

Corporations ACT 2001
Company Limited By Guarantee
Constitution

of

AUSTRALIAN AND NEW ZEALAND ASSOCIATION OF NEUROLOGISTS

1. NAME

The name of the company is Australian and New Zealand Association of Neurologists (*Association*).

2. NATURE

The Association is a company limited by guarantee and, accordingly, the liability of the members of the Association is limited as provided in clause 6.

3. OBJECTS

The objects of the Association are to:

3.1 Clinical neurologists/scientific workers

Bring together clinical neurologists and scientific workers in the field of the nervous system and its diseases for their mutual benefit and for the better understanding of the nervous system and its diseases;

3.2 Autonomous specialty

Establish and maintain neurology as a distinct and autonomous speciality;

3.3 Standards

Foster the development and maintenance of a high standard of neurology; and

3.4 Training, evaluation and recognition

Play a decisive role in the training, evaluation and recognition of neurologists.

4. CAPACITY

Subject to the Law and this Constitution, the Association has the legal capacity and powers of a natural person.

5. NO PAYMENT TO MEMBERS

5.1 Application

The income and property of the Association is to be applied solely towards the promotion of the Association as set out in this Constitution.

5.2 Permissible payments

No portion of the income and property of the Association will be paid, directly or indirectly, to any member of the Association, except where such payment represents:

- 5.2.1 remuneration of, or repayment of out-of-pocket expenses to, any officers or employees of the Association;
- 5.2.2 payment in return for or in relation to any services or goods supplied in the ordinary and usual way of business;
- 5.2.3 interest at a rate not exceeding the rate for the time being fixed by this Constitution on money borrowed from any member of the Association;
or
- 5.2.4 reasonable and proper rent for premises demised or let by any member to the Association.

5.3 Payments to Council Members

No Council Member shall be appointed to any salaried office of the Association or any office of the Association paid by fees. No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Council Member except for repayment of out-of-pocket expenses, interest on money lent at the rate referred to in clause 5.2.3 or reasonable and proper rent for premises demised or let to the Association.

6. LIABILITY

6.1 Limited liability

Liability of the members of the Association is limited.

6.2 Contribution

Every member of the Association undertakes to contribute an amount not exceeding \$100 to the Association's property if the Association is wound up;

- 6.2.1 while that member is a member; or
- 6.2.2 within one year after that member ceases to be a member.

6.3 Application

Contributions pursuant to clause 6.2 will be applied towards:

6.3.1 payment of the debts and liabilities of the Association contracted before the member ceased to be a member;

6.3.2 payment of the costs, charges and expenses of winding up; and

11.4.1 the adjustment of the rights of the contributories among themselves.

7. TRANSFER OF ASSETS

7.1 Transfer to other institution

If, upon the winding-up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, that property will not be paid or distributed among members of the Association but will be given or transferred to an institution or institutions having objects similar to the objects of the Association, whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under this Constitution.

7.2 Determination

The recipient institution or institutions referred to in clause 7.1 will be determined by the members of the Association at or before the time of dissolution and in default of such a determination by application to the Supreme Court of a State or the Federal Court of Australia for determination.

8. ACCOUNTS

8.1 Accounts to be kept

True accounts will be kept of all moneys received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association.

8.2 Inspection Rights

Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution, the accounts will be open to the inspection of the members.

8.3 Auditors

The accounts of the Association must be examined at least annually by one or more properly qualified auditor or auditors who must report to the members in accordance with the provisions of the Law.

9. ALTERATION OF CONSTITUTION

Subject to this Constitution concerning the requirements for its amendment, no addition, alteration or amendment shall be made to this Constitution unless it complies with the requirements of the Law and any Licence (if any) issued by ASIC, including where such Licence so requires it, the prior approval of ASIC to the said addition, alteration or amendment.

10. EXCEPTION TO REQUIREMENT FOR USING “LIMITED”

This Constitution is subject to the requirements of the Law and any Licence (if any) issued by ASIC concerning the non use of the term “Limited” by the Association in its name.

11 MEMBERSHIP

11.1 Obligation of members

Members agree to use their best endeavours to further the interests of the Association by providing their professional assistance to the Association.

11.2 Classes of Member

Subject to this Constitution, the Council may admit persons to membership of the Association in any one of the following classes of member (collectively referred to as *members*):

11.2.1 Full Members;

11.2.2 Honorary Members Emeritus

11.2.3 Associate Members

11.2.4 Honorary Members

11.2.5 Retired Members

11.2.6 Affiliates in Training

11.2.7 Corresponding Full Members;

11.2.8 Corresponding Affiliates in Training;

11.2.9 Junior Affiliate Members;

11.2.10 Full Members (R); or

11.2.11 Affiliate in Training Members (R)

11.3 Admission procedure

The procedure for gaining admission as member is as follows:

- 11.3.1 Candidates for membership must be nominated by any 2 members who are either Full Members, Full Members (R) or Honorary Members Emeritus, one as proposer and one as seconder.
- 11.3.2 The proposer and seconder must provide the Honorary Secretary with the candidate's curriculum vitae, including his or her present occupation and appointments (and the relative amount of time devoted to the various occupations and appointments)
- 11.3.3 The Honorary Secretary must present the nomination for membership at the Council Meeting at which it is considered;
- 11.3.4 The candidate for application must submit the application on such form as the Council may from time to time or in a particular case prescribe or accept to the Secretary not less than 28 days before the next Council Meeting;
- 11.3.5 The proposer and seconder may if they wish suggest the suitable category of membership for the candidate and in default the Council may in its discretion nominate the category of membership which it considers appropriate;
- 11.3.6 Such application must be considered by the Council, who will determine the admission or rejection of the applicant in their complete unfettered discretion. The Council is not required to give to an applicant for membership reasons for the acceptance or rejection of that applicant's application for membership.
- 11.3.7 If an applicant has been accepted for membership the Secretary must immediately send to the applicant written notice of his or her acceptance and a request for payment of his or her first annual subscription;
- 11.3.8 Upon payment of his or her first annual subscription the applicant will become a member of the Association, provided nevertheless that if such payment is not made within 3 calendar months after the date of the notice, the Council may in its discretion cancel its acceptance of the applicant for membership of the Association.

11.4 Requisite qualifications

- 11.4.1 The Council may admit to Full Membership any candidate who is ordinarily resident in Australia or New Zealand being a person having qualifications, training and experience equivalent to those prescribed from time to time by the Specialist Advisory committee in Neurology of the Royal Australasian College of Physicians or such other advisory committee as is approved by the Association in general meeting from time to time.

- 11.4.2** The Council may admit any Full Member to the position of Honorary Member Emeritus in recognition of his or her distinguished service to the Association.
- 11.4.3** The Council may admit to Associate Membership any candidate who is engaged in the practice of clinical neurology or other neurosciences and whose qualifications are not equivalent to those prescribed from time to time by the Specialist Advisory Committee in Neurology of the Royal Australasian College of Physicians.
- 11.4.4** The Council may admit any person to Honorary Membership.
- 11.4.5** The Council may admit any trainee in clinical or other neurosciences to membership as Affiliate in Training.
- 11.4.6** The Council may admit to Retired Membership any member who has retired from the practice of clinical neurology and who has applied to be admitted as a Retired Member on such form as the Council from time to time prescribes or accepts.
- 11.4.7** The Council may admit to Corresponding Full Membership any overseas resident other than a member ordinarily resident in Australia or New Zealand who has status as a specialist in neurology or an allied clinical specialty in their country of residence and who has practiced for 5 years in that specialty post-certification.
- 11.4.8** The Council may admit to Corresponding Affiliate in Training Membership any overseas resident other than a member ordinarily resident in Australia or New Zealand who temporarily occupies a trainee position in neurological sciences in Australia.
- 11.4.9** The Council may admit to Junior Affiliate Membership any younger medical graduates (< 30 years), undergraduates in a neuroscience related field and high school students with an interest in Neurology who have not yet met the requirements to become Affiliates in Training or Associate members.
- 11.4.10** The Council may admit to Full Membership (R) any applicant who is eligible for Full Membership, who is pursuing studies in the Neurosciences on a full time basis. A letter of support from the Head of Department where this work is being conducted, together with evidence that the applicant is enrolled in a PhD or like programme should accompany the application.
- 11.4.11** The Council may admit to Affiliate in Training Membership (R) any applicant who is eligible for Affiliate in Training Membership, who is pursuing studies in the Neurosciences on a full time basis. A letter of support from the Head of Department where this work is being conducted, together with evidence that the applicant is enrolled in a PhD or like programme should accompany the application.

11.5 Membership Rights

Each member has the right to attend, speak at and, subject to anything contrary contained in this Constitution, to vote at general meetings of the Association. The accidental failure or omission to give notice of a general meeting to a member or members will not invalidate a general meeting or any business transacted at the meeting.

11.6 Annual subscription

11.6.1 The annual subscription payable by members of the Association shall be such sums as the Council may from time to time prescribe, subject at all times to the approval of the Association in general meeting.

11.6.2 Subject to clause 11.3.7, all annual subscriptions are due and payable in advance at the date prescribed by the Council from time to time.

11.7 Termination or cessation of membership

11.7.1 Membership of the Association is terminated by the death of the member.

11.7.2 If the subscription of a member remains unpaid for a period of 3 calendar months in any year, then the member may, after notice of the default is sent to him or her by the Secretary, be expelled from membership by resolution of the Council, provided that the Council may reinstate the member on payment of all arrears if the Council thinks fit.

11.7.3 A member may, by giving 1 month's notice in writing to the Secretary, resign his or her membership of the Association. The member will, however, continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Association as a member or former member of the Association in accordance with this Constitution or otherwise.

11.7.4 If any member wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Council is unbecoming of a member, prejudicial to the interests of the Association or not in the best interests of the practice of neurology, the Council has power by resolution to censure, fine, suspend or expel the member from the Association. However, in acting in pursuant of its power under this clause the Council must have due regard to the requirements of natural justice.

12. GENERAL MEETINGS

12.1 General Meetings

The Council may at any time convene a general meeting of the Association by resolution, however if at any time there are not sufficient members of the Council capable of acting to form a quorum, a Council Member or not less

than 10 members of the Association may convene a general meeting at the cost of the Association.

12.2 Annual General Meeting

Subject to the Law and where the Council considers it practicable, the annual general meeting of the Association will be held during a scientific session of the Association.

12.3 Quorum

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

12.3.2 A quorum is 30 members present in person or by proxy and entitled to vote (save that Associate Members are not to be counted towards a quorum).

12.3.3 If a quorum is present at the beginning of a meeting it will be deemed to be present throughout the meeting unless the Chair otherwise declares.

12.3.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council determines. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present (being not less than 3) will be a quorum.

12.4 Notice of general meeting

12.4.1 Subject to the provisions of the Law as to short notice, not less than 21 days' notice of a general meeting will be given in writing to each member.

12.4.2 The Auditor or his or her agent authorised by him or her in writing for the purpose is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a member is entitled to receive; and to be heard at any general meeting which he or she attends on any part of the business of the meeting which concerns the Auditor in his or her capacity as such, notwithstanding that he or she retires at that meeting or a resolution to remove him or her from office is passed at that meeting.

12.4.3 A notice convening a meeting of the Association or of any class of members must specify the place, day and hour of the meeting and in the case of special business, the general nature of the special business to be dealt with at the meeting. There must appear in the notice a statement that a member entitled to attend and vote is entitled to appoint a member of the Association as his or her proxy.

12.5 Proceedings at meetings

- 12.5.1 The business of an annual general meeting is to receive and consider the financial statements and the reports of the Council and the Auditor, to elect the Council in the place of those retiring and to transact any other business which under this Constitution or the by-laws of the Association (if any) ought to be transacted at an annual general meeting.
- 12.5.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting will be deemed special.

12.6 Chair

The President of the Association will preside as Chair of every general meeting of the Association. If he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council may choose a Chair and, in default of their doing so, the members present entitled to vote may elect one of the Council Members to be chair, and if no Council Member is willing to take the chair, may elect one of their number to be Chair of the meeting.

12.7 Adjournment of meetings

- 12.7.1 The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 12.7.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- 12.7.3 Except as provided for by this clause 12.7 it will not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

12.8 Voting

- 12.8.1 At general meetings, each member entitled to vote may vote in person or by proxy in respect of those matters, and only those matters, to which they are entitled to vote.
- 12.8.2 At any general meeting a resolution put to the vote of the meeting will be decided on a majority of votes on voices, or by a show of hands unless a poll is (before or on the declaration of the result of the vote on voices or show of hands) demanded by:
- (a) the Chair; or
 - (b) at least 5 members present in person or by proxy and entitled to vote on the resolution.

- 12.8.3 Unless a poll is so demanded, a declaration by the Chair that a resolution has on a vote on voices or a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 12.8.4 The demand for a poll may be withdrawn.
- 12.8.5 If a poll is duly demanded, it will be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the Chair directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 12.8.6 A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- 12.8.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.
- 12.8.8 At general meetings of the Association:
- (a) each Full Member, Full Member (R), Honorary Member Emeritus and Retired Member has 1 vote.
 - (b) Each Associate Member has 1 vote but is entitled to only vote on issues related to his or her own field of activity which will be determined by the Chair of the meeting.
 - (c) Honorary Members, Affiliates in Training, Affiliates in Training (R), Junior Affiliates, Corresponding Full Members and Corresponding Affiliates in Training are not entitled to vote.
- 12.8.9 A member who is of unsound mind may vote, whether on a show of hands or on a poll, by his or her counsel or trustee, and any such counsel or trustee may vote by proxy or attorney.
- 12.8.10 No member is entitled to vote at any general meeting if his or her annual subscription is more than 1 month overdue at the date of the meeting.

12.9 Proxies

- (a) The instrument appointing a proxy must be in writing under the hand of the appointer or of his or her attorney duly authorised in writing. The instrument appointing a proxy is deemed to confer authority to demand or join, in demanding a poll. A proxy is not entitled to vote on voices or on a show of hands. A member is entitled to instruct his or her proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as he or she thinks fit.

13. THE COUNCIL (INCLUDING OFFICE-BEARERS)

13.1 Number of Council Members

- 13.1.1 The number of Council Members holding a position on the Council shall be not less than 3 and not more than 10 non Office Bearer members, plus Office Bearers.
- 13.1.2 The Council must include at least one New Zealand Member except and only where there are no nominee New Zealand Members as contemplated by clause 13.1.6.
- 13.1.3 Any member of Council who is a New Zealand Member shall hold that position on the same basis as to term of office and removal, as any other member of Council would hold a position on Council , determined in accordance with this Constitution
- 13.1.4 If there is an Office Bearer who is a New Zealand Member clause 13.1.2 shall in that instance be satisfied. Where there are two or more Office Bearers who are New Zealand Members, clause 13.1.2 shall be deemed to have been satisfied.
- 13.1.5 If there is no New Zealand Member who is an Office Bearer, there shall be a process of nomination and election (in the case of more than one nominee New Zealand Member) for the position on Council as contemplated by clause 13.1.2.
- 13.1.6 Clause 13.1.2 does not apply where there is no New Zealand Member who is either;
- a) an Office Bearer; or
 - b) a nominee for a position on the Council.
- 13.1.7 In the case of there only being one said nominee New Zealand Member for the position on Council as contemplated by clause 13.1.2, that nominee shall be appointed to a position on Council.
- 13.1.8 Where there are two or more New Zealand Members nominated for the position on Council as contemplated by clause 13.1.2, then notwithstanding clause 13.7, the New Zealand Member who achieves the greatest number of votes at the election will be appointed to that position on Council, and if the votes of members shall be equal, the position on Council to be occupied by a New Zealand Member will be selected in such manner as the Council determines.
- 13.1.9 For the avoidance of doubt if clause 13.1.2 is satisfied because there is a New Zealand Member on Council as a result of being an Office Bearer or as a result of being elected as such in accordance with the foregoing sub clauses, nothing shall prevent any New Zealand Member who fails to be so appointed or elected for the position on Council so as and to satisfy clause 13.1.2, from nevertheless being elected to Council, if in

accordance with clause 13.7 that New Zealand Member would otherwise be successful in obtaining a position on the Council.

13.2 Advisors

The Council may from time to time act upon the advice or opinion of such persons as it considers appropriate, including:

- 13.2.1 The Chair of the Scientific Programme Committee;
- 13.2.2 The Association Representative – Journal of Clinical Neuroscience;
- 13.2.3 The Co-ordinator of Advanced Training
- 13.2.4 The Chair of the Education and Training Committee
- 13.2.5 The Chair of the Advanced Trainee Council

13.3 Capacity to act

A person will not be eligible to hold office as Council Member unless he or she is a Full Member, Full Member (R) or an Honorary Member Emeritus.

13.4 Office Bearers

- 13.4.1 The Office Bearers of the Association will be a President, President-elect, Treasurer and Secretary who will be elected by members of the Association at the Annual General Meeting (*Office Bearers*).
- 13.4.2 The President-elect will be elected at the Annual General Meeting in the penultimate year of the incumbent President's term. Both President and President-elect will be, or must have been, a Council Member.
- 13.4.3 The office of any Office Bearers is automatically vacated if he or she ceases to be a Council Member.

13.5 Term of Office

- 13.5.1 No Council Member (including an Office Bearer) who has been a Council Member for 6 consecutive years is eligible for re-election, other than for election as President or President-elect, until he or she has retired for a period of at least one year.
- 13.5.2 No Council Member who has served as President is eligible for re-election as a Council Member (including an Office Bearer) after having been a Council Member for 9 consecutive years.
- 13.5.3 A Council Member who serves as President may only hold that office for one term of 3 years.

13.6 Rotation of Council Members

- 13.6.1 A Council Member cannot retain office for more than 3 calendar years or beyond the third annual general meeting following his or her election (whichever is the longer period) without submitting himself or herself for re-election.

- 13.6.2 A retiring Council Member may act until the conclusion of the meeting at which he or she retires and is eligible for re-election.
- 13.6.3 The Association may at a meeting at which a Council Member retires fill all or any vacant place by electing persons.
- 13.6.4 Without limiting the power of the Association to do so at any other time, the Secretary of the Association is to be removed or retire on the retirement of the President with whom he or she was previously serving.

13.7 Elections

Subject to clause 14, the election of Council Members will take place in the following manner:

- 13.7.1 any 2 members of the Association who are Full Members, Full Members (R) or Honorary Members Emeritus may nominate a Full Member, Full Member (R) or Honorary Member Emeritus to serve as an Office-Bearer or other Council Member.
- 13.7.2 the nomination, which must be in writing and signed by the candidate and his or her proposer and seconder must be lodged with the Secretary at least 30 days before the annual general meeting at which the election is to take place;
- 13.7.3 a list of candidates' names in alphabetical order, with the proposers' and seconders' names, must be sent to the members and posted in a conspicuous place in the registered office of the Association for at least 21 days immediately preceding the annual general meeting;
- 13.7.4 balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting and entitled may vote for any number of such candidates not exceeding the number of vacancies;
- 13.7.5 the successful candidates are those who obtain the greatest number of votes;
- 13.7.6 if 2 or more candidates obtain an equal number of votes, the winner will be selected by in such manner as the Council determines.

13.8 Vacancies on Council

- 13.8.1 Subject to this Constitution, the Council has power at any time to appoint any person to the Council either to fill a casual vacancy or as an addition to the existing Office-Bearers or other Council members. Any Office-Bearer or other Council Member so appointed holds office only until the next following annual general meeting. A Council Member who retired at the preceding annual general meeting cannot be appointed to fill a casual vacancy.
- 13.8.2 If a casual vacancy occurs in the office of President, an extraordinary general meeting must be held for the election of a new President.

Pending such election the most senior Council Member in office will become the Acting President of the Association. Seniority will be determined by the length of time for which a Council Member has held office consecutively from year to year, disregarding service during which the Council Member was appointed to fill a casual vacancy.

13.8.3 The Association may by resolution remove any Office-Bearer or other Council Member before the expiration of his or her period of office, and may by a resolution appoint another person in his or her stead. The person so appointed holds office only until the next following annual general meeting.

13.8.4 The office of a Council Member becomes vacant if the Council Member –

- (a) is bankrupt or makes any arrangement or composition with his or her creditors generally;
- (b) is prohibited from being a director of the Association by reason of any order made under the Law.
- (c) is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his or her office by notice in writing to the Association;
- (e) for more than 6 months is absent without permission of the Council from meetings of the Council held during this period;
- (f) holds any office of profit under the Association; or
- (g) ceases to be a member of the Association.

13.9 Powers and duties of the Council

13.9.1 The business of the Association will be managed by the Council who may pay all expenses incurred in promoting and forming the Association, and may exercise all such powers of the Association as are not, by the Law or by this Constitution required to be exercised by the Association in general meeting.

13.9.2 The Council may from time to time make, alter and repeal by-laws for the furtherance of the objects of the Association and generally for the good conduct of the affairs of the Association. Such by-laws, provided they are not inconsistent with the Law or this Constitution, are binding on all members and must be construed as part of this Constitution until they are disallowed or varied by the Association in general meeting.

13.10 Proceedings of the Council

13.10.1 The Council Members may meet together either in person or by telephone or any other form of instantaneous communication for the

despatch of business and adjourn and otherwise regulate their meetings as they think fit.

- 13.10.2A Council Member may at any time and the Secretary must on the requisition of a Council Member convene a meeting of the Council.
- 13.10.3 Subject to this Constitution, questions arising at any meeting of the Council must be decided by a majority of votes of Council Members present and voting and any such decision shall be deemed a determination of the Council. In case of an equality of votes the Chair of the meeting has a second or casting vote.
- 13.10.4A Council Member may not vote in respect of any contract or proposed contract with the Association in which he or she is in any way interested or in respect of any matter arising out of such contract or proposed contract and if he or she votes in contravention of this clause, his or her vote shall not be counted.
- 13.10.5 The quorum necessary for the transaction of the business of the Council is 3. If and so long as the number of Council Members is reduced below 3, the continuing Council Members or Members may act for the purpose of increasing the number of the Council Members to that number or of summoning a general meeting of the Association, but for no other purpose.
- 13.10.6 The President of the Association will preside as Chair at every meeting of the Council. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, then the members of the Council will choose one of their number to be Chair of the meeting.
- 13.10.7 The Council may delegate any of its powers to a committee or committees consisting of such of its number as it thinks fit.
- 13.10.8 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Council and a power so exercised shall be deemed to have been exercised by the directors.
- 13.10.9 A committee may meet and adjourn as it thinks proper.
- 13.10.10 All acts done by any meeting of the Council or of a sub-Council or by any person acting as a Council Member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Council Member or person acting as aforesaid or that the Council Members or any of them were disqualified, as valid as if every such person had been duly appointed and was qualified to be a Council Member.
- 13.10.11 The Council Members may pass a resolution without a Council Member's meeting being held, if all Council Members 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.

- 13.10.12 Separate copies of a document may be used for signing by Council Members if the wording of the resolution and statement is identical in each copy.
- 13.10.13 The resolution is passed when the last Council Member signs.
- 13.10.14 This clause applies equally to proceedings of committees established by the Council Members.

13.11 Alternates

- 13.11.1 Subject to the Law, a Council Member may in writing appoint a member approved by a majority of the other Council Members to act as an alternate council member (*Alternate*) in his or her place for a stated period.
- 13.11.2 An Alternate –
- (a) may be removed or suspended from office by writing under the hand of the Council Member by whom he or she was appointed.
 - (b) subject to this Constitution, is entitled to receive notice of meetings of the Council and to attend and vote if the Council Member by whom he or she was appointed is not present and, where he or she is also a Council Member in his or her own right or Alternate for another Council Member as well, to have a separate vote on behalf of the Council Member he or she is representing in addition to his or her own or that other Council Member's vote;
 - (c) may exercise all the powers (except the power to appoint an Alternate) and, subject to the Law, perform all the duties of the Council Member by whom he or she was appointed insofar as the latter has not exercised or performed them;
 - (d) automatically ceases to be an Alternate if the Council Member by whom he or she was appointed ceases to be a Council Member;
 - (e) while acting as a Council Member is responsible to the Association for his or her own acts and defaults. The Council Member by whom he or she was appointed is not responsible for those acts and defaults.
- 13.11.3 Where the Council Member by whom an Alternate was appointed retires but is re-elected by the meeting at which he or she retires, the appointment of the Alternate continues to operate after his or her re-election as if he or she had not so retired.

13.12 Indemnity

To the extent permitted by Law, every Council Member and Auditor may be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her unless the liability arises out of conduct involving lack of good faith:

- 13.12.1 in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
- 13.12.2 in connection with an application, in relation to such proceedings, in which relief is granted to him or her by the Court.

14. POSTAL BALLOT

Whenever the Council thinks fit it may submit any matter (including without limiting the generality of the foregoing the election of Council Members) to the vote of all members entitled to vote by means of a postal ballot in such form and returnable in such manner as the Council decides. A resolution approved by a simple 75% majority of such members voting by such ballot shall have the same force and effect as such resolution would have if carried by such majority or specific majority at a duly constituted general meeting competent to pass such resolution.

15. MISCELLANEOUS

15.1 Interest

For the purposes of this Constitution, the rate of interest payable in respect of money lent by members to the Association will not exceed the lowest rate paid for the time being by the Commonwealth Bank of Australia in respect of term deposits or such other bank as determined from time to time by the Council.

15.2 Drawing of cheques

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Council Members or in such other manner as the Council from time to time determines.

15.3 Seal

The Council must provide for the safe custody of the Seal, which must only be used by the authority of the Council, and every instrument to which the Seal is affixed must be signed by a Council Member and countersigned by the Secretary or by a second Council Member.

15.4 Notices

15.4.1 Any notice required by law or by or under this Constitution to be given to any member may be given either –

- (a) by serving on him or her personally; or
- (b) by sending it by post to him or her at his or her address as shown in the register of members, or to the address, if any, within the State supplied by him or her to the Association for the giving of notices to him or her.

15.4.2 Where a notice is sent by post, service of the notice will 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 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.

15.4.3 Notice of every general meeting must be given in any manner to –

- (a) every member, except those members who (having no registered address within Australia) have not supplied to the Association an address within Australia for the giving of notices to them; and
- (b) the auditor or auditors for the time being of the Association.

15.4.4 No other person is entitled to receive notices of general meetings.

15.5 Replaceable Rules

To the extent permitted by law, the replaceable rules in the Law do not apply to the Association.

15.6 Definitions

In this Constitution:

ASIC means the Australian Securities and Investment Commission and its successors;

Association means Australian and New Zealand Association of Neurologists;

Auditor means the auditor of the Association for the time being appointed pursuant to the Law;

Council means the governing body of the Association constituted in accordance with this Constitution;

Council Member means a director of the Association;

Law means the Corporations Act 2001 for the time being in force in the State;

New Zealand Member means any member whose ordinary place of residence is in New Zealand

Seal means the common seal of the Association; and

State means any State of Australia.

15.7 Interpretation

In this Constitution:

- 15.7.1** expressions referring to writing are, unless the contrary intention appears, to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 15.7.2** words importing any gender include the other genders; and
- 15.7.3** headings do not affect interpretation.