THE AUSTRALIAN AND NEW ZEALAND SOCIETY FOR NEUROPATHOLOGY (INCORPORATED)

STATEMENT OF PURPOSES

The Purposes of the Society are as follows:
1. To promote the study of diseases of the nervous system.
2. To facilitate the exchange of information and ideas and to advance the science and practice of Neuropathology in Australia and New Zealand.
3. In carrying out these purposes the Society has all the powers which an adult person has.

RULES

NAME

1. The name of the society is the Australian and New Zealand Society for Neuropathology Incorporated (“the Society”).

MEMBERSHIP

First Members

2. The first members of the Society are those persons who were members of the unincorporated association at the date of incorporation.

Admission of members

3. The members of the Annual General meeting of the Society may admit to membership of a person who:
   (a) is a graduate in medicine, science, veterinary science or other appropriate qualification; and
   (b) is practising or has practised neuropathology in Australia, New Zealand or elsewhere; and
   (c) has agreed in writing to be nominated for membership of the Society.

Honorary members

4. The members at the Annual General Meeting, on the recommendation of the Executive Committee, may confer Honorary Membership on a person who is a distinguished investigator in the field of neuropathology.

Rights of honorary members

5. An Honorary Member has all the rights of a member but is not required to pay an annual subscription.

Associate members

6. The members at the Annual General Meeting may admit to Associate Membership a person who satisfied the requirement for membership set out in Rule 3(a), and has agreed in writing to be nominated for Associate Membership of the Society.

Right of associate members

7. An Associate Member cannot vote at general meetings of the Society or stand for election to the Executive Committee, but has such other rights and benefits as are determined by the members in general meeting.

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Termination of membership

8. A person ceases to be a member if:
   (a) the Secretary received a written resignation;
   (b) the Executive Committee determines to terminate that person’s membership for failure to pay any outstanding amount, including the annual subscription, within one month of the member being advised by mail, fax or email that the amount is overdue. Ordinarily this will be two years after non-payment of annual subscription.
   (c) the member is expelled.

REGISTER OF MEMBERS

Contents of Register

9. The Secretary/Treasurer must keep a Register of Members which contains the name, address and telephone number of each member, the class of membership and the date of joining.

Register available to members

10. The Register of Members must be made available upon request for inspection by members.

FEES

11. There is no entrance fee for membership of the Society.
12. The annual subscription for the first year after incorporation is twenty dollars.
13. The annual subscription for each subsequent year is determined at the Annual General Meeting in that year, and is payable within one month of advice to the member in writing that the subscription is due.

EXECUTIVE COMMITTEE

Powers

14. All powers of the Society may be exercised by the Executive Committee, but the members in general meeting may restrict the Executive Committee in the exercise of a particular power.

First Executive Committee

15. The first Executive Committee consists of the members of the Executive Committee of the unincorporated association at the date of incorporation.

Subsequent Executive Committees

16. Each subsequent Executive Committee, consists of the President, Secretary/Treasurer and not less than one nor more than five ordinary members, as determined at the annual general meeting at which the election of those members takes place.

Election of President and Secretary/Treasurer

17. The President and Secretary/Treasurer are elected by the members at the Annual General Meeting every second year from members nominated at the meeting.

Election of ordinary members

18. The ordinary members of the Executive Committee are elected by the members at the Annual General Meeting each year from members nominated at the meeting.

Term of office

19. The President and the Secretary/Treasurer hold office until the end of the second Annual General Meeting after that at which they were elected.
20. The ordinary members of the Executive Committee hold office until the end of the following Annual General Meeting.

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Restrictions on holding office

21. A person may not hold the position of President for more than two consecutive terms.
22. A person may not hold the office of Secretary/Treasurer for more than three consecutive terms.

Vacancy

23. A person ceases to be a member of the Executive Committee if that person:
   (a) delivers a written resignation;
   (b) ceases to be a member of the Society;
   (c) is absent from all meetings of the Executive Committee held within a period of seven months, without prior leave of the Executive Committee.

Filling vacancies

24. If the President or Secretary/Treasurer ceases to be a member of the Executive Committee, the vacancy must be filled by election by and from the other members of the Executive Committee.
25. If a person ceases to be an ordinary member of the Executive Committee, either by election as an office bearer, or by ceasing to be a member of the Executive Committee, the Executive Committee may fill the vacancy by cooption.

Term of office of person elected to fill vacancy

26. A person elected to fill a vacancy in the office of President or Secretary/Treasurer hold office until the end of the period for which the person causing the vacancy held office.

Term of office of coopted members

27. A person coopted to fill a casual vacancy holds office until the end of the next Annual General Meeting.

Quorum

28. The quorum at the meeting of the Executive Committee is one half of the actual number of members of the Executive Committee, but, if one half is not a whole number, the next whole number.

Procedure

29. Except for matters prescribed in these rules, the Executive Committee may determine its own procedure.

Frequency of meetings

30. The Executive Committee must hold at least two meetings each year.

Calling meetings

31. A meeting of the Executive Committee must be called by the Secretary/Treasurer, if two members of the Executive Committee request one.
32. If the Secretary/Treasurer does not, within seven days of receiving the request, give notice of the meeting, one of the persons requesting the meeting may call it.

Telephone meetings

33. A meeting of the Executive Committee may be held by telephone conference.

Resolutions

34. A resolution is carried at a meeting of the Executive Committee if more votes are cast in favour of the resolution than against it. This does not apply to a resolution under Rule 80(g).
35. The person presiding has a deliberative vote and also a casting vote.

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Subcommittees
36. The Executive Committee may appoint subcommittees and delegate any of its powers to them.
37. A subcommittee may not delegate any of its powers.

ANNUAL GENERAL MEETINGS
38. The Society must hold an Annual General Meeting in each after the year of incorporation.

Date
39. An Annual General Meeting must be held once in each calendar year at a time determined by the Executive Committee.

Business
40. The business of the Annual General Meeting is:
   - the presentation of the statement required by section 30(3) of the Associations Incorporation Act 1981 (Victoria) containing the following particulars:
     • the income and expenditure of the Society during its last financial year;
     • the assets and liabilities of the Society at the end of its last financial year;
     • the mortgages, charges and securities of any description affecting any of the property of the Society at the end of its last financial year;
     • the same particulars in respect of each trust of which the Society was trustee during any part of the last financial year.
     - the presentation of the President’s report;
     - the election of the ordinary members of the Executive Committee, and, in each second year, of the President and the Secretary/Treasurer; and
     - such other business as has been notified to the members.

SPECIAL GENERAL MEETINGS

Calling
41. A special General Meeting must be called if the Secretary/Treasurer is directed to do so by the Executive Committee or is requested to do so by five members.
42. If the Secretary/Treasurer fails, within 14 days of being so directed or requested, to give notice of a special General Meeting, any member of the Executive Committee or other person requesting the meeting may call it.

Business
43. The only business which may be discussed at a special General Meeting is the business set out in the notice of meeting.

PROCEDURE FOR GENERAL MEETINGS
44. General Meetings include both the Annual General Meeting and Special General Meetings.

Period of Notice
45. The period of notice required to be given for a General Meeting depends on whether a special resolution has been proposed for that meeting.

Special resolution
46. A special resolution is necessary to:
   (a) amend the Statement of Purposes;
   (b) to amend the Rules;
   (c) to change the name of the Society;
   (d) to decide to wind up the Society, and other matters concerned with the winding up.

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Ordinary resolutions
47. All other matters can be dealt with by ordinary resolution.

Notice period if special resolution
48. If a special resolution has been proposed, at least twenty one days’ notice must be given. The notice must state that it is intended to propose the resolution as a special resolution.

Notice period in other cases
49. In any other case, at least fourteen days’ notice must be given.

Quorum
50. The quorum at a General Meeting is one fifth of the members personally present.
51. The quorum at an adjourned Annual General Meeting is five members personally present.

Person to preside
52. The President has the right to preside at all General Meetings.
53. If the President does not wish to preside, or is absent from the meeting, the meeting must elect a person to preside.

Majority for special resolution
54. A Special Resolution is carried if at least three quarters of the votes cast are in favour of it.

Majority of other resolutions
55. Any other resolution is carried if more votes are cast in favour of the resolution than against it.
56. If the person presiding at a General Meeting declares that a resolution has been carried, that declaration is conclusive evidence of the fact, unless a poll is demanded.

Adjournment
57. The person presiding at a General Meeting may adjourn the meeting and determine the place and time at which the meeting is to resume.
58. The only business which may be discussed at an adjourned General Meeting is the unfinished business at the time of adjournment.

No proxies
59. A member cannot appoint a proxy to represent that member at a General Meeting.

Procedure
60. The person presiding at a General Meeting may determine any matter of procedure not referred to in this Rule.

FINANCE
61. The funds of the Society may be derived from subscriptions, donations, grants, proceeds of fundraising activities, interest on investment, and such other sources as the Executive Committee may approved.

Money received
62. All money received for or on behalf of the Society must be deposited in a bank account.

Cheque signatories
63. All cheques must be signed by a member of the Executive Committee appointed by the Executive Committee for that purpose. Ordinarily this will be the Secretary/Treasurer.

Payment by cheque
64. All payments in excess of 100 dollars must be made by cheque.

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Treasurer
65. The Secretary/Treasurer is responsible for the keeping of the financial books and records of the Society and must present to each meeting of the Executive Committee a report of the financial transactions of the Society since the last Executive Committee meeting.
66. The Treasurer must ensure that the required financial statements are presented to the Annual General Meeting.

Financial year
67. The financial year of the Society is from April 1st to March 31st. Annual subscription fees extend from one annual general meeting to the next.

BOOKS AND RECORDS
Secretary/Treasurer’s responsibility
68. The Secretary/Treasurer is responsible for the books, records and securities of the Society.

Inspection
69. A member may inspect the books and records of the Society on giving reasonable notice to the Secretary/Treasurer.

DISPUTES AND MEDIATION
70. The grievances between (i) a member and another member or (ii) a member and the Society
(a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
(b) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
(d) The mediator must be (i) a person chosen by agreement between the parties, or (ii) in the absence of agreement
   - in the case of a dispute between a member and another member, a person appointed by the executive committee of the Society, or
   - in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victorian Department of Justice.
(e) A member of the Society can be a mediator.
(f) The mediator cannot be a member who is a party to the dispute.
(g) The parties in dispute must, in good faith, attempt to settle the dispute by mediation.
(h) The mediator, in conducting the mediation, must
   - give the parties to the mediation process every opportunity to be heard, and
   - allow due consideration by all parties of any written statement submitted by any party, and
   - ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
(i) The mediator must not determine the dispute.
(j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act Vic (1981) otherwise at law.

WINDING UP
71. If the Society is wound up, or its incorporation cancelled, the assets remaining after satisfying all liabilities must not be paid or distributed amongst the members, but must be transferred to an institution or institutions;
(a) having similar purposes to those of the Society; and
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(b) which prohibits or prohibit the distribution of its or their income amongst members to an extent at least as great as is imposed on the Society under or by virtue of this Rule and the following Rule; and
(c) which is determined in accordance with a Special Resolution at a General Meeting of the Society, or, in the absence of such a resolution, by the Registrar of Incorporated Associations; and
(d) which satisfied the requirements of Section 78(1)(a) of the Income Tax Assessment Act 1936.

PROHIBITION OF DISTRIBUTION

72. The income and property of the Society must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in these Rules.
73. No portion of the income or property of the Society may be distributed directly or indirectly to or amongst the members of the Society.
74. Nothing in this Rule prevents the payment in good faith to a member:
   (a) of interest on money lent to the Society, or owing to that member;
   (b) of payment for work done by any officer or employee of the Society;
   (c) or other person for services actually performed for the Society;
   (d) of out of the pocket expenses, money lent, reasonable and proper charges for the hire of goods by the Society, reasonable and proper rent for premises let to the Society, or the provision of services to the member would be entitled in accordance with the purposes if that person were not a member.

CHANGES TO THE RULES AND STATEMENT OF PURPOSES

75. The Rules and the Statement of Purposes can only be changed by special resolution of the members at a General Meeting.

COMMON SEAL

Custody
76. The Common Seal of the Society must be kept by the Secretary/Treasurer.

Use
77. The Executive Committee must authorise the affixing of the Common Seal to any document.

Witnesses
78. It must be affixed in the presence of two members of the Executive Committee.

NOTICE TO MEMBERS

79. Any notice to a member required by these Rules is sufficient if posted, faxed or emailed to the last address of that member notified in writing to the Secretary.
80. Notice to a member is deemed to have been received 4 working days after being posted, faxed or emailed.

DISCIPLINE OF MEMBERS

80. 
   (a) a member of the Society may be expelled, suspended or warned if, in the opinion of the Executive Committee, the member has engaged in conduct which is prejudicial to the name of the Society
   (b) if a motion is proposed at a meeting of the Executive Committee that a named member be disciplined, the motion must not be dealt with at that meeting;

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(c) The motion must be placed on the Agenda of a meeting of the Executive Committee to be held not less than fourteen days later, at which the only business must be the deferred motion;
(d) the Secretary must notify the member, at least ten days prior to the second meeting, that a motion has been proposed to discipline the member, and of the allegations on which the motion is based;
(e) the notice must give the details of the later meeting, and state that the member has the right to attend and speak at that meeting, to submit a written statement in defence, or to both submit a statement and attend and speak;
(f) the Executive Committee at the later meeting must consider any statement submitted, and hear the member, if present;
(g) a motion to discipline the member, and a motion in relation to the penalty to be imposed, is not carried at that meeting unless an absolute majority of the members of the Executive Committee votes in favour of the resolution.
(h) a member disciplined by the Executive Committee has the right to require the Secretary/Treasurer to convene a special General Meeting of the Society to consider an appeal by that member;
(i) if the member appeals to the members in General Meeting, the decision of the Executive Committee does not take effect unless and until it is confirmed by the members in General Meeting.

VALIDATION OF ACTIONS OF EXECUTIVE COMMITTEE

81. If it is afterwards discovered:
(a) that there was some defect in the appointment or election of a person as a member of the Executive Committee, or
(b) that a person so appointed or elected was ineligible;
• all acts done at any meeting of the Executive Committee or of a subcommittee or by any person acting as a member of the Executive Committee are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Executive Committee or the subcommittee.

INDEMNITY

82. Every member of the Executive Committee, Member of the Society, Auditor, Employee or Agent of the Society must be indemnified out of the property of the Society against any liability incurred by that person in that capacity in defending any proceedings:
(a) in which judgment is given in favour of that person; or
(b) in which the person is acquitted; or
(c) in connection with any application in relation to any such proceedings, in which relief is granted to that person.

LIABILITY OF MEMBERS AND OFFICERS

83. In accordance with Section 15 of the Associations Incorporation Act 19812, a Member or Officer of the Society is not liable, merely because that person was a Member or Officer, to contribute towards:
(a) the payment of the debts and liabilities of the incorporated Society; or
(b) the costs, charges and expenses of the winding up of the incorporated society.