

CONSTITUTION

of

CORNEA & CONTACT LENS SOCIETY OF AUSTRALIA

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CONSTITUTION OF THE CORNEA & CONTACT LENS SOCIETY OF AUSTRALIA

1. NAME OF COMPANY

The name of the company is the Cornea & Contact Lens Society of Australia.

2. EXCLUSION OF REPLACEABLE RULES

To the extent permitted by law, the sections or sub-sections of the Corporations Act referred to as a replaceable rule in accordance with section 135(1) of the Corporations Act do not apply to the Society unless expressly made applicable to the Society by a provision of this Constitution.

3. DEFINITIONS

Definitions for words or phrases which have special meanings in this Constitution, and other guides to interpretation of this Constitution, are set out in **clause 37**.

4. STRUCTURE

The structure of the Society consists of:

- (a) a Board of Directors;
- (b) Members;
- (c) Student Members;
- (c) Associate Members (Corporate);
- (d) Associate Members (Industry);
- (e) Honorary Members and Honorary Life Members; and
- (f) Committees appointed from time to time by the Board (including State Committees and State Chapters).

5. OBJECTS

The objects for which the Society is established are to:

- a) advance contact lens and cornea practice by every means calculated to educate and enlighten members of the Society and the general public including (but without limitation) the maintenance of a high standard of ethical conduct by members of the Society;
- b) organise and conduct or to assist in organising and conducting conventions, lectures, visits and interchange of persons engaged or interested in contact lens and cornea work;
- c) assist and promote the professional development of the Members;
- d) arrange for distribution of information of all kinds calculated to promote interest in cornea and contact lenses work through available media;
- e) promote scientific research in the field of contact lens and cornea work and to encourage the interchange of ideas and experience amongst persons interested in or engaged in the prescribing and fitting of contact lenses and working in the cornea area;
- f) provide facilities for scientific research in respect of corneas and contact lenses;

g) solicit and/or receive donations and legacies (whether subject to any special trusts or not) for the purpose of applying the same to any of the objects of the Society and to apply the same accordingly;

h) provide a fellowship programme;

i) ensure good governance;

6. INCOME AND PROPERTY OF COMPANY

6.1. Limitation on application

The income and property of the Society however derived must be applied solely towards the furtherance of the objects of the Society as set out in **clause 5**.

6.2. Members not to benefit

Save for **clause 6.3**, no portion of the income or the property of the Society will be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members, Student Members, Honorary Members, Associate Members (Industry) or Associate Members (Corporate) of the Society.

6.3. Payment in good faith

Nothing in this Constitution shall prevent the payment in good faith of remuneration, discounts or other benefits to any officers, servants or Members, Student Members, Honorary Members, Associate Members (Industry) or Associate Members (Corporate) of the Society in return for any services actually rendered to the Society nor for goods supplied in the ordinary course of business, nor prevent the payment of interest (at a rate not exceeding the 180 day bank bill rate) on money borrowed from any such person or reasonable and proper rent for premises leased by any such person to the Society.

6.4. Provision of benefit in good faith

Nothing in **clause 6** will prevent the provision of any benefit in good faith to a Member, Student Members, Honorary Members, Associate Members (Industry) or Associate Members (Corporate) for the purposes of the Society as set out in the Objects or any purpose contemplated by this Constitution.

7. GUARANTEE

7.1. Limitation of liability of Members

The liability of Members is limited to the liability set out in **clause 7.2** below.

7.2. Guarantee

Every Member undertakes to contribute an amount not exceeding \$2.00 to the property of the Society in the event that the Society is wound-up at a time when the person is a Member or within 1 year after the person ceases to be a Member, if required for:

- (a) payment of debts and liabilities of the Society contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Society; and
- (c) adjustment of the rights of the contributories among themselves.

8. ADMISSION TO MEMBERSHIP, ASSOCIATE MEMBERSHIP, HONORARY MEMBERSHIP AND FELLOWSHIP

8.1. Number of Members

The maximum number of Members of the Society is unlimited.

8.2. Admission of Members

The Members of the Society will be:

- (a) all existing Members of the Society at the date of adoption of this Constitution; and
- (b) any applicant who the Board admits to Membership in accordance with the provisions of this Constitution,

but excluding Associate Members (Corporate), Associate Members (Industry) and Student Members appointed after the date of this Constitution.

8.3. Eligibility to be a Member

No applicant shall be eligible to be a Member of the Society unless the applicant satisfies the following requirements:

- (a) the applicant is a natural person; and
- (b) the applicant is entitled to practice, and is practicing, as an Optometrist in Australia; or
- (c) the applicant is entitled to practice, and is practicing, as an Ophthalmologist in Australia; or
- (d) the applicant has formerly practiced as an Optometrist or a Ophthalmologist in Australia and who has not ceased to practice as a result of any disciplinary proceedings or other regulatory prohibition and is otherwise of good standing; or
- (e) the applicant is a qualified Optometrist or Ophthalmologist who is a member of the teaching staff of an optometry school approved by the Board; or
- (f) the applicant is a researcher involved in the eye, optometry or contact lenses and related fields approved by the Board; or
- (g) falls within such other category as may be approved by the Board from time to time,

and the applicant is determined by the Board to be in good standing and character and is a person who has not previously had his or her Membership of the Society terminated in accordance with **clause 10** or **11** (unless the Board has given its consent to a further application for Membership under **clause 10.8**).

8.4. Application for membership

An applicant who is eligible to be a Member may apply to the Board to become a Member by:

- (a) completing such application in the form prescribed by the Board from time to time;
- (b) paying the fee determined by the Board in accordance with this Constitution;
- (c) agreeing in the form approved by the Board to be bound by the terms of this Constitution and to provide the guarantee specified in **clause 7.2** of this Constitution; and
- (d) complying with any other procedures or requests determined by the Board from time to time.

8.5. Eligibility for Student Membership

No applicant shall be eligible to be a Student Member unless they:

- (a) are a natural person; and
- (b) are in the last two years of a course in an optometry or contact lenses related fields approved by the Board; or
- (c) have graduated from a course in an optometry or contact lenses related fields approved by the Board but have not yet commenced practice; and
- (d) apply to the Board to become a Student Member in accordance with **clause 8.6**; and
- (e) satisfy such other criteria as the Board may determine from time to time.

8.6. Application for Student Membership

An applicant who is eligible to be considered by the Board to become a Student Member may apply to the Board to become a Student Member by:

- (a) completing such application in the form prescribed by the Board from time to time;
- (b) paying the fee determined by the Board in accordance with this Constitution (if any); and
- (c) complying with any other procedures or requests determined by the Board from time to time.

8.7. Eligibility for Associate Membership (Corporate)

No applicant shall be eligible to be considered by the Board to become an Associate Member (Corporate) unless the applicant:

- (a) is accepted as a sponsor by the Board;
- (b) is invited at the Boards entire discretion to apply to be an Associate Member (Corporate);
- (c) applies to the Board to become an Associate Member (Corporate) in accordance with **clause 8.8**; and
- (d) satisfies such other criteria as the Board may determine from time to time.

8.8. Application for Associate Membership (Corporate)

An applicant who is eligible to be an Associate Member (Corporate) may apply to the Board to become a Associate Member by:

- (a) completing such application in the form prescribed by the Board from time to time;
- (b) paying the fee determined by the Board in accordance with this Constitution; and
- (c) complying with any other procedures or requests determined by the Board from time to time.

8.9. Eligibility for Associate Membership (Industry)

Subject to **clause 8.10**, no applicant shall be eligible to be considered by the Board to become an Associate Member (Industry) unless the applicant:

- (a) is a natural person who in the opinion of the Board, while not holding requisite academic qualifications necessary for admission as a Member, is a participant of sufficient standing in the contact lenses industry to warrant admission as an Associate Member (Industry);

- (b) is invited at the Board's entire discretion to apply to be an Associate Member (Industry);
- (c) applies to the Board to become an Associate Member (Industry) in accordance with **clause 8.11**; and
- (d) satisfies such other criteria as the Board may determine from time to time.

8.10. Rights of person who are currently Associate Membership (Industry)

Every person who is an Associate Member under the constitution of the Society immediately prior to the date of adoption of this Constitution by the Society, shall be an Associate Member (Industry).

8.11. Application for Associate Membership (Industry)

An applicant who is eligible to be an Associate Member (Industry) may apply to the Board to become an Associate Member (Industry) by:

- (a) completing such application in the form prescribed by the Board from time to time;
- (b) paying the fee determined by the Board in accordance with this Constitution; and
- (c) complying with any other procedures or requests determined by the Board from time to time.

8.12. Eligibility to be a Fellow

Subject to **clause 8.15**, no applicant shall be eligible to be a Fellow, unless the applicant:

- (a) is a Member at both the date of application and the date that the Board determines the application;
- (b) satisfies the requirements of **clauses 8.3(a) and (b) or (c)**;
- (c) satisfies the requirements of such courses of study and other criteria set by the Board under regulation of the Board from time to time; and
- (d) is of good character and standing.

8.13. Acceptance of application

The Board may at its discretion accept any application of a Member for a Fellowship where the Member is eligible in accordance with **clause 8.12**.

8.14. Consideration of Application for Membership, Associate Membership (Corporate), Associate Membership (Industry), Student Membership or Fellowship

An application for admission by the Society of the applicant as a Member, Associate Member (Corporate), Associate Member (Industry), Student Member or Fellow of the Society under this Constitution, will be considered by the Board or any Committee established by the Board to consider the application at such time and date as may be determined by the Board. The Board or the Committee may:

- (a) determine the admission of the applicant as a Member, Associate Member (Corporate), Associate Member (Industry), Student Member or Fellow, as the case may be, or the rejection of the applicant's application; or
- (b) decide to call on the applicant to supply any evidence of eligibility or perform such act that the Board or Committee considers reasonably necessary.

The Board shall have the absolute discretion to decline an application for Membership, Associate Membership (Corporate), Associate Membership (Industry), Fellowship or Student Membership without giving any reason for such determination but must provide reasons for declining to grant an application.

8.15. If further information required

If the Board requires further evidence, information or action to determine the application under **clause 8.14**:

- (a) the Board may defer determination of the application until this evidence has been supplied; or
- (b) reject an application for Membership, Fellowship, Associate Membership (Industry), Associate Membership (Corporate) or Student Membership at their absolute discretion, the Board will not be required to give reasons for the rejection.

8.16. Notification of Application

As soon as practicable following acceptance of an application for Membership, Fellowship, Associate Membership (Corporate), Associate Membership (Industry) or Student Membership, the Secretary will send the applicant written notice of the acceptance and request payment of the Applicant's entrance fee which the Board shall set at its discretion.

8.17. Accepted Application for Membership

When an application for Membership is accepted by the Board the applicant must pay the amount set by the Board as due by the applicant on account of his or her becoming a Member. On the applicant paying that sum as the Board directs the Board will cause the Member's name to be entered in the Register of Members and shall send to the Member written notice of the acceptance.

8.18. Accepted Application for Associate Membership (Corporate) or Associate Membership (Industry)

When an application for Associate Membership (Corporate) or Associate Membership (Industry) is accepted by the Board the applicant must pay the amount set by the Board as due by the applicant on account of becoming an Associate Member (Corporate) or Associate Membership (Industry). An applicant will become an Associate Member (Corporate) or Associate Member (Industry) when the Board provides the applicant with a receipt for payment of all fees and charges paid under this clause.

8.19. Accepted Application for Student Membership

When an application for Student Membership is accepted by the Board the applicant must pay the amount set by the Board as due by the applicant on account of becoming a Student Member (if any). If no such monies are determined by the Board to be payable then the applicant shall immediately become a Student Member on the Board approving the applicant's application for Student Membership. If the Board determines that monies are payable in respect of the approval by the Board of the application to become a Student Member, then the applicant will become a Student Member when the Board provides the applicant with a receipt for payment of all fees and charges paid under this clause.

8.20. Accepted Application for Fellowship

When an application for Fellowship is accepted by the Board the applicant must pay the amount set by the Board as due by the applicant on account of becoming a Fellow. An applicant will become a Fellow when the Board provides the applicant with a receipt for payment of all fees and charges paid under this clause.

8.21. Non Payment of Entrance Fee

If an amount due under **clause 8.17 to 8.20**, as the case may be, is not paid within thirty (30) days after the date the applicant is notified of acceptance, the Board may cancel their acceptance of the application in respect of which the monies are payable.

8.22. Recommendation as to Honorary Membership and Honorary Life Membership

The Board may recommend to the Members at an Annual General Meeting that a person distinguished in the optometry and/or the ophthalmologists fields be admitted to Honorary Membership or Honorary Life Members of the Society, provided that person has consented in writing to become a Honorary Member or Life Member, as the case may be, and has agreed in writing to be bound by the terms of this Constitution on being so appointed. A candidate will become an Honorary Member or Honorary Life Member on the passing of a resolution of the Members in Annual General Meeting that the candidate be an Honorary Member or Honorary Life Member (but only on the prior recommendation of the Board).

8.23. Existing Honorary Life Members

All persons who are Honorary Life Members immediately prior to the adoption of this Constitution shall continue to be Honorary Life Members.

9. RIGHTS AND RESPONSIBILITIES OF MEMBERS, ASSOCIATE MEMBERS (CORPORATE), ASSOCIATE MEMBERS (INDUSTRY), HONORARY MEMBERS, HONORARY LIFE MEMBERS, FELLOWS AND STUDENT MEMBERS

9.1. Compliance with policies

Each Member, existing at the date this document becomes effective as the Constitution of the Society and each subsequent Member, Associate Member (Corporate), Associate Member (Industry), Student Member, Fellow, Honorary Member and Honorary Life Member shall be deemed to have undertaken and agreed with the Society that so long as such Member, Associate Member (Corporate), Associate Member (Industry), Student Member, Honorary Life Member or Honorary Member shall observe and be bound by the terms of this Constitution.

9.2. Right of Membership

Subject to the provisions of this Constitution, as a right of Membership, Members (including Honorary Life Members) are:

- (a) entitled to attend meetings of Members;
- (b) entitled to vote at meetings of Members;
- (c) entitled to nominate persons to stand for election to the Board of Directors; and
- (d) able to participate in committees of the Society.

9.3. Rights of Associate Membership (Corporate) and Associate Membership (Industry)

Subject to the provisions of this Constitution:

- (a) Associate Members (Corporate) and Associate Members (Industry) are not Members but are entitled to attend at meetings of the Members, but shall not be entitled to:
 - (i) vote at meetings of Members;
 - (ii) vote nominate persons to stand for election to the Board of Directors; and
 - (iii) to vote at meetings of State Committees of the Society or be a member of a State Committee, although Associate Members (Corporate) and Associate Members (Industry) may participate at meetings of the State Committee with the consent of that committee;

- (b) a person or body corporate who is an Associate Member (Corporate) shall cease to be such on the anniversary of their appointment, but may make an application to be admitted as an Associate Member (Corporate) at the discretion of the Board in respect of any period following the expiry of their current Associate Membership (Corporate); and
- (c) a person who is an Associate Member (Industry) shall, subject to the terms of this Constitution, continue to be an Associate Member (Industry) from year to year.

9.4. Student Membership

Student Members are not Members but will have all the privileges of Membership, except:

- (a) they shall cease to hold Student Membership on ceasing to be eligible to be a Student Member under **clause 8.5**;
- (b) they shall not be entitled to vote at general meetings of the Society or be eligible for election to the Board;
- (c) they shall not be entitled to vote at meetings of a State Chapter or be a member of the Committee of a State Chapter; and
- (d) Student Members are Student Members at the discretion of the Board and may be removed by the Board in accordance with regulations enacted by the Board.

9.5. Rights of Honorary Membership

Honorary Members are not Members but will have all the privileges of Membership with the exception that:

- (a) they shall not be entitled to vote at general meetings of the Society and shall not be eligible for election to the Board;
- (b) a person who is an Honorary Member shall cease to be such on the anniversary of their appointment.

9.6. Rights of Honorary Life Membership

Honorary Life Members shall have all the powers, rights and privileges of Members. In addition Honorary Life Members shall be Members for life without need for payment of any membership fees or other membership dues, unless they resign as an Honorary Life Member or are removed by the Board in accordance with this Constitution.

9.7. Honorary Membership not to affect Membership

Honorary Membership and Honorary Life Membership shall not deprive a Member of their Membership or prevent the Honorary Member or Honorary Life Member from applying for and receiving Membership.

9.8. Fellows

The conferring of a Fellowship on a person does not result in that person acquiring any of the rights of Membership.

9.9. Rights and Privileges of Members Personal

The rights and privileges of every Member, Associate Member (Corporate), Associate Member (Industry), Student Member, Fellow, Honorary Member and Honorary Life Member will be personal to that person and will not be transferable by their own act or by the operation of law.

10. DISCIPLINARY PROCEEDINGS AGAINST MEMBERS

10.1. Forfeiture of Membership

The Board may resolve that the Membership, Associate Membership (Corporate), Associate Membership (Industry), Student Membership, Honorary Life Membership, Honorary Membership or Fellowship of any person as forfeited if, in the opinion of the Board, the person:

- (a) has refused or neglected to comply with this Constitution; or
- (b) has conducted himself or herself in a way unbecoming of a Member, Associate Member Corporate), Associate Member (Industry), Student Member, Honorary Life Member, Honorary Member or Fellow, as the case may be or been guilty of conduct prejudicial, injurious or detrimental to the character, interests or Objects of the Society; or
- (c) is engaged in operations or activities which conflict or are to the detriment of the Objects or, in the Board's opinion, the interests of the Society; or
- (d) is Insolvent.

and the Board has complied with **clause 10.2**.

10.2. Notice

The Board shall not pass a resolution under **clause 10.1**, unless the Board serves on the person the subject of potential discipline ("**Subject Member**") a written notice:

- (a) setting the grounds on which the Board are considering making a resolution in accordance with **clause 10.1**;
- (b) detailing the form of discipline that the Board is contemplating;
- (c) stating that the recipient may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
- (d) stating the date, place and time of that meeting; and
- (e) informing the recipient that he or she may:
 - (i) attend and speak at that meeting, and be entitled to legal assistance and legal representation (at the Subject Member's own cost); and
 - (ii) submit to the Board at or prior to the date of the meeting written representations relating to the matters raised in the notice.

10.3. Withdrawal of notice

The Board may withdraw a notice issued under **clause 10.2** and, at its discretion and, if it chooses, serve a replacement notice that satisfies the requirements as to form set out in **clause 10.2**.

10.4. Convening of meeting

The Board must convene and hold the meeting referred to in a notice served under **clause 10.2** or a replacement notice served under **clause 10.3** at the time, date and place referred to in that notice.

10.5. Quorum for meeting

The quorum for any meeting convened under **clause 10.4** is the quorum for a meeting of the Board under this Constitution.

10.6. Representation at meeting

At a meeting convened under **clause 10.4**, the Board:

- (a) must give to the Subject Member or the Subject Member's legal representative an opportunity to make oral and written representations;
- (b) must give due consideration to any written representations submitted to the Board by or on behalf of the Subject Member; and
- (c) receive and consider oral and written representations made by any other Member or person approved by the Board.

10.7. Representation at meeting

Subject to **clauses 10.5** and **10.6**, the proceedings at meetings convened under **clause 10.4** shall be conducted in such manner as the Board may from time to time prescribe.

10.8. Application for readmission as Member

Any Subject Member who ceases to be Member, Associate Member (Corporate), Associate Member (Industry), Student Member, Honorary Member, Honorary Life Member or Fellow in accordance with this **clause 10** or **clause 11** may with the written consent of the Board (given at its entire discretion and which consent may be given on such conditions as the Board thinks fit) apply to the Board to be readmitted to that position and shall be readmitted at the Board's discretion.

10.9. Notice of resolution

Where the Board passes a resolution under **clause 10.1**, the Chief Executive Officer shall as soon as practicable cause to be served on the Subject Member a notice in writing setting out the resolution of the Board and the grounds on which it is based. The decision of the Board shall be final and conclusive for all purposes.

10.10. Removal from register

Whenever any Member ceases to be a Member under this **clause 10** his or her name shall be removed from the Register and it shall from that date cease to have any claim upon or any interest in the funds and property of the Society.

11. CESSATION OF MEMBERSHIP, ASSOCIATE MEMBERSHIP (CORPORATE), ASSOCIATE MEMBERSHIP (INDUSTRY), HONORARY MEMBERSHIP, HONORARY LIFE MEMBERSHIP, FELLOWSHIP AND STUDENT MEMBERSHIP

11.1. Termination of Position

A person or a body corporate who is a Member, Associate Member (Corporate), Associate Member (Industry), Student Member, Honorary Member, Honorary Life Member or, Fellow the Society immediately ceases to hold that position:

- (a) if he or she resigns the position by giving the Secretary a signed notice of resignation. The resignation of the Notifier will be immediately effective on the provision of the notice to the Secretary in accordance with this sub clause;
- (b) if that person's position is forfeited or terminated under **clause 10**;
- (c) if the person is in arrears in respect of any monies owed to the Society for three (3) months or more;
- (d) on conviction for any indictable offence; or
- (e) on their dissolution or liquidation, where a body corporate.

11.2. Termination of Membership or Honorary Membership

A person or a body corporate who is a Member or Honorary Member immediately ceases to hold that position if the person ceases to be entitled to practice as an Optometrist or Ophthalmologist in Australia.

11.3. Procedure on termination

Upon cessation of a person as a Member, Associate Member (Corporate), Associate Member (Industry), Student Member, Honorary Member, Honorary Life Member or, Fellow pursuant to **clause 10.1**, the Secretary shall:

- (a) where the person is a Member, note on the Member's Register the date the person's cessation as a Member, Associate Member (Corporate), Associate Member (Industry), Student Member, Honorary Member, Honorary Life Member or, Fellow, as the case may be; and
- (b) notify the person of the cessation.

11.4. Termination of membership of Board

A Member who ceases to be a Member under **clause 11.1** shall immediately cease to be a Director (if one).

11.5. Reinstatement

A person who ceases to be a Member, Associate Member (Industry), Associate Member (Corporate), Fellow, Honorary Life Member or Life Member, as the case may be, by operation of **clause 11.1(c)** or **(d)** or **clause 11.2** may apply to the Board to be reinstated by giving satisfactory explanations as to the cause of such disqualification. The Board will have no obligation to consider such application but may, at its discretion, consider reinstating the Member, Associate Member (Industry), Associate Member (Corporate), Fellow, Honorary Life Member or Life Member as the case may be. In the event that the Board determines that a person who has been a Member, Associate Member (Industry), Associate Member (Corporate), Fellow, Honorary Life Member or Life Member, as the case may be, be reinstated as a Member the Secretary shall re-enter that persons name in the Member's Register.

11.6. Continuation of financial obligations

A person or body corporate whose Membership Associate Membership (Corporate), Associate Membership (Industry), Student Membership, Honorary Membership, Honorary Life Membership or Fellowship is terminated (under **clause 10 or 11**, by resignation or otherwise):

- (a) will be liable for all moneys due by that member to the Society in addition to any sum not exceeding two dollars (\$2.00) for which the Member is liable under **clause 7** of this Constitution;
- (b) shall remain liable to pay any subscription fees payable in respect of year in which the termination takes effect; and
- (c) shall not be entitled to any refunds by the Society on any fees or other charges paid to the Society by the Member.

11.7. No claims

A person or body corporate whose Membership, Associate Membership (Corporate), Associate Membership (Industry), Student Membership, Honorary Membership, Honorary Life Membership or Fellowship is terminated will not make any claim, monetary or otherwise, on the Society, its funds or property except as a creditor of the Society.

11.8. No representations as to membership

Any person or body corporate corporation who for any reason ceases to be a Member Associate Member (Corporate), Associate Member (Industry), Student Member, Honorary Member, Honorary Life Member or Fellow shall no longer represent themselves in any manner as holding that position.

11.9. Fellowship ceases

Notwithstanding any other provision of this Constitution, no person shall be entitled to be a Fellow unless they are a Member or Honorary Life Member and every person shall cease to be a Fellow on their ceasing to be any of a Member or Honorary Life Member.

11.10. Readmission as a Fellow

A person who having ceased to be a Member or Honorary Life Member, may be readmitted as a Fellow at the discretion of the Board on readmission as a Member or Honorary Life Member.

12. MEMBERSHIP FEES**12.1. Levy of Membership fees**

Unless exempted by the Board, each Member (excluding each Honorary Life Member), Fellow and Associate Member (Corporate) and Associate Member (Industry) must pay an annual membership fee, payable in full in advance to the Society within 30 days of the commencement of an annual subscription period. For the purposes of this clause, the annual subscription period will commence on 1 July each year.

12.2. Payment of membership fees by new Members, Student Members, Associate Members (Corporate) and Associate Members (Industry) and Fellows

Unless otherwise determined by the Board, the first subscription payable by Members, Student Members, Associate Members (Corporate) and Associate Members (Industry) and Fellows who were admitted as such after the date on which this document came into effect as the Constitution of the Society will be payable within 30 days of the date from which subscriptions are determined by the Board.

12.3. No fees payable by Honorary Member or Honorary Life Member

No nomination fee or any other fee will be payable by an Honorary Member or Honorary Life Member.

12.4. Setting fees for Members, Student Members, Associate Members (Corporate) and Associate Members (Industry) and Fellows.

The Board may set or vary the annual fees and dues payable by each Member, Student Member, Associate Member (Corporate) and Associate Member (Industry) and Fellow at such times as the Board think fit and at its entire discretion. In doing so, the Board may, at its discretion:

- (a) determine different categories of Members, Student Members, Associates Members (Corporate) and Associate Members (Industry) and Fellows for fees purposes (for instance, those Members that practice differing hours, are retired and who are not otherwise currently practicing) (“**different fees groups**”);
- (b) set different fees levels and establish concessions for different fee groups; and
- (c) allocate a Member, Student Member, Associate Member (Corporate) and Associate Member (Industry) and Fellow to a fees group.

12.5. Suspension of rights of Member

Subject to **clause 11** and without prejudice to any of the remedies available to the Board under **clause 10**, the rights of a Members, Student Members, Associate Members (Corporate) and Associate Members (Industry) or Fellow’s under this Constitution shall be immediately suspended if:

- (a) an annual membership or other fees and charges payable by that person of body corporate remains unpaid for (30) days after such fee or charge becomes due and payable; and
- (b) the Chief Executive Officer gives a notice of default to that person or body corporate in respect of those unpaid fees or monies,

and those rights shall only be reinstated on payment in full of the debt the failure of which to pay has resulted in the suspension.

13. MEETING OF MEMBERS – GENERAL REQUIREMENTS

13.1. Annual General Meeting

Subject to the law, a general meeting shall be held at least once in every calendar year and within the period of five (5) months after the end of the financial year at such time and place as may be determined by the Board. The abovementioned general meeting shall be called the “Annual General Meeting” and all other meetings of the Society shall be called “general meetings”. Each year, the Society must hold an annual general meeting of members in accordance with the Corporations Act and this Constitution.

13.2. Business of Annual General Meeting

The business of the Annual General Meeting shall include any of the following:

- (a) the consideration of the Annual Financial Report, Directors’ Report and Auditors’ Report;
- (b) the appointment of the auditor;
- (c) to elect office bearers; and
- (d) any other business that the Board determine.

13.3. General Meetings

The Society may hold a general meeting of the Members at any time, if the general meeting is called and held in accordance with the Corporations Act and this Constitution.

13.4. Calling a General Meeting

- (a) A meeting of Members may be called at any time by the Board.
- (b) A Member may request, and may only request, the Board to call a general meeting in accordance with Section 249D of the Corporations Act.

14. NOTICE OF GENERAL MEETING

14.1. Notice Period

Subject to **clause 14.2** and the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least twenty-one (21) days’ written notice (exclusive of the day on which the notice is served or deemed to be served and on the day for which notice is given) of any general meeting must be individually given to:

- (a) each Member entitled to vote at the meeting;
- (b) each Director; and
- (c) the auditor for the time being of the Society.

No other person is entitled to receive notices of meetings of the Society’s Members.

14.2. Form of Notice

A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the Technology that will be used to facilitate this;
- (b) must state the general nature of the meeting’s business;
- (c) if a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the resolution; and
- (d) must specify a place, facsimile number and electronic address for the purposes of proxy appointment.

14.3. Power to postpone or cancel meeting

- (a) The Board may postpone or cancel any general meeting whenever they think fit (other than a meeting called as a result of a request under **clause 14.4(b)**).
- (b) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Society.

14.4. Proceedings Not Invalidated

The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

15. CONDUCTING A GENERAL MEETING**15.1. Technology**

The Society may hold a general meeting of the Members at two or more places at the same time using any Technology that gives the Members, as a whole, a reasonable opportunity to participate in the general meeting, or in any other manner permitted by the Corporations Act.

15.2. Quorum

- (a) Six (6) Members shall comprise a quorum at a general meeting of the Society.
- (b) Business cannot be transacted at a general meeting of the Members unless a quorum is present.
- (c) If, after 30 minutes from the time set for the general meeting, a quorum is not present, the meeting must be treated as adjourned to the same day in the following week, at the same time and place, or to such other day, time and place as the Chairman of the meeting may determine.

15.3. Adjournment

- (a) The Chairperson of a general meeting may adjourn a general meeting to another time and place if a majority of the Members who are entitled to vote and be present at the general meeting consent to the adjournment.
- (b) The Chairperson of a general meeting must adjourn the general meeting if directed to do so by a majority of Members who are entitled to vote and are present at the general meeting.
- (c) At a general meeting which is resumed after an adjournment, the only business that may be dealt with is business left unfinished at the previous adjourned general meeting.
- (d) It is not necessary to give notice of:
 - (i) a meeting that is to be resumed after an adjournment; or
 - (ii) the business to be transacted at that meeting,
 unless the meeting is adjourned for 30 days or more – in which case, notice must be given as if the meeting were an original general meeting of the Members.

16. MEMBERS' VOTES AT GENERAL MEETINGS**16.1. Vote by Members**

- (a) Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- (c) Unless a poll is demanded:
 - (i) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (ii) an entry to that effect in the Minutes of the meeting,
 are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

16.2. Poll Procedure

- (a) Each Member shall have and be entitled to exercise one vote at any poll required to be held at a general meeting of the Society.
- (b) A poll will be taken when and in the manner that the chairperson directs.
- (c) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (d) The chairperson may determine any dispute about the admission or rejection of a vote.
- (e) The chairperson's determination, if made in good faith, will be final and conclusive.
- (f) A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.
- (g) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.
- (h) The poll must be taken in secret if demanded by two or more Members unless those Members withdraw the demand before the Poll is taken.

16.3. Casting Vote

The Chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy or attorney.

16.4. Chairperson

The Chairperson for a meeting of Members or Directors shall be the person who holds office as President.

16.5. Entitlement to vote

A Member is not entitled to vote at a general meeting if:

- (a) the Member's annual subscription is more than one (1) month in arrears at the date of the meeting; or
- (b) the Member's membership is under suspension in accordance with the provisions of this Constitution at the time the vote is taken (including if the vote is taken at a meeting reconvened following an adjournment).

16.6. Objections

- (a) An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.

- (b) An objection must be referred to the chairperson of the meeting, whose decision is final.
- (c) A vote which the chairperson does not disallow because of an objection is valid for all purposes.

17. MEMBERS' RESOLUTIONS WITHOUT A MEETING

17.1. Written Resolution

If all the Members of the Society sign a document containing a statement that each of the Members are in favour of the resolutions set out in the document, the resolution is treated as having been passed at a general meeting of the Members held on the day on which the document was signed by the Members.

17.2. Separate Copies

For the purposes of **clause 17.1**, separate copies of a document (including, but not limited to, an electronic document) may be used for signing by Members if the wording of the resolution and statement and each copy is identical and having regard to all relevant circumstances at the time the document was signed, and the method of signature used was as reliable as was appropriate for the purposes for which the document was signed.

17.3. Facsimile

Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

18. PROXY

18.1. Right to appoint

A Member who is entitled to attend and cast a vote at a meeting of the Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting. The proxy need not be a Member.

18.2. Rights of proxy

Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:

- (a) to speak at the meeting to which the proxy's appointment relates;
- (b) to vote on:
 - (i) any amendment moved to the proposed resolution and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting,
 even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution;
- (c) to vote on any motion before the meeting whether or not the motion is referred to in the appointment; and
- (d) to vote in any poll.

18.3. Abstention of exercise of vote

A proxy may vote or abstain as he or she chooses except where an appointment of the proxy directs the way the proxy is to vote on a particular resolution. Unless otherwise indicated when voting, if a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the same manner.

18.4. Proxy Limited to Single Meeting

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.

18.5. Suspension

A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

18.6. Revocation of Proxy

A proxy may be revoked at any time by notice in writing by the Member to the Society.

18.7. Form

An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Board may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250(A)(1) of the Corporations Act.

18.8. Lodgement of proxy

(a) The written appointment of a proxy or attorney must be received by the Society, at least forty-eight (48) hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (i) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
- (ii) the taking of a poll on which the appointee proposes to vote.

(b) The Society receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

- (i) the Office;
- (ii) a facsimile number at the Office; or
- (iii) a place, facsimile number or electronic address specified for that purpose in the Notice of Meeting.

(c) A vote cast in accordance with an appointment of proxy or Power of Attorney as valid even if before the vote was cast the appointor:

- (i) died;
- (ii) became mentally incapacitated; or
- (iii) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Society before the relevant meeting or adjourned meeting.

19. POWERS OF ATTORNEY**19.1. Supply of Power of Attorney.**

If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Society or the Member's membership in the Society, that Member must deliver the instrument appointing the attorney to the Society for notation.

19.2. Provision of Certified Copy

If the Society asks the Member to file with it a certified copy of the instrument for the Society to retain, the Member will promptly comply with that request.

19.3. Evidence of Power of Attorney

The Society may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

20. STATE CHAPTERS

20.1. Constitution of State Chapters

The Members, Honorary Members and Honorary Life Members of the Society resident in each State and Territory of Australia shall constitute the State chapter for such State or Territory.

20.2. General meetings

The provisions of this Constitution concerning the calling and conduct of general meetings of the Society shall mutatis mutandis apply to the calling and conduct of a State Chapter.

20.3. General meetings of State Chapters

There shall be at least one general meeting of each State Chapter in each year which shall be held prior to the Annual General Meeting of the Society each year. At such meeting of each State Chapter the business shall include:

- (a) subject to **clause 20.6**, the election of one member of that State Chapter (who must be a Member) to be a Director from the conclusion of the next Annual General Meeting (other than a member of the State Chapter who will take office as president from that date);
- (b) the nomination of person to be considered for election as an office holder at the next Annual General Meeting where that State Chapter is accorded that function under this Constitution; and
- (c) the election of a State Committee consisting of not less than two (2) members to take office at the conclusion of the next Annual General Meeting of the Society..

20.4. Notification of Election or Nomination

As soon as practicable after the meeting of the State Chapter referred to in **clause 20.3** the secretary of the State Committee shall notify the Secretary of the Society of the name and address of the persons:

- (a) elected to be a Director by the State Chapter at such meeting; and
- (b) nominated at such meeting to be considered for election as office bearers by the Members at the next annual general meeting (each such nominee must be elected a Director for the period during which they will hold the office for which they are nominated).

The secretary of the State Committee is not a Secretary of the Society.

20.5. Failure to hold annual meeting for a State Chapter

Where an annual general meeting is not held in respect of a State Chapter as provided in this **clause 20**, then the Board may appoint in writing Members resident in the territory of the State Chapter to serve as members of the State Committee and such appointment shall, if accepted by the appointee, take effect from the date of the said appointment and expire on the first anniversary of the appointment.

20.6. Appointment by State Committee of Director in default of Annual General Meeting

Where the members of a State Committee are appointed under **clause 20.5**, then those members may by notice in writing appoint a Member of that State Committee to:

- (a) be a Director. for period commencing at the conclusion of the next Annual General Meeting and terminating at the conclusion of the immediately following Annual General Meeting; and
- (b) nominate a Member of the Committee to be considered for election as office bearers by the Members at the next annual general meeting (each such

nominee must be elected a Director for the period during which they will hold the office for which they are nominated).

21. DIRECTORS

21.1. Number of Directors

There will be at least three (3) Directors.

21.2. Appointment of Directors

- (a) Each State Chapter shall be entitled to appoint by notice in writing (following a resolution of the members of the State Committee of the State Chapter) a Member to be a Director..
- (b) In addition to the Directors appointed under **clause 21.2(a)**, the President of the Society shall be entitled to be and must be a Director.
- (c) In addition to the Directors appointed under **clause 21.2(a)**, the immediate past president shall also be a director provided he or she continues to be a Member and consents to be a Director.

21.3. Director required to be Member

Only a Member (including an Honorary Life Member) may be a Director.

22. APPOINTMENT AND REMOVAL OF DIRECTORS

22.1. Appointment of Directors by members of State Chapters

A member of each State Committee shall each year be elected in accordance with **clause 20.3**, or appointed in accordance with **clause 20.6** (as the case may be), to be a Director with effect from the conclusion of the next Annual General Meeting of the Society, unless no member of a State Committee is willing or able to be elected in which event the vacancy shall be regarded as a casual vacancy.

22.2. Retirement of Directors

Subject to **clause 22.3**, each Director shall retire at the conclusion of the next Annual General Meeting next held after he or she assumes office as Director.

22.3. Immediate Past President

A Director who ceases to be President of the Society at the conclusion of an Annual General meeting shall remain a Director until the conclusion of the next Annual General Meeting when he or she must retire (unless he or she resigns or is otherwise removed in accordance with the provisions of this Constitution).

22.4. Appointment of Directors by the Board

The Board shall have the power to appoint persons who are Members to be a Director to fill a casual vacancy on the Board. Subject to this Constitution, a person so appointed as Director to fill a casual vacancy shall retire as a Director at the conclusion of the Annual General Meeting immediately following the date of his appointment. .

22.5. General provisions relating to cessation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or this Constitution, the office of a Director becomes vacant if the Director:

- (a) 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;
- (b) resigns his or her office by notice in writing to the Society in accordance with the Corporations Act;
- (c) is absent without the consent of the Board from five (5) consecutive meetings of the Board;

- (d) being a Director appointed by the Board under clause 22.2, is removed from office as a Director by a resolution of the Board;
- (e) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature and interest as required by the Constitution; or
- (g) ceases to be a Member.

22.6. Suspension of Director

- (a) If the conduct or position of any Director is such that continuance in office appears to the majority of the Board to be prejudicial to the interests of the Society, a majority of Directors at a meeting of the Board specifically called for that purpose may suspend that Director.
- (b) Within fourteen (14) days of the suspension, the Board must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office or annul the suspension and re-instate the Director.

22.7. Director not to be appointed or removed

A person cannot be appointed as a Director or removed as a Director except as expressly provided in this **clause 22** or **clause 11.3**.

22.8. Transitional Provisions

Each person who is a Director at the time this document comes into effect as the Constitution of the Society shall be deemed to be a Director of the Society who holds the office of Director subject to the provision of this Constitution. Where the Director holds office by virtue of having been appointed by a Member, that Director will be deemed to have been appointed by the Member under **clause 22.1** on the date the Director actually became a director of the Society.

23. POWERS AND DUTIES OF DIRECTORS

23.1. Directors to Manage

Subject to the Corporations Act (excluding any provision that is a replaceable rule within the meaning of section 135 of the Corporations Act) and to any other provision of this Constitution, the business of the Society is managed by and under the direction of the Board.

23.2. General Powers

The Board may exercise all the powers of the Society and do all such acts and things which the Society is authorised or permitted to exercise and do and which are not by this Constitution or by the Corporations Act directed or required to be exercised or done by the Society in general meeting.

23.3. Powers to make By laws

The Board may make, vary, amend, enlarge, revoke or repeal by-laws, policies and charters which are not inconsistent with the Constitution on all subjects not expressly reserved for the Society in general meeting whether or not the said subjects are amongst its powers expressly conferred by the Constitution including, but not limited to, by-laws regarding Members Associate Members, Fellows, Honorary Members and Honorary Life M and the powers exercisable by Members, Associate Members, Fellows, Honorary Members and Honorary Life Members (including the ethical conduct of the same).

23.4. Obligation to act in good faith in the best interests of the Society

Each Director must act in good faith and in the best interests of the Society to the exclusion of the interests of all other persons, including but not limited to, the interests of any Member who appointed the Director to the office of Director.

23.5. Appointment of Honorary Vice Presidents

The Board may appoint persons of eminence or distinction or whose connection with the Society may be considered advantageous or who have rendered special service to the Society (irrespective of whether they are Members) to be an Honorary Vice President:

- (a) if the candidate consents in writing to being so appointed prior to the date of appointment; and
- (b) on the following terms:
 - (i) if an Honorary Vice President is a Director at the date of his or her appointment as an Honorary Vice President then he or she shall continue to be a Director until his or her office as Director terminates in accordance with this Constitution;
 - (ii) the appointment shall last for one year; and
 - (iii) the Honorary Vice President will be eligible for reappointment by the Board.

24. APPOINTMENT OF CHIEF EXECUTIVE OFFICER BY DIRECTORS

24.1. Directors may appoint

The Board may, upon such terms and conditions and with such restrictions and as they think fit, confer upon the Chief Executive Officer any of the powers exercisable by them.

24.2. Power may be concurrent or exclusive

Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board.

24.3. Powers may be varied

The Board may at any time withdraw or vary any of the powers so conferred on the Chief Executive Officer.

25. PROCEEDINGS OF DIRECTORS

25.1. Meetings of Directors

- (a) The Board may hold a meeting, adjourn or otherwise regulate their meetings as they think fit.
- (b) The Board may include observers at meetings of the Board and may determine that all or part of a meeting be held using Technology.

25.2. Quorum for meeting of Directors

- (a) The quorum necessary for the transaction of business shall be 3 (three) Directors.
- (b) A meeting of the Board during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Board generally.
- (c) Where a quorum cannot be established for a meeting of Directors (or consideration of a particular matter) a Director may convene a general meeting of Members to deal with the matter or the matters in question.
- (d) For the purposes of determining whether a quorum is present, an alternate director who is present in both his or her own capacity as a Director and as an Alternate Director will be counted only once.
- (e) The Directors do not need to be present at the same place to satisfy the quorum requirement.

25.3. Calling meetings of Directors

- (a) Two Directors may at any time, call a Directors' meeting.
- (b) A Directors' meeting must be called on at least forty-eight (48) hours' written notice of a meeting to each Director and each Alternate Director.

25.4. Notice of Meetings of Directors

- (a) Notice of every Directors' meeting must be given to each Director.
- (b) Notice of a meeting of Directors may be given:
 - (i) in writing, by electronic mail to an electronic address or by any Technology; and
 - (ii) provided it accords with **clause 25.4(b)(i)**, in different ways to different Directors.
- (c) If notice of a meeting of Directors cannot be given to a particular Director in accordance with **clause 25.4(b)**, written notice served on:
 - (i) the usual residential address of that person;
 - (ii) the alternative address of that person notified under the Corporations Act; or
 - (iii) such other address (including an electronic address) provided to the Society by that person for the purpose of serving notice on that person,

will constitute notice to that person of that meeting for the purposes of this **clause 25.4**.
- (d) It is not necessary to give notice of a meeting of the Board to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.

25.5. Meetings by using Technology

- (a) The Board may, as they think fit, confer by any Technology.
- (b) Notwithstanding that the Board are not present together in one place at the time of the conference, the resolution passed by the Board at the conference will be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the conference was held.
- (c) The provisions of this Constitution relating to proceedings of Directors apply to the conference to the extent that they are capable of applying, and with all necessary changes.
- (c) A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the conference.
- (e) A Director may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the Chairperson of the meeting of his intention to leave the meeting.
- (f) Any minutes of a conference of a type referred to in **clause 25.5(a)** purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.
- (g) When, by the operation of **clause 25.5(b)**, a resolution is deemed to have been passed at a meeting of the Board, that meeting will be deemed to have been held

at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Board who took part in the conference was at that place for the duration of the conference.

25.6. Votes at Meetings of Directors

- (a) Motions and resolutions arising out of any meetings of the Board will be decided by majority votes and each Director has one vote.
- (b) Subject to the Corporations Act, in the case of an equality of votes the chairperson of the meeting of Directors will have a casting vote in addition to any vote he or she has in his or her capacity as a Director.

25.7. Chairperson of Board

The President shall be the chairperson of all meetings of the Board of which is present. If the President is not present within ten minutes after the time appointed for holding a meeting another Director present at the meeting may be elected by those Directors present to act as chairperson in respect of that meeting.

25.8. Observers

The Board may co-opt any Member to be an observer at Board meetings but such Member shall not thereby be a Director or be entitled to vote at meetings of the Board, provided such members consents in writing to being so appointed. Any such appointment may be terminated as the Board determines.

25.9. Defects in appointment or qualifications of Director

All acts:

- (a) done at any meeting of the Board; or
- (b) by any person acting as a Director,

will be as valid as if every such person had been duly appointed and every Director was qualified and entitled to vote, notwithstanding that it was afterwards discovered that:

- (c) there was some defect in the appointment of a Director or of the person acting; or
- (d) any Director was disqualified or not entitled to vote.

25.10. Minutes

The Board will cause minutes of:

- (a) all proceedings or resolutions of meetings of Members;
- (b) all proceedings and resolutions of meetings of the Board, including meetings of committees of Directors;
- (c) all resolutions passed by Members without a meeting; and
- (d) all resolutions passed by the Board without a meeting of Directors in accordance with this Constitution,

to be duly entered in books kept for that purpose in accordance with the Corporations Act.

25.11. Written Resolutions

- (a) The Board may pass a resolution without a Directors' meeting being held if all the Board entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs the document.

- (b) For the purposes of **clause 25.10**, separate copies of a document (including but not limited to an electronic document) may be used for signing by Members if the wording of the resolution and each copy is identical.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) This clause applies to meetings of Directors' a committee as if all members of the committee were Directors.

26. ALTERNATE DIRECTORS

- (a) A Director may, with the approval of the Board, appoint any person as his or her alternate for a period determined by that Director.
- (b) An Alternate Director is entitled to notice of Directors' meetings and, if the appointer is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- (c) An Alternate Director is an officer of the Society and is not an agent of the appointor.
- (d) The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- (e) The appointment of an Alternate Director may be revoked at any time by the appointor or by the other Directors.
- (f) An Alternate Director's appointment as alternate director shall cease when his or her appointor ceases to be a Director.
- (g) Any appointment or revocation under this clause must be effected by written notice and delivered to the Secretary.

27. DELEGATION

- (a) The Board may delegate any of their powers, other than those which by law must be dealt with by the Board as a Board, to a committee or committees.
- (b) The Board may at any time revoke any delegation of power to a committee.
- (c) At least one Member of each committee must be a Director.
- (d) A committee must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (e) A committee may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.
- (f) Meetings of any committee of Directors will be governed by the provisions of this Constitution, which deal with Directors meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each committee member was a Director.

28. OFFICE HOLDERS

28.1. President

- (a) The Society shall have a President.
- (b) The term of the office of President shall be from the conclusion of the annual General Meeting at which he or she is elected until the conclusion of the Annual General Meeting held in the second year following.
- (c) A person shall not be eligible to be considered for election as President by the Members in Annual General Meeting unless:

- (i) they are resident in the State which is entitled to nominate a person as President;
 - (ii) they are a Member;
 - (iii) they consent to act as a Director of the Society while they hold the office of President; and
 - (iv) they are nominated by the State Chapter (in accordance with **clause 20.4 or 20.6** as the case may be) to be considered for election by the Members in annual general meeting.
- (d) A person to be eligible to be appointed President at the time of the adoption of this Constitution will be a Director appointed by the State Chapter of Queensland . Each year thereafter the office of the President shall be held by the Director appointed by the State Chapter.
- (e) Where a Director who is President, declines such office, resigns from such office or is, in the opinion of the Board or is unable to perform the duties of that office, then the First Vice President shall become President for the balance of the term of the President. In the event that the First Vice President declines, or cannot undertake, the office of President then the State Chapter in which the First Vice President is resident must nominate a Member who is resident in the same state to be considered by the Members in an extraordinary general meeting for election as President for the balance of the term.
- (f) The President shall be an office holder and not an employee of the Association.

28.2. First Vice President

- (a) The Society shall have a First Vice President.
- (b) The term of the office of the First Vice President from the conclusion of the annual General Meeting at which he or she is elected until the conclusion of the next Annual General Meeting following the meeting at which he or she was elected.
- (c) A person shall not be eligible to be considered for election as First Vice President by the Members in Annual General Meeting unless:
- (i) they are resident in the State which is entitled to nominate a person as President;
 - (ii) they are a Member;
 - (iii) they consent to act as a Director of the Society while they hold the office of First Vice President; and
 - (iv) they are nominated by the State Chapter (in accordance with **clause 20.4 or 20.6** as the case may be) to be considered for election by the Members in annual general meeting.
- (d) The person who is the First Vice President at the time of the adoption of this Constitution will be a Director appointed by the State Chapter of Queensland. Each year thereafter the office of the First Vice President shall be held by the Director appointed by the State Chapter.
- (e) In the event that the First Vice President declines, or cannot undertake, the office of President then the State Chapter in which the First Vice President is resident must nominate a Member who is resident in the same state to be considered by the Members in an extraordinary general meeting for election as President for the balance of the term..
- (f) The First Vice President shall be an office holder and not an employee of the Association.

28.3. Second Vice President

- (a) The Society shall have a Second Vice President.
- (b) The term of the office of the Second Vice President shall be from the conclusion of the annual General Meeting at which he or she is elected until the conclusion of the next Annual General Meeting following the meeting at which he or she was elected.
- (c) A person shall not be eligible to be considered for election as Second Vice President by the Members in Annual General Meeting unless:
 - (i) they are resident in the State which is entitled to nominate a person as President;
 - (ii) they are a Member;
 - (iii) they consent to act as a Director of the Society while they hold the office of Second Vice President; and
 - (iv) they are nominated by the State Chapter (in accordance with **clause 20.4 or 20.6** as the case may be) to be considered for election by the Members in annual general meeting.
- (d) The person who is the Second Vice President at the time of the adoption of this Constitution will be the Director appointed by the State of New South Wales, who shall hold office until the next Annual General Meeting of the Society. Each year thereafter the office of the Second Vice President shall be held by the Director appointed by the State Chapter.
- (e) Where a Director who is Second Vice President resigns as Second Vice President such office or is, in the opinion of the Board, unable to perform the duties of that office, then the State Committee of the State Chapter of which the Second Vice President is a member may appoint another member of that State Committee to be a Director for the balance of the term remaining and in default of such appointment the Board may make such appointment
- (f) The Second Vice President shall be an office holder and not an employee of the Association.

29. NO INVALIDITY

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
 - (b) a person appointed to one of those positions was disqualified,
- all acts of the Board' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

30. DIRECTORS INTERESTS**30.1. Contracts Not Voidable**

No contract made by a Director with the Society and no contract or arrangement entered into by or on behalf of the Society in which any Director may be in any way interested is avoided or rendered avoidable merely because of the Director holding office as a director or because of the fiduciary obligation arising out of that office.

30.2. Liability to Account

No Director contracting with or who has been interested in any arrangement involving the Society is liable to account to the Society for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

30.3. No Disqualification from Contracting

A Director is not disqualified merely because of being a Director from contracting with the Society in any respect.

30.4. Beneficial Interest of Directors

A Director of a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Society;
- (b) hold any office or place a profit other than as auditor in the Society; and
- (c) act in a professional capacity other than as auditor for the Society,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Society or from holding an office or place a profit and or acting in a professional capacity with the Society.

30.5. Director not to be present at Meetings

A Director who has a material personal interest in a matter that has been considered at a Director's meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the *Corporations Act* to do so, in which case the Director may:

- (c) be counted in determining whether or not the quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

30.6. Directors permitted to be Officers

A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Society or in which the Society may be interested as a vendor, shareholder or otherwise and is not accountable to the Society for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

31. PAYMENTS TO DIRECTORS

No payment will be made to any Director of the Society other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Society where the amount payable does not exceed an amount previously approved by the Board of the Society;
- (b) for any service rendered to the Society by the Director in a professional or technical capacity, other than in the capacity of Director, where the provision of a service has the prior approval of the Board of the Society and where the amount payable is approved by the Board of the Society and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage to the Director as an employee of the Society where the terms of employment have been approved by the Board of the Society; and
- (d) relating to an indemnity in favour of the Director and permitted by Section 199A of the *Corporations Act* or a contract of insurance permitted by Section 199B.

32. LOCAL MANAGEMENT

- (a) The Board may provide for the management and transaction of the affairs of the Society in any places and in such manner as they think fit.
- (b) Without limiting **clause 32(a)**, but subject to **clause 32(d)**, the Board may:
 - (i) establish local boards or agencies for managing any of the affairs of the Society in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (ii) delegate to any person appointed under **clause 32.1(b)(i)** any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,

on any terms and subject to any conditions determined by the Board and which may include as members persons who are not Members.
- (c) The Board may at any time revoke or vary any delegation under this **clause 32**.
- (d) There will be a State Committee for each State.
- (e) At the first Annual General Meeting of the Society in each year each State Committee shall elect its own Chairperson, Vice Chairperson and Honorary Secretary – Treasurer. Vacancies in the membership of each State Committee shall be filled by the Committee.
- (f) Each Director shall be ex-officio be a member of the State Committee of the State in which he resides.
- (g) The Director elected by the State Committee and the Chairperson of the State Committee for such State shall act co-jointly as spokesman to represent the State Chapter to the public in the State.
- (h) Each member of the State Committee shall ensure that:
 - (i) the State Committee meets as required by the Board (but no more than once each quarter) and keeps proper minutes of its meetings and shall forward to the Board at such times as the Board may require a copy of the minutes of all meetings held during the period specified by the Board and a report of its operations;
 - (ii) all funds collected by it (if permitted by the Board) shall be subject to the control and oversight of the Board and shall be transferred to the control of the Board as and when directed by the latter; and
 - (iii) Such reports as are required by the Board in respect of the operations and receipts and expenditures of the State Committee shall be forwarded to the Board at times determined by the Board setting out the position as at the end of the preceding quarter but monthly or weekly reports shall be forwarded if the Board should so require.

33. APPOINTMENT OF ATTORNEYS AND AGENTS

33.1. Appointment under Section 127

The Board may from time to time by resolution or power of attorney executed in accordance with Section 127 of the Corporations Act appoint any person to be the attorney or agent of the Society:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Board.

33.2. Who May be an Attorney

An appointment by the Board of an attorney or agent of the Society may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body or persons whether nominated directly or indirectly by the Board.

33.3. Provisions of Power of Attorney

A Power of Attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.

33.4. Mode of Appointment

The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Society.

33.5. Sub-delegation

An attorney or agent appointed under this **clause 33** may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

34. SECRETARY

34.1. Minimum number

There must be at least one secretary of the Company, appointed by the Directors for a term and at remuneration and on conditions determined by them.

34.2. Secretary entitled to attend meetings

The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.

34.3. Removal of Secretary

The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

34.4. Entitlement to additional revenue

If the CEO is appointed as Secretary, the CEO will not be entitled to any remuneration in addition to his or her remuneration as CEO.

35. EXECUTION OF DOCUMENTS

35.1. Society may have a Common seal

The Society may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.

35.2. Safe custody of common seal

If the Society has a seal the Directors shall provide for the safe custody of the Seal.

35.3. Authority to Use of common seal

The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.

35.4. Execution of documents with common seal

The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

- (a) two Directors; or
- (b) one Director and one Secretary; or
- (c) one Director and another person appointed by the Directors for that purpose.

35.5. Fixture of signature

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

35.6. Execution of documents without using common seal.

The Society may execute a document without using the common seal if the document is signed by:

- (a) two Directors; or
- (b) one Director and one Secretary; or
- (c) one Director and another person appointed by the Directors for that purpose.

A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

36. NOTICES**36.1. Service**

All notices or other communications required under this Constitution or the Corporations Act must be:

- (a) in legible writing and in English addressed;
 - (i) if to a Member, to the Member's address specified in the Register; or
 - (ii) if to the Society, to the Office or such other address as from time to time notified by the Board or a person authorised by the Board;
- (b) sent to the recipient by hand, telegram, prepaid post (airmail, as to and from a place outside Australia) facsimile or e-mail; and
 - (i) signed by a person duly authorised by the sender.

36.2. Timing

- (a) Without limiting any other means by which a party may be able to prove that a notice has been duly received by another party, subject to **clause 36.3** a notice will be deemed to be duly received:
 - (i) if sent by hand, when left at the address of the recipients;
 - (ii) if sent by pre-paid post, one day after the date of posting;
 - (iii) if sent by facsimile, upon receipt by the sender of an acknowledgement or transmission report generated by the machine from which the facsimile was sent indicating that the facsimile was sent in its entirety to the recipients facsimile number; or
 - (iv) if sent by email, twenty-four (24) of the e-mail being sent, provided that within that period there is no notification of e-mail transmission errors or undeliverability.
- (g) If a notice is served by hand, or is received by facsimile or e-mail on a day which is not a Business Day, or after 5.00pm (recipient local time) on any

Business Day, that notice will be deemed to be duly received by the recipient at 9.00am (recipient's local time) on the first business day after that date. This provision also applies to receipt of notices of meeting.

36.3. Persons entitled to Notice

- (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (i) every Member having a right to attend and vote thereafter except Members who have not supplied to the Society an address for the giving of notices to them;
 - (ii) the auditor for the time being of the Society; and
 - (iii) such other person as required by the *Corporations Act* of this Constitution.
- (b) No person other than the persons referred to in **clause 36.3** shall be entitled to receive notice of general meetings.

37. WINDING UP

37.1. General rule

Subject to **clause 37.2**, where on the winding up of the Society or dissolution of the Society, there is a surplus of assets after satisfying all the Society's liabilities and expenses, the surplus will not be paid or distributed to the Members of the Society but will be given or transferred to such other institution or company having similar objects to those described in the objects of this Constitution, and is an institution or body and which prohibits the distribution of income, profit or assets to its members and which is exempt from the payment of income tax. Such institution or company will be determined by the Members of the Society on or before the time of such winding up or dissolution, failing such determination (of which there may be more than one such institution or company in which case the Members will determine the assets to be transferred to each) the institution or company shall be determined by application to the Supreme Court in the State of incorporation.

37.2. General rule

The Members in making a determination under **clause 37.1** may appoint a Member (or Members) but only where such appointee continues to have similar objects to those described in the objects of this Constitution, and is a body corporate which prohibits the distribution of income, profit or assets to its members and which is exempt from the payment of income tax.

38. INDEMNITY AND INSURANCE

38.1. Indemnity

To the extent permitted by law and subject to the restrictions in Sections 199A and 199B of the *Corporations Act* the Society indemnifies every person who is or has been an officer of the Society against any liability (other than for legal costs) incurred by that person as such officer of the Society (including liabilities incurred by the officer as a director of a subsidiary of the Society where the Society requested the officer to accept appointment as a director).

38.2. Legal Costs

To the extent permitted by law and subject to the restrictions of Sections 199A and 199B of *Corporations Act*, the Society indemnifies every person who has or has been an Officer of the Society against reasonable legal costs incurred in defending an action for liability incurred by that person arising in respect of their actions, or capacity as an Officer of the Society.

39. DEFINITIONS AND INTERPRETATIONS

39.1. Definitions

In this Constitution unless the contrary intention appears:

“Alternate Director” means a person appointed as an Alternate Director under **clause 26**;

“Society” means the Society governed by this Constitution;

“Associate Member (Corporate)” means a person who is an Associate Member (Corporate) at the date of adoption of this Constitution or who is appointed thereafter as an Associate Member by the Board in accordance with **clauses 8.7, 8.8 and 8.14**;

“Associate Member (Industry)” means a person who is an Associate Member (Industry) at the date of adoption of this Constitution or who is appointed thereafter as an Associate Member by the Board in accordance with **clauses 8.9, 8.10 and 8.14**;

“Auditor” means the Society’s auditor;

“Board” means the board of Directors of the Society;

“Business Day” means any day on which normal and usual business is performed and which is not a Saturday, Sunday or public holiday;

“Constitution” means constitution of the Society as amended from time to time;

“Corporations Act” means the *Corporations Act 2001* (Cth) as amended from time to time;

“Director” includes any person occupying the position of Director of the Society and, where appropriate includes an Alternate Director;

“Directors” means all or some of the Board acting as a Board;

“Fellow” means a Member who is admitted by the Board to be a Fellow of the Cornea and Contact Lense Society in accordance with the provisions of this Constitution;

“Honorary Member” means a person who is a Honorary Member at the date of adoption of this Constitution or who is elected thereafter as a Honorary Member at a general meeting of the Society on the recommendation of the Board in accordance with **clause 8.22**;

“Honorary Life Member” means a person who is a Honorary Life Member at the date of adoption of this Constitution or who is elected thereafter as a Honorary Life Member at a general meeting of the Society in the recommendation of the Board in accordance with **clause 8**;

A Member is **“Insolvent”** if:

- (a) it is (or states that it is) an insolvent under administration or insolvent (each as defined in the *Corporations Act 2001*); or
- (b) it has had a controller (as defined in the *Corporations Act 2001*) appointed or is in liquidation, in provisional liquidation, under administration or wound up or has had a receiver or manager appointed to any part of its property; or
- (c) it is subject to any arrangement, assignment, moratorium or composition, protected from creditors under any statute or dissolved (in each case, other than to carry out a reconstruction or amalgamation while solvent on terms approved by the Board); or
- (d) an application or order has been made (and in the case of an application, it is not stayed, withdrawn or dismissed within 30 days), resolution passed, proposal put forward, or any other action taken, in each case in connection with that person, which is preparatory to or could result in any of (a), (b) or (c) above; or

- (e) it is taken (under section 459F(1) of the Corporations Act to have failed to comply with a statutory demand; or
- (f) it is the subject of an event described in section 459C(2)(b) or section 585 of the Corporations Act; or
- (g) it is otherwise unable to pay its debts when they fall due; or
- (h) something having a substantially similar effect to any of (a) to (g) happens in connection with that Member under the law of any jurisdiction;

“Member” means a person appointed as a Member of the Society appointed by the Board in accordance with clause 8 or who is an Honorary Life Member, but does not include an Associate Member, Honorary Member or Student Member;

“Objects” means the objects set out in **clause 5**;

“Office” means the Society’s registered office;

“Register” means the register of Members of the Society;

“Secretary” means any person appointed by the Board to perform any of the duties of a Secretary of the Society and if there are joint secretaries, any one or more of such joint secretaries;

“State Chapter” means the chapter of each State as constituted in accordance with **clause 20**;

“State Committee” means a state committee constituted in accordance with **clause 20**;

“Student Member” means a person who is admitted as a Student Member by the Board in accordance with **clauses 8.6, 8.7 and 8.14**; and

“Technology” includes radio, telephone, closed circuit television or other electronic means or telecommunications device for audio or audio-visual communication.

39.2. Interpretation

In this Constitution, unless the contrary intention appears;

- (a) one gender includes the other;
- (b) words (including defined expressions) importing the singular include the plural and vice versa;
- (c) a person includes a body corporate;
- (d) words and expressions defined in the *Corporations Act* have the same meaning in this Constitution;
- (e) headings are for ease of reference only and do not affect the construction of this Constitution; and

a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether the same or any other legislative authority having jurisdiction).

SIGNATURE PAGE

MEMBERS AGREEMENT

We, the undersigned, being each person specified in the application for the Society's registration as a person who consents to the Constitution and to be a Member on the terms therein, hereby agree to the terms of this Constitution: