

Australian and New Zealand Society of the History of Medicine New South Wales Branch Incorporated

Incorporation No. INC9876186

R U L E S

PART I – PRELIMINARY

1. NAME OF THE SOCIETY

The name of the Society shall be the Australian and New Zealand Society of the History of Medicine New South Wales Branch Incorporated.

2. OBJECTS OF THE SOCIETY

- 2.1. foster interest, research, knowledge, understanding, and appreciation of all aspects of history of medicine and health, and to encourage the development of critical standards in the field;
- 2.2. promote the collection, preservation and use of all materials relating to the history of medicine in New South Wales;
- 2.3. encourage the establishment and development of medical history collections in New South Wales;
- 2.4. foster the teaching and study of medical history in undergraduate and continuing medical education, and encourage the development of the history of medicine as an academic discipline;
- 2.5. facilitate the presentation and publication of original papers, reviews and documents relating to the history of medicine;
- 2.6. sponsor or participate in conferences, meetings, exhibitions and displays relating to the history of medicine;
- 2.7. confer awards for outstanding achievement in the field;
- 2.8. affiliate or co-operate with other organisations with objects similar to those of the society;
- 2.9. raise funds for the attainment of these objects and related activities, subject to the regulation regarding ethical fundraising;
- 2.10. engage in other activities compatible with the above objects as determined by the society.

3. DEFINITIONS

3.1. In these rules:

"ordinary member" means a member of the committee who is not an office-bearer of the society, as referred to in rule 16.1 (b);

"secretary" means: the person holding office under these rules as secretary of the society; or if no such person holds that office the public officer of the society;

"special general meeting" means a general meeting of the society other than an annual general meeting;

"the Act" means the Associations Incorporation Act 1984;

"the Regulation" means the Associations Incorporation Regulation 1994.

3.2. In these rules:

- a. a reference to a function includes a reference to a power, authority and duty; and
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- 3.3. The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - MEMBERSHIP

4. QUALIFICATIONS FOR MEMBERSHIP

- 4.1. All persons interested in the history of medicine and health shall be eligible for membership.
- 4.2. Members of the ANZSHM who provide a postal address in NSW shall automatically be a member of the NSW branch.
- 4.3. Members of the ANZSHM (NSW) automatically become members of the ANZSHM.

5. APPLICATION FOR MEMBERSHIP

- 5.1. Admission of a member shall be by application in writing and payment of the annual subscription to the Treasurer of the ANZSHM.
- 5.2. The Committee may admit any person as an honorary member, in recognition of outstanding service to the society. Nominations for admission as life member shall be signed by two members of the society.
- 5.3. Any person who was a Life Member of the NSWSHM is entitled to receive the same level of free services in the new branch. This entitlement does not include the free provision of services previously provided only to members of the ANZSHM (such as Health & History, Medical History newsletter, website facilities, and member rates at Conferences).

6. CESSATION OF MEMBERSHIP

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

- 6.1. dies; or
- 6.2. resigns membership; or
- 6.3. is expelled from the society.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

- 7.1. is not capable of being transferred or transmitted to another person; and
- 7.2. terminates on cessation of the person's membership.

8. RESIGNATION OF MEMBERSHIP

- 8.1. A member of the society is not entitled to resign that membership except in accordance with this rule.
- 8.2. 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 30 days (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.3. If a member of the society ceases to be a member under clause 8.2, 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.

9. REGISTER OF MEMBERS

- 9.1. The public officer of the society must establish and maintain 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.
- 9.2. 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 at any reasonable hour.

10. FEES AND SUBSCRIPTIONS

- 10.1. A member of the society must, on admission to membership, pay the annual fee as determined by the committee.
- 10.2. The members in general meeting may approve a concessional rate of annual subscription for such classes of persons as may be agreed to by the resolution.
- 10.3. A member, other than a life member or an honorary member, who fails to pay the annual subscription for two consecutive years shall cease to be a member of the society when the second subscription falls due.

11. MEMBERS LIABILITIES

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 rule 10.

12. RESOLUTION OF INTERNAL DISPUTES

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.

13. DISCIPLINING OF MEMBERS

13.1. A complaint may be made by any member of the society that some other member of the society:

- a. has persistently refused or neglected to comply with a provision or provisions of these rules; or
- b. has persistently and wilfully acted in a manner prejudicial to the interests of the society.

13.2. On receiving such a complaint, the committee:

- a. must cause notice of the complaint to be served on the member concerned; and
- b. must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
- c. must take into consideration any submissions made by the member in connection with the complaint.

13.3. The committee may, by resolution, expel the member from the society or suspend the member from membership of the society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

13.4. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.

13.5. The expulsion or suspension does not take effect:

- a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- b. if within that period the member exercises the right of appeal, unless and until the society confirms the resolution under rule 14.4, whichever is the later.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1. A member may appeal to the society in general meeting against a resolution of the committee under rule 13.3, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

14.2. 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.

14.3. On receipt of a notice from a member under clause 14.1, the secretary must notify the committee which is to convene a general meeting of the society to be held within 28 days after the date on which the secretary received the notice.

14.4. At a general meeting of the society convened under clause 14.3:

- a. no business other than the question of the appeal is to be transacted; and
- b. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.5. If at the general meeting the society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE

15. POWERS OF THE COMMITTEE

The committee is to be called the executive committee of management of the society and, subject to the Act, the Regulation and these rules and to any resolution passed by the society in general meeting:

- 15.1. is to control and manage the affairs of the society; and
- 15.2. may exercise all such functions as may be exercised by the society, other than those functions that are required by these rules to be exercised by a general meeting of members of the society; and
- 15.3. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the society.

16. CONSTITUTION AND MEMBERSHIP

16.1. Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:

- a. the office-bearers of the society; and
- b. sub-committee convenors .

16.2. The office-bearers of the society are to be:

- a. the president ;
- b. the vice-president;
- c. the treasurer;
- d. the secretary; and
- e. the immediate past president.

16.3 The President or nominee is ex-officio a member of the Council of the ANZSHM

16.4 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16.5 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

16.6. The committee shall have power to co-opt members to the committee; co-opted members shall cease holding office at the end of the next Annual General Meeting.

16.6 The Sub-committee convenors can be drawn from existing office-bearers of the Executive or from the general membership. Sub-committee establishment is subject to the agreement of the Executive and reviewable annually. Sub-committees are empowered to act on behalf of the ANZSHM (NSW) and to then report back to the Executive at each meeting (as standing Agenda items). Sub-committees will be established to perform only bona fide business of the ANZSHM, (NSW).

17. ELECTION OF MEMBERS

- 17.1. Nominations of candidates for election as office-bearers of the society or as ordinary members of the committee:
- a. must be made in writing, signed by 2 members of the society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - b. must be delivered to the secretary of the society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 17.2. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 17.3. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 17.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 17.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 17.6. The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

18. SECRETARY

- 18.1. The secretary of the society must, as soon as practicable after being appointed as secretary, lodge notice with the society of his or her address.
- 18.2. It is the duty of the secretary to keep minutes of:
- a. all appointments of office-bearers and members of the committee;
 - b. the names of members of the committee present at a committee meeting or a general meeting; and
 - c. all proceedings at committee meetings and general meetings.
- 18.3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19. TREASURER

It is the duty of the treasurer of the society to ensure:

- 19.1. that all money due to the society is collected and received and that all payments authorised by the society are made; and
- 19.2. that correct books and accounts are kept showing the financial affairs of the society, including full details of all receipts and expenditure connected with the activities of the society.

20. CASUAL VACANCIES

For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- 20.1. dies; or
- 20.2. ceases to be a member of the society; or
- 20.3. becomes an insolvent under administration within the meaning of the Corporations Law; or
- 20.4. resigns office by notice in writing given to the secretary; or
- 20.5. is removed from office under rule 21.1; or
- 20.6. becomes a mentally incapacitated person; or

20.7. is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

21. REMOVAL OF MEMBER

- 21.1. The society in general meeting may by resolution remove any member of the committee 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.
- 21.2. If a member of the committee to whom a proposed resolution referred to in clause 21.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations 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 considered.

22. MEETINGS AND QUORUM

- 22.1. The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 22.2. Additional meetings of the committee may be convened by the president or by any member of the committee.
- 22.3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 22.4. Notice of a meeting given under clause 22.3 must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 22.5. Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 22.6. No business is to be transacted by the committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 22.7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 22.8. At a meeting of the committee:
- a. the president or, in the president's absence, the vice-president is to preside; or
 - b. if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

23. VOTING AND DECISIONS

- 23.1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 23.2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee including the person presiding at the meeting is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 23.3. Subject to rule 22.5, the committee may act despite any vacancy on the committee.
- 23.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV - GENERAL MEETINGS

24. ANNUAL GENERAL MEETINGS - HOLDING OF

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

25. ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- 25.1. The annual general meeting of the society is, subject to the Act and to rule 24, to be convened on such date and at such place and time as the committee thinks fit.
- 25.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - b. to receive from the committee reports on the activities of the society during the last preceding financial year;
 - c. to elect office-bearers of the society and ordinary members of the committee;
 - d. to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- 25.3. An annual general meeting must be specified as such in the notice convening it.

26. SPECIAL GENERAL MEETINGS - CALLING OF

- 26.1. The committee may, whenever it thinks fit, convene a special general meeting of the society.
- 26.2. The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the society.
- 26.3. A requisition of members for a special general meeting:
- a. must state the purpose or purposes of the meeting; and
 - b. must be signed by the members making the requisition; and
 - c. must be lodged with the secretary; and
 - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4. If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting, to be held not later than 3 months after that date.

26.5. A special general meeting of members as referred to in clause 26.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the society for any expense so incurred.

27. NOTICE

- 27.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- 27.3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 25.2.
- 27.4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. PROCEDURE

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

29. PRESIDING MEMBER

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

30. ADJOURNMENT

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

31. MAKING OF DECISIONS

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

32. SPECIAL RESOLUTION

A resolution of the society is a special resolution:

- 32.1. if it is passed by a majority which comprises at least three-quarters of such members of the society as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- 32.2. where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph 32.1, if the resolution is passed in a manner specified by the Director General of Fair Trading.

33. VOTING

On any question arising at a general meeting of the society a member has one vote only.

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

34. APPOINTMENT OF PROXIES

Each member is to be entitled to appoint another member as proxy by written notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

PART V - MISCELLANEOUS**35. INSURANCE**

35.1. The society must effect and maintain insurance under section 44 of the Act.

35.2. In addition to the insurance required under clause 35.1, the society may effect and maintain other insurance.

36. FUNDS - SOURCE

36.1. The ANZSHM (NSW) shall conduct their own finances, with funds being allocated from the Annual Subscription by the ANZSHM in consultation with the NSW Treasurer and President (or nominee). Both the ANZSHM (NSW) and the ANZSHM Council shall exchange their most recent budget to assist in ensuring an adequate allocation.

36.2. 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.

36.3. The society must, as soon as practicable after receiving any money, issue an appropriate receipt.

36.4 The allocated funds shall be sufficient to allow both the NSW and ANZ society to adequately cover basic costs. The activities of both the NSW and the ANZ societies shall be self-funded as much as possible.

37. FUNDS - MANAGEMENT

- 37.1 Subject to any resolution passed by the society in general meeting, the funds of the society are to be used in pursuance of the objects of the society in such manner as the committee determines.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the society, being members or employees authorised to do so by the committee.
- 37.3 The assets and income of the Society shall be applied solely in furtherance of its objectives as stated in Rule 2 and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.
- 37.4 In the event of the Society being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to an organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

38. ALTERATION OF OBJECTS AND RULES

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

39. COMMON SEAL

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

40. CUSTODY OF BOOKS

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

41. 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 at any reasonable hour.

42. SERVICE OF NOTICES

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

*(Incorporation granted by NSW Department of Fair Trading, 19 June 2001.
Rules amended by Special Resolutions of Annual General Meetings, 6 October 2001, 18 September 2004, 4 November 2008)*

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