



Neurosurgical Society of Australasia Constitution

ABN 50 283 605 657 Incorporated in New South Wales

The objects of the Society shall be the study and advancement of the art and science of neurological surgery and research into the cause, prevention and cure of disease in human beings in the field of neurological surgery.

PART I - PRELIMINARY

(1) Interpretation

In these rules, except in so far as the context or subject matter otherwise indicates or requires:

Australasia means Commonwealth of Australia and the Dominion of New Zealand and all their Territories and Dependencies.

Honorary Secretary means the person holding office under these rules as secretary of the Society, or, where no such person holds that office - the public officer of the Society.

Ordinary Member means a member of the Board of the NSA who is not an office-bearer of the Society, as referred to in rule 5(2).

The Society or NSA means the Neurosurgical Society of Australasia Inc.

Special General Meeting means a general meeting of the Society other than an Annual General Meeting.

The Act means the Association Incorporation Act, 1984.

The Regulation means the Associations Incorporation Regulation, 1999.

(2) Reference

In these rules:

- (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) Provisions

The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II - BOARD OF THE NSA

(4) Powers and Composition of the Board of the NSA

The committee of management of the Society shall be called the "Board of the NSA" and, subject to the Act, the Regulation and these rules and to any resolution passed by the Society in general meeting:

- (a) is to control and manage the affairs of the Society; and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society; and

- (c) has power to perform all such acts and do all such things as appear to the Board of the NSA to be necessary or desirable for the proper management of the affairs of the Society.

(5) Constitution and Membership of the Board of the NSA

- (1) Members shall elect nine (9) members of the Board of the NSA by direct election. At least one (1) such elected member will be resident in the Dominion of New Zealand.
- (2) The office-bearers shall consist of:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Honorary Treasurer;
 - (d) the Honorary Secretary.
- (3) Subject in the case of the first members of the Board of the NSA to Section 21 of the Act, the Board of the NSA shall consist of:
 - (a) four (4) elected office-bearers of the Society identified in rule 5(2); and
 - (b) five (5) elected ordinary members; and
 - (c) the immediate Past-President ex officio; and
 - (d) the Chairman of the Royal Australasian College of Surgeons Board of Neurosurgery ex officio; and
 - (e) the elected neurosurgical Councilor of the Royal Australasian College of Surgeons Council ex officio.
 - (f) Persons whom the Board of the NSA may co-opt from time to time for special purposes; these co-opted members shall not have voting rights under rule 14.
- (4) Employees of the Society may attend meetings of the Board of the NSA but shall not have voting rights under rule 14.

(6) Term of Office

- (a) The President and Vice President must be Full Members of the Society and shall hold office for one (1) year. The President and Vice President are eligible for re-election but shall not be eligible for re-election beyond a maximum of two (2) consecutive years.
- (b) The Honorary Treasurer must be a Full Member of the Society and shall hold office for one (1) year and shall be eligible for re-election to a maximum of four (4) consecutive years.
- (c) The Honorary Secretary must be a Full Member of the Society and shall hold office for one (1) year and shall be eligible for re-election to a maximum of four (4) consecutive years.
- (d) All members of the Board of the NSA must be Full Members of the Society and shall hold office for one (1) year and shall be eligible for re-election to a maximum of nine (9) years. Time spent as a member of the Board of the NSA prior to the adoption of this rule shall not count towards the nine (9) year limit. Time spent as an ex officio member or as a co-opted member shall not count towards the nine (9) year time limit.
- (e) A retiring member of the Board of the NSA shall hold office until the close of the meeting or the close of the adjournment of the meeting at which his successor is elected.
- (f) In the event of a casual vacancy occurring in the membership of the Board of the NSA, the Board of the NSA may appoint a Full Member of the Society to fill the vacancy and the member so appointed shall retain office until the conclusion of the Annual General Meeting next following the date of the

appointment. If a casual vacancy occurs in respect of a sole member of the Board of the NSA resident in the Dominion of New Zealand then the Board of the NSA shall appoint a Full Member resident in the Dominion of New Zealand to fill such casual vacancy.

(7) Election of Members of the Board of the NSA

- (1) The first call for nominations of candidates for election as the nine (9) elected members of the Board of the NSA shall be forwarded to all eligible members of the Society not less than ninety (90) days prior to the date fixed for the holding of the Annual General Meeting. Nominations:
 - (a) shall be made in writing, signed by two (2) Full Members of the Society and accompanied by the written consent of the candidate endorsed on the official nomination form; and
 - (b) shall be delivered to the Honorary Secretary of the Society not less than seventy (70) days prior to the date fixed for the holding of the Annual General Meeting.
- (2) In the event that the number of eligible nominations received in the first call for nominations is equal to the number of vacancies to be filled, and that at least one (1) candidate resident in the Dominion of New Zealand is so included, then the candidates so nominated shall be duly declared elected at the Annual General Meeting.
- (3) In the event that in the first call for nominations there are no nominations from eligible members resident in the Dominion of New Zealand a casual vacancy will be declared and will be filled according to rule 6(f) and the number of available vacancies on the Board of the NSA reduced by one.
- (4) In the event that the number of nominations received in the first call for nominations exceeds the number of vacancies to be filled an election shall take place according to the following rules:
 - (a) A ballot paper, listing the names of the candidates nominated in alphabetical order, their region and voting instructions, shall be forwarded to all Full and Senior Members of the Society at least sixty (60) days prior to the date fixed for holding the Annual General Meeting. The Board of the NSA will determine the voting method as circumstances indicate which may include postal and electronic voting methods
 - (b) Full and Senior Members, if they elect to vote, shall complete the official ballot paper in accordance with the voting instructions provided and submit the completed ballot paper no later than 5.00pm 40 (40) days prior to the date fixed for holding of the Annual General Meeting. Any votes received thereafter or that fail to comply with the voting instructions shall be deemed invalid and shall not be counted.
 - (c) The votes shall be counted in the presence of a member of the current Board of the NSA and an independent person who shall not be a member of the Society.
 - (d) In the event that a minimum of one (1) member resident in the Dominion of New Zealand is elected by this rule the candidates who receive the highest number of votes shall be declared elected to the available vacancies at the Annual General Meeting.
 - (e) In the event that a minimum of one (1) member resident in the Dominion of New Zealand is not elected by rule 7 (4)(d) the candidate resident in the Dominion of New Zealand with the highest number of votes shall be declared elected. The remaining eligible candidates who received the highest number of votes will be declared elected to the remaining vacancies at the Annual General Meeting.
 - (f) If two or more candidates receive an equal number of votes which impacts on the ranking for the available vacancies the President shall have a second or casting vote and in so doing shall bear in mind matters such as geographical distribution and executive skills.
- (5) In the event that the number of eligible nominations received in the first call for nominations is insufficient to fill the number of vacancies the eligible candidates nominated shall be duly declared elected at the Annual General Meeting. A second call for nominations shall be forwarded to all eligible members of the Society for the remaining vacancies not less than ten (10) days prior to the date fixed for holding the Annual General Meeting. Nominations:

- (a) shall be made in writing, signed by two (2) Full Members of the Society and accompanied by the written consent of the candidate endorsed on the official nomination form; and
 - (b) shall be delivered to the Honorary Secretary of the Society not less than twenty four (24) hours prior to the date fixed for the holding of the Annual General Meeting.
- (6) In the event that the number of eligible nominations received in the second call for nominations is less than or equal to the number of vacancies the eligible candidates nominated shall be duly declared elected at the Annual General Meeting and the vacancies remaining on the Board of the NSA shall be deemed to be casual vacancies.
- (7) In the event that the number of nominations received in the second call for nominations exceeds the number of vacancies to be filled in that round an election shall take place according to the following rules:
- (a) A printed ballot paper, listing the names of the candidates nominated in the second round nominations in alphabetical order including their region and voting instructions shall be circulated at the Annual General Meeting.
 - (b) Eligible members present at the Annual General Meeting, if they elect to vote, shall complete the ballot paper in accordance with the voting instructions provided during the meeting. Any votes that fail to comply with the voting instructions shall be deemed invalid and shall not be counted.
 - (c) The valid votes shall be counted during the Annual General Meeting in the presence of a member of the current Board of the NSA and a person who shall not be a member of the Society.
 - (d) If two or more eligible candidates receive an equal number of votes rule 7 (4) (f) shall apply.
- (8) Within twenty four (24) hours of the Annual General Meeting the elected Board of the NSA shall schedule a meeting during which the members of the Board of the NSA shall elect from among the elected members but not from the ex officio members of the Committee, the office-bearers listed in rule 5(a). The procedure for election of office-bearers shall be:
- (a) Elected members shall complete a nomination form during the meeting indicating the office-bearer positions for which they wish to be considered.
 - (b) The immediate Past-President or his or her nominee, shall announce the nominees for each office-bearer position but not allow debate about candidates.
 - (c) If there is only one nomination for any office-bearer position, the candidate will be elected unopposed. If there is more than one nomination, the Board of the NSA members will vote for the candidate of their choice by secret ballot. The mechanism of voting will be determined by the Board of the NSA Members. The votes shall be counted by the immediate Past-President or his or her nominee and a person who is not a member of the Board of the NSA.
 - (d) If only two candidates are nominated or only two remain after elimination, and those candidates get an equal number of votes the immediate Past-President or his or her nominee, shall have a second or casting vote.

(8) Honorary Secretary

- (1) The Honorary Secretary of the Society shall, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the Honorary Secretary to keep or cause to be kept minutes of:
 - (a) all appointments of office-bearers and ordinary members of the Board of the NSA;
 - (b) the names of members of the Board of the NSA present at a Board meeting or a general meeting; and

(c) all proceedings at Board of the NSA meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the chairman of the meeting or by the chairman of the next succeeding meeting.

(9) Honorary Treasurer

The Honorary Treasurer of the Society shall:

- (a) ensure that all money due to the Society is collected and received and that all payments authorised by the Society are made;
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society;
- (c) submit an audited statement of the income and expenditure of the Society and the assets and liabilities of the Society for the last financial year at the Annual General Meeting;
- (d) be empowered to open bank accounts in the name of the Society;
- (e) have the power to borrow and raise money on instructions from the Board of the NSA; any such borrowings shall require the signatures of both the Treasurer and President on behalf of the Society.

(10) Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Board of the NSA occurs:

- (a) if the member dies; or
- (b) if the member ceases to be a member of the Society; or
- (c) if the member becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code; or
- (d) if the member resigns office by notice in writing given to the Honorary Secretary; or
- (e) if the member is removed from office under rule 11; or
- (f) if the member becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) if the member is absent without the consent of the Board of the NSA from all meetings of the Board of the NSA held during a period of six (6) months; or
- (h) If an insufficient number of nominations are received to fill the vacancies on the Board of the NSA, including a minimum of one (1) member resident in the Dominion of New Zealand pursuant to rule 5(1).

(11) Removal of Member

- (a) The Society in Annual General Meeting may by special resolution remove any member of the Board of the NSA from the office of member before the expiration of the member's term of office and may by ordinary resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) Where a member of the Board of the NSA to whom a proposed resolution referred to in rule 11(a) relates makes representations in writing (not exceeding a reasonable length) to the Honorary Secretary or the President and requests that the representations be notified to the members of the Society, the Honorary Secretary or the President may send a copy of the representations to each member of the Society or, if they 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.

(12) Meetings and quorum

- (1) The Board of the NSA shall meet at least three (3) times in each period of twelve (12) months at such place and time as the Board of the NSA may determine.
- (2) Additional meetings of the Board of the NSA may be convened by the President or by any 3 members of the Board of the NSA.
- (3) Oral or written notice of a meeting of the Board of the NSA shall be given by the Honorary Secretary to each member of the Board of the NSA at least seven days (or such other period as may be unanimously agreed upon by the members of the Board of the NSA) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under rule 12(3) 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 Board of the NSA members present at the meeting by majority agree to deal with.
- (5) Any five (5) members of the Board of the NSA constitute a quorum for the transaction of the business of a meeting of the Board of the NSA.
- (6) No business shall be transacted by the Board of the NSA unless a quorum is present and if within an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Board of the NSA:
 - (a) the President, or in the President's absence, the Vice President or in the absence of both, the Honorary Secretary or the Honorary Treasurer shall preside as Chairman; or
 - (b) if the office-bearers are absent or unwilling to act as such one of the remaining members of the Board of the NSA as may be chosen by the members present at the meeting shall preside as Chairman.
- (9) The Board of the NSA may meet by way of teleconference or other electronic link-up between at least five (5) members of the Board of the NSA provided that the requirements of rule 12(3) and 12(4) are complied with.

(13) Delegation by the Board of the NSA to Committee

- (1) The Board of the NSA may, by instrument in writing, delegate to one or more Committees (consisting of such member of members of the Society as the Board of the NSA thinks fit) the exercise of such of the Board of the NSA as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Board of the NSA by the Act of by any other law.
- (2) A function the exercise of which has been delegated to a Committee under this rule may, while the delegation remains un-revoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be subject to such conditions or limitations as to the exercise of any functions the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board of the NSA may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board of the NSA.
- (6) The Board of the NSA may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A subcommittee may meet and adjourn as it thinks proper.
- (8) A subcommittee must be chaired by a member of the Board of the NSA.
- (9) A subcommittee shall at all times remain answerable to the Board of the NSA and shall report regularly to the Board of the NSA.

(14) Voting and Decisions

- (1) Questions arising at a meeting of the Board of the NSA or of any committee appointed by the Board of the NSA shall be determined by a majority of the votes of members of the Board of the NSA or committee who are entitled to vote and who are present at the meeting.
- (2) Each member present at a meeting of the Board of the NSA or of any committee appointed by the Board of the NSA (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Co-opted members of the Board of the NSA shall not have a vote on questions before the Board of the NSA but may take part in discussions.
- (3) Subject to rule 12(5), the Board of the NSA may act notwithstanding any vacancy on the Board of the NSA.
- (4) Any act or thing done or suffered, or purported to have been done or suffered, by the Board of the NSA or by a committee appointed by the Board of the NSA, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any members of the Board of the NSA or subcommittee.

(15) Property

All assets both real and personal of the Society shall be acquired in the name of Neurosurgical Society of Australasia Inc. and all bank accounts shall be conducted in this name.

(16) By-Laws

The Society in general meeting is empowered to make such By-Laws as it from time to time sees fit for the conduct of meetings and the management of the affairs of the Society.

(17) Indemnity

The members of the Board of the NSA and other officers for the time being of the Society acting in relation to any of the affairs of the Society and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Society from and against any liability incurred by them to the extent permitted by law and against all liability incurred by them or any of them as such member of the Board of the NSA or officer of the Society in defending any proceedings whether civil or criminal in which judgment is given in his or their favour or in which he or they is or are acquitted.

(18) Membership Qualifications

A person is qualified to be a member of the Society if, but only if:

- (1) the person is a person referred to in Section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
- (2) the person is a natural person who:
 - (a) has been nominated for membership of the Society as provided by rule 22; and

(b) has been approved for membership of the Society as provided by rule 21.

(19) Membership Categories and Rights

- (1) Honorary Members, being the persons whose names and addresses are set out in the First Schedule hereto under the heading "Honorary Members" and also being persons who:
 - (a) have been honoured by conferring this title upon them by the Society, being members of the medical profession or otherwise who have made noteworthy contribution to the art and practice of neurological surgery or who have assisted the Society in some signal manner;
 - (b) They shall be exempt from payment of the annual subscription and may attend but not vote at business meetings nor nominate others for membership. Provision of the Journal of Clinical Neuroscience is not included as part of the membership.

- (2) Senior Members, being the persons whose names and addresses are set out in the First Schedule hereto under the heading "Senior Members" and also such other persons who:
 - (a) currently hold Full Membership of the Society and have done so for a period of five (5) or more years; and
 - (b) have retired from active practice; and
 - (c) who have reached the age of 60; or
 - (d) for any other reason appear eligible for this category of membership.
 - (e) They shall be exempt from payment of the annual subscription and may attend and vote at business meetings and may vote in all postal ballots. They may not nominate others for membership nor for membership of the Board of the NSA. Provision of the Journal of Clinical Neuroscience is not included as part of the membership.

- (3) Full Members, being the persons whose names and addresses are set out in the First Schedule hereto under the heading "Full Members" and also being persons who at the time of their election to membership:
 - (a) hold the Diploma of FRACS in the specialty of neurosurgery; and
 - (b) have been a Provisional Member of the Society for not less than two (2) years; and
 - (c) hold a neurosurgical appointment at a hospital affiliated with the Faculty of Medicine of a University of Australasia; or a hospital with a surgical training post included in approved surgical training programs; or a major hospital approved by the Society which provides neurosurgical services; and
 - (d) are engaged full-time in the practice of neurosurgery, except where population restrictions in remote areas under rule 19(3)(c) above make this requirement impracticable; and
 - (e) have received adequate training in neurosurgery in the opinion of the Board of the NSA and is in good standing in the neurosurgical community;
 - (f) Notwithstanding (a) to (e) above, persons, without the above qualifications, may be elected under exceptional circumstances without dissent at a general meeting.
 - (g) They shall be entitled to attend and vote at all scientific and business meetings of the Society, vote in all postal ballots and shall be the sole class of member entitled to nominate or second any person to any class of membership of the Society and nominate or second members to the Board of the NSA. An annual subscription is payable which includes the provision of the Journal of Clinical Neuroscience.

- (4) Provisional Members, being the persons whose names and addresses are set out in the First Schedule hereto under the heading "Provisional Members" and also such other persons who:
 - (a) hold the Diploma of FRACS in the specialty of neurosurgery or have satisfactorily completed a period of vocational training in neurosurgery, approved by the Board of the NSA, and give indications that they propose to adopt neurosurgery as a specialist discipline.
 - (b) They shall be entitled to attend all scientific meetings of the Society, take part in all discussions, and have the full privileges of membership except that they shall not attend or vote at business meetings, or vote in postal ballots, or nominate others for membership. An annual subscription is payable which includes the provision of the Journal of Clinical Neuroscience.
- (5) Associate Members, being the persons whose names and addresses are set out in the first Schedule hereto under the heading "Associate Members" and also such other persons:
 - (a) engaged in fields related to the neurological sciences.
 - (b) They shall be entitled to attend all scientific meetings of the Society, take part in all discussions, and have the full privileges of the membership except that they shall not attend or vote at business meetings, or vote in postal ballots or nominate others for membership. An annual subscription is not payable and provision of the Journal of Clinical Neuroscience is not included as part of the membership.
- (6) Trainees Members, being the persons whose names and addresses are set out in the first Schedule hereto under the heading "Trainee Members" and also being persons:
 - (a) who have been accepted to the Royal Australasian College of Surgeons, Surgical Education and Training Program in Neurosurgery.
 - (b) who shall be entitled to attend all scientific meetings of the Society, take part in all discussions, and have the full privileges of membership except that they shall not attend or vote at business meetings, or vote in postal ballots or nominate others for membership. An annual subscription is payable which includes the provision of the Journal of Clinical Neuroscience.
- (7) International Members being the persons whose names and addresses are set out in the first Schedule hereto under the heading "International Members" and also being persons:
 - (a) who are neurosurgeons living and practising outside of Australasia; and
 - (b) have received adequate training in neurosurgery in the opinion of the Board of the NSA.
 - (c) They may attend scientific meetings of the Society and present papers, but may not attend the business meetings, nor vote in postal ballots or nominate other persons for membership. They may be co-opted to sub-committees of the Society or act as a consultant, but not as a member of the Board of the NSA, nor an office-bearer.
 - (d) They may be charged an annual subscription as determined from time to time by the membership of the Society. The provision of the Journal of Clinical Neuroscience is not included as part of the membership.
- (8) A right, privilege or obligation which a person has by reason of being a member of the Society:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.
- (9) It is desired to record for posterity the original foundation members of the Society being those persons present at or invited to the first meeting in April, 1940, which initiated the Society. These original foundations members are as follows;

Dr. A.E. Coates (Melbourne)

Dr. L.C.E. Lindon (Adelaide)
Dr. D. McKenzie (Auckland)
Dr. I.D. Miller (Sydney)
Dr. R.A. Money (Sydney)
Dr. F.P. Morgan (Melbourne)
Dr. G.E. Phillips (Sydney)
Dr. H.C. Trumble (Melbourne)

(20) Register of Members

- (a) The public officer of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (b) The register of members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

(21) Membership Election

- (a) Election of Full Members, with the exception of those elected under rule 19(3)(f), shall be determined by a simple majority vote of the Full and Senior Members present at a general meeting of members after proposal and seconding by Full Members as specified in rule 22 (1).
- (b) Election of Provisional Members shall be determined by a simple majority vote of the Full and Senior Members present at a general meeting of members after proposal and seconding by Full Members as specified in rule 22 (1) with the exception of those who have held Trainee Membership for a period of two (2) or more years. Election of Provisional Membership satisfying the aforementioned exception shall be determined by a simple majority vote at a Board of the NSA meeting after proposal and seconding by Full Members as specified in rule 22(1). The term of election shall be for one (1) year. Provisional Members may be eligible for automatic nomination for re-election with the approval of the Board of the NSA each year thereafter up to a maximum of three (3) years.
- (c) Election of Honorary Members, Associate Members and International Members shall be determined by a simple majority vote of the Full and Senior Members present at a general meeting after proposal and seconding by Full Members as specified in rule 22 (1).
- (d) Election of Trainee Members shall be determined by a simple majority vote at a Board of the NSA meeting after proposal and seconding by Full Members as specified in rule 22(2). The term of election shall be for one (1) year. Trainee Members may be eligible for automatic nomination for re-election with the approval of the Board of the NSA for their subsequent years of accredited Surgical Education and Training Program in Neurosurgery. The elected Trainee Members shall be noted at the next general meeting after approval from the Board of the NSA.
- (e) Election of Senior Members shall be determined by a simple majority vote at a Board of the NSA meeting after nominating as specified in rule 22. The elected Senior Members shall be noted at the next general meeting after approval by the Board of the NSA.

(22) Nomination for Membership

- (1) A nomination of a person for election to Full, Provisional, Honorary, Associate or International membership of the Society:
 - (a) shall be made by two (2) Full Members of the Society in writing in the form set out in Schedule Two to these rules;
 - (b) shall be lodged with the Honorary Secretary of the Society not less than forty five (45) days prior to the Annual General Meeting; and
 - (c) shall be accompanied by a brief curriculum vitae.
- (2) A person nominating for election to Trainee membership of the Society shall notify their intention in writing to the Honorary Secretary of the Society by completion of the Trainee Nomination Form.

- (3) A person nominating for election to Senior membership of the Society shall notify their intention and satisfaction of the eligibility criteria identified in rule 19(2) in writing to the Honorary Secretary of the Society.
- (4) As soon as practicable after receiving a nomination for membership the Honorary Secretary shall refer the nomination to the Board of the NSA which shall determine whether the nominee satisfies the requirements for the category of membership to which the person has nominated..
- (5) Nominations which satisfy the requirements for the category of membership to which the person has nominated shall be submitted for approval or noting at the next general meeting in accordance with rule 21.
- (6) Where a general meeting of members or the Board of the NSA referred to in rule 21 determines to approve a nomination for membership, the Honorary Secretary shall, as soon as practicable after that determination, notify the nominee of that approval.
- (7) The Honorary Secretary shall enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Society.

(23) Fees, subscriptions, etc.

- (1) A member of the Society shall pay to the Society an annual subscription fee of the amount determined by the Society in general meeting:
 - (a) except as provided by rule 23(1)(b) before 1st July in each calendar year; or
 - (b) where the member becomes a member on or after 1st July the amount payable and when it is due shall be determined by the Board of the NSA.
- (2) In addition to the annual subscription any general meeting of the Society may fix a levy and determine the date of payment thereof to meet any particular expenditure or generally for the purposes of the Society.

(24) Member's liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 23.

(25) Cessation of membership

- (1) A member of whatsoever category may cease to be a member upon:
 - (a) Resignation in writing.
 - (b) Ceasing to be qualified to practice medicine in the State, Territory or Dominion of his residence.
 - (c) Expulsion by the Board of the NSA according to rules 26 and 27.
 - (d) Death.
 - (e) Non payment of subscriptions after being requested in writing not less than three times to pay the same.
 - (f) If a member ceases the practice of neurosurgery within Australasia, other than for study leave or similar activity approved by the Board of the NSA, the category of his membership may be transferred to such other category deemed appropriate by the Board of the NSA, provided that such a transfer be confirmed by a simple majority vote of members at the next general meeting.

- (g) Ceasing to qualify for membership applying the eligibility criteria specified in rule 19.
- (2) Any change of category of membership shall not entitle the member to automatic re-institution of his former category and he shall be required to complete all the procedures for re-entry into any category.
- (3) No action, claim or demand shall lie against the Board of the NSA, the Society or any member thereof arising out of or incident to any expulsion.

(26) Disciplining of members and internal disputes

- (1) Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*. At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (2) A complaint may be made to the Board of the NSA by any person that a member of the Society:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Society.
- (3) On receiving such a complaint, the Board of the NSA may, after due consideration and by resolution:
 - (a) expel the member from the Society; or
 - (b) suspend the member from membership of the Society for a specified period.
- (4) A member affected by resolution of the Board of the NSA under rule 26(3), may appeal in writing to the Board of the NSA within thirty (30) days after service on such a member of the Board of the NSA's resolution. On receipt of such an appeal the Board of the NSA will reconsider its resolution as soon as practicable, ordinarily at its next meeting but in any event within three (3) months of the date of receipt of such appeal. The member appealing shall be given at least fourteen (14) days notice in writing of the date, place and time of the relevant meeting of the committee at which such appeal will be considered.
- (5) Where the Board of the NSA passes a resolution under rule 26(3), the Honorary Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the Board of the NSA and the grounds on which it is based;
 - (b) stating that the member may appeal in writing to the Board of the NSA against the resolution to expel or suspend such member within thirty (30) days after service on the member of this notice; and
 - (c) informing the member that the member may do either or both of the following; attend and speak at that meeting; and/or submit to the Board of the NSA at or prior to the date of that meeting written representations relating to the resolution.
- (6) At a meeting of the Board of the NSA held as referred to in rule 26(4), the Board of the NSA shall:
 - (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (7) Where the Board of the NSA confirms a resolution under rule 26(6), the Honorary Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 27.

- (8) A resolution confirmed by the Board of the NSA under rule 26(6) does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal unless and until the Society confirms the resolution pursuant to rule 27(4).

(27) Right of appeal of disciplined member

- (1) A member may appeal to the Society in general meeting against a resolution of the Board of the NSA which is confirmed under rule 26(4), within seven (7) days after notice of the resolution is served on the member, by lodging with the Honorary Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under rule 27(1), the Honorary Secretary shall notify the Board of the NSA which shall convene a general meeting of the Society to be held within six (6) months after the date on which the Honorary Secretary received the notice.
- (3) At a general meeting of the Society convened under rule 27(2):
 - (a) normal business of a general meeting may also be transacted;
 - (b) the Board of the NSA and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Society passes a simple majority resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- (5) In any appeal under rule 26 or rule 27 a member shall not be entitled to be represented by either a lawyer or an agent but shall be entitled to have another member of the Society present to advise such member appealing, and neither the Society nor the Board of the NSA shall be entitled to be represented by a lawyer in any such appeal.

(28) Resignation of membership

- (1) A member of the Society is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice (being not less than thirty (30) days or not less than such other period as the Board of the NSA may determine) in writing to the Honorary Secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the Society ceases to be a member pursuant to rule 28(2), and in every case where a member ceases to hold membership, the Honorary Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

PART IV - GENERAL MEETINGS

(29) Holding - Annual General Meeting

- (1) With the exception of the first annual general meeting of the Society, the Society shall, at least once in every calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- (2) The Society shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and

- (b) within the period of 2 months after the expiration of the first financial year of the Society.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

(30) Calling of and Business - Annual General Meeting

- (1) The annual general meeting of the Society shall, subject to the Act and to rule 29 be convened on such date and at such place and time as the Board of the NSA thinks fit.
- (2) It shall consist of a scientific and a business meeting. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (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 any committee reports upon the activities of the Society during the last preceding financial year;
 - (c) to elect the members of the Board of the NSA as determined in rule 7; and to consider nominations for membership of the Society in the various categories under rule 22.
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act;
 - (e) to consider any recommendation from the Board of the NSA relating to annual subscriptions.
- (3) An annual general meeting shall be specified as such in the notice convening it.

(31) Calling - Special General Meetings

- (1) The Board of the NSA may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The Board of the NSA shall, on the requisition in writing of not less than 10 percent of the total number of the full members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the Honorary Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board of the NSA fails to convene a special general meeting to be held within thirty (30) days after that date on which a requisition of members for the meeting is lodged with the Honorary Secretary, any one (1) or more of the members who made the requisition may convene a special general meeting to be held not later than ninety (90) days after that date.
- (5) A special general meeting convened by a member or members as referred to in rule 31(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of the NSA.

(32) Notice

- (a) The Honorary Secretary shall, at least thirty (30) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing

in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Honorary Secretary shall, at least thirty (30) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 32(a) specifying, in addition to the matter required under rule 32(a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of annual general meeting, business which may be transacted pursuant to rule 30(2).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Honorary Secretary at least sixty (60) days before the date fixed for holding of the general meeting. The Honorary Secretary shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

(33) Procedure

- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Ten (10) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- (c) If within an hour of the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to a time to be fixed by the Board of the NSA.
- (d) 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 not less than six (6)) shall constitute a quorum.

(34) Presiding member

- (a) The President or, in the President's absence, the Vice President, shall preside as chairman at each general meeting of the Society.
- (b) If the President and the Vice President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairman at the meeting.

(35) Adjournment

The chairman 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.

(36) Making of decisions

- (1) A question arising at a general meeting of the Society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman 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 Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a poll may be demanded by the chairman or by not less than three (3) members present in person or by proxy at the meeting, where proxies are permitted under rule 39.
- (3) Where the poll is demanded at a general meeting the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairman directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

(37) Special resolution

A resolution of the Society is a special resolution if:

- (a) not less than thirty (30) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.
- (b) it is passed by a majority which comprises not less than three quarters of such members of the Society who, being entitled under these rules so to do, vote in person at a general meeting or by proxy ; or
- (c) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in rule 37(b) if the resolution is passed in a manner specified by the Commission.

(38) Voting

- (a) Upon any question arising at a general meeting of the Society, Full and Senior Members shall be the only persons entitled to vote and each such person shall have one vote only.
- (b) Any Full or Senior Member who is not able to attend the general meeting may lodge a proxy vote regarding any proposed resolution. The proxy vote must have the member's name and witnessed signature and must indicate if the member is in favour or against the resolution(s) or alternatively name a Full Member to vote as his/her proxy. It must be lodged with the Honorary Secretary no later than forty eight (48) hours prior to the scheduled date and time of the general meeting.
- (c) All votes shall be given personally or by proxy but no member may hold more than five proxies except for meetings to alter these rules.
- (d) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.
- (e) A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or his proxy, to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

(39) Appointment of proxies

- (a) Each member eligible to vote shall be entitled to appoint another member eligible to vote under these rules as proxy by notice given to the Honorary Secretary no later than forty eight (48) hours prior to the scheduled date and time of the general meeting in respect of which the proxy is appointed.
- (b) The notice appointing a proxy shall be in the form set forth by the Board of the NSA.

(40) Postal and Electronic Ballot

- (a) With respect to any business which may be validly considered at a special general meeting of the Society, with the exception of those decisions which fall under rule 37 or matters that relate to changes in these rules, the Board of the NSA may, in lieu of a special general meeting, conduct a Postal and Electronic Ballot of members.
- (b) Full and Senior Members shall be the only persons entitled to vote in the Ballot and each such person shall have one (1) vote only.
- (c) At least thirty (30) days prior to the closing date of the Ballot, the Honorary Secretary shall send to all members ballot papers, giving particulars of the business in relation to which the Ballot is conducted, an explanation of the method of voting and a voting form and shall give members notice of the closing date of the Ballot.

- (d) The Honorary Secretary shall receive all ballot papers from members in respect of a Ballot and shall promptly advise the Board of the NSA of the result of the Ballot. Any voting received after the closing date of the Ballot shall be deemed to be invalid and shall not be counted.
- (e) In the event of an equal number of votes in respect of any business for which a Ballot is conducted the President shall have a second and casting vote.
- (f) In all other respects, subject to these rules, the Board of the NSA shall determine any other procedures or matters in relation to the conduct of any Ballot and shall have the power to make rules and regulations for that purpose.
- (g) In the event of any dispute by any member in relation to the validity or conduct of any Ballot, such member shall within thirty (30) days of the closing date of such Ballot, give notice in writing to the Board of the NSA stating the grounds of his or her complaint. The Board of the NSA may thereupon either itself investigate the complaint or appoint a committee for the purpose. After hearing the complaint the Board of the NSA shall determine the matter and its decision thereon shall be final.

PART V MISCELLANEOUS

(41) Insurance

- (a) The Society shall effect and maintain insurance pursuant to section 44 of the Act.
- (b) In addition to the insurance required under rule 41(a), the Society may effect and maintain other insurance.

(42) Funds- source

- (a) The funds of the Society shall be derived from annual subscriptions of members, levies, donations, and, subject to any resolution passed by the Society in general meeting, such other sources as the Board of the NSA determines.
- (b) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (c) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

(43) Funds- Management

- (a) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Board of the NSA determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by a member of the Board of the NSA or other persons authorised to do so by the Board of the NSA.

(44) Alteration of objects and rules

- (a) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Society.
- (b) All proposed resolutions for amendments to the objects or rules shall be submitted in writing to the Honorary Secretary. The proposed resolutions shall be dealt with in accordance with rule 37.

(45) Common seal

- (a) The common seal of the Society shall be kept in the custody of the public officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board of the NSA and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Board of the NSA or of one (1) member of the Board of the NSA and of the public officer or Honorary Secretary.

(46) Custody of books, etc.

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other securities relating to the Society.

(47) Inspection of books

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

(48) Service of notices

- (1) For the purpose of these rules, 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 facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, 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.

(49) Surplus property

- (a) In the event of the winding up or the cancellation of the incorporation of the Society, its surplus property shall vest the Royal Australasian College of Surgeons provided it is at that time incorporated and still in existence, failing which the Society shall pass a special resolution nominating an incorporated society as the society in which is to vest its surplus property pursuant to Section 53(2) of the Act.
- (b) The incorporated Society so nominated shall be one which fulfils the requirements specified in section 53(2) (a)-(c) of the Act.