

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
**HAEMATOLOGY SOCIETY OF  
AUSTRALIA  
AND  
NEW ZEALAND**

**ADOPTED 16<sup>TH</sup> JULY 1998**

***Amended September 2017***

**HARDINGS  
SOLICITORS  
FIRST FLOOR  
1 YORK STREET  
SYDNEY NSW 2000**

**MEMORANDUM OF ASSOCIATION**

**OF**

**HAEMATOLOGY SOCIETY OF AUSTRALIA  
AND NEW ZEALAND**

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**NAME**

1. The name of the Society is **HAEMATOLOGY SOCIETY OF AUSTRALIA AND NEW ZEALAND**.

**OBJECTS**

2. The objects for which the Society is established are:-
  - (i) Promote, foster and develop the discipline of haematology in all its aspects.
  - (ii) Provide support and advocacy for research in haematology.
  - (iii) Promote excellence and advocate for improvement in the care of patients with hematologic diseases.
  - (iv) Encourage, stimulate and foster education and interest in haematology amongst medical and nursing professionals, scientists and the wider community.
  - (v) Provide opportunities for haematologists, scientists, nurses, students and other interested parties to meet to promote scientific communication and education in the field of haematology.
  - (vi) Foster national and international collaboration in haematology research and practice.

Solely for the purpose of carrying out the above objects and not otherwise, and subject to clause 6, the Society has the following powers:-

- (a) To establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid associations, institutions and organisations incorporated or not incorporated and whether within the State of New

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South Wales or elsewhere and with objects substantially similar to these objects provided that the Society will not amalgamate with, subscribe to nor support with its funds any body which does not restrict the distribution of its income or property to an extent at least as great as that imposed on the Society by Clause 3 of this Memorandum.

- (b) For the purpose of furthering the objects of the Society to raise money by all lawful means and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organisations or authorities and to conduct fund-raising campaigns.
- (c) To make known and further the objects and activities of the Society by the publication and distribution of papers, journals and other publications and by making the same known by any mean thought desirable.
- (d) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (e) To borrow and raise money for any of the purposes of the Society and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality) by any mortgage, charge or debenture upon or over all or any of the property of the Society.
- (f) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (g) In furtherance of the objects of the Society:-
  - (i) To employ and engage clerks, servants and persons whose service may be deemed necessary or desirable for the purpose of the operations of the Society.
  - (ii) To purchase, take on lease or acquire by gift or otherwise real and personal property of any nature or description, but subject always to the proviso in paragraph (j) of this Clause 2.
  - (iii) To sell such property or exchange it for other property.
  - (iv) To demise such property for such terms at such rent and upon such conditions as may be deemed desirable.
  - (v) To raise money on such property on such terms and conditions as may be deemed desirable.
- (h) To promote interest in haematology and allied disciplines.
- (i) Generally to do all such acts, matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of any of the objects of the Society.

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- (j) To undertake and execute any trusts and undertaking whereof may be necessary or desirable of the carrying out of the objects of the Society, and to accept any gift, endowment or bequest made to the Society generally or for the purpose of any specific object and to carry out any trusts attached to any gift, endowment or bequest providing that the Society shall only deal with any property which is subject to any trusts in such manner as is allowed by law having regard to such trusts.
  - (k) From time to time to make, rescind, add to or amend such by-laws or regulations not inconsistent with any statute or with this Memorandum of the Society for the time being in force for the regulation or control of any of the property or affairs of the Society as may be deemed necessary or desirable.
  - (l) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the Society's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
  - (m) To appoint, employ remove or suspend such managers, clerks, secretaries, servants, workmen and other person as may be necessary or convenient for the purpose of the Society.
  - (n) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others.
  - (o) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the provision hereof.
  - (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise.
  - (q) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.
  - (r) To do all or any of the above things in any part or parts of the Commonwealth or in New Zealand or elsewhere as principals, agents, contractors, trustees or otherwise and by means of the agency of others and either alone or in conjunction with another or others.

PROVIDED that the Society shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Society would make it a trade union within the meaning of the Trade Union Act.

3. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the members of the Society.

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Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member of the Society in return for any services actually rendered to the Society or for goods supplied in to ordinary and usual way of business not prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purposes of this paragraph by the Articles of Association on money borrowed from any members of the Society or reasonable and proper rent for premises demised or let by any member of the Society but so that no member of the Council or governing body of the Society shall be appointed to and salaried office of the Society or any office of the Society paid by fees no remuneration or other benefit in money or money's worth shall be paid or given by the Society to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lend or reasonable and proper rent for the premises demised or let to the Society.

4. Every member of the Society undertakes to contribute to the property of the Society in the event of same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society (contracted before he ceased to be a member) and of the costs charges and expenses of winding up for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding the sum of one hundred dollars (\$100.00).
5. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities and property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other Society, institution or body having objects similar to the objects of the Society and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of clause 3 hereof such Society or institution to be determined by the members of the Society at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.
6. The powers set forth in section 161(1) of the Law apply to the Society in addition to those provided for in clause 2.
7. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined by one or more properly qualified Auditor or Auditors, who shall report to the members in accordance with the provisions of the Corporations Law.
8. The liability of the Members is limited.
9. No addition, alteration, or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Australian Securities Commission.
10. The third, seventh and ninth paragraphs of the Memorandum of Association contain conditions upon which the licence is granted by the Australian Securities Commission to the Society in

pursuance of the provisions of Section 383 of the Law. For the purpose of preventing any evasion of the provisions of the said paragraphs the Commission may from time to time on the application of any member of the Society and on giving notice to the Society of its intention so to do and after affording the Society an opportunity of being heard in opposition thereto within such time as may be specified in such notice impose further conditions which shall be duly observed by the Society.

11. The full name and addresses and occupations of the subscribers to the initial Memorandum of Association of the Society were as follows:-

<b>FULL NAME</b>	<b>ADDRESS</b>	<b>OCCUPATION</b>
Professor Martin van Der Weyden	Dept. of Medicine, Alfred Hospital, Prahran, VIC, 3181	Specialist Haematologist
Dr Alan Concannon	Dept. of Haematology, St Vincent's Hospital, Darlinghurst, NSW, 2010	Specialist Haematologist
Professor Alex Morley	Dept. of Haematology, Flinders Medical Centre, Bedford Park, S.A., 5042	Specialist Haematologist
Dr. Colin Grace	Dept. of Haematology, Prince Henry Hospital, Little Bay, NSW, 2036	Specialist Haematologist
Dr. Margaret Garson	Dept. of Cytogenetics, St Vincent's Hospital, Fitzroy, VIC, 3065	Specialist Haematologist
Dr. Susan Gordon	Dept. of Haematology, St George Hospital, Kogarah, NSW, 2137	Specialist Haematologist
Dr Muir Jackson	Dept of Haematology, Royal Perth Hospital, Perth, W.A., 6000	Specialist Haematologist
Dr. Ray Lowenthal	Dept. of Medicine, University of Tasmania, Hobart, TAS, 7000	Specialist Haematologist

12. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Dated this           6           day of           December   1985.

**ARTICLES OF ASSOCIATION**

**OF**

**HAEMATOLOGY SOCIETY OF AUSTRALIA  
AND NEW ZEALAND**

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**PRELIMINARY**

1. In these regulations:

"**Law**" means the Corporations Law or any act or acts of Parliament extending, amending or re-enacting the same or substituted therefor.

"**The Code**" means the Companies (New South Wales) Code or any act or acts of parliament extending, amending or re-enacting the same or substituted therefor.

"**Society**" means the Company registered as the "**HAEMATOLOGY SOCIETY OF AUSTRALIA AND NEW ZEALAND**" of which these are the Articles of Association.

"**Articles**" and "these presents" means the Articles of Association for the time being of the Society.

"**Special Resolution**" has the meaning assigned thereto by the Law.

"**Register**" means the register of Members to be kept pursuant to the Law.

"**Month**" means calendar month.

"**Year**" means calendar year.

"**Council**" and "**Councillors**" mean the whole or any number (not being less than a quorum) of the Councillors of the Society for the time being assembled at a meeting of the Councillors in accordance with the Articles.

"**Councillor**" means a member of the Council and for purposes of the Law means director.

"**Secretary**" includes any person appointed to perform the duties of Secretary for the time being and includes an Honorary Secretary.

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"**Treasurer**" includes any person appointed to perform the duties of Treasurer for the time being.

"**In writing**" and "**written**" includes printing lithography and other modes of reproducing or representing words in a visible form.

"**Seal**" means the Common Seal from time to time of the Society.

### **REFERENCES TO CORPORATION LAW**

- 1.1 Unless the context otherwise requires, a reference to:
- (a) the Law includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; and
  - (b) a section of the Law includes any corresponding section for the time being in force.

### **PRESUMPTIONS OF INTERPRETATION**

- 1.2 Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender include the feminine gender and vice versa.

Words importing persons include companies, corporations and public bodies.

If but only as between members any doubt shall arise as to the proper meaning of any of these Articles, or by-laws made hereunder, the interpretation of the Council shall be final and conclusive provided that such interpretation is reduced to writing and recorded in the minute book for meetings of the Council.

### **APPLICATION OF CORPORATIONS LAW**

- 1.3 Except so far as the contrary intention appears in these Articles, an expression has, in a provision of these Articles that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

### **HEADINGS**

- 1.4 Headings do not affect the interpretation of these Articles.

### **MEMBERS**

2. (a) Voting Members of the Society shall be Ordinary Members or Honorary Life Members.
- (i) Ordinary Members:
    - (a) Ordinary Members shall be elected by the Council. They shall be:-

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- 1) Medical graduates who have engaged in the clinical or laboratory practice of haematology over a period of at least three years.
  - 2) Graduates in Medicine or some other faculty recognised for the purpose by the Council of the Society who have maintained a commitment over at least three (3) years in research relevant to haematology; such a commitment may be judged by presentation of papers at scientific meetings or publications in scientific journals.

Notwithstanding the above, in exceptional circumstances, a person who has made definite contributions to the knowledge of haematology, but who does not possess the above academic qualifications, may be admitted to the Society as an ordinary member.

Applications for Ordinary Membership shall be made in such form and in such manner as may be determined from time to time by the Council. A decision of the Council in respect of any application for membership shall be made by ballot and shall be final.

(ii) Honorary Life Members:

- (a) These shall be men and women, distinguished in the field of haematology, at home or abroad, who have made material contributions to the advancement of haematology and who, in the opinion of the council, are worthy of such distinction.
- (b) Honorary Life Members shall be elected only on the recommendation of the Council and at an Annual General Meeting by the affirmative vote of three-quarters of the Members present and voting thereat.

(iii) Associate Members

Individuals who are not eligible for ordinary or life membership but make a significant contribution to the discipline of haematology may be admitted as non-voting associate members

(iv) Trainee Members

Haematologists in training may be admitted as non-voting trainee members until completion of their Fellowship training

(v) Retired Members

Individuals who have previously been accepted as ordinary members or associate members, may apply to be non-voting retired members once they have ceased full time work.

(vi) Associate Nurse Members

Individuals engaged in haematology nursing or the development of this sphere of nursing or speciality who have demonstrated commitment to and enthusiasm for

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haematology nursing and have been employed in the field for a minimum of 2 years may be admitted as non-voting associate nurse members.

### **ANNUAL SUBSCRIPTION**

3. The Council shall determine the annual subscription provided that the amount of such subscription may be altered by special resolution passed at a General Meeting of members. The annual subscription shall be payable by all members other than Honorary Life Members and shall be due on the first day of July in each and every year.

### **TERMINATION OF MEMBERSHIP**

4. Subject to these Articles, membership of the Society shall be terminated if:
- (a) the Member delivers to the Secretary a written notice resigning the Member's membership of the Society; or
  - (b) the Member dies.

### **TERMINATION OF MEMBERSHIP BY RESOLUTION OF COUNCIL**

- 4.1. Subject to these Articles, the Council may at any time terminate the membership of a Member if the Member:
- (a) fails to pay his/her annual subscription on or before the first day of December of the year in which the subscription was due to the society;
  - (b) refuses or neglects to comply with the provisions of these Articles, the Memorandum of Association of the Society or any applicable rules made by the Council;
  - (c) engages in conduct which in the opinion of the Council is inappropriate of the Member or prejudicial to the interests of the Society; or
  - (d) fails duly to pay any levy pursuant to Article 8.
- 4.2. A decision of the Council under clause 4.1 (c) is not effective unless:
- (a) the society has given the Member concerned notice of the resolution to be considered by the Council and a copy of any business papers circulated to Councillors regarding the resolution not less than 7 days prior to the date of the meeting. If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given;
  - (b) the Member shall be invited and permitted to attend that part of the meeting of the Council at which the resolution is considered and be permitted to make submissions to the meeting in writing and or orally;
  - (c) the Member shall be given an opportunity to respond to any matters raised in the meeting. The Council may ask the Member to leave the meeting during its deliberations once submissions from all interested parties are complete;

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- (d) notice of the decision of the Council shall be given immediately to the Member
  - (e) the name of any person ceasing to be a Member shall be removed from the Register.

### **MEMBERSHIP LISTS**

- 5. Members and patrons of the Society will be listed in the annual publication of the Society.

### **RIGHTS OF MEMBERS**

- 6. Every Member shall have the following rights:-
  - (i) To submit abstracts of papers to the Councillors for consideration of their presentation at Society Meetings.
  - (ii) To receive a copy of the Society's publications.
  - (iii) To attend and vote at general and extraordinary meetings of the Society.
  - (iv) To introduce guests who may submit papers for the Society's meetings.

### **PATRONS**

- 7. Any person, persons, corporation or corporations interested in the purpose and welfare of the Society may be invited by the Council to become a patron of the Society.

### **LEVY**

- 8. The Council may in their absolute discretion make an emergency levy on the Members from time to time provided that the total of any such levies shall not exceed the sum of \$50.00 for each person in any one year.

### **GENERAL MEETINGS**

- 9. (a) General Meetings shall be held in accordance with the Law and at such place as the Council may determine.
  - (b) An Annual General Meeting of the Society shall be held in accordance with the provisions of the Law. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.
  - (c) Any member of the Council may whenever he thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Law.
- 10. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Council and Auditors, the election of

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officers and other members of the Council in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

11. The Councillors may whenever they think fit convene an Extraordinary General Meeting. The Councillors shall on the requisition of members representing not less than one-tenth of the total voting rights of all members having on that date the right to vote at General Meetings forthwith proceed duly to convene an Extraordinary General Meeting of the Society as provided by the law.

### **TELECONFERENCE MEETING OF COUNCILLORS**

11.A For the purpose of these Articles the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("telecommunication meeting") of a number of the Councillors not less than a quorum is deemed to constitute a meeting of the Councillors. All the provisions of these Articles relating to a meeting of the Councillors apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this Article. The following provisions apply to a telecommunication meeting:

- (a) all the Councillors for the time being entitled to receive notice of a meeting of the Councillors are entitled to notice of a telecommunication meeting.
- (b) all the Councillors participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (c) notice of the meeting may be given on the telephone or other electronic means;
- (d) each of the Councillors taking part in the meeting must be able to hear and be heard by each of the other Councillors taking part at the commencement of the meeting and each Councillor so taking part is deemed for the purposes of these articles to be present at the meeting; and
- (e) at the commencement of the meeting each Councillor must announce his/her presence to all the other Councillors taking part in the meeting.

11.B If the Secretary is not present at a telecommunication meeting one of the Councillors present must take minutes of the meeting.

- (a) A Councillor may not leave a telecommunication meeting by disconnecting his/her or her telephone, audio-visual or other communication equipment unless that Councillor has previously notified the chairperson of the meeting.
- (b) A Councillor is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Councillor has previously obtained the express consent of the chairperson to leave the meeting.
- (c) A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson of the meeting.

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## **NOTICE OF GENERAL MEETINGS**

12. (a) Subject to the provisions of the Law relating to special resolutions, fourteen (14) day's notice at the least (excluding the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in General Meeting to all members of the Society but with the consent of all members a meeting may be convened by such shorter notice and in such manner as the members may think fit.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meetings.

## **PROCEEDINGS AT GENERAL MEETINGS**

13. Any Member may be represented at any meeting of the Society in person or by proxy or attorney.
- (a) Any body corporate which is a Member of the Society may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Society or of any class of Members of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate as the body corporate could exercise if it were a natural person who was a Member.
- (b) For the purposes of the succeeding provisions of this Article 13 "Member" includes a person attending as a proxy or as representing a corporation which is a Member, provided that where a Member has pursuant to these Articles appointed more than one proxy only one of such proxies may be counted in a quorum.
- (c) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty (20) Members present in person shall be a quorum.
- (d) If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, must be dissolved; in any other case it shall stand adjourned to the same day, in the next week, at the same time and place, or to such other day and at such other time and place as the Councillors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- (e) The Chairman, if any, of the Council shall preside as Chairman at every general meeting of the Society, or if there is no such Chairman, or if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of their number to be Chairman of the meeting.
- (f) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a

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meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

(g) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the Chairman; or

(b) by any Member present in person or by proxy or representative and entitled to vote

unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

(h) If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

(i) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to the vote or votes (if any) to which the Chairman may be entitled as a Member, proxy or representative has a casting vote, except where the membership of the Society comprises only two (2) Members.

(j) Subject to any rights or restrictions for the time being attached to any class or classes of Membership, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote, and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

(k) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health then the Member's committee or trustee or such other person as properly has the management of the member's estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

(l) A Member is not entitled to vote at a general meeting if his/her annual subscription shall be more than one month in arrears at the date of the Meeting.

(m) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not

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disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

- (n) The instrument appointing a proxy shall:
- (a) be in writing (in the common or usual form) under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised;
  - (b) be deemed to confer authority to demand or join in demanding a poll; and

An instrument appointing a proxy may be in the following form or any other form which the Councillors shall approve:-

### **HAEMATOLOGY SOCIETY OF AUSTRALIA AND NEW ZEALAND**

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of the abovenamed Society, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Society, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_ and at any adjournment thereof. My proxy is hereby authorised to vote \* in favour of / \*against the following resolutions:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_

Note 1: In the event of the member desiring to vote for or against any resolution he shall instruct his/her proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

\* Strike out whichever is not desired.

- (o) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the State as is specified for that purpose in the notice convening the meeting, not more than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid unless the Chairman of such meeting with the consent of a majority of the members present in person or by proxy, attorney or representative at such meeting shall otherwise direct.
- (p) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid has been received by the Society at the Office before the commencement of the meeting at which the instrument is used.

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## COUNCILLORS AND MANAGEMENT OF THE SOCIETY

14A. The Society and the business affairs and property thereof shall be managed by the Council, comprised of Councillors occupying the following positions: -

- (a) President.
- (b) Vice President.
- (c) Treasurer
- (d) Secretary
- (f) Five (5) other Councillors.

14B A President-elect must be appointed by the incumbent Council in the first year of the President's term in office. Upon retirement of the President, the President-elect shall take his/her place, and his/her term in office shall commence henceforth. The President-elect must hold concurrent office as one of Vice President, Treasurer, Secretary or Councillor.

14C. (a) Notwithstanding anything to the contrary herein contained New Zealand and at least six States shall be represented on the Council and for the purpose of this clause New Zealand or a State shall be deemed to be represented if at the time of his/her election a Councillor resides in New Zealand or that State, as the case may be.

(b) In the event of nominations not being received to enable compliance with this clause the Council shall have power, notwithstanding the provisions of Article 23, to nominate further candidates at any time prior to the dispatch of ballot paper to provide adequate State representation.

(c) For the purpose of this clause residents in the Australian Capital Territory shall be deemed to be residents in New South Wales and residents in the Northern Territory shall be deemed to be residents in South Australia.

15. (a) President:

The President shall preside at all meetings of the Society and shall be Chairman of all meetings of the Council. The President shall hold office until the second Annual General Meeting when he shall retire from such office.

(b) President-elect:

The President-elect shall take the place of the President upon his/her retirement from office.

(c) Vice-President:

The Vice- President shall assist the President in the performance of his/her duties and shall preside at any meeting at which the President is not present. In the event of the

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death or disability of the President the Vice-President shall assume the duties of acting President. The Vice-President shall hold office until the next Annual General Meeting.

(d) Treasurer

The Treasurer shall assist the Society by managing, administering, monitoring on and duly reporting the financial position of the Society.’

(e) Secretary

The Secretary shall assist the Society by advising on and ensuring governance practices in compliance with the Law are maintained.

16. Any member shall be eligible to be a Councillor of the Society provided that on each occasion he is elected or appointed he is an Ordinary or Honorary Life Member of the Society.
17. Any member shall be eligible to be elected Vice-President provided that at the time of his/her election he is an Ordinary or Honorary Life Member.
18. Any member shall be eligible to be elected President-elect provided that at the time of his/her election he is an Ordinary or Honorary Life Member.
19. Notwithstanding anything to the contrary herein contained, the President of the Society may be an Ordinary or Honorary Life Member.
20. Subject to Articles 15 and 22, Councillors shall upon election hold office for a period of two (2) years when they shall retire but be eligible for re-election for a further term of two (2) years provided always no Councillor shall hold office for more than three (3) terms consecutively.
21. The members of the incoming Council shall meet prior to each Annual General Meeting for the purpose of electing:-
  - (a) Vice-President
  - (b) Treasurer
  - (c) Secretary

who shall take office at the conclusions of such Annual General Meeting provided always that no officer may take or continue in office unless he is a Councillor of the Society.

The Secretary shall in accordance with the Law be appointed by the Council for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Council from appointing a member of the Society as Secretary and any member so appointed shall be subject to the provisions of Clause 3 of the Memorandum of Association.

22. The Secretary and the Treasurer shall retire at the succeeding Annual General Meeting but shall be eligible for re-appointment.

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23. A "casual vacancy" amongst the officers specified in Article 21 shall mean any vacancy caused otherwise than by the retirement of the office on the expiration of his/her term of appointment. The Council shall have the power to fill such casual vacancies but any person thus appointed must be a Councillor and shall hold office only until the next ensuing Annual General Meeting.

The Council must fill a casual vacancy with a representative of the same State or of New Zealand, as the case may be, as was represented by the Councillor whose position on the Council has become vacant.

### **ELECTION OF COUNCILLORS**

24. Subject to the provisions of Article 15:-

- (a) The Councillors shall be elected by ballot held before the Annual General Meeting.
- (b) Every candidate for the office of Councillor shall be nominated in writing by two (2) ordinary members and each nomination paper, together with the candidate's written acceptance of nomination and showing his/her State of residence shall be delivered to the Honorary Secretary at least sixty five (65) days prior to the Annual General Meeting.
- (c) Should there be more candidates than vacancies to be filled the Secretary shall not less than sixty (60) days before the Annual General Meeting forward to members ballot papers listing the names of candidates for Councillors in alphabetical order. Such ballot papers shall contain a direction to vote for a fixed number of candidates which number shall be the number of vacancies to be filled. A member shall record his/her vote by placing a cross on the ballot paper against the names of the persons for whom he/she desires to vote and by returning the ballot paper to the Secretary. Only ballot papers received by the Secretary not less than forty five (45) days before the Annual General Meeting shall be deemed to be valid.
- (d) The President (or in his/her absence the Vice-President) and the Secretary (or in his/her absence a Councillor specifically appointed by the Council) shall act as scrutineers and any papers adjudged by them in consultation to be improperly or incorrectly filled in shall be invalid. The scrutineers shall deliver to the Chairman of the Annual General Meeting a list of candidates (up to the number of vacancies to be filled) who received the largest number of votes and the Chairman of the Annual General Meeting shall declare these candidates elected as Councillors. Whenever two (2) or more candidates for the last position to be filled on the Council receive an equal number of votes the candidate to be elected shall be chosen by lot.
- (e) The Chairman of the Annual General Meeting shall in the case of there being less candidates nominated than there are vacancies to be filled, declare such candidates and the case of there being more candidates nominated than there are vacancies to be filled, declare the candidates (to the extent of the vacancies to be filled) receiving the largest number of votes duly elected as Councillors.
- (f) If an insufficient number of nominations be received or if there are less nominations than there are vacancies to fill then the Council shall at its first meeting after the Annual

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General Meeting fill the vacancy or vacancies notwithstanding that their number may be less than three (3).

- (g) If there shall be no nominations received the retiring Council shall continue to act but shall have power at any time during the following year to appoint other qualified persons in their place or in the place of any of them.
25. A Councillor may retire from office upon giving seven (7) days notice in writing to the Secretary of his/her intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Councillors.
26. In the event of a vacancy or vacancies occurring amongst the Councillors, the continuing Councillors may act notwithstanding such a vacancy or vacancies, but so that if their number falls below three (3) the Councillors shall not, except for the purposes of filling the vacancies, act so long as the number is below that minimum.

### **POWERS AND DUTIES OF THE COUNCIL**

27. The business of the Society shall be managed by the Council who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Law or by these regulations, required to be exercised by the Society in General Meeting, subject, nevertheless, to any of these regulations, to the provisions of the Law and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been made.
28. The Council may appoint such sub-Committees as they deem fit with such powers and for such purposes as they may prescribe.
29. Any casual vacancy occurring amongst the Council may be filled by the Council but any person so chosen shall retain his/her office so long as the vacating Councillor would have retained the same had no vacancy occurred.
30. The Council shall define the powers, authorities, discretions and duties of the Secretary, the Honorary Treasurer and of any other officer of the Society and from time to time may alter or limit such powers, discretions, authorities and duties in any manner as it may deem desirable.
31. The Councillors shall cause minutes to be kept in books provided for the purpose:-
- (a) Of all appointments of officers made by the Council.
- (b) Of all names of the Councillors present at each meeting of the Council and of any sub-Committees.
- (c) Of all resolutions and proceedings at all meetings of the Society and of the Council and sub-Committees.

### **THE SEAL**

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32. The Councillors shall provide for the safe custody of the Seal and the Seal shall not be affixed except by the authority of a resolution of the Councillors and in the presence of a Councillor and of the Secretary or another Councillor or such other person as the councillors may appoint for the purpose; and such Councillor and the other Councillor or the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Society is affixed in their presence.

### **DISQUALIFICATION OF COUNCILLORS**

33. The office of Councillor shall become vacant if the Councillor:-
- (a) ceases to be a Councillor by operation of the Law;
  - (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - (c) becomes prohibited from being a Councillor of a company by reason of any order made under the law
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his/her office by notice in writing to the Society;
  - (f) for more than six (6) months is absent without permission of the Council from meetings of the Council held during that period;
  - (g) holds any office of profit under the Society;
  - (h) ceases to be a member of the Society; or
  - (i) the Councillor is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of that interest in the manner required by the Law (or at the first meeting of the council after the relevant facts have come to the Councillor's knowledge) and the Council determines that the Councillor should no longer be a Councillor;

Provided always that nothing in this Article shall affect the operation of clause 5 of the Memorandum of Association of the Society.

### **PROCEEDINGS OF COUNCILLORS**

34. (a) The Councillors may meet together for the transaction of business, adjourn and otherwise regulate their meetings as they think fit.

Questions arising at any meetings shall be decided by a majority of votes.

In case of an equality of votes the Chairman shall have a second or casting vote.

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The President may at any time and the Secretary shall upon receipt of a request in writing by two (2) Councillors convene a meeting of the Councillors.

- (b) For the purpose of clause 3 of the Memorandum of Association the rate of interest payable in respect of moneys lent by members to the Society shall be the lowest rate paid for the time being of banks, in State in respect of term deposits.
35. The quorum for a meeting of the Councillors shall be three (3) or such greater number as may from time to time be fixed by the Council.
36. The Councillors may delegate any of their powers (not being duties imposed on the Council as directors of the Society by the Corporation Law or the general law) to sub-Committees consisting of such member or members as they think fit. Any sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Councillors.
37. (a) A sub-committee may elect a Chairman of its meeting; if no such Chairman is elected or if at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (b) A sub-Committee may meet and adjourn as it thinks proper; questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.
- (c) Each sub-committee shall furnish each regular meeting of Councillors a report of its activities and shall tender to the Councillors such advice concerning the subject matter of its activities as it shall deem desirable.
38. The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced to below the number fixed by or pursuant to these regulations as the necessary quorum of the Council, the continuing members may act for the purpose of increasing the number of Councillors of the Council to that number or of summoning a General Meeting of the Society, but for no other purpose.
39. All acts done by any meeting of the Council or of a sub-committee or by any person acting as a Councillor shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillors or person acting as aforesaid, or that he was disqualified, be as valid as if every such person had been duly appointed as was qualified to be a Councillor.
40. Each Councillors shall have the power from time to time to nominate in writing or by facsimile any other Councillors to act in his/her place at meetings of Councillors and to sign resolutions under Article 41. Any such nominations may at any time be revoked by the appointor and may be for such purpose and with such powers, authorities and discretions as are vested in or exercisable by any such Councillors under these Articles and may be general or for a specified period or for specified meetings or for specified resolutions and notice of every such nomination or revocation must be given to the Honorary Secretary and shall take effect when notice thereof is so given.

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41. A resolution in writing signed by the whole of the Councillors for the time being within the Commonwealth or their proxies shall be as valid and effectual as if it had been passed at a meeting of the Councillors duly called and constituted. A facsimile addressed to and received by the Secretary of the Society and purporting to be signed by a Councillor shall for the purpose of this Article be deemed to be a writing signed by such Councillor.

### **ACCOUNTS**

42. The Councillors shall cause proper accounts to be kept with respect to:-
- (a) All sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place.
  - (b) All sales and purchases of real and personal property by the Society.
  - (c) The assets and liabilities of the Society.
43. The accounts shall be kept at the registered office of the Society or at such other place or places as the Councillors think fit, and shall always be open to the inspection of Councillors.
44. The Councillors shall from time to time determine subject to clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being Councillors.
45. (a) The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided however that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.
- (b) The Council shall from time to time determine in accordance with clause 7 of the Memorandum of Association at what times and places under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members not being councillors and no member (not being a Councillor) shall have any right of inspecting any account or book or paper of the Society except as conferred by statute or by clause 7 of the Memorandum of Association or authorised by the Council or by the Society in General Meeting.

### **AUDIT**

46. A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration regulated in accordance with the Law and clause 7 of the Memorandum of Association.

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## INDEMNITY

47. Every person who is or has been a Councillor, secretary or executive officer of the Society is indemnified, to the maximum extent permitted by law, out of the property of the Society against any liabilities for costs and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the Society, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
  - (b) in connection with any administrative proceedings relating to that person's position with the Society, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving lack of good faith; or
  - (c) in connection with any application in relation to any proceedings relating to that person's position with the Society, whether civil or criminal, in which relief is granted to that person under the Law by the Court.
- 47.1 (a) Every person who is or has been a director, secretary or executive officer of the Society is indemnified to the extent that the Society is insured in relation to its liability to a director, secretary or executive officer, to the maximum extent permitted by law, out of the property of the Society against any liability to another person (other than the Society or its related bodies corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith. The indemnity does not apply in relation to a liability incurred before 15 April 1994.
- (b) The indemnity contained in Article 47.1(a) applies automatically to the persons referred to in that Article where the Society is, or would but for the payment of any policy deductible or premium be insured for any indemnification obligation it has under that Article. In any other case a person referred to in Article 47.1(a) may only be indemnified under that Article if the Councillors in their discretion so determine.
- 47.2 The Society may pay a premium for a contract insuring a person who is or has been a director, secretary or executive officer of the Society and its related bodies corporate against:
- (a) any liability incurred by that person does not arise out of conduct involving a wilful breach of duty in relation to the Society or a contravention of the Corporations Law; and
  - (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Society, whether civil or criminal, and whatever their outcome.

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## **BY-LAWS, RULES AND REGULATIONS**

48. The Councillors shall have power from time to time to make such by-laws, rules and regulations not inconsistent with the Memorandum and Articles of Association of the Society as in the opinion of the Councillors are necessary and desirable for the proper control, administration and management of the Society's operations, finances, affairs, interest, effects and property and to amend or rescind from time to time any such by-laws, rules and regulations provided always that nothing in this clause contained shall be deemed to empower the Councillors to make any by-laws, rules and regulations relating to the contributions, duties, obligations and responsibilities of the members which such power is specifically excluded herefrom.

### **NOTICES**

49. A notice may be given by the Society to any Member or other person receiving notice under these Articles either by serving it on the person personally, sending it by post, facsimile transmission or any other method of electronic communication available to the person as shown in the Register or the contact details supplied by the person to the Society for the giving of notices to the person.
- (a) If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and the notice is deemed to have been served on the day after the date of its posting.
  - (b) If a notice is sent by facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting same, and to have been served on the day following its dispatch.
  - (c) If a notice is sent by any other method of electronic communication, service of the notice is deemed to be effected by properly addressing the electronic communication and transmitting same, and to have been served on the day following its dispatch.
  - (d) All notices sent by post outside Australia must be sent by pre-paid airmail post.
50. Notice of every general meeting must be given in a manner authorised by Article 49 and in accordance with the Law to:
- (a) every Member;
  - (b) every Councillor and Alternate Councillor; and
  - (c) the auditors for the time being of the Society,
  - (d) any Patron or Patrons of the Society

and no other person is entitled to receive notices of general meetings.

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