



**AUSTRALIAN &
NEW ZEALAND
MICROCIRCULATION
SOCIETY**

CONSTITUTION

23.1.97

AUSTRALIAN AND NEW ZEALAND

MICROCIRCULATION SOCIETY

CONSTITUTION

PART I PRELIMINARY

NAME

1. The Society shall be known as "**Australian and New Zealand Microcirculation Society**"

OBJECTS

2. The objects of the Society shall include:
 - a) the promotion of research in the microcirculation;
 - b) the holding of regular scientific meetings on the microcirculation;
 - c) collaboration with international and regional societies with an interest in the microcirculation

DEFINITIONS

3.
 - 1) in these rules:
 - "**ordinary member**" means a member of the committee who is not an office-bearer of the Society, as referred to in rule 16(2);
 - "**secretary**" means:
 - a) the person holding office under these rules as secretary of the Society; or
 - b) if no such person holds that office - the public officer of the Society;
 - "**special general meeting**" means a general meeting of the Society other than an annual general meeting;
 - "**the Act**" means the Societys Incorporation Act 1984
 - 2) In these rules:
 - a) a reference to a function includes a reference to a power, authority and duty; and
 - b) a reference to exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
 - 3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

4. Membership shall be open to University graduates or persons with equivalent qualifications who are engaged or interested in the study of the microcirculation. Those persons will be eligible who have taken part in the first or second Australian and New Zealand symposia on the microcirculation and/or who have taken part in the ratification of this Constitution.

NOMINATION FOR MEMBERSHIP

5. 1) A nomination of a person for membership of the Society:
- must be made by a member of the Society in writing in the form set out in Appendix 1 to these rules; and
 - must be lodged with the secretary of the Society
- 2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination
- 3) If the committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- 4) The secretary must, on payment by the nominee of the amounts referred to clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Society;

CESSATION OF MEMBERSHIP

6. A person ceases to be a member of the Society if the person:
- dies; or
 - resigns membership; or
 - is expelled from the Society.

MEMBERSHIP ENTITLEMENTS - NOT TRANSFERABLE

7. A right, privilege or obligation which a person has by reason of being a member of the Society:
- is not capable of being transferred or transmitted to another person; and
 - terminates on cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

8. 1) A member of the Society is not entitled to resign that membership except in accordance with this rule.
- 2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving to the secretary written notice of at least one month (or such other period as the committee

may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- 3) If a member of the Society ceased to be a member under clause (2), and in every other case where a member ceases to hold membership the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member./

MEMBERS' SUBSCRIPTIONS

9. Until otherwise resolved at any Business meeting of the society the annual subscription shall be ten(10) Australian dollars. Notice of intention to vary the amount of the annual subscription shall be given in the notice convening the Business meeting at which the variation is proposed to be made. Any member shall (unless otherwise resolved by the executive committee) be deemed to have resigned at the expiration of twenty-one (21) days' notice to the member specifying the member's default and requesting payment.

A member, payment of whose annual subscription is more than two (2) months in arrear, shall be deemed to be unfinancial. No unfinancial member shall be entitled to vote at any meeting or in any ballot among the members.

MEMBERS' LIABILITIES

10. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Rule (9)

REGISTER OF MEMBERS

11. The secretary shall maintain a register of members of the Society with the name and address of each person with the date of membership. This register will be kept at the office of the secretary and will be open for inspection by members.

RESOLUTION OF INTERNAL DISPUTES

12. Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

DISCIPLINING OF MEMBERS

13. 1) A complaint may be made by any member of the Society that some other member of the Society
- has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - has persistently and wilfully acted in a manner prejudicial to the interests of the Society.
- 2) On receiving such a complaint, the committee:
- must cause notice of the complaint to be served on the member concerned; and
 - must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and

- c) must take into consideration any submissions made by the member in connection with the complaint.
- 3) The committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 14.
- 5) The expulsion or suspension does not take effect :
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under rule 14 (4), whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 14 1) A member may appeal to the Society in general meeting against a resolution of the committee under rule 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.
- 4) At a general meeting of the Society convened under clause (3) :
 - a) no business other than the question of the appeal is to be transacted; and
 - b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III -THE COMMITTEE

POWERS OF THE COMMITTEE

- 15. The committee is to be called the Executive Committee of the Society and, subject to the Act, the Regulation and these rules and to any resolution passed by the Society in general meeting
 - a) is to control and manage the affairs of the Society- and
 - b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society-, and
 - c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

CONSTITUTION AND MEMBERSHIP

- 16. 1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of
 - a) the office-bearers of the Society; and
 - b) 3 ordinary members, each of whom is to be elected at the annual general meeting of the Society under rule 17.
- 2) The office-bearers of the Society are to be
 - a) the president;
 - b) the vice-president;
 - c) the treasurer, and
 - d) the secretary.
- 3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

ELECTION OF MEMBERS

- 17. 1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee:
 - a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

- 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 7) A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

24. 1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - 3) Subject to rule 22(5), the committee may act despite any vacancy on the committee.
 - 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV - GENERAL MEETINGS

ANNUAL GENERAL MEETINGS-HOLDING OF

25. 1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- 2) The Society must hold its first annual general meeting
 - a) within the period of 18 months after its incorporation under the Act; and
 - b) within the period of 6 months after the expiration of the first financial year of the Society.
 - 3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

26. 1) The annual general meeting of the Society is, subject to the Act and to rule 25, to be convened on such date and at such place and time as the committee thinks fit.

- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b) to receive from the committee reports on the activities of the Society during the last preceding financial year.
 - c) to elect office-bearers of the Society and ordinary members of the committee,
 - d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- 3) An annual general meeting must be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

27. 1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- 2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Society.
 - 3) A requisition of members for a special general meeting
 - a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the secretary-, and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
 - 4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
 - 5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

NOTICE

28. 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1)

- specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 26 (2).
 - 4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

29. 1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved; and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

PRESIDING MEMBER

30. 1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Society.
- 2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

31. 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a general meeting is adjourned for 14 days or more, the secretary is to give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

32. 1) A question arising at a general meeting of the Society is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 2) At a general meeting of the Society, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 3) If a poll is demanded at a general meeting, the poll must be taken
 - a) immediately in the case of a poll which relates to the election of the chairperson of the Meeting or to the question of an adjournment; or
 - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

33. A resolution of the Society is a special resolution :
 - a) if it is passed by a majority which comprises at least three-quarters of such members of the Society as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

VOTING

34. 1) On any question arising at a general meeting of the Society a member has one vote only.
- 2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4) A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

APPOINTMENT OF PROXIES

35. 1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

PART V - MISCELLANEOUS

INSURANCE

36. 1) The Society must effect and maintain insurance under section 44 of the Act.
- 2) In addition to the insurance required under clause (1), the Society may effect and maintain other insurance.

FUNDS-SOURCE

37. 1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.
- 2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- 3) The Society must, as soon as practicable after receiving any money issue an appropriate receipt.

FUNDS-MANAGEMENT

38. 1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the committee determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Society, being members or employees authorised to do so by the committee.

ALTERATION OF OBJECTS AND RULES

39. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Society.

COMMON SEAL

40. 1) The common seal of the Society must be kept in the custody of the public officer.
- 2) The common seal must not be affixed to any instatement except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

CUSTODY OF BOOKS

41. Except as otherwise provided by these rules, the public officer or secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

INSPECTION OF BOOKS

42. The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society at any reasonable hour.

SERVICE OF NOTICES

43. 1) For the purpose of these rules, a notice may be served by or on behalf of the Society on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

APPENDIX 1
(Rule 5 (1))

APPLICATION FOR MEMBERSHIP OF

AUSTRALIAN AND NEW ZEALAND MICROCIRCULATION SOCIETY Incorporated
(incorporated under the Associations Incorporation Act, 1984)

I,
(full name of applicant)

of
(address)

..... here apply to become a
(occupation)

member of the abovenamed Society. In the event of my admission as a member, I agree to be bound by the rules the Society for the time being in force.

.....
(Signature of applicant)

Date

I,, a member of the Society, nominate the
(full name)

applicant, who is personally known to me, for membership of the Society.

.....
(Signature of proposer)

Date

I,, a member of the Society, second the
(full name)

nomination of the applicant, who is personally known to me, for membership of the Society.

.....
(Signature of seconder)

Date

APPENDIX 2
(Rule 35 (2))

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being member of
(name of incorporated association)

hereby appoint
(full name of proxy)

of
(address)

being member of that incorporated Society, as my proxy vote for me on my behalf at the general meeting of the Society (annual general meeting or special general meeting, as the case may be) to be.

held on the day of 19..... and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution
(insert details)
- To be inserted if desired

.....
(Signature of member appointing proxy)

Date

NOTE: A proxy vote may not be given to a person who is not a member of the Society