

RULES OF AUSTRALIAN AND AOTEAROA NEW ZEALAND GASTRIC AND OESOPHAGEAL SURGICAL ASSOCIATION INC

SECTION A - NAME, DEFINITIONS, OBJECTS & POWERS

1 NAME

The incorporated association is Australian And Aotearoa New Zealand Gastric And Oesophageal Surgical Association Inc (“**AANZGOSA**”).

2 DEFINITIONS AND INTERPRETATION

2.1 In these rules:

- 2.1.1 “**Absolute Majority**” means a majority of the votes of all Directors entitled to vote at the time, whether or not those Board members are present, and whether or not they vote;
- 2.1.2 “**Act**” means the *Associations Incorporation Act 1985*;
- 2.1.3 “**Annual Subscription**” means the annual amount determined by the Board in accordance with Rule 9.1;
- 2.1.4 “**Application Fee**” means the amount determined by the Board in accordance with Rule 9.1 (if any);
- 2.1.5 “**Associate Member**” means a Member who is admitted to the class of ‘Associate Membership’ pursuant to Rule 7;
- 2.1.6 “**Board**” means the committee of management of the AANZGOSA;
- 2.1.7 “**By-Law**” means any by-law made under Rule 30;
- 2.1.8 “**Chairperson**” means the person appointed by the Board under Rule 22.4 as chairperson (if someone has been appointed);
- 2.1.9 “**Convene**” means call and arrange to hold, and includes setting the date, time and place of the meeting;
- 2.1.10 “**Director**” means a member of the Board;
- 2.1.11 “**Executive**” means the executive committee of the Board established pursuant to Rule 20.1;
- 2.1.12 “**Financial Year**” means the year ending on 30 June;
- 2.1.13 “**Full Member**” means a Member who is admitted to the class of ‘Full Membership’ pursuant to Rule 7;

- 2.1.14 “**Liability**” includes costs, charges, losses, damages, expenses and penalties;
- 2.1.15 “**Member**” means a member of the AANZGOSA;
- 2.1.16 “**Objects**” means the objects contained in Rule 3;
- 2.1.17 “**Office**” means the registered office for the time being of the AANZGOSA;
- 2.1.18 “**Officer**” means:
- (a) a Director;
 - (b) a person appointed to a committee established by the Board in accordance with the Rules; or
 - (c) a person appointed a trustee by, or acting as trustee at the express request of the AANZGOSA;
- 2.1.19 “**Proceedings**” means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer, or in the course of acting in connection with the affairs of the AANZGOSA, or otherwise arising out of the Officer’s holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust, or breach of duty in relation to the AANZGOSA);
- 2.1.20 “**Public Officer**” means the person referred to in Rule 19;
- 2.1.21 “**Register**” means the register of Members of the AANZGOSA to be kept pursuant to the Act;
- 2.1.22 “**Rule**” means a rule of the Rules;
- 2.1.23 “**Rules**” means the rules of the AANZGOSA for the time being in force; and
- 2.1.24 “**To the Relevant Extent**” means:
- (a) to the extent the AANZGOSA is not precluded by law from doing so; and
 - (b) to the extent, and for the amount that the Officer is not otherwise entitled, to be indemnified and is not otherwise actually indemnified.
- 2.2 Unless the contrary intention appears in the Rules:
- 2.2.1 words importing the singular include the plural, and words importing the plural include the singular;
 - 2.2.2 words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);
 - 2.2.3 a reference to a person includes that person’s successors, legal personal representatives and permitted transferees;

- 2.2.4 a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
- 2.2.5 where a word or phrase is defined in the Rules the word or phrase has the same meaning throughout the Rules.
- 2.3 In the Rules headings and boldings are for convenience only and do not affect its interpretation.

3 OBJECTS

The objects of the AANZGOSA are to:

- 3.1 provide a forum for discussions and meetings of people with an interest and/or expertise in conditions relating to Gastric and Oesophageal disease;
- 3.2 improve research, teaching and clinical practice in Gastric and Oesophageal disease;
- 3.3 foster training in Gastric and Oesophageal disease through travelling fellowships and other training opportunities;
- 3.4 interact, collaborate and/or be affiliated with regional and international associations whose objects are similar to that of the AANZGOSA, or whose objects compliment those of the AANZGOSA;
- 3.5 provide a forum for the presentation of scientific and clinical subjects in Gastric and Oesophageal disease;
- 3.6 to act in the best interests of all Members; and
- 3.7 do such things as may be incidental or conducive to the attainment of the objects set out in this Rule 3.

4 LEGAL CAPACITY AND POWERS

Solely for the purpose of carrying out the Objects, the AANZGOSA may, in any manner permitted by the Act:

- 4.1 exercise any power;
- 4.2 take any action; or
- 4.3 engage in any conduct or procedure,

which, it may exercise, take or engage in if authorised by the Rules.

SECTION B - FINANCES

5 SOURCES OF FUNDS

The funds of the AANZGOSA shall be derived from:

- 5.1 donations, devises and bequests;
- 5.2 revenue from legitimate earnings (including fund raising and investments);
- 5.3 Annual Subscriptions and Application Fees; and
- 5.4 such other sources as the Board may determine.

6 USE OF INCOME, ASSETS AND PROFITS

- 6.1 The AANZGOSA may only use its income, assets and profits for its Objects.
- 6.2 Subject to Rule 6.3, the AANZGOSA must not distribute any of its profit, income or assets directly or indirectly to its Members.
- 6.3 The Rules do not prevent the AANZGOSA from:
 - 6.3.1 paying remuneration to any officers, servants or employees of the AANZGOSA, for any services actually rendered; or
 - 6.3.2 paying its Members or Directors:
 - (a) reimbursements for expenses properly incurred by them; or
 - (b) for goods supplied and services provided by them;if this is done in good faith on terms no more favourable than if the Member or Director were not a Member or Director.
- 6.4 The AANZGOSA must not pay fees directly or indirectly to its Board, other than as permitted under the Rules.
- 6.5 The AANZGOSA may only make payments to its Board if the payment has been specifically approved by resolution of the Board.

SECTION C - MEMBERS

7 MEMBERSHIP

7.1 Classes of Membership

Membership shall be available in the following classes:

7.1.1 **Full Members** - shall be open to applicants who have a significant interest in Gastric and/or Oesophageal surgery practice and are either:

- (a) a Fellow of the Royal Australasian College of Surgeons; or
- (b) a Fellow or member of a specialist training College or provider, which is equivalent to Fellowship of the Royal Australasian College of Surgeons and which is recognised by the Board for membership purposes.

Full Members have full voting rights;

7.1.2 **Associate Members** – shall be open to applicants who are either:

- (a) a 'trainee', who is enrolled in a training program in surgery in Australia or New Zealand;
- (b) a former Fellow of the Royal Australasian College of Surgeons, or equivalent under Rule 7.1.1, who was active in Gastric and/or Oesophageal surgery practice; or
- (c) health professionals working in the area of Gastric and/or Oesophageal practice.

Associate Members are able to take part in the discussions of the affairs of the AANZGOSA at any general meeting of the AANZGOSA, but have no voting rights;

7.1.3 **Life Members** - shall be open to Members who have given distinguished and conspicuous service to the AANZGOSA and who are, on the nomination and request of the Board, invited to become a Life Member of the AANZGOSA.

Life Members have full voting rights;

7.1.4 **Honorary Members** - the Board may admit any person as an Honorary Member of the AANZGOSA at its discretion for such period and on such terms as it may determine (if any).

Honorary Members shall be people who, in the opinion of the Board, are of national or international eminence or standing or have rendered

exceptional service to the AANZGOSA or to the science and practice of Gastric and/or Oesophageal surgery.

Honorary Members are able to take part in the discussions of the affairs of the AANZGOSA at any general meeting of the AANZGOSA but have no voting rights.

7.2 Members

The following persons are Members:

- 7.2.1 those persons who are Members as at the date of adoption of the Rules; and
- 7.2.2 any other person who becomes a Member by virtue of Rule 7.

7.3 Admission to membership

Subject to the Rules, a person is entitled to be admitted to membership of the AANZGOSA, if:

- 7.3.1 they are eligible to become a member in accordance with the Rules;
- 7.3.2 they apply to become a member in accordance with Rule 7.4; and
- 7.3.3 their application for membership is approved by the Board in accordance with Rule 7.5.

7.4 Applications

Applications for membership must be:

- 7.4.1 in writing in the form determined by the Board from time to time, stating that the applicant:
 - (a) wishes to become a member of the AANZGOSA; and
 - (b) supports the Objects;
- 7.4.2 signed by the applicant and a Member who supports the application; and
- 7.4.3 lodged with the Board.

7.5 Board to approve applications for membership

- 7.5.1 Applications for membership shall be considered by the Board at the first regular meeting of the Board following the receipt of the application unless it is impractical to do so.
- 7.5.2 The Board must:
 - (a) by resolution approve or reject the application; and
 - (b) notify the applicant in writing whether the application has been approved or rejected.
- 7.5.3 If the Board approves the application:

- (a) the Board shall request the applicant pay within a period of 28 days after the date of the Board meeting the amount payable under the Rules as the Application Fee and the first year's Annual Subscription;
- (b) the name and address of the new member, and the date of becoming a member, must be entered in the Register within 7 days of the receipt of the amounts referred to in Rule 7.5.3(a); and
- (c) the applicant becomes a member from the date of the applicant is recorded in the Register, in accordance with Rule 7.5.3(b).

7.5.4 The decision of the Board on an application for Membership, and as to the class (if any), of Membership for which the applicant is eligible shall be final and conclusive and binding on the applicant. The Board is:

- (a) not bound to acknowledge or take into account comments received from existing Members; and
- (b) not required to give any reason for the rejection of any application for Membership.

8 RIGHTS AND OBLIGATIONS OF MEMBERS

- 8.1 Save as set out in the Rules, the rights and benefits, duties and obligations, and status of Members, within the various classes of Membership which may exist from time to time shall be defined by the By-Laws.
- 8.2 The rights of Members are not transferable, and end when the Member ceases to be a Member in accordance with Rule 10.
- 8.3 The Rules constitute the terms of an enforceable contract between the AANZGOSA and each Member.

9 APPLICATION FEE AND ANNUAL SUBSCRIPTIONS

- 9.1 The Board may by resolution set:
 - 9.1.1 an Application Fee payable by Members upon being admitted to membership; and
 - 9.1.2 an Annual Subscription.
- 9.2 The amount of the Application Fee and Annual Subscription and the date for payment for either may vary according to criteria set by the Board in the resolution.
- 9.3 The voting and other rights of Members who have not paid any amounts payable under Rule 9.1 by the due date for payment are suspended until the relevant amount is paid, subject to Rule 15.8.6.

10 RESIGNATION, DISCIPLINE AND EXPULSION OF MEMBERS

10.1 Resignation

- 10.1.1 A Member may at any time, by giving at least 3 months notice in writing to the Board, resign their membership of the AANZGOSA.

- 10.1.2 Upon the giving of a notice referred to in Rule 10.1.1 any moneys due to the AANZGOSA from the resigning member will be a debt due and payable on demand.

10.2 Discipline & Expulsion

- 10.2.1 The Board may, by resolution passed by an Absolute Majority:
- (a) suspend or expel a Member; or
 - (b) fine a Member,
- for,
- (c) failing to comply with the Rules, or any resolutions of a general meeting of the AANZGOSA; or
 - (d) conduct prejudicial to the interests of the AANZGOSA.
- 10.2.2 Before fining, suspending or expelling any Member the Board must give notice in writing to that Member of the Board's intention to do so and stating the Board's reason for the proposed fine, suspension or expulsion.
- 10.2.3 The notice given under Rule 10.2.2 must specify a time and place at which the Member may appear before the Board to show cause why the Member should not be fined, suspended or expelled, such time to be not less than 14 days from the date of the notice
- 10.2.4 Any Member fined, suspended or expelled pursuant to this Rule 10.2 may call a special general meeting to appeal against the decision of the Board. Such meeting shall be held within 21 days after the Board resolves to fine, suspend or expel the Member. If at such general meeting three quarters of the Members present and entitled to vote, vote in favour of confirmation of the fine, suspension or expulsion, the fine, suspension or expulsion is confirmed. In any other case, the fine, suspension or expulsion is revoked.
- 10.2.5 At a special general meeting of Members convened under Rule 10.2.4:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

10.3 Cessation of membership

- 10.3.1 Members cease to be members on:
- (a) resignation, expulsion, death or ceasing to have legal capacity; and

- (b) ceasing to be qualified to practice as a surgeon, in the case of Full Members, other than because of retirement from active surgical practice.

10.3.2 If a Member ceases to be a member, the date of ceasing to be a Member must be entered in the Register.

11 PRIVACY OF MEMBERS

11.1 Personal information about Members is collected for the purpose of membership, which may mean that it is disclosed to other persons and made available for inspection by other persons.

11.2 Any Member who's details change, or who would like to update or access their personal information should contact the Board.

12 REGISTER OF MEMBERS

The Board must keep and maintain a register of Members in which shall be entered the full name, address, and date of entry of the name of each Member.

13 LIABILITY OF MEMBERS

13.1 Unless otherwise provided in the Rules, Members are not liable by reason only of their membership to contribute towards the payment of the debts and liabilities of the AANZGOSA or the costs, charges and expenses of the winding up of the AANZGOSA.

13.2 Members are liable for any unpaid fees or levies, under Rule 9.

SECTION D - GENERAL MEETINGS

14 MEETINGS OF MEMBERS

14.1 Annual general meeting

- 14.1.1 The Board must Convene an annual general meeting of the Members to be held, as required by the Act.
- 14.1.2 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
 - (1) the last annual general meeting; and
 - (2) any special general meetings since the last annual general meeting;
 - (b) consider the statement submitted by the AANZGOSA to the Commissioner of the Office of Fair Trading pursuant to the Act;
 - (c) to receive from the Board reports upon the activities of the AANZGOSA during the last Financial Year;
 - (d) to receive reports of the auditors of the AANZGOSA (if any);
 - (e) to appoint and fix the remuneration of one or more auditors (if any);
 - (f) to receive as President the President Elect;
 - (g) to receive other Directors in place of those retiring or ceasing to hold office; and
 - (h) to transact any other business which under the Rules or the Act ought to be transacted at an annual general meeting.
- 14.1.3 No business shall be transacted at an annual general meeting other than:
- (a) the ordinary business referred to in Rule 14.1.2; and
 - (b) any special business set out in the notice of meeting.

14.2 Special general meetings

- 14.2.1 A general meeting of Members other than the annual general meeting shall be called a special general meeting.
- 14.2.2 The Board may Convene a special general meeting.

- 14.2.3 The Board must Convene a special general meeting if requested in writing by at least 25% of the total number of the Members who are entitled to vote.
- 14.2.4 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the Office and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 14.2.5 If the Board does not call a special general meeting within one month after the date on which the requisition is received by the AANZGOSA, the members making the requisition, or any of them, may Convene a special general meeting to be held not later than 3 months after than date.
- 14.2.6 A special general meeting, convened by Members in pursuance of the Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, provided that:
- (a) all reasonable expenses incurred in convening the meeting shall be refunded by the AANZGOSA to the persons incurring the expenses; and
 - (b) notice of the meeting must be given to all the Directors.
- 14.2.7 Special general meetings may only consider business of which notice has been given in accordance with Rule 14.3.

14.3 Notice of general meetings

- 14.3.1 Subject to the provisions of the Act, and the Rules, not less than 21 clear days notice of a general meeting shall be given in the manner provided in Rule 32 to the Members and to the auditors of the AANZGOSA (if any), specifying the place, day and hour of the meeting and in the case of special business the general nature of that business.
- 14.3.2 The accidental omission to give notice of a general meeting to, or the non-receipt of any such notice by, any of the Members shall not invalidate any resolution passed at any such meeting.
- 14.3.3 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Board, who shall request the Board include that business in the notice calling the next general meeting after the receipt of the notice.

14.4 Postal Ballots

- 14.4.1 Subject to the provisions of the Act, whenever the Board 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 AANZGOSA by means of a postal ballot in such form and returnable in such manner as the Board decides, provided that notice of any postal ballot shall be given to each Member in the manner provided in Rule 14.3.
- 14.4.2 A resolution approved by a majority or specific majority of the Members voting by such 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 AANZGOSA competent to pass such a resolution.

14.5 Use of Technology

General meetings may be held at more than one place, provided that the technology that is used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

15 PROCEEDINGS AT GENERAL MEETINGS

15.1 Quorum

15.1.1 No business shall be transacted at a general meeting unless a quorum is present at the commencement of business.

15.1.2 The quorum for consideration of the business of a general meeting is the presence in person, by representative or by proxy of at least 25% of the Members entitled to vote.

15.2 Chairperson

The Chairperson is entitled to act as chairperson of general meetings, but if no such Chairperson has been appointed, or if at any meeting the Chairperson or is not present within 10 minutes after the time appointed for holding the meeting, or unwilling to act, the Directors present may choose one of their number to be chairperson of the meeting

15.3 Absence of quorum

If within half 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 Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 20% of the Members) shall be a quorum. If at least 20% of Members are not present the meeting shall be dissolved.

15.4 Adjournment of meeting

The chairperson of a meeting 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 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

15.5 Poll

15.5.1 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:

(a) by the chairperson of the meeting;

- (b) by at least three Members who are entitled to vote, whether present in person, by representative or by proxy; or
- (c) by any 2 Directors.

15.5.2 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 AANZGOSA shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

15.6 Manner of taking poll

If a poll is duly demanded it shall be taken in such a 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 a question of adjournment shall be taken forthwith.

15.7 Casting vote by chairperson

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.

15.8 Voting

15.8.1 Each Full Member and Life Member has one vote.

15.8.2 Each Full Member and Life Member who has the right to vote may vote:

- (a) in person;
- (b) by the appointment of a single proxy, who shall be entitled to vote on a show of hands as well as on a poll; or
- (c) by attorney.

15.8.3 A proxy, attorney or representative must be a Member and may be appointed for all, any number of, or for a particular meeting.

15.8.4 The decision of the chairperson of a meeting as to the validity of a proxy or power of attorney shall be final and conclusive.

15.8.5 Where a person present at a general meeting represents personally or by proxy, attorney or representative of more than one Full Member or Life Member, the following rules apply to a vote taken on a show of hands:

- (a) the person is entitled to one vote only despite the number of Members the person represents; and
- (b) the person's vote will be taken as having been cast for all the Members the person represents.

15.8.6 Full Members and Life Members are not entitled to vote at a general meeting unless all moneys due and payable by the Member to the AANZGOSA have been paid in full.

15.9 Qualification of voters

An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chairperson of the meeting, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

15.10 Proxies

15.10.1 An appointment of a proxy is valid if it meets the requirements of the Act and the Rules.

15.10.2 The instrument appointing a proxy shall be in writing under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be lodged with the Board at the Office not less than 24 hours before the proxy purports to vote at any general meeting of the AANZGOSA. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Full Member and Life Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.

15.10.3 The instrument appointing a proxy may be in the following form or in a common or usual form:

"To: Australian And Aotearoa New Zealand Gastric And Oesophageal Surgical Association Inc

I of being a member of Australian And Aotearoa New Zealand Gastric And Oesophageal Surgical Association Inc ("the AANZGOSA") who is entitled to vote, hereby appoint

..... of or failing them of (who are Members of the AANZGOSA) as my proxy to vote on my behalf at the general meeting of the AANZGOSA to be held on the day of and at any adjournment thereof.

The 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 they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.

*Strike out whichever is not desired."

- 15.10.4 Unless the AANZGOSA has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies;
 - (b) the Member is mentally incapacitated;
 - (c) the Member revokes the proxy's appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by a third party.
- 15.10.5 The appointment of a proxy or attorney is not revoked by the appointer attending the general meeting, but:
- (a) if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on that resolution; and
 - (b) if the appointer otherwise takes part in the meeting in relation to a resolution the proxy or attorney must not take part in the meeting in relation to that resolution.

16 SCIENTIFIC MEETINGS

- 16.1 Scientific meetings of the AANZGOSA may be held either in association with meetings of other professional bodies or associations, or independently. The purpose of the scientific meetings is the presentation of scientific or educational papers and reports.
- 16.2 The AANZGOSA, through its Board, will appoint a convenor for any scientific meeting in which the AANZGOSA is to participate, or convene.
- 16.3 A scientific meeting of the AANZGOSA is not a general meeting of the AANZGOSA.

SECTION E - BOARD OF MANAGEMENT

17 BOARD OF DIRECTORS

17.1 Board of Management

The affairs of the AANZGOSA shall be managed by a Board of Directors constituted as provided in this Rule 17.

17.2 Holding office

Subject to the Rules, a Director shall hold office until the close of the annual general meeting referred to in Rule 17.4.

17.3 Number of Directors

17.3.1 Subject to the Rules, there shall be such number of Directors not less than 5 nor more than 10 as the Full Members and Life Members may determine by resolution passed at a general meeting.

17.3.2 The Board will consist of:

- (a) a President;
- (b) a President Elect, but only in every third year. In each year that there is no President Elect because the President Elect has become the President and a new President Elect has not been elected, the Board may co-opt an additional member to the Board; and
- (c) up to 8 other ordinary directors.

17.4 Retirement of Directors

17.4.1 The President shall hold office for 3 successive annual general meetings and shall, therefore, retire from office at the conclusion of the third annual general meeting following their appointment. The President may only hold office for more than 3 successive annual general meetings if that period is exceeded by reason of the person becoming President on a casual vacancy, in which case he or she will hold office in accordance with Rule 17.10.2.

17.4.2 The President Elect shall become the President at the annual general meeting following his or her election as President Elect.

17.4.3 At each annual general meeting of the AANZGOSA at least one third, or the number nearest one third, of the ordinary Directors for the time being (being Directors other than the President and the President-Elect), shall retire from office.

17.4.4 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.

17.4.5 A retiring Director shall be eligible for re-election, provided that:

- (a) no Director shall not hold office for more than 9 successive annual general meetings; and
- (b) no Director is entitled to be nominated or appointed as the President Elect within 3 years after he or she has most recently held office as President.

17.5 Qualification of Directors

No person is eligible to be appointed or act as a Director of the AANZGOSA unless:

17.5.1 that person is a Member;

17.5.2 that person is over the age of 18 years; and

17.5.3 that person is not prohibited or disqualified or otherwise prevented from acting as a director of a company under the *Corporations Act 2001* (Cth) or the *Companies Act 1993* (New Zealand).

17.6 Appointment of Directors

17.6.1 Subject to the Rules, the Directors will be appointed at an annual general meeting of the AANZGOSA.

17.6.2 At each annual general meeting immediately preceding the general meeting at which the President is to retire pursuant to Rule 17.4.1 (that is, every three years commencing in 2007), those Members entitled to vote shall elect, from the candidates nominated pursuant to Rule 17.6.5, a President Elect. In the event that more than one nomination for the position of President Elect is received, a postal ballot will be conducted in accordance with Rule 17.7.

17.6.3 At an annual general meeting at which an ordinary Director retires in accordance with Rule 17.2, the Members who are entitled to vote shall fill each vacated office or offices by appointing a duly qualified person. The retiring Director, if offering himself or herself for re-election and not being prevented by the Rules or the Act from holding office as a Director, shall be deemed to have been re-elected, unless:

- (a) at the meeting it is expressly resolved not to fill the vacated office; or
- (b) nominations for the vacated position are received, in which case the retiring Director will be deemed to be a candidate for the vacated position and will be eligible for election in accordance with Rule 17.7.

17.6.4 The Board must call for nominations for each position to be filled at each annual general meeting at least 45 days before the date fixed for an annual general meeting.

- 17.6.5 Nominations for candidates for the position of a director:
- (a) shall be in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (b) must contain or be accompanied by a brief statement from the candidate outlining their skills and experience, and how they propose to fulfil their commitments as a Director and add value to the AANZGOSA; and
 - (c) shall be delivered to the Board not less than 30 days before the date fixed for an annual general meeting.

17.7 Voting for new or additional Directors

- 17.7.1 If required, the Board will be elected by postal ballot (in a form determined by the Board). Such elections must be completed not less than 7 days prior to the annual general meeting.
- 17.7.2 If only one nomination for each vacancy, or new position is received, the candidate/s nominated shall be deemed to be elected.

17.8 Office Bearers

At the first meeting of the Board following the annual general meeting of the Members, the Directors present may choose from their number the following office bearers:

- 17.8.1 Vice President;
- 17.8.2 Secretary; and
- 17.8.3 Treasurer.

17.9 Removal of Directors and vacation of office

The office of a Director will become vacant if the Director:

- 17.9.1 dies;
- 17.9.2 ceases to be a Director or is disqualified from being a director pursuant to the *Corporations Act 2001* (Cth);
- 17.9.3 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;
- 17.9.4 resigns his or her office by notice in writing to the AANZGOSA;
- 17.9.5 for more than 3 months is absent without permission of the Board from meetings of the Board held during that period;
- 17.9.6 has a material personal interest in a matter relating to the affairs of the AANZGOSA and fails to give the other Directors notice of the interest;
- 17.9.7 becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or

17.9.8 ceases to be a Member.

17.10 Power of Board to fill casual vacancies, etc.

17.10.1 Subject to Rule 17.10.2, the Board shall have power at any time, and from time to time, to appoint a qualified person as a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed or determined by or pursuant to Rule 17.2. Any Director so appointed shall hold office only until the next following annual general meeting of the AANZGOSA but shall, subject to the provisions of the Rules, be eligible for re-election at such meeting.

17.10.2 In the event of:

- (a) a casual vacancy occurring in the office of President, the President Elect shall become President forthwith and continue as such until the conclusion of annual general meeting at which the former President was to retire, provided that the filling the vacated position the President Elect may remain as the President for the term for which they were first elected; and
- (b) a casual vacancy in the office of President Elect, whether by reason of the President Elect becoming President or a casual vacancy occurring in that office or for any other reason, the Board shall appoint from amongst the Members a President Elect who shall hold office for the remainder of the term of office of the former President Elect and who shall become President as provided in Rule 17.4.2.

17.10.3 Subject to the Rules, the Board may continue to act notwithstanding a vacancy on the Board, but so that if the number of directors falls below 5, then the Board shall not, except in the case of emergencies, or for the purpose of filling up vacancies, or convening a general meeting of the AANZGOSA, act so long as the number is below the minimum.

18 POWERS AND DUTIES OF THE BOARD

18.1 General powers

The Board:

18.1.1 may, subject to the Rules and the Act, exercise all such powers and functions as may be exercised by the AANZGOSA other than those powers and functions that are required by the Rules to be exercised by general meetings of the members of the AANZGOSA.

18.1.2 subject to the Rules and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the AANZGOSA; and

18.1.3 may delegate exclusively or non-exclusively any of its powers and/or functions (not being duties imposed on the Board as the directors of the AANZGOSA by the Act or the general law) as the Board thinks fit; and

18.1.4 the Association shall have all the powers conferred by Section 25 of the Act.

18.2 Duties

The Board has the duties prescribed by the Act, and those of:

- 18.2.1 proper use of information;
- 18.2.2 proper use of position; and
- 18.2.3 disclosure of conflicts of interest.

18.3 Liability

Board members are not liable by reason only of their Board membership to contribute towards the payment of the debts and liabilities of the AANZGOSA or the costs, charges and expenses of the winding up of the AANZGOSA.

19 PUBLIC OFFICER

- 19.1 The Board shall appoint someone from amongst its number to be the public officer of the AANZGOSA, for the purposes of the Act.
- 19.2 The public officer of the AANZGOSA and shall carry out such functions as are required under the Act and the Rules to be carried out by the public officer.

20 EXECUTIVE

- 20.1 The Board may establish an 'Executive' consisting of:
 - 20.1.1 the President;
 - 20.1.2 the President Elect, or if there is no President Elect, the Vice President;
 - 20.1.3 the Secretary; and
 - 20.1.4 the Treasurer.
- 20.2 Subject to the Rules, and any resolution of the Board to the contrary, the Executive shall exercise all of the powers of the Board (other than the power to make By-Laws) between meetings of the Board.
- 20.3 The provisions of Rule 22 in respect of proceedings of the Board shall apply *mutatis mutandis* to proceedings of the Executive as if, unless the context otherwise requires, a reference to the Board therein were a reference to the Executive, save that the period of notice in Rule 22.1.3 shall be 24 hours notice, in relation to any meeting of the Executive.
- 20.4 The Executive shall meet regularly, as it may determine and:
 - 20.4.1 make such recommendations to the Board as it deems necessary regarding the finances and administration of the AANZGOSA;
 - 20.4.2 regularly review statements of expenditure, consider reports prepared by the chief executive officer of the AANZGOSA, examine operating and capital expenditure budgets, and make to the Board such recommendations thereon as it considers necessary;

- 20.4.3 recommend, for endorsement by the Board, appropriate principles of corporate governance for the AANZGOSA;
- 20.4.4 monitor, and regularly report to the Board in relation to, declarations of interest by members of the Board; and
- 20.4.5 perform such other duties as may be delegated or allocated by the Board.

21 COMMITTEES AND ADVISORY COMMITTEES

21.1 Committees

The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the directors of the AANZGOSA by the Act or the general law), to one or more committees consisting of such Member or Members of the AANZGOSA and/or other persons (at least one of whom shall be a member of the Board) as the Board thinks fit. Any committee so formed shall conform to any regulations or directions that may from time to time be made or given by the Board, and subject thereto shall have power to co-opt any Member or Members of the AANZGOSA and all Members of such committees shall have one vote.

21.2 Regulation of committees

Subject to the provisions of the Rules and any aforementioned regulations or directions, every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting 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.

SECTION F - BOARD MEETINGS

22 PROCEEDINGS OF THE BOARD

22.1 Meetings

- 22.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Board must Convene at the request of at least 1 Director.
- 22.1.2 Without limitation the Board must meet at least 3 times each Financial Year.
- 22.1.3 Written notice of each Board meeting shall be given to each Director by delivering it, or by sending it by post, facsimile or email addressed to his or her usual or last known postal address or facsimile or email contact at least 2 business days before the date of the meeting.
- 22.1.4 In cases of urgency a meeting may be held without the notice required under Rule 22.1.3, provided that:
- (a) as much notice as practicable is given by whatever means will reach each Director as soon as possible; and
 - (b) no resolution may be passed at the meeting except by an Absolute Majority.
- 22.1.5 The business transacted at the Board meeting shall be only that listed on the notice; however, the chairperson of the meeting may allow other business deemed urgent to be transacted.

22.2 Voting

- 22.2.1 Subject to the Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors present shall for all purposes be deemed a determination of the Directors.
- 22.2.2 Where something is to be determined or voted on by the Board each Director shall have 1 vote.
- 22.2.3 Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting shall determine.
- 22.2.4 Unless otherwise expressly provided in the Rules, there shall be no voting by proxy or by post at Board meetings.

- 22.2.5 In case of an equality of votes the chairperson of the meeting (as determined in accordance with Rule 22.4) shall have a second or casting vote.

22.3 Quorum

The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be one more person than 50% of the number of Directors.

22.4 Chairperson

- 22.4.1 The Board may elect a chairperson from the Directors and determine the period for which they are to hold office as chairperson.

- 22.4.2 The Chairperson is entitled to act as chairperson of Board meetings, but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the meeting, or unwilling to act, the Directors present may choose one of their number to be chairperson of the meeting.

22.5 Circulatory resolutions and telephone meetings

- 22.5.1 A resolution in writing signed by all of the Directors for the time being entitled to receive notice of meetings of the Board shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held provided that the Directors signing the resolution would constitute a quorum and would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in similar form each signed by one or more Directors. Any such document sent by a Director by facsimile transmission, or other means of communication approved by the Directors, shall be deemed to have been signed by such Director and to suffice for the purpose of this Rule.

- 22.5.2 Meetings of the Board may be held at more than one place provided that the technology that is used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

- 22.5.3 For the purposes of the Rules the contemporaneous linking together by telephone of a number of the Directors not less than a quorum shall be deemed to constitute a meeting of the Directors and all the provisions thereof as to meetings of the Board shall apply to such meetings by telephone so long as the following conditions are met:

- (a) all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting;
- (b) notice of any such meeting may be given by telephone;
- (c) each of the Directors taking part in the meeting by telephone must be able to hear each of the other directors taking part in the meeting; and

- (d) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Directors of the AANZGOSA to all the other Directors taking part.

22.5.4 A Board meeting held using a form of technology in accordance with Rule 22.5.3 is deemed to have been held at the place determined by the chairperson of that meeting, provided that at least one of the Directors who took part in the meeting was at that place for the duration of the meeting.

22.6 Acts of Board or committees valid notwithstanding defective appointment etc.

To the extent permissible under the Act, all acts done at any Board meeting or any meeting of a committee of Directors or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or person acting as Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

22.7 Conflicts

Any Board member who is in any way, directly or indirectly, interested in any contract or arrangement or proposed contract or arrangement with the AANZGOSA shall declare the nature of such interest prior to the consideration of such matter and:

22.7.1 must not be present while the matter is being considered; or

22.7.2 vote on the matter.

SECTION G - FINANCIAL AND LEGAL

23 MINUTES OF PROCEEDINGS

- 23.1 The Board shall cause minutes of the resolutions and proceedings of each general meeting, Board meeting and each committee meeting, to be kept in books provided for that purpose and shall be signed by the chair of the meeting at which the proceedings took place, or the chair of the next succeeding meeting.
- 23.2 Where minutes have been so entered and signed then, unless the contrary is proved:
- 23.2.1 the meeting shall be deemed to have been duly convened and held;
 - 23.2.2 all proceedings that are recorded in the minutes as having taken place at the meeting shall be deemed to have duly taken place; and
 - 23.2.3 all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting shall be deemed to have been validly made.

24 GIFT FUND

- 24.1 If the AANZGOSA has been notified by the Australian Taxation Office that gifts and contributions to the AANZGOSA will be an allowable deduction:
- 24.1.1 the AANZGOSA must promptly notify the Australian Taxation Office of all amendments to the Rules, if required by the Australian Taxation Office to do so; and
 - 24.1.2 the Board must maintain a gift fund for the principal purpose of the AANZGOSA ("**Gift Fund**"):
 - (a) to which gifts of money or property for that purpose are to be made;
 - (b) to which any money received by the AANZGOSA because of such gifts is to be credited; and
 - (c) that does not receive any other money or property.
- 24.2 Any Gift Fund:
- 24.2.1 must be kept in a bank account separate from the other accounts of the AANZGOSA; and
 - 24.2.2 will, unless the Board determines otherwise, be governed by the Rules.

- 24.3 Upon any Gift Fund being wound up or if the endorsement (if any) as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, will be transferred to an entity:
- 24.3.1 that has similar objects to the AANZGOSA;
 - 24.3.2 that also prohibits the distribution of profit, income and assets to its members to at least as great an extent as the Rules; and
 - 24.3.3 to which income tax deductible gifts can be made.

25 BANKING

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two signatories.

26 AUDIT

- 26.1 If required by the Act, an auditor shall be appointed and the remuneration fixed at each annual general meeting and shall hold office until the next succeeding annual general meeting unless he or she retires or is removed in accordance with the Rules.
- 26.2 An auditor may be removed from office:
- 26.2.1 by the Members in general meeting; or
 - 26.2.2 by the Board if the auditor fails to meet the terms and conditions of their appointment (whether statutory or otherwise).
- 26.3 The Board may fill any casual vacancy in the office of auditor and may fix the remuneration of an auditor so appointed.

27 COMMON SEAL

- 27.1 The Board will provide for the safe custody of the common seal of the AANZGOSA.
- 27.2 The common seal of the AANZGOSA shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two members of the Board.

28 OFFICERS INDEMNITY AND INSURANCE

28.1 Indemnity

- 28.1.1 To the Relevant Extent and subject to the Act the AANZGOSA shall indemnify every person who is or has been an Officer out of the assets of the AANZGOSA To the Relevant Extent against:
- (a) any Liability incurred by the Officer in or arising out of the conduct of the affairs or business of the AANZGOSA, or in or arising out of the discharge of the duties of the Officer, unless such Liability arises out of conduct involving a lack of good faith; and
 - (b) for costs and expenses incurred by the person:

- (1) in defending Proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (2) in connection with an application, in relation to such Proceedings, in which the Court grants relief to the person under the Act or the *Corporations Act 2001* (Cth).

28.1.2 Without limiting the effect of the foregoing, the AANZGOSA may execute and deliver any deed, agreement or other document in favour of any Officer or former Officer to whom this Rule applies, confirming the indemnities contained in this Rule, in relation to that person. (The foregoing provisions of this Rule shall apply whether or not any such deed, agreement or other document is given.)

28.2 Insurance

To the extent permitted by law, the AANZGOSA may pay (but is not obliged to), or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer against a Liability:

28.2.1 incurred by the person in his or her capacity as an Officer, or in the course of acting in connection with the affairs of the AANZGOSA, or otherwise arising out of the Officer's holding such office, which does not arise out of conduct involving a wilful breach of duty in relation to the AANZGOSA or a contravention of the Act or sections 182 or 183 of the *Corporations Act 2001* (Cth); and

28.2.2 for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

29 AMENDMENT OF THE RULES

29.1 The Rules may only be amended in accordance with the Act.

29.2 Notwithstanding Rule 29.1, the AANZGOSA will:

29.2.1 comply with the terms pursuant to which any licence or authority or approval is held or enjoyed or might be held or enjoyed by the AANZGOSA; and

29.2.2 obtain all necessary consents and approvals to any alternation of the Rules.

30 POWER TO MAKE BY-LAWS

30.1 Subject to the provisions of this Rule, the Board shall have power from time to time to make, amend and repeal all such By-Laws as it deems necessary or desirable for the proper conduct and management of the AANZGOSA, the regulation of its affairs, and the furtherance of its objectives.

30.2 Without in any way limiting the power of the Board under this Rule, the Board may make, amend and repeal By-Laws which:

30.2.1 define the rights and benefits, duties, obligations and status of Members and classes of Members;

- 30.2.2 regulate all matters relating to applications for, and admission to, Membership of the AANZGOSA not otherwise provided for in the Rules; and
- 30.2.3 define and regulate the procedure and order of business of general meetings of Members and meetings of the Board, to the extent to which this is not provided for in the Rules.
- 30.3 No By-Law shall be inconsistent with, nor shall it affect a repeal or modification of anything contained in the Rules.
- 30.4 Any By-Law made by the Board may be set aside by a special resolution (that is, 75% of the Members who are eligible to vote, vote in favour of the resolution), of a general meeting of Members.
- 30.5 Save as provided in the Rules, all By-Laws so long as they remain in force shall be binding upon all Members.
- 30.6 A book containing the By-Laws shall be kept in such place as the Board shall appoint for that purpose.

31 WINDING UP

- 31.1 If the AANZGOSA is wound up, its remaining assets must not be distributed to any Member.
- 31.2 Instead, subject to Rule 24, the remaining assets must be given to an entity that:
 - 31.2.1 has similar objects to the AANZGOSA; and
 - 31.2.2 also prohibits the distribution of profit, income and assets to its members to at least as great an extent as the Rules.
- 31.3 The entity referred to in Rule 31.2 must be decided by a Special Resolution of the Members, or by a resolution of the Board passed by an Absolute Majority.

32 CUSTODY OF RECORDS

Unless the Board otherwise determines, the Secretary shall be responsible for the maintenance of all records relating to the administration and management of the AANZGOSA and the custody of books, documents and securities of the AANZGOSA.

33 INSPECTION OF RECORDS

- 33.1 Members may inspect the records of the AANZGOSA on such terms and in such manner as the Board determines, subject to Rule 33.2.
- 33.2 Members may not inspect the records of the AANZGOSA that relate to personal, employment, contractual and legal matters that are confidential in nature, or that are not required to be disclosed by the AANZGOSA under the Act, or by operation of law.

34 NOTICES

- 34.1 A notice may be given by the AANZGOSA to any Member personally, by post to the Member's address as set out in the Register, or to such facsimile number or e-mail or other electronic address as the Member may have supplied the Company for the giving of notices. The fact that a Member has supplied a fax number or e-mail or

other electronic address for the giving of notices does not require the Company to give any notice to that Member by that electronic means.

- 34.2 In the case of a Member who has not supplied the AANZGOSA with a postal address within the Commonwealth of Australia, the AANZGOSA may give notice to that Member by sending it by air mail to the address outside Australia (if any) advised by the Member.
- 34.3 A notice or other document given by the AANZGOSA will be deemed to have been served on a Member:
- 34.3.1 in the case of a notice sent by post (including by air mail pursuant to Rule 34.2), at the expiration of 24 hours after the envelope or wrapper containing the same is posted. In proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice or document was addressed and put in the post office or a post office letter box;
- 34.3.2 in the case of a notice sent by fax, e-mail or other electronic means, on the business day next following the day on which it is sent.
- 34.4 Notice of every general meeting of the Company shall be given in the manner set out in this Rule 32 to:
- 34.4.1 every Member except those Members who (having no registered address within the Commonwealth of Australia) have not provided to the AANZGOSA an address outside Australia for the giving of notices; and
- 34.4.2 the auditor for the time being of the AANZGOSA.

35 DISPUTES AND MEDIATION

- 35.1 Disputes between Members (in their capacity as Members) of the AANZGOSA and disputes between Members and the AANZGOSA, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).
- 35.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 35.3 This Rules does not in any way limit or abrogate the authority and power of the Board under Rule 10.2.