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**Corporations Act 2001
A Public Company Limited by Guarantee
Constitution**

**Australian Institute of Medical Scientists
ACN 010 985 403**

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1 Nature of the Institute

- 1.1 The Institute is a public company limited by guarantee.
- 1.2 The liability of the Members is limited. Every Member undertakes to contribute \$100.00 to the assets of the Institute if it is wound up while they are a Member, or within one year afterwards.

2 Objects

- 2.1 The objects of the Institute are:
- (a) to advance the profession of medical science in the provision of the highest quality laboratory services;
 - (b) to promote, support, further and advance the character, status and the common interests of medical scientists in all parts of the Commonwealth of Australia and its Territories;
 - (c) to promote advance and develop scientific knowledge by means of lectures, demonstrations, discussions, debates in all branches of science;
 - (d) to promote and further the cause and interests of science, scientific culture and scientific research;
 - (e) to raise money to further the aims of the Institute and to secure sufficient funds for the objects of the Institute;
 - (f) to receive any funds and to distribute these funds in a manner that best attains the objects of the Institute; and
 - (g) to do all such things as are incidental or conducive to the operation of the Institute and otherwise for the attainment of all or any of the objects of the Institute.

3 Membership

Classes of membership

- 3.1 The number of Members of the Institute is unlimited.
- 3.2 The members of the Institute are divided in to Voting and Non-Voting Members in the 3 classes described in clauses 3.3 and 3.4 below.
- 3.3 **Voting Members** shall comprise 2 classes of Membership, namely:
- 3.3.1 **Professional Members**, who are divided further in to different categories of Professional Membership as contemplated by clause 3.5, but all of whom shall have all of the rights of Members of the Institute under and in accordance with this Constitution, including without limitation the right to vote at general meetings of Members; and

3.3.2 **Voting (Non-Professional) Members**, who are divided further in to different categories of Voting (Non-Professional) Membership as contemplated by clauses 3.6 shall have the rights of Membership provided in this Constitution, including without limitation the right to vote at general meetings of Members, but for the avoidance of doubt, they shall not be entitled to:

- (a) stand for election as President or other Elected Director of the Institute (see clause 10.5); nor
- (b) be appointed to the Board as an Advisory Council Nominee Director (see clause 10.5).

3.4 **Non-voting Members** shall comprise a single class of Membership and shall have the rights of Membership provided in this Constitution, but for the avoidance of doubt, they shall not be entitled to:

- (a) vote at general meetings of Members;
- (b) stand for election as President or other Elected Director of the Institute (see clause 10.5); nor
- (c) be appointed to the Board as an Advisory Council Nominee Director (see clause 10.5); nor
- (d) stand for election to a Branch or Division committee.

Professional Members

3.5 Different categories of Professional Membership:

3.5.1 may be determined by ordinary resolution of the Professional Members voting at a general meeting of the Institute, with such different criteria for admission or different entitlements (other than rights of Professional Members provided in this Constitution which shall prevail); and

3.5.2 have, simultaneously with, or immediately prior to or following the adoption of, this Constitution been determined by the Professional Members as follows:

- (a) Fellows;
- (b) Full Members;
- (c) Associate Members;
- (d) Life Members; and
- (e) Graduate Members.

Voting (Non-Professional) Members

- 3.6 Different categories of Voting (Non-Professional) Membership:
- 3.6.1 may be determined by ordinary resolution of the Voting Members at a general meeting of the Institute, with such different criteria for admission or different entitlements (other than rights of Voting (Non-Professional) Members provided in this Constitution which shall prevail); and
 - 3.6.2 have, simultaneously with, or immediately prior to or following the adoption of, this Constitution been determined by the Voting Members as Intermediate Members.

Non-voting Members

- 3.7 Different categories of Non-voting Membership:
- 3.7.1 may be determined by ordinary resolution of the Voting Members at a general meeting of the Institute, with such different criteria for admission or different entitlements (other than rights of Non-Voting Members provided in this Constitution which shall prevail); and
 - 3.7.2 have, simultaneously with, or immediately prior to or following the adoption of, this Constitution been determined by the Voting Members as follows:
 - (a) Student Members;
 - (b) Affiliate Members; and
 - (c) Corporate Members.

Retained Members

- 3.8 All Members who were entered on the Register of Members as a Retained Member at the date of adoption of this Constitution shall continue to be Members in that category and shall continue to enjoy the rights of:
- 3.8.1 a Professional Member, if the Retained Member was a Professional Member at the time of being reclassified as a Retained Member; or
 - 3.8.2 a Voting (Non-Professional) Member, if the Retained Member was a Voting (Non-Professional) Member at the time of being reclassified as a Retained Member;

until such time as they cease to be Members in accordance with this Constitution.

Becoming a Member

- 3.9 The following provisions apply to applications for admission as a Member:
- (a) Membership is open to persons who are supportive of the objects of the Institute and are accepted by the Board, or its duly authorised delegate, for admission to a category of Voting or Non-voting Membership under and in accordance with this Constitution;

- (b) the application must be made by completing and signing the form approved for the purpose by the Board, and lodging it with the Secretary; and
 - (c) upon lodging the application, the applicant must pay the relevant entrance fee (see clause 4);
- 3.10 In respect of each application for Membership duly made in accordance with this Constitution:
- (a) the Board, or its duly authorised delegate, shall promptly after it is received from the applicant, consider whether to accept or reject the application;
 - (b) the Board has the sole and absolute discretion to accept or reject the application for Membership;
 - (c) notwithstanding any other provision, whilst the Board's duly authorised delegate may accept the application, the application must be referred to the Board for further consideration if the Board's delegate wishes to reject the application, and the Board continues to have the sole and absolute discretion whether to accept or reject the application;
 - (d) if the application is accepted by the Board or its duly authorised delegate, the applicant shall be admitted forthwith as a Member and shall be notified accordingly;
 - (e) the Board does not have to give reasons for rejecting an application; and
 - (f) if the application is rejected, all amounts paid by the applicant on account of the application shall be refunded in full.

Notifying Member of Admission

- 3.11 Following admission of a new Member, the Secretary must promptly:
- (a) notify the Member in writing of the admission to membership by issuing a receipt for the entrance fee paid by the Member on account of the application for membership; and
 - (b) cause the required details to be entered in the Register.

Ongoing Member Obligations and Rights

- 3.12 The Members of the Institute agree to be bound by the provisions of this Constitution and of all By-Laws promulgated by the Board in accordance with this Constitution.
- 3.13 For so long as a Member abides by the provisions of this Constitution, the Member shall enjoy the rights and privileges of membership under this Constitution and the Act.
- 3.14 All Members have the right to receive notices of, and to attend and be heard at, and in the case of Voting Members to vote at any general meeting.

Register of Members

- 3.15 A Register of the Members must be kept in accordance with the Act.

- 3.16 The following details must be entered and kept current in the Register in respect of each Member:
- (a) the full name and contact details of the Member;
 - (b) the date of admission to and cessation of membership; and
 - (c) such other information as the Board requires.
- 3.17 Each Member is responsible to notify the Secretary in writing of any change in that person's name, postal and electronic address, telephone or facsimile number within 1 month after the change.

4 Entrance and annual subscription fees

Amount of fees

- 4.1 Subject to clauses 4.2 and 4.3, the:
- (a) entrance fee, payable upon admission to any category of Membership; and
 - (b) annual subscription, payable upon renewal of Membership in any category of Membership,
- is the amount determined by the Board from time to time.
- 4.2 Notwithstanding any other provision, Life Members shall not be required to pay admission or ongoing subscription fees.
- 4.3 For the avoidance of doubt, the Board may determine differential entrance and annual subscription fees for different categories of Members, as contemplated by clauses 3.5 and 3.7, within each class of Membership.

5 Lapse, removal and cessation of membership

Lapse

- 5.1 A person shall cease to be entitled to all of the rights and privileges of Membership to which they were previously entitled if they cease or fail to pay an amount due under or as contemplated by clause 4 of this Constitution as and when it falls due and they have not rectified the non-payment within 2 calendar months of the Secretary, or other delegate of the Board, sending a notice to the person in accordance with this Constitution advising of the non-payment.

Resignation

- 5.2 A Member may resign from membership of the Institute by giving written notice to the Secretary, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.
- 5.3 Despite resignation of a Member under clause 5.1, such Member's liability for any fees, subscriptions or other moneys in arrears at the date of such resignation shall continue until discharged by payment.

Removal from Membership

- 5.4 Subject to clause 5.5, a Member may be removed by ordinary resolution of the Members at a general meeting.
- 5.5 The following provisions must be fulfilled before a Member can be removed by a resolution of the Members under clause 5.4:
- (a) a majority of the Directors must agree that the Member has failed to comply with a provision of this Constitution or is otherwise no longer considered suitable to be a Member;
 - (b) the Board must give at least 2 months' written notice to the Member of the intention to terminate their membership and the grounds of the intended termination,
 - (c) the Member must be invited, in the written notice, to provide to the Board any written representations which the Member wishes the meeting of Members to consider;
 - (d) if the Member makes written representations, and requests that they be notified to the other Members, in sufficient time before the notices of meeting are sent to the Members, the Board must ensure that a copy of the representations is included in the notices calling the meeting;
 - (e) if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting; and
 - (f) whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the meeting.

Other cessation of membership

- 5.6 A Member also ceases to be a Member, in the case of bodies corporate:
- (a) upon the dissolution of the Member; or
 - (b) upon the insolvency of the Member.

6 No profits for members

Transfer of income or property

- 6.1 Subject to clause 6.2, all of the assets and income of the Institute shall be applied solely in the furtherance of the objects of the Institute and no portion shall be distributed directly or indirectly to any Member.

Payments, services and information

- 6.2 Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:
- (a) Remuneration payable to an employee of the Institute, who is also a Member's Representative under clause 9, for services actually rendered to the Institute; or

- (b) goods or services actually supplied to the Institute by a Member in the ordinary and usual course of the Member's business.

7 General meetings

Convening of meetings

7.1 The Secretary must comply with a request to convene a general meeting of the Members on:

- (a) the request of the Chair or any 2 Directors of the Institute; or
- (b) a requisition signed by not less than 5% of the Members entitled to vote at any general meeting at the relevant time. Such requisition shall clearly state the nature of the business to be transacted and the reasons why such special meeting is required.

Notice of general meeting

7.2 Notice of a general meeting:

- (a) may be given by any form of communication permitted by the Act;
- (b) must specify the place, the day and the hour of meeting, the general nature of the business to be transacted and any other matters as are required by the Act; and
- (c) which is an AGM shall include at least the following items of business:
 - (i) to receive and adopt the statement of accounts and balance sheet;
 - (ii) to elect the auditor or auditors and to fix the auditor's remuneration.

7.3 The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Quorum at general meetings

7.4 A quorum for the purposes of a general meeting of Members shall be at least 10 Voting Members, whether present personally or by proxy.

7.5 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chair:

- (a) if the meeting was convened by or on the requisition of Members, it must be dissolved; or
- (b) in any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.

7.6 If a meeting has been adjourned to another time and place determined by the Board, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

- 7.7 If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of Chair and powers of Chair

- 7.8 The President or, in his/her absence, the Vice President, shall preside as Chair at every general meeting of Members.
- 7.9 If for any reason neither the President nor Vice President is present within 15 minutes of the time nominated for the meeting to start, the Voting Members who are present and entitled to vote at the meeting shall select one of the Voting Members present to chair the meeting.
- 7.10 The Chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the Chair reasonably considers that the person's conduct is inappropriate.

Casting Vote of Chair

- 7.11 The Chair of a general meeting is entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll.

Adjournment of meetings

- 7.12 The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 7.13 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.14 When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting.
- 7.15 When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

Voting on show of hands

- 7.16 All resolutions put to the vote of a general meeting of Members must be decided on a show of hands unless a poll is demanded in accordance with clause 7.21.
- 7.17 On a show of hands, each Voting Member present in person or by proxy, and who is not more than 1 month in arrears in respect of any fees due by that Member, has one vote.
- 7.18 On a show of hands, a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Institute, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Vote on a poll

- 7.19 Subject to clause 7.20, a poll may be demanded in respect of a resolution at a general meeting:
- (a) by the Chair; or
 - (b) by at least 3 Voting Members present and entitled to vote on the resolution.
- 7.20 The only times at which a poll properly may be demanded are:
- (a) before the vote on that resolution is taken;
 - (b) before the result is declared on a show of hands; or
 - (c) immediately after the result is declared on a show of hands.
- 7.21 On a poll each Voting Member present in person or by proxy, and who is not more than 1 month in arrears in respect of any fees due by that Member, has one vote.
- 7.22 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a Chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.23 A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

8 Proxies

Proxies

- 8.1 At meetings of Members, each Member may attend and, in the case of Voting Members, vote in person and by proxy, however for the avoidance of doubt a Member is only entitled to one vote per motion, either by proxy or in person.
- 8.2 A person attending as a proxy shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

Appointment of proxies

- 8.3 A Voting Member may appoint another Voting Member, or the Secretary of the Institute, as their proxy to attend and vote in their place at a general meeting.
- 8.4 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Member appointing the proxy.
- 8.5 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

Verification of proxies

- 8.6 Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the following provisions are fulfilled:
- (a) each Member appointing a proxy must send or deliver to the Institute, for receipt no later than 2 business days before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
 - (i) the document appointing the proxy; and
 - (ii) if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.
 - (b) The required documents must be either sent or delivered to the Institute's office address, fax number or electronic address, and marked to the attention of the relevant person, as specified for that purpose in the notice convening the meeting.

Revocation of appointment of proxy

- 8.7 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite:
- (a) the death or unsoundness of mind of the appointor; or
 - (b) the revocation of the instrument or of the authority under which the instrument was executed,

except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

9 Members' Representatives

- 9.1 A Corporate Member may appoint an individual as a representative to exercise all or any of the powers of the Member under this Constitution or otherwise at law.
- 9.2 The appointment may be a standing one.
- 9.3 The appointment may set out restrictions on the Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 9.4 A Member may appoint more than 1 Representative but only 1 Representative may exercise the body's powers at any one time.
- 9.5 Unless otherwise specified in the appointment, the Representative may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting of the Institute.

10 Board of Directors as governing body

10.1 The governance of the Institute shall be the responsibility of the Board duly elected and appointed under and in accordance with this Constitution.

Number of Directors

10.2 The Board shall comprise a minimum of 6 and a maximum of 9 Directors.

10.3 The Board shall comprise persons who, being eligible under clause 10.5, are elected or appointed to one of following positions on the Board, namely:

- (a) At least 3 and not more than 4 positions for Elected Directors, who are elected directly by and from amongst the Voting Members, comprising:
 - (i) the President, who shall also serve as President of the AIMS Advisory Council; and
 - (ii) up to 3 other Directors;
- (b) At least 2 and up to 3 positions for Advisory Council Nominee Directors, who are appointed to the Board by and from amongst the members of the AIMS Advisory Council; and
- (c) Up to 2 Appointed Directors, being persons whether or not they are Members of the Institute who are appointed by the Board in accordance with clause 10.6 of this Constitution.

10.4 the Institute may, by ordinary resolution of its Members, increase or decrease the minimum or maximum number of Directors (provided that the minimum must not fall below 3 as required by the Act) and may also determine in what rotation the Directors appointed as the result of any such alteration are to go out of office.

Eligibility for election as a Director

10.5 A person is only eligible for election or appointment as a Director if:

- (a) In the case of a person standing for election as the President, the person has been a Director or a member of the AIMS Advisory Council for at least 2 out of the past 4 years prior to standing for election;
- (b) in the case of a person standing for election as an Elected Director (including, for the avoidance of doubt, for the role of President), the person is a Professional Member;
- (c) in the case of an Advisory Council Nominee Director, the person is a Professional Member and is also a member of the AIMS Advisory Council;
- (d) in any case, the person:
 - (i) is not an employee of the Institute or of any related entity employing staff of the Institute; and
 - (ii) has not then already served for 6 continuous terms of 2 years.

Appointment of Appointed Directors

- 10.6 The Board may, in its discretion, and from time to time, appoint up to a maximum of 2 Directors to serve at any one time, on the basis that they are persons, whether or not they are Members of the Institute, whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors.

Term of office of all Directors

- 10.7 All Directors shall serve for a period of 2 years from election or appointment, upon expiry of which term they must retire from office but shall be eligible for re-election or reappointment as the case may be provided that:

10.7.1 They are not then disqualified by law or by this Constitution from being re-elected or reappointed;

10.7.2 They have not already served 6 continuous terms of 2 years.

Ballot for election of Elected Directors

- 10.8 The election of the Elected Directors (including, for the avoidance of doubt, the President) by Members to take effect at each AGM at which the Directors retire from office under clause 10.7 shall take place in the following manner:

(a) a postal ballot of the Voting Members shall, unless otherwise determined by the Board be held prior to the AGM and if so, subject to this clause, the postal ballot shall be conducted on a first past the post basis, in the manner determined from time to time by the Board;

(b) the Board must ensure that the postal ballot is conducted in such a fashion as to complete the postal ballot at least 7 days prior to the holding of the relevant AGM, including a reasonable period so as to allow Voting Members an adequate opportunity to nominate eligible Voting Members for directorship of the Institute and consider all nominations;

(c) all nominations for election as an Elected Director must be:

(i) in writing and signed by at least 2 Voting Members one of whom shall nominate and one of whom shall second the nomination of the candidate;

(ii) signed by the nominee, consenting to such nomination; and

(iii) delivered to and lodged with the Secretary within the time period, being not less than 21 days prior to the date fixed for the holding of the relevant AGM, specified by the Board in the notice calling for nominations;

(d) only persons who are eligible for election or appointment as an Elected Director under this Constitution may be nominated to stand for election;

- 10.9 Subject to clause 10.10, the results of the postal ballot shall be declared at, and take effect from the close of, the relevant AGM.

- 10.10 Notwithstanding the results of the postal ballot declared at the AGM, if any positions for Elected Directors are not filled through the postal ballot, nominations for such

position or positions may be accepted from the floor of the AGM and the election of such persons to the Board determined by resolution of the Voting Members.

Appointment of Advisory Council Nominee Directors

- 10.11 The AIMS Advisory Council shall, at or prior to each AGM at which one or more Advisory Council Nominee Director positions are vacated, conduct a ballot to select at least 2 and up to 3 Advisory Council Nominee Directors (depending on the number of positions which are open to be filled) from amongst the members of the AIMS Advisory Council.
- 10.12 The ballot for selection of the Advisory Council Nominee Director or Directors shall take place in such manner as may be determined by the Board from time to time by by-law which has been approved by the AIMS Advisory Council.
- 10.13 The results of the ballot for selection of Advisory Council Nominee Directors shall be declared at, and take effect from the close of, the relevant AGM.

Filling casual vacancies of Directors

- 10.14 In the case of casual vacancies created by the early retirement or removal of an Elected Director, or a position for an Elected Director not having been filled at an AGM, the Board may at any time appoint a person who would be eligible to stand for election as a Director, to be a Director to fill a casual vacancy:
- (a) created by the early retirement of Elected Director;
 - (b) resulting from a vacant position for an Elected Director on the Board not having been filled at an AGM; or
 - (c) in any other circumstances where the maximum number of Elected Directors on the Board will not be exceeded as a result of the appointment, as an addition to the existing Directors.
- 10.15 In the case of casual vacancies created by the early retirement or removal of an Advisory Council Nominee Director, or a position for an Advisory Council Nominee Director not having been filled at an AGM, the AIMS Advisory Council may at any time appoint a person who would be eligible for appointment as an Advisory Council Nominee Director, to be a Director to fill the casual vacancy.
- 10.16 If a Director has been duly appointed to fill a casual vacancy for an Elected Director's position or an Advisory Council Director's position that Director shall serve for a period expiring when the term of the vacant or vacated position which they filled would have expired if the position had not been vacated or left vacant and notwithstanding any other provision, be required to retire, but be eligible for election or appointment as the case may be, at the next AGM at which Directors retire from office under clause 10.7.

Retirement and removal from office

- 10.17 A Director may retire from office by giving notice in writing to the Institute of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to the Institute or, if another time is specified in the notice, at that time.
- 10.18 The Members may by ordinary resolution remove an Elected Director from office and may by ordinary resolution appoint another person as a replacement.

Vacation of office

- 10.19 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:
- (a) becomes an insolvent under administration;
 - (b) 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;
 - (c) is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of 6 months and the Board resolves that the office of that Director be vacated; or
 - (d) becomes prohibited from being a Director by reason of an order made under the Act.

Transitional provision

- 10.20 The terms of this Constitution shall come into effect at the 2008 AGM of the Institute, and:
- 10.20.1 the President-Elect elected at the 2006 AGM shall be President of the Institute for 2 years from the 2008 AGM;
 - 10.20.2 The National Council as governing body of the Institute shall cease to exist and shall be replaced by the Board; and
 - 10.20.3 The persons who were, prior to the adoption of this Constitution, members of the National Council of the Institute, will cease to be members of the Board;
 - 10.20.4 the provisions of this Constitution relating to the election and appointment of Directors shall apply.

11 President and Vice President

- 11.1 The President shall be elected in accordance with clause 10.8.
- 11.2 Without limiting clause 10.7, a person shall not serve more than 8 consecutive years as President.
- 11.3 The Directors shall elect, from amongst their own number, a person to act as Vice President as soon as reasonably practicable after each AGM.
- 11.4 The President shall, subject to the provisions of this Constitution and the law, act as Chair of the Board and the AIMS Advisory Council, and otherwise shall have the role and responsibilities from time to time determined by the Board.
- 11.5 The Vice President shall, subject to the provisions of this Constitution and the law, on an as-needs basis, act in place of the President as Chair of the Board and the AIMS Advisory Council, and otherwise shall have the role and responsibilities from time to time determined by the Board.

12 Directors' remuneration

Payment for expenses

- 12.1 Directors shall not be entitled to be paid sitting fees for their role as Directors.
- 12.2 Directors shall however be entitled, on an equitable basis, to be reimbursed all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committee or general meetings or otherwise in the execution of their duties as Directors provided that such expenses have first been approved by the Board.

13 Powers of Directors

- 13.1 The Directors may exercise all of the powers of the Institute which are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

14 Proceedings of Directors

Convening of Directors' meetings

- 14.1 The Board shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.
- 14.2 The President or any other 2 Directors may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such request.
- 14.3 Notice of each meeting of the Directors must be given to each Director at least:
- (a) 14 days before a meeting; and
 - (b) despite (a) above, at least 24 hours before a meeting dealing with urgent business; or
 - (c) otherwise as determined by resolution of the Board, except in the case of a Director who is out of Australia or who has been given leave of absence from the Board.
- 14.4 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum and voting at directors' meetings

- 14.5 A quorum for the purposes of a meeting of the Board is a simple majority of the Board as then constituted.
- 14.6 Questions arising at a meeting of the Board must be decided in the manner from time to time determined by the Board, and in the absence of any such agreement, by a majority of votes of Directors present and voting.

President or Vice President as Chair of meetings

- 14.7 The President or, in his/her absence, the Vice President, shall preside as Chair at every meeting of the Board.
- 14.8 If for any reason neither the President nor the Vice President is present within 15 minutes of the time nominated for the Board meeting to start, the Directors who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

Chair's vote at Directors meetings

- 14.9 The Chair has a second or casting vote at meetings of Directors.

Teleconference meeting of the Board

- 14.10 A meeting of Directors may be held by means of the contemporaneous linking together by telephone, radio or other form of instantaneous audio or audio and visual communication of a number of Directors constituting not less than the quorum required for the purpose of this Constitution provided that the conditions set out in the next following clause are fulfilled.
- 14.11 The conditions referred to in the immediately preceding clause are that:
- (a) all the Directors for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
 - (b) notice of any such meeting shall be given in accordance with clause 14.3;
 - (c) each of the Directors taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or audio and visual communication and must throughout the meeting be able to hear each of the other Directors so taking part;
 - (d) at the commencement of the meeting each Director must acknowledge his/her presence to all the other Directors taking part; and
 - (e) if the Secretary is not present at the meeting one of the Directors so present shall take minutes of the meeting.
- 14.12 A Director may not leave a meeting conducted pursuant to clause 14.10 by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the Chair of the meeting.
- 14.13 A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless they have previously obtained the express consent of the Chair of the meeting to leave the meeting.
- 14.14 A minute of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on a correct minute by the Chair of the meeting if present at the meeting.

- 14.15 A meeting by electronic communications shall not be invalidated by a voluntary or involuntary disconnection of a participant provided that there shall remain or be reconnected sufficient Directors able to communicate with each other as constitutes a quorum

Delegation of powers to committee

- 14.16 The Board may delegate any of their powers, except this power to delegate, to committees consisting of such Directors and such other persons as they think fit.
- 14.17 In the exercise of any powers delegated to it, a committee formed by the Board:
- (a) must conform to the directions of the Board; and
 - (b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

Minutes

- 14.18 The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.
- 14.19 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.

Resolution in writing

- 14.20 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Board passed at a meeting of the Board duly convened and held.
- 14.21 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- 14.22 If a resolution in writing is signed by an alternate Director, it must not also be signed by the appointor of the alternate Director and vice versa.
- 14.23 In relation to a resolution in writing:
- (a) a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and
 - (b) a document bearing a facsimile of a signature is to be treated as signed.

Conflict of Interest

- 14.24 The Board shall agree from time to time in writing on its policy for the regulation of conflicts of interest, which shall include a requirement that Directors only be engaged to provide goods or services to or on behalf of the Institute if:
- (a) that Director is for bona fide reasons considered by Board, agreed to be a suitable person to provide, such goods or services;

- (b) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
- (c) the goods or services are provided on arms-length terms;
- (d) The provision of the goods and services is disclosed clearly and expressly to the Members in the annual report of the Institute; and
- (e) The Board agrees by ordinary resolution (excluding the interested Director) to the provision of the goods or services by the Director.

Validity of acts of Directors

- 14.25 All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

15 Chief Executive Officer

- 15.1 The Board may appoint any person to act as chief executive officer of the Institute (by whatever title determined by the Board) for the period and on the terms (including as to remuneration) the Board see fit.
- 15.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on the chief executive officer any of the powers that the Board can exercise.
- 15.3 The Board may at any time revoke or vary an appointment of; or any of the powers conferred on, the chief executive officer.
- 15.4 If the chief executive officer becomes incapable of acting in that capacity the Directors may appoint any other person to act temporarily as chief executive officer until such time as the position can be permanently filled.

16 Secretary

- 16.1 The Directors may:
- (a) appoint, and terminate the appointment of, one or more Secretaries;
 - (b) determine their terms and conditions of appointment.
- 16.2 A Secretary shall be responsible to carry out all acts and deeds required by this Constitution, the Act or by law to be carried out by the secretary of the Institute.

17 Branches and Divisions

Establishment of Branches

- 17.1 The Board may, subject to the approval of the Members obtained by ordinary resolution at a general meeting of the Members, establish Branches and Divisions of the Institute.
- 17.2 The Board may, subject to the approval of the Members obtained by ordinary resolution at a general meeting of the Members, amalgamate or abolish (as the case may be) Branches or Divisions of the Institute if in the opinion of the Board the Branch or Division:
- (a) Has ceased to function;
 - (b) has conducted itself in a manner detrimental to the interests of the Institute;
 - (c) has failed to comply with any polices or directives applicable to Branches made by the Board from time to time existing; or
 - (d) fails to ensure that its members will be bound by this Constitution and such polices and directives made by the Board as are applicable to Branches or Divisions as the case requires.
- 17.3 .Each Branch and Division shall:
- (a) be established and conducted in accordance with by-laws and any other relevant policies and directives of the Board as to the manner in which the Branch or Division (or Branches or Divisions generally) is to be conducted;
 - (b) operate under the leadership of a Branch Chair or a Division Chair (as the case requires) approved and appointed by the members of the Branch or Division as the case may be in accordance with any policies and directives of the Board, and on terms from time to time determined by the Board;
 - (c) report as regularly as required by the Board in the form, and providing the information, required by the Board from time to time; and
 - (d) report annually to the AIMS Advisory Council on the matters, and in the manner, from time to time required by the Board.
- 17.4 Branches and Divisions shall each have an office or headquarters to which communications or notices may be addressed or served and that address, including any change to such address, shall be furnished to the Board.
- 17.5 Branches and Divisions may be entitled to be reimbursed expenses properly incurred by them in the course of conducting their duties provided that such expenses have first been approved by the Board.

18 AIMS Advisory Council

- 18.1 The AIMS Advisory Council shall be established and convened in accordance with the provisions of this clause 18.
- 18.2 The AIMS Advisory Council shall:
- 18.2.1 consist of the Advisory Council Delegates for each meeting of the AIMS Advisory Council, being:
 - (a) the President;

- (b) the immediate past President of the Institute (for up to a period of 2 years); and
- (c) the Chairperson of each Branch (or their nominee from the Branch committee);
- (d) the Chairperson of each Division (or their nominee from the Division committee);
- (e) such other persons (whether or not they are Members) as the Board, in consultation with the Chairpersons of the then existing Branches and Divisions, shall from time to time determine to be suitable, in view of the purposes of the AIMS Advisory Council as set out in clause 18.3 of this Constitution, to attend at a meeting of the AIMS Advisory Council convened under this Constitution; and

18.2.2 operate in accordance with by-laws from time to time approved by the Board.

18.3 The purpose of the AIMS Advisory Council Meetings shall be to:

- (a) provide an arena for ongoing review and involvement of stakeholders in the development of guidelines, processes, procedures and policies of the Institute;
- (b) discuss and make recommendations to the Board on issues relating to such matters;
- (c) provide a forum for discussion of issues relating to services and support for Members in each of the Branches and Divisions;
- (d) educate, inform and provide feedback to stakeholders;
- (e) advance the Institute's public image; and
- (f) consider such other issues as the Members in general meeting may from time to time require to be considered by the AIMS Advisory Council.

19 AIMS Professional and Technical Advisory Bodies

19.1 The Board may create such professional and technical advisory bodies as are considered appropriate by the Board for the conduct or assessment of professional or technical requirements of Members or others associated with the activities of the Institute or for the promulgation of information.

19.2 The composition and operation of all such professional or technical advisory bodies shall be in accordance with by-laws adopted as determined appropriate by the Board after consultation with the AIMS Advisory Council.

19.3 Without limiting the power of the Board under clause 19.2, all such professional or technical advisory bodies:

- 19.3.1 may include any persons, whether or not they are Members, determined by the Board to be appropriate for the purposes for which the relevant body is convened; and

19.3.2 shall have only the authority to provide advice to the Board or the AIMS Advisory Council as requested by the Board from time to time, unless expressly delegated and directed by the Board to carry out any other power or authority.

19.4 All persons appointed to all such professional and technical advisory bodies shall be appointed for the term or terms determined by the Board and may be removed by the Board at any time.

20 By-laws

20.1 The Board may, by resolution of the Board, make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Institute, which by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

21 Seals and execution of documents

21.1 If the Institute has one, the Board must provide for the safe custody of the Seal.

21.2 The Institute may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

- (a) 2 Directors;
- (b) a Director and the Secretary; or
- (c) a Director and some other person appointed by the Directors for the purpose.

21.3 The Institute may execute a document without the use of a seal if the document is signed by:

- (a) 2 Directors; or
- (b) a Director and a Secretary.

22 Surplus assets on winding up or dissolution

22.1 Upon the winding up or dissolution of the Institute, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which:

- (a) has objects similar to the objects of the Institute; and
- (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1,

as determined by the Members at or before the time of winding up or dissolution of the Institute.

23 Indemnity

Costs and expenses

- 23.1 Every officer and past officer of the Institute is indemnified by the Institute against a liability for costs and expenses incurred by that person as an officer:
- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
 - (b) in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

Liabilities to third parties

- 23.2 Every officer and past officer of the Institute is indemnified against a liability incurred by that person as an officer to a person other than the Institute or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

Insurance premiums

- 23.3 The Institute may pay the premium on a contract insuring a person who is or has been an officer of the Institute against:
- (a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and
 - (b) other liability incurred by the person as an officer of the Institute except a liability which arises from conduct that involves a wilful breach of duty in relation to the Institute or a contravention of sections 182, 183 or 184(2) or (3) of the Act.

24 Accounts, audit and records

Accounts

- 24.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.

Audit

- 24.2 A registered Institute auditor must be appointed.
- 24.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

Rights of Inspection

- 24.4 Subject to the Act, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Institute or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Institute except as provided by law or authorised by resolution of the Board.

25 Notices

Persons authorised to give notices

- 25.1 A notice given by either the Institute or a Member in connection with this Constitution may be given on behalf of the Institute or Member by a solicitor, or, in the case of the Institute, by the Secretary or a Director.
- 25.2 The signature of a person on a notice given by the Institute may be written, printed or stamped.

Method and time of giving notices

- 25.3 In addition to the method for giving notices permitted by statute, a notice by the Institute or a Member in connection with this Constitution may be given by:
- (a) delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;
 - (b) sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the 2nd business day (or 5th business day if sent outside Australia) after posting;
 - (c) sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete ; or
 - (d) sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

Addresses for giving notices to Members and to the Institute

- 25.4 For the purposes of clause 25.3:
- (a) The address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to the Institute with a request that they be recorded in the Register or the other records of the Institute.
 - (b) The street and postal address of the Institute is the registered office of the Institute and the facsimile, e-mail or other contact details are as the Institute may specify from time to time by written notice to the Members as the contact details for the Institute.

Proof of giving notices

- 25.5 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:
- (a) a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or
 - (b) a print out of an acknowledgement of receipt of the e-mail.

Persons entitled to notice of meeting

25.6 Notice of every general meeting must be given by a method authorised by this Constitution to every Member, Director and the auditor for the time being of the Institute, if any. No other person is entitled to receive notices of general meetings.

26 Interpretation

References to law and the Constitution

26.1 A reference to:

- (a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
- (b) this Constitution, where amended, means this Constitution as so amended.

Amendment of Constitution

26.2 The Institute may modify or repeal this Constitution or a provision of its Constitution, by special resolution.

Replaceable rules

26.3 Each of the provisions of the Act which would but for this clause apply to the Institute as a replaceable rule within the meaning of the Act are displaced and do not apply to the Institute.

Presumptions of interpretation

26.4 Unless the context otherwise requires a word which denotes:

- (a) the singular denotes the plural and vice versa;
- (b) any gender denotes the other genders; and
- (c) a person denotes an individual and a body corporate.

26.5 Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

26.6 Headings and any table of contents must be ignored in the interpretation of this Constitution.

26.7 Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.

26.8 For the purposes of determining the length of a period (but not its commencement) a reference to:

- (a) a day means a period of time commencing at midnight and ending 24 hours later; and
- (b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately

before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.

- 26.9 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 26.10 A provision of this Constitution, except that specifying the time for deposit of proxies with the Institute, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
- 26.11 A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated
- 26.12 A reference to an Act of Parliament, whether State or Federal, includes a reference to that Act of Parliament as amended from time to time, and a reference to a specific provision of an Act of Parliament means, unless the context demands otherwise, a reference to the equivalent provision in any later amended version of that Act of Parliament, or if the original Act of Parliament has been repealed in any Act of Parliament substituted in its place.

27 Definitions

- 27.1 In this Constitution, except where the context requires otherwise:

Act means the Corporations Act 2001.

Advisory Council Delegates means the persons referred to as Advisory Council Delegates in clause 18.2.1;

Advisory Council Nominee Director means a Director selected by and from amongst the AIMS Advisory Council and appointed to the Board in accordance with clause 10.11.

AIMS Advisory Council means the representative strategic advisory body created pursuant to clause 18.1.

AGM means an annual general meeting of the Members of the Institute and, where the content requires, means the specific annual general meeting in the context.

Appointed Directors means the Directors appointed to the Board by the Directors in accordance with clause 10.6.

Board means the board of Directors of the Institute unless the context demands otherwise.

Chair means the President of the Board, elected from time to time in accordance with this Constitution.

Chairperson means the person elected to chair a general meeting or as referred to in clauses 7.9 and 18.2 respectively

Director means a person elected or appointed in accordance with this Constitution to perform the duties of a director of the Institute.

Elected Directors means the Directors elected by and from amongst the Members, in accordance with clause 10.8.

Institute means the public company limited by guarantee, known as Australian Institute of Medical Scientists, and to which this Constitution relates.

Member means a person that, at the relevant time, is a properly admitted Member in any of the classes of Membership contemplated in clause 3.2 of this Constitution.

Non-voting Member means a person properly admitted to one of the categories of Non-voting Membership permitted by clause 3.7.

Non-voting Membership means the single class of Membership described in clause 3.4.

President means the person elected by the Voting Members as President position as contemplated by clause 10.3(a) of this Constitution.

Professional Member means a person who is a Member of the Institute in the Professional Membership class

Professional Membership means the class of Voting Membership contemplated by clause 3.3.1.

Register means the register of Members kept by the Institute under the Corporations Act 2001.

Representative means, in relation to a Member, the representative of the Member appointed under clause 9.

Seal means, if the Institute has one, the common seal of the Institute, if any.

Secretary means a person appointed to perform the duties of a secretary of the Institute.

special resolution means a resolution where not less than three quarters of those members entitled to vote, vote in favour of the resolution.

Vice President means the person elected by the Board from amongst its own number as contemplated by clause 11.3 of this Constitution.

Voting Membership means both of the Professional Membership and Voting (Non-Professional) Membership classes as described in clause 3.3.

Voting Member means a person who is a Member of the Institute in either of the Professional Membership or the Voting (Non-Professional) Membership classes.

Voting (Non-Professional) Membership means the class of Voting Membership contemplated by clause 3.3.2.

Voting (Non-Professional) Member means a person who is a Member of the Institute in the Voting (Non-Professional) Membership class.