

Corporations Act 2001

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Constitution

Of

The Urological Society of Australia and New Zealand
ACN 000 069 376

1. The name of the Association is "THE UROLOGICAL SOCIETY OF AUSTRALIA AND NEW ZEALAND", (hereinafter referred to as "USANZ").
2. Definitions
 - (a) "the Act" means the Corporations Act 2001 (Cth) or any statutory modification amendments or re-enactment thereof for the time being in force and any reference to a particular provision of the Act shall unless otherwise indicated in this Constitution be deemed to be a reference to that provision as amended or re-enacted or replaced from time to time;
 - (b) "Special Resolution" has the meaning assigned to it by the Act;
 - (c) "The Office" means the registered office for the time being of USANZ;
 - (d) "The Board of Directors" means the members for the time being of the Board of Directors hereby constituted;
 - (e) "The Register" means the Register of Members to be kept in pursuance of the Act;
 - (f) "in writing" or "written" include every mode of representing or reproducing words in a visible form.
3. The objects for which USANZ is established are:
 - (a) To advance the science of urology.
 - (b) To cultivate and maintain the highest principles of urological practice and ethics.
 - (c) To promote the practice of urology by securing the improvement of hospitals and hospital methods.
 - (d) To arrange for post-graduate training in urology at universities, hospitals and elsewhere and to provide for the holding of classes lectures and meetings and other means of instructing members and others in the science of urology.
 - (e) To promote research in urology and in any other branch of science and learning for the purpose of improving the practice of urology.
 - (f) To bring together the urologists of Australia and New Zealand and other parts of the world for discussion and demonstration of urological subjects.

- (g) To acquire by purchase, donation or otherwise a library of works relating to or having a bearing upon the science of urology, and to provide, establish, conduct and carry on reading, writing, debating, lecture, experimental and or demonstrating rooms or places with such conveniences as may be deemed desirable therefor.
- (h) To take disciplinary action by expulsion, suspension, censure or otherwise against members of USANZ in the interests of the members as a whole and the medical profession generally.
- (i) To establish sections of USANZ in Australia and New Zealand to conduct scientific activities in accordance with these objects (**Sections**).
- (j) To afford means of adjusting professional differences to which one or more members of USANZ may be a party or parties and to decide all questions of usage or courtesy in connection with matters relating to the practice of urology.
- (k) To promote professional good feeling and friendly intercourse and relationships amongst the members.
- (l) To undertake and execute any trusts the undertaking whereof may be calculated to advance the science or practice of urology and to contribute to or otherwise assist in charitable or benevolent institutions or undertakings.
- (m) To acquire and hold real and personal property by gift, devise, bequest, purchase, subscription or otherwise (but as regards land subject to the provisions of the Act) and to sell, exchange, lease, mortgage or otherwise deal with the same respectively and (subject to Clause 4 hereof) to appropriate, distribute and spend the same and the rents, issues and profits, dividends and income thereof and every or any part or parts thereof and any moneys arising from the selling, exchanging, leasing, mortgaging, converting or otherwise dealing therewith as aforesaid.
- (n) In case USANZ shall take or hold any property which may be subject to any trusts USANZ shall only deal with the same in such manner as allowed by law having regard to such trusts.
- (o) To invest the moneys of USANZ not immediately required in such manner as may from time to time be determined.
- (p) To borrow raise and secure the repayment of money in such manner as the Board of Directors shall think fit and in particular by the issue of debentures charged upon all or any part or parts of the property or rights of USANZ both present or future.
- (q) In furtherance of the objects of USANZ to amalgamate or affiliate with any other society or Association or concern having objects altogether or in part similar to those of the USANZ provided that in the case of amalgamation such other Association, society or concern shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on USANZ under or by virtue of Clause 4 hereof.
- (r) In furtherance of the objects of USANZ and subject to Clause 4 hereof to carry on business as proprietors, printers and publishers of newspapers, journals, magazines, books and other literary works and undertakings and to establish competitions in respect of the contributions or information suitable for mention in any publication and to grant and offer prizes rewards and premiums of such a character and

on such terms as may seem expedient.

(s) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, debentures and other documents.

(t) To appoint from time to time either with full or restricted powers of sub-delegation and either with or without remuneration (subject nevertheless to Clause 4 hereof) agents, attorneys, local directors or other persons or corporations under power of attorney or otherwise within the Australia and New Zealand or elsewhere for the purpose of carrying out all or any of the objects of USANZ and to revoke and cancel all or any of such appointments or sub-delegations.

(u) To do all such other lawful things as are incidental or conducive to the attainment of the above objects including power for USANZ subject to the Act to accept gifts of money or property under conditions that the same shall be applied to any one or more of the objects of USANZ.

(v) Provided that USANZ shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the USANZ would make it a trade union.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning of any of the USANZ's objects shall not unless the context shall otherwise require be restricted by reference to any other object or by the juxtaposition of two or more objects and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of USANZ.

4. The income and property of USANZ whencesoever derived shall be applied solely towards the promotion of the objects of USANZ as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of USANZ PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of USANZ or to any member in return for any services actually rendered to USANZ. No member of the Board of Directors or governing body of USANZ shall be appointed to any salaried office of USANZ or any office of USANZ paid by fees and no remuneration or other benefit in money or money's worth shall be given by USANZ to any member of the Board of Directors except re-payment of out-of-pocket expenses USANZ. The preceding provisions of this Clause shall not apply to prevent the gratuitous distribution among, or sale at a discount to, members of USANZ of any books or other publications whether published by USANZ or otherwise relating to all or any of its objects as set out above nor to prevent any member who may be a successful competitor or exhibitor at any competition or exhibition or examination held or promoted by USANZ under these objects or to the cost of establishing or holding of which USANZ may have subscribed out of its income or property from receiving as such competitor or exhibitor a prize medal or other recognition which may under the regulations affecting the said competition exhibition or examination be awarded to him or her.

5. The place in New South Wales in which the registered office of USANZ is proposed to be situated is Sydney.
6. The liability of the members is limited.
7. Every member other than an Honorary Member undertakes to contribute to the assets of USANZ in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of USANZ contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the annual membership fee plus \$500.
8. If upon winding up or dissolution of USANZ there remains, after the satisfaction of all its debts and liabilities any money or property the same shall not be paid to, or distributed among, the members of USANZ but shall be given or transferred to some other institution or institutions having objects similar to the objects of USANZ and which shall prohibit 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 USANZ under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of USANZ at or before the time of dissolution and in default thereof by the Supreme Court of the State of New South Wales or such other Court as may have or acquire jurisdiction in the matter. If effect cannot be given to the above, then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the USANZ and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of USANZ and subject to any reasonable restrictions as to the time and manner of inspection that may be imposed in accordance with the Constitution of USANZ for the time being in force, the same shall be open to inspection of members. Once at least every year the accounts of USANZ shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
10. No addition, alteration or amendment shall be made to the Constitution for the time being in force unless the same shall have been submitted to and approved by the Board of Directors.
11. In this Constitution when any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force.
12. This Association (hereinafter called USANZ) for the purposes of registration but not by way of limitation is declared to consist of one hundred members.
13. The Board of Directors may whenever the business of USANZ requires it register an increase of the members.

MEMBERSHIP

14. The subscribers to this Constitution and such other persons as shall have agreed to be bound

by this Constitution, shall be admitted to membership in accordance with the provisions of the Constitution, and none others, shall be members of USANZ and shall be entered in Register accordingly.

15. Membership of USANZ shall be limited to persons who are or have been engaged in the practice of urology, or take a special interest in urology and there shall be the following classes of membership which are limited as follows:

(A) FELLOW:

To persons who are Full Members of the Society and who have in the opinion of the Board of Directors rendered distinguished service to the Society and the practice of urology.

(B) FULL MEMBER:

To surgeons resident in Australia or New Zealand and who practise exclusively or having retired and at the time of retirement having practised exclusively the specialty of urology and who hold the diploma of Fellowship of the Royal Australasian College of Surgeons (FRACS) in Urology or a degree or diploma whose training requirements are judged by the Board of Directors to be the equivalent of the FRACS (Urology), provided that except in cases judged by the Board of Directors to be special, an applicant for Full Membership must be a Trainee Member of at least three years standing or a Provisional Member of at least three years standing.

(C) PROVISIONAL MEMBER

To surgeons resident in Australia or New Zealand and who, with a view to practising or continuing to practise the specialty of urology and who hold a diploma of Fellowship of the Royal Australasian College of Surgeons in Urology (FRACS (Urology)) and who have been a trainee member for fewer than three years or who hold a degree or diploma whose training requirements are, in the opinion of the Board of Directors, the equivalent of the FRACS (Urology), provided that except in cases judged by the Board of Directors to be special, no person shall be a provisional member for more than five years.

Note – International Medical Graduates (IMGs): IMGs working under oversight may have their 'oversight time' as an Associate Urological Member (AUM) recognised, so that this period is taken off the three year period as a Provisional Member (PM). (*Board of Directors Resolution November 2009*)

(D) TRAINEE MEMBER

To registered medical practitioners resident in Australia or New Zealand and who are formally associated with the advanced training programme of the Royal Australasian College of Surgeons in Urology leading to the diploma of Fellowship of the Royal Australasian College of Surgeons in Urology and have not been awarded that diploma.

(E) CORRESPONDING MEMBER

To practising urologists who are full members of another recognized Urological Association in a country other than Australia or New Zealand and who have an interest in urology in Australasia.

(F) ASSOCIATE UROLOGICAL MEMBER

To registered medical practitioners resident in Australia or New Zealand and who have some approved qualification or qualifications in urology that in the opinion of the Board of Directors is not equivalent to the diploma of Fellowship of the Royal Australasian College of Surgeons in Urology and whose medical practice is at least two-thirds in the field of urology.

Note – International Medical Graduates (IMGs): IMGs working under oversight may have their 'oversight time' as an Associate Urological Member (AUM) recognised, so that this period is taken off the three year period as a Provisional Member (PM). (*Board of Directors Resolution November 2009*)

(G) ASSOCIATE SCIENTIFIC MEMBER

To residents of Australia and New Zealand who are:

- i) scientists who do not practise urology but who are actively interested in some phase or aspect of urology; and
- ii) registered medical practitioners who are a member of an approved non-urological medical society in Australia or New Zealand and who have an interest in continuing education in urology.

(H) HONORARY MEMBER

To persons who, in the opinion of the Board of Directors, have made a distinguished contribution to urology or the Society.

(I) SENIOR MEMBER

A Member in the class of Full Member or Associate Urological Member or Associate Scientific Member may be classified as "Senior Full Member", "Senior Associate Urological Member" or "Senior Associate Scientific Member" respectively upon successful application by the member to the Board of Directors after the member has fully retired from practice or has had thirty years membership in their respective class or in other cases as determined by the Board of Directors.

16. Every application for membership or change of membership shall be accompanied or supported by such evidence as the Board of Directors may require of the qualifications of the applicant to be a member of the class to which he or she seeks admission. The Board of Directors shall have the power to reject or suspend an application for any class of membership or change of membership without assigning any reason thereof.

17.

(a) An application for admission to any class of membership of USANZ (excluding Corresponding Members) must be signed by the applicant, and the admission of the applicant to membership must be proposed and then seconded by two members of USANZ, who shall be Full Members or Fellows of USANZ or a Full Member and a Fellow of USANZ.

(b) An application for admission to become a Corresponding Member must be signed by the applicant, and the admission of the applicant to membership must:

- i. Be proposed and then seconded by two members of USANZ who

shall be Full Members or Fellows, or a Full member and a Fellow; **or**

- ii. Be accompanied by a letter from an international urological association (other than Australia or New Zealand) recognised and approved by USANZ in its discretion, from time to time, endorsing the application and confirming the applicant's current membership category and membership status.

PROCEDURE OF BOARD OF DIRECTORS ON ELECTION OF A FELLOW

18. Any resolution moved before the Board of Directors that an eligible urologist shall be elected as a Fellow shall be decided on a show of hands unless (before or on the declaration of the result of a show of hands) a poll is demanded by one member of the Board of Directors present in person or by proxy entitled to vote. Any such resolution shall be negated if a majority of votes are not in favour of the resolution or if there be two adverse votes. The taking of a poll under this clause shall be regulated in the same manner as is provided by this Constitution in respect of a poll at a general meeting.
19. Not less than three days prior to the meeting of the Board of Directors at which any proposed resolution mentioned in the preceding clause is to be put to the vote, the Secretary shall in writing notify the members of the Board of Directors of such proposed resolution and the date, time and place of the meeting.

ADMISSION TO MEMBERSHIP

20. An applicant for membership of any class whose application has been refused shall not be entitled to re-apply for membership of the same or a higher class until after the expiration of twelve calendar months from the date of the refusal.
21. Upon election to the membership, each Member shall commit to pay any entrance fee, annual subscription or any other fees that may be payable from time to time.
22. The Secretary shall notify in writing any newly elected member of such election and the said subscribers of the class of membership to which they have been admitted and request them to pay any entrance fee and first annual subscription. Until such payment has been made no member shall be entitled to any rights and privileges as such member. If such member fails to make such payment within two months of the Secretary's request he or she shall cease to be and be deemed never to have become a member of USANZ.
23. The Secretary shall publicise to all members of USANZ the election of any new member to any class.

REGISTER OF MEMBERS

24. There shall be kept in the office under the control of the Board of Directors a Register wherein shall be entered the name and address of each member and his or her class of membership.

ENTRANCE FEE AND SUBSCRIPTION

25. Members of every class shall be liable to pay such entrance fees annual subscriptions and fines for late payment of entrance fees or annual subscriptions as may from time to time have been determined in respect of each such class of members by the Board of Directors, and such fees subscriptions and fines shall be payable on such day or days as may be fixed by the Board of Directors. No such member whose entrance fee subscription or fine is unpaid at the date of the Annual General Meeting shall be permitted to vote at such meeting.
26. The Board of Directors may exempt a member from the payment of the whole or a proportion of the subscription fixed by or under this Constitution for such period or periods as the Board of Directors shall think fit. A member who has been exempted from payment of the whole or a proportion of a subscription under this clause shall only have such limited rights under this Constitution (including limited or no right to vote and limited or no right to exercise all other rights and privileges attributable to his or her membership) for such period or periods as the Board of Directors shall think fit).

TERMINATION OF MEMBERSHIP

27. Any member may at any time resign his or her membership of USANZ by notice in writing to the Secretary, and thereupon he or she shall cease to be a member of USANZ subject however to the provisions of the Constitution and without prejudice to his or her liability to pay any amount accrued due to USANZ prior to his or her ceasing to be a member.
28. Subject to clause 31 a member of any class who at any time after he or she was elected a member of that class ceases to possess (other than by reason of retirement from practice) any of the qualifications prescribed by this Constitution for members of such class shall upon resolution by the Board of Directors cease to be a member PROVIDED that any Full Member ceasing to be a Full member by virtue of this clause shall if the Board of Directors so resolve become a Provisional Member.
29. A member whose annual subscription, and/or any other fees that may be applicable from time to time, shall have become due and who after the Secretary by registered letter addressed to his or her address appearing in the Register shall have required him or her to pay such subscription, fails without reasonable excuse to make such payment on or before the thirtieth day of November following the date on which such subscription became due, shall cease to be a member, but may be re-elected by the Board of Directors as such member on payment of three-hundred and fifty dollars (\$350.00) and all subscriptions and fines due to the date of re-election. A member so re-elected shall not be required to pay any entrance fee.
30. A member shall:
 - (a) Ipso facto cease to be a member if he or she dies;
 - (b) Ipso facto cease to be a member if he or she becomes bankrupt or insolvent or make any assignment of his or her property for the benefit of his or her creditors generally;

- (c) Ipso facto cease to be a member if he or she commits an indictable offence;
- (d) Subject to board discretion, cease to be a member if:
 - (A) he or she brings USANZ into disrepute; or
 - (B) conducts affairs for or on behalf of USANZ:
 - (I) in breach of Board policy; or
 - (II) beyond the delegation of authority granted by the Board, or
- (e) Ipso facto cease to be a member if he or she ceases to be registered as a medical practitioner except where such ceasing to be registered has been voluntary on the part of the member (as to which the opinion of the Board of Directors shall be conclusive) or where the Board of Directors consents to such ceasing to be registered either prior thereto or within three months thereafter.

A decision made by the USANZ Board under clause 30 is final, in the absence of manifest error, and cannot be disputed or appealed.

- 31. No member who for any reason ceases to be a member of USANZ shall be entitled to receive nor shall he or she receive a refund of fees or subscriptions paid by him or her to USANZ on account of his or her membership.

GENERAL MEETINGS

- 32. A General Meeting (to be called the "Annual General Meeting") of USANZ shall be in addition to any other meeting be held at least once in every calendar year at such time (not being more than 15 months after the holding of the last preceding Annual General Meeting) and place as the Board of Directors may determine. Every General Meeting of USANZ other than an Annual General meeting shall be called an "Extraordinary General Meeting".
- 33. Twenty-one (21) days' notice in writing specifying the place and the date and the hour of a General Meeting and in the case of special business and the general nature of such a business shall be given to the members in the manner providing in this Constitution.
- 34. The business of an Annual General Meeting shall be to receive and consider reports of the Board of Directors and of the Auditors, to consider any statement of accounts and balance sheet submitted to the meeting, to endorse the appointment of officers in place of those retiring, and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting and any business which is brought under consideration by the report of the Board of Directors. All other business transacted at any Annual General Meeting and all business transacted at any Extraordinary General Meeting shall be deemed special.
- 35. No business shall be transacted at any general meeting unless a quorum of members is present in person which shall not be less than 5% of all Full Members of USANZ.
- 36. If within half an hour from the time appointed for the meeting a quorum of members is not present a meeting if convened upon the requisition of members shall be dissolved. In any other case the members present shall constitute a quorum.

37. The President (if any) of USANZ or, in his or her absence, the Past President and/or, in his or her absence, the Vice-President shall preside at all general meetings. If the President, the Past President and the Vice-President are absent from any General Meeting, the members present shall elect one of their number to be Chair and the Chair so elected shall continue in office until the conclusion of the meeting.
38. Every question submitted to a meeting excepting the election of the Board of Directors shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chair shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he or she may be entitled to vote on a show of hands.
39. At any general meeting unless a poll is demanded by at least three members entitled to vote, a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number and proportion of the votes recorded in favour of or against such resolution.
40. If a poll is demanded as aforesaid it shall be taken in such manner and either by ballot or otherwise and at such time (not exceeding twenty-eight days from the meeting at which the same is demanded) and place as the Chair of the meeting directs; and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
41. The Chair of a meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. Notice of such adjourned meeting will be sent to members.
42. An Extraordinary General Meeting may be convened by the Board of Directors or the President at any time and Extraordinary General Meetings may also be convened and held in accordance with the provisions of the Act.
43. The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any member shall not invalidate the proceedings at any meeting.

VOTES OF MEMBERS

44. Every Fellow, Full Member and Senior Full Member who is entitled to vote shall have one vote and no member of any other membership class shall be entitled to vote.
45. (i) Upon a poll votes may be given either personally or by proxy but no person who is not a member of USANZ shall be appointed to act as a proxy and no member of USANZ shall be entitled as a proxy to vote upon any matter upon which he or she is not a member entitled to vote.
 - (ii) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
 - (iii) The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a certified copy of such power of attorney shall be deposited with the Secretary or

the Chair of the meeting before the person named in such instrument purports to vote in respect thereof.

(iv) A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy in respect of which the vote is given provided no intimation in writing of the death or revocation shall have been received by the Secretary or by the Chair of the meeting before the vote is given.

(v) Every instrument of proxy whether for a specified meeting or otherwise must be under the hand of the appointer or his or her attorney duly authorised in writing and may be in the form or to the effect following:-

The Urological Society of Australia and New Zealand I being a member of the above mentioned USANZ hereby appoint or failing him or her as my proxy to vote for me and on my behalf at the general meeting of USANZ to be held on theday of and at any adjournment thereof, As witness my hand this day of20.....

BOARD OF DIRECTORS

46. The Board of Directors of USANZ shall consist of:

- (a) President;
- (b) Vice-President;
- (c) Past President/Honorary Treasurer/Honorary Secretary;
- (d) ANZAUS Chair;
- (e) Board of Urology (**BoU**) Chair;
- (f) Speciality Elected Royal Australasian College of Surgeons (RACS) Councillor (**RACS Councillor**);
- (g) Sectional Representatives¹;
- (h) Two external directors.

47. The first Board of Directors shall take office on 1 July 2009, and thereafter the Board of Directors shall take office at the Annual General Meeting.

48. The Past President shall be the surviving President who has last held office as President of USANZ. The Past President shall also be the Honorary Treasurer of USANZ.

49. Subject to clause 66:

- (a) The position of Past President shall be filled by the person who at the Annual General Meeting vacates the office of President;

¹ Those members of the Board of Directors referred to in this clause (a) – (g) shall represent their respective Section. In the event that each Section is not represented on the Board of Directors by one or more persons holding an office as referred to in this clause (a) – (g) above, the Board of Directors in conjunction with the Sections will appoint Sectional representatives in accordance with clause 56.

- (b) The position of President shall be filled by the person who at the Annual General Meeting vacates the office of Vice-President.
- 50. The Vice-President shall be elected from amongst the membership by the members who are entitled to vote in accordance with Standing Orders as apply from time to time.
- 51. Subject to clause 52, the President, Vice-President and Past President/Treasurer may hold office for a maximum of two consecutive years in each office.
- 52. By the end of September in each alternate year the President, Past President and Vice-President together with the other members of the Board of Directors will determine by mutual agreement whether the three office bearers will hold office for a second consecutive year, and should there be agreement that they do so there will no election for Vice-President.
- 53. The ANZAUS Chair:
 - (a) is to be elected from amongst the membership of ANZAUS by the members of ANZAUS on or before 31 December every third year for a term of three years;
 - (b) will take office at the Annual General Meeting the year following election under this clause;
 - (c) must, every three years vacate his or her office on the Board of Directors, and ANZAUS must elect another member to fill the position on the Board of Directors;
 - (d) may only hold office for a maximum of two consecutive terms.
- 54. The Board of Urology Chair:
 - (a) shall be appointed by the members of the RACS Board of Urology by the members of that committee on or before 31 December every second year for a term of two years;
 - (b) will take office at the Annual General Meeting the year following election under this clause;
 - (c) must, every two years, vacate his or her office and the members of the RACS Board of Urology shall appoint another member to this office in accordance with this clause;
 - (d) may only hold office for one term.
- 55. The RACS Councillor:
 - (a) shall be elected from amongst the RACS members (as managed by RACS or USANZ from time to time) on or before 31 December every three years for a term of three years;
 - (b) will take office at the Annual General Meeting the year following election under this clause;
 - (c) must, every three years, vacate his or her office and RACS shall elect another of its members to this office in accordance with this clause;
 - (d) may only hold office for three consecutive terms.
- 56. The Board of Directors will from time to time, in the interest of maintaining principles of

representation, and having regard to roles and skills, appoint Sectional Representatives from one or more Sections to ensure all Sections are represented on the Board of Directors². The Sectional Representatives:

- (a) shall be appointed by the Board of Directors on or before 31 December every three years from amongst those candidates submitted by a Section to the President for a term of three years;
 - (b) will take office at the Annual General Meeting the year following appointment under this clause;
 - (c) must, every three years, vacate their offices and the Board of Directors shall appoint another member to this office in accordance with this clause;
 - (d) may only hold office for two consecutive terms.
57. The Board of Directors may, from time to time, appoint two directors who are non-Members of USANZ on the basis of need and skills required at any given times ('external directors'). The external directors:
- (a) shall be appointed by the Board of Directors on or before 31 December every three years (subject to annual review of performance and review of the needs of USANZ in terms of roles and skills) for a term of three years;
 - (b) will take office at the Annual General Meeting the year following appointment under this clause;
 - (c) must, every three years, vacate their offices and the Board of Directors shall appoint another member to this office in accordance with this clause;
 - (d) may only hold office for two consecutive terms.
58. Any casual vacancy occurring on the Board of Directors may be filled by the Board of Directors until the next Annual General Meeting, provided that any person so appointed meets the relevant criteria for the office of USANZ that is vacant and the person is willing to act on the Board of Directors.

POWERS AND DUTIES OF BOARD of DIRECTORS

59. The management and control of USANZ shall be vested in the Board of Directors. The Board of Directors may exercise all the powers of USANZ except any powers that the Act or this Constitution require to be exercised by USANZ in a general meeting (Member Direction) provided that:
- (a) The Member Direction is not inconsistent with the Act or this Constitution;
 - (b) No Member Direction invalidates any prior act of the Board of Directors which would have been valid if the Member Direction had not been given.
60. Where any member of the Board of Directors is unable to attend a meeting or meetings of the Board of Directors, he or she shall be entitled to appoint another member of the Board of

² When those persons holding office under clause 46(a) – (h) do not represent all Sections, the Board of Directors in conjunction with the Sections will appoint Director(s) from those Sections not represented.

Directors to be his or her proxy for such meeting or meetings. The appointment of a proxy shall be in writing and shall be signed by the member of the Board of Directors. Any proxy may be limited to any part of a meeting of the Board of Directors or to any specific question and must be produced at the meeting at which the proxy holder proposes to vote. A proxy holder shall be entitled to exercise all the rights of the appointer to attend and vote at the meeting(s) for which he or she is appointed.

61. The Board of Directors shall have power to censure, suspend or expel any member who:
- (a) shall have been convicted of a felony or misdemeanour;
 - (b) who may be considered guilty of dishonourable or disgraceful conduct;
 - (c) who shall have failed to observe any of the Constitution;
 - (d) shall be guilty of conduct which in the opinion of the Board of Directors is detrimental to the interests of USANZ

PROVIDED however that no suspension or expulsion shall be enforced and no censure passed unless a meeting of the Board of Directors be called for the purpose and two-thirds of the members of the Board of Directors present in person or by proxy agree to such decision and that the member concerned shall have first been notified of the matter alleged against him or her and given an opportunity of being heard in his or her own defence.

62. Any member expelled from USANZ shall not be eligible for re- election as a member for a period of at least twelve months and then only upon such terms and conditions as the Board of Directors may determine.
63. The decision of the Board of Directors as to admission of members, election of Fellows, termination of membership or exercise of the powers conferred upon the Board of Directors by clauses 62 and 63 shall be conclusive.

THE SEAL

64. The seal of USANZ shall not be affixed to any instrument except by the authority of the President, or in his or her absence the Past President, or in his or absence the Vice-President and the Chief Executive Officer or such other person as the Board of Directors may appoint for the purpose.

DISQUALIFICATION OF MEMBER OF BOARD OF DIRECTORS

65. The office of a member of the Board of Directors (including the office of President or Vice-President if held) shall ipso facto be vacated:
- (a) If he or she became bankrupt or suspend payment or compound with his or her creditors.
 - (b) If he or she fail to pay his subscriptions for the space of one month or such further time as the Board of Directors shall allow after the time when the same should have been paid.

- (c) If he or she be found or declared of unsound mind.
 - (d) If he or she shall absent him or her self, without leave, from four consecutive meetings of the Board of Directors.
 - (e) If he or she be removed by the members under the Act.
 - (f) If for any reason he or she ceases to be a member of USANZ.
 - (g) If he or she becomes prohibited from being a member of the Board of Directors by reason of any order made under the provisions of the Act.
 - (h) If he or she shall in writing resign such office.
 - (i) If he or she holds any office of profit under USANZ; or
 - (j) If he or she is directly or indirectly interested within the meaning of the Act involved in any contract with USANZ or participates in the profits of any contract with USANZ. Provided however that a member of the Board of Directors shall not vacate his or her office by reason of his or her being a member of any corporation firm society or association which has entered into contracts under or done any work for USANZ if such corporation firm society or association is among the class of companies referred to in the last proviso to Clause 4 of the Constitution of USANZ and if he or she shall have declared the nature of his or her interest in manner required by the Act.
66. A member of the Board of Directors shall not vote in respect of any contract in which he or she is interested or any matter arising therefrom and if he or she does so vote his or her vote shall not be counted. Provided always that nothing in this Clause shall affect the operation of Clause 4 of the Constitution of USANZ.

PROCEEDINGS OF BOARD OF DIRECTORS

67. The Board of Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes.
68. In a case of an equality of votes the Chair shall have a second or casting vote.
69. At any time a member of the Board of Directors may, and the Secretary on the requisition of a member of the Board of Directors shall, summon a meeting of the Board of Directors.
70. The quorum necessary for the transaction of the business of the Board of Directors shall be the next whole number above 50% of the number of members comprising the Board of Directors, that number of persons being present personally or on the telephone.
71. A resolution in writing signed by all the members of the Board of Directors shall be as valid and effectual as though duly passed at a properly constituted meeting of the Board of Directors.
72. The President, or in his or her absence the past President or (if the latter be absent) the Vice-President shall be Chair of the meetings of the Board of Directors; but if at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the same, the

members of the Board of Directors present may choose one of their number to be Chair of the meeting.

73. All acts done by any meeting of the Board of Directors or by any person acting as a member thereof, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board of Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.

GENERAL

74. Proper records and minutes of all proceedings and resolutions shall be kept, particularly in respect of Committee, Board of Directors and Members' meetings.
75. The Board of Directors shall cause proper accounts to be kept in respect to all moneys received and expenditure thereof and the matter in respect of which receipt and expenditure takes place; all sales and purchases of goods by USANZ and the assets and liabilities of USANZ at all times.
76. The Board of Directors shall cause accounts to be kept as provided by Clause 9 of the Constitution and shall, in accordance with the Act, cause to be prepared and laid before USANZ in general meeting such profit and loss or income and expenditure accounts and balance sheets and reports as are referred to in that clause and are applicable to USANZ.
77. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and Clause 9 of the Constitution.
78. Every member of the Board of Directors or officer of USANZ or any person employed by USANZ as Auditor shall be indemnified out of the funds of USANZ against all liability incurred by him or her as such member of the Board of Directors or officer or Auditor in defending proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted, or in connection with any application under the Act in which relief is granted to him or her by the Court.
79. Notices required to be served by USANZ or the Board of Directors upon the members may be served either personally, by leaving the same or by sending them through the post in a letter addressed to the members at their registered places of abode or by email. All the members if served by post shall be deemed to have been served at the time when the letter envelope wrapper or postcard containing the same being properly addressed and put into a post office would have arrived in due course of post. In the event of any Member not having his or her place of abode registered then a notice shall be efficiently served on him or her by being affixed as a general notice in the Registered Office of USANZ. For the purposes of this clause "place of abode" shall include any address any Member or Members may specify for the forwarding of notices including an office or place of business or post office numbered box.
80. Any such notice including the signature thereto may be wholly or partly typed or printed.