

CORPORATIONS ACT
Company Limited by Guarantee

CONSTITUTION

OF

**AUSTRALIAN AND NEW ZEALAND SOCIETY OF NUCLEAR
MEDICINE LIMITED**

Interpretation

1. In this constitution, unless there is something in the subject or context inconsistent therewith:-

“ANZSNMT” means the Australian and New Zealand Society of Nuclear Medicine Technologists.

"Association" means the Australian and New Zealand Society of Nuclear Medicine Inc Registered No. Y0084934.

"Council" means the Board of Directors constituted in accordance with clauses 37 – 50 of the Constitution and includes a meeting of the Directors duly called and constituted at which a quorum will be present or as the case may be the Directors assembled or represented at such meeting;

"Branch" means a body of members formed to represent members within a region or territory and having all the powers specified in this Constitution or by the Council from time to time;

"Branch Committee" means the Committee elected by the members of such Branch to manage the business of the Branch in accordance with this Constitution and as otherwise directed by the Society and/or the Council from time to time;

“Chairperson” means the person appointed to chair meetings in accordance with clause 24 of the Constitution.

"Corporation" means any body corporate, whether formed or registered within or outside the States;

"Directors" means the Directors for the time being of the Society and, in the case of a sole Director, that Director;

"Law" means the Corporations Act and any statutory modification or enactment thereof;

"Member" means a person admitted to membership of the Society in accordance with this constitution;

"Office" means the registered office for the time being of the Society;

"Professional Groups" means those people working in each of the professions of Physicians, Medical Radiation Scientists/Nuclear Medicine Technologists (MRS/NMT), Chemists, Physicists and Nurses and such other professions allied to Nuclear Medicine which the Council may recognize from time to time.

"Register" means the Register of Members kept pursuant to Section 169 of the Law;

"Seal" means the Common Seal of the Society (if any);

"Secretary" means any person appointed to perform the duties of a Secretary of the Society and includes an Honorary Secretary;

"Society" means the Australian and New Zealand Society of Nuclear Medicine Limited as incorporated by this Constitution

"Special Interest Groups" (also referred to as "SIGs") means groups of members having a common interest in a sub-speciality of nuclear medicine which the Council recognizes and/or forms to further and assist in the objects of the Society.

"State" means the state or territory of Australia in which the Society is registered under the Law;

"Statutes" means and includes every code and ordinance from time to time in force concerning incorporated companies;

"In writing" or "written" includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form;

Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and neuter gender and words importing persons include corporations.

Words or expressions contained in this Constitution will be interpreted in accordance with Part 1.2 of the Law as in force as the date this Constitution became binding on the Society.

In every case where in this Constitution general expressions are used in connection with powers discretions or things such general expressions will not be limited to or controlled by the particular powers of discretion or things with which the same are connected. Any words and expressions denoting authority or permission will be construed as words or expressions of authority merely and will not be construed as words or expression denoting directions or compulsory trust. Subject as aforesaid any words defined in the Law will if not inconsistent with the subject of the context bear the same meaning in these presents.

2. The Society is established for the purposes set out in the Constitutional Objects which form part of this Constitution.
3. The Society will not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of the Law.

Membership

4. The persons specified in the application for the Society's registration and such other persons as the Council will admit to membership in accordance with this Constitution will be members of the Society.
5. Every applicant for membership of the Society will be proposed by one and seconded by another member of the Society to both of whom the applicant will be known. The application for membership will be made in writing, signed by the applicant and his proposer and seconder, include the name of the Branch to which the applicant intends to belong and will be in such form as the Council from time to time prescribes.
6. At the next meeting of the Council after the receipt of any application for membership, such application will be considered by the Council, which will thereupon determine upon the admission or rejection of the applicant. In no case will the Council be required to give any reason for the rejection of an applicant. Each applicant who is admitted to membership will be recorded:

- (a) to a Branch the region for which in the Council's estimation best represents the applicant's place of work, studies or research or in which region the applicant resides (having regard to the Branch nominated by the applicant), and
 - (b) to a category of membership as provided in the Schedule of Categories of Members (Schedule 1 hereto).
7. When an applicant has been accepted for membership the Secretary will forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee (if any) and first annual subscription. Upon payment of any entrance fee and first annual subscription the applicant will become a member of the Society provided nevertheless that if such payment be not made within two (2) calendar months after the date of the notice, the Council may in its discretion cancel its acceptance of the applicant for membership of the Society.
 8. The Council may alter a member's Branch registration (and a member may apply to the Council to have his or her Branch registration altered) to another Branch where in the reasonable opinion of the Council the member's place of work, studies, research and/or residence have changed so that the member is more properly represented by that other Branch.
 9. The annual subscription payable by members of the Society will be such as the Federal Council will from time to time prescribe. An increase in annual subscription of greater than 20% must be ratified by the members of the Society at the Society Annual General Meeting.
 10. Annual subscriptions for each of the members will become due and payable in advance at the beginning of each calendar year.

Cessation of Membership

11. If the subscription of a member will remain unpaid for a period of three (3) calendar months after it becomes due then the member may after notice of the default will have been sent to him by the Secretary, or person appointed by the Council for such purpose, be debarred by resolution of the Council from all privileges of membership and his name may be removed by the Council from the Register of Members provided that the Council may reinstate the member and restore his name to the Register on payment of all arrears if the Council thinks fit to do so.
12. A member may at any time by giving notice in writing to the Secretary resign his membership of the Society but will continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Society and in addition for any sum not exceeding \$25.00 for which he is liable as a member of the Society under Clause 94 of the Constitution of the Society.

13. If any member:
 - (a) wilfully refuses or neglects to comply with the provisions of the Constitution of the Society, or
 - (b) is guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Society,

the Council will have power to suspend the member from membership for such period as it may deem appropriate or expel the member from the Society and erase his name from the Register of Members provided that at least one week before the meeting of the Council at which a resolution for his suspension or expulsion is passed the member will have had notice of such meeting and of what is alleged against him and of the intended resolution for his suspension or expulsion and that he will at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.

14. Where pursuant to clause 13 the Council determines that a member is to be suspended or expelled it will notify such member who will then be entitled to request the Secretary in writing that the issue of such suspension or expulsion be dealt with by the Society at its next Annual General Meeting and until such time the member's membership will remain suspended.

General Meetings

15. Only Honorary Life members and Ordinary members are entitled to vote at any general meeting of the Society.
16. An Annual General Meeting will be held at least once in every calendar year at such time and place as may be determined by the Council.
17. An Extraordinary General Meeting may be convened by the Council whenever it deems it fit.
18. The Secretary will, subject to the following clauses, whenever required or upon requisition made in writing of members having not less than 5% of the total voting right of all members having at the date of the deposit of the requisition a right to vote at general meetings convene an Extraordinary General Meeting. Any requisition made by members will state the object of the meeting proposed.
19. Prior to calling an Extraordinary General Meeting, the Secretary will notify the Council of the requisition and the Council will invite submissions from and liaise with the nominated representative of those requisitioning the meeting to endeavour to resolve the issues giving rise to

the requisition. Should the parties be unable to resolve the issues within 28 days of the Secretary first receiving the requisition then the Council will direct the Secretary to convene an Extraordinary General Meeting to be held not less than 90 days after the date of the requisition at such time and place as the Council may determine.

20. Subject to the provision of the Law relating to special resolutions and agreements for shorter notice twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) will be given to such persons as are entitled to receive such notices from the Society specifying:
- (a) the place, date and time of the meeting (and if the meeting is to be held in two or more places the technology to be used for such meeting),
 - (b) the general nature of the business to be conducted,
 - (c) in case of special business details of any proposed resolutions and any information pertinent to consideration of such matters, and
 - (d) a form of proxy for use by the member, if required.
21. General Meetings of the Society will be held in accordance with the provisions of the Law. All business will be special that is transacted at a General Meeting and also all that is transacted at any Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the Council and Auditors, the election of members of the Council in the place of those retiring and the appointment of the Auditors.

Proceedings at General Meetings

22. No business will 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, thirty (30) members present in person and entitled to vote will be a quorum. For the purposes of this clause, “present in person” will include present by any telecommunication or other electronic or other method of communication employed for the holding of such meeting.
23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, will be dissolved. In any other case it will stand adjourned to such time and place and to such day (including the day on which the General Meeting was called) as the Council may determine, and if at the adjourned meeting a quorum (which for the purposes of such adjourned meeting will be ten (10) members) is not present within half an hour from the time appointed for the meeting it will be dissolved.

24. The President will preside as Chairperson at every General Meeting of the Society, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President will be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present will elect one of their number to be Chairperson of the meeting.
25. The business of the Annual General Meeting will include:
- (a) confirmation of the minutes of the previous Annual General Meeting or Extraordinary General Meeting,
 - (b) receipt, approval and adoption of the Annual Reports by the Chair, the Treasurer, and the Branch Representative serving as a member of the Council of the Society.
 - (c) receipt, approval and adoption of the Financial Statement for the past financial year,
 - (d) a budget estimate for the ensuing year, and
 - (e) where appropriate, election of Council members to replace those retiring.
26. The Annual General Meeting may transact other business than set out in clause 25 if notice of such business is given to the Secretary not less than 21 days prior to the date of the meeting.
27. The Chairperson may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will 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 (30) days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Save as aforesaid it will not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.
28. At any General Meeting a resolution put to the vote of the meeting will 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:-
- (a) by the Chairperson; or
 - (b) by at least three (3) members present in person or by proxy.

Unless a poll is so demanded a declaration by a 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 record containing the minutes of the proceedings of the Society will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or

against the resolution.

29. If a poll is duly demanded it will 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 will be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairperson or on a question of adjournment will be taken forthwith. The demand for a poll may be withdrawn.
30. 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 will be entitled to a second or casting vote.
31. A member may vote in person or by proxy. On any show of hands, counting of proxies, poll or postal vote, each member will have one vote.
32. No member will be entitled to vote at any General Meeting if his/her annual subscription will be more than three (3) month in arrears at the date of the meeting.
33. The instrument appointing a proxy will be in writing the signature of the appointor or his attorney will be witnessed by a person other than the proxy. A proxy will be a member of the Society eligible to vote. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A member will be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
34. The instrument appointing a proxy may be in the form as given in Schedule 2 or in a common or usual form.
35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority will be either deposited:
 - (a) at the registered office of the Society or at such other place within the State as is specified for the purpose in the notice convening the meeting, by close of business and not less than twenty four (24) hours before the time for holding the meeting, or
 - (b) at a time and place as specified by the Council

and in default the instrument of proxy will not be treated as valid.

36. A vote given in accordance with the terms of an instrument of proxy or attorney will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no initiation in writing of

such death, unsoundness of mind or revocation as aforesaid has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

Directors

37. The Council (not including any ex officio representatives or other persons nominated by the Council to attend and advise from time to time) will consist of a minimum of six (6) members and a maximum of fourteen (14) members elected as herein provided for a term of two years unless altered pursuant to clause 47 of this Constitution.
38. The Council will consist of:-
- (a) one representative from each of the Branches then existing elected by its respective members at the Branch Annual General Meeting,
 - (b) one representative from each of the following SIGs: ANZSNMT, Physics & Radiopharmacy, elected by its respective SIG committee, (or by the Council should any SIG fail to elect a representative),
 - (c) one representative chosen by the Council to represent the physician members of the Society
 - (d) the immediate Past-President (who will act ex officio unless appointed by reason of paragraphs (a) – (c) above) for a period of two years.
 - (e) up to 3 further nominations by the Council should it deem it appropriate acting reasonably to retain persons of particular expertise;

PROVIDED that the failure of any branch, group or interest to elect or nominate a representative to the Council will in no way cause a vacancy or inhibit the powers and functions of the Council.

39. Directors must be Honorary or Ordinary members
40. At the first Annual General Meeting the number of Directors equal to one half of the total number of Directors of the Society will resign being those longest serving on the Council (or in the event of there being any uneven number of Directors, such number of Directors will retire so the number of the remaining Directors does not exceed one half of the total Directors immediately prior to the meeting). The retiring Directors will include those Directors who were members of the committee of the Association prior to the incorporation of the Society. Where there are more than half so due to

retire, the Council will decide which Directors will not be required to so retire. Any Director who retires at the first Annual General Meeting will be eligible for re-election.

41. Thereafter a Director's term of office expires at the second Annual General Meeting following the Annual General Meeting at which he was elected or in the event of the Director being invited to the Council to fill a casual vacancy then at the next Annual General Meeting at which the Director whose vacancy was being filled was due to retire. Any Director who retires will be eligible for re-election but will not be eligible for more than three consecutive terms.
42. The Council will appoint persons to the following positions:-
 - (a) the President,
 - (b) the Vice President,
 - (c) the Secretary,
 - (d) the Treasurer.
43. The President and Vice President will be appointed by the Council from the Directors and will not hold the same office for more than one two-year term during their current Council appointment (maximum 6 years).
44. The Secretary and the Treasurer may be appointed by the Council from outside of the Council, but, if so appointed the appointee will not have the power to vote at meetings of the Council.
45.
 - (a) There will be an Executive of the Council responsible to the Council for the running of the day-to-day affairs of the Society.
 - (b) The Executive will consist of the President and two (2) other members of the Council appointed by the Council.
 - (c) A quorum of the Executive shall be two (2) members.
46. The Society may from time to time by ordinary resolution passed at a General Meeting increase or reduce the maximum or minimum number of Directors of the Council provided that the minimum will not be less than six. The continuing Directors may act notwithstanding any vacancy in their number, but for as long as the number of Directors is below the minimum fixed by this Constitution, the Directors will not act except in emergencies or for the purpose of filling up vacancies or convening a general meeting of the Society.
47. The Council will have power at any time, and from time to time, to appoint any person to the Council, either to fill a casual vacancy or as an addition to the existing members of the Council but so that the total number of members of the Council will not at any time exceed the number fixed in accordance with these regulations. Any member of the Council appointed to fill a casual vacancy

will hold office only until the next Annual General Meeting at which the Director whose vacancy was being filled was due to retire. Any member appointed as an addition to the existing members of the Council will hold office until the second Annual General Meeting following the member's appointment.

48. The Council will use its best endeavours to fill any casual vacancy in the case of a Branch appointee with another member of that Branch and in the case of a Council appointee with another person from that Professional Group.
49. The Society may by ordinary resolution remove any member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed will hold office until the next Annual General Meeting at which the Director whose vacancy was being filled was due to retire. A member so removed from the Council will have the right to appeal.
50. The office of a member of the Council will become vacant if the member:
 - (a) ceases to be a member of the Council by virtue of the Law;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director of a Society by reason of any order made under the Law;
 - (d) 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;
 - (e) resigns his office by notice in writing to the Society;
 - (f) is absent from two consecutive Council meetings without approval of the Council;
 - (g) ceases to be a member of the Society.

Provided always that nothing in this Clause will affect the operation of Clause 88 of the Constitution of the Society.

Powers And Duties Of The Council

51. The business of the Society will be managed by the 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 Law or by the regulations, required to be exercised by the Society in General Meeting, subject nevertheless, to any of these regulations, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting; provided that any rule, regulation or by-law of the Society made by the Council may be disallowed by the Society in General Meeting and provided further that no resolution of or regulation made by the Society in General Meeting will invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.

52. The Council may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, will be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) members of the Council or in such other manner as the Council from time to time determines.
54. The Council will cause minutes to be made:
 - (a) of all appointments of officers and servants,
 - (b) of names of members of the Council present at all meetings of the Society and of the Council, and
 - (c) of all proceedings at all meetings of the Society and of the Council.

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

Proceedings of the Council

55. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Council may at any time summon a meeting of the Council.
56. Subject to these regulations questions arising at any meeting of the Council will be decided by a majority of votes and a determination by a majority of the members of the Council will for all purposes be deemed a determination of the Council. In case of an equality of votes the Chairperson of the meeting (determined in accordance with clause 24) will have a second or casting vote.
57. A member of the Council will not vote in respect of any contract or proposed contract with the

Society in which he is interested, or any matter arising therefrom, and if he does so vote his vote will not be counted. Council members must declare any potential conflict of interest at the commencement of any meeting of the Council

58. Subject to the Law, the quorum necessary for the transaction of the business of the Council will be four (4) or such greater number as may be fixed by the Council.
59. The President will preside at every meeting of the Council, or if there is no President or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President will be Chairperson. If the Vice President is also not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
60. The Council may at any time appoint and delegate any of its powers to committees consisting of such member or members of the Council and/or the Society, or to members or employees of the Society or persons co-opted for such purpose as the Directors think fit. Any committee so formed will in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council and the Society Constitution.
61. A 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 (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
62. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson will have a second or casting vote.
63. All acts done by any meeting of the Council or a committee or by any person acting as a member of the Council or a committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that the members of the Council or committee 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 Council or committee.
64. A resolution agreed to by the majority of the members of the Council for the time being entitled to receive notice of a meeting of the Council, will be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of:
 - (a) several documents in like form, each signed by one or more members of the Council, or,
 - (b) any electronic method of communication evidencing agreement by the Council

Branches

65. The Society will be represented by the following Branches for their respective regions:-
- (a) Western Australia,
 - (b) South Australia (representing both South Australia and the Northern Territory),
 - (c) Victoria (representing both Victoria and Tasmania),
 - (d) New South Wales,
 - (e) The Australian Capital Territory,
 - (f) Queensland,
 - (g) New Zealand, and
 - (h) such other branches as may from time to time be established by the Council pursuant to clause 60.
66. The Council may from time to time amalgamate or form new Branches where in its discretion it deems it appropriate by reason of numbers of members or to facilitate working of the respective Branches.
67. Each Branch will operate as a committee under this Constitution and in accordance with regulations determined by the Council from time to time.
68. Each Branch will hold an annual general meeting no later than thirty days prior to the Annual General Meeting of the Society.
69. The members of each Branch will at its Branch Annual General Meeting appoint
- (a) a committee to manage its affairs in accordance with regulations determined by the Council from time to time, and,
 - (b) the Branch's nominee to the Council pursuant to clause 38(a).
70. The Branch Committee will at least sixty (60) days prior to the holding of the ANZSNM Annual General Meeting call for nominations to the Council of the Society for the forthcoming election of the Branch Committee.
71. Any two (2) members of the Branch will be at liberty to nominate any other Honorary Life member or Ordinary member to serve as a Director on the Council of the Society.
72. The nomination will be in writing and signed by the nominee and his proposer and seconder and will contain not less than the following particulars:-

- (a) the name of the nominee, and
 - (b) a brief biography of the nominee including such personal and business details as the nominee deems appropriate
73. Each Branch will at all times be entitled to have one of its members as a Director on the Council of the Society.
74. Where the representative of that Branch on the Council is due or has given notice of his intention to retire the Branch will at its Branch Annual General Meeting prior to such retirement elect one person to be appointed as a Director on the Council of the Society at the Society's next Annual General Meeting.
75. In the event of a casual vacancy in the position of a Branch representative, the Council will seek the nomination of a person to fill the vacancy from that Branch and the term of office of such nominated replacement will end when the term of office of the Director replaced would have otherwise expired.

Special Interest Groups.

76. Without limiting the Council's powers under Clause 60 the Council may recognise or form Special Interest Groups (SIGs) for specialised areas or projects.

Regulations

77. The Council may make regulations not inconsistent with this Constitution as to the establishment functions powers and privileges regulation administration and dissolution of Branches, Special interest groups, and any other committees and the appointment removal qualification disqualification duties functions powers and privileges of the committees and members of such groups.

Funding

78. The Council will fund society related activities for Branches, Special Interest Groups (SIGs), other committees or projects from time to time and allocate funding therefore as the Council may deem appropriate.

Secretary

79. The Secretary will in accordance with the Law be appointed by the Council for such term, at such

remuneration and upon such condition as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein will prevent the Council from appointing a member of the Society as honorary Secretary and any member so appointed will forthwith become, if not already a member of the Council, ex officio a member of the Council and be subject to the provision of Clause 89 (b) of the Constitution.

Seal

80. The Council will provide for the safe custody of the Seal, which will only be used by the authority of the Council or of a committee of members of the Council authorised by the Council in that behalf,

Accounts

81. The Council will cause proper accounting and records to be kept and will distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Council will cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date as required by the Law.

Audit

82. A properly qualified Auditor or Auditors will be appointed and may be removed as provided in the CORPORATIONS ACT. His or their remuneration will be fixed and duties regulated in accordance with the Law and this Constitution.

Notices

83. A notice may be given by the Society to any member either
- (a) by placement in the Society's Journal in a reasonably prominent position or
 - (b) personally or
 - (c) by post to him at his registered address or
 - (d) facsimile transmission to a facsimile number nominated by the Member or
 - (e) other electronic medium to an electronic address nominated by the Member.

Where a notice is sent by post, service of the notice will be deemed to be effected in the case of a notice of 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.

84. Notice of every General Meeting will be given in any manner hereinbefore authorised to:

- (a) Every member except those members who (having no current registered address) have not supplied to the Society an address for the giving of notices to them; and
- (b) the Auditor or Auditors for the time being of the Society.

Inspection of Documents

85. The Council may determine whether and to what extent any of the books and records of the Society (including those of any committee) will be available to inspection by members and any restrictions as to access, the time and manner of inspecting the same. Subject to the Law, members will not have any right to call for or inspect any of the books and records of the Society.

Winding Up

86. The provisions of Clause 95 of this Constitution relating to the winding up or dissolution of the Society will have effect and be observed.

Officers: Indemnities and Insurance

87. *Indemnities*

To the extent permitted by law:

- (a) every person who is or has been an Officer of the Society or of a subsidiary of the Society will be indemnified out of the property of the Society against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the CORPORATIONS ACT; and
- (b) every person who is or has been an Officer of the Society or of a subsidiary of the Society will be indemnified out of the property of the Society against any liability to another person (other than the Society or a related body corporate of the Society) where the liability is incurred by the Officer in his or her capacity as an Officer of the Society or a subsidiary of the Society PROVIDED THAT this indemnity will not apply where the liability arises out of conduct involving a lack of good faith.

88. *Insurance*

To the extent permitted by law the Society may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Society or of a subsidiary of the Society against a liability.

- (a) incurred by the person in his or her capacity as an Officer of the Society or a subsidiary of the Society PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Society or a subsidiary of the Society or a contravention of sections 232(5) or (6) of the CORPORATIONS ACT; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

89. *Interpretation*

In Clauses 87 and 88:

- (a) the term "**Proceedings**" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Society or of a subsidiary of the Society (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Society or a subsidiary of the Society).
- (b) the term "**Officer**" has the meaning given to that term in section 241(4) of the CORPORATIONS ACT and includes every member of the Council.

Constitutional Objects

90. The objects for which this Society has been established are: -

- (a) to promote the advancement of scientific and clinical practice of Nuclear Medicine in Australia and New Zealand;
- (b) to promote research in Nuclear Medicine;
- (c) to promote public education regarding the principles and applications of Nuclear Medicine techniques in medicine and biology at national and regional levels;
- (d) to promote co-operation between organisations and individuals interested in Nuclear Medicine;

- (e) to promote the training of persons in all fields of Nuclear Medicine;
- (f) to provide opportunities for collective discussion on all aspects of Nuclear Medicine;
- (g) to foster the growth and development of knowledge, understanding and exchange of information about Nuclear Medicine;
- (h) to encourage and assist research by persons into medical, biological, scientific or other subjects relating to or impacting upon Nuclear Medicine and the publication of books, monographs, articles and other writings by such persons upon such subjects;
- (i) to encourage and provide for instruction by members of the Society or other persons of undergraduate or postgraduate students in medicine, science, allied or associated subjects at or in any university, medical school, hospital, laboratory or other training school or teaching institution;
- (j) to provide, endow or support scholarships, lectureships, readerships, professorships in subjects appertaining to or associated with the science or practice of Nuclear Medicine;
- (k) to support professional, scientific and technical development of all persons engaged in the practice of Nuclear Medicine;
- (l) to promote and assist in the achievement of high standards of scientific and technical practice by the development and promulgation of guidelines, position statements, policies and accreditation;
- (m) to give, grant, issue or bestow certificates, accreditations and distinctions in recognition of proficiency or attainment in the science and practice of Nuclear Medicine;
- (n) to advise government and statutory authorities on any aspect of the practice and profession of Nuclear Medicine; and
- (o) to subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society provided that the Society will not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 92 of this Constitution;

Powers

91. In furtherance of the objects of the Society:

- (a) to buy, sell and deal in all kinds of equipment, apparatus, literature and other items required by the members of the Society or persons for the purposes hereinbefore stated;
- (b) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Society provided that in case the Society will take or hold any property which may be subject to any trusts the Society will only deal with the same in such manner as is allowed by law having regard to such trusts;
- (c) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Society's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Society thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (d) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Society;
- (e) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Society or dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for public, general or useful object;
- (f) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Society's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (g) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of trust funds;

- (h) To borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures or otherwise charged upon all or any of the Society's property (both present and future), and to purchase, redeem or pay off any such securities;
- (i) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable investments;
- (j) In furtherance of the objects of the Society to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;
- (k) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchases and others;
- (l) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject to the proviso in Clause 92 of this Constitution;
- (m) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contribution to the funds of the Society, in the shape of donations, annual subscriptions or otherwise;
- (n) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects;
- (o) In furtherance of the objects of the Society to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which will prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of Clause 92 of this Constitution;
- (p) In furtherance of the objects of the Society to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Society is authorised

to amalgamate;

- (q) In furtherance of the objects of the Society to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate;
 - (r) To make donations for patriotic or charitable purposes;
 - (s) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society;
 - (t) Without limiting the generality of the foregoing the Society has the powers set out in the Law.
92. The income and property of the Society whencesoever derived, will be applied solely towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society.

Provided that nothing herein will prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member of the Society. Any payment to any Society of which a member of the Council may be a member and in which such member will not hold more than one-hundredth part of the capital, such member will not be bound to account for any share of profits he may receive in respect of such payment.

Ordinary members and members who are officers of the Council may be employees and are subject to the same rights and obligations as employees, and their obligations as employees will take precedence over their rights as members. A member who is an officer of the Council is not entitled to a salary, wage or fee or other remuneration solely because he is a member of the Council.

Council, Committee, Branch & SIG committee members are entitled to reimbursement of reasonable expenses incurred whilst engaged in conducting the business of the society in a manner to be determined by the Council from time to time

93. The liability of the members is limited.
94. 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 is a member, or within one (1) year after he ceases to be a

member, for payment of the debt and liabilities of the Society contracted before he 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 \$25.00.

95. Upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever the same will not be paid to or distributed among the members of the Society but will be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which will 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 92 hereof such institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
96. True accounts will be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Society. Once at least in every year the accounts of the Society will be examined by one or more properly qualified Auditor or Auditors who will report to the members in accordance with the provisions of the CORPORATIONS ACT.
97. The names and addresses of the persons who consent to become members of the Society and adopt this Constitution are as follows:-

Names and Address

SCHEDULE 1

Category of Members

1. The membership of the Society will comprise:-
 - (i) Honorary Life members
 - (ii) Ordinary members
 - (iii) Associate members
 - (iv) Emeritus members
 - (v) Corporate members.
 - (vi) Corresponding members
2. A person may be an Honorary Life member if that person has in the determination of the Council made outstanding contributions to the Society or to the field of Nuclear Medicine or a related subject.
3. A person may be an Ordinary member if that person holds a university degree or other tertiary qualification acceptable to the Council and is involved in any field of Nuclear Medicine or in the production or application of radionuclides in medicine or the biological sciences. In special circumstances, the Council may admit persons not so qualified, to Ordinary membership of the Society.
4. Only Honorary Life members and Ordinary members are entitled to vote at any general meeting of the Society
5. A person may be an Associate member if that person is ineligible to be an Ordinary member but is involved in Nuclear Medicine studies or research.
6. No member will remain an Associate member for longer than the end of the current subscription

year following the date on which he or she becomes eligible for Ordinary membership.

7. A person may be an Emeritus member if that person having become an Ordinary member ceases to be involved in the practice of Nuclear Medicine due to age retirement or permanent physical disability.
8. A Corporation may be a Corporate member if in the opinion of the Committee it offers products or services of interest to workers in the field of Nuclear Medicine.
9. Applications for Corresponding membership shall be considered for persons having an interest in nuclear medicine but residing outside Australia or New Zealand.
10. A person may be a Corresponding member if that person is an Ordinary or Associate member of the Society who is or is about to become ordinarily resident outside Australia and New Zealand. Any Ordinary or Associate member applying for Corresponding membership in accordance with this paragraph is not required to pay any entrance fee or any additional annual subscription for the then current year.
11. If a Corresponding member becomes ordinarily resident in Australia or New Zealand (or in the case of a member who became a Corresponding member by reason of paragraph 9 resumes residency in Australia or New Zealand), he or she forthwith ceases to be eligible to be a Corresponding member, but is eligible to apply for Ordinary or Associate membership of the Society as the case may be.
12. The rights and privileges of every member are personal to the member. They are not transferable by the member's own act or by operation of law, and no member is entitled to exercise the rights and privileges of a member unless all monies due by the member to the Society have been paid.
13. Subject to the following clauses, every applicant for membership of the Society must sign and lodge with the Society an application for membership in such form as the Council may from time to time prescribe.
14. Every applicant for Ordinary or Associate membership who is a Corresponding member must sign and lodge with the Society an application for membership in such form as the Council may from time to time prescribe, stating:

- (i) that he or she is resuming or has resumed ordinary residence in Australia or New Zealand;
and
 - (ii) the category of membership to which he or she wishes to be readmitted.
15. Every applicant for Corresponding membership must sign and lodge with the Society an application for membership in such form as the Council may from time to time prescribe, stating that he or she has or is about to become ordinarily resident outside Australia or New Zealand.
16. The entrance fee (if any) and annual subscriptions payable by members are as prescribed from time to time by regulation, provided that the annual subscription payable by a Corresponding member must be 65% of the annual subscription which the Corresponding member would pay if he or she were an Ordinary or Associate member, as the case may be.
17. Applications for Emeritus membership, Corporate membership or Corresponding shall be made in writing to the Secretary of the Society.
18. An application for membership shall be granted if approved by a two-thirds majority of the Executive or any committee established by the Council for such purpose.
19. Only the Council can nominate a person for Honorary Life membership. The decision whether a nominee shall be accepted as an Honorary Life member shall be decided by the Members of the Society at its next Annual General Meeting.
20. The person or organisation which accepts an invitation to become a member of the Society shall be thereby deemed to have agreed to be bound by the Constitution of the Society.

**SCHEDULE 2
PROXY FORM**

I _____ (Full Name: print clearly)

of _____ (Print address)

being a member with entitlement to vote[#] of ANZSNM

hereby appoint _____ (Full Name: print clearly)

of _____ (Print address)

being a member of ANZSNM with entitlement to vote[#], as my proxy, or in his/her absence the Chair of the meeting, to vote for me on my behalf at the [Extraordinary]* General Meeting of the ANZSNM to be held on

the _____ -day of _____ 200x.

My proxy is hereby authorised to vote as shown below with respect to each of the following motions. (If no direction is given the proxy may vote as he/she thinks fit)

Motion _____

“*in favour of / *against (*Strike out whichever does not apply)

Signature of member _____

Signed this _____ day of _____ 200X

Signature of Witness: _____

Signed this _____ day of _____ 200X

Note:

[#] Voting member: A financial Ordinary or Honorary Life member

Completed proxy forms must be received and date stamped by the ANZSNM Secretariat no later than _____ am on _____,

Post to: – Insert details