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# Constitution

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**The Australian and New Zealand Society of Palliative  
Medicine Incorporated**

**ABN: 54 931 717 498**

Version: Approved at ANZSPM AGM on 2 September, 2015

# Definitions

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- The Society means the Australian and New Zealand Society of Palliative Medicine.
- Councillor means a member of the Council.
- The Council means the ANZSPM Council of The Society established according to the ANZSPM Constitution.
- General Councillor means a member of the Council who is not an office bearer.
- The seal means the common seal of The Society.
- The Act means Associations Incorporation Act 1984.
- Unless the context otherwise requires:
  - The male shall include the female and vice versa.
  - The singular shall include the plural and vice versa.

## 1. Name

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The name of the Society shall be The Australian and New Zealand Society of Palliative Medicine Incorporated.

## 2. Objects

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The Objects for which the Society is established are:

- 2.1 To provide a forum for Registered Medical Practitioners engaged in the practice of Palliative Medicine or related disciplines to facilitate their professional development and mutual support.
- 2.2 To advance the discipline of Palliative Medicine.
- 2.3 To provide a voice on policies relating to Palliative Medicine.
- 2.4 To promote undergraduate and postgraduate education and training in Palliative Medicine and to support Palliative Medicine trainees.
- 2.5 To promote research in and evaluation of medical and related issues in Palliative Medicine.
- 2.6 To liaise with other relevant bodies.

## 3. Membership

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### 3.1 *Classes of membership*

There shall be 5 classes of membership.

3.1.1 Full Membership

Individual persons who are Registered Medical Practitioners who demonstrate an interest in Palliative Medicine, through clinical practice, research, education or administration in Palliative Medicine.

3.1.2 Trainee Membership

Those individual persons who are Registered Medical Practitioners involved in or interested in Palliative Medicine and who are in training posts or have completed their training and are in transition from a trainee to a specialist role.

3.1.3 Honorary Life Membership

Honorary Life Membership will be granted by the Society to those Full Members who have made an outstanding contribution to the Society or to Palliative Medicine in Australia or New Zealand. Such persons shall, for the term of their lives, enjoy the rights and privileges of Full Membership. The Council may in its complete discretion grant this honorary membership.

3.1.4 Retired Membership

Retired Membership status will be offered to those Full Members of the Society who are aged over sixty-five (65) years and not in full-time practice.

3.1.5 Associate Membership

Applicants admitted to Associate Membership category shall be entitled to limited membership benefits of the Society, as determined by the Society from time to time. They will not have voting rights and will be ineligible to hold Office.

Associate Membership status will be offered to Registered Medical Practitioners who are:

i. General Practitioners who demonstrate an interest in Palliative Medicine, but do not wish to have full membership rights;

or

ii. Medical Officers whose primary vocation may be in a field other than Palliative Medicine, but who demonstrate an interest in Palliative Medicine, and do not wish to have full membership rights;

or

iii. Medical Practitioners who demonstrate an interest in Palliative Medicine, but who are primarily resident in places other than Australia or New Zealand, and do not wish to have full membership rights.

- 3.1.6 The requirements of membership shall be laid down from time to time by the Society as the Society sees fit.

### *3.2 Application for membership*

A nomination of a person for membership of the Society:

- 3.2.1 Must be made by a Full, Honorary, Life or Retired member of the Society in writing in the form determined by the Council from time to time and must be lodged with the Secretary of the Society.
- 3.2.2 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Council which is to determine whether to approve or to reject the nomination. The Council shall have absolute discretion to decide upon acceptance or rejection. No reason need be given for this decision.
- 3.2.3 As soon as practicable after the Council makes that determination, the Secretary must:
  - 3.2.3.1 notify the nominee, in writing, that the Council approved or rejected the nomination (whichever is applicable), and
  - 3.2.3.2 if the Council approved the nomination, request the nominee to pay (within a period of 28 days after receipt by the nominee of the notification) the first subscription as specified in 3.7.1.
- 3.2.4 The secretary must, on payment by the nominee of the amounts referred to in clause 3.2.3.2 within the period referred to in that provision, enter the nominees name in the register of members and, on the name being so entered the nominee becomes a member of the Society.
- 3.2.5 A person who accepts membership of the Society shall be thereby deemed to have agreed to be bound by the rules of the Society.

### *3.3 Cessation of membership*

A person ceases to be a member of the Society if the person:

- 3.3.1 dies, or
- 3.3.2 resigns membership, or
- 3.3.3 is expelled from the Society, or
- 3.3.4 ceases to have capacity to make sound and independent decisions to enable participation in the Society.

### *3.4 Membership entitlements not transferable*

A right, privilege or obligation which a person has by reason of being a member of the Society:

- 3.4.1 is not capable of being transferred or transmitted to another person, and
- 3.4.2 terminates on cessation of the person's membership.

### *3.5 Resignation of membership*

- 3.5.1 A member of the Society is not entitled to resign that membership except in accordance with this rule.
- 3.5.2 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 1 month, or such other period as the Council 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.
- 3.5.3 If a member of the Society ceases to be a member under 3.5.2 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.

### *3.6 Register of members*

- 3.6.1 The Public Officer of the Society must ensure that a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member is established and maintained.
- 3.6.2 The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society within business hours.

### *3.7 Fees and subscriptions*

- 3.7.1 A member of the Society must, on admission to membership, pay to the Society the first subscription.
- 3.7.2 If the date Council accepts the membership falls between 1 July and 31 March, the first subscription shall be a pro rata of the annual subscription fee calculated from the date that the Council accepts the membership. The first subscription shall be calculated as a proportion of the annual subscription for that membership category according to the number of days remaining from the date of the Council meeting at which the member was admitted to the end of the financial year of the Society. If such payment be not made within six (6) calendar months after date of notice, the Council may in its discretion cancel its acceptance of the person for membership of the Society.
- 3.7.3 If the date Council accepts the membership falls between 1 April and 30 June, the first subscription shall be a full annual subscription fee for that membership category, and once paid, that member will be considered to be financial from the date of payment until 30 June of the following year. If such payment be not made within six (6) calendar months after date of notice, the Council may in its discretion cancel its acceptance of the person for membership of the Society.
- 3.7.2 A member of the Society must pay to the Society an annual subscription which shall become due and is payable in advance on 1 July in each calendar year.

- 3.7.3 The annual membership fee for each category of membership will be determined by the Council.

### *3.8 Unfinancial members*

If a member's subscription is unpaid for a period of three (3) calendar months after it becomes due then the member may, after notice of the default sent to him by the Secretary, be debarred by resolution of the Council from all privileges of membership provided however that the Council may, in its discretion, within two (2) years of such due date, reinstate that member's membership upon payment of all arrears. But notwithstanding this provision such unfinancial members shall remain bound by the duties and obligations imposed by these rules.

### *3.9 Members' liabilities*

- 3.9.1 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 the 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 3.7.
- 3.9.2 Members of the Society and Council shall be responsible only for the consequences of their own personal, wilful default or neglect and not for the default or neglect of any other person and shall be indemnified by the Society against all other liability incurred by them in the course of their duties as members of the Council and the Society.

### *3.10 Resolution of internal disputes*

- 3.10.1 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.
- 3.10.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### *3.11 Disciplining of members*

- 3.11.1 A complaint may be made to the Council by any person that a member of the Society:
- 3.11.1.1 has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - 3.11.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Society.
- 3.11.2 Any complaint concerning the conduct of a member shall be in writing to the Council and shall specify the offence alleged and the particulars constituting the offence.
- 3.11.3 On receiving such a complaint, the Council:
- 3.11.3.1 must cause notice of the complaint to be served on the member

- concerned, and
- 3.11.3.2 must give the member at least 21 days from the time the notice is served within which to make submissions to the Council in connection with the complaint, and
- 3.11.3.3 must take into consideration any submissions made by the member in connection with the complaint.
- 3.11.4 The Council 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.
- 3.11.5 If the Council 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 Council for having taken that action and of the member's right of appeal under 3.12.
- 3.11.6 The expulsion or suspension does not take effect:
  - 3.11.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - 3.11.6.2 if within that period the member exercises the right of appeal, unless and until the society confirms the resolution under 3.12.5 whichever is the latter.

### *3.12 Right of appeal of disciplined member*

- 3.12.1 A member may appeal to the Society in general meeting against a resolution of the Council under 3.11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 3.12.2 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.
- 3.12.3 On receipt of a notice from a member under 3.12.1 the Secretary must notify the Council 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.
- 3.12.4 At a general meeting of the Society convened under 3.12.3:
  - 3.12.4.1 no business other than the question of the appeal is to be transacted, and
  - 3.12.4.2 the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - 3.12.4.3 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 3.12.5 If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## 4. Meetings

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### 4.1 Annual General Meeting

- 4.1.1 The Society shall in each calendar year convene an Annual General Meeting of its members.
- 4.1.2 The Annual General Meeting shall be held on such day as the Society determines within six (6) months of the end of the financial year.
- 4.1.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 4.1.4 The ordinary business of the Annual General Meeting shall be:
  - 4.1.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting.
  - 4.1.4.2 to receive from the Society reports upon the activities of the Society during the preceding financial year.
  - 4.1.4.3 to elect the President- Elect of the Society and the other members of the Council. If the President has retired early and the President-Elect has been acting as the President and does not wish to continue, the President and the President-Elect will be elected.
  - 4.1.4.4 to receive and consider the statement submitted by the Society in relation to the financial affairs of the Society which gives a true and fair view of:
    - 4.1.4.4.1 income and expenditure
    - 4.1.4.4.2 assets and liabilities
    - 4.1.4.4.3 mortgages, charges and other securities
    - 4.1.4.4.4 trust properties
- 4.1.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 4.1.6 The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

### 4.2 Special General Meeting

- 4.2.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 4.2.2 The Council may, whenever it thinks fit, convene a Special General Meeting of the Society.
  - 4.2.2.1 The Council shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a Special General Meeting of the Society.
  - 4.2.2.2 The requisition for a Special General Meeting shall state the objects of

the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

- 4.2.2.3 If the Council does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- 4.2.2.4 A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council.

### *4.3 Meeting Rules*

- 4.3.1 The Secretary of the Society shall, at least twenty-one (21) days before the date fixed for holding a general meeting of the Society, give a notice 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.
- 4.3.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 4.3.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### *4.4 Proceedings at meetings*

- 4.4.1 Items of business and quorum definition
  - 4.4.1.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
  - 4.4.1.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
  - 4.4.1.3 Twenty (20) members personally present (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. Personal presence includes both physical presence and presence via any technological means by which they are able to simultaneously hear each other and participate in discussion. All members deemed to be present

(including for the purposes of constituting a quorum) are entitled to vote at the meeting.

4.4.1.4 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than twenty (20)) shall be a quorum.

#### 4.4.2 Chairman

4.4.2.1 The President or, in his absence, the Vice President shall preside as Chairman at each general meeting of the Society.

4.4.2.2 If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

#### 4.4.3 Adjournments

4.4.3.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place-to-place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.4.3.2 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

4.4.3.3 Except as provided in 4.4.3.1 and 4.4.3.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### 4.4.4 Voting

4.4.4.1 A question arising at a general meeting of the Society shall 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 Chairman 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. Where any member is present at the meeting via any technological means under clause 4.4.1.3, each such member shall signify assent or dissent to the question in a manner specified or approved by the Chairman.

4.4.4.2 Upon any question arising at a general meeting of the Society, a member has one vote only.

- 4.4.4.3 Votes shall be given personally or by mail or proxy. Where any member is present at the meeting via any technological means under clause 4.4.1.3, each such member shall signify assent or dissent to the question in a manner specified or approved by the Chairman. The manner and conduct of a postal vote shall be determined from time to time by Council.
- 4.4.4.4 In the case of an equality of voting on a question at a general meeting, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 4.4.4.5 If at a meeting a poll of any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 4.4.4.6 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 4.4.4.7 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Society have been paid.
- 4.4.4.8 Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 4.4.4.9 The notice appointing the proxy shall be in the form set out in Appendix 1.

## 5. Council

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### 5.1 *Members of Council*

- 5.1.1 The business of the Society shall be managed by a Council of 8 Councillors and any member appointed under 5.1.4, 5.1.6 and 5.1.9. Only members who are Full, Trainee, Life, Honorary or Retired Members will be eligible to become a member of Council. There will be four office bearers: President, Vice President, Secretary and Treasurer.
- 5.1.2 At any one time, in addition to the President, there shall be either a President-Elect or a Past-President. The office of Vice President will be held by the President-Elect or Past President. If the President-Elect or Past-President is unable or unwilling to take up the office of Vice-President, the Vice-President shall be elected from the elected or appointed Councillors on the vote of all Councillors.
- 5.1.3 At least two (2) but no more than three (3) members of Council shall be from New Zealand.
- 5.1.4 The Chairman of the New Zealand Branch, elected by the New Zealand Members of the Society, will be an automatic appointment to Council.

- 5.1.5 In addition to the Chairman of the New Zealand Branch, New Zealand may have up to two Councillors elected by general membership.
- 5.1.6 If no New Zealand members have been elected by general membership to Council, Council shall appoint, following the advice of the New Zealand Executive, a second New Zealand member from those members who are on the New Zealand Branch Executive Committee.
- 5.1.7 No more than three (3) elected or appointed members of Council shall be from any one State or Territory in Australia.
- 5.1.8 The President of the Chapter of Palliative Medicine (RACP) will be automatically co-opted to be an ex officio member of Council.
- 5.1.9 If no members who are training to become a specialist in Palliative Medicine have been elected by general membership to Council, Council shall appoint a member from those members who are training in specialist Palliative Medicine.
- 5.1.10 Other Council members may be co-opted from time to time, subject to the proviso that no more than three (3) members may be co-opted at any one time (including the member co-opted under 5.1.8). The period of co-option will be at the discretion of Council.

## *5.2 Election, term of appointment and retiring of Council members*

### **5.2.1 President-Elect, President and Past President**

- 5.2.1.1 The President-Elect shall be elected biennially at the Annual General Meeting. The President-Elect shall hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting the following year, when (s)he will become President.
- 5.2.1.2 The President shall hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting two (2) years thereafter, when (s)he shall become Past President.
- 5.2.1.3 The Past-President shall hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting one year thereafter when (s)he shall retire.
- 5.2.1.4 In the event of the President retiring early, the Council will appoint a member of the Council to the position of President and s/he will hold office for such time only as the President would have held office until his/her retirement.

### **5.2.2 Other members of Council**

- 5.2.2.1 The Chairman of the New Zealand Branch shall be an automatic member of Council.
- 5.2.2.2 Councillors shall be elected at the Annual General Meeting to replace vacancies arising from retiring Council members.

- 5.2.2.3 The Secretary and Treasurer shall be elected from elected or appointed Councillors on the vote of all Councillors.
- 5.2.2.4 Each elected member of Council is to hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting two years following the date of the member's election, when (s)he shall retire.
- 5.2.2.5 In the event of a casual vacancy occurring in the membership of Council, the Council may appoint a member of the Society to fill the vacancy.
- 5.2.2.6 Each appointed member to Council will retire from Council at the conclusion of the next Annual General Meeting.
- 5.2.2.7 Councillors who are due to retire at any Annual General Meeting shall, in the absence of disqualification for any reason set out in these rules, be eligible for re-election, provided that no elected or appointed member may serve on Council as an elected or appointed Council member for more than six (6) consecutive years.

### **5.2.3 Election of Council members**

- 5.2.3.1 Nominations of candidates for election of President-Elect or members of Council:
  - 5.2.3.1.1 must be made in writing on the nomination form provided by the Secretary of the Society, signed by two financial members of the Society and accompanied by the written consent of the candidate (on the nomination form), and
  - 5.2.3.1.2 must be delivered to the Secretary of the Society by no later than fourteen (14) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 5.2.3.2 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 5.2.3.3 If insufficient nominations are received to fill all the vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 5.2.3.4 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 5.2.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the Annual General Meeting. The names of the nominees will be circulated to members no later than seven (7) days before the date set down for the Annual General Meeting.
- 5.2.3.6 The ballot for the election of President-Elect and other members of the Council is to be conducted at the Annual General Meeting in

such usual and proper manner as the Council may direct.

#### **5.2.4 Casual vacancies on Council**

- 5.2.4.1 A casual vacancy in the Council occurs if a member of Council
- 5.2.4.1.1 ceases to be a member of the Society for any of the reasons set out in 3.3 hereof, or
  - 5.2.4.1.2 becomes insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - 5.2.4.1.3 resigns office by notice in writing given to the secretary, or
  - 5.2.4.1.4 is removed from office under 5.2.5, or
  - 5.2.4.1.5 is absent without the consent of the Council from three (3) consecutive meetings of the Council.

#### **5.2.5 Removal of a Council member**

- 5.2.5.1 The Society in a general meeting may by resolution remove any member of the Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed
- 5.2.5.2 If a member of the Council to whom a proposed resolution referred to in clause 5.2.5.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is to be considered.

### *5.3 Powers of Council*

The Council shall have the following powers:

- 5.3.1 The Council shall be entitled to exercise all of the powers of the Society save that it shall not have the power of a general meeting of the Society.
- 5.3.2 To employ such servants or agents or other assistance upon such terms and conditions at the remuneration or otherwise as the Society may think proper.
- 5.3.3 To purchase or hire such accommodation, furniture, fittings and equipment for carrying out any one or more of the Objects of the Society as the Society may think fit.
- 5.3.4 To accept and raise money for the purpose of the Society and for the purpose to conduct such appeals on such conditions in such manner as it may think fit.

- 5.3.5 To cause to be paid from the monies of the Society all the expenses of and incidental to the affairs of the Society.
- 5.3.6 To adopt such means of making known the activities of the Society and whether by publicity and/or educational activities in connection with its Objects as the Society may think fit.
- 5.3.7 To authorise any person or persons on its behalf to sign and execute letters, documents and writings of all descriptions including inter alia the signing and endorsing of cheques, pay-in slips, withdrawal forms and other documents relating to the finance generally to represent the Society.
- 5.3.8 The Council has authority to establish a New Zealand Branch and State, Region or Territory Branches or Committees of the Society and to establish guidelines for the conduct of these Branches or Committees.
- 5.3.9 The Council may delegate specific of its powers to sub-committees consisting of members of the Society.
- 5.3.10 The Council shall have power to appoint such staff for the Society upon such conditions and such remuneration as it thinks fit.
- 5.3.11 The Council shall from time to time lay down rules for the signature and execution of papers and documents on behalf of the Society.
- 5.3.12 The Council shall (notwithstanding sub-clause 5.3.1 above) have the power to fill casual vacancies occurring among the members of the Council.
- 5.3.13 The Council may co-opt additional members as set out in 5.1.8 and 5.1.10 from time to time. They will remain members of the Council until the following Annual General Meeting where they may be re co-opted. Acceptance of appointment to Council must be indicated in writing by the co-optee.

#### *5.4 Meetings of Council*

- 5.4.1 Meetings of the Council shall be held as, where and when required by the President or the Secretary or on the written requisition of not less than three (3) Council members.
- 5.4.2 Four (4) members personally present (being members entitled under these rules to vote at a Council meeting) constitute a quorum for the transaction of the business of a Council meeting, Personal presence includes both physical presence and presence via any technological means by which they are able to simultaneously hear each other and participate in discussion. All members (being members entitled under these rules to vote at a Council meeting) deemed to be present (including for the purposes of constituting a quorum) are entitled to vote at the meeting.
- 5.4.3 The President, or in his absence the Vice President or in the absence of them both some person elected by the meeting shall preside at meetings of the Council.
- 5.4.4 Voting at meetings of the Council shall be personal and a simple majority shall prevail provided that in the case of equality in voting the Chairman of the meeting shall have a second or casting vote.

- 5.4.5 Co-opted members of Council shall not be entitled to vote and shall not be office bearers.
- 5.4.6 Council members (being members entitled under these rules to vote at a Council meeting) may vote on any proposed resolution by any electronic means including fax, email, or any other written form of communications. Resolutions considered in this manner must be passed by a number of votes being not less than 6. Any such resolution shall be tabled at the next meeting of the Council and a detailed record of the voting by individual Council members recorded in the minutes of that meeting.

## 5.5 Secretary

The Secretary of the Society shall ensure that minutes of the resolutions and proceedings of each general meeting and each Council meeting are kept in books provided for that purpose together with a record of the names of persons present at Council meetings.

## 5.6 Treasurer

- 5.6.1 The Treasurer of the Society shall ensure that:
  - 5.6.1.1 all moneys due to the Society are collected and received and all payments authorised by the Society are made, and
  - 5.6.1.2 that correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society are kept.
- 5.6.2 The accounts and books referred to in 5.6.1 shall be available for inspection by members.

# 6. Financial

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## 6.1 Funds – source

- 6.1.1 The funds of the Society shall be derived from membership fees, donations and such other sources as the Council determines.
- 6.1.2 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.

## 6.2 Funds – management

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

### *6.3 Accounts and audit*

- 6.3.1 The Council shall ensure that proper financial records of the Society's affairs are kept in accordance with relevant legislation.
- 6.3.2 Annual statements, in accordance with the Act shall be presented to the Annual General Meeting for adoption or otherwise within 6 months of the end of the financial year.
- 6.3.3 The Council shall appoint one or more accountants of the Society. It shall be the function of the accountants to certify the annual financial statements of the Society to be correct or otherwise and to produce such reports and offer such advice to the Council in relation to the financial affairs of the Society as the Council shall require.

### *6.4 Security*

The Council shall take all proper steps to safeguard the money and financial records of the Society.

### *6.5 Financial year*

The financial year of the Society shall, until otherwise fixed by the Council, be from the first day of July in one year to the final day in June in the next.

### *6.6 Custody of books*

Except as otherwise provided by these rules, the Secretary (or other individual authorised by the Council) must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

### *6.7 Inspection of books*

The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society during business hours.

### *6.8 Payments*

The Society shall be a non-profit making organisation and no portion of the Society's monies or property shall be paid or transferred to any member of the Society provided however that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or any member of the Council in return for any services actually rendered to the Society, or for repayment of out-of-pocket expenses incurred in the course of business conducted on behalf of the Society.

## 7. Service of notices

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7.1 For the purpose of these rules, a notice may be served on or given to a person:

- 7.1.1 by delivering it to the person personally, or
- 7.1.2 by sending it by pre-paid post to the address of the person, or
- 7.1.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

7.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- 7.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- 7.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- 7.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 8. New Zealand Branch

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- 8.1 The Chairman of the New Zealand Executive will be an automatic appointment to Council.
- 8.2 If no New Zealand members have been elected by general membership to Council, Council will appoint, following the advice of the New Zealand Executive, a second member from those elected members who are on the New Zealand Executive.
- 8.3 The President, on behalf of the Council, and the Chairman of the New Zealand Executive, on behalf of the New Zealand branch, will enter a binding Memorandum of Understanding that will be reviewed from time to time as required by either party and will govern the nature of the New Zealand branch's governance and the nature of the relationship between ANZSPM and the New Zealand branch moving forward.

## 9. Special Resolution

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A resolution of the Society is a special resolution 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.

## 10. Alteration to the objects and rules

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The statement of objects and these rules may be altered, rescinded or added to only by a special resolution at an Annual General Meeting.

## 11. Dissolution of the Society

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- 11.1 The Society shall be dissolved if a special resolution that it be dissolved as at a certain date be passed at a general meeting of the Society called for the purpose of considering such a resolution.
- 11.2 The persons proposing such a resolution shall submit a copy thereof in writing to the Secretary or other officer of the Society and the Council shall then appoint a meeting of the Society at some date not more than two (2) calendar months after the date of such receipt.
- 11.3 At such meeting as aforesaid, the Council shall arrange that prior to dissolution the assets of the Society shall be got in and realised and the debts paid and that any balance then remaining shall be transferred to other such organisation, fund, institution or authority, which is a non profit organisation\* as is resolved by special resolution. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984 (NSW).

## 12. Public Officer

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- 12.1 The Council shall ensure that a person is appointed as Public Officer.
- 12.2 The first Public Officer shall be the person who completed the application for incorporation of the Society.
- 12.3 The Council may at any time remove the Public Officer and appoint a new Public Officer provided the person is 18 years of age or older and a resident of New South Wales.
- 12.4 The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - 12.4.1 death
  - 12.4.2 resignation
  - 12.4.3 removal by the Council or at a general meeting
  - 12.4.4 bankruptcy or financial insolvency
  - 12.4.5 mental illness
  - 12.4.6 residency outside New South Wales
- 12.5 When a vacancy occurs in the position of Public Officer the Council shall within fourteen (14) days notify the Registry of Co-operatives and Associations by the prescribed form and appoint a new Public Officer.

- 12.6 The Public Officer is required to notify the Registry of Co-operatives and Associations in the prescribed form in the following circumstances:
- 12.6.1 appointment (within fourteen (14) days)
  - 12.6.2 a change of residential address (within fourteen (14) days)
  - 12.6.3 a change in the Society's objects or rules (within one (1) month)
  - 12.6.4 a change in the membership of the Council (within fourteen (14) days)
  - 12.6.5 of the Society's financial affairs (within one (1) month after the Annual General Meeting)
  - 12.6.6 a change in the Society's name (within one (1) month).
- 12.7 The Public Officer may be an office bearer, full member, or any other person regarded as suitable for the position by the Council.

Appendix 1

*FORM OF APPOINTMENT OF PROXY*

I.....of.....being a financial member  
of The Australian and New Zealand Society of Palliative Medicine Incorporated hereby

appoint ..... of .....being a financial  
member of The Australian and New Zealand Society of Palliative Medicine Incorporated as my proxy vote  
to vote for me on my behalf at the general meeting of the Society 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

..... (details to be inserted if  
desired).

..... Signature of member appointing proxy

..... Date