
Constitution of the Interventional Radiology Society of Australasia Incorporated

Table of Contents

PART I – PRELIMINARY, OBJECTS, NOT-FOR-PROFIT AND WINDING UP	1
1. INTERPRETATION	1
1A. OBJECTS.....	2
1B. APPLICATION OF INCOME FOR OBJECTS ONLY.....	2
1C. WINDING UP AND CANCELLATION.....	2
1D. TRANSFER OF SURPLUS ASSETS – DEDUCTIBLE GIFT RECIPIENTS	3
PART II - MEMBERSHIP	3
2. MEMBERSHIP QUALIFICATIONS.....	3
2A MEMBERSHIP CATEGORIES.....	4
3. NOMINATION FOR MEMBERSHIP	5
4. CESSATION OF MEMBERSHIP	6
5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	6
6. RESIGNATION OF MEMBERSHIP	7
7. REGISTER OF MEMBERS	7
8. FEES, SUBSCRIPTIONS ETC.....	7
9. MEMBERS' LIABILITIES.....	7
9A RESOLUTION OF INTERNAL DISPUTES	8
10. DISCIPLINING OF MEMBERS	8
11. RIGHT OF APPEAL OF DISCIPLINED MEMBER	9
PART III - THE COMMITTEE.....	9
12. POWERS, ETC OF COMMITTEE	9
13. CONSTITUTION AND MEMBERSHIP	10
14. ELECTION OF MEMBERS	11
15. SECRETARY	11
16. TREASURER	12
17. CASUAL VACANCIES	12
18. REMOVAL OF MEMBER.....	12
19. MEETINGS AND QUORUM.....	13
20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE AND SPECIAL INTEREST GROUP.....	14
21. VOTING AND DECISIONS	14
PART IV - GENERAL MEETINGS.....	15

22.	ANNUAL GENERAL MEETINGS - HOLDING OF.....	15
23.	ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT ...	15
24.	SPECIAL GENERAL MEETINGS - CALLING OF.....	15
24A.	SCIENTIFIC MEETINGS – CALLING OF	16
25.	NOTICE.....	16
26.	PROCEDURE.....	17
27.	PRESIDING MEMBER.....	18
28.	ADJOURNMENT.....	18
29.	MAKING OF DECISIONS	18
30.	SPECIAL RESOLUTION.....	19
31.	VOTING.....	19
32.	APPOINTMENT OF PROXIES.....	19
32A.	POSTAL BALLOTS	20
	PART V - MISCELLANEOUS.....	20
33.	INSURANCE	20
34.	FUNDS - SOURCE.....	20
35.	FUNDS - MANAGEMENT	20
36.	ALTERATION OF OBJECTS AND RULES.....	20
37.	COMMON SEAL	20
38.	CUSTODY OF BOOKS ETC.....	21
39.	INSPECTION OF BOOKS ETC	21
40.	SERVICE OF NOTICES.....	21
41.	FINANCIAL YEAR	21
	APPENDIX 1 (Rule 3 (1))	22
	APPENDIX 2 (Rule 32 (2))	23

PART I – PRELIMINARY, OBJECTS, NOT-FOR-PROFIT AND WINDING UP

1. INTERPRETATION

1.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires;

the Act means the Associations Incorporation Act, 2009 (NSW);

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

general meeting means any general meeting of the Association convened pursuant to these Rules including annual general meetings and special general meetings but does not include a Scientific Meeting;

Income Tax Assessment Act means the *Income Tax Assessment Act 1997* (Cth).

the Regulation means the Associations Incorporation Regulation, 2010 (NSW);

Scientific Meeting means a meeting of the Association convened pursuant to Rule 24A;

Secretary means:

- (a) the person holding office under these rules as secretary of the association; or
- (b) where no such person holds that office - the public officer of the association;

special general meeting means a general meeting of the association other than annual general meeting.

1.2 In these rules:

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

1.3 The provisions of the Interpretation Act, 1987 (NSW), apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Interpretation Act, 1987 (NSW).

1A. OBJECTS

1A.1 The objects for which the association is established are:

- (a) to pursue the charitable purposes of advancing health through the speciality of interventional radiology, and principally, to promote the prevention and control of diseases in humans through interventional radiology;
- (b) to do such things as are incidental or ancillary to the attainment of these objects.

1B. APPLICATION OF INCOME FOR OBJECTS ONLY

1B.1 The income and the property of the association, however derived:

- (a) must be applied solely towards the promotion of the objects of the association as set out in clause 1A; and
- (b) may not be paid or transferred to the members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

1B.2 Clause 1B.1 does not prevent payment in good faith to a member, or to a firm of which a member is a partner:

- (a) of reasonable remuneration for services to the association;
- (b) for goods supplied in the ordinary course of business;
- (c) of fair and reasonable interest on money borrowed from a member at a rate not exceeding that fixed for the purposes of this clause by the association in a general meeting; or
- (d) of reasonable rent for premises let by a member.

1C. WINDING UP AND CANCELLATION

1C.1 The association may be wound up by special resolution.

1C.2 In the event of the winding up or the cancellation of the incorporation of the association, the surplus assets of the association must not be distributed to any members or former members.

1C.3 Subject to the Act and any court order made under section 63 of the Act, and subject to clause 1D, the surplus assets must be given or transferred to one or more funds or institutions:

- (a) that has objects similar to, or inclusive of, the association; and
- (b) whose rules or governing document prohibit the distribution of its income and assets among its members to an extent at least as great as imposed on the association under this constitution.

1C.4 The body to which the surplus assets are to be given must be decided by special resolution at or before the time of dissolution.

1D. TRANSFER OF SURPLUS ASSETS – DEDUCTIBLE GIFT RECIPIENTS

1D.1 Where the association has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Income Tax Assessment Act as an entity or in relation to a fund or an institution it operates, then, where:

- (a) the association is wound up;
- (b) the fund or institution is wound up; or
- (c) the endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked;

any surplus:

- (d) gifts of money or property received for the principal purpose of the association, fund or institution (whichever is relevant);
- (e) contributions described in item 7 or 8 of the table in section 30-15 of the Income Tax Assessment Act in relation to a fundraising event held for that purpose; and
- (f) money received by the association because of such gifts or contributions,

remaining after payment of all liabilities must be transferred to one or more funds or institutions that comply with clause 1C.3 and are deductible gift recipients.

1D.2 Where the association operates more than one fund or institution for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked only in relation to one of those funds or institutions then it may transfer any surplus assets of that fund or institution after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

PART II - MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

2.1 A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15(1)(a), (b) or (c) of the Associations Incorporation Act, 1984 (NSW) (now repealed) and has not ceased to be a member of the association at any time after incorporation of the association under the Associations Incorporation Act, 1984 (NSW); or
- (b) the person is a natural person who:
 - (i) is qualified to be either an Active Member, Associate Member, Emeritus Member, Honorary Member, Student Member, Overseas Member or Junior Student Member; and

- (ii) has been nominated for membership of the association as provided by rule 3; and
- (iii) has been approved for membership of the association by the president, secretary or the committee on appeal.

2A MEMBERSHIP CATEGORIES

2A.1 The membership of the Society shall consist of:

- (a) Active Members
- (b) Associate Members
- (c) Emeritus Members
- (d) Honorary Members
- (e) Student Members
- (f) Overseas Members
- (g) Junior Student Members

Hereinafter the words Members or Membership (unless a specific type of member is referred to), when used in this constitution, shall mean any of the foregoing classes of members to which they shall be applicable.

Class (1): Active Members

An active member shall be a member of the Royal Australian and New Zealand College of Radiologists ("the RANZCR") who is engaged in the practice of interventional radiology in Australasia or deemed by the Committee to be so engaged.

Class (2): Associate Members

Associate members shall be active radiographers and nurses in Australasia.

Class (3): Emeritus Members

Emeritus members shall be Active Members who have retired from active practice.

Class (4): Honorary Members

Honorary members shall be individuals who the Committee deems to have made an outstanding contribution to interventional radiology, except those that fit into the above categories.

Class (5): Student Members

Student members shall be members of the RANZCR who are either radiology registrars or undertaking training in interventional radiology.

Class (6): Overseas Members

Overseas members shall be a person who is engaged in the practice of interventional radiology outside of Australia and New Zealand or is an overseas FRANZCR equivalent qualified radiologist (as determined by the executive committee), who is either training in interventional radiology or has completed interventional radiology training and is not a Fellow member of RANZCR. They will have no voting rights

Class (7) Junior Student Members

Junior Student members shall be non-RANZCR accredited registrars, residents, medical students or interns, who have an interest in pursuing a career in interventional radiology. They will have no voting rights.

3. NOMINATION FOR MEMBERSHIP

- 3.1 A nomination of a person for membership of the association:
 - (a) shall only be made by an Active Member of the association in writing in the form set out in Appendix 1 to these rules; and
 - (b) shall be lodged with the secretary of the association.
- 3.2 As soon as practicable after receiving a nomination for membership, the secretary or president shall determine whether to approve or to reject the nomination.
- 3.3 Where the secretary or president determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- 3.4 The secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.
- 3.5 Where the secretary or president determines to reject a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that rejection. The nominee may appeal to the committee within 7 days after notice of the determination is served on the person by lodging with the secretary a notice to that effect.
- 3.6 Upon receipt of a notice from a nominee under clause (5), the secretary shall notify the committee which shall consider the notice at the next committee meeting to be held no earlier than 7 days after the date on which the secretary received the notice.

- 3.7 At the committee meeting referred to in clause (6):
- (a) the secretary or president and the nominee shall be given the opportunity to state their respective cases orally or in writing, or both;
 - (b) the committee members present shall give due consideration to any written representations submitted to the committee by the nominee at or prior to the meeting; and
 - (c) the committee members present (excluding the president, and ignoring the president's exclusion for the purpose of determining whether a quorum is present) shall by resolution determine whether to confirm or to revoke the determination.
- 3.8 Where the committee confirms a determination under clause (7), the secretary shall, as soon as practicable after that confirmation, notify the nominee of that confirmation.
- 3.9 Where the committee revokes a determination under clause (7), the secretary shall, as soon as practicable after that revocation, notify the nominee of that revocation and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- 3.10 The secretary shall, on payment by the nominee of the amounts referred to in clause (9) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.

4. CESSATION OF MEMBERSHIP

A person ceases to be a member of the association if the person;

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the association; or
- (d) fails to pay all his membership fees within fourteen (14) days of the date of a demand by the Committee.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the association:

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

6. RESIGNATION OF MEMBERSHIP

- 6.1 A member of the association is not entitled to resign that membership except in accordance with this rule.
- 6.2 A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period notice, the member ceases to be a member.
- 6.3 Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. REGISTER OF MEMBERS

- 7.1 The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member and the category of membership of that person.
- 7.2 The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

8. FEES, SUBSCRIPTIONS ETC

- 8.1 A member of the association shall, upon admission to membership, pay to the association a fee of \$I or, where some other amount is determined by the committee, of that other amount.
- 8.2 In addition to any amount payable by the member under clause (1), a member of the association shall pay to the association an annual membership fee of \$2, or where some other amount is determined by the committee, of that other amount:
- (a) except as provided by paragraph (b), before 1st July in each calendar year; or
 - (b) where the member becomes a member on or after 1st July In any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

9. MEMBERS' LIABILITIES

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

9A RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983 (NSW).

10. DISCIPLINING OF MEMBERS

10.1 Where the committee is of the opinion that a member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules: or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;

the committee may, by resolution -

- (c) expel the member from the association; or
- (d) suspend the member from membership of the association for a specified period.

10.2 A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.

10.3 Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

10.4 At a meeting of the committee held as referred to in clause (3), the committee shall:

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and

- (c) by resolution determine whether to confirm or to revoke the resolution.
- 10.5 Where the committee confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 11.
- 10.6 A resolution confirmed by the committee under clause (4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 11(4).

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 11.1 A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 10(4), within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- 11.2 Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- 11.3 At a general meeting of the association convened under clause (2):
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Active Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 11.4 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE

12. POWERS, ETC OF COMMITTEE

The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) shall control and manage the affairs of the association:
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and

- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

13. CONSTITUTION AND MEMBERSHIP

- 13.1 The committee shall consist of the office-bearers of the association.
- 13.2 The office-bearers of the association shall be:
 - (a) the president;
 - (b) the past-president (if any);
 - (c) the treasurer; and
 - (d) the secretary.
- 13.3 Each member of the committee other than the past-president shall, subject to these rules, hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
- 13.4 There is no maximum number of consecutive terms for which an office-bearer (other than the president) may hold office.
- 13.5 The president may serve no more than two consecutive terms (being four years in total, assuming the annual general meeting is held on the same day each year), but after the election of another person as president, is eligible for re-election as president.
- 13.6 The president may by notice to the secretary at least 14 days prior the expiry of the person's term as president, and subject to these rules, hold office as past-president without election on and from the expiry of the person's term as president until the conclusion of the second annual general meeting following that expiry, but is thereafter eligible for re-election as president.
- 13.7 In the event of a casual vacancy occurring in the membership of the committee, the committee may:
 - (a) appoint a member of the association to fill the vacancy; or
 - (b) call a general meeting of members in order to move a resolution to appoint a person to fill the casual vacancy,

even if the total number of committee members is not enough to make up a quorum, and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

14. ELECTION OF MEMBERS

- 14.1 Nominations of candidates for election as office-bearers of the association, except for the past-president:
- (a) may only be received for and made by Active Members;
 - (b) shall be made in writing, nominating the office for which election is sought, a brief personal history and other biographical information (no more than 500 words) relevant to the office sought, signed by 2 Active Members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (c) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 14.2 If no nominations are received to fill a vacant position on the committee, further nominations shall be received at the annual general meeting.
- 14.3 If no further nominations are received at the annual general meeting, the vacant position on the committee shall be deemed to be a casual vacancy.
- 14.4 If one nomination is received to fill a vacant position on the committee, the person nominated shall be deemed to be elected.
- 14.5 If the number of nominations received to fill a vacant position on the committee is greater than one, a secret ballot shall be held with the order in which the names of the candidates nominated for each office appear on the ballot paper determined by lot.
- 14.6 Office bearers shall be elected by simple 'first past the post' voting, with no requirement that any one candidate receive a majority of the votes cast. Otherwise, the ballot for the election of office-bearers shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 14.7 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to a higher office at the same election.

15. SECRETARY

- 15.1 The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 15.2 It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.

- 15.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

16. TREASURER

It is the duty of the treasurer of the association to ensure that:

- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

17. CASUAL VACANCIES

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the association;
- (c) becomes an insolvent under administration within the meaning of Corporations Law;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 18;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

18. REMOVAL OF MEMBER

- 18.1 The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- 18.2 Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. MEETINGS AND QUORUM

- 19.1 The committee shall meet at least 2 times in each period of 12 months at such place and time as the committee may determine.
- 19.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 19.3 Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- 19.4 Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 19.5 If a person is serving as past-president, any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. If no person is serving as past-president, any 2 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 19.6 Subject to rule 13.5, no business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 19.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 19.8 At a meeting of the committee;
- (a) the president or, in the president's absence, the secretary, shall preside; or
 - (b) if the president and the secretary are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.
- 19.9
- (a) A meeting of the Committee may be held with one or more of the Committee Members taking part by telephone, and such Committee Member shall be regarded as present at the meeting if the meeting is so conducted so that such Committee Member or Committee Members is or are able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting.
 - (b) A meeting conducted in accordance with subparagraph (a) above, shall be deemed to be held at such place as shall be agreed upon by the Committee

Members, provided that at least one of the Committee Members present at the meeting was at such place for the duration of that meeting.

20. DELEGATION BY COMMITTEE TO SUB-COMMITTEE AND SPECIAL INTEREST GROUP

- 20.1 The committee may, by instrument in writing, delegate to one or more subcommittees or Special Interest Groups (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 20.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee or Special Interest Group in accordance with the terms of the delegation.
- 20.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 20.4 Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- 20.5 Any act or thing done or suffered by a sub-committee or Special Interest Group acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 20.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 20.7 A sub-committee or Special Interest Group may meet and adjourn as it thinks proper as outlined in the Terms of Reference.

21. VOTING AND DECISIONS

- 21.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 21.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 21.3 Subject to rule 19(5), the committee may act notwithstanding any vacancy on the committee.

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

PART IV - GENERAL MEETINGS

22. ANNUAL GENERAL MEETINGS - HOLDING OF

With the exception of the first annual general meeting of the association, the association shall:

- (a) at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association; or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation,

convene an annual general meeting of its members.

23. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

23.1 The annual general meeting of the association shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the committee thinks fit.

23.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
- (c) to elect office-bearers of the association; and
- (d) to receive and consider any financial statement or report which is required to be submitted to members under the Act.

23.3 An annual general meeting shall be specified as such in the notice convening it.

24. SPECIAL GENERAL MEETINGS - CALLING OF

24.1 Any member of the committee may, whenever the person thinks fit, convene a special general meeting of the association.

24.2 The committee shall, on the requisition in writing of not less than 5 per cent of the total number of Active Members, convene a special general meeting of the association.

24.3 A requisition of members for a special general meeting;

- (a) shall state the purpose or purposes of, and any one or more resolutions to be moved at, the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

24.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

24.5 A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

24A. SCIENTIFIC MEETINGS – CALLING OF

24A.1 Scientific Meetings of the Association shall only be convened by the Committee and shall be convened on such date and at such place and time as the Committee thinks fit.

24A.2 A Scientific Meeting shall be specified as such in the notice convening it.

25. NOTICE

25.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting or Scientific Meeting, cause to be sent by pre-paid post to each member entitled to attend such meeting at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

25.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member entitled to attend such meeting in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

25.3 No business other than that specified in the notice convening a general meeting or Scientific Meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23(2).

25.4 An Active Member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who shall include that business in the

next notice calling a general meeting given after receipt of the notice from the Active Member.

- 25.5 A Member desiring to bring any business before a Scientific Meeting may give notice in writing of that business to the secretary, who shall include that business in the next notice calling a Scientific Meeting if the Committee in its absolute discretion decides such business appropriate for a Scientific Meeting convened after receipt of the notice from the Member.

26. PROCEDURE

- 26.1 Only Active Members may attend a general meeting of the Association however attendance at Scientific Meetings is open to all members.
- 26.2 No item of business shall be transacted at a general meeting or a Scientific Meeting unless a quorum of members entitled under these rules to attend such meetings is present during the time the meeting is considering that item.
- 26.3 A quorum for the transaction of any business at:
- (a) an annual general meeting of the Association shall be ten Active Members present in person;
 - (b) a general meeting of the Association shall be five Active Members present in person; or
 - (c) a Scientific Meeting of the Association shall be five members present in person.
- 26.4 If within half an hour after the appointed time for the commencement of a general meeting or a Scientific Meeting a quorum is not present, the meeting;
- (a) if convened upon the requisition of members shall be dissolved; and
 - (b) in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 26.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting then:
- (a) if the meeting is an adjourned annual general meeting then not less than six Active Members present shall constitute a quorum; or
 - (b) if the meeting is an adjourned general meeting then not less than three Active Members present shall constitute a quorum; or
 - (c) if the meeting is an adjourned Scientific Meeting not less than three Members present shall constitute a quorum.

27. PRESIDING MEMBER

- 27.1 The president or, in the president's absence, the secretary, shall preside as chairperson at each general meeting or Scientific Meeting of the association,
- 27.2 If the president and the secretary are absent from a general meeting, Scientific Meeting or unwilling to act, the members present and entitled to vote shall elect one of their number to preside as chairperson at the meeting.

28. ADJOURNMENT

- 28.1 The chairperson of a general meeting or Scientific Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 28.2 Where a general meeting or Scientific Meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association entitled to attend such general meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 28.3 Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or Scientific Meeting of the business to be transacted at an adjourned meeting is not required to be given.

29. MAKING OF DECISIONS

- 29.1 Except if otherwise specified in these rules, a question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 29.2 At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 29.3 Where a poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- 29.4 Any question arising or business conducted at a Scientific Meeting shall be determined on a show of hands only.

30. SPECIAL RESOLUTION

A resolution of the association is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

31. VOTING

- 31.1 Voting at all general meetings is restricted to Active Members only whilst all members present at any particular Scientific Meeting may vote in the manner stated at sub rule 29(4).
- 31.2 Upon any question arising at a Scientific Meeting of the Association each member has one vote only.
- 31.3 Upon any question arising at a general meeting of the association, an Active Member has one vote only and only Active Members may exercise other Active Members rights to vote by proxy at general meetings as set out hereunder.
- 31.4 All votes shall be given personally or by proxy but no Active Member may hold more than 5 proxies.
- 31.5 In the case of an equality of votes on a question at a general meeting or Scientific Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 31.6 An Active Member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

32. APPOINTMENT OF PROXIES

- 32.1 Each Active Member shall be entitled to appoint another Active Member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 32.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

32A. POSTAL BALLOTS

32A.1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under rule 11 or to elect office-bearers of the association under rule 14).

32A.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART V - MISCELLANEOUS

33. INSURANCE

33.1 The association shall effect and maintain insurance required by the Act.

33.2 In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

34. FUNDS - SOURCE

34.1 The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

34.2 All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

34.3 The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35. FUNDS - MANAGEMENT

35.1 Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

36. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

37. COMMON SEAL

37.1 The common seal of the association shall be kept in the custody of the public officer.

37.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either

of 2 members of the committee or of 1 member of the committee and of the public officer.

38. CUSTODY OF BOOKS ETC

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

39. INSPECTION OF BOOKS ETC

The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

40. SERVICE OF NOTICES

40.1 For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

40.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. FINANCIAL YEAR

The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

**APPENDIX 1
(Rule 3 (1))**

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

The Interventional Radiology Society of Australasia Incorporated
(incorporated under the Associations Incorporation Act, 1984)

.....
(full name of applicant)

.....
(address)

..... hereby apply to become
(occupation)

___ member of the above named incorporated association. In the event of my admission as member, I agree to be bound by the rules of the association for the time being in force.

.....
Signature of applicant

Date

....., an Active Member of the association,
(full name)

I nominate the applicant, who is personally known to me, for membership of the association.

.....
Signature of proposer

Date

....., an Active Member of the association,
(full name)

I second the nomination of the applicant, who is personally known to me, for membership of the association.

.....
Signature of seconder

Date

**APPENDIX 2
(Rule 32 (2))**

FORM OF APPOINTMENT OF PROXY

.....
(full name)

.....
(address)

an Active member of The Interventional Radiology Society of Australasia
Incorporated

I hereby appoint.....
(name of proxy)

.....
(address)

I, an Active member of that incorporated association, as my proxy to vote for me on my behalf
at the next general meeting of the association (annual general meeting or special general meeting, as the
case may be) to be held on the day of 20.... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details)

(To be inserted if desired)

.....
Signature of member appointing proxy

Date.....