

THE SPINE SOCIETY OF AUSTRALIA INCORPORATED RULES

Rules adopted by resolution of the Annual
General Meeting held on the 11th of April 2010

Last Amendment: 23 May 1999

PREMABLE

All rules previously in force are hereby repealed and these rules should come into force in substitution for and to the exclusion for all the existing rules from the date of this resolution.

1. NAME OF ASSOCIATION

- 1.01 The name of the incorporated Association is "SPINE SOCIETY OF AUSTRALIA INCORPORATED" referred to herein as "the Association".
- 1.02 The principal office of the organisation of the Association shall be c/- The Spinal Unit, Royal Adelaide Hospital, North Terrace, Adelaide, SA, 5000 or at a location as determined by the Executive Committee.
- 1.03 The Association may have such other offices or branches within Australia as the Executive Committee may determine or as the affairs of the Association may require from time to time.

DEFINITION OF TERMS

2.01 In these rules unless the contrary intention appears:

"Meeting" means a general meeting of members of the Association convened in accordance with these rules.

"Member" means a member of the Association.

The "Act" means the Associations Incorporation Act 1985.

The "Regulations" means the Associations Regulations 1985.

OBJECTS AND PURPOSES

- 3.01 The objectives of the Spine Society of Australia are as follows:
 - A. To form an educational organisation dedicated to the exchange of ideas and dissemination of scientific and clinical knowledge concerning spinal disease and disorder and aspires to be the peak body representing clinicians and researchers in the management of spinal disorders in Australia.

- B. To advance the quality of and encourage research into the management of spinal disease and disorder.
- C. To improve the means of communication and support for those involved in the medical and scientific study investigation and treatment of spinal disease and disorder.
- D. To maintain prestigious status for the organisation and to obtain affiliation with other major national speciality associations and with International Spine Societies.
- E. To provide education and training in spinal surgery and rehabilitation.
- F. To act as an advocate in respect of furthering scientific and clinical knowledge concerning spinal disease and disorder.

POWERS

- 4.01 The Association shall have the powers conferred by Section 25 of the Act save and except such modifications and exclusions as are specified in these rules.

MEMBERSHIP

CLASSES OF MEMBERS

- 5.01 The Association shall have six (6) classes of membership, unless the Association in general meeting increases or decreases that number. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

ACTIVE MEMBER

- A. (1) Active membership of the Spine Society of Australia Incorporated will be limited to qualified clinicians and researchers resident in Australia or New Zealand who demonstrate significant interest in the problems of the spine. Active members will be designated as surgeons [members of the Royal Australasian College of Surgeons (RACS)] or non-surgeons [non-RACS members]. Applicants for active membership must be Full Members or Fellows (as defined) of their respective specialist professional associations in Australia or New Zealand, or as determined by the Executive.
 - (2) An Active Member must demonstrate continuing interest in the subject and affairs of the Association.
 - (3) An Active Member is expected to devote a significant component of his/her

- professional activity towards spinal disease and disorders.
- (4) An Active Member shall pay annually subscription fees as shall be established by the executive committee.
 - (5) An Active Member may vote and hold office.

ASSOCIATE MEMBER

- B. (1) An Associate Member may be any person resident in Australia or New Zealand, not eligible for active membership, who in the judgement of the membership committee and Executive Committee is making significant contributions to the study and/or treatment of spinal disease and disorder.
- (2) Persons who are taking part in a Fellowship or other training programme concerning treatment of the spine shall be entitled to be an associate member. Trainees or Fellows may apply for Active Member status upon achieving specialist recognition.
- (3) An Associate Member may attend annual meetings and participate in discussions but shall not have voting rights and cannot be a candidate for elected office or committee appointments.
- (4) An Associate Member shall pay annually such subscription fees as shall be established by the executive committee.

SENIOR MEMBER

- C. A person may qualify as a Senior Member on reaching the age of sixty-five (65) years. The person must be nominated by the Membership Committee and approved by the Executive Committee.
- (1) A Senior Member may attend annual meetings and participate in discussions and shall have voting rights.
- (2) A Senior Member shall not be levied annual subscription fees.
- (3) Unless directed by the Executive Committee either generally or in relation to a particular Senior Member or a particular meeting a Senior Member shall pay the full registration fees for attendance at scientific meetings.
- (4) A Senior Member may be a candidate for elected office or committee appointments.

LIFE MEMBER

- D. Life Membership may be conferred by the Association on members who have given a

long and distinguished service to the Association.

- (1) Life Membership shall be awarded by the Executive Committee after approval by a majority vote of members at an Annual General Meeting (AGM).
- (2) A Life Member shall not be charged annual subscription fees.
- (3) A life member shall not pay registration fees for attendance at scientific meetings.
- (4) A Life Member may vote and hold office.

HONORARY MEMBER

- E. Honorary Membership, an accolade of the highest order, may be conferred by the Association on members, scientists, medical practitioners in related disciplines and distinguished public figures in recognition of their contributions to spinal surgery, other branches of surgery, medicine or in any field of human endeavour.
- (1) Honorary Membership shall be awarded by the Executive Committee after approval by a majority vote of members at an AGM.
- (2) An Honorary Member may attend annual meetings and participate in discussions but shall not have voting rights.
- (3) An Honorary Member shall not be charged an annual subscription fee.
- (4) An Honorary Member shall not be charged for the registration fee for attendance at scientific meetings but will be charged for social functions unless otherwise directed by the executive.
- (5) An Honorary Member may not be a candidate for elected office or committee appointment.

CORRESPONDING MEMBER

- F. (1) A Corresponding Member is a qualified medical practitioner or research worker with an active interest in spinal disease and disorder who is not a resident living in Australia or New Zealand.
- (2) The President may recommend to the Executive Committee that the Presidential guest of the meeting be awarded the title Corresponding Member at the meeting he/she attend.

(3) A Corresponding Member may attend annual meetings and participate in discussions but he/she cannot vote.

(4) Corresponding Members shall pay the full registration fees for attendance at scientific meetings subsequent to the one where he/she have been a Presidential guest.

(5) Corresponding Members cannot be elected to office or committee appointments.

(6) A Corresponding Member will not be charged annual subscription fees

ELECTION OF MEMBERS

5.02 Membership shall be by invitation or application:

A. Prospective members must have a sponsorship of two (2) Active Members and a senior colleague known to them who will submit letters of recommendation to the Membership Committee no less than 60 days prior to the (AGM).

B. A curriculum vitae which follows the guidelines stated on the application form must accompany the application or request for application for membership.

C. (1) Membership applications shall be reviewed by the Membership Committee, who will confirm the Membership category.

(2) The chairman of the Membership Committee will make recommendations to the Executive Committee prior to the AGM.

(3) Upon approval by a majority of the Executive Committee the application[s] shall then be submitted for election through the AGM agenda documents.

(4) The recommendations for new members will be made by the Membership Committee Chairman to the members of the Association at the AGM.

(5) A member shall be elected if the recommendation is approved by at least two-thirds of those voting members present.

SUBSCRIPTIONS

6.01 The subscription fees for each class of membership shall be such sum as the Executive Committee shall determine from time to time.

6.02 The subscription fees of each class of membership shall be payable annually on 1 July or at such other time as the Executive

Committee shall determine from time to time.

6.03 Any member whose subscription is outstanding for more than six months after the due date for payment shall cease to be a member of the Association provided always that the Executive Committee may reinstate such a person's membership upon such terms as it thinks fit.

TERMINATION, EXPULSION, SUSPENSION AND RESIGNATION OF A MEMBER

7.01 The Executive Committee by majority vote may terminate or suspend membership or expel a member for conduct detrimental to the interests of the Association. Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Executive Committee at which the matter will be determined. The member may submit a written statement to the Executive Committee or request an oral hearing regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion suspension or the termination. The Executive Committee acting as a committee presided over by the President or his/her deputy shall perform the following duties:

A. Read the charges against the subject member.

B. Require that the charges be verified by the testimony of the person or persons making them.

C. Hear any other witnesses against the subject member.

D. Allow the subject member to cross-examine each witness following the testimony of that witness.

E. Allow the subject member to make a statement in his or her behalf.

F. Allow the subject member to call witnesses in his or her own behalf.

G. Allow the members of the Executive Committee to question the witnesses after they have been questioned by the subject member.

HEARING

7.02 The hearing shall be conducted in good faith and in a fair and reasonable manner. The Executive Committee shall have the exclusive power and authority to determine the mitigating effect if any of the information presented regarding the proposed expulsion, suspension or termination.

- 7.03 The determination of the Executive Committee shall be communicated to the member and in the event of an adverse determination the member shall subject to sub-rule 7.04 cease to be a member 14 days after the Executive Committee has communicated its determination to him/her.
- 7.04 It shall be open to our member to appeal to the Association in a general meeting [Special or AGM] against the suspension termination or expulsion. The intention to appeal shall be communicated to the secretary of the Association within 14 days after the determination of the Executive Committee has been communicated to the member.
- 7.05 In the event of an appeal under sub-rule 7.04 the appellant's membership of the Association shall not be suspended or terminated unless the determination of the Executive Committee to suspend or expel the member is upheld by the members of the Association in a general meeting [as 7.04] after the appellant has been heard and in such event membership will be suspended or terminated at the date of a general meeting [as 7.04] at which the determination of the committee is upheld.

SUSPENDED MEMBER

- 7.06 A suspended member shall not be entitled to exercise any of the rights set forth in these rules and shall not be entitled to use any of the facilities of the Spine Society of Australia Incorporated, including attending further AGMs or SGMs in any capacity.

CENSORSHIP

- 7.07 The Executive Committee has the right to censure a member by a vote of not less than three fourths (3/4) of the Executive Committee members present.

REINSTATEMENT

- 7.08 Any time after the expiration of one year from the date of expulsion the former member may apply in writing to the Executive Committee for reinstatement. If the former member is found worthy he/she may be reinstated by a vote of not less than three-fourths (3/4) of the Executive Committee. A person dismissed twice for cause shall be ineligible for further membership.

TRANSFER OF MEMBERSHIP

- 7.09 Membership in this Association is not transferable or assignable.

RESIGNATION

- 7.10 Any member may resign from membership of the Association by giving three months written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association and shall lose all rights and privileges as a member of the Association.

MEETINGS

- 8.01 The Executive Committee or the President may call a Special General Meeting (SGM) of the Association at any time and shall call an AGM in accordance with the Act.
- 8.02 The AGM of the Association shall be at a time and place designated by the Executive Committee and approved by the members at a preceding annual general meeting. Proposed sites for further AGMs shall be presented by the Executive Committee at the AGM and voted upon. The AGM shall consist of a scientific session as arranged by the programme committee and an AGM.

PLACE OF MEETING

- 8.03 The Executive Committee may designate any place either within or without Australia as the place for any AGM or for any special general meeting called by the Executive Committee. If no designation is made or if a special general meeting be otherwise called the place of meeting shall be the principal office of the Association but if all of the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting, any Association action may be taken.
- 8.04 Upon the requisition in writing of not less than one tenth of the total number of voting members of the Association the Executive Committee shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- 8.05 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

8.06 If a special general meeting is not convened within one month as required by sub-rule 8.04 the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Executive Committee and for this purpose the Executive Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

NOTICE OF MEETING

- 8.07 Subject to sub-rule 8.08 at least 21 but not more than 50 days notice of any general meeting shall be given to members of the meeting and particulars of the nature and order of the business to be transacted at the meeting. In the case of an AGM the order of the business at the meeting shall be a consideration of the accounts and reports of the executive and other committees, the appointment of committee members (if required), the appointment of a solicitor and auditor, and any other business requiring consideration by the Association in a general meeting.
- 8.08 Notice of a meeting at which a special resolution is to be proposed shall be given at least 30 days prior to the date of the meeting.
- 8.09 A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by email or post to the address appearing in the register of members.
- 8.10 Where a notice is sent by email, the notice shall be deemed to be effective if it is emailed and not rejected as undeliverable.

PROCEEDINGS AT MEETINGS

- 9.01 The members holding ten (10) per cent of the votes which may be cast at any meeting by any member present personally or by proxy shall constitute a quorum at such meeting. If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon the requisition of members shall lapse. In any other case a majority of members present may adjourn

the meeting from time to time without further notice.

CONDUCT OF BUSINESS

- 9.02 All meetings of the Association shall be governed by the parliamentary rules and usage as contained in the most current edition of Robert's Rules of Order, as interpreted by the President and with particular reference to item 13.11 concerning declarations of conflicts of interest.
- 9.03 The chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.04 When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 9.05 At any general meeting a resolution put to a vote shall be decided on a show of hands and a declaration by the chairperson of the meeting that a resolution has been carried or lost shall unless a poll is demanded be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 9.06 If a poll is demanded by the chairperson of the meeting or by three or more members present personally or by proxy it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 9.07 A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

OPEN MEETINGS

- 9.08 The Annual Scientific Meetings of the Spine Society of Australia Incorporated are open meetings. Any person upon proper application and payment of fee may attend the meeting. Members of the Association

will have preference if the meeting site imposes restrictions on attendance.

MINUTES

- 10.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the committees shall be entered in hardcopy [or in an electronic form] within one month after the relevant meeting in Minutes kept by the Secretary for the purpose.
- 10.2 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 10.03 Where minutes are entered and signed they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meetings shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

VOTING RIGHTS

- 11.01 Subject to these rules each member who is entitled to vote and is present personally or by proxy shall be entitled to one vote. Only Active [RACS] members shall be entitled to vote on matters classified as pertaining to the RACS.

PROXIES

- 12.01 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his/her proxy and attend and vote at any meeting of the Association.

EXECUTIVE COMMITTEE

GENERAL POWERS

- 13.01 The affairs of the Association shall be managed and controlled exclusively by an Executive Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by these rules required to be done by the Association in general meeting.
- 13.02 The Executive Committee shall have power to appointment such employees as are required to carry out the objects of the Association and shall appoint a public officer required by the Act.

- 13.03 Each member of the Executive Committee shall hold office until the next AGM of members and until his/her successor shall have been elected or appointed and qualified.

REGULAR MEETINGS

- 13.04 A regular annual meeting of the Executive Committee shall be held without other notice than this rule at the same place as the AGM of the members. The Executive Committee may provide by resolution the time and place for the holding of additional regular meetings of the Executive Committee without other notice than such resolution.

SPECIAL MEETINGS

- 13.05 Special meetings of the Executive Committee may be called by or at the request of the President or any four (4) members of the Executive Committee. The person or persons authorised to call special meetings of the Executive Committee may fix any place as the place for holding any special meetings of the Executive Committee called by them.

NOTICE

- 13.06 Notice of any special meeting of the Executive Committee shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail or email address to each member at his/her address as shown by the records of the Association. If mailed such notice shall be deemed to be delivered when deposited in the Australian mail so addressed with postage thereof prepaid. If notice is given by email such notice shall be deemed to be delivered if an email received receipt is obtained by the sender. Any Executive Member may waive notice of any meeting.
Neither the business to be transacted at nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice of such meeting unless specifically required by law or by these bylaws.

QUORUM

- 13.07 A majority (meaning more than fifty per cent (50%) of the members) of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee but if less than a majority of the members

are present at said meeting a majority of the members of the Executive Committee present may adjourn the meeting from time to time without further notice.

MANNER OF ACTING

13.08 The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee unless the act of a greater number is required by law or by these rules.

VACANCIES

13.09 Any casual vacancy occurring in the Executive Committee and any membership in the Executive Committee to be filled by reason of an increase in the number of Executive Committee members shall be filled by the Executive Committee. A member elected to fill a vacancy in the Executive Committee shall be co-opted for the unexpired term of his/her predecessor in office and shall be eligible for re-appointment.

COMPENSATION

13.10 Executive Committee members as such may receive an appropriate honorarium for their services, subject to confirmation at the AGM.

13.11 A member of the Executive Committee having relevant pecuniary interest in a contract, arrangement or other matter with the Association must disclose that interest to the Executive Committee at every meeting, as required by the Act and shall not vote with respect to the contract, arrangement or other matter. Members having such conflicts must excuse themselves from the discussion (unless the Executive Committee waive this requirement) but must not vote.

OFFICERS

14.01 The officials of the Association shall be a President, a Vice-President (President-elect), the immediate Past President, a Secretary, a Treasurer, an Education Secretary, Membership Committee chair, Rules Committee chair, Editorial Secretary, and such other officers as may be elected in accordance with the provisions of these rules.

ELECTION AND TERM OF OFFICE

14.02 The officers of the Association shall be elected by the members of the Association at the AGM of the Association according to the sequence of appointing said officers. If the election of officers shall not be held at such meetings, such elections shall be held as soon thereafter as may be convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified. A member is eligible for re-election.

14.03 The Executive Committee will advertise positions that will fall vacant on the members section of the Society website at least 90 days prior to an AGM each year. Members may nominate for these positions when they fall due by notifying the Secretary in writing 60 days prior to the AGM. A Full Active Member is required to Nominate and Second the nominee. The Executive Committee may at its discretion make nominations for vacant positions and will advertise these on the website at the time that vacant positions are notified.

14.04 Notice of all eligible persons seeking election to any office shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

14.05 Each nominated position will be voted on at the AGM and a ballot by show of hands used to determine the outcome, or by other means as determined by the Executive Committee or the President at the AGM.

VACANCIES

14.06 A casual vacancy may be filled by the Executive Committee for the unexpired portion of the term.

REMOVAL

14.07 Any officer elected or appointed by the Executive Committee may be removed by the Executive Committee whenever in its judgement the best interests of the Association will be served thereby but such removals shall be without prejudice to the rights if any of the officer so removed.

PRESIDENT

14.08 The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members of the Executive Committee.

He/she may sign with the Secretary or any other proper officer of the Association authorised by the Executive Committee any deeds, mortgages bonds contracts or other instruments which the Executive Committee has authorised to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these rules or by the Act to some other officer or agent of the Association and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time. The President shall be elected to a term of two (2) years and shall appoint all committees except those specifically otherwise provided for in these rules and shall be an ex-officio member of all committees.

VICE-PRESIDENT

14.09 In the absence of the President or in the event of his/her inability or refusal to act the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also be the President-elect. If the Vice-President does assume the duties of a disabled President he/she will then serve and complete his/her own term as President.

SECRETARY

14.10 The Secretary shall keep the minutes of the meetings of the Members and of the Executive Committee, shall give all notices in accordance with provision of these rules or as required by law, be custodian of the Association records and the seal of the Association and fix the seal of the Association to all documents the execution of which on behalf of the Association under its seal is duly authorised in accordance with these rules. He/she shall keep a register of email and postal addresses of members which will be furnished to the Secretary by each member and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Executive Committee. The Secretary

shall be elected for a term of three (3) years.

TREASURER

14.11 The Treasurer shall have charge and custody and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these rules. The Treasurer shall provide a statement of the Association's financial situation at the Annual Meeting. The Treasurer shall be elected for a term of three (3) years.

EDITORIAL SECRETARY

14.12 The Editorial Secretary will have the responsibility of collating, selecting and preparing the abstracts for publication for the Annual Scientific Meeting. He/she will ensure the Annual Scientific Meeting is advertised. The Editorial Secretary will be chairman of the Scientific Programme Committee and shall be elected for a term of three (3) years.

EDUCATION SECRETARY

14.13 The Education Secretary will have the responsibility of planning and directing education programmes relevant to the objectives of the Association and in interaction with the relevant professional bodies. The Education Secretary will be chairman of the Education Committee and shall be elected for a term of three (3) years.

COMMITTEES

COMMITTEES OF MEMBERS

15.01 **A. EXECUTIVE COMMITTEE:** The Executive Committee shall be comprised of a President, a Vice-President (President-elect), the immediate Past President, a Secretary, a Treasurer, an Education Secretary, Membership Committee chair, Rules Committee chair, Editorial Secretary, and any co-opted member.

B. MEMBERSHIP COMMITTEE: The Membership Committee shall be composed of three (3) members of which one (1) shall be the Secretary of the Association. The other two (2) members shall serve staggered two

(2) year terms one member being replaced each year. This member will be elected at the AGM. The chairman shall be that elected member with the longest tenure of office.

C. SCIENTIFIC PROGRAMME COMMITTEE: The Scientific Programme Committee shall consist of three (3) members. As soon as the meeting time and site has been determined by the Executive Committee two (2) members of the Scientific Programme Committee shall be appointed by the Executive Committee. **D. RULES COMMITTEE:** The Rules Committee will consist of three (3) members. The Executive Committee will appoint the Chairman and appoint up to two members. Rotation of members will be at the discretion of the Executive Committee as long term membership on this committee may be desired for continuity in the rules. **E. EDUCATION COMMITTEE:** The Education Committee will consist of three (3) members. Two (2) members of the Education Committee shall be appointed by the Executive Committee. The chairman of the Education Committee will be the Education Secretary who may co-opt additional members as required. **F. STANDING OR AD HOC COMMITTEES:** The Executive Committee may at any time appoint such other committees (consisting wholly or partly of members of their own body or others) as they think fit and may determine the functions of and delegate any of their powers to any such committee.

TERM OF OFFICE

15.02 Except as stated in rule 15.01, each member of a committee shall continue as such until the next AGM of the members of the Association and until a successor is appointed unless the committee shall be sooner terminated or unless such member shall be removed from such committees or unless such member shall cease to qualify as a member thereof unless specific herein to the contrary.

CHAIRMAN

15.03 One member of each committee shall be appointed chairman by the person or persons authorised to appoint members thereof unless specified herein to the contrary.

VACANCIES

15.04 Vacancies in the membership of any committee may be filled by the respective committee.

QUORUM

15.05 Unless otherwise provided in the resolution of the Executive Committee designating a committee a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

RULES

15.06 Each committee may adopt rules for its own government not inconsistent with these rules or with rules adopted by the Executive Committee.

CONTRACTS GIFTS CHEQUES DEPOSITS FUNDS AND LIABILITIES

CONTRACTS

16.01 The Executive Committee may authorise any officer or officers agent or agents of the company in addition to the officers so authorised by these rules to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

CHEQUES AND DRAFTS

16.02 All cheques drafts or orders for the payment of money notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer or another officer of the Association and in such manner as shall from time to time be determined by resolution of the Executive Committee.

DEPOSITS

16.03 All funds of the Association shall be deposited from time to time to the credit of the Association in such banks trust companies or other depositories as the Executive Committee may select.

GIFTS

16.04 The Executive Committee may accept on behalf of the Association any contribution gift bequest or devise for the general purpose or for any special purpose of the Association.

FUNDS

16.05 The income and property of the Association however derived shall be applied solely towards the promotion of

the objects of the Association as set forth in these rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or by any other way of profit or pecuniary gain to members of the Association, other than that specified under 13.10

LIABILITIES

- 16.06 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or costs charges and expenses of the winding up the Association is limited to the amount if any unpaid by the member in respect of membership of the Association as required by rule 6.

COMMITTEES AND CERTIFICATE OF MEMBERSHIP

- 17.01 The Executive Committee shall provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Executive Committee. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an assistant secretary.
The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost mutilated or destroyed a new certificate may be issued therefore on such terms and conditions as the Executive Committee may determine.

ISSUANCE OF CERTIFICATES

- 17.02 When a member has been elected to membership and has paid subscription fees that may then be required a certificate of membership shall be issued in the name of the member and delivered to the member by the Secretary.

BOOKS AND ACCOUNTS

- 18.01 The Association shall keep complete accounting records and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.
- 18.02 The Association shall keep such accounting records as are necessary to

correctly record and explain the financial transactions and financial position of the Association.

FINANCIAL YEAR

- 19.01 The financial year of the Association shall be the twelve (12) month period ending on 30 June in each year.

SEAL

- 20.01 The Association shall provide a common seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association in legible characters and the artistic symbol of a vertebra.
- 20.02 The seal shall not be used without the express authorisation of the Executive Committee and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two members of the Executive Committee one of whom shall be the President or the Vice-President.
- 20.03 The seals shall be kept in the custody of the Secretary or such other person as the Executive Committee may from time to time decide.

WAIVER OF NOTICE

- 21.01 Whenever any notice is required to be given under the provisions of the Associations Incorporation Act 1985 or under the provisions of the Rules of the Association a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

RULES

- 22.01 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

AMENDMENTS TO RULES

- 23.01 Subject to approval by a resolution of the members of the Association these rules may be altered (including an alteration to name) or be rescinded or replaced by substituted rules. Such an alteration shall be registered with the commission as required by the Act.

23.02 All proposed amendments to the rules shall be submitted in writing to the secretary signed by three (3) members at least 90 days before the AGM of the Association. These shall be distributed to the membership at least 30 days before the meeting at which time they are to be voted upon. The Secretary shall read them to the membership at the AGM where they shall be voted on. A two-thirds majority of the voting members present is required for passage. Under special circumstances the President may recommend that the 90 day waiting period be waived and the proposed amendment be submitted in writing at the AGM a copy of which is given to each voting member present that he/she may study it. This amendment may be voted upon at the same AGM. A two-thirds majority of the voting members present is required for passage.

WINDING UP

24.01 The association may be wound up in the manner provided for in the Act.

APPLICATION OF SURPLUS ASSETS

25.01 If after the winding up or dissolution of the Association there remains surplus assets as defined by the Act such surplus assets shall be appropriated in accordance with this rule.

25.02 Any surplus assets shall not be paid to or distributed amongst members of the Association but shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to the extent at least as great as it imposed on the Association under or by virtue of these rules such institution or institutions to be determined by the Executive Committee (if any) or if there is then no Executive Committee the liquidator of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

BY-LAWS and REGULATIONS

26.01 The Executive Committee will have power from time to time to make such by-laws, and regulations not inconsistent with the

constitution as in the opinion of the Executive Committee are necessary and desirable for the proper control, administration and management of the Association's operations, finances, affairs, interests, effects and property as to the contributions, duties, obligations and responsibilities of the Members and to amend or rescind from time to time any such by-laws, rules or regulations.

USE OF TECHNOLOGY

27.01 An Executive Committee meeting may be held using any means of audio or audio-visual communication by which each committee member participating can hear and be heard by each other committee member participating. An Executive Committee meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Executive Committee members present at the meeting is located or, if an equal number of Executive Committee members is located in each of two or more places, at the place where the chairperson of the meeting is located.