

AUSTRALASIAN OSSEOINTEGRATION SOCIETY (SA) INC

CONSTITUTION

JUNE 2004

TABLE OF CONTENTS

1	PRELIMINARY	1
	1.1 Name of the incorporated association	1
	1.2 Definitions.....	1
	1.3 Interpretation	1
	1.4 Objects of the association	1
	1.5 Powers of the association.....	1
2	MEMBERSHIP	2
	2.1 Membership.....	2
	a. Categories of membership	2
	b. Admission to Ordinary membership	2
	c. Nomination to Honorary Life membership	2
	d. Admission to membership in the Australasian Osseointegration Society Ltd.....	2
	e. Membership entitlements not transferable	2
	2.2 Admission of Members.....	2
	a. Application for membership.....	2
	b. Honorary Life membership.....	2
	2.3 Rights and duties of Members.....	3
	a. Ordinary Members	3
	b. Honorary Life Members	3
	c. Leave of absence.....	3
	d. Member's liabilities.....	3
	2.4 Membership year.....	3
	2.5 Subscriptions and annual fees	3
	a. Executive's determination	3
	b. Subscriptions, dues and levies.....	3
	c. Subscriptions to Australasian Osseointegration Society Limited.....	3
	d. Payment of dues and levies	3
	e. Pro-rata payment for part year membership	4
	f. Special levies	4
	g. Power to borrow funds	4
	2.6 Disciplining of Members	4
	a. Executive's powers to expel or suspend	4
	b. Executive to serve notice on Member	4
	c. Executive's meeting with the Member.....	5
	d. Executive to inform Member of resolution	5
	2.7 Cessation of membership.....	5
	a. Non payment of fees.....	5
	b. Withdrawal of membership.....	5
	c. No claims	5
	2.8 Register of Members	5
3	EXECUTIVE	6
	3.1 Structure of Executive	6
	3.2 Formation of Executive.....	6
	a. Natural person	6
	b. First Executive	6
	c. Retiring Executive	6
	d. Nominations	6
	e. Notice of nominations	6
	f. Floor Nominations at annual general meeting.....	6
	g. Casual vacancies.....	6
	3.3 Term of Office of the Executive	6
	3.4 Branch Councillors of Australasian Osseointegration Society Limited.....	6

	a.	Election of SA Branch Councillor	6
	b.	Election of management committee	6
3.5		Vacation of Office	7
3.6		Powers of the Executive	7
3.7		Duties of the Executive	7
3.8		Voting of the Executive and decisions/records and reports	7
3.9		Records and reports of the Executive	8
3.10		Delegation by Executive to sub-committee	8
4		EXECUTIVE OFFICERS	8
	4.1	Duties of the President	8
	4.2	Duties of the Secretary	8
	4.3	Duties of the Treasurer	9
	4.4	Executive Officers' expenses	9
	4.5	Indemnity	9
5		MEETINGS	9
	5.1	General Meetings	9
	a.	Holding of a General Meeting	9
	b.	Calling of General Meetings	9
	5.2	Annual General Meetings	10
	a.	Time of meeting	10
	b.	Business	10
	5.3	Special General Meetings	10
	5.4	Notices	10
	a.	For a General Meeting	10
	b.	For special resolutions	10
	c.	Voting	11
	5.5	Quorum	11
	a.	Meetings of the Executive and General Meetings	11
	b.	General	11
	5.6	Right to demand a poll	11
6		FINANCES	11
	6.1	Accounts	11
	6.2	Auditor	12
	6.3	Financial Year	13
	6.4	Funding	13
7		General	13
	7.1	Amendment of Constitution	13
	a.	At a General Meeting	13
	b.	By postal vote	13
	7.2	Common seal	13
	7.3	Notices	14
	a.	Service in person or by post	14
	b.	Service by post deemed after sent	14
	c.	Notice of General Meeting	14
	7.4	Income and property	14
	7.5	Winding up or dissolution of the Society	14

PRELIMINARY

- 1.1 The **name of the incorporated association is:**

The Australasian Osseointegration Society (SA) Inc

- 1.2 **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.

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

"Executive" shall mean six members.

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

"Law" means the laws of the Commonwealth of Australia and the State of South Australia

"Member" shall mean an Ordinary Member and an Honorary Life Member.

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

"Society" shall mean the Australasian Osseointegration Society (SA) Inc.

- 1.3 **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.

- 1.4 **Objects of the association**

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 osseointegration and rehabilitation.
- c. To prepare and distribute promotional material for the encouragement and promotion of the clinical applications for osseointegration.
- d. To seek membership or liaison with related professional bodies for the purposes of the improvement of uniformity in the practice of osseointegration and rehabilitation.
- e. To raise funds for any of the purposes of the Society in accordance with this Constitution.
- 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 of the association

The association shall have all the powers conferred by section 25 of the Act

2 MEMBERSHIP

2.1 Membership

- a. Categories of membership
 - i. Ordinary membership

Shall be granted to an individual who maintains an active interest in the study of Osseointegration and commitment to rehabilitation using the techniques based on Osseointegration.
 - ii. Honorary Life membership

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

The Executive may, pursuant to these Articles, admit a person to membership of the Society as an Ordinary Member.
- c. Nomination to Honorary Life membership

The Executive may, pursuant to these Articles, nominate a person to Honorary Life membership of the Society.
- d. Membership in the Australasian Osseointegration Society Ltd.

The member may nominate at the time of application for membership to belong to the Federal Society of which the AOS SA Inc is a Divisional Body.
- e. 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. 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.

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. 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.

c. 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.

d. 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 Ordinary 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

i. The Treasurer shall notify all Members of the amounts that are payable by 20 March in each year.

ii. The Treasurer shall remit funds to the Australasian Osseointegration Society Limited by 1 June in each year.

iii. Ordinary Members and Divisional Members are liable to pay annual membership fees and levies as prescribed by the Executive.

a. Executive's powers to expel or suspend

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

b. Executive to serve notice on 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:

speak at that meeting;

submit to the Executive at or prior to that date of that meeting written representations relating to the resolution.

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 shall maintain a Register of all Members of the Society which shall contain such particulars in respect of each Member as the Executive shall from time to time determine, and shall include particulars of the name postal address qualifications and the class of membership of each Member of the Society, the date on which each Member became a Member of the Society and the date, if any, on which each Member ceased to be a Member of the Society. The Register shall be kept by the Secretary of the Society but all Members of the Society shall be at liberty to inspect the Register at such time and place as shall be nominated by the Secretary.

3 EXECUTIVE

3.1 Structure of Executive

The Executive shall consist of a President, secretary, treasurer and 3 other members. All Executive Officers shall be Ordinary Members or Honorary Life Members of the Society.

3.2 **Formation of Executive**

- a. An Executive member shall be a natural person.
- b. The first Executive of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first EXecutive shall hold office until the first annual general meeting after incorporation. At this time, all the members of the Executive shall retire from the Executive.
- c. A retiring Executive member shall be eligible to stand for re-election without nomination.
- d. Members shall be eligible to stand for election to the Executive if nominated in writing and the nomination is received by the secretary of the association at least 21 days before the meeting. The nomination shall be signed by the proposer and by the nominee.
- e. Notice of all persons seeking election to the Executive shall be given to all members of the association 14 days prior to the meeting at which the election is to take place.
- f. In the advent there are no written nominations for an executive position, nominations may be accepted from the floor at the annual general meeting.
- g. The committee may appoint a person to fill a casual vacancy, and such an Executive member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Executive without nomination.

3.3 **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.

3.4 **Branch Councillors of Australasian Osseointegration Society Limited**

- a. Election of SA 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 SA Branch Councillor to represent the Society on the Council of the Australasian Osseointegration Society Limited.

The SA Branch Councillor shall be an Ordinary Member, or Honorary Life Member of the Society and may be a member of the Executive.

The term of office for the SA 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 Management Committee of the Australian Osseointegration Society Ltd

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

At the next General Meeting of the Australian Osseointegration Society Inc (SA), 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 SA 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:-

- i. the Executive Officer's membership of the Society ceases; or
- ii. resignation in writing is tendered by the Executive Officer; or
- iii. 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.

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:-

- i. shall control and manage the affairs of the Society;
- ii. 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
- iii. has the power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management 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.

3.8 Voting of the Executive and decisions/records and reports

At meetings of the Executive:

- i. 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.
- ii. 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.
- iii. Any four (4) 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.
- iv. 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 to sub-committee**

- i. 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:-
 - this power of delegation; and
 - a function which is a function imposed on the Executive by the Law, or by resolution of the Society in a General Meeting.
- ii. 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.
- iii. Notwithstanding any delegation under this rule, the Executive may continue to exercise any function delegated.
- iv. 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.
- v. The Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- vi. 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 **Duties of the Secretary**

The Secretary shall keep written minutes of all meetings of the Executive and of all General Meetings of the Society, and shall notify Executive Officers of their election to the Executive and applicants for membership of the result of their application and shall conduct the correspondence of the Society subject to any direction of the President or the Executive and shall keep a record of all correspondence of the Society. 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. Two signatures shall be required to operate on any bank account held by the Society. Signatories shall two of either the President, the Secretary and 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. Time of meeting

An Annual General Meeting of the Society shall be convened once in each calendar year on such date and at such place and time as the Executive thinks fit provided the meeting shall be within a period of six (6) months after the expiration of each financial year of the Society.

b. Business

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- i. to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting;
- ii. to receive from the Executive reports on the activities of the Society during the last financial year;
- iii. to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to this Constitution.

5.3 **Special General Meetings**

Special General Meetings of the Society shall be convened by the President on the written request of ten (6) Ordinary 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 fifteen (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 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 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 either 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 four (4) Executive Officers at a meeting of the Executive and fifteen (10) Ordinary or Honorary Life 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 three (3) 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.

6 FINANCES

6.1 Accounts

- a. The Executive shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets at the Annual General Meeting. The Executive shall decide whether and to what extent, and to what time and places and under what conditions the accounting and other records of the Society may be open to the inspection of Members, not being Executive Officers except as provided by law or authorised by the Executive or by the Society in a General Meeting.
- b. The accounts of the Society shall be kept by the Treasurer.
- c. All moneys received by or on account of the Society shall be forthwith paid into the Bank of the Society to its credit.

- d. Any payment of one hundred dollars (\$100.00) or more shall be made by cheque upon such banking accounts, such cheque to be signed in such manner as the Executive may from time to time determine.

6.2 Auditor

- a. The auditor or auditors shall be appointed at each Annual General Meeting and shall hold office until the next Annual General Meeting and shall be eligible for re-appointment.
- b. The first auditors of the Society may be appointed by the Executive at any time before the first Annual General Meeting and shall hold office until the first Annual General Meeting.
- c. If an appointment of auditors is not made at an Annual General Meeting, or if there is a vacancy in the office of auditor the Executive shall appoint auditors of the Society for the current year.
- d. The representatives of the Members may at any General Meeting terminate the appointment of the auditors and at such meeting appoint auditors to fill the vacancy so created.
- e. A person, other than a retiring auditor, shall not be capable of being appointed auditor at an Annual General Meeting unless a notice of an intention to nominate that person to the office of auditor has been given by a Member of the Society not less than fourteen (14) days before the Annual General Meeting and the Society shall send a copy of any such notice to the retiring auditor, and shall give notice thereof to the Members and their representatives, either by advertisement or in any other mode allowed by the articles, not less than seven (7) days before the Annual General Meeting.

Provided that if, after notice of the intention to nominate an auditor has been so given, an Annual General Meeting is called for a date fourteen days or less after the notice has been given, the notice though not given within the time required by this provision shall be deemed to have been properly given for the purposes thereof and the notice to be sent or given by the Society may instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the Annual General Meeting.

- f. The remuneration of the auditors of the Society may be fixed by the Society in a General Meeting but, if not, the remuneration of any auditors shall be fixed by the Executive.
- g. The Executive shall cause the auditors to have access to all records and securities of the Society, and to be furnished with such information and explanation by themselves or any other officers, as may be necessary for the performance of their duties as auditors.
- h. The auditors of the Society shall be entitled to attend any General Meeting of the Society and to receive all notices of and other communications relating to any General Meeting which any Member of the Society is entitled to receive and to be heard at any General Meeting they attend on any part of the business of the meeting which concerns them as auditors.

6.3 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.

6.4 **Funding**

- a. The expenses of the Society shall be funded by:
 - i. Ordinary 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 **GENERAL**

7.1 **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.

- b. By postal vote

All amendments and additions to these Articles may be made by postal vote in lieu of a General Meeting. The Executive shall post a notice containing all of the proposed amendments or additions to these Articles to all Ordinary and Honorary Life Members of the Society together with a statement that the poll will close on the twenty first (21st) day after the date of the notice. The Executive shall count all votes received by the society at the end of the twenty first (21st) day after the notice. A resolution which is supported by three quarters (3/4) of the number of votes received within the time allowed shall be deemed to be passed provided that no less than thirty (15) votes in aggregate have been received. If passed, these Articles shall be deemed to be amended upon the twenty first (21st) day after the date of the notice requesting Members to vote.

7.2 **Common seal**

The Executive shall provide for the safe custody of the seal which shall only be used by the authority of the Executive and every instrument to which the seal is affixed shall be signed by an Executive Officer.

7.3 **Notices**

- a. Service in person or by post

A notice may be given by the Society to any Member either by serving it on them personally or by sending it by post to them at their address as shown in the Register of Members or the address supplied by them to the Society for the giving of notices to them.

b. Service by post deemed after sent

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

c. Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised by this Article to:

- i. every Ordinary Member, Divisional Member and Honorary Life Member; and
- ii. the auditor for the time being of the Society.

7.4 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. 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.
- c. 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.

7.5 Winding up or dissolution of the Society

If the Society is wound up while a person is a member or within twelve (12) months of that person ceasing to be a member that person undertakes to contribute a sum not exceeding \$2.00 to the assets of the Society:

- a. for payment of the debts and liabilities of the Society; and
- b. for payment of costs, charges and expenses of winding up the Society.

The property of the Society remaining after a winding up or dissolution, other than for the purposes of reconstruction or amalgamation, shall be dealt with as follows:

- a. such property shall be given or transferred to some other body, whether incorporated or otherwise, having objects similar to those of the Society including the like provisions as to distribution as contained in this Clause or Clause 3; and
- b. the members shall determine the body to which such property shall be given or transferred, at or before the time of winding up or dissolution.

THIS Constitution has become effective as herein before set out pursuant to a General Meeting of the Australasian Osseointegration Society (SA) Inc held on the th day of 19..... at by resolution of a greater than three quarters (3/4) majority of the persons present and voting.

SIGNED by the President)
Peter B Hawker in the presence of:)

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SIGNED by the Secretary
Michell Stone in the presence of:)

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