

# CONSTITUTION OF THE AUSTRALIAN & NEW ZEALAND HEAD AND NECK CANCER SOCIETY, INCORPORATED

## PART 1

### INTERPRETATION

#### 1. Name

The Name of the Society is” The *Australian & New Zealand Head and Neck Cancer Society, Incorporated*’.

#### 2. Aims and Objectives

The aims and objectives of the Society are:

- (a) To promote and advance throughout Australia and New Zealand the multi-disciplinary practice of head and neck oncology.
- (b) To promote and encourage standards of practice which aim to achieve optimal outcomes for patients with tumours and diseases of the head and neck.
- (c) To encourage and participate in research related to tumours and diseases of the head and neck.
- (d) To promote the education of patients, the public at large, non-specialist medical colleagues and paramedical groups in relation to diseases of the head and neck.
- (e) To participate in and encourage accurate, prospective data collection related to head and neck oncology.
- (f) To actively promote preventative health measures, especially in relation to smoking.
- (g) To advocate for public policy and practice that reduces impact of head and neck cancer including advice to governments and policy makers, and media commentaries.
- (h) That the Society be a non-profit organisation.

#### 3. Application of income and property to Objectives

The income and property of the Society must be applied solely towards the promotion of the Objectives of the Society set out in rule 2 and no part of it is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of distribution of profit to any member of the Society except as bona fide compensation for services rendered to, or expenses incurred on behalf of, the Society.

## PART 2

### PRELIMINARY

#### 4. Definitions

4.1 In these rules:

“**Director-General**” means the Director-General of the Department of Fair Trading.

“**Committee Member**” means an Ordinary (or Full) Member of the Society who is a member of the Executive Committee of the Society.

“**Secretary**” means:

- (a) The person holding office under these rules as secretary of the Society, or
- (b) If no such person holds that office the public officer of the Society.

**“Special General Meeting”** means a general meeting of the Society other than an annual general meeting.

**“The Act”** means the Associations Incorporation Act 1984 or subsequent Act.

**“The Regulation”** means the Associations Incorporation Regulation 1999.

4.2 In these rules:

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

4.3 The provisions of the Interpretation Act 1987 applied 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 Act.

## PART 3

### MEMBERSHIP

#### 5. Membership Qualifications

**5.1 Subject to rule 5.4, a person is qualified to apply for Ordinary Membership of the Society if:**

- (a) that person is a registered medical or dental practitioner with a recognised specialist qualification in surgery, medicine or radiation oncology and/or having a Fellowship in one of the Australasian Colleges, with particular interest in head and neck oncology; or
- (b) that person has a specialist qualification in another medical discipline, for example, pathology, radiology or neurosurgery, along with a Fellowship in an Australasian College and special interest in head and neck oncology; or
- (c) that person has a tertiary qualification at doctoral level in a related discipline and is working actively in the field of head and neck oncology.

5.2 Subject to rule 5.4, a person is qualified to apply for Associate Membership of the Society if:

- (a) that person is qualified in nursing or an allied health discipline, with a particular interest in head and neck oncology; or
- (b) that person is a qualified medical practitioner in a registered specialist training post in any of the disciplines eligible for Ordinary membership.

5.3 Subject to rule 5.4, a person is qualified for Honorary Membership of the Society if:

- (a) the Executive Committee has judged the person to have made a significant contribution to the Society or to the field of head and neck oncology; and
- (b) the Executive Committee has resolved to, and invited, the person to apply for Honorary Membership of the Society.

This class of member will normally be reserved for persons non-resident in Australasia or those retired from practice.

- 5.4 A person is qualified to be either an Ordinary Member, or an Associate Member or an Honorary Member of the Society if, but only if:
- (a) the person is a person referred to in 5.1 (a), (b) or (c) of the Act and has not ceased to be a Member of the Society at any time after incorporation of the Society under the Act, or
  - (b) the person is a natural person:
    - (i) who is qualified to apply for the class of membership of the Society as specified by rule 5.1, 5.2 or 5.3; and
    - (ii) has applied for and been nominated for the class of membership of the Society as provided by Rule 6; and
    - (iii) who has been approved as a member of the Society, for the relevant class, by the Executive Committee of the Society.

#### 5.5 Temporary Membership

- 5.5.1 A person who registers to attend the ANZHNS Annual Scientific Meeting and who is not, at the time of registration, an Ordinary, Associate or Honorary Member of the Society will automatically be granted Temporary Membership of the Society for the duration of the Annual Scientific Meeting.
- 5.5.2 Temporary Membership does not confer upon a person the rights, privileges and obligations conferred upon an Ordinary, Associate or Honorary Member of the Society elsewhere in this Constitution

### 6. Application for Membership

- 6.1 An application of a person for membership of the Society, for the relevant class of member:
- (a) must be made by the applicant in writing in the form set out in Appendix 1 to these rules, and
  - (b) the applicant must be nominated by an Ordinary Member of the Society and seconded by another Ordinary Member of the Society, in writing, in the form set out in Appendix 1 to these rules, and
  - (c) must be accompanied by the applicant's curriculum vitae demonstrating the applicants qualification to apply for membership of the Society in accordance with rule 5.1, 5.2 or 5.3;
  - (d) must be lodged with the Secretary of the Society;
- 6.2 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Executive Committee which is to determine whether to approve or to reject the application.
- 6.3 As soon as practicable after the Executive Committee makes that determination, the Secretary must:
- (a) notify the applicant, in writing, that the Executive Committee approved or rejected the application (whichever is applicable), and
  - (b) if the Executive Committee approved the application, request, if applicable, the applicant to pay (within the period of twenty eight (28) days after receipt by the applicant of the notification), the sum payable under these rules by a member as entrance fee and annual subscription.
- 6.4 The Secretary must, in the case of Ordinary Membership and Associate Membership on payment by the applicant of the amounts referred in rule 6.3(b) within the period referred to in that provision, and in the case of Honorary Membership, on the date of notification approving the application for Honorary Membership, enter the applicant's name in the register of Members

and, on the name being so entered, the applicant becomes a member, of the relevant class, of the Society.

## **7. Cessation of Membership**

A person ceases to be a member of the Society if the person:

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

## **8. Membership entitlements not transferable**

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

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

## **9. Resignation of membership**

- 9.1 A member of the Society is not entitled to resign that membership except in accordance with this rule.
- 9.2 A member of the Society who has paid all amounts payable by the member to the Society in respect of membership may resign from the Society by first giving to the Secretary written notice of at least one month (or such other period as the Executive Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 9.3 If a member of the Society ceases to be a member under rule 9.2, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a Member.

## **10. Register of Members**

- 10.1 The public officer of the Society must establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society, the class of membership and the date on which the person became a member.
- 10.2 The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- 10.3 A member of the Society may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Executive Committee, that other amount.

## **11. Fees and Subscriptions**

- 11.1 A member of the Society must, on admission to Ordinary Membership, pay to the Society the prescribed Membership fee.
- 11.2 A member of the Society must, on admission to Associate Membership pay to the Society the prescribed Associate Membership fee.
- 11.3 In addition to any amount payable by the Ordinary Member under rule 11.1 an Ordinary Member of the Society must pay to the Society the prescribed annual fee.
- 11.4 In addition to any amount payable by the Associate Member under rule 11.2, an Associate Member of the Society must pay to the Society the prescribed annual fee.

- 11.5 No joining fee or annual fee will be payable by an Honorary Member.
- 11.6 (a) All annual membership fees payable by a member under rules 11.3 and 11.4 respectively must be paid to the Society before 1 April in each calendar year, except as provided by paragraph (b) hereto;
- (b) if the member becomes a member on or after 1 April in any calendar year – the annual membership fees must be paid on becoming a member and before 1 April in each succeeding calendar year.

## **12. Member's Liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of the membership of the Society as required by rule 11.

## **13. Resolution of Internal Disputes**

- 13.1 Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- 13.2 At least seven (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.

## **14. Disciplining of Members**

- 14.1 A complaint may be made to the Executive Committee by any person that a member of the Society:
- (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 Society.
- 14.2 On receiving such a complaint, the Executive Committee:
- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.
- 14.3 The Executive Committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 14.4 If the Executive Committee expels or suspends a member, the Secretary must, with seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under rule 15.
- 14.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under rule 15.5, whichever is the later.

## **15. Right of Appeal of Disciplined Member**

- 15.1 A member may appeal to the Society in general meeting against a resolution of the Executive Committee under rule 14, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.3 On receipt of a notice from a member under rule 15.1, the Secretary must notify the Executive Committee which is to convene a general meeting of the Society to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- 15.4 At a general meeting of the Society convened under rule 15.3:
- (a) No business other than the question of the appeal is to be transacted, and
  - (b) The Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) The Ordinary Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.5 If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 4**

### **THE EXECUTIVE COMMITTEE**

#### **16. Powers of the Executive Committee**

Subject to the Act, the Regulation and these rules and to any resolutions passed by the Society in general meeting, the Executive Committee:

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

#### **17. Constitution and Membership**

17.1 Subject to section 21 of the Act, the Executive Committee is to consist of:

- (a) the office-bearers of the Society each of whom is a Ordinary Member of the Society; and
- (b) six (6) Ordinary Members of the Society.
- (c) the immediate past President (as Chair of the Nominating Committee).
- (d) Co-opted members acting in an ex officio capacity as directed by the Committee (eg. the Convenor of the Annual Scientific Meeting).

17.2 The office-bearers of the Society are to be:

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

### **17.3 Terms of Office.**

- (i) The terms of office of office bearers will be:
  - (a) President one (1) year, with the option to stand for re-election as President, for a maximum of two (2) consecutive 1-year terms;
  - (b) Vice President (President Elect) one (1) year;
  - (c) Treasurer three (3) years but eligible for re-election thereafter;
  - (d) Secretary three (3) years but eligible for re-election thereafter.
- (ii) Notwithstanding clause (i)(b) of this rule, where the President opts to stand for re-election under clause (i)(a) of this rule, the Vice President (President Elect) will have the option to stand for re-election as Vice President, for a maximum of two (2) consecutive 1-year terms, to coincide with the President's re-election.
- (iii) Each Ordinary Member of the Executive Committee is, subject to these rules, to hold office for a maximum of three (3) years following the date of election, but is eligible for re-election.

17.4 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint an Ordinary Member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **18. Secretary**

18.1 The Secretary of the Society must, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address.

18.2 It is the duty of the Secretary to keep minutes of:

18.2.1 all appointments of office-bearers and Committee Members;

18.2.2 the names of members present at an Executive Committee meeting or a general meeting, and

18.2.3 all proceedings at Executive Committee meetings and general meetings.

18.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **19. Treasurer**

It is the duty of the Treasurer of the Society to ensure:

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

## **20. Casual Vacancies**

For the purposes of these rules, a casual vacancy in the Executive Committee occurs if a member:

- (a) dies, or
- (b) ceases to be a Ordinary Member of the Society, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Commonwealth) Law, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under rule 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of six (6) months.

## **21. Removal of Committee Member**

21.1 The Society in general meeting may by resolution remove any Committee Member from his or her office before the expiration of the Committee 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 Committee Member so removed.

21.2 If a Committee Member to whom a proposed resolution referred to in rule 22.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Ordinary Members of the Society, the Secretary or the President may send a copy of the representations to each Ordinary Member of the Society or, if the representations are not so sent, that Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22. Meetings and Quorum**

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

22.2. Additional meetings of the Executive Committee may be convened by the President or by any Committee Member.

22.3. Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each Committee Member at least forty eight (48) hours (or such other period as may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.

22.4. Notice of a meeting given under rule 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agreed to treat as urgent business.

22.5. Any three (3) Committee Members constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

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

- 22.7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 22.8. At a meeting of the Executive Committee:
- 22.8.1. The President or, in the President's absence, the Vice-President is to preside, or
- 22.8.2. If the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Executive Committee as may be chosen by the members present at the meeting is to preside.

### **23. Delegation by Executive Committee to Sub-Committee**

- 23.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Executive Committee thinks fit) the exercise of such of the functions of the Executive 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 Executive Committee by the Act or by any other law.
- 23.2 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 in accordance with the terms of the delegation.
- 23.3 A delegation under this rule may be made subject to such conditions or limitation as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.4 Despite any delegation under this rule, the Executive Committee may continue to exercise any function delegated.
- 23.5 Any act or thing done or suffered by a sub-committee 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 Executive Committee.
- 23.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 23.7 A sub-committee may meet and adjourn as it thinks proper.

### **24. Voting and Decisions**

- 24.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of the members present at the meeting, subject to rule 24.5.
- 24.2 Subject to rule 24.5, each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive 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.
- 24.3 Subject to rule 23.5, the Executive Committee may act despite any vacancy on the Executive Committee.
- 24.4 Any act or thing done or suffered, or purported to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member.
- 24.5 Co-opted members acting in a capacity as directed by the Executive Committee are not entitled to vote on any question arising at a meeting of the Executive Committee.

## **PART 5**

### **25 Nominating Committee. The composition of the Nominating Committee will be:**

- (a) the immediate past President (Chair of the Nominating Committee).
- (b) the next immediate past President.
- (c) the President of the Society.
- (d) an Ordinary (non Executive Committee) Member(s) if one or more of the persons specified in (a) – (c) is unable or unwilling to be a member of the Nominating Committee.

### **26. Election of Office-Bearers**

26.1 This is the obligation of the Nominating Committee.

26.2 The Nominating Committee will conduct the nominating process in the spirit of:

- (a) maintaining continuity of knowledge and experience within the Executive Committee.
- (b) ensuring, where possible, balanced representation within the Executive Committee, based on speciality and geography.
- (c) providing opportunities for ordinary members to progress onto the Executive Committee.

**26.3 Nomination of candidates for election as office-bearers or to the Executive Committee of the Society shall be made in the following manner:**

- (a) when a vacancy (or vacancies) is anticipated on the Executive Committee, the Nominating Committee will call for expressions of interest from the general membership in writing at least two (2) months before the Annual General Meeting.
- (b) the closing date of expressions of interest will be thirty (30) days before the Annual General Meeting.
- (c) expressions of interest after this time will be invalid.
- (d) retiring (time-expired) members of the Executive Committee may also submit expressions of interest with a view to seeking re-election.
- (e) the Nominating Committee, having received expressions of interest for the vacant position(s) on the Executive Committee will present to the membership a list of nominations for election of office-bearers and the election of six (6) Ordinary Members to the Executive Committee.
- (f) if the number of nominations received exceeds the number of vacancies to be filled the Nominating Committee has the right and obligation to select member(s) for nomination.
- (g) if insufficient expressions of interest are received to fill all vacancies on the Executive Committee, the Nominating Committee may canvass interest from individual members.
- (h) all nominations will be made known to the membership of the Society at least seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.

## **PART 6**

### **GENERAL MEETINGS**

## **27. Annual General Meetings – holding of**

- 27.1 With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Society convene an annual general meeting of its members.
- 27.2 The Society must hold its first annual general meeting:
- (a) within the period of eighteen (18) months after its incorporation under the Act, and
  - (b) within the period of six (6) months after the expiration of the first financial year of the Society.
- 27.3 Rules 26.1 and 26.2 have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

## **28. Annual General Meetings – calling of and business at**

- 28.1 The annual general meeting of the Society is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the Executive Committee thinks fit.
- 28.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an annual general meeting is to include the following:
- (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 Executive Committee reports on the activities of the Society during the last preceding financial year;
  - (c) to elect office-bearers of the Society and six (6) Ordinary Members to the Executive Committee;
  - (d) to receive and consider the statement which is required to be submitted to Members under section 26 (6) of the Act.
- 28.3 An annual general meeting must be specified as such in the notice convening it.

## **29. Special General Meetings – calling of**

- 29.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Society.
- 29.2 The Executive Committee must, on the requisition in writing of at least five (5) per cent of the total number of Ordinary Members, convene a special general meeting of the Society.
- 29.3 A requisition of Ordinary Members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the Ordinary Members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Ordinary Members making the requisition.
- 29.4 If the Executive Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Ordinary Members for the meeting is lodged with the Secretary, any one or more of the Ordinary Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 29.5 A special general meeting convened by a Ordinary Member or Ordinary Members as referred to in rule 28.4 must be convened as nearly as is practicable in the same manner as general

meetings are convened by the Executive Committee and any Ordinary Member who consequently incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

### **30. Notice**

- 30.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under rule 29.1, the intention to propose the resolution as a special resolution.
- 30.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **31. Procedure**

- 31.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 31.2 Five (5) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Ordinary Members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 31.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Ordinary Members present (being at least three (3)) is to constitute a quorum.

### **32. Presiding Member**

- 32.1 The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Society.
- 32.2 If the President and the Vice-President are absent or unwilling to act, the Ordinary Members present must elect one of their members to preside as chairperson at the meeting.

### **33. Adjournment**

- 33.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Ordinary Members present at the meeting, adjourn the meeting from time to time and

place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 33.2 If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3 Except as provided in rules 32.1 and 32.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **34. Making of Decisions**

- 34.1 A question arising at a general meeting of the Society is to be determined on a show of hands of the Ordinary Members only 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 Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 34.2 At a general meeting of the Society, a poll may be demanded by the chairperson or by at least three (3) Ordinary Members present in person or by proxy at the meeting.
- 34.3 If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.

#### **35. Special resolution**

A resolution of the Society is a special resolution:

- (a) If it is passed by a majority which comprises at least three-quarters of such Ordinary Members of the Society as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least twenty one (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 Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

#### **36. Voting**

- 36.1 On any question arising at a general meeting of the Society:
- (a) only the Ordinary Members of the Society can vote; and
  - (b) each Ordinary Member has one vote only.
- 36.2 All votes must be given personally or by proxy but no Ordinary Member may hold more than five (5) proxies.
- 36.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 36.4 An Ordinary Member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the Ordinary Member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

#### **37. Appointment of Proxies**

37.1 Each Ordinary Member is to be entitled to appoint another Ordinary Member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.

37.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

## **PART 7**

### **MISCELLANEOUS**

#### **38. Insurance**

38.1 The Society must effect and maintain insurance under section 44 of the Act.

38.2 In addition to the insurance required under rule 37.1, the Society may effect and maintain other insurance.

#### **39. Funds – Source**

39.1 The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Executive Committee determines.

39.2 All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.

39.3 The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **40. Funds – Management**

40.1 Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the Executive Committee determines.

40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Committee Members or employees of the Society, being Committee Members or employees authorised to do so by the Executive Committee.

#### **41. 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 Society.

#### **42. Common Seal**

42.1 The common seal of the Society must be kept in the custody of the Public Officer.

42.2 The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures of either of two (2) Committee Members or one (1) Committee Member and the Public Officer or Secretary.

#### **43. Custody of Books**

Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

#### **44. Inspection of Books**

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

#### **45. Service of Notices**

45.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving notice.

45.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

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

### **PART 8**

#### **WINDING UP AND AMALGAMATION**

##### **46. Winding up**

If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the property must not be paid to or distributed amongst the members of the Society but must be given or transferred to some other organisation or organisations:

- (a) having purposes similar to the Objectives of the Society set out in rule 2;
- (b) which by its constitution is required to apply its profits (if any) or other income in promoting its objectives and is prohibited from paying any dividend to its members; and
- (c) eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the *Income Tax Assessment Act 1997*, such organisation or organisations to be determined by the members or at before the time of dissolution or in default thereof by application to the Supreme Court of New South Wales for determination.

##### **47. Amalgamation**

Where it furthers the Objectives of the Society to amalgamate with any one or more other organisations having similar purposes to the Objectives of the Society, the other organisation or organisations must:

- (a) have rules prohibiting the distribution of its or their assets and income to members; and
- (b) be eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the *Income Tax Assessment Act 1997*.

**TABLE OF COMPLIANCE WITH SCHEDULE 1 (“MATTERS TO BE PROVIDED FOR IN RULES OF AN INCORPORATED ASSOCIATION AND IN MODEL RULES”) OF THE ASSOCIATIONS INCORPORATION ACT 1984**

<b>Item No. as listed in Schedule 1</b>	<b>Description</b>	<b>Rule No. in Model Rules</b>	<b>Rule No. in Constitution of the Society</b>
1	Membership qualifications	2	5
2	Register of members	7	10
3	Fees, subscriptions etc	8	11
4	Members' liabilities	9	12
5	Disciplining of members	11	14
5A	Internal disputes	10	13
6	Committee	Part 3	Part 4
6(a)	The election or appointment of members of the committee	15	18
6(b)	The terms of office of members of committee	16 (Secretary) 17 (Treasurer)	19 (Secretary) 20 (Treasurer)
6(c)	Grounds/reasons for vacating office of committee members	18	21
6(d)	Filling of casual vacancies on committee	14(4)	17.4
6(e)	Quorum and procedure at meetings of committee	20	23
7	Calling of general meetings	24 – 25	26 – 27 (Part 5)
8	Procedure at general meetings	27	30
9	Notices of general meetings	26	29
10	Funds – source	35	38
11	Funds – management	36	39
12	Alteration of objects	37	40
13	Rules	37	40
14	Common Seal	38	41
15	Custody of books etc	39	42
16	Inspection of books etc	40	43

**APPENDIX 1**

**(Rule 5.1)**

**APPLICATION FOR MEMBERSHIP  
(Ordinary or Associate)**

Australian & New Zealand Head and Neck Cancer Society, Incorporated (the "Society")  
(incorporated under the Associations Incorporation Act 1984)

I, \_\_\_\_\_  
(Full name of applicant)

of \_\_\_\_\_  
(address)

\_\_\_\_\_  
(occupation)

Hereby apply to become

- ORDINARY MEMBER
- ASSOCIATE MEMBER

In the event of my admission as a member, I agree to be bound by the rules of the Society for the time being in force.

\_\_\_\_\_  
Signature of applicant

\_\_\_\_\_  
Date

I, \_\_\_\_\_ an Ordinary Member of the Society,  
(Full name)

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

\_\_\_\_\_  
Signature of proposer

\_\_\_\_\_  
Date

I, \_\_\_\_\_ an Ordinary Member of the Society,  
(Full name)

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

\_\_\_\_\_  
Signature of seconder

\_\_\_\_\_  
Date



**APPENDIX 2**

**(Rule 36.2)**

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_  
(Full name)

of \_\_\_\_\_  
(address)

being an Ordinary Member of \_\_\_\_\_ Australian & New Zealand Head and Neck Cancer Society, Incorporated (the "Society")  
(name of incorporated association)

hereby appoint \_\_\_\_\_  
(Full name of proxy)

of \_\_\_\_\_  
(address)

being an Ordinary Member of the Society, as my proxy too vote for me on my behalf at the general meeting of the Society (annual general meeting or special general meeting, as the case may be) to be

held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment of that meeting.  
(month and year)

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- *To be inserted if desired.*

\_\_\_\_\_  
Signature of Ordinary Member appointing proxy

\_\_\_\_\_  
Date

NOTE: A proxy vote may not be given to a person who is not an Ordinary Member of the Society.