

CONSTITUTION

Australian Institute of Radiography

As adopted by a Special Resolution
at the Annual General Meeting on 6th March 2010



Australian Institute of Radiography

ABN 26 924 779 836

NSW
Department
20.3.1950C
of
Stamp Duties

New South Wales
Stamp Duty
Two Dollars



NEW SOUTH WALES

NEW SOUTH WALES

No. 284950

Certificate of Incorporation of Company

THE COMPANIES ACT 1936

(Section 28)

(and Section 34)

THIS IS TO CERTIFY—

- (1) That AUSTRALIAN INSTITUTE OF RADIOGRAPHY is incorporated under the Companies Act, 1936.
- (2) That the date of Incorporation of the said Company is the Twentieth day of February, One thousand nine hundred and fifty.
- (3) That the said Company is limited by guarantee.

Given under my hand, at Sydney, this Twentieth day of February One thousand nine hundred and fifty.

W. GILLAM (L.S.),
Deputy Registrar-General



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CONSTITUTION AUSTRALIAN INSTITUTE OF RADIOGRAPHY

CORPORATIONS ACT A COMPANY LIMITED BY GUARANTEE DRAFT CONSTITUTION AUSTRALIAN INSTITUTE OF RADIOGRAPHY

1 Nature of the Institute

- (a) This Institute is a public company limited by guarantee.
- (b) The name of the Institute is the Australian Institute of Radiography.

2 Definitions and Interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

Associate Member means a person qualified for membership of the Institute under clause 6.9;

Auditor means the Institute's auditor;

Board means the board of Directors of the Institute;

By-laws means the by-laws of the Institute issued under clause 19;

Chairperson means the Chairperson for the time being elected to chair a General Meeting;

Constitution means the Constitution of the Institute as amended from time to time;

Continuing Professional Development Scheme means a continuing professional development program which satisfies the requirements contained in the By-laws as issued from time to time by the Board;

Corporations Act means the *Corporations Act 2001 (Commonwealth)*;

Director means a person appointed or elected to the office of Director of the Institute under this Constitution;

Executive Officer means any person appointed by the Board in accordance with clause 21;

Fellow means a person qualified for membership of the Institute under clause 6.5;

Financial Year means the year ending on 31 October;

Honorary Fellow means a person qualified for membership of the Institute under clause 6.6;

Institute means Australian Institute of Radiography;

Life Member means a person qualified for membership of the Institute under clause 6.7;

Medical Radiation Science includes radiography, radiation therapy, sonography and nuclear medicine technology;

Member means a member of the Institute under clause 6.2;

Office means the Institute's registered office;

Ordinary Member means a person qualified for membership of the Institute under clause 6.4;

Overseas Member means a person qualified for membership of the Institute under clause 6.11;



President means the person for the time being elected to chair the Board in accordance with this Constitution;

Provisional Member means a person qualified for membership of the Institute under clause 6.10;

Register means the register of Members of the Institute;

Registered Address means the last known address of a Member as noted in the Register;

Seal means the Institute's common seal (if any);

Special Resolution means a resolution:

- (a) of which notice as required in accordance with the Corporations Act has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution;

State Branch means the branch of the Institute representing each State of Australia formed in accordance with clause 17.1;

State Branch Committee means the respective committee elected for each State Branch in accordance with clause 17.2;

Statement of Accreditation means a certificate issued by the Board stating that the holder has attained the required academic and clinical competence to practise Medical Radiation Science in Australia and is eligible for membership of the Institute;

Student Member means a person qualified for membership of the Institute under clause 6.8;

Vice President means the person for the time being elected to chair the Board in the absence of the President in accordance with this Constitution; and

Voting Member means a Fellow, Ordinary Member, Life Member, Provisional Member or Overseas Member.

2.2 Interpretation

- (a) In these clauses unless the contrary intention appears or the context otherwise requires:
 - (i) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (ii) the singular includes the plural and vice versa;
 - (iii) the word person includes a firm, body corporate, an unincorporated association or an authority;
 - (iv) words and expressions defined in the Act have the same meaning in this Constitution;
 - (v) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including, but not limited to, persons taking by novation) and assigns;
 - (vi) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;
 - (vii) a reference to a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;
 - (viii) money amounts are stated in Australian currency unless otherwise specified; and

- (ix) headings are for ease of reference only and do not affect the construction of this Constitution.
- (b) Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Act that deals with the same matter as the clause.
- (c) To the extent permitted by law, the replaceable rules in the Act do not apply to the Institute.

3 Obligation of Members

Every Member undertakes to:

- (a) promote and further the objects, interest, influence and standing of the Institute; and
- (b) observe this Constitution and the rules and regulations of the Institute in force from time to time, to the best of their ability.

4 Objects

The objects for which the Institute is established are:

- (a) To promote, encourage and provide for the advancement and regulation of the practice of Medical Radiation Science. To cultivate and maintain the highest principles of practice and ethics in respect of Medical Radiation Science. To advance and protect the interest of persons engaged in the pursuit or practice of Medical Radiation Science in Australia and to protect in all respects the interests of those engaged or interested in Medical Radiation Science.
- (b) To promote, oppose or support, as far as relates to Medical Radiation Science, alterations and improvements in the law and to petition parliament and take such action as may be deemed expedient.
- (c) To improve the status and economic conditions of Medical Radiation Science professionals practising in Australia and to seek reciprocity of employment conditions and seniority of Medical Radiation Science professionals internationally. To improve the general standard of Medical Radiation Science professionals in Australia by seeking registration as a professional body either in Australia or in any State of Australia, provided that the Institute will not financially support any object or endeavour to impose on, or procure to be observed by, Members or others any regulation, restriction or condition which would make it a trade union.
- (d) To provide facilities for educational activities, discussion and consultation among Members and others, and for providing information on all matters relating to Medical Radiation Science and its practice. To provide for periodic meetings in relation to Medical Radiation Science and for the reading and discussion of papers and the delivery of lectures. To provide for the establishment of scholarships and to promote, cultivate and extend the general knowledge of and proficiency in connection with the study and practice of Medical Radiation Science through the provision of a continuing professional development program.
- (e) To cooperate, amalgamate with or become affiliated to any other association or body not formed for the purposes of profit, whether incorporated or not, whose objects are altogether

or in part similar to those of the Institute and which is an association or body which prohibits the distribution of its income or property among its members to an extent at least as great as is imposed on the Institute under this Constitution.

- (f) To promote, encourage and provide for the advancement and study of Medical Radiation Science.
- (g) To admit to membership of the Institute such persons as are eligible in accordance with this Constitution and agree to abide by the terms of this Constitution.
- (h) To grant to Members certificates or other equivalent confirmation of specialist knowledge in Medical Radiation Science, either alone or in cooperation with teaching and/or examining bodies authorised to grant such recognition, provided always that every certificate or other recognition granted contain on the face of it a statement to the effect that it does not of itself confer or purport to confer any legal qualification to practise Medical Radiation Science and that it is not issued under, in pursuance of or by virtue of any statutory or government sanction or authority but that it is issued by the authority of the Institute only.
- (i) To consider and advise as to any course of study and training, and to disseminate any information calculated to promote and ensure the fitness of persons wanting to qualify for membership of the Institute.
- (j) To provide, establish and maintain offices, examination halls and lecture rooms with all requisite equipment and to institute and provide such courses of lectures and demonstrations as may be deemed desirable with a view to promoting the objects of the Institute and to establish and carry on colleges where courses are available for instruction in Medical Radiation Science.
- (k) To disseminate among Members and others information on all matters affecting the Medical Radiation Science profession and to establish, acquire, print and publish such papers, journals, magazines, books, periodicals, circulars, calendars, treatises, leaflets and publications as may seem conducive to any of these objects or in any way beneficial to the work of the Institute.
- (l) To promote and to provide for the carrying out of research and experimental work in connection with Medical Radiation Science. To establish grants, awards or other benefactions in connection with the pursuit, study, research and advancement of Medical Radiation Science and its practice.
- (m) To establish and maintain libraries and museums and to promote, organise and conduct exhibitions of apparatus, plant and processes connected with Medical Radiation Science or its practice.
- (n) To establish, undertake, superintend, administer and contribute to any charitable and benevolent fund in connection with or for the benefit of persons engaged in Medical Radiation Science or its practice.
- (o) To establish, administer and maintain superannuation schemes for the benefit of members or employees of the Institute.
- (p) To borrow any moneys required for the purposes of the Institute upon such security as may be determined.



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- (q) Subject to section 150 of the *Corporations Act*, to purchase, take on, lease, exchange, hire or otherwise acquire any real and/or personal property and/or any rights or privileges necessary or convenient for the purposes of the Institute and to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or part of the property of the Institute.
- (r) In furtherance of these objects, to construct, improve, maintain, develop, manage or control buildings, laboratories, factories, hospitals, stores, electrical and radiological works and other works and conveniences of any description and to contribute, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, management or control thereof.
- (s) Subject to section 150 of the *Corporations Act*, to invest the moneys of the Institute not immediately required upon such securities as may from time to time be determined.
- (t) To undertake and execute any trusts which may seem conducive to any of the objects of the Institute. If the Institute takes or holds any property which may be subject to any trusts, the Institute may only deal with that property in such manner as allowed by law having regard to such trusts.
- (u) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.
- (v) To accept any government funding or grant made to the Institute generally or for the purpose of any specific object connected with Medical Radiation Science and to carry out any trusts attached to such funding or grant.
- (w) To do all such other lawful things as may be incidental or conducive to the attainment of any or all of the objects set out above in this clause 4.

5 Assets and Income of the Institute

- (a) All assets and income of the Institute from whatever source derived will be applied solely towards the promotion of the objects of the Institute as set out in clause 4 and no portion of such assets or income will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Institute or be paid as fees to the Board PROVIDED THAT nothing contained in this Constitution will prevent the payment in good faith of remuneration to any officers or employees of the Institute or to any Member thereof or any other person in return for any service actually rendered to the Institute nor prevent payment of interest at a rate not exceeding interest at the rate for the time being charged by banks in Melbourne for overdrawn accounts on money lent or reasonable and proper rent, remuneration or return for the premises demised, let or licensed by any Member to the Institute.
- (b) All other payments by the Institute to any Director must be approved by the Board.

6 Membership

6.1 Number of Members

The number of Members of the Institute is limited to five hundred, but this limit may be increased by the Board from time to time.



6.2 Admission

- (a) The Members of the Institute will be any persons whom the Board admits to membership in accordance with this Constitution.
- (b) The Members of the Institute will consist of Ordinary Members, Fellows, Honorary Fellows, Life Members, Associate Members, Provisional Members, Overseas Members and Student Members and whenever the term "Member" is used in this Constitution it will be taken to include each of these classes of Members, unless the context requires otherwise.

6.3 Application for Membership

- (a) Every application for membership of the Institute will be lodged with the Executive Officer and will set forth the name, address, occupation and relevant qualifications of the applicant.
- (b) Applications for membership of the Institute will be made in writing on a form to be provided by the Board for that purpose, which form will include a declaration that the applicant will abide by the terms of this Constitution and the Institute's code of conduct, and must be signed by the applicant and accompanied by the required entrance fee and annual subscription.
- (c) Any application will be considered by the Board at the Board meeting following its receipt. The Board will, in its absolute discretion:
 - (i) determine the admission or rejection of the applicant; or
 - (ii) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- (d) An applicant will be admitted to membership of the Institute if 75% of the Directors entitled to vote at a valid meeting of the Board vote by resolution to admit the applicant.
- (e) If the Board rejects an application for membership, the Executive Officer must as soon as practicable notify the applicant in writing that the application has been rejected, but is not required to give any reason for its rejection.
- (f) If the Board approves an application for membership, the Executive Officer must as soon as practicable notify the applicant in writing of approval for membership, provide the Member with a copy of this Constitution, together with any other information considered necessary by the Board and enter the applicant's name on the register of Members in accordance with clause 6.13.
- (g) A right, privilege or obligation of a person by reason of membership of the Institute:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership.

6.4 Ordinary Members

An Ordinary Member:

- (a) must be nominated by a current Member who has personal knowledge of the applicant;
- (b) must satisfy the Board that they hold the requisite qualifications, having successfully completed a course of study or examination conducted or approved by the Institute and attained a Statement of Accreditation or equivalent; and
- (c) must satisfy the Board as to his or her fitness for admission.

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6.5 Fellows

A Fellow:

- (a) must have been an Ordinary Member for at least five years; and
- (b) must be elected to the position of Fellow by the Board.

6.6 Honorary Fellows

An Honorary Fellow:

- (a) must be a distinguished person who is intimately connected with Medical Radiation Science or its application;
- (b) must be elected to the position of Honorary Fellow by the Board; and
- (c) does not hold any voting rights and cannot be elected a Director, but otherwise enjoys all the privileges and benefits of an Ordinary Member.

6.7 Life Members

A Life Member:

- (a) must have been a Fellow or Ordinary Member of the Institute for at least 25 years;
- (b) must have permanently retired from the Medical Radiation Science profession;
- (c) is exempt from the requirement to pay an annual subscription;
- (d) must be elected by the Board; and
- (e) cannot be elected a Director, but otherwise enjoys all the privileges and benefits of an Ordinary Member.

6.8 Student Members

A Student Member:

- (a) must be enrolled in a bona fide Medical Radiation Science course accredited by the Institute and must have reached such standard as the Board may deem qualifies them for Student Membership;
- (b) must be elected by the Board;
- (c) does not hold any voting rights nor enjoy any of the privileges or benefits of an Ordinary Member other than the right to attend such meetings as the Board determines from time to time;
- (d) who is otherwise qualified for admission as an Ordinary Member, will not be allowed to remain a Student Member but must apply for Ordinary Membership.

6.9 Associate Members

An Associate Member:

- (a) must be elected by the Board, which will determine the requisite qualifications for associate membership from time to time; and
- (b) does not hold any voting rights nor enjoy any of the privileges or benefits of an Ordinary Member other than the right to attend such meetings as the Board determines from time to time.



6.10 Provisional Members

Provisional Membership may be granted by the Board upon such conditions as are determined by the Board from time to time to any person who is in the process of gaining a Statement of Accreditation.

6.11 Overseas Members

Overseas Membership may be granted by the Board to Ordinary Members or Fellows who are not Australian residents.

6.12 Entrance Fee and Annual Subscription

- (a) The entrance fee payable by all Members will be determined by the Institute in general meeting from time to time.
- (b) All annual subscriptions will be determined by the Board and will be due and payable in advance on the first day of July each year.
- (c) Student Members and Provisional Members transferring to Ordinary Membership within 90 days of qualifying for Ordinary Membership, and newly elected Life Members will not be required to pay an additional entrance fee.

6.13 Register of Members

Upon approval of an application for Membership by the Board, the Executive Officer will cause to be entered into the Register the name and address of the new Member, as supplied by the Member on their application for membership. The Executive Officer will hold all signed applications and produce them if required to verify the identity of any person voting at any election or meeting of the Institute.

6.14 Cessation of Membership

- (a) A Member will cease to be a Member:
 - (i) if the Member, who has paid all monies due and payable, resigns from the Institute by giving three months written notice of their resignation, from the date of receipt of that notice by the Executive Officer;
 - (ii) if that Member's status or conduct in the Board's opinion renders it undesirable that that Member continue to be a Member due to:
 - (A) significantly breaching the Institute's code of conduct; or
 - (B) failing to meet the requirements of the Institute's Continuing Professional Development Schemeand either:
 - (A) 75% of the Directors entitled to vote at a meeting of the Board by resolution terminate the membership of the Member and the Member has been given at least 7 days notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed; or

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- (B) if that Member provides a notice to the Executive Officer at least 24 hours prior to the Board meeting to be held in accordance with subclause (A) above electing to have the matter heard by General Meeting, and the Institute in General Meeting passes a Special Resolution to terminate the membership of the Member;
- (iii) if membership is forfeited due to non payment of monies due under clause 6.12, which remain unpaid for a period of 90 days after becoming due and after a notice of default has been given;
- (iv) if the Member:
 - (A) dies;
 - (B) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (C) is an undischarged bankrupt, or has executed a deed of arrangement under Part X of the *Bankruptcy Act 1966* (or a similar law of another country) and the terms of the deed have not been fully complied with, or the person's creditors have accepted a composition under Part X of the *Bankruptcy Act 1966*(or a similar law of another country) and final payment has not been made under the composition;
 - (D) is convicted of an indictable offence; or
 - (E) ceases to hold the requisite qualifications for the relevant category of Membership.
- (b) Any person ceasing to be a Member:
 - (i) will not be entitled to any refund (or part refund) of a subscription;
 - (ii) will remain liable for and will pay to the Institute all subscriptions and moneys which were due at the date of ceasing to be a Member; and

7 Abbreviated Titles and Testimonial

7.1 Abbreviated Titles

- (a) The authorised abbreviation indicating the class of membership of the Institute to which any person belongs will be as follows:
 - (i) Ordinary Member "M.I.R.";
 - (ii) Fellow "F.I.R.";
 - (iii) Honorary Fellow "Hon. F.I.R.";
- (b) Any person adopting or describing himself by any abbreviation to indicate membership of the Institute other than those abbreviations listed in clause 7.1(a) will be dealt with by the Board in accordance with clause 15.2.

7.2 Certificate of Membership

- (a) Subject to clause 6 and on payment of such fees as the Board may prescribe from time to time, the Board may issue to any Member of any class a certificate of membership.



- (b) A certificate issued under paragraph 7.2(a) will contain the statement required under clause 4(h) of this Constitution and will remain the property of and, on demand, must be returned to, the Institute. A failure to meet such demand may result in a penalty being imposed by the Board in accordance with clause 15.2.

8 Contribution of Members

- (a) The liability of Members of the Institute is limited.
- (b) Every Member undertakes to contribute to the assets of the Institute, in the event of the same being wound up while they are a Member or within one year after they cease to be a Member, for the payment of debts and liabilities of the Institute incurred before the time at which the Member ceased to be a Member and for the costs charged and expenses of winding up and for the adjustment of rights of the contributories among themselves, such amount as may be required not exceeding \$100.

9 Powers of Attorney

- (a) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Institute or the Member's membership in the Institute, that Member must deliver the instrument appointing the Attorney to the Institute for notation.
- (b) If the Institute asks the Member to file with it a certified copy of the instrument for the Institute to retain, the Member will promptly comply with that request.
- (c) The Institute may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

10 General Meetings

10.1 Annual General Meeting

A General Meeting of the Institute will be held annually at such time and place as the Board may determine in accordance with the Act. The abovementioned General Meetings will be called "**Annual General Meetings**" and all other Meetings of the Institute will be called "**General Meetings**"

10.2 Calling General Meeting

- (a) Any Director may, at any time, call a General Meeting.
- (b) A Member may request that the Board call and arrange to hold a General Meeting on the request of at least 5% of the Voting Members. Such a request must:
 - (i) be in writing;
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the Members making the request; and
 - (iv) be given to the Institute.
- (c) Notice of any resolution proposing to alter this Constitution must be provided to the Board at least 90 days prior to a General Meeting or Annual General Meeting.
- (d) Notice of any other resolution proposed by a Member must be provided to the Board at least 60 days prior to a General Meeting or Annual General Meeting.

10.3 Notice of General Meeting

Notwithstanding the Corporations Act, the Institute must give 60 days' notice of General Meetings and Annual General Meetings.

10.4 Content of Notice

A notice calling a General Meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
- (b) must state the general nature and order of business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- (d) A notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes the consideration of the annual financial report, Board report and the Auditor's report.

10.5 Failure to Give Notice

The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings of or any resolution passed at the General Meeting.

10.6 Postponement or Cancellation of General Meeting

- (a) The Board may postpone or cancel any General Meeting whenever it thinks fit (other than a meeting called as the result of a request under clause 10.2(b)).
- (b) The Board must give notice of the postponement or cancellation to all persons referred to in clause 24.2 entitled to receive notice from the Institute.

11 Proceedings at General Meetings

11.1 Member

In this clause 11, Member includes a Member present in person or by proxy, or an Attorney.

11.2 Quorum

- (a) No business may be transacted at a meeting unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum of Members is 25 Members.

11.3 Effect of No Quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for the General Meeting:
 - (i) if the General Meeting was called on the requisition of Members, it is automatically dissolved; or
 - (ii) in any other case:
 - (A) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Chairperson; and



- (B) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, the General Meeting is automatically dissolved.

11.4 Chairperson

- (a) The President, or in the President's absence the Vice President, will be the Chairperson at every meeting of Members.
- (b) If:
- (i) there is no President or Vice President; or
 - (ii) neither the President nor Vice President is present within 15 minutes after the time appointed for holding the General Meeting; or
 - (iii) the President and Vice President are unwilling to act as Chairperson of the General Meeting,
the Directors present may elect a Chairperson of the General Meeting.
- (c) If no election is made under clause 11.4(b), then:
- (i) the Members may elect one of the Directors present as Chairperson; or
 - (ii) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as Chairperson.
- (d) If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.

11.5 Adjournment

- (a) The Chairperson of a General Meeting at which a quorum is present:
- (i) in their discretion may adjourn the General Meeting with the meeting's consent; and
 - (ii) must adjourn the General Meeting if the meeting directs them to do so.
- (b) An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- (c) The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- (d) Notice of an adjourned General Meeting must only be given in accordance with clause 10.3 if a General Meeting has been adjourned for more than 21 days.

12 Voting at General Meetings

12.1 Voting

- (a) Subject to the Corporations Act in relation to a Special Resolution, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by the Chairperson or by at least six Voting Members.
- (c) Unless a poll is demanded:
- (i) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and

- (ii) an entry to that effect in the minutes of the meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

12.2 Voting by Poll

- (a) A poll will be taken when and in the manner that the Chairperson directs.
- (b) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (c) The Chairperson may determine any dispute about the admission or rejection of a vote.
- (d) The Chairperson's determination, if made in good faith, will be final and conclusive.
- (e) A poll demanded on the election of the Chairperson or the adjournment of a General Meeting must be taken immediately.
- (f) After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

13 Votes of Members

13.1 Entitlement to Vote

- (a) Every Voting Member present in person will have one vote, whether on a show of hands or on a poll; and
- (b) Every person will have one vote for each Voting Member they are representing by proxy.

13.2 Objections

- (a) An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter tendered their vote.
- (b) An objection must be referred to the Chairperson of the General Meeting, whose decision is final.
- (c) A vote which the Chairperson has not disallowed because of an objection is valid for all purposes.

13.3 Casting Vote of Chairperson

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote (in addition to any vote that the Chairperson may have had as a Member).

13.4 Votes by Proxy

- (a) If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- (b) A proxy need not be a Member.
- (c) A proxy may demand or join in demanding a poll.



- (d) A proxy or attorney may vote on a poll.
- (e) A proxy may vote or abstain as they choose except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

13.5 Document Appointing Proxy

An instrument appointing a proxy:

- (a) may be contained in a facsimile;
- (b) must be in writing under the hand of the appointer or of an attorney duly authorised in writing;
- (c) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (d) is deemed to confer authority to demand or join in demanding a poll; and
- (e) must (except in the case of proxies appointed under power of attorney), as nearly as the circumstances permit, be in the following form or in such other form as the Board otherwise prescribe:

Australian Institute of Radiography
("Institute")

I, of
 being a Member, appoint
 of
 or, failing him/her, appoint
 of
 as my proxy to vote for me
 on my behalf at the *Annual General/General Meeting of the Institute to be held on the
 day of 20 and at any adjournment
 of that meeting.

** My proxy is hereby authorised to vote *in favour of/against the following resolutions:

Signed this..... day of 20

Notes:

- (1) In the event of the Member desiring to vote for or against any resolution the Member will instruct the Member's proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.
- (2) *Strike out whichever is not desired.

13.6 Lodgement of Proxy

- (a) The written appointment of a proxy or attorney must be received by the Institute, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - (i) the time for holding the General Meeting or adjourned General Meeting at which the appointee proposes to vote; or
 - (ii) the taking of a poll on which the appointee proposes to vote.

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- (b) The Institute receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - (i) the Office;
 - (ii) a facsimile number at the Office; or
 - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

13.7 Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Institute before the relevant General Meeting or adjourned General Meeting.

14 Board of Directors

14.1 Number of Directors

- (a) The number of Directors of the Institute will be 6 comprised of 1 Director elected by each State Branch in accordance with clause 14.2.
- (b) The Institute in General Meeting may by ordinary resolution from time to time increase the maximum number of Directors, provided the minimum number is not reduced below 6.

14.2 Appointment of Directors

The initial Directors under this Constitution will be the current Directors when this Constitution is adopted. Subject to the Corporations Act and this Constitution, Members may elect a person to be a Director of the Institute provided that:

- (a) that person is a current Voting Member; and
- (b) that person consents in writing to their appointment.

14.3 Removal of Directors

The Institute may remove a Director from office in accordance with the Corporations Act from time to time.

14.4 Vacation of Office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board incapable of performing his or her duties;
- (c) ceases to be a Member;

- (d) resigns by notice in writing to the Institute;
- (e) is, without the consent of the Board, absent from meetings of the Board for a continuous period of 6 months.
- (f) is removed by a Special Resolution of the Institute;
- (g) holds any office of profit under the Institute.

14.5 Appointment to fill casual vacancy

- (a) The State Branch Committee may at any time appoint a Member to be a Director to fill a casual vacancy. The Board may expressly resolve not to fill a casual vacancy.
- (b) Any Director appointed to fill a casual vacancy will hold office only until the next General Meeting of the Institute but will be eligible to stand for re-election to hold office until the end of the term of the vacating Director.

14.6 Election to fill vacancies

- (a) If a Director retires, the State Branch which that Director represents may elect a Member to fill the vacated office. Any Director appointed to fill a vacancy will hold office only until the end of the term of the vacating Director but will be eligible to stand for re-election.
- (b) Not later than the 30th day of September, each State Branch Committee will send to each Voting Member resident or practising in that state, a statement of the name or names of such representative Director or Directors who will retire at the closure of the next Annual General Meeting and a list of Members whom the State Branch Committee nominates for election.
- (c) A Member (**the Candidate**) may, on or before the 21st day of October of that year, leave at the Office a notice in writing duly signed by seven other Members signifying their nomination of the Candidate and signed by the Candidate signifying the Member's consent to act as Director. A Member may not nominate more than one Candidate in any given year.
- (d) If the number of Candidates nominated for election in a State Branch, does not exceed the number of Directors to be elected from that State Branch, those Candidates will be deemed duly elected at a general meeting of the State Branch Committee to be convened prior to the Annual General Meeting of the Institute.
- (e) If the number of Candidates nominated exceeds the number of Directors to be elected from that State Branch, then the relevant State Branch Committee will prepare ballot lists, which will be forwarded to all Voting Members resident or practising in that state on or before the 8th day of November.
- (f) Each Voting Member will be entitled to vote for the number of Candidates required to fill the number of vacancies on the Board to be filled by Directors from that State Branch and must return their ballot paper to the State Branch Committee on or before the 30th day of November.
- (g) The State Branch Committee will forward to the Executive Officer the result of the ballot not later than the 15th day of December and the result will be announced at the Annual General Meeting of the Institute and the following meeting of the State Branch.

14.7 Rotation of Directors

At each Annual General Meeting of the Institute, at least one half of the Directors, or if their number is not a multiple of 2, then the number nearest to, but not less than, one half, will retire from office, providing that:

- (a) subject to the Corporations Act, a retiring Director will be eligible for re-election;
- (b) Directors who must retire at an Annual General Meeting will be those who have been longest in office since their last election but, as between Directors who were last elected as Directors on the same day, those to retire must be determined by agreement among themselves or, in the absence of agreement, by lot;
- (c) if the places of the retiring Directors are not filled, the retiring Directors or any of them who have not had their places filled will be deemed to be re-elected and, if willing, will continue in office until the next Annual General Meeting and so on from year to year until their vacancies are filled unless:
 - (i) it is determined at the meeting to reduce the number of Directors;
 - (ii) it is resolved not to fill the vacated office;
 - (iii) the resolution for re-election of a Director is put to the meeting and lost; or
 - (iv) the Director has given notice in writing in accordance with clause 14.4(d) to the Institute that they are not willing to be re-elected.
- (d) the retirement of a Director from office in accordance with this clause 14, and the re-election of that Director or the election of a new Director to office, takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

15 Powers and Duties of the Board

15.1 Powers and Duties of the Board

- (a) The business of the Institute is managed by the Board who may exercise all powers of the Institute that this Constitution and the Corporations Act do not require to be exercised by the Institute in General Meeting.
- (b) Without limiting the generality of clause 15.1(a), the Board may exercise all the powers of the Institute to:
 - (i) borrow money;
 - (ii) charge any property or business of the Institute;
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person;
 - (iv) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person; and
 - (v) subject to clause 19, to make, vary and repeal By-laws for the regulation of the Institute, or any of its officers, employees and Members.



15.2 Disciplinary actions against Members

- (a) Subject to subclause (b) below, if any Member wilfully refuses or neglects to comply with this Constitution or is guilty of any conduct whether in connection with his or her membership of the Institute or otherwise which, in the absence of satisfactory explanation, would in the opinion of the Board render them unfit to remain a Member of the Institute or be injurious to the character or interests of the Institute, the Board has the power by resolution to censure, fine, suspend or expel the Member.
- (b) The Member must be given at least one week's written notice of any allegation against them and must be given the opportunity to provide an explanation or defence, whether oral or written.
- (c) The Member may, by giving the Board notice at least 24 hours prior to the meeting to be held in accordance with subclause (a) above elect to have the matter heard by the Institute in General Meeting whereby any proposed action must be passed as a Special Resolution.

15.3 Payments to Directors

No payment will be made to any Director of the Institute other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Institute where the amount payable does not exceed an amount previously approved by the Board;
- (b) for any service rendered to the Institute by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board of the Institute and where the amount payable is approved by the Board of the Institute and is not more than an amount which commercially would be reasonable payment for the service; and
- (c) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

15.4 Directors' Interests

- (a) No contract made by a Director with the Institute and no contract or arrangement entered into by or on behalf of the Institute in which any Director may be in any way interested is avoided or rendered voidable merely because of the Member holding office as a Director or because of the fiduciary obligations arising out of that office.
- (b) No Director contracting with or being interested in any arrangement involving the Institute is liable to account to the Institute for any profit realised by or under any such contract or arrangement merely because of the Member holding office as a Director or because of the fiduciary obligations arising out of that office.
- (c) A Director is not disqualified merely because of being a Director from contracting with the Institute in any respect.
- (d) Subject to clause 5, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (i) enter into any agreement or arrangement with the Institute;
 - (ii) hold any office or place of profit other than as Auditor;
 - (iii) act in a professional capacity other than as Auditor,
and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Institute or from holding an office or place of profit in or acting in a professional capacity with the Institute.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must declare that interest and must not:
- (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,
unless permitted by the *Corporations Act* to do so, in which case the Director may
 - (iii) be counted in determining whether or not a quorum is present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement;
 - (iv) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (v) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (f) A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Institute or in which the Institute may be interested as a vendor, shareholder or otherwise and is not account able to the Institute for any remuneration or other benefits received by the Director as a director or off-icer of, or from having an interest in, that body corporate.

15.5 Remaining Directors

- (a) The Board may act even if there are vacancies on the Board.
- (b) If the number of Directors is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:
 - (i) appoint a Director; or
 - (ii) call a General Meeting.

15.6 Delegation

- (a) (i) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board, to a committee or committees.
 - (ii) The Board may at any time revoke any delegation of power to a committee.
- (b) At least one member of each committee may be a Director.
- (c) A committee must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (d) A committee may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.

- (e) Meetings of any committee of the Board will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each member was a Director.

15.7 Validity of Acts of the Board

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director; or
- (b) a person appointed to that position was disqualified, all acts of the Board before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

16 Proceedings of the Board

16.1 Board Meetings

- (a) (i) A Director may at any time, and the Executive Officer must on the request of a Director, call a Board meeting.
- (ii) A Board meeting must be called on at least two business days written notice of a meeting to each Director.
- (b) It is not necessary to give notice of a meeting of the Board to an Australian resident whom the Executive Officer, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- (c) (i) Subject to the *Corporations Act*, a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (ii) The Directors need not all be physically present in the same place for a Board meeting to be held.
- (iii) A Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- (d) The Board may meet together, adjourn and regulate their meetings as they think fit.
- (e) A quorum of four Directors is required.
- (f) Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, the President may call a General Meeting of Members to deal with the matter.
- (g) Notice of a meeting of the Board may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

16.2 Voting at Board Meetings

Subject to this Constitution, questions arising at a Board meeting are to be decided by a majority of votes of the Directors present and voting with each Director having one vote.

16.3 President

- (a) The Board may elect a Director as President, who will act as Chairperson of Board meetings, and may determine the period for which the President will hold office.

- (b) If no President is elected or if the President is not present at any Board meeting within ten minutes after the time appointed for the meeting to begin, the Board present must elect a Director to be Chairperson of the meeting.
- (c) The Board may elect a Director as Vice President to act as Chairperson in the President's absence.

16.4 Written Resolutions

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 16.4(a), separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) The minutes of Board meetings must record that a meeting was held in accordance with this clause 16.4.

16.5 Minutes and Registers

- (a) The Board must cause minutes to be made of:
 - (i) the names of the Directors present at all Board meetings and meetings of Board committees;
 - (ii) all proceedings and resolutions of General Meetings, Board meetings and meetings of Board committees;
 - (iii) all resolutions passed by the Board in accordance with clause 16.4;
 - (iv) all appointments of officers;
 - (v) all orders made by the Board; and
 - (vi) all disclosures of interests made under clause 15.4.
- (b) Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body.
- (c) The Institute must keep all registers required by this Constitution and the Corporations Act.

17 State Branches

17.1 Formation of State Branches

A State Branch will not be formed until there are at least fifty Members resident or practising in such state.

17.2 State Branch Committees

- (a) Each State Branch will elect a State Branch Committee in accordance with relevant By-laws.
- (b) Each State Branch Committee will carry out such duties within its state as may be delegated by the Board or by the By-laws.



- (c) The Directors appointed by each State Branch will be ex-officio members of their respective State Branch Committees.
- (d) The conduct of each State Branch Committee will be governed by the relevant By-laws and by the Board.
- (e) Each State Branch Committee will convene a meeting of its State Branch at least once in every year.

18 Advisory Committees

The Board may establish one or more advisory committees and appoint and remove, or make provision for the appointment and removal of, members of advisory committees. The Board:

- (a) must decide the composition and functions of each advisory committee;
- (b) may specify the manner in which the proceedings of each advisory committee are to be conducted, the matters which an advisory committee must consider and any other matters concerning an advisory committee or its operations.
- (c) the Chairperson of any advisory committees will be appointed by the Board and must be a Chairperson.

19 By-laws

- (a) Subject to this Constitution and any law to the contrary, the Board will have full power to make regulations or by-laws on all matters relating to:
 - (i) the affairs of the Institute and the conduct or management of its business;
 - (ii) the business of all Committees;
 - (iii) carrying out the objects contained in clause 4;
 - (iv) the Continuing Professional Development Scheme;
 - (v) Members, any class of Members or any State Branch.
- (b) Any By-laws made by the Board in accordance with this Constitution will be binding on the Members as if they formed part of this Constitution and will have full effect accordingly provided that any By-law may be rescinded or amended by resolution of the Board.

20 Appointment of Attorneys and Agents

- (a) The Board may from time to time by resolution or power of attorney executed in accordance with the relevant section of the *Corporations Act*, appoint any person to be the attorney or agent of the Institute:
 - (i) for the purposes;
 - (ii) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
 - (iii) for the period, and
 - (iv) subject to the conditions determined by the Board.

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- (b) An appointment by the Board of an attorney or agent of the Institute may be made in favour of:
 - (i) any Institute;
 - (ii) the members, directors, nominees or managers of any Institute or firm; or
 - (iii) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- (c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board thinks fit.
- (d) The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Institute.
- (e) An attorney or agent appointed in accordance with this clause 20 may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

21 Executive Officer

- (a) If required by the Corporations Act, there must be at least one Executive Officer of the Institute, who will act as secretary of the Institute and will be appointed by the Board for a term and at remuneration and on conditions determined by them.
- (b) The Executive Officer is entitled to attend and be heard on any matter at all Board and General Meetings.
- (c) The Executive Officer will receive all monies of the Institute and will arrange immediate payment of such monies into such bank account of the Institute as the Board may from time to time determine.

22 Seals

22.1 Common Seal

- (a) If the Institute has a Seal:
 - (i) the Board must provide for the safe custody of the Seal;
 - (ii) the Seal must not be used without the authority of the Board or a Board committee authorised to use the Seal;
 - (iii) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Executive Officer or another person appointed by the Board to countersign the document.

22.2 Duplicate Seal

- (a) If the Institute has a Seal, the Institute may have one or more duplicate Seals of the Seal each of which:
 - (i) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (ii) must not be used except with the authority of the Board.



23 Inspection of Records

23.1 Inspection of Records

- (a) Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Institute or any of them will be open for inspection by Members other than Directors.
- (b) A Member other than a Director does not have the right to inspect any financial records or other documents of the Institute unless the Member is authorised to do so by a court order or a resolution of the Board.

24 Notices

24.1 Service of Notices

- (a) Notice may be given by the Institute to any person who is entitled to notice under this Constitution:
 - (i) by serving it on the person; or
 - (ii) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Institute for sending notices to the person.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting a letter containing the notice; and
 - (ii) on the day after the day on which it was posted.
- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii) on the day after its despatch.
- (d) If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- (e) A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- (f) A certificate in writing signed by a Director, Executive Officer or other officer of the Institute that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (g) Subject to the Corporations Act the signature to a written notice given by the Institute may be written or printed.
- (h) All notices sent by post outside Australia must be sent by prepaid airmail post.

24.2 Persons. Entitled to Notice

- (a) Notice of every General Meeting must be given to:
 - (i) every Member,
 - (ii) every Director; and
 - (iii) any Auditor.
- (b) No other person is entitled to receive notice of a General Meeting.

25 Audit and Accounts

25.1 Institute Must Keep Accounts

The Board must cause the Institute to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited; and must allow a Director and the Auditor to inspect those records at all reasonable times.

25.2 Audit

The Board must cause the Institute's financial report for each Financial Year to be audited and obtain a report from the Auditor. The eligibility, removal, remuneration, rights and duties of the Auditor are regulated by the Corporations Act.

25.3 Financial Reporting

The Board must cause the Institute to prepare a financial report and a Board report that comply with the Corporations Act and must report to the Members in accordance with the Corporations Act no later than the deadline set by the Corporations Act.

25.4 Conclusive Reports

Audited financial reports laid before the Institute in General Meetings are conclusive except as regards errors notified to the Institute within three months after the relevant General Meeting. If the Institute receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

26 Winding up

If upon the winding up or dissolution of the Institute, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same will not be paid to or distributed among the Members of the Institute but will be given or transferred to some other institution or institutions, organisation or organisations having objects similar to the objects of the Institute, which is/are endorsed by the Commissioner of Taxation as a deductible gift recipient(s) and which prohibits the distribution of its income and property amongst its Members to an extent at least as great as imposed on the Institute under or by virtue of this clause, determined by a Special Resolution of Members passed at a General Meeting or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquires jurisdiction in the matter.



27 Indemnity

- (a) To the extent permitted by law and subject to the restrictions contained in the Corporations Act the Institute indemnifies every person who is or has been an officer of the Institute against any liability (other than for legal costs) incurred by that person as such an officer of the Institute (including liabilities incurred by the officer as an officer of a subsidiary of the Institute where the Institute requested the officer to accept that appointment).
- (b) To the extent permitted by law and subject to the restrictions contained in the Corporations Act, the Institute indemnifies every person who is or has been an officer of the Institute against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Institute (including such legal costs incurred by the officer as an officer of a subsidiary of the Institute where the Institute requested the officer to accept that appointment).
- (c) The amount of any indemnity payable under clauses 27(a) or 27(b) will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Institute with a GST tax invoice for the GST Amount.
- (d) For the purposes of this clause 27, officer means:
 - (i) a Director; or
 - (ii) an Executive Officer.

28 Insurance

The Institute may, in respect of each Director and Executive Officer of the Institute (and any other officer or former officer of the Institute or its related bodies corporate) to the extent permitted by law, purchase and maintain insurance or pay or agree to pay a premium for insurance against any liability incurred by that person as a officer of the Institute or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever outcome.

29 Variation or Amendment of Constitution

This Constitution may be varied or amended from time to time in accordance with the Corporations Act provided that no addition, alteration or amendment will be made to or in the Constitution unless that addition, alteration or amendment has been previously submitted to the Australian Securities and Investments Commission.



Australian Institute of Radiography

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