



THE
SOCIETY FOR MEDICAL
AND
BIOLOGICAL ENGINEERING
INCORPORATED IN SOUTH AUSTRALIA

CONSTITUTION
AND
RULES
(MAY 1992)

TABLE OF CONTENTS

1. NAME	3
2. DEFINITIONS	3
3. OBJECTS AND PURPOSES	3
4. POWERS	3
5. MEMBERSHIP	3
6. SUBSCRIPTIONS, FUNDS.....	4
7. RESIGNATION	5
8. EXPULSION OF A MEMBER.....	5
9. THE COUNCIL.....	6
10. DISQUALIFICATION OF COUNCIL MEMBERS	7
11. PROCEEDINGS OF COUNCIL	7
12. FINANCIAL YEAR.....	7
13. BORROWING POWER.....	7
14. RULES.....	7
15. THE SEAL	8
16. MEETINGS	8
17. PROCEEDINGS AT MEETINGS	9
18. MINUTES	10
19. VOTING RIGHTS.....	10
20. PROXIES.....	11
21. ACCOUNTS.....	11
22. WINDING UP	11
23. APPLICATION OF SURPLUS ASSETS	11
24. BY-LAW	11
25. AFFILIATIONS	11

RULES OF THE SOCIETY FOR MEDICAL AND BIOLOGICAL ENGINEERING S.A. INCORPORATED

1. NAME

The name of the Incorporated Association is THE SOCIETY FOR MEDICAL AND BIOLOGICAL ENGINEERING S.A. Incorporated, referred to herein as "The Association".

2. DEFINITIONS

"**Council**" means the Committee of Management of the Association;

"**Annual general meeting**" means an annual meeting of membership in accordance with the Associations Incorporations Act 1985;

"**general meeting**" means a general meeting of members of the Association convened in accordance with these rules;

"**Council meeting**" means a meeting of the Committee of Management;

"**member**" means a member of the Association;

"**Act**" means the Associations Incorporation Act, 1985;

"**Regulations**" means the Associations Regulations, 1985.

3. OBJECTS AND PURPOSES

- 3.1 To advance the use and understanding of engineering techniques in medicine and biology.
- 3.2 To improve the status of persons working in the fields of medical and biological engineering.

4. POWERS

The Association shall have all the powers conferred by section 25 of the Act save and except such modifications and exclusions as are specified in this rule.

5. MEMBERSHIP

- 5.1 Membership of the Association will consist of:
 - 5.1.1 Ordinary members who will be entitled to all the rights and privileges conferred by the Association.
 - 5.1.2 Honorary members who will be entitled to all the rights and privileges of ordinary members without the payment of any subscription or levies.
 - 5.1.3 Student members who will be entitled to all the rights and privileges of ordinary members, but will be excluded from taking part in any binding vote or ballot of the Society.

- 5.1.4 Visiting members who will be entitled to all the rights and privileges of ordinary members, except as otherwise stated, without the payment of any subscription or levies, but will be excluded from taking part in any binding vote or ballot of the Society.
- 5.2 The qualification for the various grades of membership will be specified in the by-laws in accordance with the following principles: A member must, in the opinion of the council, be engaged in an activity associated with, or potentially associated with, medical and biological applications of engineering and will;
 - 5.2.1 have attained a status in his/her vocation considered by the council to be appropriate to the privilege of membership, and
 - 5.2.2 demonstrate to the satisfaction of the council that he/she has displayed an active interest in medical and biological applications of engineering.
 - 5.2.3 An honorary member will be a person who has attained such a position or prestige that his/her membership would, in the opinion of the Society, further the aims and objectives of the Society. This grade of membership shall be conferred only upon recommendation of the council of the Society.
- 5.3 Any person who applies for membership of the Association shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder, and shall be in such form as the Council shall prescribe from time to time. Upon the acceptance of the application by the Council and upon payment of the first annual subscription the applicant shall be an ordinary or student member of the Association, as appropriate.
- 5.4 Honorary members will be proposed by council and elected at a general meeting.
- 5.5 A student will be a person attending a relevant full or part-time course in an educational institution.

6. SUBSCRIPTIONS, FUNDS

- 6.1 The subscription fees for each class of membership shall be such sum as the members shall determine from time to time in general meeting.
- 6.2 A joining fee shall be payable by new members and this shall be such sum as the member shall determine from time to time in general meeting.
- 6.3 The subscription fees for each class of membership shall be payable annually on 1 July or at such other time as the Council shall determine from time to time.

- 6.4 All funds of the Society will be deposited in an account with a bank/building society/credit union operating in South Australia and shall require the signatures of at least two of the following; president, vice-president, secretary or treasurer, for any withdrawal.
- 6.5 Any member whose subscription is outstanding for more than nine months after the due date for payment shall cease to be a member of the Association, provided always that the Council may reinstate such a person's membership on such terms as the council thinks fit. The joining fee shall be payable by persons whose membership has lapsed.
- 6.6 The accounts of the Society will be audited annually by auditors appointed by the council and the audited accounts presented for approval to the annual general meeting of the Society.

7. RESIGNATION

A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

8. EXPULSION OF A MEMBER

- 8.1 Subject to giving a member an opportunity to be heard or to make written submission, the Council may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 8.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Council at which the matter will be determined.
- 8.3 The determination of the Council shall be communicated to the member, and in the event of an adverse determination the member shall, subject to subrule 8.4 cease to be a member 14 days after the Council has communicated its determination to him/her.
- 8.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Council has been communicated to the member.
- 8.5 In the event of an appeal under subrule 8.4 the appellant's membership of the Association shall not be terminated unless the determination of the Council to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

9. THE COUNCIL

- 9.1 The affairs of the Association shall be managed and controlled exclusively by a Council which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 9.2 The Council shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 9.3 The Council shall be comprised of a President, immediate past President, Vice-President, Secretary and Treasurer and no more than five council members all of whom shall be members of the Association.
- 9.4 A Public Officer shall be appointed from members of council.
- 9.5 In even years the President, Secretary and three council members shall retire from the council but shall be eligible for reappointment. In odd years the Vice President, Treasurer and two council members shall retire from the council but shall be eligible for reappointment. The council members to retire shall be those who have held the position for the previous two years.
The term of office will be two years. The President shall not hold that office for more than two consecutive terms.
- 9.6 The Council may appoint a natural person to fill a casual vacancy, and such a council member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.
- 9.7 A retiring council member shall be eligible to stand for re-election without nomination. A member, other than a retiring council member, shall not be eligible to stand for election unless a member of the Association has nominated them at least fourteen days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee to signify a willingness to stand for election.
- 9.8 Notice of all persons seeking election to the Council shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 9.9 If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as council members.

10. DISQUALIFICATION OF COUNCIL MEMBERS

The office of council member shall become vacant if a council member is:

- (i) disqualified by the Act;
- (ii) expelled under these rules;
- (iii) absent without apology from more than three consecutive council meetings, or more than four council meetings in a financial year;

11. PROCEEDINGS OF COUNCIL

- 11.1 The Council shall meet together for the dispatch of business at least bi-monthly.
- 11.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 11.3 A quorum for a meeting of the Council shall be six members present personally or by proxy.
- 11.4 A member of the Council having a pecuniary interest in a contract with the Association must disclose that interest to the Council as required by the Act, and shall not vote with respect to that contract.
- 11.5 At least 8 hours notice shall be given for any council meeting.

12. FINANCIAL YEAR

The financial year of the Association shall be a period of 12 months ending on 30 June in each year.

13. BORROWING POWER

- 13.1 Subject to this rule the Association may borrow money from other financial institutions upon such terms and conditions as the Council sees fit, and may secure the repayment thereof by charging the property of the Association.
- 13.2 Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Council from time to time.

14. RULES

- 14.1 Subject to approval by a resolution of the members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- 14.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and

agreed to be bound by all of the provisions thereof.

- 14.3 Amendments to the rules may be proposed by resolution of the council or by a petition signed by at least ten financial members.
- 14.4 Amendments to the rules will be admitted only if approved by a two-thirds majority of the valid votes in a postal ballot of all the ordinary and honorary members.
- 14.5 All proposed amendments must be submitted to a general meeting of the Society for discussion prior to the postal ballot. Notice of this must appear on the circulated agenda.
- 14.6 The proposed amendment must be submitted to a postal ballot by financial members. A copy of the proposed amendment must be posted to members together with a ballot paper at least thirty days before the counting of the ballot.

15. THE SEAL

- 15.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 15.2 The seal shall not be used without the express authorisation of the Council, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President, Vice President, Secretary or Treasurer.
- 15.3 The seal shall be kept in the custody of the secretary or s such other person as the Council may from time to time decide.

16. MEETINGS

- 16.1 The Society shall hold regular general meetings for the purpose of promoting its aims.
- 16.2 The Council may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with the Act.
- 16.3 Annual General Meetings of the association shall be held within five months of the end of its financial year.
- 16.4 Upon a requisition in writing of not less than ten of the total number of members of the Association, the Council shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 16.5 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 16.6 If a special general meeting is not convened within one month as

required by subrule 16.4 the requisitionist may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Council, and for this purpose the Council shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

- 16.7 Subject to subrule 16.8 at least fourteen days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Council and the auditors, the appointment of auditors and council members (if required), and any other business requiring consideration by the Association in general meeting.
- 16.8 Notice of meetings at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 16.9 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- 16.10 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

17. PROCEEDINGS AT MEETINGS

- 17.1 Ten percent of members present personally or by proxy shall constitute a quorum at any general meeting.
- 17.2 If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 17.3 The president of the Council or if there shall be no president then the vice-president of the Council or in their absence, or on their declining to take, or retiring from the chair, one of the Council members chosen by meeting shall preside as president at every general meeting of the Association.
- 17.4 If there is no such president or vice-president present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the president.

- 17.5 The president may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 17.7 At any general meeting, a resolution put to vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 17.8 If a poll is demanded by the president of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the president directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than two-thirds of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- 17.9 A poll demanded on the election of a president of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. MINUTES

- 18.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Council, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 18.2 The minutes kept pursuant to this rule shall be signed by the president of the meeting at which the proceedings took place or by the president of the next succeeding meeting.
- 18.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

19. VOTING RIGHTS

Subject to these rules each member present in person or by proxy shall be entitled to one vote.

20. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and attend and vote at any meeting of the Association.

21. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

22. WINDING UP

The Association may be wound up in the manner provided for in the Act.

23. APPLICATION OF SURPLUS ASSETS

On winding up none of the surplus assets of the Association shall be distributed to its members and such assets shall be given or transferred to some other institution, society or body having objects similar to the objects of the Association, and the constitution or rules of which shall prohibit the distribution of its income and property among its members.

24. BY-LAW

- 24.1 The council has the power to make, amend or revoke any by-law provided that the by-law conforms to the constitution and is accepted by a general meeting.
- 24.2 The council may, at its own discretion, submit any by-law dispute to a postal vote of members.

25. AFFILIATIONS

- 25.1 The Society may affiliate with kindred organisations.
- 25.2 Such affiliations may be entered into only by ballot on the same basis as amendments to the constitution.