



AUSTRALASIAN OSSEOINTEGRATION SOCIETY (QLD BRANCH) INC

CONSTITUTION

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1. PRELIMINARY

1.1 Definitions

In these articles unless there be something in the subject or context inconsistent therewith:

"Articles" shall mean the articles within this Constitution and all supplementary substituted or amending articles for the time being in force.

"QLD Branch Councillor" shall mean a Member elected by the Society to represent the Society on the council of the Australasian Osseointegration Society Limited.

"Executive Officer" shall mean a member of the Executive.

"Law" means the laws of the Commonwealth of Australia and the State of Queensland.

"Member" shall mean an Ordinary Member, Geographically Remote Member, Student Member, Honorary Life Member or a Company Member.

"Register of Members" shall mean a list of all Members of the Society.

"Society" shall mean the Australasian Osseointegration Society (QLD Branch) Inc.

"By post" shall include e-mail

"Act" means the Associations Incorporation Act 1981 Qld.

A word or expression that is not defined in the present rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

1.2 Interpretation

Words importing the singular number only shall include the plural number and vice versa and words importing one gender only shall include every gender and words importing persons shall include companies and corporations.

A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

1.3 Name

Australasian Osseointegration Society (QLD Branch) Inc

1.4 Objects

The objects for which the Society is established are:

- a) To encourage and promote the clinical applications of osseointegration.
- b) To encourage high professional and clinical standards in the practice of implant dentistry.
- c) To seek membership or liaison with related professional bodies for the purposes of the improvement in the practice of implant dentistry.
- d) To raise funds for any of the purposes of the Society in accordance with this Constitution.
- e) To promote protect and further the interests of the Members of the Society.
- f) To provide means for the exchange of views and to encourage agreement and cooperation between Members of the Society on all matters of common interests.
- g) To watch over support or oppose any matters or policies which may affect or tend to affect the interests of the Members of the Society including the acts of governments and other authorities and to represent the needs and opinions of the Members to governments other authorities and bodies generally upon any matters wherein the Members have professional interests.

- h) To do all such other things as may in the opinion of the Society be incidental or conducive to the attainment of the aforementioned objects.

1.5 Powers

- a) The association has the powers of an individual.
- b) The association may enter into contracts; and acquire, hold, deal with and dispose of property; and make charges for services and facilities it supplies; and do other things necessary or convenient to be done in carrying out its affairs.
- c) The association may take over the funds and other assets and liabilities of the present unincorporated association known as the Australasian Osseointegration Society Ltd. Qld branch.

2. MEMBERSHIP

2.1 Membership

a) Members

All Society members of the Australasian Osseointegration Society Qld branch shall become members of the Australasian Osseointegration Society (QLD Branch) Inc.

b) Classes of membership

(i) Ordinary and Student members Membership

Shall be granted to an individual who maintains an active interest in implant dentistry.

(ii) Geographically Remote Membership

Shall be granted to an individual who maintains an active interest in the study of implant dentistry and who resides or practices outside 120 km of Brisbane GPO.

(iii) Honorary Life Membership

May be awarded by the Society by resolution at a General Meeting to any Ordinary Member who shall have rendered long or outstanding service to the Society.

(iv) Company Membership

All classes of membership shall be unlimited in numbers.

c) Admission to Ordinary membership

The Executive may, pursuant to these Articles, admit a person to membership of the Society as a Ordinary Member.

d) Admission to Geographically Remote membership

The Executive may, pursuant to these Articles, admit a person to membership of the Society as a Geographically Remote Member.

e) Nomination to Honorary Life membership

The Executive may, pursuant to these Articles, nominate a person to Honorary Life membership of the Society.

f) Admission to Company membership

The Executive may, pursuant to these Articles, admit a company to membership of the Society as a Company Member.

g) Membership entitlements not transferable

A right, privilege or obligation, which a person has by reason of being a Member of the Society is not capable of being transferred or transmitted to another person and terminates upon cessation of a person's membership.

2.2 Admission of Members

a) Application for membership

Application for membership shall be made to the Secretary in the form prescribed by the Executive. The application shall be signed and dated by the applicant and shall contain full particulars of the applicant's professional circumstances and qualifications together with such other information as shall from time to time properly and reasonably be required. The Executive shall consider all the information received and shall then resolve whether or not to admit the applicant to membership.

b) Student Membership

Application for Student membership shall be made in the same manner as for Ordinary members and applies to full time students only.

c) Honorary Life membership

The Executive may nominate any appropriate person for Honorary Life membership and shall submit such nomination to the next General Meeting of the Society. A simple majority of the votes of Members at the General Meeting of the Society shall be sufficient to appoint an Honorary Life Member. An Honorary Life Member may resign from membership by giving written notice thereof to the Secretary of the Society. An appointment of Honorary Life membership shall not be revoked except by the resolution of three-quarters (3/4) of the Members present at a General Meeting of the Society or by conduct as outlined in Clause 2.6a and Clause 2.7a.

d) Company members

Companies may elect to become members of the Society. Two denominated staff members are entitled to attend all meetings.

2.3 Rights and duties of Members

a) Ordinary Members

Ordinary Members shall be entitled to attend all meetings of the Society, to vote upon all matters brought before the Society and to hold office on the Executive of the Society and shall otherwise retain, during continuance of their membership, all rights and privileges attached to their membership classification.

b) Student Members

Student Members shall have the same rights as Ordinary Members.

c) Geographically Remote Members

Geographically Remote Members shall have the same rights, as Ordinary Members except attendance at meetings is conditional upon payment of a fee to be determined by the Executive.

d) Honorary Life Members

Honorary Life Members shall be entitled to attend all meetings of the Society and its Divisions, to vote upon all matters brought before the Society and to hold office on the Executive of the Society and shall otherwise retain, during continuance of their membership, all rights and privileges attached to their membership classification.

e) Company Members

These members have no voting rights. Under the discretion of the executive negotiations shall ensure that they continue to share their interest and support the Society under annually negotiated fees.

f) Leave of absence

The Executive may, in its absolute discretion, grant leave of absence to any Member of the Society upon application by such Member.

h) Member's liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by that Member in respect of their membership of the Society.

2.4 Membership year

The membership year of the Society is the Australian Financial Year 1 July to 30 June.

2.5 Subscriptions and annual fees

a) Executive's determination

The Executive shall determine all subscriptions, dues and levies including annual membership and fees payable for all classes of membership.

b) Subscriptions, dues and levies

The Treasurer shall notify all Members of the amounts that are payable and the time allowed for payment.

c) Subscriptions to Australasian Osseointegration Society Limited

The Treasurer shall collect from the Members the amount of any subscription for those Members to the Australasian Osseointegration Society Limited.

d) Payment of dues and levies

- (v) The Treasurer shall notify all Members of the amounts that are payable by 01 August in each year.
- (vi) The Treasurer shall remit capitation fees to the Australasian Osseointegration Society Limited by 1 June in each year.
- (vii) Members are liable to pay annual membership fees and levies as prescribed by the Executive.
- (viii) Honorary Life Members shall be exempt from payment of annual membership fees and levies.

e) Pro-rata payment for part year membership

Upon admission to membership a Member shall be required to pay a pro-rata membership fee for the balance of the current financial year. This clause shall have identical effect for any Division that becomes affiliated with the Society throughout the year.

f) Special levies

The Executive may raise funds by levy of the Members of the Society provided the total of such levies in any one year may be no greater than the amount of the annual membership fee. If the proposed levies in any one year are to exceed the amount of the annual membership fee a vote shall be conducted by post or at a General Meeting. A two-thirds (2/3) majority of votes cast shall be necessary for the ballot to be successful.

g) Power to borrow funds

If at any time two-thirds (2/3) of the Members pass a resolution authorising the Executive to borrow money, the Executive shall be empowered to borrow such amount of money and shall inform the Members of the terms and conditions of such borrowing.

2.6 Disciplining of Members

a) Executive's powers to expel or suspend

Where the Executive is of the opinion that a Member has -

- (i) persistently refused or neglected to comply with a provision of this Constitution or;
- (ii) persistently and wilfully acted in a manner prejudicial to the interests of the Society,

the Executive may, by resolution, expel the Member from the Society or suspend the Member from such rights and privileges of membership of the Society as the Executive may determine for a specified period.

b) Executive to serve notice on Member

Where the Executive passes a resolution under Clause 2.6a, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member -

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

c) Executive's meeting with the Member

At a meeting of the Executive pursuant to Clause 2.6b, the Executive shall:

- (i) give due consideration to any oral representation given by that Member to the Executive at the meeting;
- (ii) give due consideration to any written representations submitted to the Executive by that Member at or prior to the meeting; and
- (iii) by resolution determine whether to confirm or to repeal the resolution of the Executive made under Clause 2.6a.

d) Executive to inform Member of resolution

Where the Executive confirms a resolution under Clause 2.6c, the Secretary shall within 7 days after that confirmation, by notice in writing inform the Member of that confirmation or repeal.

2.7 Cessation of membership

a) Non payment of fees

If a Member should fail to pay to his or her membership fees or any other amount payable by the Member within sixty (60) days after the date upon which the amount is payable (unless otherwise stated), the following shall occur:

- (i) such Member shall thereupon be suspended from membership of the Society;
- (ii) such Member may be reinstated to membership by the Executive upon such terms and conditions as shall be determined by the Executive.

b) Withdrawal of membership

- (i) Any Member may withdraw from the Society by giving the Executive at least thirty (30) days written notice
- (ii) Any Member having given such notice of withdrawal shall until the expiration of the membership year be liable for all dues assessments expenses and other charges accruing to the Society for that membership year or for such portion thereof as may be determined by the Executive.

c) No claims

A Member who ceases to be a Member for any reason shall be ineligible to make any claims on the Society's funds, property or assets.

2.8 Register of Members

The Executive of the Society maintains a Register of the Members of the Society

The register must include the following particulars for each member—

- a) the full name of the member;
- b) qualifications
- c) the postal or residential address of the member;
- d) the date of admission as a member;
- e) the date of death or time of resignation of the member;
- f) details about the termination or reinstatement of membership;
- g) any other particulars the executive committee or the members at a general meeting decide.

2.9 Prohibition on use of information

a) A member of the association must not—

- (i) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- b) Sub-rule (a) does not apply, if the use or disclosure of the information is approved by the executive.

3. EXECUTIVE

3.1 Structure of Executive

The Executive shall consist of a minimum of three. If not elected as Executive members, the following should also attend Executive meetings:

the QLD Branch Councillor to the AOS Limited.
the Immediate Past President.

3.2 Term of office of Executive

The term of office for the Executive shall be for a period of one year immediately following the Annual General Meeting of the Society. All Executive Officers shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election.

3.3 Formation of Executive

a) Election of Executive

At the Annual General Meeting, the Members of the Society shall elect an Executive consisting of at least three members.

b) Election of President, Secretary and Treasurer

At the Annual General Meeting, the Members of the Society shall elect from the Executive the President, Secretary and the Treasurer (or Secretary/Treasurer) of the Society.

3.4 Branch Councillors of Australasian Osseointegration Society Limited

a) Election of QLD Branch Councillor

At every second Annual General Meeting of the Society and prior to the Biennial General Meeting of the Australasian Osseointegration Society Limited the Members shall elect a QLD Branch Councillor to represent the Society on the Council of the Australasian Osseointegration Society Limited.

The QLD Branch Councillor shall be a Member of the Society.

The term of office for the QLD Branch Councillor shall be for a period of two years effective from the conclusion of the Biennial General Meeting of the Australasian Osseointegration Society Limited.

b) Election of Executive Committee

If the Council of the Australasian Osseointegration Society Limited determines that the Society shall be the next Managing Branch of the Australasian Osseointegration Society Limited, the QLD Branch Councillor shall automatically become the Vice-President (President-Elect) of the Australasian Osseointegration Society Limited.

At the next General Meeting of the Society, the Members shall elect the Secretary and the Treasurer of the Australasian Osseointegration Society Limited, for the term of office following the conclusion of the next Biennial General Meeting of the Australasian Osseointegration Society Limited.

In addition, the Members shall elect a new QLD Branch Councillor, to take office immediately upon election.

3.5 Vacation of office

An Executive Officer shall vacate his or her office and membership of the Executive if:-

- a) the Executive Officer's membership of the Society ceases; or
- b) resignation in writing is tendered by the Executive Officer; or
- c) the Executive Officer is removed from office by resolution and passed by a simple majority at any General Meeting of the Society convened for the purpose of considering, inter alia, such a resolution. A member has no right of appeal against the member's removal from office under this rule.
- d) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

3.6 Powers of the Executive

The Executive subject to the Law, this Constitution, and to any resolution passed by the Society at a General Meeting -

- a) shall control and manage the affairs of the Society;
- e) may exercise all such functions as may be exercised by the Society other than those functions that are required by this Constitution to be exercised by the Society at a General Meeting; and
- f) has power to perform all such acts and do all such things as appear to be necessary or desirable for the proper executive of the affairs of the Society.

3.7 Duties of the Executive

The Executive shall meet at least four times in each year and shall implement the decisions of the Society and shall generally conduct the day-to-day business of the Society in accordance with the Constitution and its objects.

The management committee must decide how a meeting is to be called.

Notice of a meeting is to be given in the way decided by the management committee.

3.8 Voting of the Executive and decisions

At meetings of the Executive:

- a) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined by a majority of the votes of the Executive Officers or members of the sub-committee present at the meeting.
- b) Each Executive Officer present at a meeting of the Executive or each Member present at a meeting of a sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- c) Any two (2) members of the Executive constitute a quorum for the transaction of business of a meeting of the Executive. The Executive may act notwithstanding any vacancy on the Executive.
- d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be apparent.

3.9 Records and reports of the Executive

A record shall be kept of all meetings of the Executive and/or matters and things done for and on behalf of the Society. The Executive shall prepare and present a report of its conduct of the affairs of the Society to each General Meeting of the Society. The Executive shall meet upon request of the President or Secretary or upon written request of not less than three Executive Officers.

3.10 Delegation by executive by sub-committee

- a) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Society as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument, other than -
 - (i) this power of delegation; and
 - (ii) a function which is a function imposed on the Executive by the Law, or by resolution of the Society in a General Meeting.
- b) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- c) Notwithstanding any delegation under this rule, the Executive may continue to exercise any function delegated.
- d) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive.
- e) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- f) A sub-committee may meet and adjourn as it thinks proper.

4. EXECUTIVE OFFICERS

4.1 Duties of the President

The President, or in his or her absence the President's nominee, shall preside at all meetings of the Executive. In meetings of the Executive the President, or the President's nominee, acting in the President's absence shall, in the event of a tied vote, have a casting vote. The President shall be responsible for the general supervision of any sub-committees appointed by the Executive. Subject to any resolution of the Executive, two of either the President, the Secretary and the Treasurer of the Society shall be the signatories to all contracts, agreements and authorities.

4.2 Functions of the Secretary

The secretary's functions include, but are not limited to—

- a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- b) keeping minutes of each meeting; and
- c) keeping copies of all correspondence and other documents relating to the association; and
- d) maintaining the register of members of the association.
- e) The Secretary shall circulate to Executive Officers a copy of minutes of all meetings of the Society and its sub-committees.

4.3 Duties of the Treasurer

The Treasurer shall receive all moneys paid to the Society and shall collect all moneys which are due and payable to the Society, and shall be custodian of the funds of the Society; and shall pay all moneys owing by the Society and all vouchers presented by the President; and shall make an annual report to the Executive of the monetary affairs of the Society. Upon termination of the term of office the Treasurer shall deliver to the successor all funds, papers, documents and things belonging to the Society. One signature shall be required to operate on any bank account held by the Society. Signatories shall be either the President, the Secretary or the Treasurer, and shall be appointed by the Executive at the meeting immediately following the Annual General Meeting. All funds and other moneys of the Society not required as petty cash shall be held in a bank account in the name of the Society or invested or applied for the benefit or purposes of the Society in such other manner as the Executive may from time to time determine.

4.4 Executive Officers' expenses

Executive Officers shall be entitled to reimbursement from the funds of the Society for such sums of money by way of proper expenses incurred in performing their duties as Members of the Executive as the Executive shall determine.

Any reimbursement of the Executive Officers shall be detailed in the Treasurer's annual report to the Society.

4.5 Indemnity

Every officer, auditor or agent of the Society shall be indemnified out of the property of the Society against any liability incurred by them in their capacity as officer, auditor or agent in defending any proceeding, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is given under any law or granted to them by any properly constituted court exercising power pursuant to the Law.

5. MEETINGS

5.1 General Meetings

a) Holding of a General Meeting

General Meetings including the Annual General Meeting may be held in conjunction with any scientific meeting of the Society. The Executive shall fix the date of such a General Meeting. A quorum for such a meeting shall be ten (10) Members present in person.

b) Calling of General Meetings

The Executive may, whenever it thinks fit, convene a General Meeting of the Society.

The Society shall, on the requisition in writing of not less than 5 per cent of the total number of Members convene a General Meeting of the Society.

A requisition of Members for a General Meeting -

- (i) shall state the purpose or purposes of the meeting;
- (ii) shall be signed by the Members making the requisition;
- (iii) shall be lodged with the Secretary; and
- (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

If the Executive fails to convene a General Meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than three months after that date.

A General Meeting convened by a Member or Members referred to in this Clause shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Executive.

5.2 Annual General Meetings

a) First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

b) Subsequent annual general meetings

Each subsequent annual general meeting must be held

- (i) at least once each year; and
- (ii) within 6 months after the end date of the association's reportable financial year.

c) Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- (i) This rule applies only if the association is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (ii) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the Executive;
 - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.
- d) Business to be conducted at annual general meeting of other level 2 incorporated associations**
 - (i) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
 - (ii) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Executive;
 - (d) appointing an auditor, an accountant or an approved person for the present financial year.
- e) Business to be conducted at annual general meeting of other level 3 incorporated associations**
 - (i) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
 - (ii) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Executive.

5.3 Special General Meetings

Special General Meetings of the Society shall be convened by the President on the written request of eight (8) Members who shall state in writing the purpose(s) for which the meeting is proposed. Not less than twenty eight (28) days written notice shall be given to all Members and such notice of meeting shall describe the nature of the business proposed to be conducted at such meetings. A quorum for any such meeting shall be ten (10) Members present in person. The failure of any Member to receive such notice of meeting shall not affect the validity of any resolution passed at such a Special General Meeting.

5.4 Notices

a) For a General Meeting

Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post or e-mail to each Member at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting;

b) For special resolutions

Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post or e-mail to each Member at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, and in addition a notice specifying the intention to propose the resolution as a special resolution.

c) Voting

At each Annual General Meeting, General Meeting or Special General Meeting each voting Member shall have one vote only. All votes shall be given personally and in the case of equality of votes on acquisition the person presiding is entitled to exercise a second or casting vote.

5.5 Quorum

a) Meetings of the Executive and General Meetings

A quorum shall be formed by two (2) Executive Officers at a meeting of the Executive and eight (8) Members at a General Meeting.

b) General

- (i) No business shall be transacted by any General Meeting unless a quorum of Members entitled to vote is present.
- (ii) If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the representatives of Members personally present shall be a quorum.

5.6 Right to demand a poll

- a) At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by:
 - (i) the chairperson; or
 - (ii) at least five (5) representatives.
- b) Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Society shall be evidence to the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- c) The demand for a poll may be withdrawn.
- d) If a poll is duly demanded it shall be taken in such manner as the chairperson directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs.

5.7 Minutes of general meetings

- a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- b) To ensure the accuracy of the minutes—
 - i) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - ii) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- c) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - i) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - ii) give the member copies of the minutes of the meeting.
- d) The association may require the member to pay the reasonable costs of providing copies of the minutes.

6. FINANCES

6.1 Funds and Accounts

- a) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the executive committee.
- b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- d) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- e) If a payment of \$100 or more is made by cheque, the cheque must be signed by any of the following—
 - the president;
 - the secretary;
 - the treasurer;
 - any other person who has been authorised by the management committee to sign cheques issued by the association.
- f) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- g) A petty cash account must be kept on the imprest system, and the executive committee must decide the amount of petty cash to be kept in the account.
- h) All expenditure must be approved or ratified at an executive committee meeting.

6.2 Income and property

The income and property of the Society shall be dealt with as follows:

- a) The income and property of the Society shall be applied towards the promotion of the objects of the Society as set forth in this Memorandum of Association.
- b) The Society shall operate as a non-profit organisation pursuant to the Income Tax Assessment Act.
- c) No portion of the income or property of the Society shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members of the Society other than by way of grant for education and research purposes.
- d) The income and property of the Society may be applied in or towards payment of remuneration to any officers or servants of the Society or to any Members or other persons in return for any service actually rendered to the Society.

6.3 General financial matters

- a) On behalf of the executive committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- b) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

6.4 Financial Year

The financial year of the Society shall terminate on the 30th day of June or such other date as the Executive may determine.

6.5 Funding

a) The expenses of the Society shall be funded by:

- (i) membership fees and levies as determined by the Executive; and
- (ii) the proceeds of scientific and research meetings; and
- (iii) gifts and donations.

b) Levies may be struck

If funds raised during the financial year as determined by the Executive are insufficient to cover the running cost of the Society in that financial year, a levy will be called after 30 June and due on 31 August. The total amount of such levy shall equal the unfunded deficit for the previous year plus any additional funds necessary to maintain adequate liquidity.

7. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- a) This rule applies if the association—
 - (i) is wound-up under part 10 of the Act; and
 - (ii) has surplus assets.
- b) The surplus assets must not be distributed among the members of the association.
- c) The surplus assets must be given to another entity—
 - (i) having objects similar to the association's objects; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members.
- d) In this rule— surplus assets see section 92(3) of the Act..

8. GENERAL

8.1 Amendment of Constitution

a) At a General Meeting

These Articles may from time to time be amended, altered or added to by resolution passed by not less than three quarters (3/4) of the Members of the Society present and voting at a General Meeting of the Society, being a meeting in respect of which notice of the proposed amendment, alteration or addition is set out and sent to all Members of the Society no less than fourteen (14) days prior to the proposed date of the meeting. The failure of any Member to receive such notice of meeting shall not affect the validity of any resolution passed at such a General Meeting.

However an amendment, repeal or addition is valid only if it is registered by the chief executive.

8.2 Common seal

- a) The executive committee must ensure the association has a common seal.
- b) The common seal must be—
 - (i) kept securely by the executive committee; and
 - (ii) used only under the authority of the executive committee.
- c) Each instrument to which the seal is attached must be signed by a member of the executive committee and countersigned by—
 - (i) the secretary; or
 - (ii) another member of the executive committee; or
 - (iii) someone authorised by the executive committee.

8.3 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

This Constitution has become effective as herein before set out pursuant to a General Meeting of the Australasian Osseointegration Society (QLD Branch) Inc held on the 18 of June at the Tattersall's Club in Brisbane by resolution of a greater than three quarters (3/4) majority of the persons present and voting.

SIGNED by the President: Ass. Prof. Peter Clark Ryan

SIGNED by the Secretary: Prof. Matthias Bickel

Date: Brisbane, 18 June 2008