



orthoptics
australia

ORTHOPTICS AUSTRALIA

CONSTITUTION

TABLE OF CONTENTS

PART I PRELIMINARY	
The Name.....	1
Objects	1
Definitions and Interpretation	2
PART II MEMBERSHIP	
Membership qualifications and rights	4
Application for Membership.....	7
Cessation of Membership.....	8
Membership entitlements not transferable	9
Register of members	9
Fees	10
Members' Liabilities	11
Discipline of Members	11
Right of Appeal of Disciplined Member	12
Resolution of disputes	13
PART III THE COUNCIL.....	
Powers of the Council	13
Constitution and membership.....	14
Election of Council Members.....	15
President	17
Secretary	17
Treasurer.....	18
Casual Vacancies.....	18
Removal of Member	19
Meetings and Quorum.....	19
Delegation by Council to standing committees and sub-committees	21
Voting and decisions	23
PART IV GENERAL MEETINGS	
Annual General Meetings - Holding of	23
Annual General Meetings - Calling of and business at	24
Special General Meetings - Calling of.....	25
Notice	26
Quorum for general meetings.....	26
Chairperson.....	27
Adjournment	27
Making of decisions.....	28

Special resolution	28
Voting	28
Appointment of proxies.....	29
Postal ballots.....	29

PART V MISCELLANEOUS.....

Insurance.....	30
Funds - Source.....	30
Funds - Management	30
Alteration of name, objects and Constitution	31
Seal	31
Custody of books, etc.....	31
Inspection of books, etc.....	31
Service of Notices	32
Application of income and property	32
Dissolution of Association	33
Financial year	33

ORTHOPTICS AUSTRALIA

CONSTITUTION

PART I

PRELIMINARY

The Name

1. The name of the incorporated association is ORTHOPTICS AUSTRALIA INCORPORATED (Y0198031 NSW; ARBN 601 026 126) trading as ORTHOPTICS AUSTRALIA.

Objects

2. The objects for which the Association is established are:
 - (1) To promote the study of the science and practice of orthoptics; to promote investigation and research in orthoptics and related sciences; to bring together members of the orthoptic profession for their common benefit and for scientific discussions; to disseminate knowledge of the principles and the practice of orthoptics by such means as may be thought fit.
 - (2) To diffuse information calculated to promote and ensure the fitness of persons desirous of qualifying for membership of the Association.
 - (3) To institute and conduct conferences, lectures, seminars, symposia and discussions upon orthoptics and related sciences for the benefit of members of the Association, and to invite and admit thereto on such conditions as shall be thought fit persons who are not members of the Association.
 - (4) To institute, provide and contribute to scholarships, grants, awards, prizes, trusts and other benefactions in connection with the study of orthoptics and related sciences.

- (5) To acquire, establish, print, publish, issue and circulate such journals, magazines, periodicals, circulars, calendars or other literary or scientific works as may seem conducive to the promotion of the objects of the Association and in particular to produce a scientific journal to be called the Australian Orthoptic Journal.
- (6) To co-operate with similar bodies within Australia and overseas.
- (7) To cultivate and maintain high principles and standards of practice and ethics in relation to orthoptics and related sciences and to promote fair, honourable and proper practice and to discourage and suppress malpractice or misconduct and to settle questions of practice and of professional usage and etiquette including producing, maintaining and implementing own code of conduct.
- (8) To consider all questions affecting the interests of the Association and to promote or oppose any legislative or other measures affecting such matters or concerned with orthoptics or related sciences or branches of medicine or as are related to the interests of the Association.

Definitions and Interpretation

3. (1) In this Constitution, except in so far as the context or subject-matter otherwise indicates or requires:

the Act means the *Associations Incorporation Act 2009*;

Annual General Meeting means a general meeting of the Association held in accordance with this Constitution;

Association means Orthoptics Australia Incorporated (Y0198031 NSW; ARBN 601 026 126);

Council means the governing body of the Association constituted in accordance with this Constitution;

Director-General means the Director-General of the Department of Services, Technology and Administration in New South Wales;

Executive Committee means the committee of the Council formed and with powers in accordance with this Constitution;

general meeting means any general meeting of members (including the Annual General Meeting and special general meeting) convened in accordance with the Constitution;

office-bearer means a Council member as referred to in clause 15;

President means the person elected as such in accordance with this Constitution;

President Elect means the person elected as such in accordance with this Constitution;

Public Officer means the person holding the office of public officer of the Association under the Act;

Register means the register of members established under this Constitution;

the Regulation means the *Associations Incorporation Regulation 2010*;

Secretary means the person holding office under this Constitution as secretary of the Association or if no such 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;

Treasurer means the person holding office under this Constitution as treasurer of the Association;

Vice President means the immediate past President of the Association elected in accordance with this Constitution;

Seal means the common seal of the Association;

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority, and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1897* 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.

PART II

MEMBERSHIP

Membership qualifications and rights

4. A person is qualified to be a member of the Association if:

- (a) the person is a natural person who:
 - (i) has applied for membership of the Association as provided by clause 5; and
 - (ii) has been approved for membership of the Association by the Council of the Association.
- (b) Members of the Association shall be in one of eight (8) categories as follows: Ordinary Members, Reduced Rate Ordinary Members, Fellow Members, Honorary Members, Associate Members, Student Members, New Graduate Members and Ophthalmology Associate Members.

(i) **Ordinary Members**

Any person who is a graduate of an orthoptic course of an Australian institution, recognised by the Association, or who holds a certificate of general registration with the registering body for orthoptists in Australia is eligible to apply to become an Ordinary Member. Ordinary Members shall be entitled to hold office and to vote at meetings of the Association, and shall be sent the journal published by the Association, notices relating to general and scientific meetings and newsletters of the Association.

Overseas graduates of orthoptic training schools wishing to practice within Australia may apply to join the Association after satisfying the requirements of the registering body for orthoptists in Australia.

(ii) **Reduced Rate Ordinary Members**

The Association may admit as a Reduced Rate Ordinary Member any orthoptist who is eligible to become an Ordinary Member and who is working up to but no more than 8 hours per week (2 sessions per week) in an eye health related employment. Such members shall have the same rights as Ordinary Members.

(iii) **Fellow Members**

It shall be within the power of the Association to admit as a Fellow Member of the Association any person whom the Association may desire to honour. Any member of the Association can nominate any person as a Fellow. Nominations shall be made to the Council or Awards Committee who will consider and vote upon the nomination. The admission of the Fellow will be announced at the next Annual General Meeting. Fellow Members shall retain all the rights of Ordinary Members or of Associate Members providing the appropriate membership subscription fee has been paid.

(iv) **Honorary Members**

The Association may admit as an Honorary Member anyone whom the Association may desire to honour. Any member of the Association can nominate another member as an Honorary Member. Nominations shall be made to the Council or Awards Committee who will consider the nomination and such membership shall only be conferred by a vote of two thirds of the Council or Awards Committee. The admission of the Honorary Member will be announced at the next Annual General Meeting. The number of such Honorary Members at any one time shall not exceed fifteen (15) or any other number as may be determined by the Council from time to time. Honorary Members shall receive the journal published by the Association and may attend meetings but shall have no voting rights and may not hold office in the Association.

(v) **Associate Members**

The Association may admit as an Associate Member any person who is eligible to become an Ordinary Member but undertakes not to engage in eye health related employment in Australia for the ensuing period of twelve (12) months or longer. Associate Members shall not be entitled to hold office or to vote at meetings and shall be sent the journal published by the Association, notices relating to general and scientific meetings and newsletters of the Association.

(vi) **Student Members**

Orthoptic students in a program of study recognised by the Association may become Student Members. Such members shall have no voting rights but may attend general and scientific meetings and receive the journal published by the Association. Student Members shall not be entitled to hold office in the Association.

(vii) **New Graduate Members**

Graduates who have qualified within the past twelve (12) months by a program of study recognised by the Association, whether or not yet conferred, may become New Graduate Members. Such members shall have the same rights as Ordinary Members.

(viii) **Ophthalmology Associate Members**

The Association may admit as an Ophthalmology Associate Member any person who is a Fellow of the Royal Australian & New Zealand College of Ophthalmologists. Ophthalmology Associate Members shall not be entitled to hold office or to vote at meetings and shall be sent the journal published by the Association, notices relating to general and scientific meetings and any other publications as deemed necessary.

Application for Membership

5. (1) An application to become an Ordinary Member, Reduced Rate Ordinary Member, Associate Member or Ophthalmology Associate Member of the Association:
 - (a) shall be made in writing in the form set out in Appendix 1 to this Constitution - Application for Membership;
 - (b) shall include proof of the applicant's certificate of registration with the registering body for orthoptists in Australia (if applicable) and/or academic qualification from an Australian institution recognised by the Association; and
 - (c) shall be lodged with the Secretary of the Association or other nominated person appointed by the Council.
- (2) A nomination of a person to become a Student Member or a New Graduate Member:
 - (a) shall be made by an Australian institution recognised by the Association at which the nominee is or was enrolled in the form of a written statement that the nominee is a current student or has qualified and is eligible to graduate (whichever is applicable); and
 - (b) shall include Appendix 1 – Student and New Graduate Application for membership signed by the applicant.
- (3) As soon as practicable after receiving an application for membership, the Secretary or other nominated person appointed by the Council must refer the application to a member of Council who is to determine whether to approve or to reject the application. If the application is accompanied by a certified copy of the required documents as stated in clause 5(1) the Secretary or other nominated person appointed by the Council does not need to refer the application to the membership committee and may approve the application.
- (4) All applicants approved or rejected by the membership committee or Secretary must be ratified by the Council at the subsequent Council meeting. The Secretary must provide the Council with a list of new members and any rejected applicants prior to each meeting.

- (5) As soon as practicable after the membership committee makes that determination, the Secretary must:
- (a) notify the applicant, in writing, that the application is approved or rejected (whichever is applicable), and
 - (b) if the application has been approved, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a member as entrance fee, annual membership subscription fee and any other applicable fee. Notwithstanding the foregoing, an applicant shall pay the required fees at the time of application in expectation of being granted membership, but such advance payment shall not confer upon an applicant the right to be granted membership. In the event that the application is not accepted, the full amount of fees paid by an applicant will be refunded.
- (6) The Secretary must, on payment by the applicant of the amounts referred to in clause (5)(b) within the period referred to in that provision, enter the nominee's name in the Register of members. Once the name is entered, the nominee becomes a member of the Association.

Cessation of Membership

6. (1) A person ceases to be a member of the Association if the person:
- (a) dies; or
 - (b) resigns membership by notifying the Secretary in writing of the member's intention to resign; or
 - (c) is expelled from the Association; or
 - (d) fails to pay the annual membership subscription fee and other fees payable by that member for a period of three (3) calendar months after the fees become due; or
 - (e) is no longer registered by the recognised body registering orthoptists.

- (2) The membership that ceased pursuant to clause 6(1)(d) may be restored upon payment by the member of the outstanding fees and the readmission fee as determined by the Council.
- (3) If a member referred in clause 6(1)(e) shall at any time thereafter be re-instated by the said body, the member may apply for re-admission as a member of the Association in accordance with this Constitution.
- (4) Where a member of the Association ceases to be a member of the Association, the Secretary or other nominated person appointed by the Council shall make an appropriate entry in the Register of members recording the date on which the member ceased to be a member.

Membership entitlements not transferable

- 7. 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 upon cessation of the person's membership.

Register of members

- 8. (1) The Secretary of the Association or other nominated person appointed by the Council shall establish and maintain the Register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The Register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) Each member shall notify in writing the Secretary or other nominated person appointed by the Council of any change of address within a period of one (1) month following such change.

- (4) A member of the Association may obtain a copy of any part of the Register on payment of appropriate fee.
- (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.
- (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.

Fees

- 9. (1) A member of the Association shall pay to the Association the annual membership subscription fee and other fees which are recommended by the Council and voted upon at the Annual General Meeting.
- (2) Annual membership subscription fee becomes due and payable by 1st July in each calendar year. Where the member becomes a member on or after 1st July in any calendar year a membership fee is valid until 1st July in each succeeding calendar year.
- (3) No member whose membership subscription fee is unpaid on the day of the Annual General Meeting is eligible to vote. Membership and voting rights shall be forfeited by anyone whose subscription is more than three (3) calendar months in arrears. Membership and voting rights are restorable on payment of the current year's membership subscription fee.
- (4) A re-admission fee may be imposed at the discretion of the Council.

Members' Liabilities

10. 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 clause 9.

Discipline of Members

11. (1) The Council may receive a complaint or learn in any other way from time to time that a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Council decides to deal with the complaint, the Council:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Council 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. The Council may impose any other disciplinary measure on a member as the Council sees fit.

- (5) If the Council 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 Council for having taken that action and of the member's right of appeal under clause 12.
- (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; and
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

Right of Appeal of Disciplined Member

- 12. (1) A member may appeal to the Association in a general meeting against a resolution of the Council under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (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.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Council which is to convene a general meeting of the Association to be held no earlier than 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (b) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

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 of the State or Territory as determined by the Council for mediation.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre under subclause (1), the dispute is to be referred to arbitration in front the appropriate body in the State or Territory as determined by the Council.
- (3) The commercial arbitration legislation of the State or Territory in which the arbitration shall take place applies to any such dispute referred to arbitration.

PART III

THE COUNCIL

Powers of the Council

14. Subject to the Act, the Regulation, this Constitution and to any resolution passed by the Association in a general meeting, the Council:
- (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as 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 such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

Constitution and membership

- 15. (1) The Council shall consist of voting and non-voting members as follows:

- (a) The voting members of the Council shall consist of the President, Vice President, President Elect and the elected representatives of voting members residing in each State or Territory ("State representative/s"). The number of such representatives for each State or Territory shall be:

- (i) one (1) State representative where the number of members of the Association in that State or Territory is not greater than six (6);
- (ii) two (2) State representatives where the number of members of the Association in that State or Territory is greater than six (6) but not greater than twenty (20); and
- (iii) three (3) State representatives where the number of members of the Association in that State or Territory is greater than twenty (20).

- (b) The non-voting members of the Council shall be the following persons:

- (i) the Secretary;
- (ii) the Treasurer; and
- (iii) such additional members as the Council determines from time to time.

- (2) The office bearers of the Association shall be:

- (a) the President;
- (b) the President Elect;
- (c) the Vice President;
- (d) the Treasurer; and

- (e) the Secretary.

At the Council meeting preceding the Annual General Meeting the Council will elect the Treasurer and the Secretary to take office at the close of the Annual General Meeting. Any office bearer of the Association may also act as a State representative.

- (3) The Executive Committee of the Council shall consist of 5 persons: the President, the Vice President, the President Elect, and two State representatives elected annually by the Council. The Executive Committee shall be empowered to act on behalf of the Council in special circumstances and shall report to the Council.
- (4) Each member of the Council shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

Election of Council Members

- 16. (1) Members of the Council must be voting members of the Association.
- (2) Nominations of candidates for election to the office of President Elect of the Association:
 - (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

- (3) If no nominations are received to fill the office of President Elect candidates' nominations shall be received at the Annual General Meeting for election.
- (4) If no nominations are received for the office of President Elect, the Vice President or failing that person, a member elected by the Council shall act as President until the next Annual General Meeting.
- (5) If there is more than one nomination for the position of President Elect a ballot shall be held.
- (6) A member shall not hold the office of President for more than two (2) consecutive years.
- (7) Subject to this Constitution:
 - (a) at the close of the relevant Annual General Meeting the President shall retire from office and shall assume the office of Vice President. The outgoing President shall preside over any scientific meeting being held at the same time as the Annual General Meeting. At any other scientific meeting which may be held within one (1) month of the Annual General Meeting the Vice President shall preside and continue to act as President..
 - (b) at the relevant Annual General Meeting the members of the Association shall elect the President Elect. The person elected as President Elect shall immediately become a member of the Council. The President Elect so elected shall upon the retirement of the President or vacation of the office by the President assume the office of President at the following Annual General Meeting.
- (8) If the office of President should become vacant before the Annual General Meeting in any year, the Vice President or failing that person, a member elected by the Council shall act as President until the next Annual General Meeting at which the President Elect shall assume the office.

- (9) State representatives to the Council for a particular State or Territory may be appointed annually by the members of the Association residing in that State or Territory. In addition, members residing in any one State or Territory shall have the power to appoint as their State representatives voting members residing in another State or Territory.

President

- 17. (1) The President shall regulate all proceedings of the Association and the Council and shall carry on other duties entrusted to the President.
- (2) The President shall have the power to delegate any or all of his or her duties and powers to the Vice President or failing that member, to the President Elect.

Secretary

- 18. (1) The Secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office bearers and members of the Council;
 - (b) the names of the members of the Council present at the Council meeting and the names of the members present at a general meeting; and
 - (c) all proceedings at Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Council may nominate another person to keep minutes.

Treasurer

19. (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.
- (2) The Treasurer shall present to the Annual General Meeting the financial accounts of the Association completed to the end of the preceding financial year before the Annual General Meeting and duly audited by a registered public accountant who has been appointed by a majority vote of the members at the Annual General Meeting. A copy of the financial accounts and the auditors' report to be heard before the Annual General meeting shall be circulated to all voting members not less than twenty-eight (28) days before the date of the meeting.

Casual Vacancies

20. For the purposes of this Constitution, a casual vacancy in the office of a member of the Council occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under clause 20;
 - (f) becomes a mentally incapacitated person;
 - (g) is absent without the consent of the Council from all meetings of the Council held during a period of 6 months;

- (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* of the Commonwealth.

Removal of Member

21. (1) The Association in a general meeting may by resolution remove any member of the Council from membership of the Council 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.
- (2) Where a member of the Council to whom a proposed resolution referred to in clause 20(1) makes representations in writing to the Secretary or the President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President 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.

Meetings and Quorum

22. (1) The Council shall meet at least three (3) times in each period of 12 months at such place and time as the Council may determine.
- (2) The Council may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- (3) A Council member who participates in a meeting held in accordance with clause 22(2) is taken to be present and entitled to vote at the meeting.
- (4) Additional meetings of the Council may be convened by the President or by any member of the Council, subject to the President's approval.

- (5) Oral or written notice of a meeting of the Council shall be given by the Secretary or other nominated person appointed by the Council to each member of the Council at least 21 days (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (6) Notice of a meeting given under clause 22(5) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (7) Any six (6) voting members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (8) No business shall be transacted by the Council 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 stands adjourned to a time determined by the President.
- (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (10) At a meeting of the Council:
 - (a) The President or, in the President's absence, the Vice President shall chair the meeting.
 - (b) If the President and the Vice President are absent or unwilling to act as such, one of the remaining members of the Council may be chosen by the members present at the meeting to chair.
 - (c) The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it sees fit. The Secretary shall on the requisition of the President summon a meeting of the Council.
 - (d) Subject to this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes. Each voting member of the Council shall have

one vote. A determination by a majority of the members of the Council shall for all purposes be deemed a determination of the Council. In case of an equality of votes the chairperson shall have a second or casting vote.

- (e) A member of the Council shall not vote in respect of any contract or proposed contract with the Association in which the member has an interest, or any matter arising there from, and if he or she does so vote his or her vote shall not be counted.
- (f) Any member of the Association not being a member of the Council may attend a meeting of the Council by invitation of the President but may not vote there at.
- (g) A resolution in writing signed by all the members of the Council in Australia, for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.
- (h) Any member of the Council may appoint any other Council member a proxy for a meeting. The instrument of proxy must be in writing and must be delivered to the Secretary by the hour appointed for the meeting. The provisions of this Constitution governing the appointment of proxies for general meetings of the Association shall apply equally to any meetings of the Council.

Delegation by Council to standing committees and sub-committees

- 23. (1) The Council may, by instrument in writing, delegate to one or more standing committees or sub-committees (consisting of such member or members of the Association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
 - (i) this power of delegation; and

- (j) a function which is a duty imposed on the Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a standing committee or a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the standing committee or sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a standing committee or sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A standing committee or sub-committee may meet and adjourn as it thinks proper.
- (8) A standing committee or sub-committee must present a written report to the Council annually or otherwise as requested by the Council.
- (9) The Council may delegate some or all of its functions related to the issues specific to the members residing in a particular State or Territory to the members residing in that State or Territory. These State or Territory based standing committees may be called "state branches" and may have their internal structure based on the structure of the Association. The voting members residing in a particular State or Territory may elect the members of these standing committees.

Voting and decisions

24. (1) Questions arising at a meeting of the Council or of any standing committee or sub-committee appointed by the Council shall be determined by a majority of the votes of members of the Council or standing committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council or of any standing committee or sub-committee appointed by the Council (including the person chairing at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.
- (3) Subject to clause 22(5), the Council may act notwithstanding any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a standing-committee or sub-committee appointed by the Council is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or standing committee or sub-committee.

PART IV

GENERAL MEETINGS

Annual General Meetings - Holding of

25. (1) The Association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year convene an Annual General Meeting of its members.
- (2) An Annual General Meeting may be held within such later time as may be allowed by the Director-General or prescribed by the Regulation.

Annual General Meetings - Calling of and business at

26. (1) The Annual General Meeting of the Association shall, subject to the Act and to clause 25, be convened on such date and at such place and time as the Council sees fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be as follows:
- (i) to adopt and confirm the minutes of the previous Annual General Meeting;
 - (ii) to receive and consider the annual report of the Council;
 - (iii) to receive and consider the annual balance sheet and financial statements and the financial report of the Treasurer;
 - (iv) the determination of the membership subscription fees and other relevant fees for the ensuing year;
 - (v) the appointment of an auditor for the ensuing year;
 - (vi) to hold a ballot for the President Elect;
 - (vii) to deal with any other business as may be required, notice of which shall have been given pursuant to this Constitution.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.
- (4) The accidental omission to give notice of a meeting to any member shall not invalidate the proceedings at any Annual General Meeting.
- (5) (a) A scientific meeting shall be held at least once in every calendar year. The place, date, time and agenda of such meeting or meetings shall be determined by the Council and it may coincide with the date and place of the Annual General Meeting.

- (b) A notice in writing of the date, place and time of any scientific meeting shall be given by the Secretary or other nominated person appointed by the Council to each member in accordance with clause 28.
- (c) The Council or a committee nominated by Council shall determine the acceptance of papers to be read to scientific meetings.
- (d) Visitors may be invited to attend scientific meetings at the discretion of the President.

Special General Meetings - Calling of

27. (1) The Council may, whenever it thinks fit, convene a special general meeting of voting members of the Association.
- (2) The Council shall, on the requisition in writing of not less than 10 per cent of the total number of voting members, convene a special general meeting of the Association.
- (3) A requisition of voting members for a special general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the voting members making the requisitions;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the voting members making the requisition.
- (4) If the Council fails to convene a special general meeting to be held within 1 month after that 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.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as

nearly as is practicable in the same manner as general meetings are convened by the Council.

Notice

28. (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 28 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.
- (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 28 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 subclause (1), the intention to propose the resolution as a special resolution.
- (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 26 (2).
- (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.

Quorum for general meetings

29. (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.
- (2) Fifteen (15) members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (3) 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 time on the following day at the same place (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).
- (4) 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 10) are to constitute a quorum.

Chairperson

- 30. (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment

- 31. (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.
- (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.

- (3) Except as provided in subclauses (1) and (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.

Making of decisions

32. (1) A question arising at a general meeting of the Association is to be determined by either:
- (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 10 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (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 minute book 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.
- (3) 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.

Special resolution

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

Voting

34. (1) On any question arising at a general meeting of the Association a member has one vote only.

- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

Appointment of proxies

- 35. (1) Each voting member shall be entitled to appoint another voting member as proxy by notice given to the Secretary prior to the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to this Constitution.
- (3) No member may hold more than five (5) proxies at a general meeting.

Postal ballots

- 36. (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART V

MISCELLANEOUS

Insurance

37. The Association may effect and maintain insurance.

Funds - Source

38. (1) The funds of the Association shall be derived from entrance fees and annual membership subscription fees, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Council determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds - Management

39. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Council or employees of the Association being members or employees authorised to do so by the Council.
- (3) All accounts for amounts in excess of \$500.00 or such amount as may be determined by the Council from time to time and all accounts not ordinarily raised in the ordinary course of activities or business of the Association shall be presented to and passed for payment at a meeting of the Council and

details of all such approvals shall be entered in the minute book of the Council.

Alteration of name, objects and Constitution

40. (1) The Association may change its name, change its objects or alter its Constitution only by special resolution passed in accordance with the Act.
- (2) An application to the Director-General 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 a Council member.

Seal

41. (1) The Seal of the Association shall be kept in the custody of the Public Officer or the Secretary or the Treasurer.
- (2) The Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Seal shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Secretary.

Custody of books, etc.

42. Except as otherwise provided by this Constitution, the Secretary or other person nominated by Council shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Inspection of books, etc.

43. (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;

- (c) minutes of all Council meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 (or any other reasonable fee as prescribed by the Council from time to time) for each page copied.

Service of Notices

- 44.
 - (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, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by any method of electronic transmission to an address specified by the person for giving or serving the notice.
 - (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, and
 - (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.

Application of income and property

- 45. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred

directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any member of the Association.

Dissolution of Association

46. The Association shall not be dissolved except at a general meeting of the Association specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall also prohibit the distribution of its or their property amongst its or their members. Such institution or institutions shall be determined by the members of the Association at or before the time of dissolution and in default thereof shall vest in equal shares in any university in Australia offering the orthoptic course to students for the application by those universities to the purpose of medical education and or medical research in the field of orthoptics.

Financial year

47. The financial year of the Association is:
- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
 - (b) 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.