

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

[Last amended: 28 February 2026, based on resolution at 2026 AGM]

1. The name of the company is **THE UROLOGICAL SOCIETY OF AUSTRALIA AND NEW ZEALAND LIMITED (USANZ)**.
2. Definitions:
 - (a) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and includes any legislative instrument, regulation or subordinate legislation made under it;
 - (b) **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;
 - (c) **ANZAUS** means Australian and New Zealand Association of Urological Surgeons;
 - (d) **ANZSU** means The Aotearoa New Zealand Society of Urology (NZBN 9429052740695).
 - (e) **Director** means a person who is a director of USANZ;
 - (f) **FRACS (Urol)** means the diploma of Fellowship of the Royal Australasian College of Surgeons in Urology;
 - (g) **Objects** means the purposes for which USANZ is established as set out in clause 3.
 - (h) **Officer** has the meaning given to that term in the Act.
 - (i) **RACS** means the Royal Australasian College of Surgeons;
 - (j) **Reside** has its normal meaning except where otherwise specified in the USANZ Membership Administration Policy;
 - (k) **Section** means a section of USANZ in Australia or New Zealand organised

geographically as more particularly determined by the Board of Directors;

- (l) **Sectional Representative** means a Director who is the representative of a Section;
 - (m) **The Office** means the registered office for the time being of USANZ;
 - (n) **The Board of Directors** means the members for the time being of the Board of Directors hereby constituted;
 - (o) **The Register** means the Register of Members to be kept in pursuance of the Act;
 - (p) **USANZ Membership Administration Policy** means the policy of that name as adopted by the Board of Directors;
 - (q) **Vocational (Specialist) Registration** means Vocational (Specialist) Registration in the vocational scope of urology with the Medical Council of New Zealand, which is the class of registration in New Zealand which permits a person to be registered as a specialist urologist, whether they hold a FRACS (Urol) or not.
 - (r) **in writing** or **written** include every mode of representing or reproducing words in a visible form.
3. USANZ is established as a charitable institution for the principal purposes of advancing urological science, advancing health and advancing education, and such other purposes as are incidental or ancillary to those, and in furtherance or in aid of those principal purposes.
- 4.
- (a) The income and property of USANZ will only be applied towards the promotion of the Objects.
 - (b) No income or property of USANZ will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution to any member of USANZ in their capacity as a member. However, nothing in this Constitution will prevent payment in good faith to a member:
 - (i) for goods or services the member has provided or expenses the member has properly incurred at fair and reasonable rates or rates more favourable to USANZ in return for any services rendered or goods supplied in the ordinary and usual course of business to USANZ; or
 - (ii) of reasonable and proper rent for premises leased by any member to USANZ; or
 - (iii) if the payment or transfer is otherwise made by USANZ to the recipient in the course of USANZ carrying out its Objects.

- (c) No payment may be made to any Director other than the payment of out-of-pocket expenses incurred by the Director in the performance of any duty as Director where the amount payable is approved by the Board.
 - (d) For the avoidance of doubt, the provisions of this clause 4 do not prevent, limit or restrict the indemnity provided by clause 76 or the taking out of an insurance policy.
 - (e) For the avoidance of doubt, the provisions of this clause 4 do not prohibit or limit the remuneration that may be paid to a person in their capacity as an employee of USANZ. However, no member of the Board of Directors USANZ may be appointed to any salaried office of USANZ or any office of USANZ paid by fees.
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 they are a member or within one year afterwards for payment of the debts and liabilities of USANZ contracted before the time at which they cease 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.
- (a) Any surplus assets that remain after USANZ is wound up must, subject to clause 8(b):
 - (i) not be distributed to the members of USANZ; and
 - (ii) be distributed to one or more entities:
 - (A) established as a charitable institution, charitable fund or charitable trust, for purposes that are similar to or inclusive of the Objects; and
 - (B) that also prohibit the distribution of any surplus assets to their members to at least the same extent as USANZ.
 - (b) The decision as to the charitable entity or entities to be given the surplus assets under clause 8(a)(ii) must be made by resolution of the members. If the members do not make this decision, USANZ may apply to the Supreme Court in the State of NSW or such other Court as may have or acquire jurisdiction in the matter to make this decision.

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 in the manner or to the extent required by law.
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. Unless expressly provided in this Constitution, and if so, only to that extent, the provisions of the Act that are expressed not to apply to the Company as a result of section 111L of that Act do not apply.
12. This company (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.
16. There shall be the following classes of membership, the criteria for which are set out as follows:
 - (a) **FELLOW:**
Persons who:
 - (i) are Full Members of USANZ; and
 - (ii) have, in the opinion of the Board of Directors, rendered distinguished service to USANZ and the practice of urology.

(b) **FULL MEMBER:**

Persons who:

- (i) are registered medical practitioners who practise exclusively the specialty of urology; and
- (ii) either:
 - (A) Reside in Australia or New Zealand and hold a FRACS (Urol); or
 - (B) Reside in New Zealand and hold a Vocational (Specialist) Registration.

(c) **TRAINEE MEMBER:**

Persons who:

- (i) are registered medical practitioners;
- (ii) Reside in Australia or New Zealand; and
- (iii) have been formally accepted into the RACS specialty training program in Urology leading to the FRACS (Urol), and have not yet been awarded the FRACS (Urol).

Persons who fulfil the criteria for trainee membership automatically become Trainee Members as at the date they are formally accepted into the RACS specialty training program in Urology.

(d) **CORRESPONDING MEMBER:**

Persons who:

- (i) are practising urologists;
- (ii) are full members of another recognised Urological Association in a country other than Australia or New Zealand;
- (iii) Reside in a country other than Australia or New Zealand; and
- (iv) have an interest in urology in Australasia.

(e) **ASSOCIATE UROLOGICAL MEMBER:**

Persons who:

- (i) are registered medical practitioners;
- (ii) Reside in Australia or New Zealand;
- (iii) do not fulfill the criteria for Full Membership but who, in the opinion of the Board of the Directors, have a recognised qualification or qualifications in urology; and

- (iv) have a medical practice which is at least two-thirds in the field of urology or who, at the time they retired (regardless of whether they maintain registration as a medical practitioner), had a medical practice which was at least two-thirds in the field of urology.

Note: Specialist International Medical Graduates (SIMGs), and those with Provisional Vocational (Specialist) Registration, will typically be placed in the Associate Urological Member category.

(f) **ASSOCIATE MEMBER:**

Persons who:

- (i) Reside in Australia or New Zealand; and
- (ii) are, or who were as at the time of their retirement:
 - (A) scientists who do not practice urology but who are actively interested in some phase or aspect of urology; or
 - (B) 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.

(g) **HONORARY MEMBER:**

Persons who, in the opinion of the Board of Directors, have made a distinguished contribution to urology or USANZ.

17. Every application for membership or change of membership shall be accompanied or supported by such evidence as the Board of Directors may require to demonstrate that the applicant fulfills the criteria to be a member of the class to which they seek 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.

- (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 be:
 - (i) 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) 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 MEMBER

- 18. Any resolution moved before the Board of Directors that an eligible person shall be elected as a Member 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 fail 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 Honorary 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 Honorary Secretary shall publicise to all members of USANZ the election of any new member to any class.

REGISTER OF MEMBERS

- 23. 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 their class of membership.

ENTRANCE FEE AND SUBSCRIPTION

- 24. 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.

25. 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 that person's membership) for such period or periods as the Board of Directors shall think fit).

DISCIPLINARY ACTION AND CESSATION OF MEMBERSHIP

26. Any member may at any time resign their membership of USANZ by notice in writing to the Honorary Secretary, and thereupon they shall cease to be a member of USANZ subject however to the provisions of the Constitution and without prejudice to their liability to pay any amount accrued due to USANZ prior to them ceasing to be a member.
27. If a member of any class who at any time after they were elected a member of that class ceases to fulfil (other than by reason of retirement from practice) any of the criteria prescribed by this Constitution for members of such class, the Board of Directors may resolve that the person either ceases to be a Member or is transferred to a different membership class.
28. A member who has not paid any annual subscription and/or other fees or fines that may be applicable from time to time, will be dealt with in accordance with the USANZ Membership Administration Policy. A member who fails to pay any annual subscription and/or other fees or fines in accordance with the Membership Administration Policy will cease to be a member. Any member seeking re-election by the Board of Directors may be required to pay a re-election fee.
29. A person shall cease to be a member if:
- (a) that person dies;
 - (b) in the case of a Trainee Member, that person withdraws from or otherwise ceases to be formally accepted by the RACS specialty training program in Urology;
 - (c) that person is convicted of an indictable offence;
 - (d) for classes of membership which require a person to be a registered medical practitioner, that person ceases to be registered as a medical practitioner, except where that person has voluntarily ceased their registration, (as to which the opinion of the Board of Directors shall be conclusive) or where the Board of Directors consents to the cessation of registration either prior thereto or within three months thereafter; or

- (e) that person has failed to pay any annual subscription and/or other fees or fines and the USANZ Membership Administration Policy provides, in the circumstances, that their membership ceases.

30. The Board of Directors shall have power to censure, suspend or expel any member who:

- (a) may be considered guilty of dishonourable or disgraceful conduct;
- (b) has failed to observe the Constitution;
- (c) brings USANZ into disrepute;
- (d) 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) is 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 that person, and given an opportunity of being heard in their own defence.

31. Any member expelled from USANZ, or whose membership ceases, pursuant to a decision by the Board of Director under clause 30 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.

32. The decision of the Board of Directors as to admission of members, election of Fellows, cessation of membership or exercise of the powers conferred upon the Board of Directors by clauses 18, 29, 30 and 31 shall be final.

33. No person who for any reason ceases to be a member of USANZ shall be entitled to receive nor shall that person receive a refund of fees or subscriptions paid by them to USANZ on account of their membership.

GENERAL MEETINGS

34. 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**.

35. Twenty-one 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 provided for in this Constitution.
36. 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.
37. 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.
38. 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.
39. The President (if any) of USANZ or, in the President's absence, the Past President and/or, in the Past President's 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.
40. 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 that person may be entitled to vote on a show of hands.
41. 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.
42. 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.

43. 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.
44. 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.
45. 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

46. Every Fellow and Full Member who is entitled to vote shall have one vote and no member of any other membership class shall be entitled to vote.
47.
 - (a) 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 that person is not a member entitled to vote.
 - (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
 - (c) 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 Honorary Secretary or the Chair of the meeting before the person named in such instrument purports to vote in respect thereof.
 - (d) 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 Honorary Secretary or by the Chair of the meeting before the vote is given.
 - (e) Every instrument of proxy whether for a specified meeting or otherwise must be under the hand of the appointer or that person's 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 that
person
..... as my proxy to
vote for me and on my behalf at the general meeting of USANZ to be held
on the
.....day of and at any adjournment thereof, as
witness my hand this day of20.....

BOARD OF DIRECTORS

48. The Board of Directors of USANZ shall consist of:
- (a) President;
 - (b) Vice- President;
 - (c) Past President/Honorary Treasurer /Honorary Secretary;
 - (d) President of ANZSU;
 - (e) ANZAUS Chair;
 - (f) Board of Urology (**BoU**) Chair;
 - (g) Specialty Elected RACS Councillor (**RACS Councillor**);
 - (h) Sectional Representatives for each Section; and
 - (i) Two external directors.
49. 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.
50. (a) The Vice-President shall be elected from amongst the Full Members and Fellows by the members who are entitled to vote.
- (b) A person is only eligible to be Vice-President if they hold a FRACS (Urol).
51. The President, Vice-President and Past President/Honorary Treasurer/Honorary Secretary may hold office until no later than the Annual General Meeting two years after the Annual General Meeting at which they assumed office (or first held office if they assumed office before that Annual General Meeting).
52. (a) The position of President shall be filled by the person who held the position of Vice-President immediately before the end of the former President's term.
- (b) Where the person holding the position of President vacates their position at the Annual General Meeting, the person holding the position of Vice-President immediately before the Annual General Meeting will become the new President at

that Annual General Meeting.

53. The position of Past President shall be filled by the person who at the Annual General Meeting vacates the office of President. The Past President shall also be the Honorary Treasurer of USANZ.
54. Subject to compliance with the Act, the Past President will be an Honorary Secretary of USANZ. The Board of Directors may also appoint one or more other individual to be an Honorary Secretary of USANZ.
- 55.
- (a) A person who is appointed as Director under any of clauses 48(a)- 48(c) or clauses 48(e) - 48(g), who is from a Section, will be the Sectional Representative for that Section unless:
 - (i) another person who was appointed as a Director under any of clauses 48(a) - 48(c) or clauses 48(e) – 48(g) is already holding office as Sectional Representative for that Section; or
 - (ii) another person is appointed as Sectional Representative for that Section under clause 56; or
 - (iii) the person is the ANZSU President.
 - (b) A person will cease to be a Sectional Representative for a Section if they cease to hold office as Director, including in the circumstances set out in clause 57(d).
56. If there is more than one person who has been appointed as Director under clauses 48(a) - 48(c) or clauses 48(e) - 48(g), and those persons are from the same Section and that Section does not have a representative at the time those persons were appointed, then the Board of Directors will, having regard to roles and skills, appoint a Sectional Representative from among those persons to fill that vacancy.
57. If, from time to time, there is no member of the Board of Directors who holds the office of Sectional Representative for any Section pursuant to clauses **Error! Reference source not found.** or 56 then the Board of Directors will, having regard to roles and skills, appoint a Sectional Representative to fill that vacancy. The Board of Directors will appoint a person to be the Sectional Representative from among the Full Members of the applicable Section. A Sectional Representative appointed under this clause 57:
- (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 office but may be reappointed subject to the provisions of this Constitution;
 - (d) will cease to hold office as a Director if another person becomes Sectional Representative for the same Section under clause 55(a) or clause 56, despite any other provision of this clause 57, but subject to section 203E of the Act; and
 - (e) may only hold office for three consecutive terms.
58. 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; and
 - (d) may only hold office for two consecutive terms.
59. 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

60. 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.
61. The Directors and Officers must comply with any duties imposed on them by law, to the extent they apply, which may include duties under the Act as well as duties under the

ACNC Act. These may include the following duties:

- (a) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (b) Directors must exercise their powers and discharge their duties in good faith in the best interests of USANZ, and for a proper purpose.
- (c) Directors and Officers must not make improper use of their position, or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to USANZ.

For the avoidance of doubt, this clause 61 is not intended to impose a duty to any extent greater than is required by law, or to exclude defences or protections available at law.

THE SEAL

62. The seal of USANZ shall not be affixed to any instrument except by the authority of the President, or in the President's absence the Past President, or in the Past President's 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

63. The office of a member of the Board of Directors (including the office of President or- Vice-President if held) shall be vacated if that person:
- (a) becomes bankrupt;
 - (b) is found or declared of unsound mind;
 - (c) without leave, does not attend four consecutive meetings of the Board of Directors;
 - (d) is removed by the members under the Act;
 - (e) for any reason ceases to be a member of USANZ;
 - (f) becomes prohibited from being a member of the Board of Directors by reason of any order made under the provisions of the Act or a decision made under the ACNC ACT;
 - (g) resigns such office in writing; or
 - (h) holds any office of profit under USANZ.
- 64.
- (a) Notwithstanding section 111L of the Act, the provisions of section 191 of the Act will apply to USANZ as a result of this clause 64.
 - (b) Any perceived or actual conflict of interest of a member of the Board of Directors must be dealt with in accordance with the provisions of the relevant

legislation, being:

- (i) the Act; and
- (ii) the ACNC Act,

which must include:

- (iii) disclosing the interest, including the nature and extent of the interest and the relationship of the interest to USANZ; and
- (iv) recording all such disclosures in the minutes of the relevant meeting and any register of interests as applicable.

(c) A general notice given to the Board of Directors by a Director that:

- (i) the Director is an Officer, a member of, or otherwise interested in any specified corporation or firm or other body; and
- (ii) states the nature and the extent of the Director's interest in the corporation or firm or other body,

will, after the giving of the notice, be a sufficient disclosure of the Director's interest in relation to any matter involving USANZ and that corporation or firm or body, provided that the extent of the interest is no greater at the time consideration of the relevant matter by the Board than was stated in the notice.

(d) A Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered at a Board meeting or vote on the matter unless:

- (i) the Directors who do not have a material personal interest in the matter have passed a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of USANZ; and
 - (B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present; or
- (ii) the interest is one described in section 191(2) of the Act, such as an interest that:
 - (A) arises because the Director is a member of USANZ and is held in common with the other members of USANZ; or
 - (B) relates to a contract USANZ is proposing to enter into that is subject to approval by the members and will not impose any obligation on USANZ if it is not approved by the members; or
 - (C) arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to USANZ; or
 - (D) arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in subparagraph 64(d)(ii)(C); or

- (E) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an Officer of USANZ (but only if the contract does not make USANZ or a related body corporate the insurer); or
- (F) relates to any payment by USANZ or a related body corporate in respect of an indemnity permitted under section 199A of the Act or any contract relating to such an indemnity; or
- (G) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the director is a director of the related body corporate; or
- (H) is one of the other interests listed in section 191(2) of the Act; or
- (iii) the Act otherwise permits the Director to be present or vote.
- (e) A Director who is not permitted to vote on a matter is not to be counted in a quorum for the transaction of that matter.
- (f) Subject to the Act and the ACNC Act and this Constitution, a Director may:
 - (i) hold any office or position, or become interested in, any entity assisted by USANZ or in which USANZ has an interest of any kind, with the consent of the Board;
 - (ii) enter into a contract or arrangement with USANZ or related body corporate as vendor, purchaser or in any other capacity;
 - (iii) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for USANZ, except as auditor;
 - (iv) sign or participate in the execution of a document by or on behalf of USANZ in which the Director is interested; or
 - (v) do any of the above despite the fiduciary relationship of the Director's office:
 - (A) without liability to account to USANZ for any direct or indirect benefit accruing to the Director; and
 - (B) without affecting the validity of any contract or arrangement.

PROCEEDINGS OF BOARD OF DIRECTORS

- 65. 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.
- 66. In a case of an equality of votes the Chair shall have a second or casting vote.
- 67. At any time a member of the Board of Directors may, and the Honorary Secretary on the requisition of a member of the Board of Directors shall, summon a meeting of the

Board of Directors.

68. 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, subject to clause 64(e).
69. 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.
70. The President, or in the President's 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.
71. 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

72. Proper records and minutes of all proceedings and resolutions shall be kept, particularly in respect of Committee, Board of Directors and Members' meetings.
73. 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.
74. 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 or ACNC Act as applicable, 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.
75. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and the ACNC Act as applicable and clause 9 of the Constitution.
76. 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 that person 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 their favour or in which they are acquitted, or in connection with any application under the Act in which relief is granted to them by the Court.

77. 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 that person's place of abode registered then a notice shall be efficiently served on them 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.
78. Any such notice including the signature thereto may be wholly or partly typed or printed.