

Constitution

of

Australasian Society of Aerospace Medicine Limited

A Company Limited by Guarantee not having Share Capital

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Overview

This is the Constitution of Australasian Society of Aerospace Medicine Limited.

The Company is a company limited by guarantee. The liability of its members is limited to the amount they have agreed to pay in the guarantee. The Company must always have at least one member and three directors.

The Constitution sets out the basis on which the Company is to be managed. Nothing in the Constitution is intended to derogate from the *Corporations Act*. That Act:

- imposes many obligations on the Company which are not reproduced in this Constitution;
and
- overrules anything in this Constitution to the extent that they are inconsistent.

This Constitution replaces the replaceable rules in the *Corporations Act*. Words used in the Constitution which have a meaning in the *Corporations Act* have the same meaning in this Constitution (unless expressly stated otherwise).

Table of contents

A	Company's name, Objects and powers	1
	Name of the Company	1
	Objects	1
	Powers	1
B	Members' liability and guarantee	1
	Liability of Members	1
	Guarantee by Members	2
C	How the Company's income and property are to be applied	2
	For the Company's objects	2
	No dividends etc. to Members	2
	Remuneration and expenses for Members allowed	2
	Payments to directors: restrictions, remuneration, expenses	2
	Loans and leases from Members	2
D	Tax deductible Gift Fund	3
	Maintaining a gift fund	3
	Accounting procedures for the Gift Fund	3
	Winding up of Gift Fund	3
E	Fees imposed by the Company	3
	Setting fees	3
F	Membership	3
	Members	3
	Register of Members	4
	Eligibility for membership	4
	Types of membership	4
	Membership is not transferable	4
	Voting rights	4
	A Member's representative	5
	Applying and being admitted to Membership	5
	Resigning from Membership: and ongoing liability	5
	Expelling and disciplining a Member	6
	Removing an expelled Member's name from the Register	6
G	General Meetings: frequency and notice	6
	Annual General Meeting required	6

	Convening Extraordinary Meetings	6
	Notice of General Meetings	7
	Changing the notice procedure for General Meetings	7
	Failure to receive Notice	7
H	General Meetings: proceedings	7
	Use of technology in conferencing	7
	Business at the meeting	7
	Quorum required	8
	If no Quorum present	8
	Chair of the meeting	8
	Adjourning (and resuming) a meeting	8
	Auditor attending etc. meeting	8
I	General Meetings: voting	9
	Show of hands vote	9
	Evidence of resolution	9
	Poll vote	9
	Continuing with other business before a Poll	9
J	General Meetings: appointing a proxy	10
	Eligibility to be proxy	10
	Company receiving notice of proxy	10
	Form of proxy	10
	Proxy's voting instructions	10
	Proxy's authority	10
K	General Meeting: appointing an attorney	11
	Member appointing an attorney	11
	Directors appointing an attorney of the Company	11
L	General Meeting: voting by attorney or proxy	11
	Validity of vote after death or revocation	11
	Person who has appointed proxy or attorney may attend meetings	11
M	Directors	11
	Number and qualifications of Directors	11
	Length of appointment	12
	Election of Directors	12
	Officers on the Board	Error!
	Bookmark not defined.	

	Casual vacancies	13
	Disqualification of Directors	13
	First directors	14
N	Powers of the Board	14
	The board controls and directs the company	14
	Borrowing	14
	Investment	14
	Negotiable instruments	14
O	Proceedings of the Board	14
	General	14
	Use of technology in Board conferencing	14
	Notice of meeting	15
	Quorum	15
	Chair	15
	Voting	15
	Delegation by the Board	15
	Defects in appointment	16
P	Board minutes and circulated resolutions	16
	Making Board resolutions	16
	Minutes to be kept	16
	Circulated Resolution General	16
	Evidence of proceedings and resolutions	16
Q	Accounts	16
	Accounts to be kept	16
	Location and inspection of accounts	17
	Auditor	17
R	Indemnity	17
	Definition of Liability and Officer	17
	Indemnity of Officers	17
	Indemnity for Proceedings	17
S	Notices	17
T	Distribution of property on winding-up	18
U	Replaceable Rules displaced	18
V	Definitions and Interpretation	18

Schedule 1	21
Names and usual residential addresses of initial directors	21
Guarantee	21
Schedule 2	22
Statement by persons who have consented to be members of the company	22
Execution	23

Constitution of Australasian Society of Aerospace Medicine Limited

A Company's name, Objects and powers

Name of the Company

1 The name of the Company is Australasian Society of Aerospace Medicine Limited.

Objects

2 The Company's objects are all or any of the following:

- 2.1 The cultivation and promotion of aerospace medicine and related disciplines.
- 2.2 The provision of an authoritative body of opinion in relation to aerospace medicine.
- 2.3 The facilitation of periodic scientific meetings of aerospace medicine practitioners and researchers for the advancement of aerospace medicine and education.
- 2.4 The collection and dissemination of scientific knowledge related to aerospace medicine and associated sciences.
- 2.5 The conduct of essay and other research related competitions open to undergraduate medical and science students.
- 2.6 The endowment and support of research, development and advancement of aerospace medicine.
- 2.7 Co-operation and affiliation or holding combined scientific meetings with bodies having similar objects.
- 2.8 Solicitation of donations and raising funds for the furtherance of these objectives and for the purpose of making charitable donations and cooperating with other entities that are:
 - 2.8.1 Charitable at law.
 - 2.8.2 That are an exempt entity as defined in section 95-1(1) of the ITAA.
 - 2.8.3 Gifts of which are deductible under item 1 of the table in section 30-15.

Powers

3 The Company has:

- 3.1 the legal capacity and powers of an individual; and
- 3.2 all the powers of a body corporate (other than the power to issue shares).

4 However, the Company has those capacities and powers only to the extent:

- 4.1 necessary, or convenient, to carry out the Company's objects; or
- 4.2 incidental to carrying out those objects.

B Members' liability and guarantee

Liability of Members

5 The liability of each Member is limited to the amount of the guarantee set in clause 6.

Guarantee by Members

- 6 If the Company is wound up while a person is a Member (or within one year after they stop being a Member) then that person must contribute up to \$10 to the Company for:
- 6.1 payment of the Company's debts and liabilities incurred before that person ceased to be a Member;
 - 6.2 payment of the costs, charges and expenses of winding-up the Company; and
 - 6.3 adjustment of the rights of the contributories among themselves.

C How the Company's income and property are to be applied

For the Company's objects

- 7 All of the Company's income and property must be applied solely towards the promotion of the Company's objects as set out in clause 2.

No dividends etc. to Members

- 8 The Company may not pay, or transfer, any of its income or property — directly or indirectly — by way of dividend, bonus or otherwise to any person who is or has been a Member.

Remuneration and expenses for Members allowed

- 9 Regardless of clause 8, the Company may pay remuneration in good faith to any Member, officer or employee of the Company in return for any good or services they provide to the Company in the ordinary and usual course of business.
- 10 The Board may authorise the repayment of any expenses a Member incurs for the Company, or in connection with performing their duties for the Company.

Payments to directors: restrictions, remuneration, expenses

- 11 If the Company is to pay any remuneration to a Director for services rendered in the capacity as a Director, then the remuneration must be on reasonable commercial terms and the Board must first have:
- 11.1 consented to the Director providing those services; and
 - 11.2 resolved to approve the amount of the payment.
- 12 If the Company is to pay any remuneration to a Director for services rendered in the capacity as an employee of the Company, then the Board must first have resolved to approve the terms of that employment.
- 13 The Board may authorise the repayment of any expenses a Director incurs for the Company, or in connection with performing their duties for the Company.

Loans and leases from Members

- 14 The Company may pay:
- 14.1 interest on money borrowed from any Member; and
 - 14.2 reasonable and proper rent for premises a Member leases to the Company.
- 15 For the purposes of clause 14, if a Member pays the Company a deposit, bond or other security for the payment of fees and charges levied under the Constitution, then that payment is not a loan from the Member.

D Tax deductible Gift Fund

Maintaining a gift fund

- 16 If the Australian Taxation Office endorses the Company as a “deductible gift recipient” under subdivision 30-BA of the *Income Tax Assessment Act 1997 (Tax Act)*, then the Company must maintain a gift fund:
- 16.1 called the “Australasian Society of Aerospace Medicine Gift Fund” (**Gift Fund**); and
 - 16.2 that complies with section 30-130 of the Tax Act.

Accounting procedures for the Gift Fund

- 17 The Company must manage the Gift Fund as follows:
- 17.1 All gifts of money or property and contributions in relation to fundraising events for the Company's objects must be paid into the Gift Fund.
 - 17.2 The Gift Fund must be credited with any money received because of such gifts or contributions, including interest and the proceeds from the sale of such property.
 - 17.3 The Gift Fund must not receive any other money or property.
 - 17.4 The Gift Fund must be used only for the Company's objects.
 - 17.5 Receipts for amounts paid into the Gift Fund must be issued in the name of the Gift Fund.
 - 17.6 Proper accounting records and procedures must be kept and used for the Gift Fund.

Winding up of Gift Fund

- 18 If the Gift Fund is wound up or if the endorsement of the Company as a “deductible gift recipient” is revoked, then any surplus assets of the Gift Fund remaining after any liabilities attributed to it are satisfied must be transferred to a charitable fund, authority or institution to which income tax deductible gifts may be made”

E Fees imposed by the Company

Setting fees

- 19 The Board may prescribe:
- 19.1 a cost payable by Members by way of Membership fees and any other fees the Board thinks fit; and
 - 19.2 when and in what circumstances these fees are payable.
- 20 The Board must give Members at least one month's notice of any increase in the fees, or of a change in the due date for fees payable under clause 19.

F Membership

Members

- 21 The Company's Members are as follows (unless the Member has resigned under clause 39 or clause 41, or been expelled under clause 42):

- 21.1 the persons who are specified in the application to register the Company lodged under section 117 of the Act and who have consented to be Members; and
- 21.2 any other person the Board admits to Membership in accordance with this Constitution.

Register of Members

- 22 The Company must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.
- 23 Any dispute that arises in relation to the Register must be referred to the Board. The Board's decision is final and binding on all Members (in the absence of manifest error).

Eligibility for membership

- 24 The following are eligible to be Members:
 - 24.1 any person who has a demonstrated interest in the Company;
 - 24.2 any person that the Board considers would benefit the Company by becoming a Member; and
 - 24.3 any person in a category of persons that the Company has determined to be eligible to be Members.

Types of membership

- 25 At any time, the Board may (subject to the Act) create different types of Membership with different rights, obligations and restrictions. Without limiting the foregoing, the following types of Membership exist at the time of incorporation:
 - 25.1 Full Members
 - 25.2 Associate Members
 - 25.3 Foundation Members
 - 25.4 Honorary Members
 - 25.5 Corporate Members
 - 25.6 Retired Members

Membership is not transferable

- 26 A Member may not transfer their Membership to another person.

Voting rights

- 27 A Voting Member is entitled to one vote at a General Meeting of the Company.
- 28 Members who are not Voting Members are not entitled to vote at any meeting of the Company.
- 29 However, the Board may suspend a Voting Member's entitlement to vote if the Voting Member owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).

A Member's representative

- 30 If a Member or an Applicant is not a natural person, then it must appoint (in writing) a natural person as its Representative. The Member may remove and replace its Representative by giving written notice to the Board in a form the Board approves.
- 31 The Representative may, on the Member's behalf, exercise all the powers that the Member could exercise at a meeting or in voting on a resolution — unless those powers are restricted in a way set out in clause 32.
- 32 The document appointing the Representative may set out either or both of:
- 32.1 what the Representative is appointed to do; and
 - 32.2 any restrictions on what the Representative may do.
- 33 If the appointment is made by reference to a position held, then the appointment must identify the position.
- 34 The Company must arrange for:
- 34.1 the name and address of the Representative to be entered in the Register; and
 - 34.2 all correspondence and notices from the Company to the Member to be served on that Representative.

Applying and being admitted to Membership

- 35 A person's Application to be a Member must be made in the form, and accompanied by any fee, the Board has set.
- 36 The Board will consider and, in its absolute discretion, accept or reject an Application. If the Board rejects an Application, then:
- 36.1 it must arrange for any money the Applicant tendered with the Application to be repaid to the Applicant, without interest; and
 - 36.2 the Board does not have to give any reasons for the rejection.
- 37 An Applicant does not become a Member until the Company has:
- 37.1 received any fee that applies; and
 - 37.2 the name and address of the Applicant (and its Representative if relevant) are entered in the Register.
- 38 Each Member is liable for all taxes, duty and charges payable in respect of their Application, their Membership and any related transaction or document. Each Member indemnifies the Company and will keep it indemnified in respect of any liability for all those amounts.

Resigning from Membership: and ongoing liability

- 39 A Member may resign from Membership by giving written notice to the Company. When the notice period expires, the Member stops being a Member but:
- 39.1 they remain liable for any money they owe the Company; and
 - 39.2 under clause 6, they remain liable for another 12 months.
- 40 A Member also resigns if they owe the Company any amount that is more than 6 months overdue (the Board may change the length of that period). If a Member resigns under this clause, then the Board may reinstate their membership if they pay the outstanding amount.

Expelling and disciplining a Member

- 41 The Board may — in the way described in clause 42 — expel a Member or implement appropriate disciplinary action if the Member:
- 41.1 has committed a breach of any obligation or duty under this Constitution; or
 - 41.2 has engaged in conduct detrimental to the interests of the Company.
- 42 For any expulsion or discipline to be valid:
- 42.1 at least 21 days before the Board meeting at which the resolution is considered, the Member must be given written notice of:
 - the meeting;
 - the intended resolution; and
 - the particulars of the alleged act, omission or conduct complained of;
 - 42.2 at the meeting (and before the resolution is passed), the Member must be given the opportunity to explain themselves in writing or orally (or both if they request it);,
 - 42.3 if the Member does give an explanation, then the Board must take it into account;
 - 42.4 the relevant resolution must be passed by 75% of the Directors present and voting;
 - 42.5 the Board must arrange for the Member to be given written notice of any Board resolution on the matter; and
 - 42.6 if the Board resolves to expel the Member, then the Member ceases to be a Member when the Board serves them with the notice. Also the Member's name will be removed from the Register as set out in clause 43.

Removing an expelled Member's name from the Register

- 43 If a Member is expelled from the Company, then their name (and that of any Representative they have appointed) must be removed from the Register. The Company has no liability to the Member in respect of their removal from the Register.
- 44 When a Member's name is removed from the Register, the Member no longer has:
- 44.1 any rights or privileges attaching to Membership; or
 - 44.2 any rights which they had against the Company that arose out of their Membership.

G General Meetings: frequency and notice

Annual General Meeting required

- 45 The Company must hold an Annual General Meeting:
- 45.1 in every calendar year;
 - 45.2 within five months after the end of its financial year; and
 - 45.3 at the time and place the Board determines.

Convening Extraordinary Meetings

- 46 An Extraordinary Meeting may be convened:
- 46.1 by the Board at such time and place as the Board thinks fit, (as long as it complies with the Act); and
 - 46.2 by Members as allowed under the Act.

Notice of General Meetings

- 47 The Board must give at least 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor (unless a change to that arrangement is made under clause 49). The notice must specify:
- 47.1 the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 47.2 the general nature of the meeting's business;
 - 47.3 the details of any special resolutions to be proposed at the meeting; and
 - 47.4 that Voting Members are entitled to appoint a proxy who must be a Voting Member.
- 48 A Member that is a company is responsible for notifying its Representative of any General Meeting.

Changing the notice procedure for General Meetings

- 49 A meeting may be convened in a way other than, and on shorter notice than, clause 47 requires as long as:
- 49.1 all the Members entitled to vote at the meeting consent to the change beforehand; and
 - 49.2 the notice and the shorter notice period comply with the Act.

Failure to receive Notice

- 50 A meeting and its proceedings and resolutions are valid even if any one or more of the following is the case:
- 50.1 the Company accidentally omitted to give notice of a meeting to any Member; or
 - 50.2 any Member did not receive notice of the meeting.

H General Meetings: proceedings

Use of technology in conferencing

- 51 The Chair may (with the approval of the meeting) confer with Members and others by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Members held on the day and at the time the conference was held — even if the Members were not present together in one place at the time. This clause does not limit the discretion of the Members to regulate their meetings.
- 52 The provisions of this Constitution regulating the proceedings of the Members apply so far as they are capable to such conferences.

Business at the meeting

- 53 The ordinary business of an Annual General Meeting may include:
- 53.1 considering any annual financial report, directors' report and Auditor's report;
 - 53.2 electing and appointing Directors; and
 - 53.3 appointing the Auditors and fixing the Auditor's remuneration (if the Company is required to have an auditor).

54 All other business at an Annual General Meeting, and all business at an Extraordinary Meeting, is regarded as special business.

Quorum required

55 For any business to be transacted at any General Meeting — except the adjournment of the meeting — a quorum must be present. The quorum for a General Meeting is 25 Voting Members, present in person or by Representative, proxy or attorney.

If no Quorum present

56 If a quorum is not present within half an hour after the time appointed for a General Meeting then:

56.1 if the meeting was convened on the requisition of Members, then it will be dissolved; or

56.2 in any other case, the meeting will be adjourned to the same day in the next week at the same time and place (or at such other place as the Chair decides). If at that adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, then the Voting Members present are a valid quorum.

Chair of the meeting

57 The Chair or in the Chair's absence, the Deputy Chair is to preside as chair at every General Meeting.

58 If at any General Meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting (or if neither is willing to preside), then the Voting Members present are to choose a Director to preside. If no Director is present (or if all Directors present decline to preside), then the Voting Members present will choose a Voting Member who is present to preside as Chair.

Adjourning (and resuming) a meeting

59 The Chair of a General Meeting:

59.1 may, with the consent of the Voting Members present and entitled to vote at any meeting, and at which a quorum is present, adjourn a meeting; and

59.2 must adjourn a meeting if the meeting directs them to do so.

60 If the Chair adjourns a General Meeting, then they may do so to another time or place (or both).

61 If a General Meeting is adjourned for one month or more, then the Company must arrange for a new notice of the adjourned meeting to be given.

62 After an adjourned meeting is resumed, the only business that may be transacted at the meeting is business that was unfinished before the adjournment.

Auditor attending etc. meeting

63 The Auditor is entitled:

63.1 to attend any General Meeting of the Company;

- 63.2 to receive the same notices of, and other communications relating to, any General Meeting that a Member is entitled to receive; and
- 63.3 to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity. The Auditor's right to be heard exists even if the Auditor retires at that meeting or if a resolution to remove the Auditor from office is passed at that meeting.

I General Meetings: voting

Show of hands vote

- 64 Every item of business submitted to a General Meeting (except an election of Directors) is to be decided in the first instance by a show of hands of the Voting Members, or their Representatives, who are personally present and entitled to vote. The Chair will have a casting vote.

Evidence of resolution

- 65 It is conclusive evidence that a resolution has been passed (regardless of whether there is any proof of the number or proportion of the votes recorded in favour of or against the resolution) if:
 - 65.1 the Chair declares that a resolution has been passed or lost (having regard to the majority required); and
 - 65.2 an entry to that effect has been made in the Company's books and signed by the Chair of that, or the next meeting.

Poll vote

- 66 The Chair or any Member present (personally or by Representative, proxy or attorney) may demand a poll before, or on the declaration of the result of, a show of hands. Any person who has demanded a poll may withdraw their demand.
- 67 A poll demanded on any question of adjournment must be taken before any adjournment.
- 68 The poll is to be taken:
 - 68.1 in the manner and at the time and place as the Chair of the meeting directs; and
 - 68.2 either at once or after an interval or adjournment or otherwise.
- 69 The result of the poll is to be the resolution of the meeting at which the poll was demanded.
- 70 If there is a dispute as to the admission or rejection of a vote, then the Chair will finally determine that dispute.
- 71 At a poll, the Chair will have a casting vote.

Continuing with other business before a Poll

- 72 After a poll has been demanded, the meeting may continue with any business other than the issue on which poll has been demanded.

J General Meetings: appointing a proxy

Eligibility to be proxy

- 73 Any Voting Member may:
- 73.1 appoint a natural person who is a Voting Member, or a Representative, as a proxy to vote on the Voting Member's behalf; and
 - 73.2 may direct the proxy to vote either for or against each or any resolution.

Company receiving notice of proxy

- 74 For an appointment of a proxy to be valid, the Company must receive the document appointing the proxy (and an original, or certified copy, of the power of attorney, if any, under which it is signed):
- 74.1 at least 48 hours before the time for holding the relevant meeting or adjourned meeting or poll; and
 - 74.2 at one of:
 - the Registered Office;
 - a fax number at the Registered Office; or
 - a place, fax number or electronic address specified for such purpose in the notice of meeting.
- 75 An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates — unless it states something to the contrary.

Form of proxy

- 76 An instrument appointing a proxy must be signed by the appointor, or his or her attorney, and must contain the following information:
- 76.1 the Company name;
 - 76.2 the Member's name and address;
 - 76.3 the Member's type of Membership;
 - 76.4 the proxy's name or the name of the office held by the proxy; and
 - 76.5 the meetings at which the appointment may be used.

Proxy's voting instructions

- 77 A document appointing a proxy may specify the way in which the proxy is to vote for a particular resolution. If it does so, then the proxy must vote on the resolution as specified.

Proxy's authority

- 78 A document appointing a proxy will be treated as giving the proxy:
- 78.1 authority to demand, or join in demanding, a poll; and
 - 78.2 the power to act generally at the meeting for the person giving the proxy (except to the extent to which the proxy is specifically directed to vote for or against any proposal).

K General Meeting: appointing an attorney

Member appointing an attorney

79 Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all, or certain specified, meetings of the Company. If the attorney wishes to appoint a proxy for the Member granting the power of attorney, then the attorney must at the Registered Office (or any other place the Board determines) produce:

- 79.1 the power of attorney for inspection; and
- 79.2 any evidence the Board requires that it has been properly executed.

Directors appointing an attorney of the Company

80 The Directors may, by power of attorney, appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the Company. The appointment:

- 80.1 may be for any purposes and with powers, authorities and discretions (not exceeding those vested in, or exercisable by, the Directors under this Constitution);
- 80.2 may authorise any attorney to sub-delegate all or any of the powers, authorities and discretions vested in them;
- 80.3 may be for periods and on conditions as the Directors think fit; and
- 80.4 may contain provisions for the protection and convenience of persons dealing with any attorney as the Directors think fit.

L General Meeting: voting by attorney or proxy

Validity of vote after death or revocation

81 If a person who has appointed a proxy or attorney has either died or revoked the appointment but any notice in writing of the death or revocation has not been received at the Registered Office before the meeting, then a vote given in accordance within the terms of appointment will be valid.

Person who has appointed proxy or attorney may attend meetings

82 A person who has appointed a proxy or attorney may attend and take part in a meeting. Doing so does not revoke the appointment — unless the person votes on the resolution to which the appointment applies.

M Directors

Number and qualifications of Directors

83 The number of Directors comprising the Board will be at least 3 and no more than 11. The Board shall be elected by the Voting Members in accordance with this Constitution except:

- 83.1 as provided in clauses 87.4 and 88; and
- 83.2 in relation to the single Board position reserved for the Immediate Past Chair of the Company who shall be automatically elected to the Board as the Immediate Past Chair from the end of the Annual General Meeting at which they resigned as Chair

until the end of the third subsequent Annual General Meeting – at that time, they must retire (but they are eligible for re-election).

84 Each Director must be a financial Voting Member.

85 The Board shall consist of the following positions:

- 85.1 One Chair;
- 85.2 One Deputy Chair;
- 85.3 One Secretary;
- 85.4 One Treasurer;
- 85.5 One Public Officer;
- 85.6 Five Ordinary Board Members; and
- 85.7 One Immediate Past Chair.

Length of appointment

86 Each elected Director (excluding the First Directors) will hold office:

- 86.1 from the end of the Annual General Meeting at which they were elected; and
- 86.2 until the end of the third Annual General Meeting following their election — at that time, they must retire (but they are eligible for re-election).

Election of Directors

87 Directors will be elected in the following way:

- 87.1 The immediate past Chair will be automatically appointed to the Board position of Immediate Past Chair without need for nomination or re-election.
- 87.2 Any two Voting Members may nominate any Voting Member to serve as a Director.
- 87.3 The nomination of any Voting Member as a candidate for election as a Director must be:
 - 87.3.1 in writing and signed by the nominated person and their proposer and seconder; and
 - 87.3.2 lodged with the Secretary at least 35 days before the Annual General Meeting at which the election is to take place (or any other scheduled General Meeting); and
 - 87.3.3 specify the Board position for which the nominated person is nominated.
- 87.4 If the number of nominated candidates:
 - 87.4.1 *is no more than the number of vacancies for that Board position*, then the Chair of the Annual General Meeting will declare those candidates elected as Directors.
 - 87.4.2 *is more than the number of vacancies for that Board position*, then the Board will conduct a ballot in accordance with clause 87.5.
 - 87.4.3 *is not enough to meet the required minimum number of Directors or for each Board position*, then the Board must appoint a Voting Member as

Director (as long as they consent) until there is at least the minimum number of Directors and each Board position is filled.

- 87.5 Ballots to appoint Directors pursuant to clause 87.4.2 shall take place by postal ballot of the Voting Members prior to the next Annual General Meeting. Such ballot may be conducted using such means as the Board direct or otherwise in accordance with the following:
- 87.5.1 The Board must ensure that notification of the election and the details for voting (including the methods and forms which may be used) is provided to each Voting Member at least 28 days prior to the date fixed for the next Annual General Meeting.
 - 87.5.2 Votes may be cast by Voting Members using an electronic ballot system provided by the third party online voting provider nominated by the Board unless a Voting Member does not have a valid electronic address in which case the Voting Member may cast a vote by ordinary post using the postal ballot form provided by the Board.
 - 87.5.3 Voting will close 7 days prior to the next Annual General Meeting and only votes received by the Public Officer on or prior to that date will be valid.
 - 87.5.4 Each Voting Member is entitled to vote for any number of candidates not exceeding the number of vacancies for the relevant Board position.
 - 87.5.5 Votes will be counted under the supervision of a Director (nominated by the Board) and in the presence of two independent scrutineers (appointed by the Board). The results of the postal ballot shall be final and binding in the absence of manifest error or fraud. For the avoidance of doubt, no show of hands or poll shall be taken at the Annual General Meeting in respect of the election of Directors.

Casual vacancies

- 88 If there is a casual vacancy in the office of Director (except that of Immediate Past Chair for which no casual vacancy will be filled), then the Board may appoint a replacement Director. That replacement Director holds office until the end of the next Annual General Meeting.

Disqualification of Directors

- 89 The office of a Director will be vacated if the Director:
- 89.1 is a Member and they become bankrupt or make any arrangement or composition with their creditors;
 - 89.2 is a Member and that Member resigns or is expelled as a Member;
 - 89.3 becomes of unsound mind;
 - 89.4 is absent for three consecutive Board Meetings without leave of the Board (unless the Board resolves to the contrary);
 - 89.5 resigns from their Directorship by giving written notice to the Company; or
 - 89.6 ceases to hold office by reason of any order made under the Act.

First Directors

90 The First Directors are the persons set out as Directors in the application to register the Company lodged under section 117 of the Act. At the first meeting of the Board after incorporation, the First Directors will elect from among their number a Chair, a Deputy Chair, a Secretary, a Public Officer and a Treasurer. The First Directors will hold office until the end of the second Annual General Meeting, at which point they will cease being directors but will be eligible for re-election. Notwithstanding the foregoing, the first Chair shall not cease being a Director at the end of the second Annual General Meeting but will continue as a Director in the position of Immediate Past Chair until the end of the fifth Annual General Meeting at which point he will cease being a Director but will be eligible for re-election.

N Powers of the Board

The board controls and directs the company

- 91 The control and direction of the Company and the management of its property and affairs are vested in the Board.
- 92 The Board may exercise all powers of the Company that are not required to be exercised or done by the Company in General Meeting.

Borrowing

93 The Board may raise money in any manner it thinks fit including by borrowing money (whether on the security of the Company's assets or not) and the issuing of a security for any other purpose — so long as this is done to further the Company's objects set out in clause 2.

Investment

94 The Board may invest the Company's money in any manner, and for any period, it thinks fit.

Negotiable instruments

95 Two Directors, or one Director and some other officer authorised by the Board for the purpose, may sign, draw, accept, endorse or otherwise execute (as the case may be) the following documents for and on behalf of the Company: all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company.

O Proceedings of the Board

General

- 96 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 97 The Board must meet at least 1 times a year.

Use of technology in Board conferencing

98 The Board may, if it thinks fit, confer by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Board held on the day and at the time the conference was held — even if the

Directors were not present together in one place at the time. This clause does not limit the discretion of the Board to regulate its meetings.

- 99 The provisions of this Constitution regulating the proceedings of the Board apply so far as they are capable to such conferences.

Notice of meeting

- 100 At any time, the Board may convene a Board meeting by notice served on each Director. The Secretary is to arrange that notice at the request of the Chair or Deputy Chair.

- 101 The proceedings of a Board meeting are valid even if:

101.1 the Company accidentally omitted to give notice of a meeting to any Director; or

101.2 any Director did not receive notice of the meeting.

Quorum

- 102 A quorum for Board meetings is (unless the Board determines otherwise) if the number of Directors:

102.1 is an even number, half of the Board plus one other director; or

102.2 is an odd number, the odd number nearest to, and greater than, half of the number of Directors.

Chair

- 103 The Chair, or in the Chair's absence the Deputy Chair, is to chair every Board meeting.

- 104 If at a Board meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding that meeting (or if neither is willing to chair), then the Directors present will choose one of their number to chair the meeting.

Voting

- 105 Questions arising at any meeting will be decided by a majority of votes. Each Director present is entitled to one vote. The Chair does have a casting vote.

- 106 However, the Board may suspend a Director's entitlement to vote if the Director (or the Member for whom the Director is a Representative) owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).

Delegation by the Board

- 107 Subject to clause 108, the Board may, as it thinks fit, delegate any of its powers to individual Directors or Members or to committees. A committee may consist of the Directors or Members (or both) that the Board thinks fit. Any individual or committee must comply with any Board direction about how to execute the delegated powers.

- 108 The Board may not delegate its power to delegate.

- 109 The meetings and proceedings of any committee will be governed by the provisions of this Constitution that regulate the meetings and proceedings of the Board so far as they apply and so far as the Board has not replaced them.

Defects in appointment

- 110 An act done in good faith by any meeting of the Board, any meeting of any committee formed by the Board or by any person acting as a Director will not be invalidated merely because of:
- 110.1 any defect in the election, appointment or tenure of a Director or person acting on any such committee; or
 - 110.2 the disqualification of any of them.

P Board minutes and circulated resolutions

Making Board resolutions

- 111 The Board may make resolutions either:
- 111.1 in a meeting, of which minutes must be kept as set out in clause 112; or
 - 111.2 by circulated resolution which must be made and kept as set out in clause 113.

Minutes to be kept

- 112 The Board must arrange for:
- 112.1 proper minutes to be made of the proceedings and resolutions of all meetings of the Company, the Board and committees formed by the Board;
 - 112.2 the minutes to be entered in books kept for that purpose; and
 - 112.3 the minutes to be signed by the Chair of the meeting or by the Chair of the next meeting.

Circulated Resolution General

- 113 If all the Directors have signed a document containing a statement that they are in favour of a resolution set out in the document, then that resolution is to be treated as having been passed as a Circulated Resolution at a meeting of the Board held at the time and date on which the resolution was last signed by a Director. (However, the reference to "all the Directors" in this clause does not include any Director who is not entitled to vote on the Resolution.)
- 114 Any Circulated Resolution may consist of several documents in identical terms, each signed by one or more Directors and must be entered in the relevant book of minutes of the Company.

Evidence of proceedings and resolutions

- 115 A minute or Circulated Resolution that is recorded and signed in accordance with clause 112 or 113 to 114 (as the case may be) is evidence of the proceeding or resolution to which it relates (unless the contrary is proved).

Q Accounts

Accounts to be kept

- 116 The Board must arrange for the Company to keep proper books of account that:

- 116.1 record true and complete accounts of the affairs and transactions of the Company; and
- 116.2 give a true and fair view of the state of the Company's affairs and explain its transactions.

Location and inspection of accounts

- 117 The Board must arrange for the books of account:
 - 117.1 to be kept at the Registered Office, or in a place or places it thinks fit; and
 - 117.2 to be open to the inspection of the Directors during usual business hours.

Auditor

- 118 The Company will comply with the Act in relation to the appointment, removal and resignation of an Auditor.

R Indemnity

Definition of Liability and Officer

- 119 In clauses 120 to 122:
 - 119.1 **Liability** means costs, losses, liabilities and expenses.
 - 119.2 **Officer** means a Director, secretary or other officer of the Company and includes a former Officer, but does not include an auditor or agent of the Company.

Indemnity of Officers

- 120 The Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that Officer in their capacity as an Officer by reason of any act or thing done or omitted to be done by that person:
 - 120.1 in that capacity; or
 - 120.2 in any way in the discharge of that person's duties; or
 - 120.3 by reason of or relating to the person's status as an Officer.
- 121 However, the indemnity in clause 120 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

Indemnity for Proceedings

- 122 Without limiting clause 120, the Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer.
- 123 However, the indemnity in clause 122 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

S Notices

- 124 The Company may serve notice on any Member in the ways shown in the left hand column of the table below. A notice will be taken to be served at the time shown in the right-hand

column of that table on the relevant row. Any notice to be served on a Representative is served by serving it on the relevant Member.

Way of serving notice	Timing of notice taken to be
Personally	When served
By sending it through the ordinary post to the Member's Registered Address	3 days after the day it is posted. In proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.
By leaving it at their Registered Address in an envelope addressed to the Member.	Business Day: The same day it is left at the Registered Address. Non-Business Day: the Business Day after it is left at the Registered Address.
By sending it to the fax number or electronic address (if any) nominated by the Member.	On the Business Day after it is sent.

125 A certificate in writing signed by the Secretary or any officer of the Company that the envelope containing the notice was properly stamped, addressed and posted or delivered will be conclusive evidence of the service of such notice.

T Distribution of property on winding-up

126 If on the winding-up or dissolution of the Company after all its debts and liabilities have been satisfied there remains any property, then that property must not be paid to or distributed among the Members.

127 Instead, this property must be given or transferred to some other institution or institutions that have:

127.1 objects similar to the objects of the Company (if there is one); and

127.2 a Constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 7 of this Constitution.

128 Choosing which institution or institutions the Company will transfer this property to must be done by:

128.1 a special resolution of the Members at or before the time of the Company's dissolution; or

128.2 if no such special resolution is passed, then by a Judge or Registrar of the Supreme Court or such other court of competent jurisdiction.

U Replaceable Rules displaced

129 Each of the provisions of the Act that would, but for this clause, apply to the Company as a replaceable rule is expressly displaced and does not apply to the Company.

V Definitions and Interpretation

130 In this Constitution:

Act means the *Corporations Act 2001* (Commonwealth).

Annual General Meeting means the annual general meeting of Members.

Applicant means a person who lodges an Application under this Constitution.

Application means an application for Membership.

Associate Member means a Member who does not possess a qualification entitling them to be Full Members, whom the Board consider desirable to be associated with the Company. An Associate Member shall not be entitled to stand for election to the Board nor be entitled to vote at an election or ballot of the Company. Without limiting the foregoing, medical students shall be classed as Associate Members.

Auditor means the auditor or auditors of the Company, if the Company is required to have one. If the Company is not required to have an auditor, but has one, then it includes any such auditor.

Board means the board of directors of the Company.

Business Day means Monday to Friday excluding public holidays in the State or Territory the Company is registered in.

Chair means the Director who is elected to this office in accordance with clause 87.

Company means Australasian Society of Aerospace Medicine Limited.

Constitution means this Constitution, as amended.

Corporate Member means a Member which is a corporation whom the Board considers desirable to be associated with the Company. A Corporate Member shall not be entitled to stand for election to the Board nor shall it be entitled to vote at an election or ballot of the Company.

Deputy Chair means the Director who is elected to this office in accordance with clause 87.

Directors means the members individually or collectively of the Board.

Extraordinary Meeting means a General Meeting of Members other than an Annual General Meeting.

Foundation Member means a Member who took part in the initial Victorian meeting of the Special Group on Aviation Medicine (B.M.A.) on 25th November, 1949, or in the National Meeting of the Special Group, held at Brisbane during the 7th Australian Congress of the British Medical Association; and who shall have the privileges of either Full Members or Honorary Members (as determined by the Board from time to time).

Full Member means a Member who shall be possessed of a qualification entitling them to be registered as medical practitioners.

General Meeting means an Annual General Meeting or an Extraordinary Meeting of the Company.

Honorary Member means a Member, normally Foundation Members or Full Members, who shall be deemed to be of such eminence in the field of aerospace medicine or to have given to the Company or its predecessors service of such an account as to merit this distinction. Honorary Membership shall be conferred only by a resolution of a general meeting of Members and shall normally be for the recipient's lifetime. The total number of Honorary Members should not normally exceed five percent of the total of all types of members.

Immediate Past Chair means the Director who, immediately prior to the relevant election, held the office of Chair who is elected to this office in accordance with clause 83.2.

Member means a person admitted to Membership in accordance with this Constitution.

Membership means membership of the Company.

Ordinary Board Member means a Director which does not hold the office of Chair, Deputy Chair, Treasurer, Secretary, Public Officer or Immediate Past Chair.

Public Officer means the Director who is elected to this office in accordance with clause 87.

Register means the register of Members kept in accordance with the Act.

Registered Address means the address of a Member shown in the Register.

Registered Office means the registered office of the Company.

Representative means a person as described in clause 29.

Retired Member means a Member who has retired and receives no income from personal services and has reached the age of 65 years.

Secretary means the Director who is elected to this office in accordance with clause 87.

Treasurer means the Director who is elected to this office in accordance with clause 87.

Voting Members means Foundation Members, Full Members, Honorary Members who are eligible to be Full Members and Retired Members who are eligible to be Full Members.

131 In this Constitution, unless the context requires otherwise:

131.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;

131.2 a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;

131.3 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;

131.4 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;

131.5 a word or phrase that is defined has the corresponding meaning in its other grammatical forms

131.6 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;

131.7 the singular includes the plural and vice versa;

131.8 a gender includes all other genders; and

131.9 headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

Schedule 1

Names and usual residential addresses of initial directors

Name of director	Usual residential address of director
IAN CHARLES CHENG	62 Llewellyn Street, Oatley, NSW, 2223
ADRIAN MICHAEL SMITH	56 Purdom Road, Gould Creek, SA 5124
CRAIG ANDREW SCHRAMM	5 Nargoon Street, Meringandan Qld 4352
ANDREW GEORGE MARSDEN	1 Hobbs Road, Gooseberry Hill WA 6076
GORDON GEOFFREY CABLE	46 Arthur Street, Payneham, SA 5070
TRACY LEE SMART	33 Galbraith Close, Banks, ACT, 2906
KATE ELIZABETH MANDERSON	28 Woden Street, Vincentia, NSW, 2540
PRITI BHATT	5/11 Kidman Street, Coogee, NSW 2034
IAN MICHAEL HOSEGOOD	63 Bank Road, Graceville, Qld 4075
DAVID JAMES PATRICK FITZGERALD	80 Kambalda Crescent, Fisher, ACT 2611
GREIG PHILLIP CHAFFEY	287 Cavendish Road, Coorparoo, Qld 4151

Guarantee

The Members of the Company have each guaranteed the following amount on its establishment \$10.

Schedule 2

Statement by persons who have consented to be members of the company

I consent to become a member of the company. I agree to the form of this Constitution of the company.

Name of Member	Usual residential address
IAN CHARLES CHENG	62 Llewellyn Street, Oatley, NSW, 2223
ADRIAN MICHAEL SMITH	56 Purdom Road, Gould Creek, SA 5124
CRAIG ANDREW SCHRAMM	5 Nargoan Street, Meringandan Qld 4352
ANDREW GEORGE MARSDEN	1 Hobbs Road, Gooseberry Hill WA 6076
GORDON GEOFFREY CABLE	46 Arthur Street, Payneham, SA 5070
TRACY LEE SMART	33 Galbraith Close, Banks, ACT, 2906
KATE ELIZABETH MANDERSON	28 Woden Street, Vincentia, NSW, 2540
PRITI BHATT	5/11 Kidman Street, Coogee, NSW 2034
IAN MICHAEL HOSEGOOD	63 Bank Road, Graceville, Qld 4075
DAVID JAMES PATRICK FITZGERALD	80 Kambalda Crescent, Fisher, ACT 2611
GREIG PHILLIP CHAFFEY	287 Cavendish Road, Coorparoo, Qld 4151

Execution

Date:

Signature of member: _____

Signature of witness: _____

Name of witness: _____

Date:

Signature of member: _____

Signature of witness: _____

Name of witness: _____

Date:

Signature of member:

Signature of witness:

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