 31.a, termination of membership for any reason does not affect the liabilities and obligations of a member (whether they arise under this Constitution or otherwise), including any obligation to pay any membership subscriptions payable on or before termination, existing at the date of termination or which arise or become known after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.

**32. Eligibility for readmission to membership**

No former member is eligible for readmission until all arrears of subscriptions and any interest imposed by Board, if any, due to the Society at the date when their former membership ceased are paid.

**GENERAL MEETINGS OF THE SOCIETY**

**33. Annual General Meetings**

An Annual General Meeting of the members must be held within five months of the end of each financial year.

- a. The Board shall determine the time and the place of the Annual General Meeting.
- b. The business of the Annual General Meeting shall be:
  - i. to receive and consider reports;
  - ii. to consider the annual financial reports and the auditor's report;
  - iii. in accordance with the Constitution, to declare the result of the election of members of the Board in place of those retiring;
  - iv. to appoint an auditor, if necessary; and
  - v. to transact any other business which can be transacted at an Annual General Meeting of which business notice has been given in the notice of meeting.

**34. Other general meetings**

Any three members of the Board may whenever they think fit convene a general meeting.

## **THE BOARD OF THE SOCIETY – POWERS AND DUTIES**

35. The governing body of the Society shall be the Board.
36. Managing the general business of the Society.
  - a. The business of the Society shall be managed by the Board which may exercise all powers of the Society as are not, by the Corporations Act or by this Constitution, required to be exercised by the Society in general meeting.
  - b. No proper resolution made by the Society in general meeting shall invalidate any prior act of the Board nor, where action has been taken pursuant to that resolution, invalidate any resolution of the Board.
  - c. The Board shall invest the funds of the Society not immediately required for the purposes of the Society in any one or more of the modes of investment authorised by law for the investment of trust funds.
  - d. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the Board determines.
- 37. Regulations**
  - a. The Board shall have power to make, amend and repeal all such regulations as it deems necessary or desirable for the proper conduct and management of the Society, the regulation of its affairs and the furtherance of its objectives.
  - b. Without in any way limiting the power of the Board under clause 37.a, the Board may make, amend and repeal regulations in relation to:
    - i. procedural matters in relation to application for all classes of membership (whether by way of examination, assessment or otherwise);
    - ii. entrance fees, annual subscriptions and other fees payable by all classes of membership;
    - iii. rights and privileges to be accorded to all classes of membership (provided such regulations are consistent with the Constitution);
    - iv. the nomination and election of Board members, Office Bearers and other officers;
    - v. the conduct of plebiscites of members;
    - vi. the membership, purpose and proceedings of committees of the Board and of the Society;
    - vii. the discipline of, and sanctions applicable to members, including counselling, reprimand, suspension, termination or expulsion;

- viii. complaints made by any person against a member and in relation to the establishment of committees and the processes for the resolution of such complaints; and
  - ix. any other matter relating to the affairs and good governance of the Society.
- c. No regulation shall be inconsistent with, nor shall it affect the repeal or modification of, anything contained in this Constitution.
  - d. Any regulation for the time being in force is binding on the members of the Society as if it were included in this constitution.
  - e. A record of all regulations shall be kept in such place as the Board shall appoint for that purpose.
  - f. The Board may delegate any of their respective powers (other than that of delegation) to committees comprising persons appointed by them.
  - g. The Board may revoke any delegation of their respective powers by ordinary resolution.
  - h. Any committee exercising the delegated power shall comply with any conditions or limitations imposed by the Board.

**38. Powers and duties**

Without limiting the generality of clauses 36 and 37, the Board may exercise all the powers of the Society:

- a. to borrow and raise money;
- b. to charge any property or business of the Society and to issue debentures or give any other security for a debt, liability or obligation of the Society or of any other person;
- c. to determine who is entitled on behalf of the Society to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
- d. to pay the costs, charges and expenses incidental to the promotion, management and regulation of the Society; and
- e. to make, amend and repeal regulations, not being inconsistent with the Corporations Act or this constitution, in relation to the affairs of the Society.

**39. The Board must cause minutes to be made:**

- a. of all appointments of officers and servants;
- b. of the names of the 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.

40. 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.

#### **THE BOARD – COMPOSITION**

41. The Board is the Board of Directors and shall consist of:
- a. The President, who shall be a Fellow who has served for a minimum of two years as an elected member of the Board immediately prior to being elected President;
  - b. A Vice-President, who shall be a Fellow in practice in Australia;
  - c. A Vice-President, who shall be a Fellow in practice in New Zealand;
  - d. The Honorary Secretary, who shall be a Fellow;
  - e. The Honorary Treasurer, who shall be a Fellow;
  - f. The Censor-in-Chief, who shall be a Fellow with adequate experience as an examiner for the Society; and
  - g. Two co-opted members, at least one of whom shall be a Fellow.
  - h. The Board may co-opt any past President as one of the two co-opted members specified in the preceding sub-clause.

#### **42. Invited Observers**

To further the interests of Breast Medicine in Australia and New Zealand, the Board may invite as an Observer to the Board (in this Constitution referred to as “Observer”) such persons with an interest in Breast Medicine, whether or not medically qualified, as the President and Board might select.

At the invitation of the President, an Observer may contribute to and participate in the proceedings of the Board but shall not have a vote.

#### **43. Terms of office of members of the Board**

- a. The appointment of incoming Board members takes effect as from the conclusion of the annual general meeting at which they are elected. The Board members hold office until the conclusion of the third annual general meeting after the annual general meeting at which they were elected. but are then eligible for re-election, provided that a member, after two successive three-year terms as an office-bearer, is not eligible for election to the same position on the Board until 12 months have elapsed since the conclusion of their second three-year term of office.
- b. After the conclusion of a three-year term of office, the President is not eligible to serve as President or acting President until 12 months have elapsed since their term of office as President came to an end.

c.

**44. Leave of absence**

The Board may grant a Board member leave of absence for a period specified by the Board.

**45. Termination of office of Board members**

The office of a Board member becomes vacant if the Board member:

- a. resigns that office by notice in writing to the Society;
- b. ceases to be a member of the Society;
- c. in the case of a Fellows' representative, ceases to be a Fellow;
- d. in the case of a co-opted Board member who is a Registrar, ceases to be a Registrar member;
- e. is absent from three consecutive meetings of the Board (other than meetings of Board called on less than 48 hours notice) without leave of absence;
- f. holds any office of profit under the Society otherwise than as provided by clause 96;
- g. is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare that interest in the manner required by the Corporations Act (or at the first meeting of the Board after the relevant facts have come to the Board member's knowledge) and the members determine that the Board member should no longer be a Board member;
- h. is removed from office pursuant to clause 46;
- i. becomes an insolvent under administration or makes any arrangement or composition with their creditors generally;
- j. becomes of unsound mind or a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability; or
- k. is removed from office by operation of the Corporations Act.

**46. Removal of Board members**

- a. A Board member may be removed from office as an office bearer or as a member of the Board at a general meeting of the Society by ordinary resolution (that is, by simple majority vote) that another member of the Society hold the office on the Board held by that Board member.
- b. The member elected to that office by a resolution carried under clause 46.a shall hold that position for the remaining term of the Board member who was removed from office.

**47. Casual vacancies**

- a. A casual vacancy means any vacancy in the membership of the Board caused otherwise than by the retirement of a Board member at the end of their term.



- b. If a casual vacancy occurs in the office of President, the Board must appoint a Vice-President, or if there is no Vice-President, one of its number to be acting President for the balance of the term of office which the President would otherwise have served.
- c. If a casual vacancy occurs in the office of the Vice President, Treasurer, Secretary or Censor-in- Chief, the Board must appoint one of its number to be acting Office-bearer for the balance of the term of office which that Office-bearer would otherwise have served.
- d. If a casual vacancy occurs amongst the other Board members, the Board must appoint a Fellow to be a Board member until the next Annual General Meeting.

**48. Removal of the Board**

- a. Fellows may requisition a fresh election of all Board members, if such request is made in accordance with the Corporations Act.

**THE BOARD – ELECTION**

- 49. Not more than six months or less than two months before each annual general meeting, the Board must by notice in writing to all Fellows call for nominations from amongst the Fellows for the successors to the Board members who are due to retire at the conclusion of that Annual General Meeting as provided in clause 43. Each nomination must state the position on the Board for which the candidate is being nominated, be signed by at least one Fellow, and be countersigned by the nominee as evidence of their willingness to stand for that position.
- 50. Each nomination must be received at the registered office of the Society no later than 28 calendar days before the date specified for the election.
- 51. If a single nomination is received to fill any position on the Board, the candidate nominated shall be deemed to be elected and no further nominations for that position shall be received at the Annual General Meeting.
- 52. If insufficient further nominations are received to fill each vacancy, any vacant positions remaining on the Board shall be deemed to be casual vacancies and shall be filled in accordance with clause 47.
- 53. Where ballots are required, they shall be conducted in the following order: President, Vice-President in practice in Australia, Vice-President in practice in New Zealand, Honorary Secretary, Honorary Treasurer and Censor-in-Chief.
- 54. The Board must either:
  - a. not more than three months or less than two months before each Annual General Meeting, conduct a postal ballot of all Fellows, or

- b. conduct, at the Annual General Meeting, a secret ballot of those Fellows present and entitled to vote to elect successors for those of the Board members who are due to retire at the conclusion of that annual general meeting from amongst the nominations received in accordance with clause 49.
55. If the number of nominations of candidates for any position on the Board exceeds one, balloting papers shall be printed containing in alphabetical order the names of the candidates nominated. Balloting shall be conducted in accordance with any regulation made by the Board for this purpose.
56. If the election is held by postal ballot, one such list shall be delivered at least twenty-one (21) days before the Annual General Meeting to each Fellow at their address for the time being appearing in the Society's register. Such ballots may be conducted by post, electronically or by any web-based system or other lawful method.
57. In the event of an equal number of votes in respect of any position, the President (or in the absence of the President, the Chair) shall have a second or casting vote.
58. In all other respects, subject to this Constitution, the Board shall determine any other procedures or matters in relation to the conduct of the elections and shall have power to make regulations for that purpose.
59. In the event of any dispute by any member in relation to the validity or conduct of any election held by postal ballot, the member shall within 30 days of the closing date of such postal ballot, give notice in writing to the Board stating the grounds of their complaint. The Board may thereupon either itself investigate the complaint or may appoint a committee for that purpose. After hearing the complaint the Board shall determine the matter and its decision thereon shall be final.
60. At each Annual General Meeting all elected Board members who have held office as an elected Board member for a continuous period of 3 years shall retire from office but (subject to clause 43) shall be eligible for re-election.
61. At each Annual General Meeting all elected Board members who have held office (as a Board member or office bearer) for a continuous period of six (6) years and all co-opted Board members who have held office for a continuous period of six (6) years shall retire from office and shall not be eligible for re-election or reappointment until 12 months has elapsed since the conclusion of their two terms of office.
- 62. Notice of general meetings**
- a. Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, 21 days notice at least (exclusive of the day on which the notice is served or taken to be served, and exclusive of the day for which notice is

given) must be given to such persons as are entitled to receive such notices from the Society.

- b. Subject to clause 62a, a notice of a meeting of members must:
  - i. set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - ii. state the general nature of the business to be transacted at the meeting;
  - iii. 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
  - iv. contain a statement that a member has the right to appoint a proxy who must be a member of the Society.
- c. The meeting may be held at two or more venues using any technology which gives the members as a whole a reasonable opportunity to participate.

**63. Quorum at a general meeting**

- a. No business may be transacted at any general meeting unless a quorum of members entitled to vote is present at the time when the meeting proceeds to business and while business is being conducted.
- b. Except as otherwise set out in this Constitution, five (5) members entitled to vote, present in person at a general meeting or attending via real-time electronic technology, constitute a quorum.
- c. If a member attending a general meeting is also a proxy for a member entitled to vote, they are to be counted only once in determining whether or not a quorum is present.
- d. If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, may be dissolved; in any other case it stands 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. If at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the members present (being not less than three members entitled to vote) constitute a quorum and may transact the business for which the meeting was called.

**64. Chair of a general meeting**

- a. The following office-bearers (provided that they are present within thirty (30) minutes after the time appointed for the holding of the meeting) are entitled in the following priority to preside as Chair at every general meeting of the Society:
  - i. the President, but if they are unwilling to act then
  - ii. either of the Vice Presidents, or
  - iii. the Honorary Treasurer.

- b. If none of the office-bearers is present within 30 minutes after the time appointed for the holding of the meeting and is willing to act, those members present and entitled to vote may elect one of their number who is a Fellow of the Society to chair the meeting.
- c. If no Fellow is willing to chair the meeting, the meeting is cancelled.

**65. Chair's rulings**

- a. Subject to this Constitution, the Chair's ruling on all matters relating to the order of business and the procedure and conduct of a general meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the Chair may be moved.
- b. The Chair may not, however, rule out of order a motion on which proxy votes have already been submitted in accordance with clause 70.

**66. Adjournment of meetings**

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 (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

**67. Voting on a resolution**

- a. At any general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded:
  - i. by the Chair; or
  - ii. by at least five members entitled to vote; or
  - iii. by members with at least 5% of the votes that may be cast at the meeting.
- b. Subject to clause 14.b, a member entitled to vote may vote in person or by proxy or by real-time electronic communication and on a show of hands every person who is a member entitled to vote or a representative of a member entitled to vote has one vote and on a poll every member entitled to vote present in person or by real-time electronic communication or by proxy has one vote.
- c. No member, other than the Chair, may hold more than five proxies.
- d. A member entitled to vote 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 vote on a poll by their committee or trustee or by such other person as properly has the management of

their estate, and any such committee, trustee or other person may attend the meeting or may vote by proxy.

- e. 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 show of hands takes place or at which the poll is demanded is entitled to a second or casting vote. A resolution is carried by a simple majority.
- f. If a poll is not duly demanded, a declaration by the Chair that on a show of hands a resolution has been carried or carried unanimously or by a particular majority or lost together with an entry to that effect made in the record of the minutes of the general meeting of members is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

**68. Poll**

- a. If a poll is duly demanded it must be taken in such manner as the Chair directs and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- b. A poll calling for the election of a Fellow to replace the Chair, or on a question of adjournment, must be taken forthwith.
- c. The demand for a poll may be withdrawn by the persons present who requested it.

**69. Form of proxy**

- a. An instrument appointing a proxy for a member entitled to vote must be in writing under the hand of the appointor or of their attorney duly authorised in writing.
- b. A proxy must be a member of the Society.
- c. An instrument appointing a proxy must specify the manner in which the proxy is to vote in respect of a particular resolution of which notice has been given in the notice of meeting and, the proxy is not entitled to vote on any resolution except as specified in the instrument.
- d. An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy may not vote in respect of that resolution.
- e. An instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll on the motion or motions which are specified in the proxy.
- f. An instrument appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow:

g.

THE AUSTRALASIAN SOCIETY OF BREAST PHYSICIANS

I, \_\_\_\_\_, of being a \_\_\_\_\_

Fellow of the Society, hereby appoint \_\_\_\_\_

of or failing them, \_\_\_\_\_

of \_\_\_\_\_ as my proxy to vote for me and on my behalf at the \*annual

general/\*general meeting of the Society to be held on the day of 20 \_\_\_\_\_

and at any adjournment of that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed how to vote, they may vote or abstain as they think fit.

[Description of resolution**]	For	Against	Abstain
-------------------------------	-----	---------	---------

Signature

Date

\*Strike out whichever is not desired.

\*\* Essential

*INSTRUCTIONS*

*(i) A proxy must be a member of the Society.*

*(ii) To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.*

**70. Lodgement of proxy**

- a. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority must be deposited at the registered office of the Society, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. In default the instrument of proxy is not treated as valid.
- b. A vote given in accordance with the terms of an instrument of proxy or attorney is valid notwithstanding the previous winding up, death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was

executed, if no intimation in writing of such winding up, death, unsoundness of mind or revocation as aforesaid has been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**71. Plebiscite**

- a. In respect of any business which may be validly considered at a general meeting (including an Annual General Meeting), the Board may (in lieu of a meeting) conduct a plebiscite of members entitled to vote.
- b. At least thirty days prior to the closing date of a plebiscite, the Society shall send each member a ballot paper, giving particulars of the business, an explanation of the method of voting, a voting form (all as approved by the Board) and the closing date of the plebiscite.
- c. Voting forms shall be returned to the Secretary who shall promptly advise the Board of the result of the plebiscite. Votes received at the Secretary's postal address after 1700 hours on the closing date shall be deemed invalid.
- d. In the case of an equality of votes, the President (or in the absence of the President, a Vice-President) shall have a second or casting vote.
- e. In all other respects, subject to this Constitution, the Board may determine any other procedures or matters in relation to the conduct of any plebiscite and may make Regulations for that purpose.
- f. Should a member dispute the validity or conduct of any plebiscite, such member shall within 30 days of the closing date of such plebiscite, give notice in writing to the Board stating the grounds of their complaint. The Board shall thereupon either itself investigate the complaint or appoint a committee for that purpose. After considering the complaint the Board shall determine the matter and its decision thereon shall be final.
- g. In lieu of these arrangements, a plebiscite may be conducted electronically or by any web-based system, or other lawful method, as approved by the Board.

**THE BOARD – MEETINGS**

72. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary must on the requisition of a member of the Board convene a meeting of the Board.
73. At least 7 (seven) days notice of a meeting of the Board must be given to each Board member specifying the place, time and date of the meeting and the general nature of items to be discussed.

74. Shorter notice may be given if at least four (4) of the Board members agree or if the President considers that the business of the meeting is urgent.
75. Subject to this constitution, questions arising at any meeting of the Board are to be decided by a majority of votes of the Board members present and voting and a determination by a majority of the members of the Board present is for all purposes taken to be a determination of the Board. In case of an equality of votes the Chair of the meeting has a second or casting vote.
76. The quorum necessary for the transaction of the business of the Board is three or such greater number as may be fixed by the Board.
77. The continuing members of the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by clause 76 as the necessary quorum of the Board, the continuing member or members of the Board may act for the purpose of increasing the number of members of the Board to that number or of convening a general meeting of the Society, but for no other purpose.
78. The following office-bearers (provided that they are present within ten minutes after the time appointed for the holding of the meeting) are entitled in the following priority to preside as Chair at every meeting of the Board:
- a. the President, but if they are unwilling to act then
  - b. the Australian Vice-President (if any), but if they are unwilling to act then
  - c. the New Zealand Vice-President (if any), but if they are unwilling to act then
  - d. the Honorary Treasurer.
- If none of them is present within ten minutes after the time appointed for the holding of the meeting and is willing to act, the other members of the Board may choose one of their number to be Chair of the meeting.
79. This clause applies to a Board member who has a material personal interest in a matter that is being considered at a Board meeting.
- a. A member of the Board may not vote in respect of any contract or proposed contract with the Society in which they are interested, and if the member of the Board does so vote their vote is not to be counted.
  - b. Subject to clause 81 the Board member must not be present while the matter is being considered at the meeting nor vote on the matter.
  - c. The Board member is not in breach of duty to the Society merely because they do not act in relation to the matter.
80. The Board may vote on matters that relate to the Board member's interest in the Board member's absence.



81. The prohibition in clause 79.b does not apply if:
- a. the Corporations Act does not require the Board member to disclose their material personal interest to the other Board members; or
  - b. Board members who do not have a material personal interest in the matter have passed a resolution that:
    - i. identifies the Board member, the nature and extent of the Board member's interest in the matter and its relation to the affairs of the Board; and
    - ii. states that those Board members are satisfied that the interest should not disqualify the Board member from voting or being present.

**82. Board member's interest**

Clauses 83 and 84 apply if:

- a. a Board member has an interest or duty in relation to a matter that is not a material personal interest; or
  - b. a Board member with a material personal interest in relation to the Society's affairs:
    - i. complies with the requirements of the Corporations Act in relation to disclosure of the nature and extent of the interest and its relation to the Society's affairs before acting in a matter that relates to the interest; or
    - ii. does not have to disclose their material personal interest to the other Board members under the Corporations Act.
83. Subject to clause 79, the Board member is not in breach of their duties to the Society merely because they act in matters that relate to the Board member's interest.
84. In relation to any transactions that relate to the Board member's interest:
- a. the transactions may proceed;
  - b. the Society cannot avoid the transactions merely because of the Board member's interest; and
  - c. the Board member may retain benefits under the transactions despite the Board member's interest.
85. 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 Corporations Act or the general law) to one or more committees consisting of such member or members of the Society as the Board thinks fit. Any committee so formed must conform to any regulations that may be given by the Board and subject thereto has power to co-opt any member or members of the Society, and all members of such committees have one vote.
86. The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit. Such advisory committees act in an advisory capacity only. They must

- conform to any regulations that may be given by the Board and subject thereto have power to co-opt any person and all members of such advisory committees have one vote.
87. Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting are to be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair has a second or casting vote.
88. All acts done by any meeting of the Board or of a committee or by any member of the Board are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such committee or member of the Board, or that the members of the Board or any of them were disqualified, as valid as if every such person had been duly appointed and was qualified to be a member of the Board or committee member.
89. A written resolution signed or approved by electronic mail by four (4) Board members (other than any Board member on leave of absence) is taken to be a decision of the Board members passed at a meeting of the Board members duly convened and held.
90. If all of the members of the Board have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms is taken to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a member of the Board or, if the members of the Board signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member of the Board.
91. For the purpose of clause 90, two or more separate documents containing statements in identical terms each of which is signed by one or more members of the Board are together taken to constitute one document containing a statement in those terms signed by those members of the Board on the respective days on which they signed the separate documents.
- 92. Telephone or video conference meetings**
- The members of the Board may participate in a meeting of the Board by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any member of the Board participating in such a meeting is for the purposes of this constitution taken to be personally present at the meeting.
93. A reference in clause 92 to all of the members of the Board does not include a reference to a member of the Board who, at a meeting of the Board, would not be entitled to vote on the resolution.

## **REMUNERATION OF BOARD MEMBERS**

### **94. Income applied to Society Purpose**

The income and property of the Society must be applied solely towards the promotion of the purpose of the Society as set out in this Constitution. Subject to this clause, no income or property of the Society may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Board member.

### **95. Remuneration not allowed**

- a. Board members may not be remunerated for any service rendered or work undertaken solely in their role as Board member.
- b. The payment of directors' fees, in whatever form, is prohibited to members of the Board for serving in that capacity.

### **96. Despite clause 95, nothing prevents the payment in good faith:**

- a. for out-of-pocket expenses incurred by the Board member in the performance of any duty as Board member, where the payments do not exceed amounts previously approved by the Board;
- b. of an amount to any Board member in return for any services actually rendered to the Society or for goods supplied in the ordinary course of business;
- c. for any service rendered to the Society by the Board member in a professional or technical capacity, other than in the capacity of Board member, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and commercially would be reasonable payment for the service;
- d. of any amount expended on or in connection with the promotion and setting up of the Society;
- e. of consideration for goods supplied in the ordinary and usual way of business;
- f. of interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this clause by Regulation but not exceeding the highest rate charged by trading banks carrying on business in Australia on overdraft accounts of less than \$100,000) on money borrowed from any Board member;
- g. of reasonable rent for premises leased to the Society by any Board member; or
- h. as an employee of the Society, where the terms of employment have been approved by a resolution of the Board.

### **97. Nothing in this clause prevents the Society from providing services or information to members on terms which are different from the terms under which services or information are provided to persons who are not members.**

## **FINANCES**

98. The Board must cause proper accounts to be kept in accordance with the Corporations Act.
99. The accounts must be kept at the Office or, subject to the Corporations Act, at such other place or places as the Board thinks fit.
100. The Board may determine whether and to what extent, and at what time and places and under what conditions, the books of the Society or any of them will be open to the inspection of members other than members of the Board, and a member other than a member of the Board has no right to inspect any document of the Society except as provided by law or authorised by the Board or by the Society in general meeting.

## **COMMITTEES**

101. The Board may delegate all or any of its functions, powers or discretions to committees comprising such persons as the Board determines.
102. The Board shall determine the powers and duties of each sub-committee and each sub-committee shall in the exercise of its powers conform to any applicable Regulations.
103. Subject to any Regulation, each sub-committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.
104. The Board shall review the continuing need for each sub-committee and the membership of each such sub-committee at least every two years.

## **SOCIETY GROUPS AND BRANCHES**

105. The Board has the power to establish and maintain groups and branches of members within the Society for the purpose, directly or indirectly, of furthering the objects of the Society as set forth in this constitution, and to make regulations not inconsistent with this constitution as to the establishment, functions, powers and privileges, regulation, administration and dissolution of groups and branches and the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of the officers and members of groups and branches.
106. The groups and branches of the Society consist of:
  - a. the Australian Branch;
  - b. the New Zealand Branch; and
  - c. such other groups and branches as may from time to time be established by the Board pursuant to clause 105.

## NOTICES

107. A notice may be given by the Society to any member either by serving it on the member personally or by sending it by post, facsimile or electronic mail or other electronic means to the member at their registered address or the address if any supplied by the member to the Society for the giving of notices to the member.
108. Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
109. Notwithstanding the foregoing, if a member has supplied to the Society a facsimile number or electronic mail address for the service of notices on the member, then any notice may be served by the Society on that member by facsimile or any other electronic communication.
110. A Board member or other person authorised by the Board may give notices on behalf of the Society. The signature on a notice given by the Society may be written, photocopied, printed or stamped.
111. The address for service is in the case of a member or Board member, the home address (or postal address, electronic mail address or facsimile number in the case of postal, electronic mail or facsimile dispatch) of the member or Board member specified in the Register; and in the case of the Society, the address (or any postal address, electronic mail address or other electronic means, or facsimile number in the case of postal or electronic or facsimile dispatch) of the office for the time being specified on the official stationery of the Society.
112. If the home address, postal address, electronic mail address or facsimile number of a member changes, the member must promptly give notice of the change to the Society.
113. The Society must promptly notify members of any change in its address.
114. A notice sent by facsimile or by electronic means (provided a status report is received or recorded by the sender which shows the notice has been transmitted) is taken to be served immediately upon completion of sending if such completion is within business hours in the place where the addressee's facsimile machine or e-mail receiver is located, but if not, then at 9:00 am next occurring during business hours at such place.
115. For the purposes of clause 114, 'business hours' means from 9:00 am to 5:00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee's facsimile machine or e-mail receiver is located.
116. Proof of the sending of a notice by facsimile or other electronic means and the time of completion of transmission may be established by production of a transmission report by

the machine from which the facsimile or electronic transmission was sent which indicated that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.

117. A certificate signed by a Board member that a notice was delivered or posted at a particular time is conclusive evidence that the notice was delivered or posted at the time.
118. A certificate signed by a Board member that a notice was sent by electronic mail at a particular time and that an 'undeliverable mail' message has not been received in relation to it is conclusive evidence that the notice was sent and received at that time.
119. Notice of every general meeting must be given in the manner authorised above to:
  - a. every member except those members for whom the Society has no registered address or other address for the giving of notices to the member;
  - b. any Observer to the Board; and
  - c. in the case of the annual general meeting, the auditors.
120. No other person is entitled to receive notices of general meetings.

## **WINDING UP**

### **121. Assets not distributed to members**

Where, on the winding-up or dissolution of the Society, there is a surplus of assets after satisfying all the Society's liabilities and expenses, the surplus shall not be paid to or distributed amongst the members but shall be given or transferred to some other charitable institution having similar objects to those described in this Constitution situated within the Commonwealth of Australia (to the extent assets are distributed within Australia) or the Realm of New Zealand (to the extent assets are distributed within New Zealand) and which:

- a. is required by its Constitution or rules to apply its profits or income in promoting its objects;
  - b. is prohibited from paying any profits or dividends to its members to the same extent as set out in this Constitution; and
  - c. itself, is exempt from income tax.
122. That institution shall be determined by the Board prior to the dissolution of the Society or failing such determination, by application to an appropriate Court.
  123. The Board shall:
    - a. Upon ceasing to conduct any business, operations and undertaking in or from New Zealand (whether upon the winding up or dissolution of the Society or for any other reason whatsoever), ensure that any surplus property of the Society used in the conduct of such business, operations or undertaking in or from New Zealand is,

notwithstanding any provision in this Constitution to the contrary, given or transferred to one or more organisations that are charitable under New Zealand law, with similar objects.

- b. Notify the New Zealand Inland Revenue Department of any proposed addition, alteration or amendment to this Constitution which may be inconsistent with the charitable nature of the business, operations or undertaking of the Society conducted in or from New Zealand.

## **INDEMNITY**

124. Every officer and past officer of the Society (including members of the Board) must be indemnified by the Society to the fullest extent permitted by law against a liability incurred by that person as an officer of the Society or a subsidiary of the Society including legal costs and expenses incurred in participating in, being involved in or defending any legal proceedings. This indemnity does not extend to any liability incurred by the officer arising from any claim made by that officer against the Society (whether that claim is made solely by the officer or otherwise).
125. For the purposes of clause 124, ‘legal proceedings’ means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigations, whether civil or criminal, which relates to or arises in connection with the officer or agent being an officer or agent of the Society.
126. To the extent permitted by the Corporations Act, the Society may enter into (and pay premiums on) a contract of liability insurance in relation to a person who is or has been an officer or agent of the Society or any other person.

## **INTERPRETATION**

127. In this constitution:

“**the commencement date**” means the date when this constitution is adopted in accordance with the *Corporations Act*;

“*Corporations Act*” means the *Corporations Act* 2001;

“**the Board**” means the board of directors of the Society constituted in accordance with clauses 41 to 57 inclusive;

“**course of approved training**” means a course of postgraduate training in Breast Medicine which fulfils the requirements recognised by the Board as being appropriate;

“**general meeting**” means a meeting of the Society’s members;

“**medical practitioner**” means a person who is a legally qualified medical practitioner in good standing in Australia or New Zealand and who has not had their name removed from the relevant medical register;

“**member**” means a member under clauses 12 to 23;

“**office-bearer**” means any of the President, Vice-Presidents, Honorary Treasurer, the Honorary Secretary and the Censor-in-Chief;

“**the previous constitution**” means the memorandum and articles of association or constitution of the Society existing immediately prior to the commencement date;

“**regulation**” means a regulation made by the Board in accordance with clause 37; and

“**secretary**” means a Fellow elected to perform the duties of Honorary Secretary of the Society.

128. Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

### **129. References to the Corporations Act**

Unless the context otherwise requires, a reference to:

- a. the Corporations Act includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; and
- b. a section of the Corporations Act includes any corresponding section for the time being in force.

### **130. Presumptions of Interpretation**

Unless the context otherwise requires, a word which denotes:

- a. the singular includes the plural and vice versa;
- b. a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and
- c. a notice includes any consent, publication or other written communication.

### **131. Headings**

Headings do not affect the interpretation of this Constitution.