

GESA Articles of Association

Articles



COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

CONSTITUTION

of

GASTROENTEROLOGICAL SOCIETY OF AUSTRALIA

INTERPRETATION

- 1.1 In these Articles unless the context otherwise requires:-
- 1.1.1 “**Associate Member**” means a member admitted as an Associate Member in accordance with Article 12;
 - 1.1.2 “**Association**” means an affiliated association pursuant to clause 71;
 - 1.1.3 “**Council**” means the Council of the Society established pursuant to clause 44;
 - 1.1.4 “**Councillor**” or “**Director**” means a member of the Council;
 - 1.1.5 “**Executive**” means the Executive Committee of the Council established pursuant to clause 73;
 - 1.1.6 “**Full Member**” means a member admitted as a Full Member in accordance with clause 10;
 - 1.1.7 “**Gastroenterology**” includes hepatology, gastrointestinal medicine, surgery, and hepatic-pancreatic and biliary practice;
 - 1.1.8 “**the Law**” means the Corporations Law;
 - 1.1.9 “**member**” means a body admitted to membership under this Constitution;
 - 1.1.10 “**Regulations**” means the Regulations made in accordance with clause 60;
 - 1.1.11 “**the seal**” means the common seal of the Society;
 - 1.1.12 “**Secretary**” means any person appointed to perform the duties of the secretary of the Society.
 - 1.1.13 “**Section**” means and affiliated Section pursuant to clause 71;
 - 1.1.14 “**the Society**” means the Gastroenterological Society of Australia;
- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, braille, taping, recording, lithography, photography and other modes of representing or reproducing words in a visible or sound recording form.

- 1.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Law as in force at the date at which this Constitution become binding on the Society.
- 1.4 Unless the context otherwise requires, the feminine gender shall include the masculine and neuter genders and *vice versa*.

NAME

- 2 The name of the company is "**Gastroenterological Society of Australia**".

OBJECTS

- 3 The objects of the Society are solely for the purpose of carrying out these objects and not otherwise, the Society shall have the following powers:-
- 3.1 To advance arrange for promote foster develop and assist the study of and the acquisition dissemination and application of knowledge and information concerning Gastroenterology in Australia and to promote the establishment of a digestive health foundation;
- 3.2 To promote improve standards in the practice of Gastroenterology and in research into this and allied subjects;
- 3.3 To encourage stimulate and foster interest in Gastroenterology and associated fields by:-
- (i) the encouragement of members to present material at the Scientific Meetings of the Society and of other learned bodies and by the keeping of permanent records of all such contributions;
 - (ii) the promotion of meetings and discussions;
 - (iii) the provision of opportunities for meeting other in related fields of interest and discussing matters of common interest;
 - (iv) the encouragement of Gastroenterologists to join in the activities of the Society;
 - (v) the stimulation of public interest in Gastroenterology and related problems.
- 3.4 To encourage and to assist and to arrange for Gastroenterologists and others to visit Australia in order to promote scientific communication in the field of Gastroenterology;
- 3.5 To encourage and to assist and to arrange for Gastroenterologists and others to travel and to promote scientific communication in the field of Gastroenterology;
- 3.6 To establish, subsidise, promote, co-operate with, affiliate with, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid societies, institutions and organisations incorporated or not incorporated with objects substantially similar to these objects (provided that the Society will not amalgamate with, subscribe to nor support with its funds any body which does not restrict the distribution of its income or property to an extent at least as great as that imposed on the Society (pursuant to the provisions of this Constitution));

- 3.7 For the purpose of furthering the objects of the Society to raise money by all lawful means and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organisations or authorities and to conduct fund-raising campaigns;
- 3.8 To make known and further the objects and activities of the Society by the publication and distribution of papers, journals and other publications and by making the same known by any means thought desirable.
- 3.9 To purchase, take or lease, or in exchange, hire or otherwise acquire, land to the extent permitted by law for any estate or interest.
- 3.10 To erect, construct, make, alter, pull down, repair, improve and maintain houses and buildings, including any existing buildings and to provide the same with light, water, drainage and all other necessities.
- 3.11 To let as residences, offices, shops or otherwise any parts of any land or building and in such divisions and manner as may be expedient, but subject, however, to the provisions of any express trust upon which the same may for the time being held.
- 3.12 To provide advice on matters that would help further its aims.
- 3.13 To negotiate with governments and other public and private bodies on matters approved by the Society, which will help further its aims.
- 3.14 To establish the status and classes of members of the Society and to regulate the same and to admit to such status and classes such applicants as shall be eligible therefore.
- 3.15 To institute and conduct meetings and discussions.
- 3.16 To consider all questions affecting the interests of the Society and to promote or oppose any legislative or other measures affecting such matters or related to the interests of the Society.
- 3.17 To establish and maintain when necessary, physical facilities as may seem conducive to the objects of the Society.
- 3.18 To acquire in any manner whatsoever any real property or any estate or interest therein whether such real property be freehold, leasehold or held under licence or permissive occupation or any personal property of the Society or any rights, privileges or concessions.
- 3.19 To sell or transfer, sub-let or otherwise dispose of any real or personal property of the Society.
- 3.20 To accept any gift, endowment, legacy or bequest made to the Society generally or made for the purpose of any specific object of the Society, to carry out and perform any trusts attached to any such gift, endowment, legacy or bequest and otherwise carry out and perform any trusts the undertaking whereof may be necessary for or conducive to the carrying out of the objects of the Society **PROVIDED THAT** the Society shall only deal with any such gift, endowment, legacy or bequest in such manner as is allowed by law, having regard to such trusts.

- 3.21 To establish and support or aid in the establishment and support of any charitable or benevolent Societies, institutions or funds connected with the objects of the Society and conducive to the furtherance of its objects.
- 3.22 To employ and dismiss officers and employees whether professional or otherwise whose employment may be necessary or conducive to the furtherance of the objects of the Society and to pay to such persons any salaries, wages, fees or emoluments as shall be appropriate and to establish, manage, support or make contributions to any fund designed to benefit such persons or their dependents.
- 3.23 In furtherance of the objects of the Society, to borrow or raise and to secure the payment of money upon such terms and in such manner as the Society shall see fit, and in particular by the granting of mortgages or by unsecured obligations or by the issue of debenture stock perpetual or otherwise charged upon all or any of the assets and undertakings, both present and future, of the Society.
- 3.24 To make, rescind or alter from time to time Regulations not being inconsistent with any applicable law or with this Constitution for the time being in force for the regulation of the affairs of the Society.
- 3.25 To procure the Society to be registered or recognised in any country or place outside the Commonwealth of Australia.
- 3.26 To invest and deal with the funds of the Society not immediately required for any of its objects in such manners as may be determined from time to time.
- 3.27 To establish and support or aid in the establishment and support of Societies, institutions, funds, trusts and conveniences calculated to benefit past members, past officers, employees or past employees or the dependants 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 exhibition, or for any public, general or useful object.
- 3.28 To do all such other things as are incidental or conducive to the furtherance of the objects of the Society.

POWERS

- 4 4.1 The Society has power, solely for the purpose of carrying out the abovementioned objects and not otherwise, to do all such other things as are incidental or conducive to the attainment of those objects and, for such purpose, to exercise, subject to the Law, all rights, powers and privileges conferred by the Law.
- 4.2 The replaceable rules referred to in section 141 of the Law do not apply to the Society and are replaced by the rules set out in this document.

LIABILITY

- 5 The liability of the members of the Society is limited.

- 6 Every member of the Society undertakes to contribute to the property of the Society in the event of the same being wound up whilst a member, or within one (1) year after the member ceases to be a member, for payment of the debts and liabilities of the Society contracted before ceasing to be a member and to the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).

DISSOLUTION

- 7 If upon the winding-up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to some other institution or institutions promoting similar interests situate within the Commonwealth of Australia, and which is required by its constitution to apply its profits or income in promoting its objects and is prohibited from paying any dividends to its members to the same extent as the Society, having objects similar to the objects of the Society to be determined by the Council prior to the dissolution of the Society, or in default thereof by application to an appropriate Court for determination **PROVIDED THAT** any property comprising funds derived from donations to the Society which are tax deductible pursuant to the Income Tax Assessment Act shall only be given or transferred to an institution or institutions similarly qualifying under the provisions of that Act.

MEMBERSHIP

- 8 There shall be classes of membership as follows:-
- 8.1 Full Members.
 - 8.2 Associate Members.
 - 8.3 Life Members.
 - 8.4 Honorary Members.
- 9 9.1 “**Full Members**” and “**Life Members**” shall be entitled to attend and vote at all general meetings of the Society and be elected to the Council.
- 9.2 “**Associate Members**”, and “**Honorary Members**” shall be entitled to receive notice of all general meetings of the Society, and to attend, but not vote at, such meetings, nor be entitled to be elected to the Council.

FULL MEMBERS

- 10 Subject to this Constitution, a person is eligible to become a Full Member in the following categories:-
- 10.1 A person practising in the fields of gastroenterology (medicine or surgery) or a related discipline.
 - 10.2 **Postgraduate Scholar**
A person carrying out research in the field of gastroenterology with limited clinical practice.
 - 10.3 **Advanced Trainee**
A trainee in gastroenterology, hepatology or gastrointestinal surgery.
 - 10.4 **Science Graduate**

A person carrying out research in the field of gastroenterology with no clinical practice.

LIFE MEMBERS

- 11 Life Members shall be any person who has given distinguished and conspicuous service to the Society who may, on the nomination of the Council and on a majority vote of Members at an Annual General Meeting, be invited to become a Life Member of the Society.

ASSOCIATE MEMBERS

- 12 A person, who is a medical practitioner or other health professional, may be admitted as an Associate Member if:
- 12.1 an application is made in writing;
 - 12.2 the applicant supports the objects of the Society.

HONORARY MEMBERS

- 13 Non-members of the Society who, in the opinion of the Council, are of national or international eminence or standing or have rendered exceptional service to the Society or to the science and practice of gastroenterology may be admitted by the Council as Honorary Members.

CLASSES AND CATEGORIES OF MEMBERSHIP

- 14 14.1 Save as set out in this Constitution, the rights and benefits, duties and obligations and status of members within the various classes of membership and categories of membership (if any) within those classes which may exist from time to time shall be defined by the Regulations.
- 14.2 Membership is not transferable.

ADMISSION TO MEMBERSHIP

- 15 Any person:-
- 15.1 who is eligible, in accordance with the provisions of this Constitution or the Regulations, to become a member in respect of a particular class of membership, or of a particular category within that class (other than Life Membership or Honorary Membership); and
 - 15.2 who makes written application for such membership in accordance with the provisions of this Constitution; and
 - 15.3 whose application for such membership is accepted by the Council; and
 - 15.4 who, at the time of making application for membership (or within such period (if any) thereafter as the Council may in its absolute discretion allow) pays in full such entrance fee (if any) and such subscriptions (if any) as may from time to time be fixed by the Council in respect of that class or category; shall, upon receipt of such payment (if any) by the Society become a member of the Society in respect of that class or category within that class (as the case may be).

FORM OF APPLICATION

- 16 Every applicant for membership of the Society shall sign an application for membership in such form as the Council may from time to time prescribe (whether by Regulation or otherwise) whereby the applicant applies for and agrees to become a member of the Society in respect of a particular class of membership, and agrees to be bound by and to observe the provisions of this Constitution.

COUNCIL APPROVAL OF APPLICANTS

- 17 Every application for membership shall be considered by the Council (or a committee or officers appointed for such purpose) which shall decide whether or not the application for membership is to be accepted. The decision of the Council (or such committee or officers) on an application for membership and as to the class, and category (if any), of membership for which the applicant is eligible shall be final and conclusive and binding on the applicant. The Council (or such committee or officers) shall not be required to give any reason for the rejection of any application for membership.

NOTICE OF THE COUNCIL'S REJECTION TO APPLICANT

- 18 Any Applicant whose application for membership is rejected by the Council shall be notified in writing by the Council.

FAILURE TO PAY ENTRANCE FEE AND/OR SUBSCRIPTION

- 19 If an applicant whose application for membership has been accepted by the Council fails to pay the entrance fee (if any) and initial annual or once only subscription (if any) payable in respect of that application, at the time of making the application or within such period (if any) thereafter as the Council may in its absolute discretion allow, the Society's acceptance of the application shall lapse.

ENTRANCE FEES AND SUBSCRIPTIONS

- 20 20.1 The Council may, from time to time, determine in respect of each class of membership and in respect of each category (if any) within each class, the entrance fee (if any) payable and the subscriptions (if any) payable in respect of such membership.
- 20.2 The entrance fee (if any) and subscriptions (if any) payable by an applicant for membership shall be payable in full at the time of making the application or within such period (if any) thereafter as the Council may generally or in any particular case allow.
- 20.3 A member's subsequent annual or other subscriptions (if any) shall be paid on the due date determined by the Council.

CESSATION

- 21 A member shall cease to be a member:-
- 21.1 if the member, by notice in writing to the Society resigns;
- 21.2 if, in the case of a corporate/Institutional member, the member is insolvent, is wound up or dissolved;
- 21.3 pursuant to Article 22; or

21.4 if the member is expelled pursuant to Article 23; but shall continue to be liable for any subscriptions and other moneys due and unpaid at the time of cessation of membership and also for any moneys payable by the member pursuant to this Constitution.

UN-FINANCIAL MEMBER

22 Any member whose subscription remains unpaid for more than three (3) calendar months after the end of the month in which it falls due for payment shall (unless such payment is waived by the Council) thereupon cease to be a member of the Society **PROVIDED HOWEVER** that the Council may, in its discretion, within two (2) years of such due date, reinstate that member's membership upon payment of all arrears.

CESSATION AND EXPULSION OF MEMBER

23 23.1 If any member :-

23.1.1 wilfully refuses or neglects to comply with the provisions of this Constitution or the Regulations; or

23.1.2 is guilty of any conduct which in the opinion of the Council is prejudicial to the interests of the Society;

the Council shall have power, in its absolute discretion, by a vote of two-thirds of directors, present and voting, to expel the member from the Society and the Council's decision shall be final and conclusive and binding on the member and shall not be subject to any challenge whatsoever. Notice of the Council's decision shall be given in writing to the expelled member.

23.2 At least one (1) week before the meeting of the Council at which such resolution is passed, the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution and that she shall at such meeting, and before the passing of such resolution, have had an opportunity of giving orally, or in writing, any explanation or defence she may think fit.

GENERAL MEETINGS

24 An Annual General Meeting of the Society shall be held in accordance with the provisions of the Law. All general meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.

25 If required by the Council, or upon the requisition in writing by four (4) directors, or of not less than five percent (5%) of the members of the Society, the Secretary shall convene an Extraordinary General Meeting. The occasion for calling the meeting shall be stated in the requisition and no business shall be transacted at the meeting excepting that for which it has been summoned and the confirmation of the minutes of any previous general meeting.

26 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at least of all Annual General Meetings and of all Extraordinary General Meetings (in both cases exclusive of the day on which the notice is served or deemed to be served, and exclusive of the date for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the

general nature of that business shall be given to such persons as are entitled to receive such notices from the Society.

- 27 For the purpose of Article 25, all business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the election of directors, the consideration of the accounts, balance-sheets, and the report of the Council and auditor.
- 28 The Annual General Meeting shall be held, on such day in each year as shall be fixed annually by the Council, for the following purposes:
- 28.1 to receive the report by the Council on the affairs of the Society;
 - 28.2 to receive the financial reports of the Society and audited statements of accounts for the financial year preceding;
 - 28.3 to appoint the auditors of the Society;
 - 28.4 to elect directors (if necessary);
 - 28.5 to transact any other business approved by the Council.
- 30 29 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) members present in person shall constitute a quorum. 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, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 31 The President of the Society shall preside as chairperson at every general meeting of the Society, or if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting or is unwilling to act, a Vice-President shall be the chairperson, or if a Vice-President is not present or is not willing to act, then the members present shall elect one (1) of their number to be chairperson of the meeting.
- 32 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall 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 shall be given as in the case of an original meeting. Save as above provided it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 33 A minute book shall be kept in which shall be recorded minutes of all general meetings. The minutes, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be

evidence of the proceedings and such meeting shall be deemed to have been duly convened and held, and the resolutions recorded in the minutes duly passed or otherwise as recorded.

34 The chairperson shall confirm the minutes of the Annual General Meeting or any Extraordinary General Meeting at a meeting of the Council subsequent to that meeting, no discussion being permitted thereon except as to their accuracy.

35 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

35.1 by the chairperson; or

35.2 by at least five (5) members present in person or by proxy.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or is proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

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

37 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

38 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member shall have one (1) vote, and on a poll every member present in person or by proxy or by attorney shall have one (1) vote.

39 A proxy or attorney shall be a member of the Society.

40 The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as he or she thinks fit.

41 The instrument appointing a proxy may be in the following form or in a common or usual form, or such other form approved by the Council from time to time.

"I, of

being a member of the Gastroenterological Society of Australia ("the Society") hereby appoint
of
or failing that person the Chairperson as may be my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Society, to be held on the day of 200 and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/*against the following resolutions:

Signed this day of

Note. In the event of the member desiring to vote for or against any resolution the member shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he or she thinks fit.

Strike out whichever is not desired.

- 42 The instrument appointing a proxy and the power of attorney or other authority, of any, under which it is signed or a notarially certified copy of that power or authority shall 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 forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 43 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous 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 the death, unsoundness of mind or revocation has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COUNCIL

- 44 The Council shall comprise the following:-
- 44.1 The President.
 - 44.2 The President-Elect.
 - 44.3 Seven (7) Full Members elected by the Full Members (or such greater number which is one (1) more than the number of other Council members for the time being). No more than four (4) of which may be resident in any one State or Territory.
 - 44.4 The chair for the time being of each Association.
 - 44.5 Up to two (2) additional persons appointed pursuant to clause 66.
- 45 Subject to the provisions contained in this Constitution, the Society may from time to time in general meeting increase or reduce the number of Directors.
- 46 At its first meeting after the retirement of a President, the President Elect shall take office as the new President (or if there is no President Elect, elect a new President from among the elected members of the Council) and elect from amongst the elected members of

Council a Vice-President, (President Elect), Honorary Secretary and Honorary Treasurer as members of the Executive ("**the office-bearers**").

- 47 A person may only be elected for one (1) term as President (but, subject to clause 48, upon retirement may hold any other office on Council).
- 48
- 48.1 Members of the Council shall be elected for a period of one (1) term. Members of the Council are eligible for election for a maximum period of three (3) consecutive terms.
- 48.2 The elected Councillors, to be elected in each year, shall be elected by postal ballot held in accordance with the provisions of clause 78, prior to the annual general meeting in each year.
- 48.3 Such elections shall be completed not less than 7 days prior to the respective annual general meeting.
- 48.4 Eligible candidates must be financial Full Members of the Society and must be nominated in writing by two Full Members of the Society. If nominations for vacancies exceed the number of positions for election, a ballot will be held. If the number of nominations do not exceed the number of positions, all eligible nominees shall be declared elected and any vacancy filled by the Council as a casual vacancy.
- 48.5 In any election, where two or more candidates receive an equal number of votes, the decision between them will be determined by lot.
- 48.6 Save as provided in this Constitution, procedures for elections, including the appointment of returning officer, shall be prescribed by Regulations.
- 49 For the purposes of this Constitution, "**a term**" shall be the period between an Annual General Meeting of the Society and the second Annual General Meeting thereafter.
- 50 In the event of a casual vacancy for the positions of a member of the Council or an office-bearer, the Council may appoint to the vacant office some person qualified to hold it and the person so appointed may continue in office for the balance of the term applicable to the vacancy and, if eligible, may be re-elected at that meeting.
- 51 Time in office following appointment to fill a casual vacancy in those offices shall not be counted for the purposes of time limits set out in this Constitution.
- 52 The office of a director or office-bearer shall become vacant if that director or office-bearer:-
- 52.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 52.2 becomes prohibited from being a director of a company by reason of any order made under the Law; or
- 52.3 ceases to be a director by operation of the Law; or
- 52.4 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; or
- 52.5 resigns office by notice in writing to the Society; or

52.6 for more than three (3) meetings of the Council is absent without permission of the Council.

53 Any director who has a financial interest in any contract or arrangement made or proposed to be made with the Society shall disclose the director's interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration if their interest then exists, or, in any other case, at the first meeting of the Council after the acquisition of their interest. If a director becomes interested in a contract or arrangement after it is made or entered into, the member shall disclose such interest at the first meeting of the Council after the director becomes so interested.

54 No director shall vote as a director in respect of any contract or arrangement in which the director is so interested and, if the director does vote, such vote shall not be counted.

POWERS AND DUTIES OF THE COUNCIL

55 The business of the Society shall be managed by the Council who may exercise all such powers of the Society as are not, by the Law or by this Constitution, required to be exercised by the Society in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Law, and to the Regulations. No resolution or regulation made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.

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

57 The Council 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 from time to time authorised by Law for the investment of trust funds.

58 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 Council from time to time determines.

59 The Council shall cause minutes to be made:-

59.1 of all appointments of officers;

59.2 of names of directors present at all meetings of the Council; and

59.3 of all proceedings at all meetings of the Council.

The minutes shall be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting.

POWER TO MAKE REGULATIONS

60 60.1 Subject to the provisions of this clause 60, the Council shall have power from time to time 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.

- 60.2 Without in any way limiting the power of the Council under this clause, the Council may make, amend and repeal Regulations which:-
- 60.2.1 define the rights and benefits, duties, obligations and status of members within the various classes of membership of the Society, and of the various categories of membership (if any) within those classes of membership which may exist from time to time;
 - 60.2.2 regulate all matters relating to applications for, and admission to, membership of the Society not otherwise provided for in this Constitution;
 - 60.2.3 define and regulate the procedure and order of business of general meetings of the Society and meetings of the Council, to the extent to which this is not provided for in this Constitution;
 - 60.2.4 define and regulate the functions, duties and responsibilities of any officer of the Society to the extent to which they are not provided for in this Constitution.
- 60.3 No Regulation shall be inconsistent with, nor shall it affect a repeal or modification of anything contained in this Constitution.
- 60.4 Any Regulation made by the Council may be set aside by a special resolution of a general meeting of the Society.
- 60.5 Save as provided in this Constitution, all Regulations so long as they remain in force shall be binding upon all members of the Society. A book or computer record containing the Regulations shall be kept in such place as the Council shall appoint for that purpose.

PROCEEDINGS OF THE COUNCIL

- 61 The Council shall meet at such place and at such time as the Council may from time to time determine **PROVIDED THAT** at least seven (7) days' notice of any meeting of the Council is given to each director.
- 62 Meetings of the Council may be convened by a Co-Chair, the Secretary, or by any three (3) directors.
- 63 Written notice of each meeting of the Council shall be served on each director by delivering it to the director before the meeting or by sending it by post in a pre-paid letter addressed to the director at his or her usual or last known place of abode in time to reach him or her prior to the meeting being held, or by facsimile, to the last known facsimile number of the director.
- 64 One-half of the number of directors in office, plus one (1), shall form a quorum at any meeting of the Council. No business shall be transacted 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 shall stand adjourned.

- 65 The President or, in the President's absence, the Vice-President, shall preside at meetings of the Council, but if neither of these office-bearers is present, the directors present shall choose one (1) of their number to be chairperson.
- 66 The Council may at any time appoint not more than two (2) persons as additional directors who shall hold office for up to one (1) term. A person may not be co-opted during the period of one (1) year after that person has held any office on Council.
- 67 67.1 All questions arising at any meeting of the Council shall be decided by a show of hands or, if demanded by any director, by a division.
67.2 Each director shall have one (1) vote. Unless otherwise provided in this Constitution, all decisions of the Council shall require an affirmative vote of a majority of the directors present and voting at the relevant meeting. In the event of an equality of votes, the chairperson shall have a casting vote.
- 68 For the purposes of this Constitution, the contemporaneous linking together by telephone video conference, or other electronic means, of a number of the directors, not less than a quorum, shall be deemed to constitute a meeting of the Council and all the provisions thereof as to meetings of the Council shall apply to such meetings by telephone so long as the following conditions are met:-
68.1 all the directors for the time being entitled to receive notice of a meeting of the Council shall be entitled to notice of a meeting by telephone or other means and to be linked by telephone for the purposes of such meeting;
68.2 notice of any such meeting may be given by telephone or other means;
68.3 each of the directors taking part in the meeting by telephone must be able to hear or communicate with each of the other directors taking part in the meeting; and
68.4 at the commencement of the meeting, each director must acknowledge his or her presence for the purpose of a meeting of the Council to all the other directors taking part.
- 69 The continuing directors may act, notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Council, the continuing number of directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Society, but for no other purpose.
- 70 70.1 All acts done by any meeting of the Council or of a committee, be as valid as if every such person had been duly appointed and was qualified, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that the directors or member of a committee, or any of them, were disqualified.
70.2 A resolution in writing signed by all the directors in Australia for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it has been passed at a meeting of the Council duly convened

and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more directors.

ASSOCIATIONS

- 71 71.1 The Society may create, maintain or dissolve a division composed of members with particular expertise or interest in a speciality or sub-specialty area within the broad discipline of gastroenterology. Such divisions shall be termed "Associations" as the Council may determine. Eligible members will have the right to belong to any Association. on such basis as the Council may, by Regulations determine.
- 71.2 The Council may, by Regulations, provide for the conduct and management of the affairs of any Association, including its establishment, operation, suspension or dissolution.
- 71.3 The Council may, by Regulations, delegate to any Association, responsibility for such matters as the Council may determine, including the finances, membership meeting procedure and governing procedures of any Association.
- 71.4 On the date of adoption of this Constitution there shall be the following Associations.
- 71.4.1 Australian Gastrointestinal Endoscopy Association;
- 71.4.2 Australian Hepatic Pancreatic and Biliary Association;
- 71.4.3 Australian Liver Association;
- 71.4.4 Association of Surgery.
- 71.5 The Council shall not create any new Association unless:-
- 71.5.1 It is in respect of a health discipline associated with the prevention and/or treatment of gastrointestinal or liver disease or other professional or scientific discipline associated with gastroenterology;
- 71.5.2 It is or may become recognised as an arbiter of professional standards within its discipline, and
- 71.5.3 The Council is satisfied that it has or will have substantial support from the members of the Society (determined upon such basis as Council may determine).

COMMITTEES AND STANDING COMMITTEES

- 72 72.1 The Council may establish committees for specific purposes with such powers and functions as the Council may determine. Such committees may not, without prior approval of the Council, delegate any of the powers and functions of the Committee. Any committee so formed shall conform to any Regulation that may be imposed by the Council and subject thereto shall have power to co-opt any person and all members of such committees shall have one (1) vote.
- 72.2 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and, in the case of an equality of votes, the chairperson shall have a second or casting vote.

- 72.3 The President or the President's nominee shall be an ex-officio member of each committee.
- 72.4 In addition to the powers contained in this clause, the Council may establish Standing Committees, for such purposes and with such powers and functions that the Council may determine. Standing Committees shall constitute Committees for the purposes of this clause and be subject to the provisions of this clause.
- 72.5 Upon adoption of this Constitution, the following Standing Committees shall operate:-
- 72.5.1 Education Committee;
 - 72.5.2 Research Committee;
 - 72.5.3 Professional & Regulatory Affairs Committee;
 - 72.5.4 Scientific Program Committee;
 - 72.5.5 Finance Committee; and
 - 72.5.6 Asia-Pacific Committee.

AFFILIATED GROUPS

- 73 73.1 The Council may recognise any organisation or institution with common interests and objectives as the Society as an Affiliated Group;
- 73.2 An Affiliated Group shall not be or have any rights of a member of the Society, save as the Council may, from time to time, determine.
- 73.3 The Council may, in its discretion, invite a representative of an Affiliated Group as an observer to all or part of a Council meeting.

EXECUTIVE

- 74 The Executive shall comprise:-
- 74.1 the President;
 - 74.2 the Vice-President;
 - 74.3 Honorary Secretary; and
 - 74.4 Honorary Treasurer.
- 75 Subject to this Constitution, the Regulations and any resolution of the Council to the contrary, the Executive shall exercise all of the powers of the Council (other than the power to make Regulations) between meetings of the Council.
- 76 The provisions of Articles 61 to 71 in respect of proceedings of the Council shall apply (with appropriate amendment) to proceedings of the Executive as if, unless the context otherwise requires, a reference to the Council therein were a reference to the Executive.
- 77 The Executive shall meet regularly, as it may determine and:-
- 77.1 make such recommendations to the Council as it deems necessary regarding the finances and administration of the Society;
 - 77.2 regularly review statements of expenditure, consider reports prepared by the chief executive officer of the Society, examine operating and capital

- expenditure budgets, and make to the Council such recommendations thereon as it considers necessary;
- 77.3 recommend, for endorsement by the Council, appropriate principles of corporate governance for the Society;
- 77.4 perform such other duties as may be delegated or allocated by the Council.

SECRETARY

- 78 The Secretary shall, in accordance with the Law, be appointed by the Council for such term and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it, subject to all requirements at law.

POSTAL BALLOTS

- 79 78.1 Subject to the provisions of the Law and this Constitution, whenever the Council thinks fit, it may submit any question or resolution to the vote of all members entitled to a vote at a general meeting of the Society by means of a postal ballot ("**a Postal Ballot**") in such form and returnable in such manner as the Council decides. A resolution approved by a majority or specific majority of the members voting by such Postal Ballot shall have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the Society competent to pass such a resolution.
- 79.2 At least twenty-one (21) days prior to the closing date of a Postal Ballot, the Secretary shall send to all voting members ballot papers, giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting, and a voting form (all in a form and with such content as the Council may approve), and shall give all voting members notice of the closing date of the Postal Ballot.
- 79.3 The Secretary shall receive all voting forms received from voting members in respect of a Postal Ballot and shall promptly advise the Council of the result of the Postal Ballot. Any voting form received after 5:00pm on the closing date of a Postal Ballot, shall be deemed to be invalid and shall not be counted.
- 79.4 In the event of an equal number of votes in respect of any business for which a Postal Ballot is conducted, the President shall have a second and casting vote.
- 79.5 In all other respects, subject to this Constitution, the Council shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have power to make Regulations for that purpose.
- 79.6 In the event of any dispute by any member in relation to the validity or conduct of any Postal Ballot, such member shall within thirty (30) days of the closing date of such Postal Ballot, give notice in writing to the Council stating the grounds of his or her complaint. The Council may thereupon, either itself investigate the complaint, or may appoint a committee for the purpose. After hearing the complaint, the Council shall determine the matter and its decision thereon shall be absolutely final.

FINANCE AND ACCOUNTS

- 80 79.1 The Council shall cause proper accounting and other records to be kept and in accordance with the requirements of the Law, and all other relevant legislation.
- 80.2 The Council shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account in accordance with the requirements of the Law.
- 81 The Council shall determine to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Society or any of them will be open to the inspection of members (other than directors) and a member other than a director does not have the right to inspect any document of the Society except as provided by law or authorised by the Council or by the Society in general meeting.

ALLOCATION OF FUNDS RECEIVED

- 82 All gifts received for a specific purpose or otherwise subject to conditions attached, shall be paid to the credit of a "**Specific Purpose Fund**" and may be invested from time to time in investments authorised by the Law for the investment of trust funds, or upon deposit with a bank. Any income arising from such investments shall be paid to the credit of the Specific Purpose Fund for which the moneys were originally received. The Council may at any time authorise the disposal of the whole or any part of the Specific Purpose Fund investments for application to the specific purpose for which they were received.
- 83 True accounts shall be kept of the sums of money received and expended by the Society and the manner in respect of which such receipt and expenditure takes place, and of the property, assets and liabilities of the Society and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles for the time being in force shall be open to the inspection by the members. Once at least in every calendar year, the accounts of the Society shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Law.
- 84 The income and property of the Society howsoever derived, shall be applied solely towards the promotion of the objects of the Society as set out in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus to the members or directors of the Society **PROVIDED THAT** nothing herein contained shall prevent the payment of moneys to members or directors for:-
- 84.1 out-of-pocket expenses incurred by a member ("**a director**") of the Council of the Society ("**the Council**") in the performance of any of his or her duties as a member of the Council, where the amount payable does not exceed any amount previously approved by the Council;
- 84.2 services rendered to the Society by a director in a professional or technical capacity, other than in the capacity as a director, where the provision of such service has the prior approval of the Council, and where the amount payable is approved by the Council and is not more than an amount which would be a

- commercially reasonable payment for such service or for any salary or wages due to a director as an employee of the Society where the terms of employment have been approved by the Council;
- 84.3 bona fide remuneration of such amount approved by the Council, to any employee of the Society (other than as a director) in return for services actually rendered;
- 84.4 goods supplied in the ordinary course and usual way of business to the Society;
- 84.5 interest at a rate not exceeding the rate for the time being fixed for the purpose of this provision by the Council from time to time on money borrowed from any member or director; or
- 84.6 reasonable and proper rent for premises demised if let by any member or director.

AUDIT

- 85 A properly qualified auditor or auditors shall be appointed and the auditor's duties regulated in accordance with the Law.

SEAL

- 86 The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a committee of members of the Council or such other persons as are authorised by the Council in that capacity. Every document to which the seal is affixed shall be signed by a member of the Council and be countersigned by another member of the Council or the Secretary, or such other persons as are authorised by the Council.

NOTICES

- 87 Any notice required by law or by or under this Constitution to be given to any member shall be given by sending it by pre-paid post to the member at its registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the second (2nd) day after the date of its posting.
- 88 87.1 Notice of every general meeting shall be given in any manner hereinbefore authorised by this Constitution to -
- 88.1.1 every Member, except those members who (having no registered address within Australia) have not supplied to the Society an address within Australia for the giving of notices to them; and
- 88.1.2 the auditor or auditors for the time being of the Society.
- 88.2 No other person shall be entitled to receive notices of general meetings, unless required by the Council.

DIRECTORS AND OFFICER INDEMNITY AND INSURANCE

- 89 **Indemnity**

To the extent permitted by law, the Society must indemnify every Director and other officer against a liability:

- 89.1 incurred as officer to a person other than the Society unless the liability arises out of conducting involving a lack of good faith; and
- 89.2 for costs and expenses incurred in defending civil or criminal proceedings in which judgment is given in favour of that person or in which that person is acquitted, or in connection with an application in relation to those proceedings in which the court grants relief to that person under the law.

90 Insurance

The Society may enter into any insurance policies it considers prudent.

91 Former officers

The indemnity in favour of Directors and officers under clause 88 is a continuing indemnity. It applies in respect of all acts done by a person while a Director or an officer of the Society even though the person is not a Director or an officer at the time the claim is made.