

*Corporations Act 2001*

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION**

OF

**AUSTRALIAN COLLEGE OF OPERATING ROOM NURSES LIMITED**

ABN 64 071 142 768

I hereby certify that I was the Chairman at a General Meeting of the within named Company duly convened and held on this day and that these are the Articles of Association adopted at the General Meeting as the Articles of Association of the Company for and to the exclusion of all previous Articles of Association of the Company.

DATED this **Nineteenth day of May 2010.**

A handwritten signature in cursive script, appearing to read 'A. Wenter', is written above a horizontal line.

Chairman

## TABLE OF CONTENTS

### **PART 1 – INTRODUCTION . . . . . page 7**

1. Definitions and Interpretation
2. Purposes

### **PART 2 – MEMBERSHIP . . . . . page 9**

3. Number of Members
4. Membership
5. Categories of Membership
6. Local Association Membership
7. Application for Ordinary Membership
8. Form of Application
9. Admission to Membership
10. Foundation Members
11. Register of Members

### **PART 3 – APPLICATION FEE, ANNUAL SUBSCRIPTION AND CAPITATION FEES . . . . . page 12**

12. Application Fee
13. Annual Subscription
14. Unpaid Annual Subscriptions
15. Capitation Fees

### **PART 4 – CESSATION OF MEMBERSHIP . . . . . page 13**

16. Resignation
17. Failure to Pay
18. Cessation of Membership
19. Disciplining Members
20. Effect of Cessation of Membership

### **PART 5 – GENERAL MEETINGS . . . . . page 15**

21. Convening of General Meetings
22. Notice of General Meetings
23. Accidental Omission to Give Notice
24. Postponement of General Meetings
25. Representation of Member

**PART 6 – PROCEEDINGS AT GENERAL MEETINGS . . . . . page 16**

26. Meaning of ‘Member’
27. Quorum
28. Absence of Quorum
29. Ordinary and Special Business
30. Chairman
31. Adjournment of Meetings

**PART 7 – VOTING AT GENERAL MEETINGS . . . . . page 18**

32. Voting Rights
33. Voting Disqualification
34. Power to Demand a Poll
35. Evidence of Resolutions
36. Conduct of Poll
37. Casting Vote
38. Objections to Exercise of Voting Rights

**PART 8 – PROXIES . . . . . page 19**

39. Appointment of Proxy
40. Deposit of Proxy and Attorney Instrument
41. Proxy Instrument to be in Writing
42. Form of Proxy
43. Effect of Proxy Instrument
44. Voting Rights of Proxies and Attorneys

**PART 9 –BOARD AND EXECUTIVE . . . . . page 21**

45. Number of Directors and Representatives
46. Directors and Representatives’ Qualifications
47. Constitution of the Board
48. Appointment of Directors and Representatives
49. Office Bearers and the Executive

**PART 10 – GENERAL PROVISIONS AS TO BOARD MEMBERSHIP . . . . . page 22**

50. Casual Vacancies and Additional Directors or Representatives
51. Insufficient Directors
52. Resignation of Directors or Representative
53. Removal of Directors or Representatives
54. Vacation of Office of Directors or Representative
55. Remuneration and Expenses of Directors and Representatives

**PART 11 – ALTERNATE DIRECTORS AND REPRESENTATIVES . . . . . page 24**

- 56. Power to Appoint
- 57. Rights and Powers of Alternate Directors and Representatives
- 58. Suspension or Revocation of Appointment
- 59. Form of Appointment Suspension or Revocation
- 60. Termination of Appointment
- 61. Power to Act as Alternate for More than One Director or Representative

**PART 12 – EXECUTIVE OFFICER . . . . . page 25**

- 62. Power to Appoint
- 63. Not a Member of the Board
- 64. Temporary Appointments
- 65. Powers of Executive Officer
- 66. Remuneration of Executive Officer

**PART 13 – POWERS AND DUTIES OF BOARD . . . . . page 26**

- 67. General Business Management
- 68. Borrowing Powers
- 69. Appointment of Attorney

**PART 14 – PROCEEDINGS OF BOARD . . . . . page 26**

- 70. Meetings of Board
- 71. Convening of Meeting
- 72. Notice of Meeting
- 73. Quorum
- 74. Chairman at Board Meetings
- 75. Voting
- 76. Teleconference Board Meetings
- 77. Circulated Resolutions
- 78. Committees of Board
- 79. Regional Branches and Administration
- 80. Validation of Acts of Directors

**PART 15 – DIRECTOR’S’ AND REPRESENTATIVES’ INTERESTS . . . . . page 30**

- 81. Prohibition on Being Present or Voting
- 82. Existence of Interest
- 83. Disclosure of Interest

**PART 16 – CONFERENCE . . . . . page 32**

- 84. Bi-ennial Conference

**PART 17 – EDITOR . . . . . page 32**

- 85. Appointment of Editor

**PART 18 – INADVERTENT OMISSIONS . . . . . page 32**

- 86. Formalities Omitted

**PART 19 – MINUTES . . . . . page 32**

- 87. Minutes to be kept

**PART 20 – SEAL . . . . . page 33**

- 88. Company Seal
- 89. Affixing of Seal by Interested Director

**PART 21 – ACCOUNTS, AUDIT AND RECORDS . . . . . page 33**

- 90. Accounts
- 91. Audit
- 92. Rights of Inspection

**PART 22 – NOTICES . . . . . page 35**

- 93. Service of Notices
- 94. Method of Service
- 95. Persons Entitled to Notice of General Meeting

**PART 23 – INDEMNITY . . . . . page 36**

- 96. Right to Indemnity

**PART 24 – WINDING UP . . . . . page 37**

- 97. Winding Up

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**ARTICLES OF ASSOCIATION**

OF

**AUSTRALIAN COLLEGE OF OPERATING ROOM NURSES LIMITED**  
ABN 64 071 142 768

**PART 1 - INTRODUCTION**

**1. Definitions and Interpretation**

1.1 In these articles unless the context otherwise requires:

- (1) **'Company'** means Australian College of Operating Room Nurses Limited;
- (2) **'Board'** means the President elected under Article 49.3, Directors and Representatives for the time being of the Company;
- (3) **'Director'** means a director of the Company, appointed by a Local Association to the Board, in accordance with Part 9 of these articles;
- (4) **'Executive'** means the executive committee of the Board as constituted by **article 49**;
- (5) **'Honorary Secretary'** means any person elected to perform the duties of a secretary of the Company;
- (6) **'Honorary Treasurer'** means any person elected to perform the duties of a treasurer of the Company;
- (7) **'Law'** means the *Corporations Act 2001*. References to this and any other statute include all amendments to it that are in force from time to time and that apply to these articles, any statute that is substituted for it and any regulations, by-laws or orders under that statute.
- (8) **'Local Association'** means each of:
  - (a) the New South Wales Operating Theatre Association Inc;
  - (b) the Victorian Perioperative Nurses Group of the Australian Nursing Federation (Victorian Branch);
  - (c) the Tasmanian Operating Room Nurses Incorporated;
  - (d) the Perioperative Nurses Association of Queensland Inc.;
  - (e) the South Australian Perioperative Nurses Association Inc.;
  - (f) the Operating Room Nurses Association of Western Australia Inc; and

- (g) the body ratified by the Company as representing the Northern Territory Perioperative Nurses;
- (9) **'President'** means any person elected to perform the duties of a president of the Company;
- (10) **'Register'** means the register of members kept in accordance with **article 11**;
- (11) **'Representative'** means a representative of a Local Association who is entitled to be notified of Board meetings and attend and be heard at, but not vote at those meetings;
- (12) **'Seal'** means the common seal of the Company and includes any official seal of the Company, and
- (13) **'Unincorporated Association'** means the unincorporated body known as 'Australian College of Operating Room Nurses' whose funds, assets and liabilities the Company is authorised to take over by clause 2(1) of the memorandum of association.

1.2 Except so far as the contrary intention appears in these articles:

- (1) an expression has in these articles the same meaning as in the Law, and
- (2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of these articles that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

1.3 Headings are for convenience only and do not affect the interpretation of these articles.

1.4 Reference to:

- (1) one gender includes the other gender;
- (2) the singular includes the plural and the plural includes the singular, and
- (3) a person includes a body corporate.

## **2. Purposes**

2.1 The Company is established for the purposes set out in the Memorandum of Association.

## **PART 2 - MEMBERSHIP**

### **3. Number of Members**

- 3.1 The number of members which the Company proposes to be registered is 4,000 but the Board may from time to time register an increase in the number of members.

### **4. Membership**

- 4.1 The members of the Company are:
- (1) the subscribers to the memorandum of association;
  - (2) each Local Association, and
  - (3) such other persons the Board admits to membership in accordance with these articles.

### **5. Categories of Membership**

- 5.1 There are currently seven categories of membership of the company;
- (1) Ordinary members,
  - (2) Local Associations,
  - (3) Fellows,
  - (4) Honorary Fellows,
  - (5) Overseas Perioperative Nurse members,
  - (6) Affiliate members, and
  - (7) Corporate members.
- 5.2 Ordinary members are those individuals who:
- (1) are already financial members of a Local Association, and
  - (2) are at least 18 years old, and
  - (3) have been admitted as ordinary members.
- 5.3 Ordinary members are either:
- (1) voting ordinary members if entitled to vote at a general meeting of a Local Association, or
  - (2) non-voting ordinary members if not entitled to vote at a general meeting of a Local Association.
- 5.4 Fellows are those voting ordinary members who have been admitted as Fellows.
- 5.5 Honorary Fellows are those individuals who are at least 18 years old and have been admitted as Honorary Fellows.
- 5.6 Overseas Perioperative Nurse members are those individuals who are at least 18 years old and have been admitted as Overseas Perioperative Nurse members.
- 5.7 Affiliate members are those individuals who are at least 18 years old and have been admitted as Affiliate members.

- 5.8 Corporate members are those bodies corporate which have been admitted as Corporate members.
- 5.9 Additional categories of members, if recommended by the Board, may be created from time to time by the members in general meeting.

## **6. Local Association Membership**

- 6.1 Each Local Association will be admitted by the Executive as a member of the Company upon signing and delivering to the Company an application for membership in a form approved by the Board.
- 6.2 A Local Association member has the right to receive notices of general meetings of the Company but has no right to attend or vote thereat.

## **7. Application for Membership other than Local Association Membership**

- 7.1 Any individual who:
- (1) is not less than 18 years of age at the date of application, and
  - (2) is a financial member of a Local Association,
- may apply for:
- (a) voting ordinary membership of the Company, if he or she is entitled to vote at a general meeting of that Local Association, or
  - (b) non-voting ordinary membership of the Company, if he or she is not entitled to vote at a general meeting of that Local Association.
- 7.2 Any voting ordinary member who meets certain criteria published from time to time by the Board may be admitted as a Fellow.
- 7.3 Any individual who is not less than 18 years of age at the date of application and who meets certain criteria published from time to time by the Board may be admitted as an Honorary Fellow.
- 7.4 Any individual who is not less than 18 years of age at the date of application and is an overseas perioperative nurse may apply for Overseas Perioperative Nurse membership of the company.
- 7.5 Any individual who is not less than 18 years of age at the date of application and is an perioperative industry representative, sterilising service manager, data manager working in the perioperative environment or other category determined from time to time by the Board may apply for Affiliate membership of the company.
- 7.6 Any body corporate working in the perioperative environment may apply for Corporate membership of the company.
- 7.7 Membership of the company in the following categories does not carry voting rights: Honorary Fellows, Overseas Perioperative Nurse members, Affiliate members and Corporate members.

## **8. Form of Application**

- 8.1 An application for membership other than Local Association membership must be:
- (1) in writing in a form approved by the Board, and
  - (2) signed by the applicant.

## **9. Admission to Membership**

- 9.1 The Executive must consider an application for membership as soon as practicable after its receipt and determine, in its discretion, the admission or rejection of the applicant.
- 9.2 The Executive need give no reason for the rejection of an application.
- 9.3 Each member must promptly notify the Honorary Secretary in writing of any change in the qualification of the member to be a member of the Company.

## **10. Foundation Members**

- 10.1 If the funds and assets of the Unincorporated Association become the absolute property of the Company after incorporation every person who:
- (1) is a member of the Unincorporated Association at the date of incorporation, and
  - (2) within 12 months after incorporation agrees in writing to become a member of the Company,
- will be admitted by the Executive as a member of the Company.
- 10.2 All subscribers to the memorandum of association and members admitted pursuant to **article 10.1** will be regarded as foundation members and no qualification for membership is required.
- 10.3 Foundation members, in order to maintain membership, must otherwise comply with these articles.

## **11. Register of Members**

- 11.1 A register of members of the Company must be kept in accordance with the Law.
- 11.2 The following must be entered in the Register in respect of each member:
- (1) the full name of the member;
  - (2) the address and facsimile number, if any, and email address, if any, of the member;
  - (3) the date of admission to and cessation of membership;
  - (4) the category of membership, and
  - (5) such other information as the Board require.

11.3 Each member must notify the Honorary Secretary in writing of any change in that person's name, address or facsimile number or email address within one (1) month after the change.

11.4 All notices given in accordance with **Part 22** to the address last notified will be considered fully received.

### **PART 3 - APPLICATION FEE, ANNUAL SUBSCRIPTION AND CAPITATION FEES**

#### **12. Application Fee**

12.1 The application fee payable by each applicant for membership is such sum as is recommended by the Board from time to time in respect of each category of membership.

12.2 Until determined otherwise under **article 12.1** no application fee is payable by any member.

#### **13. Annual Subscription**

13.1 The annual subscription payable by a member of the Company is such sum as is recommended by the Board from time to time in respect of each category of membership.

13.2 Until determined otherwise under **article 13.1** no annual subscription is payable by any member.

#### **14. Unpaid Annual Subscriptions**

14.1 If:

- (1) the annual subscription, if any, of a member remains unpaid for 2 months after it becomes payable, and
- (2) a notice of default is given to the member pursuant to a resolution of the Board,

the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the Board think fit to do so.

#### **15. Capitation Fees**

15.1 Each Local Association must pay to the Company an annual capitation fee.

15.2 The annual capitation fee payable by each Local Association is such amount as is determined by the Board.

15.3 The annual capitation fees are due and payable:

- (1) on or before the 1st day of August in each year, or
- (2) within 30 days after the date of the determination by the Board of the amount of the annual capitation fees,

whichever is later.

- 15.4 If any Local Association's annual capitation fee is not received by the Honorary Treasurer of the Company within 30 days after the due date for payment then all members of such defaulting Local Association immediately cease to be members of the Company.
- 15.5 On the application of a Local Association made before the expiry of the time for payment specified in **article 15.3** the Board may grant extensions of such time for payment for such periods as they think fit and upon such conditions, if any, as they think fit.

#### **PART 4 - CESSATION OF MEMBERSHIP**

##### **16. Resignation**

- 16.1 A member may resign from membership of the Company by giving written notice to the Honorary Secretary.
- 16.2 The resignation of a member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

##### **17. Failure to Pay**

- 17.1 If a member has not paid all arrears of annual subscriptions in accordance with **article 14** or, if paid, the members' rights and privileges are not reinstated:
- (1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the date of notification under **article 14.1(2)**, and
  - (2) the member ceases to be a member and member's name will be removed from the Register at the expiration of the 6 month period.

##### **18. Cessation of Membership**

- 18.1 A member ceases to be a member:
- (1) on the death of the member; or
  - (2) on ceasing to be a member of the Local Association; or
  - (3) if the Local Association of which the individual is a member fails to pay its annual capitation fee in accordance with **article 15.3**, or
  - (4) if the member is expelled under **article 19**.

##### **19. Disciplining Members**

- 19.1 If any member:
- (1) willfully refuses or neglects to comply with the provisions of the memorandum of association or these articles, or
  - (2) is guilty of any conduct which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interest of the Company,

the Board may resolve to censure, fine, suspend or expel the member from the Company and, in the case of expulsion, to remove the member's name from the Register.

- 19.2 In exercising their powers under **article 19.1** the Board must not fine a member an amount exceeding the annual subscription of the member payable to the Local Association of which the member is a member.
- 19.3 The expulsion of a member pursuant to **article 19.1** above does not take effect:
- (1) until the expiration of 14 days after the service on the member of a notice under **article 19.4**, or
  - (2) if the member exercises a right of appeal under this article, until the conclusion of the general meeting convened to hear the appeal,
- whichever is the later date.
- 19.4 Where the Board expel a member from the Company the Honorary Secretary must, without undue delay, cause to be served on the member a notice in writing:
- (1) stating that the Board has expelled the member;
  - (2) specifying the grounds for the expulsion, and
  - (3) informing the member that the member may appeal against the expulsion as provided in **article 19.5**.
- 19.5 A member on whom a notice under **article 19.4** is served may appeal against the expulsion to a general meeting by delivering or sending by post to the Honorary Secretary within 14 days after the service of that notice a requisition in writing to demand the convening of a general meeting for the purpose of hearing the member's appeal.
- 19.6 Upon receipt of a requisition under **article 19.5** the Honorary Secretary must notify the Board of its receipt and the Board must cause a general Board meeting to be held within 21 days after the date on which the requisition is received by the Honorary Secretary.
- 19.7 At the general meeting convened in accordance with **article 19.6**:
- (1) no business other than the question of the expulsion will be raised;
  - (2) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
  - (3) the expelled member must be given an opportunity to be heard, and
  - (4) the members present must vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 19.8 If at the general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion is deemed to have been lifted and the expelled member is entitled to continue to be a member of the Company.

- 19.9 If at the general meeting a majority of the members present vote in favour of the confirmation of the expulsion the expulsion takes effect and the expelled member ceases to be a member of the Company.
- 19.10 If any member ceases to be a member in accordance with **article 19.4** the Board may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as they think fit.

## **20. Effect of Cessation of Membership**

- 20.1 If any member ceases to be a member within the provisions of these articles the member remains liable to pay to the Company for any moneys whatsoever which, at the time of the member ceasing to be a member, the member owes to the Company on any account whatsoever and for any sum not exceeding \$1.00 for which the member is liable under clause 6 of the Memorandum of Association.

## **PART 5 - GENERAL MEETINGS**

### **21. Convening of General Meetings**

- 21.1 Except as permitted by law a general meeting, to be called the “**annual general meeting**”, must be held at least once in every calendar year.
- 21.2 The Board may whenever it thinks fit convene a general meeting.
- 21.3 Except as provided in the Law no member or members are entitled to convene a general meeting.
- 21.4 The Board must, on the requisition in writing of not less than 4 of the Local Associations, convene a general meeting of the Company.
- 21.5 A requisition for a general meeting must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in the like form each signed by one or more of the requisitionists.
- 21.6 If the Board does not cause a general meeting to be held within 8 weeks after the date on which a requisition is deposited at the registered office of the Company the requisitionists or any of them may convene the meeting but any meeting so convened will not be held after 4 months from the date of the deposit of the requisition.
- 21.7 A general meeting convened by the requisitionists pursuant to **article 21.5** must be convened in the same manner as nearly as possible as that in which meetings are convened by the Board and all reasonable expenses incurred in convening the meeting must be refunded by the Company to the persons incurring them.

### **22. Notice of General Meetings**

- 22.1 Except where otherwise provided in these articles at least 6 weeks' notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the Company.

22.2 A notice of a general meeting must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

**23. Accidental Omission to Give Notice**

23.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under these articles or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

**24. Postponement of General Meetings**

24.1 The Board may postpone the holding of any general meeting whenever they think fit (other than a meeting requisitioned by members pursuant to the Law or a meeting requisitioned under **article 21.5**) for not more than 21 days after the date for which it was originally called.

24.2 Whenever any meeting is postponed for 10 days or more not less than 2 days' notice must be sent to the persons entitled to notice of the original meeting. It is not necessary to specify in the notice the nature of the business to be transacted at the postponed meeting.

**25. Representation of Member**

25.1 Any member may be represented at any general meeting of the Company by a proxy or attorney and if so represented is deemed to be personally present.

**PART 6 - PROCEEDINGS AT GENERAL MEETINGS**

**26. Meaning of 'Member'**

26.1 For the purpose of ascertaining:

- (1) any quorum at a general meeting required by these articles, and
- (2) the person entitled to vote at a general meeting or join in demanding a poll;

'member' means any voting ordinary member, referred to in **article 7.1(a)** who is present in person or by proxy or attorney.

**27. Quorum**

27.1 No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

27.2 Twelve members constitute a quorum, at least five of whom each must be a member of a different Local Association.

**28. Absence of Quorum**

28.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:

- (1) where the meeting was convened upon the requisition of members

the meeting is dissolved, or

- (2) in any other case:
  - (a) time meeting stands adjourned to the day, and at the time and place, which the Board determine or, if no determination is made by the Board, to the same day in the next week at the same time and place, and
  - (b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting the meeting is dissolved.

## **29. Ordinary and Special Business**

29.1 The business of an annual general meeting is:

- (1) to receive and consider the profit and loss account the balance sheet the reports of the Board and of the auditors and the Board's statement required by the Law to be attached to the accounts of the Company;
- (2) to record the appointment of Directors in place of those retiring or otherwise;
- (3) when necessary, to appoint auditors, and
- (4) to transact any other business which under these articles or the Law ought to be transacted at an annual general meeting.

29.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

## **30. Chairman**

30.1 The President of the Company, if present, presides as chairman at every general meeting.

30.2 Where a general meeting is held and:

- (1) there is no President of the Company, or
- (2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the members present must elect any one of their number to be chairman of the meeting.

## **31. Adjournment of Meetings**

31.1 The chairman may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

31.2 When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

- 31.3 Except as provided by **article 31.2**, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **PART 7 - VOTING AT GENERAL MEETINGS**

### **32. Voting Rights**

- 32.1 Subject to **articles 26** and **33** at any general meeting each member present on a show of hands has one vote and on a poll each member present has one vote.

### **33. Voting Disqualification**

- 33.1 A member is not entitled to vote at a general meeting if the annual subscription, if any, of the member is more than 2 months in arrears at the date of the meeting or the postponed or adjourned meeting.

### **34. Power to Demand a Poll**

- 34.1 At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (1) by the chairman, or
  - (2) by at least 3 members.

### **35. Evidence of Resolutions**

- 35.1 Unless a poll is so demanded, a declaration by the chairman 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 Company, signed by the chairman of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **36. Conduct of Poll**

- 36.1 If a poll is duly demanded, it must be taken in such manner and subject to **article 36.2** either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 36.2 A poll demanded on the election of a chairman or on a question of adjournment must be taken forthwith without adjournment.
- 36.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 36.4 The demand for a poll may be withdrawn.

**37. Casting Vote**

- 37.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairman has discretion both as to the use of the casting vote and as to the way in which it is used.

**38. Objections to Exercise of Voting Rights**

- 38.1 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.
- 38.2 The objection must be referred to the chairman of the meeting, whose decision is final.
- 38.3 A vote not disallowed following the objection is valid for all purposes.

**PART 8 - PROXIES**

**39. Appointment of Proxy**

- 39.1 A member may appoint one proxy. A proxy must be a member.

**40. Deposit of Proxy and Attorney Instrument**

- 40.1 An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Board is or are deposited at the registered office of the Company or at any other place specified for that purpose in the notice convening the meeting not less than 24 hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.
- 40.2 For the purpose of **article 40.1** it is sufficient if the proxy is received at the registered office of the Company by facsimile transmission or email or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile transmission or email.

**41. Proxy Instrument to be in Writing**

- 41.1 An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

**42. Form of Proxy**

- 42.1 The instrument of proxy must be in the form determined by the Board but the form must:
- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction, and

(2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

42.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairman of the meeting is appointed proxy.

42.3 Despite **article 42.1** an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

**AUSTRALIAN COLLEGE OF OPERATING ROOM NURSES LIMITED**  
ABN 64 071 142 768

I, \_\_\_\_\_ of \_\_\_\_\_,  
being a member of the above named company, and a member of the \_\_\_\_\_,  
(*name of Local Association*) \_\_\_\_\_,  
Appoint (*name of Person*) \_\_\_\_\_ of \_\_\_\_\_ or, in his or her absence,  
\_\_\_\_\_ of \_\_\_\_\_ as my proxy to  
vote for me on my behalf at the \*annual general \*general meeting of the company  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_ , and at any adjournment  
of that meeting.

† This form is to be used \* favour of \* against the resolution.

Signed on \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_  
\*Strike out whichever is not desired. † To be inserted if desired.

**43. Effect of Proxy Instrument**

43.1 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

43.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

43.3 A proxy may be revoked at any time by notice in writing to the Company.

**44. Voting Rights of Proxies and Attorneys**

44.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

44.2 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:

- (1) the previous death or unsoundness of mind of the principal, or
- (2) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;

if the Company has not received written notification of the death, unsoundness of mind or revocation at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

## PART 9 - BOARD AND EXECUTIVE

### 45. Number of Directors and Representatives

- 45.1 The number of the Directors must be 7.
- 45.2 The number of Representatives will be 7.
- 45.3 The Company in general meeting may by resolution increase or reduce the number of Directors or Representatives but the number of Directors may not be reduced below 7.
- 45.4 Each Local Association will appoint one Director and one Representative.

### 46. Directors' and Representatives' Qualifications

- 46.1 No person may be a Director or a Representative unless that person is a member of the Company.

### 47. Constitution of the Board

- 47.1 The Board constitutes the Board of the Company.
- 47.2 The Board of the Company comprises:
  - (1) the President elected under Article 49.3;
  - (2) the Directors, and
  - (3) the Representatives.
- 47.3 The first Directors and Representatives are appointed in writing by the subscribers to the memorandum and articles of association of the Company.

### 48. Appointment of Directors and Representatives

- 48.1 Subject to **article 48.2** a Director and a Representative are appointed by each Local Association from among its members.
- 48.2 Appointment of a Director or a Representative must be in writing addressed to the Board and consented to in writing by the appointee.
- 48.3 A Director or Representative holds office for a period of at least 2 years and not longer than 4 years, with the longest serving Director or Representative to be replaced every 2 years.

### 49. Office Bearers and the Executive

- 49.1 Subject to **articles 49.3** and **49.4** the office bearers of the Company are:
  - (1) the President;
  - (2) the Honorary Treasurer, and
  - (3) the Honorary Secretary.

- 49.2 The persons holding office from time to time under **article 49.1** and the Executive Officer, if any, appointed under **article 62** constitute the Executive of the Board.
- 49.3 (1) The President will be a member of the Company who has, within at least two years within the previous four years and at the time of nomination as President, been a member of the Board and who is elected by the Board.
- (2) The Honorary Secretary and the Honorary Treasurer will be elected by the Board from among the Board.
- (3) The Honorary Secretary and the Honorary Treasurer (if Directors) will be entitled to vote as Directors but will not be entitled to any additional vote by virtue of their positions as Honorary Secretary and Honorary Treasurer.
- 49.4 (1) Elections for positions under this article will take place no later than 31 December in all years when the Company holds a conference in accordance with **article 84.1** provided that any person nominated as Honorary Treasurer or Honorary Secretary is qualified under these Articles to hold office as a Director or a Representative and that person is duly appointed and remains as a Director or a Representative for the whole of the second term of office of Honorary Treasurer or Honorary Secretary (as the case may be).
- (2) Each person elected to a position under this article will hold office for a term of two years and may be re-elected at the end of that term. However, no person may serve in any such position for a period longer than four years.
- 49.5 No person may be the Honorary Treasurer or the Honorary Secretary unless that person is qualified under these Articles to hold office as a Director or a Representative for the whole of the forthcoming term of office of Honorary Treasurer or Honorary Secretary (as the case may be) and that person is duly appointed and remains as a Director or a Representative for the whole of the forthcoming term of office of Honorary Treasurer or Honorary Secretary (as the case may be).
- 49.6 Subject to Article 49.4(2), the person who holds the office of President must also hold the office of Company Secretary until another person is duly elected as President.

## **PART 10 - GENERAL PROVISIONS AS TO BOARD MEMBERSHIP**

### **50. Casual Vacancies and Additional Directors or Representatives**

- 50.1 The Company in general meeting may by resolution and the Board may at any time appoint any person qualified to be a Director or a Representative under **article 48**, as an addition to the existing Directors and Representatives, but so that the total number of Directors or Representatives does not at any time exceed the number fixed in accordance with these articles.

- 50.2 In the event of a casual vacancy, the Local Association whose member has caused the casual vacancy will nominate another of its members to act as Director or Representative as the case may be.
- 50.3 A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

**51. Insufficient Directors**

- 51.1 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors in accordance with **article 50.1** to a number sufficient to constitute such a quorum or convening a general meeting of the Company.

**52. Resignation of Director or Representative**

- 52.1 Any Director or Representative may retire from office upon giving notice in writing to the Company of his or her intention to do so.

**53. Removal of Directors or Representatives**

- 53.1 Subject to the provisions of these articles and the Law the appointing Local Association or the Company may by resolution passed at any general meeting remove any Director or Representative and the Local Association may appoint another person in his or her stead.

**54. Vacation of Office of Director or Representative**

- 54.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law the office of a Director or Representative becomes vacant if the Director or Representative:
- (1) 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;
  - (2) is absent from 2 consecutive meetings of the Board without the prior leave of the Board or, where no leave is granted, the Board are not satisfied that such absence was justified in all the circumstances;
  - (3) fails to pay all arrears of subscription due within 14 days after receipt of a notice in writing signed by the Honorary Secretary stating that the person has ceased to be a financial member of the Association;
  - (4) ceases to be qualified as a Director or Representative in accordance with **article 46**, or
  - (5) holds any office of profit under the Company.

**55. Remuneration and Expenses of Directors and Representatives**

- 55.1 No Director or Representative may receive any remuneration for his or her services in his or her capacity as a Director of the Company.

- 55.2 Despite **article 55.1** Directors and Representatives may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Company or general meetings of the Company or otherwise in connection with the business of the Company.

## **PART 11 - ALTERNATE DIRECTORS AND REPRESENTATIVES**

### **56. Power to Appoint**

- 56.1 A Local Association whose member is unable to act personally by reason of illness, absence or any other cause as either a Director or Representative as the case may be, may appoint any person as an alternate Director or Representative as the case may be and may do so generally or for a meeting or for any other purpose or for a specified period.

### **57. Rights and Powers of Alternate Directors and Representatives**

- 57.1 An alternate Director or Representative is entitled to notice of meetings of the Board and, if the Director or Representative for whom the alternate Director or Representative is appointed to act as alternate is not present at such a meeting, is entitled to attend and in the case of an alternate Director, may vote, in his or her stead.
- 57.2 An alternate Director or Representative may exercise any powers that the Director or Representative for whom the alternate Director or Representative is appointed to act as alternate may exercise and the exercise of any power by the alternate Director or Representative is deemed to be the exercise of the power by the Director or Representative for whom the alternate Director or Representative is appointed to act as alternate.
- 57.3 An alternate Director is not taken into account for the purpose of **article 45.1**.

### **58. Suspension or Revocation of Appointment**

- 58.1 The Local Association may revoke or suspend the appointment of an alternate appointed by it.

### **59. Form of Appointment Suspension or Revocation**

- 59.1 Every appointment revocation or suspension under **articles 56** or **58** must be made by notice in writing signed by the Local Association making it.
- 59.2 The notice may be given by facsimile or email.

**60. Termination of Appointment**

- 60.1 The appointment of an alternate Director or Representative automatically terminates:
- (1) if the Director or Representative for whom the alternate Director or Representative acts as alternate ceases to hold office as Director or Representative;
  - (2) on the happening in respect of the alternate Director or Representative of any event which causes a Director or Representative to vacate the office of Director or Representative, or
  - (3) if by writing left at the registered office of the Company the alternate Director or Representative resigns from the appointment.

**61. Power to Act as Alternate for More than One Director or Representative**

- 61.1 A Director or Representative or any other person may act as alternate Director or Representative to represent more than one Director or Representative.

**PART 12 - EXECUTIVE OFFICER**

**62. Power to Appoint**

- 62.1 The Board may appoint any person, not being a member of the Board, to the position of Executive Officer for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

**63. Not a Member of the Board**

- 63.1 The Executive Officer is not a member of the Board of the Company but may attend meetings of the Board except where the Board otherwise request.
- 63.2 The Executive Officer is a member of the Executive but may not vote at any meeting of that committee.

**64. Temporary Appointments**

- 64.1 If an Executive Officer becomes incapable of acting in that capacity the Board may appoint any other person, not being a member of the Board, to act temporarily as Executive Officer.

**65. Powers of Executive Officer**

- 65.1 The Board may, upon such terms and conditions and with such restrictions as they think fit, confer upon an Executive Officer any of the powers exercisable by them.
- 65.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.
- 65.3 The Board may at any time withdraw or vary any of the powers so conferred on an Executive Officer.

**66. Remuneration of Executive Officer**

- 66.1 Subject to the Law and to the provisions of any contract between the Company and an Executive Officer the remuneration of the Executive Officer is fixed by the Board.

**PART 13 - POWERS AND DUTIES OF BOARD**

**67. General Business Management**

- 67.1 Subject to the Law and to any other provision of these articles, the business of the Company is managed by the Board, who may pay all expenses incurred in promoting and forming the Company, and may exercise all powers of the Company which are not, by the Law or by these articles, required to be exercised by the Company in general meeting.
- 67.2 No article made or resolution passed by the Company in general meeting can invalidate any prior act of the Board which would have been valid if that article or resolution had not been made or passed.

**68. Borrowing Powers**

- 68.1 Without limiting the generality of **article 67.1**, the Board may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

**69. Appointment of Attorney**

- 69.1 The Board may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for the period and subject to the conditions they think fit.
- 69.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Board think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

**PART 14 - PROCEEDINGS OF THE BOARD**

**70. Meetings of the Board**

- 70.1 The Board must meet for the despatch of business at least once a year and may adjourn and otherwise regulate its meetings as it thinks fit.
- 70.2 The minutes of any Board meeting must state the method of meeting and the persons present.

## **71. Convening of Meeting**

71.1 The President may at any time, and the Honorary Secretary must on the requisition of the President, convene a Board meeting, subject to the agreement of all of the Local Associations.

## **72. Notice of Meeting**

72.1 Notice of a Board meeting must be given to each Director, Representative and alternate Director and Representative except that it is not necessary to give notice of a Board meeting to any Director or Representative who:

- (1) has been given special leave of absence, or
- (2) is absent from Australia and has not left a facsimile number or email address at which he or she may be given notice.

72.2 Any notice of a Board meeting may be given in writing or orally, and whether by facsimile, email, SMS, telephone or any other means of communication.

## **73. Quorum**

73.1 At a Board meeting, the number of Directors whose presence is necessary to constitute a quorum is one Director from each of the Local Associations entitled to vote or such greater number as is determined by the Directors and the President or Honorary Secretary for the time being. An alternate Director is counted in a quorum at a meeting at which the Director who appointed the alternate is not present (so long as the alternate is, under the Law, entitled to vote).

## **74. Chairman at Board Meetings**

74.1 The President is the chairman of all Board meetings.

74.2 At a Board Meeting if:

- (1) no President has been elected as provided by **article 49**, or
- (2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present may elect one of their number to be chairman of the meeting.

## **75. Voting**

75.1 Subject to these articles, questions arising at a Board meeting are decided by a majority of votes of Directors present and voting and any such decision is for all purposes deemed a decision of the Board.

75.2 In case of an equality of votes, the chairman of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairman has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

75.3 A person who is an alternate Director is entitled (in addition to his or her own vote if he or she is a Director) to 1 vote on behalf of each Director whom he or she represents as an alternate Director at the meeting and who is not present at the meeting.

## 76. Teleconference Board Meetings

- 76.1 For the purpose of these articles the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means (**'telecommunication meeting'**) of a number of the Directors not less than a quorum is deemed to constitute a Board meeting. All the provisions of these articles relating to a Board meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **article 77.1**. The following provisions apply to a telecommunication meeting:
- (1) all the Directors and Representatives for the time being entitled to receive notice of a Board meeting (including any alternate Director or Representative) are entitled to notice of a meeting;
  - (2) all the Directors and Representatives participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the telecommunication meeting;
  - (3) notice of the meeting may be given on the telephone or other electronic means;
  - (4) each of the Directors and Representatives taking part in the meeting must be able to hear and be heard by each of the other Directors and Representatives taking part at the commencement of the meeting and each Director and Representative so taking part is deemed for the purposes of these articles to be present at the meeting, and
  - (5) at the commencement of the meeting each Director and Representative must announce his or her presence to all the other Directors and Representatives taking part in the meeting.
- 76.2 If the Honorary Secretary is not present at a telecommunication meeting one of the Directors present must take minutes of the meeting.
- 76.3 A Director may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless the Director has previously notified the chairman of the meeting.
- 76.4 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Director has previously obtained the express consent of the chairman to leave the meeting.
- 76.5 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of time observance of all necessary formalities if the minute is certified to be a correct minute by the chairman of the meeting.

## **77. Circulated Resolutions**

- 77.1 If all the Directors at that time present in Australia and any Director absent from Australia who has left a facsimile number or email address at which he or she may be given notice have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms is deemed to have been passed at a Board meeting held on the day on which the document was signed and at the time at which the document was last signed by a Board or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- 77.2 For the purposes of **article 77.1**, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are deemed together to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 77.3 A reference in **article 77.1** to all the Directors does not include a reference to a Director who, at a Board meeting, would not be entitled to vote on the resolution.
- 77.4 Every resolution passed under **article 77.1** must as soon as practicable be entered in the minutes of the Board meetings.
- 77.5 A facsimile, email or similar means of communication addressed to or received by the Company and purporting to be signed by a Director for the purpose of these articles is deemed to be a document in writing signed by that Director.
- 77.6 References in this article to the word “signed” shall be taken to include “electronically signed”.

## **78. Committees of the Board**

- 78.1 The Board may delegate any of their powers to:
- (1) the Executive; and
  - (2) other committees consisting of those Directors they think fit or consisting of any other persons they think fit, whether or not those persons are members of the Company provided that such persons will not be entitled to vote; and may revoke the delegation.
- 78.2 Any committee formed under **article 78.1** must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.
- 78.3 Otherwise the meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in these articles regulating the meetings and proceedings of the Board.
- 78.4 The Board may establish any local boards or agencies for managing any of the affairs of the Company in any specified locality and may appoint any persons to be members of the local board or any managers or agents and may fix their remuneration.

## **79. Regional Branches and Administration**

- 79.1 The Board may provide for the management and administration of the affairs of the Company in any specified region or locality in the manner they think fit.
- 79.2 Without limiting the operation of **article 79.1** the Board may:
- (1) establish any regional or local committees or branches;
  - (2) appoint any members of the Company or any nominated representative of a corporate member to be a member of the local committee or branch;
  - (3) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Board; and
  - (4) authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.
- 79.3 A local committee or branch may remove any person appointed under **article 79.2(3)** and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation is affected by it.

## **80. Validation of Acts of Directors**

- 80.1 All acts done at any Board meeting or of a committee of the Board or by any person acting as a Director are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a Director and was entitled to vote.

## **PART 15 - DIRECTORS' AND REPRESENTATIVES' INTERESTS**

### **81. Prohibition on Being Present or Voting**

- 81.1 Unless **article 81.2 or 81.3** applies, a Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
- (1) be present while the matter is being considered at the meeting; or
  - (2) vote on the matter.
- 81.2 The Director may be present and vote if the Directors who do not have a material personal interest in the matter have passed a resolution that:
- (1) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
  - (2) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

- 81.3 The Director may be present and vote if he or she is so entitled under a declaration or order made by the Australian Securities and Investments Commission.
- 81.4 A Representative who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting.
- 81.5 The Representative may be present and be heard if the Directors who do not have a material personal interest in the matter have passed a resolution that:
- (1) identifies the Representative, the nature and extent of the Representative's interest in the matter and its relation to the affairs of the Company; and
  - (2) states that those Directors are satisfied that the interest should not disqualify the Representative from being present and being heard.

## **82. Existence of Interest**

- 82.1 A Director or Representative may not hold any other office or place of profit under the Company in conjunction with the office of Director or Representative as the case may be.
- 82.2 A Director or Representative may to the extent permitted by the Law:
- (1) enter into contracts or arrangements or have dealings with the Company either as vendor, purchaser, mortgagee or otherwise, or
  - (2) be interested in any contract, operation, undertaking or business entered into undertaken or assisted by the Company or in which the Company is or may be interested.
- 82.3 The Director or Representative is not because of entering into any relationship or transaction referred to in **article 82.2**:
- (1) disqualified from the office of Director or Representative, or
  - (2) liable to account to the Company for any profit arising from the relationship or transaction by reason of being a Director or Representative of the Company or of the fiduciary relationship between the Director or Representative and the Company.
- 82.4 For the purpose of **article 82.1** 'Company' includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

## **83. Disclosure of Interest**

- 83.1 The Director or Representative must disclose a material personal interest to the Board at a meeting of the Board as soon as practicable after the Director or Representative becomes aware of his or her interest in the matter unless:
- (1) a specific exemption under the Law applies; or
  - (2) the Director or Representative has already given notice of the interest to all the Directors and Representatives

(including notice to any Director or Representative who did not hold such office at the time notice was first given) and the nature and extent of the interest has not materially increased.

- (3) the Director or Representative has given a standing notice to the other Directors and Representatives of the nature and extent of the interest in accordance with the Law and the notice is still effective in relation to the interest

## **PART 16 - CONFERENCE**

### **84. Bi-ennial Conference**

- 84.1 The Company will hold a conference every two years.
- 84.2 Notwithstanding **article 84.1**, the Board may resolve to vary the timing of the conference.

## **PART 17 - EDITOR**

### **85. Appointment of Editor**

- 85.1 The Board may appoint a person ('Editor') to oversee the production of any journal or other publication of the Company.
- 85.2 The Editor will be given notice of all Board Meetings and is entitled to attend Board meetings by invitation.

## **PART 18 - INADVERTENT OMISSIONS**

### **86. Formalities Omitted**

- 86.1 If some formality required by these articles is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced any member financially. The decision of the Board is final and binding on all members.

## **PART 19 - MINUTES**

### **87. Minutes to be Kept**

- 87.1 The Board must carry out the obligations imposed on the Company by the Law to cause:
- (1) minutes of all proceedings of general meetings and of Board meetings to be entered, within 1 month after the relevant meeting is held, in books kept for that purpose, and
  - (2) those minutes to be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.

- 87.2 Without limiting **article 87.1(1)** the Board must cause minutes to be made of:
- (1) all appointments of officers and servants;
  - (2) the names of the Directors and Representatives and alternate Directors and Representatives present at all Board meetings and the Company, and
  - (3) of the method by which a Board meeting was held.

## **PART 20 - SEAL**

### **88. Company Seal**

- 88.1 The Board must provide for the safe custody of the seal.
- 88.2 The seal of the Company may not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board duly authorised by the Board.
- 88.3 Every instrument to which the seal is affixed must be signed by at least one (1) Director and countersigned by another Director, the Honorary Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

### **89. Affixing of Seal by Interested Director**

- 89.1 A Director may sign or countersign as Director any instrument to which the common seal of the Company is affixed although the instrument relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of these articles as to the affixing of the common seal despite his or her interest.

## **PART 21 - ACCOUNTS, AUDIT AND RECORDS**

### **90. Accounts**

- 90.1 The Board must cause proper accounting and other records to be kept in accordance with the Law.
- 90.2 The Honorary Treasurer will faithfully keep all general records accounting books and records of receipts and expenditure connected with the operations and business of the Company in such form and manner as the Board may decide.
- 90.3 The Honorary Treasurer will on behalf of the Company receive all moneys paid to the Company and forthwith after receipt issue official receipts for such moneys.
- 90.4 The Board will cause to be opened with such bank as they select a bank account in the name of the Company into which all moneys received will be paid by the Honorary Treasurer as soon as possible after receipt.
- 90.5 The Board may receive from the Company's bank or bank as for the time being the cheques drawn by the Company on any of its accounts with the

bank or bankers and may release and indemnify the bank or bankers from and against all claims actions suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or they surrender to the Company.

- 90.6 Except with the authority of the Board no payment of a sum exceeding \$200 will be made from the funds of the Company otherwise than by cheque drawn on the Company's bank account but the Board may provide the Honorary Treasurer with a sum to meet urgent expenditure subject to the observance of such conditions in relation to the use and expenditure as the Board may impose.
- 90.7 No cheques will be drawn on the Company's bank account except for the payment of expenditure that has been authorised by the office bearers of the Company. All such expenditure will be reported to the Board meeting next following the date of payment.
- 90.8 Each cheque, draft, bill of exchange, promissory note and other negotiable instrument will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any one of the President, Honorary Secretary or Honorary Treasurer and will be counter signed by any other of them.
- 90.9 Any funds not required for the purposes of the Company from time to time may be invested in such manner authorised for the investment of trust funds as the Directors will decide. No funds will be withdrawn from such an investment except on the written order of any two of the President, Honorary Secretary and Honorary Treasurer.
- 90.10 The Board must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Law.

## **91. Audit**

- 91.1 A registered company auditor must be appointed at each annual general meeting of the Company.
- 91.2 A person so appointed will hold office until the next annual general meeting and is eligible for re-appointment.
- 91.3 The first auditor of the Company may be appointed by the Board before the first annual general meeting and if so appointed will hold office until the first annual general meeting unless previously removed by a resolution of the members at a general meeting in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- 91.4 Except as provided in **article 91.3** the auditor may only be removed from office by special resolution.
- 91.5 If a casual vacancy occurs in the office of auditor during the course of the financial year of the Company the Board may appoint a person as the auditor and the person so appointed will hold office until the next annual general meeting.
- 91.6 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

- 91.7 The accounts of the Company will be examined by the auditor at least once in each financial year.
- 91.8 The auditor will certify as to the correctness of the accounts of the Company and will report to the members present at the annual general meeting.
- 91.9 In the auditor's report and in certifying the accounts, the auditor will state:
- (1) whether the information supplied by the auditor has been requested;
  - (2) whether in the auditor's opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Company according to the information at the disposal of and the explanations given to the auditor and as shown by the books of the Company; and
  - (3) whether the rules relating to the administration of the funds of the Company have been observed.
- 91.10 The Honorary Secretary will cause to be delivered to the auditor a list of all the accounts, books and records of the Company.
- 91.11 The auditor:
- (1) has a right of access to the accounts, books, records, vouchers and documents of the Company;
  - (2) may require from the servants of the Company such information and explanations as may be necessary for the performance of the auditor's duties as auditor;
  - (3) may employ persons to assist in investigating the accounts of the Company; and
  - (4) may in relation to the accounts of the Company examine any Director, Representative or any servant of the Company.

## **92. Rights of Inspection**

- 92.1 Subject to the Law the Board determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.

## **PART 22 - NOTICES**

### **93. Service of Notices**

- 93.1 A notice may be given by the Company to any member either by serving it on the member personally or by sending it by post or facsimile transmission or email to the member at the address shown in the Register or the address or facsimile number or email address supplied by the member to the Company for the giving of notices.

#### **94. Method of Service**

- 94.1 If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to be effected, on the next business day after the date of its posting.
- 94.2 If a notice is sent by facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the Company for that purpose and to be effected on the next business day after the date of its transmission unless:
- (1) the Company's facsimile machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent, or
  - (2) the addressee notifies the Company immediately that the notice was not fully received in a legible form.
- 94.3 For the purpose of this article 'business day' means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where the Company has its registered office.
- 94.4 If a notice is sent by email, service of the notice is deemed to be effected by properly addressing the email and sending it to the email address supplied to the Company for that purpose, and to be effected on the next business day after the date of its sending, unless the Company receives an email indicating that the notice has not reached the intended recipient

#### **95. Persons Entitled to Notice of General Meeting**

- 95.1 Notice of every general meeting must be given in the manner authorised by **articles 93 and 94** to:
- (1) every member, and
  - (2) the auditor for the time being of the Company.
- 95.2 No other person is entitled to receive notice of general meetings.

### **PART 23 - INDEMNITY**

#### **96. Right to Indemnity**

- 96.1 To the extent permitted by law, any person who is, or was, a Director, Representative, Honorary Secretary, or executive officer (as defined in the Law) of the Company will be indemnified by the Company against any liability incurred by such person in that capacity to a person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.
- 96.2 Every person who is or was a Director, Representative, Honorary Secretary or executive officer (as defined in the Law) of the Company will be indemnified by the Company against any liability for costs and expenses incurred by the person in defending any proceedings, whether civil or criminal, issued against the person in connection with the performance by the person of his or her position with the Company in which judgment is given in favour of the person or in which the person is acquitted or in connection with an application in relation to any proceedings in which the Court grants relief under the Law.

- 96.3 The Company may, at the discretion of the Board, pay a premium in respect of a contract insuring a person who is, or has been, a Director, Representative, Honorary Secretary or executive officer (as defined in the Law) of the Company against liability incurred by such person in that capacity except for a liability arising out of conduct involving a willful breach of duty in relation to the Company or a contravention of the Law. In the case of a Director or Representative, any such premium may be paid in addition to remuneration paid to that Director or Representative by the Company in accordance with these articles.

## **PART 24 - WINDING UP**

### **97. Winding Up**

- 97 .1 The provisions of clauses 6 and 7 of the memorandum of association relating to the winding up or dissolution of the Company have effect and must be observed as if they were repeated in these articles.