

OBJECTIVES and RULES
of
THE AUSTRALIAN and NEW ZEALAND
SOCIETY of OCCUPATIONAL MEDICINE
(NZ) INCORPORATED



(More than 15 members)

**I certify that these Rules have been approved by a
majority of the members of the Society and comply with
Section 6 of the Incorporated Societies Act 1908**

S. Ryderson Lewis



[name]

23/05/2011

RULES

of

THE AUSTRALIAN AND NEW ZEALAND SOCIETY OF OCCUPATIONAL MEDICINE INCORPORATED

1. Title

The name of the Society is "The Australian and New Zealand Society of Occupational Medicine (NZ) Incorporated" (herein after referred to as "the Society").

2. Registered Office of the Society

The registered office of the Society shall be in Wellington at such place as the Committee may from time to time determine.

3. Objectives of the Society

The objectives of the Society shall be:

- (a) To promote Occupational Health and to advance the knowledge, practice and standing of Occupational Medicine of those registered medical practitioners who practice or who have an interest in Occupational Medicine.
- (b) To provide a focal point for those registered medical practitioners working or interested in Occupational Medicine.
- (c) For the attainment of its objectives, the Society may:
 - (i) hold such meetings and courses of education as may be appropriate to benefit its members by providing forums for professional discussion;
 - (ii) make representations to governments, the universities, the professionals and industry with respect to legislation, education, research, practice and other aspects of occupational health;
 - (iii) arrange conferences, meetings and symposia independently or jointly with other organisations having related objectives, or with industry or trade unions;
 - (iv) liaise with other colleges, faculties or other professional bodies concerned with Occupational Medicine;
 - (v) disseminate in any way appropriate, information on matters affecting Occupational Medicine; and

- (vi) carry out any other activities for the benefit of the Society, its members and Occupational Medicine as the members may deem appropriate.
- (d) To raise money by way of subscriptions, sponsorship, or otherwise,
- (e) To borrow money by way of a bank overdraft or otherwise to give such security over the property of the Society as may be necessary to secure such advances.

4. Membership

4.1 **General**

Membership shall be open to persons engaged in or interested in Occupational Medicine and possessed of qualifications entitling them to be registered as medical practitioners in any State of Australia, in New Zealand or in the Territories of either of the countries or, if registered and practising elsewhere, such other qualifications as the General Council may from time to time deem equivalent.

4.2 **First Members**

Any person who signs the application for incorporation of the Society and who satisfies the requirements of rule 4.1 shall be the first member(s) of the Society.

4.3 **Admission to Membership**

- (a) **Nomination for Membership:** Every candidate for membership shall be proposed and seconded by financial members of the Society. Nomination shall be made in writing in terms such as the following:

"We the undersigned members of the Australian & New Zealand Society of Occupational Medicine (Inc) are satisfied that is properly qualified according to the Rules to become a member of the Society, and hereby nominate him/her to be elected as a member of the Society."

- (b) An application for membership shall be made by the nominee in writing in terms such as the following:

"I _____ am possessed of a qualification entitling me to be registered as a medical practitioner in any State of Australia or in New Zealand or in a Territory of either Country, and am engaged/interested in the practice of Occupational Medicine. I hereby apply to be elected a member of the Australian & New Zealand Society of Occupational Medicine (Inc) and if elected I agree to abide by the Rules of the Society."

- (c) This application should be signed by the nominee, and should state his/her full name, position, organisation, business and private addresses and qualifications.

- (d) A person whose nomination has been thus approved and confirmed shall forthwith be so informed by the President and sent a copy of the Rules. He/she shall not be entitled to vote at any General Meeting of the Society or of a Branch nor be an officer or member of the General Council nor of a Branch Council until his/her first subscription shall have been paid.

4.4 **Termination of Membership**

Membership may be terminated in any of the following ways:

- (a) Any member may resign his or her membership at any time by notice in writing delivered personally or posted to the Secretary, and on such delivery he or she shall cease to be a member of the Society, but no such resignation shall relieve the member from payment of any moneys due by him or her to the Society.
- (b) Any member who is adjudicated bankrupt, or who makes a compromise with his or her creditors, or who is convicted of a criminal offence, or who is of unsound mind, or who in the opinion of the Committee brings the Society into disrepute, shall be expelled from membership.

5. **Orders of Membership**

In addition to ordinary membership the following Orders of Membership are recognised:

- 5.1 The status of Fellow of the Australian & New Zealand Society of Occupational Medicine may be bestowed by the General Council on any member of the Society who has rendered outstanding service to Occupational Medicine. Fellows shall not exceed 10 in number at any one time.
- 5.2 Honorary Fellowship or Membership may be awarded by the General Council to any person who has rendered outstanding service to Occupational Medicine whether or not he/she is a medical practitioner. Honorary Fellows and Members shall not exceed 10 in number at any one time.
- 5.3 A financial member of the Society of at least 10 years standing and who has retired from active practice may be granted Emeritus Membership by that member or any other member.
- 5.4 Fellows, Honorary Members and Emeritus Members shall pay no subscription but shall enjoy all the rights and privileges of ordinary members.

6. **Subscriptions**

6.1 **Annual Subscriptions**

The annual subscription shall be determined by the Committee provided however, that such annual subscription shall not exceed the sum of [] dollars (\$[]) per annum unless altered by ordinary resolution at a properly constituted meeting of the Society.

6.2 Failure to Pay Subscriptions

Any member who does not pay his or her subscription within one calendar month of the date the same was set shall be considered as un-financial and shall have no membership rights until all arrears are paid. If such arrears are not paid within three months of the date the subscription became due or such later date as the Committee may determine the member's membership shall be deemed to have terminated.

7. Management**7.1 The Committee**

The affairs of the Society shall be managed by a Committee comprising the President, Secretary, Treasurer and up to three members of the Society to be elected annually at the Annual General Meeting of members.

7.2 Eligibility and Nominations

- (a) Any member shall be eligible for election to the Committee except that no member who, at the time of nomination, has been under any financial liability to the Society for a period of at least two months, shall be eligible for election.
- (b) Written nominations for the Committee, in the form prescribed by the Committee, shall be lodged with the Secretary/Treasurer not less than 48 hours prior to the date of the annual general meeting.
- (c) Every retiring member of the Committee shall be eligible for re-election and be deemed to be nominated unless he or she has previously signified to the Secretary/Treasurer in writing a desire not to seek re-election.
- (d) If in any year the number of members nominated for the Committee is not more than one, the person so nominated shall be declared the elected member of the Committee for the ensuing year.
- (e) If in any year the number of members nominated for the Committee exceeds one, the candidates to be elected to the Committee shall be determined by a ballot held at the Annual General Meeting.

7.3 Vacancies on the Committee

Any vacancy occurring on the Committee between one Annual General Meeting of the Society and the next may be filled by the Committee. A person appointed to fill such vacancy shall retire at the next Annual General Meeting and be deemed to be re-nominated in terms of Rule 7.2(c).

8. Officers and their Elections**8.1 Officers**

The officers of the Society shall comprise a President, Secretary and a Treasurer.

8.2 Election

The President, the Secretary and the Treasurer shall be elected annually at the Annual General Meeting on the recommendation of the Committee. If for any reason an office in the Society becomes vacant between one Annual General Meeting of the Society and the next, the Committee may fill the vacancy. Any person appointed to fill such vacancy shall retire from the office at the next Annual General Meeting and be deemed to be nominated for re-election at the next Annual General Meeting.

9. The Committee**9.1 Meetings**

- (a) The Committee shall meet six monthly.
- (b) The day and time of each six monthly meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (c) At any meeting of the Committee the President, if present, shall preside. In the absence of the President from any meeting the Secretary shall preside. In the absence of both the President and the Secretary the meeting shall be abandoned.
- (d) Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes. The chairperson of the meeting shall have a deliberative vote and in the event of an equality of votes a casting vote as well.
- (e) Two members personally present at the beginning of and throughout the meeting shall form a quorum.

9.2 Powers of Committee

Without prejudice to the general powers conferred by the rules the Committee shall have the following powers:

- (a) It shall be responsible for the management of the affairs of the Society including the control and investment of the Society's funds.
- (b) It may make by-laws and regulations for the internal conduct of the Society.
- (c) It may make and give receipts, releases and other discharges for the moneys payable to the Society and for the claims and demands of the Society.
- (d) It shall make provision for the opening and operating of such bank account or accounts as may be deemed necessary for the purposes of the Society.

- (e) It may invest and deal with such money of the Society upon such security and in such manner as it thinks fit and it may from time to time vary such investments.
- (f) It shall keep minutes of all meetings of the Committee and sub-committees and of all general meetings of members.
- (g) It shall ensure that proper books of account are kept by the Treasurer who shall present an annual financial statement to the Committee and an annual statement of income and expenditure together with a balance sheet to the members at the Annual General Meeting.
- (h) It shall exercise the rights, powers and duties which under these rules are required to be performed by the Committee.
- (i) It shall exercise the right to expel a member pursuant to Clause 4.4(b) hereof.

10. Meetings of Members

10.1 *Business*

An Annual General Meeting of the members of the Society shall be held every twelve months during the month of []. The business of the annual general meeting shall be to receive and consider:

- (a) The report of the Committee on the affairs of the Society for the past financial year.
- (b) The accounts made up to the previous thirty-first day of March.
- (c) The election of the President, Secretary and Treasurer in accordance with rules 7.2 and 8.2.
- (d) The election of the Committee comprising of more than one member in accordance with rule 7.2.

10.2 *Motions and Special Meetings*

- (a) A member wishing to bring any motion before the Annual General Meeting shall give written notice to the Secretary of the Society at least one month prior to the date of the Annual General Meeting and no motion shall come before the meeting unless notice thereof has been so given. No other business shall be considered unless the same is specified in the notice convening the meeting except it be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorised by the rules.
- (b) A Special or Extraordinary General Meeting of members may be called by the Committee at any time and shall be called at

the written request of five financial members of the Society. Such a meeting shall have the same powers as an Annual General Meeting.

10.3 **Notice**

Notice of a general meeting shall be given to members in writing at their last known postal address at least fourteen clear days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed at the meeting.

10.4 **Procedure**

- (a) Three members present personally at a general meeting of members shall form a quorum. There must be a quorum present at the start of, and throughout the meeting.
- (b) The President and in his or her absence, the Secretary, shall be chairperson of a general meeting. In the absence of both the President and Secretary the meeting shall elect a chairperson for that meeting.
- (c) Voting shall be on the voices unless a show of hands or a poll is called for. The chairperson shall have a second or casting vote in addition to his or her deliberative vote.
- (d) Resolutions passed at any general meeting shall be conclusive and binding on all members of the Society whether present at the meeting or not.

11. **Finance**

11.1 **Money on account**

All moneys received on account of the Society shall be paid into the account of the Society with its bankers and shall be acknowledged by an officer of the Society.

11.2 **Cheques**

All cheques drawn upon the bankers of the Society shall be signed in such manner and by such persons as the Committee shall from time to time determine.

11.3 **Endorsement**

Cheques or other negotiable instruments paid or payable to the Society's bankers for collection requiring the endorsement of the Society may be endorsed by such person or persons as the Committee shall from time to time appoint.

11.4 **Account books**

The Secretary shall keep or cause to be kept a proper account of the income and expenditure of the society and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Society in books to be provided for

that purpose and shall produce the account books, properly written up, when required by the Committee.

11.5 Financial year

The financial year of the Society shall be from the first day of June in one year to the thirty first day of May the next year.

11.6 Filing requirements

The Secretary shall file with the Registrar of Incorporated Societies within seven days after the annual general meeting, the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908 (as amended).

12. Alteration of Rules

12.1 Alteration

These rules may be amended or replaced by an ordinary resolution of members at a properly conducted general meeting of the Society provided that notice in writing setting out such amendment or replacement has been posted to members with a Notice of Meeting not less than fourteen clear days prior to the meeting, provided that no amendment or replacement may be made which would alter:

- (a) The exclusively charitable nature or tax-exempt status of the Society;
- (b) The rules precluding Members from obtaining any personal benefit from their membership, or
- (c) The rules as to winding up.

12.2 Filing Requirements

The Committee shall within seven days register any such alteration, addition and rescission with the Registrar of Incorporated Societies.

13. Expulsion

After due inquiry and having given the member the right to be heard, the Committee may by letter invite any member within a specified time to retire for failure to comply with these rules or any of the other duties of a member. If the member does not so retire, the Committee may recommend to General Meeting that the member be expelled, and after the member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the member by resolution passed by a two-thirds majority of those present and voting. The member in question shall be advised in writing of the decision of the Meeting. Any such former member shall remain liable to pay all subscriptions to the end of the Society's then financial year.

14. By-laws

14.1 Making by-laws

The Committee shall have power to make, alter or rescind by-laws not

inconsistent with these rules for the conduct and behaviour of members or any other matter related to the affairs of the Society. By-laws shall take effect and become binding on all members fourteen days after notice of the by-laws has been given by circular letter to all members, unless within that time written notice of objection signed by ten members is received by the Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a special general meeting of members pursuant to rule 8.2(b).

14.2 *Inspection*

A copy of the rules and by-laws and regulations for the conduct of the Society shall always be open to inspection by members.

15. Common Seal

The Society shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document pursuant to a resolution of the Committee passed for that purpose by affixing the common seal in the presence of two members of the Committee.

16. Liquidation of Society

16.1 The society may at any time go into liquidation by the resolution of a majority of the financial members present at any general meeting of the Society. Such resolution must be confirmed at a subsequent general meeting of the Society held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed. Notice of the passing of such resolution shall be given by the Committee to the Registrar of Incorporated Societies. In the event of such liquidation the property of the Society shall, subject to the payment of its debts and liabilities and the costs and expenses of the winding up be transferred to a society with similar objects to the Society or if no such society exists then in accordance with the directions of the Registrar of Incorporated Societies.

16.2 Notwithstanding anything in this rule, the property of the Society shall not be transferred to any Society unless the Inland Revenue Department has given prior confirmation that such Society fulfils the Department's requirements for a non-profit organisation.

17. Indemnity

17.1 *Indemnity*

The members of the Committee, the President, the Secretary and the Treasurer shall be indemnified by the Society for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default.

17.2 *Limitation of liability*

No members of the Committee, the President or the Secretary shall be liable for the acts or defaults of any other member of the Committee, the President

or the Secretary or the Treasurer, or for any loss or expense happening to the Society, unless the same happen from his or her own wilful default.

18. Payment to Members

Any transaction between the Society and any member, officer or member of the Committee, or any persons with the Society shall be at arm's length and in accordance with any prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for service performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

19. Interpretation

The following words and expressions used in these Rules have the meanings set out below unless such meanings are excluded by or are repugnant to the context or subject matter, that is to say:

"The Society" shall mean "The Australian and New Zealand Society of Occupational Medicine (NZ) Incorporated".

"The President" shall mean the President for the time being of the Society and shall include an acting President.

"Month" shall mean calendar month.

Words importing only the singular number shall include the plural number and vice versa.

"The Committee" shall mean the Committee of the Society as elected in accordance with these rules.

"In writing", "printed" and "written" shall include handwriting, printing, lithography, telex, tele-copier, facsimile and other modes of representing or reproducing words in a visible form including e-mail.

Words importing persons shall include corporations.