



MEDICAL ONCOLOGY GROUP OF AUSTRALIA INCORPORATED

A.B.N 94 601 175 669

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Part 1 Preliminary

1. Definitions and interpretation

1.1 In this constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

Association means the Medical Oncology Group of Australia Inc. (or as it may otherwise be named from time to time), an association incorporated under the then *Associations Incorporation Act 1984* (with registration no. Y1578748) for the purposes set out in the objects contained in this constitution, and as further described in clause 2.

Committee means the governing committee of the Association, as constituted from time to time in accordance with, and otherwise dealt with in, Part 3 of this constitution.

ordinary Committee member means a member of the Committee who is not an office-bearer of the Association.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Secretary means:

- (a) the person holding office under this constitution as secretary of the Association; or
- (b) if no person holds that office – the public officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

1.2 In this constitution, unless the context otherwise requires:

- (a) the singular number includes the plural number and vice versa;
- (b) words importing one gender include the other genders;
- (c) headings are for convenience only and shall not affect interpretation;
- (d) references to any statutory provision shall include any statute or statutory provision which amends or replaces it or vice versa and shall include any subordinate legislation made under the relevant statutes;
- (e) references to a “section” or “s.” are to a section of the Act;
- (f) a reference to a function includes a reference to a power, authority and duty;
- (g) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and
- (h) a reference to “writing” includes any mode of representing or reproducing words in tangible and permanently visible form, and includes email and facsimile transmission.

- 1.3 Except so far as the contrary intention appears, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.4 The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Definition, Mission Statement and Objects

Definition

- 2.1 The Medical Oncology Group of Australia Inc. is the lead professional organisation for medical oncologists in Australia, and is a speciality society of the Royal Australasian College of Physicians. The Association is the key point of reference on all matters relating to medical oncology. We are committed to supporting the continuing development of our profession and the delivery of high quality care for patients affected by cancer.

Mission Statement

- 2.2 To represent and support the professional interests and needs of medical oncologists and to foster quality care for patients affected by cancer.

Objects

- 2.3 The objects of the Association shall be:
- (a) to promote the advancement of knowledge and the practice of medicine in the field of medical oncology;
 - (b) to promote and maintain the highest standards of medical oncology practice and ethics;
 - (c) to promote research relevant to clinical practice and medical oncology;
 - (d) to represent members in medical matters relevant to medical oncology practice;
 - (e) to co-operate with and advise medical or other bodies interested in medical oncology practice and the management of neoplastic disease;
 - (f) to promote and facilitate the distribution of information relevant to medical oncology practice.

Part 2 Membership

3. Membership generally

- 3.1 A person is eligible to be a member of the Association if:
- (a) the person is a natural person; and
 - (b) the person has applied (except where otherwise provided as set out below) and been approved for membership of the Association in accordance with clause 6.

4. Categories of membership

4.1 There shall be the following membership categories:

(a) *Standard Member*

A person who is either:

- (i) a Fellow of the Royal Australasian College of Physicians in Medical Oncology or a medical oncology professional who holds a recognised equivalent qualification; and resides in Australia; and is attached to an Australian medical facility; or
- (ii) a Fellow of the Royal Australasian College of Physicians in any Medical Speciality or a medical specialist who holds a recognised equivalent qualification; and meets the requirements of the Royal Australasian College of Physicians in Medical Oncology to practise in Australia; and who is an Australian resident employed or registered and undergoing peer review training at an Australian medical facility.

(b) *Trainee Member*

An individual registered full-time in the Advanced Training Program in Medical Oncology with the Royal Australasian College of Physicians; and residing in Australia; and attached to an Australian medical facility.

(c) *Full-time Student Member*

A Fellow of the Royal Australasian College of Physicians in Medical Oncology or a medical oncology professional who holds a recognised equivalent qualification; and is an Australian resident enrolled full-time in a program of postgraduate study at a recognised Australian Tertiary Institution; and not in any paid professional employment or in receipt of funding support equivalent to more than 0.5 FTE.

(d) *Retired Member*

A standard and long serving member of the Association who is not in full-time professional employment as a Medical Oncologist.

(e) *Overseas Member*

A Fellow of the Royal Australasian College of Physicians in Medical Oncology or a medical oncology professional who holds a recognised equivalent qualification; and residing and practising outside Australia.

(f) *Honorary Member*

A standard and long serving member of the Association who has made a notable contribution to the development of the Australian medical oncology profession, the Association and the understanding or treatment of malignant disease may be admitted to Honorary Membership by unanimous resolution of the Committee.

5. Rights of membership

- 5.1 All categories of members shall be entitled to receive such professional support and benefits as may be made available from time to time from the Association, including communications and notices of meetings of members of the Association.
- 5.2 Only Standard Members and Honorary Members shall have the right to attend and vote at general meetings of the Association (or vote in respect of resolutions of the Association's members as they may otherwise be passed).
- 5.3 Only Standard Members and Honorary Members shall be eligible for election to the Committee.
- 5.4 Only a Standard Member or an Honorary Member shall be entitled to request the Committee to call a general meeting.
- 5.5 The National Trainee Representative (being a Trainee Member chosen by the Trainee Members as their representative) is eligible to sit in attendance at meetings of the Committee in an ex-officio capacity for the duration of their term of office as National Trainee Representative (but is not classified as a member of the Committee).

6. Application for membership

- 6.1 An application by a person for membership of the Association must be:
 - (a) made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee; and
 - (b) lodged (including by email or other electronic means, if the Committee so determines) with the Secretary.
- 6.2 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application and, if approved, into which membership category the applicant shall be admitted.
- 6.3 As soon as practicable after the Committee makes that determination, the Secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable) and, if approved, into which membership category the applicant has been admitted; and
 - (b) if the Committee approved the application, request the applicant to pay (forthwith upon receipt by the applicant of the notification of approved membership together with an invoice for payment) the sum payable under this constitution by a member as the annual subscription (no entrance fee being payable).
- 6.4 The Secretary must, on payment by the applicant of the amount referred to in (and otherwise in accordance with) clause 6.3(b), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- 6.5 If a person who has been admitted to membership in one category subsequently qualifies for membership in a different category:

- (a) that person's membership category shall be changed by the Committee without the need for any further membership application being lodged with the Association;
- (b) the register of members shall be updated in accordance with clause 10.1 and the Secretary shall, as soon as practicable thereafter, notify the member of his or her admission into the different membership category;
- (c) the member concerned shall provide the Committee with such information and documentation as the Committee may require in order to satisfy itself in respect of such change in membership category; and
- (d) the annual subscription fee payable by such member (subject to clause 11) shall, from the date the register of members has been updated in respect of the new membership category, be (to the extent there may be any difference) that applicable for members in such new membership category.

7. Cessation of membership

7.1 A person ceases to be a member of the Association if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the Association;
- (d) fails to pay the annual subscription fee under clause 11 when due (persons ceasing membership in this circumstance who wish to renew membership at a later stage may be granted membership at the discretion of the Committee); or
- (e) (subject, for the avoidance of any doubt, to clause 6.5) ceases to hold the relevant qualifications required in respect of that person's membership category.

8. Membership entitlements not transferrable

8.1 A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

9. Resignation of membership

9.1 A member of the Association may resign from membership of the Association forthwith by first giving to the Secretary written notice (including by email or other electronic means).

9.2 If a member of the Association ceases to be a member under clause 9.1, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- 10.1 The Secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential, work and email address of each person who is a member of the Association together with the date on which the person became a member and the category of membership held.
- 10.2 The register of members must be kept in New South Wales:
- (a) at the main premises of the Association; or
 - (b) if the Association has no premises, at the Association's official address.
- 10.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 10.4 A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 10.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 10.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 10.7 If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy; and
 - (b) the requirements in clauses 10.2 and 10.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

11. Fees and subscriptions

- 11.1 The Committee will set and review the Association's annual subscription fees at its discretion from time to time.
- 11.2 Annual subscription fees shall be payable by all members (with the annual subscription fee for any particular calendar year to be set at the same amount that calendar year for all classes of member, respectively), except for Honorary Members and Trainee Members.
- 11.3 A member of the Association (except for an Honorary Member or a Trainee Member) must, on admission to membership (in accordance with clause 6.3(b)), pay to the Association the annual subscription fee for that year as advised to the member by the Committee.
- 11.4 A member of the Association (other than an Honorary Member or a Trainee Member) must also pay to the Association before 1 July (or such earlier date required by any applicable invoice issued to the member) in each calendar year commencing from the calendar year

following the one in which the person became a member an annual subscription fee of such amount as the Committee advises to the member each year.

12. Members' liabilities

- 12.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clauses 6.3(b) and 11.

13. Resolution of disputes

- 13.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (NSW).
- 13.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 13.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

14. Disciplining of members

- 14.1 A complaint may be made to the Committee by any person that a member of the Association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- 14.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 14.3 If the Committee decides to deal with the complaint, the Committee:
- (a) must cause notice of the complaint to be served on the member concerned;
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 14.4 The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 14.5 If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 15.
- 14.6 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal unless and until the Association confirms the resolution under clause 15,

whichever is the later.

15. Right of appeal of disciplined member

- 15.1 A member may appeal to the Association in general meeting against a resolution of the Committee under clause 14, within 7 days after a notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.3 On receipt of a notice from a member under clause 15.1, the Secretary must notify the Committee, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 15.4 At a general meeting of the Association convened under clause 15.3:
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 The Committee

16. Powers of the Committee

- 16.1 Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the Committee:
 - (a) is to control and manage the affairs of the Association;
 - (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and
 - (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

17. Composition and membership of Committee

17.1 The Committee is to consist of:

- (a) the office-bearers of the Association; and
- (b) 7 ordinary Committee members,

each of whom is to be elected as a Committee member at each second annual general meeting of the Association under clause 18, subject to clause 18.8.

17.2 The total number of Committee members is to be 11.

17.3 The office-bearers of the Association are as follows:

- (a) the chair;
- (b) the deputy chair;
- (c) the treasurer / Secretary (the Committee may determine from time to time that this be a dual role or that no person hold the office of secretary and that instead the public officer of the Association carry out the duties and functions of the secretary); and
- (d) the immediate past chair.

17.4 A Committee member may hold up to 2 offices (other than both the offices of chair and deputy chair).

17.5 The chair may hold office for a maximum of 2 consecutive terms and shall, upon retiring from that office (whether after 1 or 2 terms), then become the immediate past chair for a further 1 year term (and continue to hold voting rights on the Committee for such period).

17.6 The maximum number of consecutive terms for Committee members other than the chair is 2.

17.7 Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of Committee members at the second annual general meeting following the date of the Committee member's election, and is eligible for re-election, subject to the maximum number of consecutive terms as prescribed above. The chair shall determine in which year an election of the Committee is to be made if there is any uncertainty. A person may be re-elected after serving the maximum number of consecutive terms but not before the second annual general meeting following the date on which the Committee member last held office.

- 17.8
- (a) The office-bearers of the Association (who shall all be Committee members) shall be appointed by the Committee to their respective positions at the Committee's first meeting after the annual general meeting or other vote where the election of Committee members has taken place, in such usual and proper manner as the Committee may determine. Those persons shall hold such appointed office for the term of their election to the Committee, subject to any provision to the contrary in this constitution.
 - (b) The National Trainee Representative shall be elected as such by the Trainee Members and shall be eligible to sit in attendance at meetings of the Committee in an ex-officio capacity only (with no voting rights on the Committee) for the term of such person's election as National Trainee Representative by the Trainee Members.

The National Trainee Representative is not classified as a Committee member (or being comprised in the Committee) for the purposes of this constitution.

- 17.9 If there is any uncertainty in the application to the immediate past chair of a provision of Part 3 of this constitution, the chair shall determine the manner in which such provision is to be applied.

18. Election of Committee members

- 18.1 Nominations of candidates for election as Committee members of the Association must be:
- (a) made in writing, signed by 2 members (being Standard Members or Honorary Members) of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) delivered to the Secretary at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 18.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.6 The ballot for the election of members of the Committee is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.
- 18.7 A person nominated as a candidate for election as a Committee member of the Association must be a Standard Member or an Honorary Member of the Association.
- 18.8 Notwithstanding any other provision in this constitution including this clause 18 and clause 17, the Committee may determine that any election of Committee members shall be made by electronic or postal ballot as provided for in clause 39, rather than at any general meeting (including an annual general meeting) of members, in which event:
- (a) a Committee member's term of office shall commence at the time such person is elected under the ballot and where a Committee member's term of office would have otherwise ceased at the conclusion of the second annual general meeting after the person's election, it shall cease (subject to any eligibility for re-election) 2 years after the person's election under the ballot; and
 - (b) nominations of candidates under clause 18.1 must be delivered (which may be by email or other electronic means as the Committee determines) to the Secretary at least 14 days before the date fixed for the close of the ballot at which the election is to take place.
- 18.9 The chair shall determine when a Committee member's term of office concludes if there is any uncertainty.

19. Secretary

- 19.1 The Secretary must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 19.2 It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
- (a) all appointments of members of the Committee and office-bearers;
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 19.4 The signature of the chairperson may be transmitted by electronic means for the purposes of clause 19.3.

20. Treasurer

- 20.1 It is the duty of the treasurer of the Association to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

21. Casual vacancies

- 21.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment (or, where elections of Committee members are being held by ballot as referred to in clause 18.8, until the next such ballot is held).
- 21.2 A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under clause 22;
 - (f) becomes a mentally incapacitated person;
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee;

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

22. Removal of Committee members

- 22.1 The Association in general meeting may by resolution remove any member of the Committee from the office of Committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 If a member of the Committee to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Secretary or chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the chair may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Committee meetings and quorum

- 23.1 The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine, and the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- 23.2 Additional meetings of the Committee may be convened by the chair or by any other member of the Committee.
- 23.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under clause 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 23.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 23.8 At the meeting of the Committee:
 - (a) the chair or, in the chair's absence, the deputy chair is to preside; or

- (b) if the chair and the deputy chair are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.
- 23.9
- (a) A written resolution signed or approved by electronic mail by all members of the Committee for the time being who are entitled to vote on the resolution is taken to be a decision of the Committee passed at a meeting of the Committee duly convened and held.
 - (b) The written resolution may consist of:
 - (i) several documents in like form, each signed by one or more Committee members and, if so signed, takes effect on the last date on which a Committee member signs one of the documents; or
 - (ii) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Committee member sends such a message.
 - (c) Any such resolution shall be tabled at the next meeting of the Committee and recorded in the minutes of that meeting.

24. Appointment of Association members as Committee members to constitute quorum

- 24.1 If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the Association as Committee members to enable the quorum to be constituted.
- 24.2 A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment (or, where elections of Committee members are being held by ballot as referred to in clause 18.8, until the next such ballot is held).
- 24.3 This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

25. Use of technology at Committee meetings

- 25.1 A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- 25.2 A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26. Delegation by Committee to sub-committee

- 26.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 26.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 26.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- 26.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 26.7 A sub-committee may meet and adjourn as it thinks proper.

27. Voting and decisions

- 27.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- 27.2 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 27.3 Subject to clause 23.5, the Committee may act despite any vacancy on the Committee.
- 27.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part 4 General Meetings

28. Annual general meetings – holding of

- 28.1 The Association must hold its annual general meetings:

- (a) within 6 months after the close of the Association's financial year; or
- (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

29. Annual general meetings – calling of and business at

- 29.1 The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the Committee thinks fit.
- 29.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect Committee members of the Association or (where a ballot for the election of Committee members has instead already been held pursuant to clause 18.8) to announce the outcome of any ballot which has been held for the election of Committee members; and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 29.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

30. Special general meetings – calling of

- 30.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 30.2 The Committee must, on the requisition of at least 5% of the total number of members (being members entitled under this constitution to vote at a general meeting), convene a special general meeting of the Association.
- 30.3 A requisition of members for a special general meeting:
- (a) must be in writing;
 - (b) must state the purpose or purposes of the meeting;
 - (c) must be signed by the members making the requisition;
 - (d) must be lodged with the Secretary; and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30.4 If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any

one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

30.5 A special general meeting convened by a member or members as referred to in clause 30.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

30.6 For the purposes of clause 30.3:

- (a) a requisition may be in electronic form; and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31. Notice

31.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

31.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 31.1, the intention to propose the resolution as a special resolution.

31.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29.2.

31.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31.5 The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

32. Quorum for general meetings

32.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

32.2 Twenty members present (being members entitled under this constitution to vote at a general meeting) in person or by proxy or attorney constitute a quorum for the transaction of the business of a general meeting.

32.3 For the avoidance of any doubt, for the purpose of determining whether a quorum is present, a person attending as a proxy or attorney shall be deemed to be a member.

32.4 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members – is to be dissolved; and

- (b) in any other case – is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

32.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

33. Presiding member

33.1 The chair or, in the chair's absence, the deputy chair, is to preside as chairperson at each general meeting of the Association.

33.2 If the chair and the deputy chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34. Adjournment

34.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

34.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

34.3 Except as provided in clauses 34.1 and 34.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. Making of decisions

35.1 A question arising at a general meeting of the Association is to be determined by:

- (a) a show of hands or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the Committee may determine; or
- (b) if on the motion of the chairperson or if 5 or more members present at the meeting in person or by proxy or attorney decide that the question should be determined by a written ballot – a written ballot.

35.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

35.3 Clause 35.2 applies to a method determined by the Committee under clause 35.1(a) in the same way as it applies to a show of hands.

35.4 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson, and the result of the written ballot shall be the resolution of the meeting at which the written ballot was demanded.

35.5 A demand for a written ballot may be withdrawn.

36. Special resolutions

36.1 A special resolution may only be passed by the Association in accordance with section 39 of the Act.

37. Voting

37.1 On any question arising at a general meeting (or other ballot or vote of members) of the Association a member with voting rights (namely Standard Members and Honorary Members only) has 1 vote (whether on a show of hands or on a written ballot) only and may vote in person or by proxy or attorney.

37.2 In the case of an equality of votes on a question at a general meeting (including in the case of a written ballot), the chairperson of the meeting is entitled to exercise a second or casting vote.

37.3 A member is not entitled to vote (whether personally or by proxy or attorney) at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

37.4 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chairperson of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

38. Appointment of proxies

38.1 Each member (with voting rights under this constitution) is entitled to appoint another member (being also a member entitled to vote under this constitution) as proxy in accordance with this clause 38. If an otherwise completed proxy form does not specify a particular member as proxy, the member will be taken to have appointed the chairperson of the meeting as proxy.

38.2 An instrument appointing a proxy:

- (a) shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing;
- (b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (c) shall be deemed to confer authority to demand or join in demanding a written ballot; and
- (d) shall be in the form as may be approved by the Committee from time to time.

38.3 An instrument appointing an attorney or proxy shall not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a certified copy (by a legal practitioner or a justice of the peace) of that power of attorney or other authority (if any) is or are deposited (which may be effected by facsimile or other electronic means) – no later than 48 hours before the meeting or adjourned meeting at which the person named in the instrument proposes to vote – at the Association's head office or at such other place as is specified for that purpose in the notice convening the meeting.

- 38.4 A vote given in accordance with the terms of an instrument of proxy or a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Association at its head office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- 38.5 An instrument appointing a proxy may be prepared, and provided to the Association, (together with any power of attorney or other authority (if any) under which the instrument of proxy is made), electronically, in accordance with such measures as the Committee may prescribe and direct from time to time.

39. Postal or electronic ballots

- 39.1 The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 15), including in respect of any business which may be validly considered at a general meeting (including an annual general meeting), such as the election of members of the Committee.
- 39.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40. Use of technology at general meetings

- 40.1 A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
- 40.2 A member of an Association who participates in a general meeting using that technology (whether personally or by proxy or attorney) is taken to be present at the meeting and, if the member votes (whether personally or by proxy or attorney) at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

41. Insurance

- 41.1 The Association may effect and maintain insurance.

42. Funds – source

- 42.1 The funds of the Association are to be derived from the subscription fees payable by members, any education grants and sponsorships, from any income earned by the Association from the investment of such moneys and, subject to any resolution passed by the Association in general meeting, any other sources that the Committee determines.
- 42.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 42.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. Funds – management

- 43.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee determines.
- 43.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

44. Association is non-profit

- 44.1 Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note: Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

45. Distribution of property on winding up of Association

- 45.1 Subject to the Act and the Regulation, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 45.2 In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of an association.

Note: Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

46. Change of name, objects and constitution

- 46.1 An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

47. Custody of books, etc.

- 47.1 Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee determines); or
 - (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

48. Inspection of books, etc.

- 48.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
- (a) records, books and other financial documents of the Association;
 - (b) this constitution; and

(c) minutes of all Committee meetings and general meetings of the Association.

48.2 A member of the Association may obtain a copy of any of the documents referred to in clause 48.1 on payment of a fee of not more than \$1 for each page copied.

48.3 Despite clauses 48.1 and 48.2, the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

49. Service of notices

49.1 For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally;

(b) by sending it by pre-paid post to the address of the person; or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

49.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee;

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50. Financial year

50.1 The financial year of the Association is each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

51. Audit

51.1 An auditor(s) shall be appointed and his, her or their duties regulated, as may be required by and in accordance with the Act.

52. Indemnity of members and Committee members

52.1 Every member and Committee member shall be indemnified out of the Association's funds against all costs, losses, charges and expenses which any such member or Committee member may incur or become liable for by reason of any contract entered into or act or deed done or omitted to be done by him or her in the discharge of any duty in good faith in accordance with this constitution.

53. Alteration of constitution

53.1 This constitution may be altered, amended or repealed only by special resolution.



**Associations Incorporation Act, 2009
An Incorporated Association
and Not for Profit**

CONSTITUTION

of

Medical Oncology Group of Australia Inc.

(Registration No. Y1578748)

(adopted by special resolution: 2020)

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