

ASSOCIATIONS INCORPORATION ACT 1981

RULES

**THE AUSTRALIAN AND NEW ZEALAND SOCIETY OF THE HISTORY
OF MEDICINE INCORPORATED**

CONTENTS

Clause	Headings
1	<u>NAME</u>
2	<u>INTERPRETATION</u>
2.1	Definitions
2.2	Secretary
2.3	Construction
3	<u>APPLICATIONS FOR MEMBERSHIP</u>
3.1	Eligibility
3.2	Membership
3.3	Honorary Members
3.4	Entry in Register
3.5	Rights of Members
4	<u>ENTRANCE FEE AND ANNUAL SUBSCRIPTION</u>
4.1	Entrance Fee
4.2	Annual Subscription
4.3	Membership
4.4	Cessation of Membership
5	<u>REGISTER OF MEMBERS</u>
6	<u>RESIGNATION OF MEMBER</u>
6.1	Resignation
6.2	Entry in Register
7	<u>DISCIPLINING OF MEMBER</u>
7.1	Due Process
7.2	Expulsion
7.3	Council Resolution
7.4	Service of Notice of Resolution
7.5	Council Meeting
7.6	Convening of Special General Meeting
7.7	Conduct of Special General Meeting
7.8	Determination of Special General Meeting
8	<u>ANNUAL GENERAL MEETING</u>
8.1	Each Calendar Year
8.2	Executive to Determine
8.3	Notice of Annual General Meetings
8.4	Ordinary Business
8.5	Special Business
8.6	Additional General Meetings
9	<u>SPECIAL GENERAL MEETINGS</u>

10	<u>CONVENING SPECIAL GENERAL MEETINGS</u>
10.1	Council
10.2	Requisition of Members
10.3	Objects of Meeting
10.4	Council May Call a Postal Ballot
11	<u>NOTICE OF MEETING</u>
11.1	Notice to Members
11.2	Business of General Meeting
11.3	Other Business
12	<u>PROCEEDINGS AT MEETINGS</u>
12.1	No Business Without a Quorum
12.2	Quorum
12.3	No Quorum
13	<u>CHAIRMAN OF GENERAL MEETINGS</u>
13.1	President is Chairman
13.2	Election of another Chairman
14	<u>ADJOURNED GENERAL MEETINGS</u>
14.1	Chairman May Adjourn a General Meeting
14.2	Notice of Adjourned General Meeting
14.3	No Notice
15	<u>DETERMINATION OF QUESTIONS</u>
16	<u>VOTING</u>
16.1	Each Member has One Vote
16.2	Vote Personally or By Proxy
16.3	Casting Vote
17	<u>POLL</u>
17.1	Demand for Poll
17.2	Time for Taking Poll
18	<u>ENTITLEMENT TO VOTE</u>
19	<u>PROXIES</u>
19.1	Another Member
19.2	Form of Proxy
20	<u>COUNCIL OF MANAGEMENT</u>
20.1	Management of Affairs of Society
20.2	Powers and Responsibilities of the Council
21	<u>OFFICERS OF THE SOCIETY</u>
21.1	Officers
21.2	Appointed Officers
21.3	Election of Officers
21.4	Term of Office
21.5	Casual Vacancy
22	<u>COUNCIL</u>
22.1	Composition of Council
22.2	Term on Council
22.3	Casual Vacancies
23	<u>ELECTION OF COUNCIL</u>

23.1	Election of Officers and Ordinary Members of Council
23.2	Nomination of Candidates
23.3	President
23.4	Insufficient Nominations
23.5	Equal Number of Nominations and Vacancies
23.6	Ballot
23.7	Manner of Conducting Ballot
24	<u>VACANCY</u>
25	<u>PROCEDURE OF COUNCIL</u>
25.1	Number of Meetings
25.2	Executive Committee
25.3	Special Council Meetings
25.4	Notice of Special Meetings
25.5	Quorum
25.6	No Quorum
25.7	Chairman of Meetings
25.8	Determination of Questions
25.9	Voting
25.10	Notice of Council Meetings
25.11	Vacancy on Council
26	<u>SECRETARY</u>
27	<u>TREASURER</u>
27.1	Duties of Treasurer
27.2	Inspection of Accounts
28	<u>REMOVAL OF MEMBER OF COUNCIL</u>
28.1	Removal
28.2	Written Representations
29	<u>CHEQUES</u>
30	<u>SEAL</u>
30.1	Custody of Common Seal
30.2	Use of Common Seal
31	<u>ALTERATION OF RULES AND STATEMENT OF PURPOSES</u>
32	<u>NOTICES</u>
32.1	Service
32.2	Service by Post
33	<u>WINDING UP AND AMALGAMATION</u>
33.1	Winding Up
33.2	Amalgamation
34	<u>CUSTODY OF RECORDS</u>
35	<u>FUNDS</u>
36	<u>NON PROFIT</u>
37	<u>GRIEVANCE PROCEDURE</u>
37.1	Procedure
37.2	Convening of Meeting
37.3	Council Meeting
37.4	Appeal to Special General Meeting

37.5	Conduct of Special General Meeting
APPENDIX 1	<u>Application for Membership</u>
APPENDIX 2	<u>Form of Appointment of Proxy</u>

1 NAME

The name of the incorporated association is The Australian and New Zealand Society of the History of Medicine Incorporated (in these Rules called the "Society"). The purposes of the Society are:

- a. The association in Australia and New Zealand of a society of persons interested in the history of medicine;
- b. The encouragement in Australia and New Zealand of the study of the history of medicine and the development of critical standards in the field; and
- c. The organisation in Australia and New Zealand of conferences, meetings and discussion groups for the presentation and discussion of papers, dissertations and other matters relating to the history of medicine.

The Society shall be organised from an Australian and New Zealand base with such Australian, New Zealand and international branches as may be deemed necessary and approved by the Council to achieve the purposes of the Society.

2 INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

- "Act" means the Associations Incorporation Act 1981(Victoria);
- "Annual General Meeting" means the annual general meeting of Members convened in accordance with Rule 8;
- "Council" means the Council of Management of the Society;
- "Executive Committee" means the committee established under Rule 25.2;
- "Financial Year" means the twelve months ending on 31 March;
- "General Meeting" means a general meeting of Members convened in accordance with Rule 11 and includes an Annual General Meeting and a Special General Meeting;
- "Member" means a member of the Society and may include honorary members and concessional fee members and "Membership" means membership of the Society;
- "Officer" means an officer of the Society under Rule 21;
- "Ordinary Member of the Council" means a member of the Council who is not an Officer;

- "President" means the president of the Society for the time being appointed in accordance with these Rules;
- "Public Officer" means the public officer of the Society appointed from time to time in accordance with the Act;
- "Registrar" means the Registrar of Incorporated Associations in Victoria, and includes a Deputy Registrar and Assistant Registrar of Incorporated Associations;
- "Regulations" means regulations under the Act;
- "Special General Meeting" means a Special General Meeting of Members convened in accordance with Rule 10;
- "Statement of Purposes" means the statement of purposes of the Society;
- "Treasurer" means the treasurer of the Society for the time being appointed in accordance with these Rules;
- "Vice-President" means the vice-president of the Society for the time being appointed in accordance with these Rules.

2.2 Secretary

In the Rules, a reference to the Secretary is a reference:

- a. where a person holds office under these Rules as secretary of the Society, to that person; and
- b. in any other case, to the Public Officer of the Society.

2.3 Construction

Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3 APPLICATION FOR MEMBERSHIP

3.1 Eligibility

Any person interested in the history of medicine is eligible to be a member.

3.2 Membership

Any person who is eligible for membership shall be admitted as a Member upon application in the form set out in Appendix 1 and payment of the Entrance Fee and first Annual Subscription to the Society.

3.3 Honorary Members

Any person may be recommended by the Council and elected by the Members of the Society in General Meeting as an Honorary Member and shall not be liable to pay any subscription but shall be entitled to all the privileges of Membership.

3.4 Entry in Register

The Secretary shall, upon payment of the amounts referred to in Rule 3.2, enter the nominee's name in the register of Members and, upon the name being so entered, the nominee becomes a Member.

3.5 Rights of Members

A right, privilege or obligation of a person by reason of Membership:

- a. is not capable of being transferred or transmitted to another person;
- b. terminates upon the cessation of Membership whether by death or resignation or otherwise.

4 ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4.1 Entrance Fee

The entrance fee is \$5.00 or such other amount as is approved from time to time by the Members in General Meeting.

4.2 Annual Subscription

The annual subscription is \$20.00 or such other amount as is approved from time to time by the Members in General Meeting and is payable in advance on or before the first day of March in each year.

4.3 Membership

The Members in General Meeting may approve a concessional rate of annual subscription for such classes of persons as may be agreed by resolution.

4.4 Cessation of Membership

A member who fails to pay the annual subscription on or before 30th day of September in the year such subscription is due shall cease to be a Member of the Society on and from that date.

5 REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the date upon which any person ceases to be a Member and the register shall be available for inspection and copying by Members upon request.

6 RESIGNATION OF MEMBER

6.1 Resignation

A Member may resign from the Society by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the Member ceases to be a Member.

6.2 Entry in Register

Upon the expiration of a notice given under Rule 6.1, the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

7 DISCIPLINING OF MEMBERS

7.1 Due Process

Before any resolution under Rule 7.2 is considered for adoption, the Council must ensure that due process is followed, providing for the Member to be dealt with according to the principles of natural justice.

7.2 Expulsion

Subject to these Rules, the Council may by resolution approved by not less than 75% of the members of the Council present and voting:

- a. expel a Member from the Society;
- b. suspend a Member from membership of the Society for a specified period; or
- c. fine a Member in accordance with the Regulations, if the Council is of the opinion that the Member:
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has acted in a manner deemed contrary to the interests of the Society.

7.3 Council Resolution

A resolution of the Council under Rule 7.2:

- a. does not take effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after the service on the Member of a notice under Rule 7.4, confirms the resolution in accordance with this Rule; and
- b. where the Member exercises a right of appeal to the Society under this Rule does not take effect unless the Society confirms the resolution in accordance with this Rule.

7.4 Service of Notice of Resolution

If the Council passes a resolution under Rule 7.2, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:

- a. setting out the resolution of the Council and the grounds on which it is based;
- b. stating that the Member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- c. stating the date, place and time of that meeting;
- d. informing the Member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Society in General Meeting against the resolution.

7.5 Council Meeting

At a meeting of the Council held in accordance with Rule 7.3, the Council:

- a. shall give to the Member an opportunity to be heard;
- b. shall give due consideration to any written statement submitted by the Member;
and
- c. shall by resolution determine whether to confirm or to revoke the resolution.

7.6 Convening a Special General Meeting

If the Secretary receives a notice under Rule 7.4(d)(iii), he or she shall notify the Council and the Council shall convene a Special General Meeting to be held within 21 days after the date on which the Secretary received the notice.

7.7 Conduct of Special General Meeting

At a Special General Meeting convened under Rule 7.6:

- a. no business other than the question of the appeal shall be transacted;
- b. the Council may place before the Special General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- c. the Member shall be given an opportunity to be heard; and
- d. the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.8 Determination of Special General Meeting

If at the Special General Meeting:

- a. 75% of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- b. in any other case, the resolution is revoked.

8 ANNUAL GENERAL MEETING

8.1 Each Calendar Year

- a. Subject to Rule 8.1(b), the Society shall in each calendar year convene an Annual General Meeting.
- b. The Society is not obliged to hold its first Annual General Meeting during the year of its incorporation provided that the first Annual General Meeting is held within 18 months of incorporation.

8.2 Executive Committee to Determine

The Annual General Meeting shall be held on such day as the Executive Committee determines.

8.3 Notice of Annual General Meeting

The Annual General Meeting shall be specified as such in the notice convening it.

8.4 Ordinary Business

The ordinary business of the Annual General Meeting shall be:

- a. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- b. to receive from the Council reports upon the transactions of the Society during the last preceding financial year;
- c. to receive and consider the statement submitted by the Society in accordance with section 30(3) of the Act; and
- d. at every second Annual General Meeting only, to elect the Officers and the Ordinary Members of the Council.

8.5 Special Business

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

8.6 Additional General Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

9 SPECIAL GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

10 CONVENING SPECIAL GENERAL MEETINGS

10.1 Council

The Council may, whenever it thinks fit, convene a Special General Meeting and, where, but for this Rule 10.1, more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

10.2 Requisition of Members

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.

10.3 Objects of Meeting

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.

10.4 Council May Call a Postal Ballot

The Council may determine that in place of a Special General Meeting convened by Members in pursuance of these Rules the proposed resolutions shall be determined by a postal ballot of the Members of the Society in which case the following procedure shall apply:

- a. the Secretary shall within one month of the requisition cause to be sent to each Member at the address appearing in the register of Members, a notice by pre-paid post which shall include:
 - (i) the proposed resolution or resolutions;
 - (ii) a statement by the Members making the requisition;
 - (iii) a statement setting out the view-point of the Council on the resolution or resolutions; and
 - (iv) postal ballot papers with a return date of 21 days;
- b. the ballot papers shall be returned to the Secretary who shall hold them unopened until the return date has lapsed when the Secretary and a Representative of the Members making the requisition shall meet to open and count the ballot papers; and
- c. the Secretary shall notify the Members of the result of the ballot in accordance with the usual notice procedures.

11 NOTICE OF MEETING

11.1 Notice to Members

The Secretary shall, at least 21 days before the date fixed for holding a General Meeting, cause to be sent to each Member at the address appearing in the register of Members, a notice by pre-paid post stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.

11.2 Business of General Meeting

No business other than that set out in the notice convening the General Meeting shall be transacted in the General Meeting.

11.3 Other Business

A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next Annual General Meeting after the receipt of the notice.

12 PROCEEDINGS AT MEETINGS

12.1 No Business Without a Quorum

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.

12.2 Quorum

Five 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.

12.3 No Quorum

If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the General Meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to such time and place as the Chairman may determine and if at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present (being not less than 3) shall be a quorum.

13 CHAIRMAN OF GENERAL MEETINGS

13.1 President is Chairman

The President, or in the President's absence, the Vice-President, shall preside as Chairman at each General Meeting.

13.2 Election of Another Chairman

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 General Meeting.

14 ADJOURNED GENERAL MEETINGS

14.1 Chairman May Adjourn a General Meeting

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

14.2 Notice of Adjourned General Meeting

Where a General Meeting is adjourned for 14 days or more, a like notice of the adjourned General Meeting shall be given as in the case of the General Meeting.

14.3 No Notice

Except as provided in Rule 14.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

15 DETERMINATION OF QUESTIONS

A question arising at a General Meeting 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 loss, and 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, the resolution.

16 VOTING

16.1 Each Member has one Vote

Upon any question arising at a General Meeting, a Member has one vote only.

16.2 Vote Personally or By Proxy

All votes shall be given personally or by proxy.

16.3 Casting Vote

In the case of an equality of voting on a question, the Chairman of the General Meeting is entitled to exercise a second or casting vote.

17 POLL

17.1 Demand for Poll

If at a General Meeting a poll on any question is demanded by not less than three Members, it shall be taken at that General Meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that question.

17.2 Time for Taking Poll

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 General Meeting as the Chairman may direct.

18 ENTITLEMENT TO VOTE

A Member is not entitled to vote at any General Meeting unless all moneys due and payable by the Member to the Society have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

19 PROXIES

19.1 Another Member

Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed.

19.2 Form of Proxy

The notice appointing the proxy shall be in the form set out in Appendix 2.

20 COUNCIL OF MANAGEMENT

20.1 Management of Affairs of Society

The affairs of the Society (except as otherwise provided by these Rules) shall be managed by a Council constructed as provided in Rule 22.

20.2 Powers and Responsibilities of the Council

The Council:

- a. shall control and manage the business affairs of the Society;
- b. may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by General Meetings;
- c. may appoint such committees as are deemed expedient and may delegate any of its duties to such committees; and
- d. subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Society.

21 OFFICERS OF THE SOCIETY

21.1 Officers

- a. The Officers shall be:
- b. a President;
- c. a Vice-President;
- d. a Treasurer;
- e. a Secretary; and
- f. such other officers of the Society as the Society may appoint at a General Meeting.

21.2 Appointed Officers

The Members of the Society to be appointed to the Council in a non-executive capacity shall be those who hold the positions of,

- a. the Editor of the Newsletter,
- b. the Editor of the Bulletin of the Society known as "Health and History",
- c. the Internet Officer,
- d. the Convenor of the next ANZSHM Biennial Conference
- e. each President (or their nominee) of a duly constituted branch

If any of these positions are held jointly by two or more members of the Society, one of their number in each case shall be nominated as the Council member.

21.3 Election of Officers

The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Rule 21.1.

21.4 Term of Office

Each Officer shall hold office subject to these Rules until the second Annual General Meeting after the date of his or her election or appointment at which time he or she will

be deemed to resign but will be eligible for re-election.

The officers of the Society shall act in all matters in accordance with the direction of the Council.

21.5 Casual Vacancy

In the event of a casual vacancy in any office referred to in Rule 21.1, the Council may appoint one of the Ordinary Members of the Council to the vacant office and the person so appointed may continue in that office up to and including the conclusion of the Annual General Meeting at which an election of Officers and Members of the Council is held next following the date of the appointment.

22 COUNCIL

22.1 Composition of Council

Subject to section 23 of the Act, the Council shall consist of not more than 18 Members including the Officers, elected in accordance with these Rules.

22.2 Term on Council

Ordinary Members of the Council will hold office subject to these Rules until their resignation in accordance with these Rules.

22.3 Casual Vacancy

In the event of a casual vacancy occurring in the office of an Ordinary member of the Council, the Council may appoint a Member to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting at which an election of Officers and Members of the Council is held next following the date of the appointment.

23 ELECTION OF COUNCIL

23.1 Election of Officers and Ordinary Members of the Council

An election of the Officers and Ordinary Members of the Council will be held at every second Annual General Meeting at which time each Officer and Ordinary Member of the Council will resign but shall be eligible for re-election.

23.2 Nomination of Candidates

Nominations of candidates for election as Officers or as Ordinary Members of the Council:

- a. shall be made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- b. shall be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual General Meeting.

23.3 President

A Member shall not be eligible for election as President unless he or she has been an

Ordinary Member of the Council for at least 2 years immediately preceding his or her election.

23.4 Insufficient Nominations

If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

23.5 Equal number of Nominations and Vacancies

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

23.6 Ballot

If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

23.7 Manner of Conducting Ballot

The ballot for the election of Officers and Ordinary Members of the Council shall be conducted at the Annual General Meeting in such usual and proper manner as the Council may direct.

24 VACANCY

For the purposes of these Rules, the office of an Officer or of an Ordinary Member of the Council becomes vacant if the Officer or Ordinary member of the Council:

- a. becomes an insolvent under administration within the meaning of the Corporations Law; or
- b. resigns his office by notice in writing given to the Secretary.

25 PROCEDURE OF COUNCIL

25.1 Number of Meetings

The Council shall meet at least 1 time in each year at such place and such times as the Council may determine.

25.2 Executive Committee

- a. The Executive Committee shall comprise President, Vice-President, Secretary and Treasurer and shall administer, subject to the directions of the Council, the day-to-day affairs of the Society. Subject to the directions of the Council the Executive Committee shall be authorised to receive and disburse funds of the Society in the ordinary course of the administration of the Society.

- b. The Executive Committee shall meet at least 3 times in each year at such places and such times as the Executive Committee may determine.
- c. The Executive Committee may co-opt other Members of the Council for such periods as the Executive Committee deems appropriate.
- d. A quorum for the purposes of a meeting of the Executive Committee shall be 2 non co-opted Members of the Executive Committee.

25.3 Special Council Meetings

Special meetings of the Council may be convened by the President or by any 4 of the members of the Council.

25.4 Notice of Special Meetings

Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

25.5 Quorum

Any 4 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

25.6 No Quorum

No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same time and place as the Chairman may determine unless the meeting was a special meeting in which case it lapses.

25.7 Chairman of Meetings

At meetings of the Council:

- a. the President or in the President's absence the Vice-President shall preside; or
- b. if the President and the Vice-President are absent, such one of the remaining members of the Council as may be chosen by the members present shall preside.

25.8 Determination of Questions

Questions arising at a meeting of the Council or of any Committee appointed by the Council shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

25.9 Voting

Each member present at a meeting of the Council or of any Committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

25.10 Notice of Council Meetings

Written notice of each Council meeting shall be served on each member of the Council

by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least twenty-one days before the date of the meeting.

25.11 Vacancy on Council

Subject to Rule 25.5, the Council may act notwithstanding any vacancy on the Council.

26 SECRETARY

The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and each Council meeting in books provided for that purpose together with a record of the names of persons present at Council meetings.

27 TREASURER

27.1 Duties of Treasurer

The Treasurer:

- a. shall collect and receive all moneys due to the Society and make all payments authorised by the Society; and
- b. shall keep 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.

27.2 Inspection of Accounts

The accounts and books referred to in Rule 27.1 shall be available for inspection by Members.

28 REMOVAL OF MEMBER OF COUNCIL

28.1 Removal

The Society in General Meeting may by resolution remove any member of the Council before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.

28.2 Written Representations

Where the member to whom a proposed resolution referred to in Rule 28.1 makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the Members, the Secretary or President may send a copy of the representations to each Member or, if they are not so sent, the member may require that they be read out at the General Meeting.

29 CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Council.

30 SEAL

30.1 Custody of Common Seal

The common seal of the Society shall be kept in the custody of the Secretary.

30.2 Use of Common Seal

The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two members of the Council or of one member of the Council and the Public Officer.

31 ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Society may be altered only in the following manner:

Any Member may submit in writing, a proposed amendment to the Rules or Statement of Purposes of the Society to the Council.

- a. (i) Every proposed amendment received by the Council not less than 30 days before the next Annual General Meeting, must be referred to the next General Meeting for consideration.
(ii) Every proposed amendment received by the Council less than 30 days before the next Annual General Meeting may, if the Council decides, be referred to the next General Meeting but, if not so referred, must be referred to the next following General Meeting.
- b. Not less than 21 days' notice must be given to Members, in accordance with the Rules, specifying the intention to propose the resolution altering the Rules or Statement of Purposes as a special resolution.
- c. The proposed amendment is ineffective unless it is passed by special resolution being a resolution passed by a majority of not less than three-fourths of the Members who are entitled to vote and do vote in person or by proxy at a General Meeting. A declaration by the chairman that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.
- d. The Public Officer shall, within one month after the passing of the special resolution altering the Statement of Purposes or the Rules, lodge with the Registrar notice in writing of the special resolution setting out particulars of the alteration together with a declaration signed by at least two members of the Council to the effect that the special resolution was passed in accordance with the Act.
- e. The Public Officer shall pay to the Registrar the prescribed fee at the time of lodging the notice under Rule 31(e).
- f. The alteration to the Rules or Statement of Purposes takes effect on the date when the Public Officer lodges the notice under Rule 31(e).

32 NOTICES

32.1 Service

A notice may be served by or on behalf of the Society upon any Member either personally or by sending it by post to the Member at the address shown in the register of Members.

32.2 Service by Post

Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

33 WINDING UP AND AMALGAMATION

33.1 Winding up

1. If the Society is wound up or cancelled in accordance with the Act, any property remaining after payment of all debts and liabilities, must not be paid to or distributed amongst the Members. The remaining property must be given or transferred to a fund, authority or institution having purposes similar to the purposes of the Society and which prohibits the distribution of its income and property to its members and which, itself, is exempt from income tax. The fund, authority or institution is to be determined in accordance with a special resolution of the Members or, in the absence of a special resolution, by the Registrar or by a Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

33.2 Amalgamation

Where it promotes the purposes of the Society to amalgamate in accordance with the Act with any one or more other organisations having similar purposes, the other organisation(s) must have rules prohibiting the distribution of its or their income and property to members and must be exempt from income tax.

34 CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Society.

35 FUNDS

The funds of the Society shall be derived from entrance fees, annual subscriptions, donations and other such sources as the Council determines.

36 NON-PROFIT

- a. The income and property of the Society shall be used and applied solely in promotion of the purposes of the Society as set out in these Rules.
- b. No income or property of the Society is to be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any Member.
- c. However nothing in these rules prevents the payment in good faith:
 - (i) of remuneration to any officers or servants of the Society in return for any services rendered to the Society;
 - (ii) for goods supplied in the ordinary and usual course of business;
 - (iii) in reimbursement of expenses incurred on behalf of the Society;
 - (iv) of interest at a reasonable and proper rate on money borrowed from any Member; or
 - (v) of reasonable and proper rent for premises demised or let by any Member to the Society.

37 GRIEVANCE PROCEDURE

37.1 Procedure

1. If there is a dispute between a Member and another Member, or a Member and the Society, a Member may, as soon as practicable, cause to be served on the Secretary a notice in writing stating that the Member wishes to address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice.

37.2 Convening of Meeting

1. Upon receipt of a notice under Rule 37.1 the Council shall serve on the Member and any other Member referred to in the notice details of the date, place and time of that meeting and informing those Members
2. that they may attend that meeting and/or give to the Council before the date of that meeting a written statement in relation to the matter in dispute.

37.3 Council Meeting

1. At a meeting of the Council held in accordance with Rule 37.2, the Council shall:
 - (a) give to any Member served in accordance with Rule 37.2 an opportunity to be heard;
 - (b) give due consideration to any written statements submitted by a Member;
 - (c) allow any person to act on behalf of a Member;
 - (d) otherwise apply natural justice in relation to the matter; and
- by resolution determine what course of action (if any) should be taken and advise the relevant Member or Members accordingly.

37.4 Appeal to Special General Meeting

1. Not later than 7 days after receiving advice of the resolution of the Council meeting held in accordance with Rule 37.3, the Member concerned may lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Society in General Meeting against the resolution. If the Secretary receives such a notice, the Secretary shall notify the Council and the Council shall convene a Special General Meeting to be held within 28 days after the date on which the Secretary received the notice.

37.5 Conduct of Special General Meeting

1. At a Special General Meeting convened under Rule 37.4:
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council shall place before the Special General Meeting details of the grounds for the resolution;
 - (c) the Member may submit any written statements before the Special General Meeting;
 - (d) the Member shall be given an opportunity to be heard and may appoint any person to act on behalf of the member,
 - (e) natural justice shall be applied; and
 - (f) the Members present in person (whether or not a quorum is present) shall vote by ordinary resolution on the question whether the resolution should be confirmed or revoked, and the decision of the Members shall be final and binding.

APPENDIX 1

APPLICATION FORM

AUSTRALIAN AND NEW ZEALAND SOCIETY OF THE HISTORY OF MEDICINE
INC.

Reg No. A003154W ABN 88 095 106 769

APPLICATION FOR MEMBERSHIP

Title: Prof / Dr / Mr / Mrs / Ms Other:

Name/s:

Address: (including Department if applicable)

Postcode:

Telephone:

email:

Please enclose the following payment

Annual subscription (this includes newsletter and journal). \$55.00

Concession subscription for fulltime students and pensioners (this includes newsletter and journal). \$25.00

Household subscription (2 people only, this includes newsletter and journal). \$70.00

Institutional membership (this includes the journal and newsletter). \$95.00

Institutional membership (this includes the journal only). \$85.00

Total \$

Concession or student card number:

Please make cheques payable to: Australian and New Zealand Society of the History of
Medicine **OR** you may pay by credit card

Please circle: Bankcard Mastercard Visa

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------	--------------------------	---	--------------------------	--------------------------	--------------------------	--------------------------	---	--------------------------	--------------------------	--------------------------	--------------------------	---	--------------------------	--------------------------	--------------------------	--------------------------

Expiry date: /

Name on card:

Signature: _____

Send by mail to:
the Membership Secretary ANZSHM
PO Box 4092
The University of Melbourne Post Office
Victoria, 3052
AUSTRALIA

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I, . (full name of applicant)

of (Address)

.....

being a member of The Australian and New Zealand Society of the History of Medicine Incorporated hereby appoint

.....

of

being a member () of that Incorporated Society ,

or The Chairman of the meeting () (Tick space)

I instruct my proxy to vote on my behalf in the manner directed below at the Special General Meeting of the Society to be held on....., and at any adjournment of that meeting.

My proxy is authorised to vote as follows:

Resolution : FOR _____ AGAINST _____

Signed

Date