

**THE AUSTRALIAN SOCIETY OF OTOLARYNGOLOGY
HEAD AND NECK SURGERY LIMITED**

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

Adopted 11 May 2003

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1 NAME

The name of the Society is "The Australian Society Of Otolaryngology Head And Neck Surgery Limited" ("**Society**").

2 INTERPRETATION

2.1 In these regulations:

"**Constitution**" means these regulations as for the time being in force;

"**Federal Council**" means the board of directors of the Society for the purposes of the Corporations Act being the whole or any number (not being less than a quorum) of the board of the Society for the time being acting as such in accordance with these regulations;

"**Society**" means the Society established or continued in existence under these regulations, being The Australian Society of Otolaryngology Head and Neck Surgery Limited;

"**Corporations Act**" means the Corporations Act 2001 or any other statutory modification, amendment or re-enactment thereof for the time being in force and applicable to the Society and any reference to any provision thereof is to the provision so modified, amended or re-enacted;

"**Member**" means a member for the time being of the Society appearing as such in the register of members and includes Ordinary, Associate, Corresponding, Provisional, Senior, Honorary and Life;

"**Seal**" means the Common Seal of the Society;

"**Secretary**" means any person for the time being appointed by the Federal Council to perform the duties of a secretary of the Society;

"**State**" means any State or Territory in Australia.

2.2 Unless the contrary intention appears in the Constitution:

2.2.1 words importing the singular include the plural, and words importing the plural include the singular;

2.2.2 words importing a gender include every other gender;

2.2.3 words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);

2.2.4 a reference to a person includes that person's successors, legal personal representatives and permitted transferees;

2.2.5 a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and

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- 2.2.6 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- 2.3 Headings and boldings are for convenience only and do not affect its interpretation.
- 2.4 The Constitution is to be interpreted subject to the Corporations Act. However, the rules that apply as replaceable rules to companies under the Corporations Act do not apply to the Society.
- 2.5 Unless the contrary intention appears, a word or expression in a provision that is defined in section 9 of the Corporations Act has the same meaning in the Constitution as in that section.
- 2.6 A Member is to be taken to be present at a general meeting if the Member is present in person or by proxy, attorney or Representative.

3 OBJECTS

- 3.1 The objects for which the Society is established are:
- 3.1.1 the cultivation and promotion of excellence in the practice in Australia of the specialty of Otolaryngology Head and Neck Surgery and associated aspects of Medicine and Surgery and related Sciences;
- 3.1.2 to encourage and/or promote, suitable and comprehensive research and training programmes in the Specialty, associated aspects of Medicine and Surgery and related Sciences;
- 3.1.3 to collect and disseminate information relating to the Specialty, whether by way of publishing by print or electronic means any newspapers, periodicals, books, leaflets, web based information or otherwise;
- 3.1.4 to encourage the establishment and maintenance of libraries and museums relevant to the Specialty;
- 3.1.5 to establish prizes for the encouragement of scientific work related to the Specialty out of the funds of the Society or out of the funds donated for that purpose;
- 3.1.6 to confer and co-operate with other bodies having altogether or in part similar objectives.
- 3.1.7 to provide an authoritative body of opinion on matters concerning the specialty and related sciences for the public welfare;
- 3.1.8 to provide administrative and other assistance and services to Members; and
- 3.1.9 to represent the interests of Members in all matters.

4 SOCIETY POWERS

Solely for the purpose of carrying out the objects set out in Clause 3, the Society may, in any manner permitted by the Corporations Act:

- 4.1 exercise any power;

4.2 take any action; and

4.3 engage in any conduct or procedure,

which, under the Corporations Act a Society limited by guarantee may exercise, take or engage in if authorised by its constitution.

5 INCOME AND PROPERTY

5.1 Distributions to Members

The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects of the Society as set forth in Clause 3 and no portion of the income or property of the Society shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

5.2 Payment for Services Rendered

Nothing in Clause 5.1 prevents the payment in good faith of remuneration to any officer or servant of the Society or to any Member in return for any services actually rendered to the Society nor for goods supplied in the ordinary and usual course of business nor prevents the payment of interest at a commercial rate on money borrowed from any Member.

5.3 Payments to Directors

5.3.1 The directors shall not be paid by way of remuneration for their services except where:

- (a) reimbursement for out-of-pocket expenses incurred in carrying out the duties of a director shall be paid where payment does not exceed any amount previously approved by the Federal Council;
- (b) payment for any service rendered to the Society in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Federal Council and the amount payable is approved by a resolution of the Federal Council and is on reasonable commercial terms; and
- (c) payment as an employee of the Society shall be made where the terms of employment have been approved by resolution of the Federal Council.

5.4 Payments to members

5.4.1 Payment for any service rendered to the Society by a member, in a professional or technical capacity, or reimbursement for out-of-pocket expenses incurred in carrying out the services rendered, shall be made where the provision of that service has the prior approval of the Federal Council and the amount payable is approved by a resolution of the Federal Council and is on reasonable commercial terms.

5.5 Payments to other entities

5.5.1 Nothing in Clauses 5.3 and 5.4 prevents the Society making a payment to another society, body corporate or incorporated entity of which a

director of the Society is a member (“**Entity**”). However, the Society shall not make a payment to an Entity if a director of the Society holds more than one-hundredth part of the capital of the Entity.

6 LIMITED LIABILITY

The liability of the members is limited.

7 LIMIT OF CONTRIBUTION BY MEMBERS IN WINDING UP

Every member of the Society undertakes to contribute to the property of the Society in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100).

8 EXCESS PROPERTY ON WINDING UP

8.1 If upon the winding-up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in default thereof by court application for determination, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8.2 The institutions objects referred to in this clause shall be confined to institutions, organisations and objects approved by the Commissioner of Taxation (“**Commissioner**”) as qualifying for:

8.2.1 income tax exemption status pursuant to Division 50; and

8.2.2 tax deductibility status pursuant to Sub-Division 30-B Section 30-20 (items 1.1.1 and 1.1.2) and section 30-45 inclusive,

of the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997 (as amended).

9 ACCOUNTS AND AUDIT

9.1 The Federal Council shall, in accordance with the requirements of the Corporations Act:

9.1.1 cause proper accounting and other records to be kept, and

9.1.2 cause to be made out and laid before each annual general meeting of the Society a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting, or such other date as may from time to time be prescribed by the Corporations Act.

9.2 Once at least in every year, the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified

Auditor or Auditors (their duties regulated in accordance with the requirements of the Corporations Act).

10 MEMBERSHIP

The membership of the Society shall consist of the following classes:

- 10.1 Ordinary Members;
- 10.2 Associate Members;
- 10.3 Senior Members;
- 10.4 Life Members;
- 10.5 Honorary Members;
- 10.6 Provisional Members; and
- 10.7 Corresponding Members.

11 ORDINARY MEMBERSHIP

- 11.1 Medical practitioners who are active in the field of Otolaryngology Head and Neck Surgery and whose qualifications are acceptable to the Australian Society of Otolaryngology Head and Neck Surgery shall be eligible for Ordinary membership.
- 11.2 Application for Ordinary Membership shall be on an Official Application Form obtainable from the Secretary of the Society.
- 11.3 An applicant for Ordinary membership shall be proposed and seconded by two financial Ordinary members of the Society. The proposer shall have known the applicant for a period of not less than two years immediately prior to the application for membership. The proposer and seconder shall satisfy themselves that their candidate possesses the requisite qualifications in the Specialty to satisfy the eligibility requirements.
- 11.4 Acceptable documentary proof of completion of the essential training requirements and qualifications for membership shall be furnished with the Application Form. The applicant shall supply notarised translations of all foreign language documents.
- 11.5 To be considered eligible for Ordinary membership an Applicant shall.
 - 11.5.1 have completed Otolaryngology Head and Neck Surgery Training as recognised by the Royal Australasian College of Surgeons and The Australian Society of Otolaryngology Head and Neck Surgery; and
 - 11.5.2 be in possession of a Diploma of Fellowship in Otolaryngology Head and Neck Surgery of the Royal Australasian College of Surgeons or be in possession of other degree or diploma deemed acceptable by the Royal Australasian College of Surgeons and the Australian Society of Otolaryngology Head and Neck Surgery.
- 11.6 The Applicant shall forward the completed Application Form to the secretary of the State Section of the society in the State relevant to the application for consideration by the next meeting or teleconference of the State Executive. If State Executive approval is granted the application form is forwarded to the Federal Secretary and

shall then be presented to the Federal Executive for consideration at its next meeting or teleconference. The Federal Secretary shall then notify the Applicant of the status of the application; or forward the application to Federal Council in the event of the Federal Executive being unable to form a determination.

- 11.7 The Federal Council reserves the right to seek additional information from an Applicant for the purposes of determining an application for membership.
- 11.8 In the event of Federal Council being unable to form a determination on an Application, the Application shall be presented to an Annual General Meeting of the Society.
- 11.9 Ordinary members shall be eligible to exercise a vote.

12 ASSOCIATE MEMBERSHIP

- 12.1 An Associate Member shall be proposed and seconded by two financial Ordinary Members in the same way as the process for Ordinary Members.
- 12.2 An Associate Member shall be a medical practitioner active in the field of Otolaryngology Head and Neck Surgery but is ineligible for Ordinary membership.
- 12.3 An Associate Member shall not be eligible to exercise a vote.
- 12.4 An Associate Member shall pay a reduced membership subscription as determined by Federal Council.
- 12.5 An Associate Member shall be exempt from levies imposed by Council.

13 SENIOR MEMBERSHIP

- 13.1 The Federal Council shall have power to elect Senior members.
- 13.2 Application for Senior membership shall be made direct to the Secretary for consideration by the Federal Council. Applicants must furnish all information required by the Federal Council from time to time, in the form prescribed by the Federal Council from time to time.
- 13.3 Financial Ordinary members who have been in continuous full financial membership for thirty-five years or are fully retired from clinical practice may apply to the Federal Council for election as a Senior member.
- 13.4 Senior members shall be eligible to exercise a vote.
- 13.5 Senior members shall be exempt from levies imposed by the Federal Council.
- 13.6 Senior members shall pay a subscription fee as determined by the Federal Council.
- 13.7 Any member recorded in the Society's register of members as a Special member as at the date these regulations are adopted by the Society will, on and from that date be deemed to be a Senior member.

14 LIFE MEMBERSHIP

- 14.1 The Federal Council shall have the power to elect Life members.
- 14.2 An Ordinary Member considered by the Federal Council to have given outstanding service to the Society may be elected to Life Membership.
- 14.3 Life Members shall be eligible to exercise a vote.
- 14.4 Life Members shall be recognised by citation and presentation.
- 14.5 Life Members are exempt from levies and subscriptions.

15 HONORARY MEMBERSHIP

- 15.1 A person deemed by Federal Council to have made a significant contribution to the specialty of Otolaryngology Head and Neck Surgery may be elected as an Honorary member.
- 15.2 The President of the New Zealand Society of Otolaryngology – Head & Neck Surgery shall be, ex-officio, an Honorary member of the Society, as may Office Bearers of other societies as determined by Federal Council, from time to time.
- 15.3 An Honorary member is not eligible to vote or to attend the Annual General Meeting.
- 15.4 An Honorary member is exempt from levies and subscriptions.
- 15.5 An elected Honorary member will be recognised by citation and presentation.

16 PROVISIONAL MEMBERSHIP

- 16.1 The Federal Council shall have power to elect Provisional members.
- 16.2 Application for Provisional membership shall be made direct to the Secretary for consideration by the Federal Council. Applicants must furnish all information required by the Federal Council from time to time, in the form prescribed by the Federal Council from time to time.
- 16.3 A medical practitioner who is undertaking approved advanced training with the Royal Australasian College Surgeons in Otolaryngology Head and Neck Surgery with the intention of practising in the Specialty of Otolaryngology Head and Neck Surgery is eligible to apply for Provisional membership.
- 16.4 A Provisional member may attend scientific meetings but no other meetings of the Society except by special invitation and may not exercise a vote at any meeting.
- 16.5 Provisional members shall be exempt from fees and levies imposed by the Federal Council.

17 CORRESPONDING MEMBERSHIP

- 17.1 The Federal Council shall have power to elect Corresponding members.
- 17.2 Application for Corresponding membership shall be made to the Secretary for consideration by the Federal Council. Applicants must furnish all information required by the Federal Council from time to time, in the form prescribed by the Federal Council from time to time.

- 17.3 A Corresponding member shall be active in the field of Otolaryngology Head and Neck surgery in a country other than Australia.
- 17.4 Corresponding members shall not be eligible to exercise a vote.
- 17.5 Corresponding members shall be exempt from levies imposed by the Federal Council.
- 17.6 A Corresponding Member shall pay a reduced subscription fee as determined by the Federal Council.

18 ADMISSION TO MEMBERSHIP

- 18.1 The Federal Council may, in its absolute discretion, accept or reject an application for any and all classes of membership and shall (through the Secretary or otherwise) advise the applicant of its decision, but is not bound to give any reason for the rejection of any application. The Federal Council's decision shall be final, conclusive and binding on the applicant and shall not be subject to any challenge or review whatsoever.
- 18.2 When a person has been accepted or invited to become a Member the Secretary shall forthwith send to the applicant a request for payment of the entrance fee (if any), first annual subscription fee (if any) and levy (if any).
- 18.3 Every person who, being eligible to become a Member in accordance with the these regulations, becomes a Member upon:
 - 18.3.1 Formal approval;
 - 18.3.2 agreeing in writing to become a Member;
 - 18.3.3 paying such entrance fees, annual subscriptions or levies as are required under these regulations.

19 RESIGNATION, TERMINATION & EXPULSION OF MEMBERSHIP

19.1 Resignation

- 19.1.1 Any member wishing to resign their membership of the Society shall give notice in writing of the intention addressed to the Secretary.
- 19.1.2 Any member who has resigned from the Society and wishes to rejoin shall make application as specified elsewhere in these regulations and the Federal Council may in its absolute discretion dispense with the requirement of a proposer and seconder for the purposes of an Ordinary member.

19.2 Termination

- 19.2.1 Membership of the Society ceases if:
 - (a) the Member dies;
 - (b) the Member gives notice of resignation in writing to the Secretary;
 - (c) the Federal Council passes a resolution for the expulsion of the Member pursuant to Clause 19.3; or

- (d) the member has not paid dues after being requested in writing three (3) times to do so After consideration by the Federal Council, the Secretary shall, in writing, inform the member of his/her status in the Society.

19.3 Expulsion

19.3.1 The Federal Council may by resolution censure, fine, suspend or expel a Member from the Society in any of the following situations:

- (a) if the Member wilfully refuses or neglects to comply with any provisions of the Constitution; or
- (b) if the Member is guilty of any other conduct which in the opinion of the Federal Council is unbecoming of a Member or prejudicial to the interests of the Society.

19.3.2 A resolution of the kind referred to in this clause will have no effect unless:

- (a) the Member to whom the resolution relates is given at least two week's notice of the Federal Council's intention to consider the resolution and the substance of what is alleged against the Member;
- (b) the Federal Council meets after giving the Member notice under Clause 19.3.2(a) to consider the resolution; and
- (c) at the Federal Council meeting which considers the resolution, and before the passing of the resolution, the Member has an opportunity to give orally or in writing such explanation or defence as the Member may think fit.

19.3.3 A Member who is the proposed subject of a resolution of the kind referred to in this Clause 19.3 may by notice in writing lodged with the Secretary at least 7 days before the time for the holding of the Federal Council meeting at which such resolution is to be considered elect to have the question dealt with by the Members in general meeting.

19.3.4 If an election of the kind referred to in Clause 19.3.3 is made, the Federal Council shall call a general meeting to consider the resolution to censure, fine, suspend or expel the Member. Such resolution will be effective, and the Member will be censured, fined, suspended or expelled accordingly, if passed by at least two-thirds of those present and voting (such vote to be taken by ballot).

19.3.5 The decision of the Federal Council or of the Members in general meeting, as the case may be, in relation to any resolution of the kind referred to in this clause shall be final, conclusive and binding on the Member and shall not be subject to any challenge or review whatsoever.

19.3.6 On resignation, termination or expulsion a member shall remain liable for and shall pay to the Society all money which at the time of the member ceasing to be a member may be due to the Society.

20 CONDUCT OF MEMBERS & MEMBERSHIP GENERALLY

- 20.1 At all times while a Member's membership of the Society is current the Member is bound by and must comply in all respects with any code of conduct or ethics approved by the Federal Council, including amendments or additions to the code of conduct or ethics as may be notified by the Federal Council to Members from time to time.
- 20.2 The Federal Council may dissolve any present or future class or classes of membership of the Society and may create new or further class or classes of membership.
- 20.3 The Federal Council may from time to time temporarily or permanently close any class of membership.
- 20.4 Membership is not transferable.
- 20.5 No member may without the prior written authority of the Federal Council or the Federal Council's duly authorised delegate purport to speak on behalf of or represent the Society at any meeting, consultation, forum or other gathering.

21 SUBSCRIPTIONS

- 21.1 The Federal Council shall fix the annual subscriptions which shall be payable in advance by members on the first day of January in each year.
- 21.2 Members on election to membership may be required to pay an entrance fee to be decided by the Federal Council.
- 21.3 Ordinary members elected to the Society after 30 June of any year shall pay half the annual subscription for that year.

22 LEVIES

- 22.1 In the event of special expenses being incurred in the promotion of any of the objectives of the Society, the Federal Council shall have the power to impose a levy on Ordinary members.
- 22.2 The amount of any such levy shall not exceed 25% of the annual subscription per member in any one year unless approved by members in general meeting.

23 GRANTS

The Federal Council shall have power to make monetary grants to State Sections to cover special expenses incurred with its approval.

24 FINANCIAL YEAR

The Financial Year of the Society shall be from 1 January to 31 December.

25 GENERAL MEETINGS

- 25.1 An Annual General Meeting of the Society shall be held in accordance with the provisions of the Corporations Act within the first five months of the close of the financial year of the Society. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.

- 25.2 An extraordinary general meeting may be held at the request of the President or three members of Federal Council or 12 Ordinary members and in default subject to variations of Corporations Act.
- 25.3 Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, twenty one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Society.
- 25.4 Except for 'ordinary business', all business transacted at an extraordinary general meeting or at an annual general meeting shall be 'special'.
- 25.5 The ordinary business to be conducted at an annual general meeting shall be:
- 25.5.1 to receive and consider the accounts, balance sheets and the reports of the directors and of the auditors and of any other documents required by law to be laid before the meeting;
 - 25.5.2 to elect directors in place of those retiring or ceasing to hold office; and
 - 25.5.3 to transact any other business which under these regulations or the provisions of the Corporations Act ought to be transacted at an annual general meeting.
- 25.6 At an annual general meeting only ordinary business and any special business set out in the notice of meeting shall be transacted.
- 25.7 Subject to the provisions of the Corporations Act, and of these regulations, not less than 21 clear days notice of a general meeting shall be given to the Members, directors and auditors of the Society, specifying the place, day and hour of the meeting and in the case of special business the general nature of that business. Such notice to be given in accordance with the provisions of the Corporations Act.
- 25.8 The accidental omission to give notice of a general meeting to, or the non-receipt of any such notice by, any of the required recipients shall not invalidate any resolution passed at any such meeting.

26 POSTAL BALLOTS

Subject to the provisions of the Corporations Act, whenever the Federal Council thinks fit it may submit any question or resolution to the vote of all Members entitled to a vote at a general meeting of the Society by means of a postal ballot in such form and returnable in such manner as the Federal Council decides. A resolution approved by a majority or specific majority of the Members voting by such ballot shall have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the Society competent to pass such a resolution.

27 PROCEEDINGS AT GENERAL MEETINGS

- 27.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twelve Ordinary members present in person shall be a quorum. For the purposes of this clause "ordinary" includes a member with voting rights attending as a proxy for an Ordinary member.

- 27.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition pursuant to Clause 25.2, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Federal Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two Ordinary members) shall be a quorum.
- 27.3 The President shall preside as Chairperson at every general meeting of the Society, or if there is no President, or if that person is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson, or if the Vice-President is not present or is unwilling to act then the voting members present shall elect one of their number to be Chairperson of the meeting.
- 27.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 27.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 27.5.1 by the Chairperson; or
- 27.5.2 by at least three members (being Ordinary Members) present in person or by proxy.
- 27.6 Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 27.7 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson or on a question of adjournment such poll shall be taken forthwith.
- 27.8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 27.9 Members with voting rights may vote by proxy. A proxy must be a member with voting rights.
- 27.10 On a show of hands every person present who is a member being entitled to vote shall have one vote.

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- 27.11 No member shall be entitled to vote at any general meeting if his or her annual subscription shall be more than 12 months in arrears at the date of the meeting.
- 27.12 A member being entitled to vote shall appoint a proxy in writing (as indicated in Clause 27.13). A proxy must be a member of the Society with voting rights. The instrument appointing a proxy shall be deemed to confer authority to demand or join the demanding of a poll.
- 27.13 Where it is desired to afford members entitled to vote an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit (appointments which do not meet the requirements of the Corporations Act, to be accepted at the discretion of the Federal Council):

The Australian Society Of Otolaryngology Head And Neck Surgery Limited

I, _____

of _____

being an Ordinary/Life/Senior member of the above named Society,

hereby appoint: _____

or failing him or her: _____

as my proxy to vote for me on my behalf at the (Annual General Meeting or extraordinary, as the case may be) of the Society to be held on the _____ day of _____ 20__ and at any adjournment thereof in relation to the following resolution:

This form is to be used in * favour of/against the resolution. * Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as he/she thinks fit on my behalf.)

Dated this _____ day of _____ 20__

Signed: _____

- 27.14 The Instrument appointing a proxy shall:
- 27.14.1 be deposited at the registered office of the Society, or at such other place within the State as is specified for that purpose in the Notice convening the meeting, not less than twenty four (24) hours before the time for holding the meeting or adjourned meeting at which the member with voting rights named in the Instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the Instrument of proxy shall not be treated as valid;
- 27.14.2 be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct the Member's proxy to vote in favour

of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit; and

- 27.14.3 be taken to confer that a vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

28 MINUTES OF PROCEEDINGS

- 28.1 Minutes of all proceedings of general meetings and of meetings of directors shall be entered, within one month after the relevant meeting is held, in books kept for that purpose and shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 28.2 Any minute so entered and purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.
- 28.3 Where minutes have been so entered and signed then, unless the contrary is proved:
- 28.3.1 the meeting shall be deemed to have been duly convened and held;
- 28.3.2 all proceedings that are recorded in the minutes as having taken place at the meeting shall be deemed to have duly taken place; and
- 28.3.3 all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting shall be deemed to have been validly made.

29 OFFICE BEARERS

- 29.1 The following office bearers namely:
- 29.1.1 the President;
- 29.1.2 the Vice-President;
- 29.1.3 the Advisor to the Executive Committee;
- 29.1.4 the Treasurer; and
- 29.1.5 the Secretary,

shall be elected annually by the Federal Council at a meeting of Federal Council to be held each year prior to the Annual General Meeting of the Society but not more than seven (7) days before such Annual General Meeting such appointments to commence at the end of the next Annual General Meeting of the Society and expire at the end of the Annual General Meeting of the Society held in the following year.

- 29.2 For the purpose of election, the Federal Council must elect a replacement from among the members. On a Federal Council resolution to fill a vacant office:

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- 29.2.1 each director present in person is entitled to one vote;
 - 29.2.2 no director may appoint another as his or her proxy;
 - 29.2.3 election of the office bearer will be by majority of votes cast; and
 - 29.2.4 subject to Clauses 29.2.1, 29.2.2 and 29.2.3 and Clauses 29.1 and 29.4, the Federal Council shall determine the method of election of office bearers from time to time.
- 29.3 The Immediate Past President shall be an office bearer during the tenure of his or her successor on completion of his or her full term of office.
- 29.4 The State Representatives shall be appointed annually at the Annual General Meetings of the State Sections in accordance with the provisions of Clause 36 and shall be office bearers from the day of the next Federal Council meeting which follows their election until the Federal Council meeting which follows the Annual General Meeting of the State Section the following year.
- 29.5 An outgoing President, Vice-President or State Representative shall be entitled to apply for re-election provided that they shall not hold office for more than three (3) consecutive years.
- 29.6 An outgoing Advisor to the Executive, Treasurer or Secretary shall be entitled to apply for re-election provided that they shall not hold that office for more than six (6) consecutive years.
- 29.7 Save for the office of Immediate Past President, all positions on the Federal Council shall become vacant at the beginning of the meeting of the Federal Council to be held to be held each year prior to the Annual General Meeting of the Society, but not more than seven days before such Annual General Meeting. All vacant positions shall be filled in accordance with provisions of Clause 32.14, provided that subject to the Corporations Act all vacating members shall be entitled to re-election, subject to Clauses 29.5 and 29.6. All appointments shall commence at the end of the next Annual General Meeting of the Society and expire at the end of the Annual General Meeting of the Society held in the following year.
- 29.8 All office bearers shall be appointed on terms and conditions determined by the Federal Council and shall at all times be subject to and shall act in accordance with any directions which may from time to time be given by the Federal Council.

30 DIRECTORS

- 30.1 The affairs of the Society shall be managed and conducted by a Federal Council consisting of the following directors (who must be members):
- 30.1.1 the President;
 - 30.1.2 the Vice-President;
 - 30.1.3 the Advisor to the Executive Committee;
 - 30.1.4 the Immediate Past President;
 - 30.1.5 State Representatives;

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- 30.1.6 the Chairperson of the Board in Otolaryngology Head and Neck Surgery of the Royal Australian College of Surgeons;
 - 30.1.7 the Treasurer;
 - 30.1.8 the Secretary;
 - 30.1.9 the Chairperson of the Continuing Professional Development Subcommittee; and
 - 30.1.10 other members of the Society as may be determined by Federal Council, provided the number of directors at any one time does not exceed eighteen (18).
- 30.2 The Treasurer shall:
- 30.2.1 receive all moneys due to the Society and make all payments ordered by the Federal Council keeping an account of all such receipts and payments:
 - 30.2.2 after seeking the direction of Federal Council, manage the money of the Society not immediately required;
 - 30.2.3 supervise the various insurances, including directors' and officers' liability insurance for the prudent running of the Society;
 - 30.2.4 shall present an audited financial report of the Society at the Annual General Meeting, such report being duly entered in the Minutes;
 - 30.2.5 at the end of each year advise members of the subscription due for the following year and the date on which it falls due after approval by Federal Council; and
 - 30.2.6 carry out such other duties required by the Federal Council.
- 30.3 The Secretary shall amongst other things have the following duties:
- 30.3.1 ensure that accurate minutes are kept of all formal business meetings of the Society;
 - 30.3.2 issue notices of all resolutions, decisions and amendments to the Constitution;
 - 30.3.3 notify new members of their election and ensure that members are notified of official appointments;
 - 30.3.4 issue notices of meetings;
 - 30.3.5 maintain a register of members; and
 - 30.3.6 carry out such other duties required by the Federal Council.
- 30.4 The Advisor To The Executive shall have been a previous member of Federal Council and shall provide advice and assistance to the Executive.

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- 30.5 The directors who are in office on the date these regulations are adopted by the Society continue in office until their positions are vacated in accordance with Clause 29 or Clause 32.12.
- 30.6 The Editor of the Society's Journal shall be appointed by Federal Council and will be fully responsible for the publication of the Journal as directed by Federal Council. An Assistant Editor shall assist the Editor in these duties if required.

31 STATE REPRESENTATIVES

- 31.1 State Representatives shall be appointed annually by the members of the Society with voting rights resident in each State of the Commonwealth in accordance with the provisions of Clause 36.
- 31.2 It shall be the duty of a state representative to attend all meetings of the Federal Council as a member of Federal Council and to communicate to the members resident in his/her State all matters relating to the members and to the general welfare of the Society.
- 31.3 Communications between the Federal Council and the State Representative shall be deemed to be communications between the Federal Council and the members of the Society resident in his/her State.
- 31.4 In the event that a State Representative is unable to attend a Federal Council meeting then it shall be competent for the committee of that State to appoint a voting member from that State to act as proxy State Representative for that meeting.

32 PROCEEDINGS OF FEDERAL COUNCIL

- 32.1 The business of the Society shall be managed by the Federal Council which may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Corporations Act or by these regulations, required to be exercised by the Society in general meeting, and for the purpose may make regulations governing the conduct of the affairs of the Society subject however to the provisions of these regulations of Association, to the provisions of the Corporations Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, and to such other regulations as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Federal Council which would have been valid if that regulation had not been made.
- 32.2 The Federal Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of a member of the Federal Council summon a meeting of the Federal Council. It shall not be necessary to give notice of a meeting of the Federal Council to a director whom the Secretary, when giving the notice to the other directors, reasonably believes to be outside the Commonwealth of Australia.
- 32.3 Subject to these regulations questions arising at any meeting of the Federal Council shall be decided by a majority of votes and a determination by a majority of the members of the Federal Council shall for all purposes be deemed a determination of the Federal Council. In the case of equality of votes the Chairperson of the Meeting shall have a second or casting vote.
- 32.4 A director who has a material personal interest in a matter that relates to the affairs of the Society must give the other directors notice of the interest unless section 191(2) of the Corporations Act says otherwise.

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- 32.5 A director who has a material personal interest in a matter that is being considered at a directors' meeting must not be present while the matter is being considered at the meeting, or vote on the matter, unless permitted to do so under section 195 of the Corporations Act.
- 32.6 Nothing contained in the foregoing provisions of this clause shall prohibit or in any way restrict a director being present at, being counted in a quorum and/or from voting at any meeting of the Federal Council in circumstances where it is not unlawful or is permissible to do so under the Corporations Act.
- 32.7 No act of the Federal Council or the Society (including any contract, agreement or arrangement entered into by the Society) shall be void or voidable by reason only of a failure of the directors or any of them to comply with:
- 32.7.1 the provisions of Clause 32.1 or Clause 32.2; or
- 32.7.2 the provisions of Division 2 of Part 2D.1 of the Corporations Act.
- 32.8 The quorum necessary for the transaction of the business of the Federal Council shall be eight (8).
- 32.9 The continuing members of the Federal Council may act notwithstanding any vacancy in the Federal Council, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Federal Council, the continuing member or members may act for the purpose of increasing the number of members of the Federal Council to that number or of summoning a general meeting of the Society, but for no other purpose.
- 32.10 The President shall preside as Chairperson at every meeting of the Federal Council, or if there is no President, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- 32.11 Reimbursement of reasonable and proper expenses actually incurred by a member on Society business shall be made by the Treasurer after receipt of appropriate documentation.
- 32.12 Payment of reasonable and proper remuneration may be made to a member of Federal Council where the Federal Council is of the opinion that such services of that member are pre-eminently desirable in the interests of the Society.
- 32.13 In addition to Clause 29, the office of a member of the Federal Council shall become vacant if the member:
- 32.13.1 ceases to be a member of the Federal Council by virtue of the Corporations Act;
- 32.13.2 becomes bankrupt or makes an arrangement or composition with his creditors generally;
- 32.13.3 becomes prohibited from being a director of a Society by reason of any order made under the Corporations Act;
- 32.13.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

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- 32.13.5 resigns his or her office by notice in writing to the Society;
 - 32.13.6 for more than six months is absent without permission of the Federal Council from meetings of the Federal Council held during that period;
 - 32.13.7 ceases to be a member of the Society;
 - 32.13.8 holds any office of profit under the Society or receives any payment from the Society except as permitted under and in accordance with these regulations;
 - 32.13.9 is removed from office by resolution of the Members pursuant to the provisions of the Corporations Act; or
 - 32.13.10 is directly or indirectly interested in any contract or proposed contract with the Society provided, however, that a member shall not vacate his office by reason of his being a member of any corporation Society or association which has entered or proposes to enter into a contract with the Society if such corporation Society or association is among the class of companies referred to in the proviso to Clause 4 and if he/she shall have declared the nature of his interest in manner required by the Corporations Act.
- 32.14 When a position becomes vacant under Clause 29.7 or Clause 32.12, the Federal Council must at the Federal Council meeting where that vacancy arises (or otherwise at the first reasonable opportunity) elect from among its members a replacement to hold the vacant office. On a Federal Council resolution to fill a vacant office:
- 32.14.1 each director present in person is entitled to one vote;
 - 32.14.2 no director may appoint another as his or her proxy; and
 - 32.14.3 election of the office bearer will be by majority of votes cast.
- 32.15 The Federal Council:
- 32.15.1 shall control the Society's funds and manage its financial affairs; and
 - 32.15.2 may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society.
- 32.16 The Federal Council shall cause minutes to be made:
- 32.16.1 of all appointments of officers and servants;
 - 32.16.2 of names of members of the Federal Council present at all meetings of the Society and of the Federal Council; and
 - 32.16.3 of all proceedings at all meetings of the Federal Society and of the Federal Council.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

- 32.17 All acts done by any meeting of the Federal Council ,by any committee, by any advisory committee or by any person acting as a member of the Federal Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Federal Council or person acting as aforesaid, or that the members of the Federal Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Federal Council.
- 32.18 A resolution in writing signed by all the directors for the time being entitled to receive notice of meetings of the Federal Council shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held provided that the directors signing the resolution would constitute a quorum and would have power to pass such resolution at a meeting of the Federal Council. Any such resolution may consist of several documents in similar form each signed by one or more directors. Any such document sent by a director by facsimile transmission, or other means of communication approved by the directors, shall be deemed to have been signed by such director and to suffice for the purpose of this clause.
- 32.19 The contemporaneous linking together by telephone, video-conferencing or any other technology of a number of the directors not less than a quorum shall be deemed to constitute a meeting of the directors and all the provisions hereof as to meetings of the directors shall apply to such meetings by such technology as long as the following conditions are met:
- 32.19.1 all the directors for the time being entitled to receive notice of a meeting of the Federal Council shall be entitled to notice of such meeting and to be linked by the relevant technology for the purposes of the meeting;
- 32.19.2 notice of any such meeting may be given by telephone, facsimile, e-mail or other form of technology;
- 32.19.3 each of the directors taking part in such meeting must be able to hear each of the other directors taking part in the meeting; and
- 32.19.4 at the commencement of the meeting each director must acknowledge his or her presence for the purpose of a meeting of the directors to all the other directors taking part.
- 32.20 A meeting of directors held using a form of technology in accordance with Clause 32.2 is deemed to have been held at the place determined by the chairperson of the meeting, provided that at least one of the directors who took part in the meeting was at that place for the duration of the meeting.

33 EXECUTIVE

The Executive shall consist of the President, the Vice-President, the Advisor to the Executive Committee, the Immediate Past President, the Treasurer and the Secretary and such other member or members of Federal Council as the Federal Council may determine from time to time and shall be deemed to be a sub-committee of Federal Council with such powers as are given to it specifically by this constitution together with any other powers delegated to it by the Federal Council. The Chairperson of the Executive shall present a report to each Federal Council meeting of the Executive Committee's activities since the previous Federal Council meeting.

34 SUB-COMMITTEES

- 34.1 The Federal Council may delegate any of its powers to sub-committees consisting of such members of the Society or members of the Federal Council as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Federal Council. All members of such committees shall have one vote.
- 34.2 A sub-committee may elect a Chairperson of its meetings, if no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson of the meeting.
- 34.3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson shall have a second or casting vote

35 SCIENTIFIC MEETINGS

- 35.1 The Society shall hold a Scientific Meeting at least once a year independently of or in conjunction with any organised body of Otolaryngologists Head and Neck Surgeons or in conjunction with any other special group or Society approved by Federal Council.
- 35.2 The place, date, duration and agenda of such Meeting or Meetings shall be determined by the Federal Council.
- 35.3 Any graduate in Medicine or associated field may attend a Scientific Meeting of the Society subject to the discretion of the President.
- 35.4 Notice of the Meeting and the scientific program shall be sent to each member at least twenty-one (21) days prior to the date of the Meeting.
- 35.5 The Federal Council may authorise the Registration Fees for attendance at Scientific Meetings of the Society.
- 35.6 Subject to the discretion of the Convenor of the meeting no paper shall be read before the Society unless a short abstract suitable for immediate publication shall have been placed in the Convenor's hands at least four weeks prior to the date of the meeting.
- 35.7 All papers read before the Society shall become the property of the Society and may be published in the Society's "Journal" at the discretion of the Editor of the Journal.

36 STATE SECTIONS

- 36.1 The members of the Society resident in any one State, if they so desire, may form a State Section of the Society.
- 36.2 A State Section at its Annual General Meeting in each year shall elect the following officers:
 - 36.2.1 Chairperson;
 - 36.2.2 Vice-Chairperson;
 - 36.2.3 Treasurer;

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- 36.2.4 Secretary; and
- 36.2.5 State Representative.
- 36.3 The offices of Treasurer and Secretary may be combined; and the office of State Representative may be combined with any other office. Such State Secretary shall promptly advise the Federal Secretary of the Society of the name of the member appointed as State Representative.
- 36.4 The officers of a State Section shall comprise the Committee thereof.
- 36.5 The Committee shall manage the affairs of the State Section and carry out such duties as are usually incumbent upon such offices as may be delegated to it by the Federal Council or the Executive of the Society. Three shall form a quorum.
- 36.6 The officers shall be elected annually by show of hands or by ballot, if demanded, and shall hold office for the ensuing twelve (12) months.
- 36.7 No member shall hold the office of Chairperson for more than two consecutive periods.
- 36.8 In the event of any office becoming vacant by reason of death, resignation or otherwise, the Committee shall have power to appoint a member to fill the vacancy until the next Annual Meeting.
- 36.9 The Annual General Meeting of a State Section shall be held during the first quarter of each calendar year on a date to be fixed by the Committee. Notice of the Meeting and the Agenda paper shall be sent to each member at least twenty-one (21) days prior to the Meeting.
- 36.10 A Special General Meeting may be called at any time on twenty-one (21) days' notice by the Chairperson of the Committee or at the request of twelve members of the Section in those States where total membership exceeds fifteen; and three in the other States, given in writing to the Secretary of the State Section.
- 36.11 Committee Meetings may be called at any time on seven days' notice by the Chairperson.
- 36.12 A quorum at State Annual General Meeting and Special General Meeting shall be three.
- 36.13 State Sections shall hold such other Meetings during the year as are determined at the Annual General Meeting. The Committee shall have power to call such additional Meetings as it may deem necessary.
- 36.14 A State Section shall have power by Resolution passed at its Annual General Meeting or at a Special General Meeting to levy subscriptions upon its Ordinary members in addition to the annual subscription payable by members to the parent Society.
- 36.15 In any State in which a State Section exists, communications from the Federal Council or the Executive affecting matters relating to the Federal Council alone shall be addressed to the State Representative. Communications affecting other matters shall be addressed to the State Secretary. It shall be the duty of the State Secretary to communicate such matters to members residing in his State.

37 SEAL

The Federal Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Federal Council or of a sub-committee of members of the Federal Council authorised by the Federal Council in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Federal Council and be countersigned by another member of the Federal Council, the Secretary or by some other person appointed by the Federal Council for the purpose.

38 NOTICES

38.1 A notice may be given by the Society to any member either, personally or by sending it by post to him or her at his or her registered address, or to the address supplied by him or her to the Society for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

38.2 Notice of every general meeting shall be given in any manner herein before authorised to:

38.2.1 every voting member except those members who (having no registered address) have not supplied to the Society an address for giving of notices to them; and

38.2.2 the auditor or auditors for the time being of the Society.

38.3 No other person shall be entitled to receive notices of general meetings.

39 LIABILITY, INSURANCE & INDEMNITY

39.1 For the purposes of this Clause 39:

39.1.1 "**officer**" means every person who at any time is or has at any time been:

(a) a director or Secretary of the Society; or

(b) a person:

(1) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the affairs of the Society; or

(2) who has the capacity to affect significantly the Society's financial standing; or

(c) in accordance with whose instructions or wishes the Directors are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors of the Society); and

39.1.2 "**to the relevant extent**" means:

- (a) to the extent the Society is not precluded by law from doing so;
 - (b) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
 - (c) where the liability is incurred in or arising out of the conduct of the business of another corporation, or in the discharge of the duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- 39.2 To the extent permitted by the Corporations Act the Society will pay a premium in respect of a contract insuring a person who is or has been an officer of the Society against any liability incurred by the officer in, or arising out of, the conduct of the business of the Society, or in or arising out of, the discharge of the duties of the Officer in accordance with these regulations and the those duties imposed by the Corporations Act.
- 39.3 The Society shall indemnify each officer out of the assets of the Society to the relevant extent against any liability incurred by the Officer in or arising out of the conduct of the business of the Society, or in or arising out of the discharge of the duties of the Officer. For the purposes of the indemnity “**liability**” means all liabilities, losses, damages, costs, charges, expenses and penalties of any kind including, but not limited to, liability for negligence, also for legal costs incurred in defending any proceedings (whether civil, criminal, judicial or administrative) or appearing before any court, tribunal, government authority or otherwise.
- 39.4 Where the directors consider it appropriate, and to the extent to which the Society is not precluded by law from doing so, the Society may execute a deed of indemnity in such terms as the directors consider appropriate, in favour of any officer.

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