

CONSTITUTION
of the
AUSTRALIAN SOCIETY FOR ANTIMICROBIALS

1. NAME

The name of the society shall be "THE AUSTRALIAN SOCIETY FOR ANTIMICROBIALS INCORPORATED" (herein after called 'the Society')

2. DEFINITIONS

In these Rules, unless the contrary intention appears -

"Committee" means the "Committee of Management of the Society"

"Constitution" means Statement of Purposes and Rules of the Australian Society for Antimicrobials Incorporated

"Financial year" means the year ending on the 30th June

"General Meeting" means a general meeting of members convened in accordance with rule 12

"Member" means a member of the Society

"Ordinary Member of the Committee" means a member of the committee who is not an officer of the Society under rule 9

"Ordinary Resolution" means a resolution other than a special resolution

"Special Resolution" has the meaning given by section 24 of the Act

"the Act" means the Associations Incorporation Act 1987 as amended from time to time

"The Society" means the society referred to in rule 1

"Committee Meeting" means a meeting as referred to in rule 10

"Committee member" means a person referred to in Rule 9

"The Secretary" means the secretary referred to in Rule 10

"The Treasurer" means the treasurer referred to in Rule 10

"Antimicrobials" means agents with useful activity against bacteria, fungi, viruses protozoa, helminths and/or other infecting organisms, and generally used for the treatment or prevention of infection.

3. OBJECTIVES of the SOCIETY

The objectives of the Society are:

- 3.1 To facilitate the acquisition and dissemination of knowledge in the field of antimicrobials;
- 3.2 To encourage communication and cooperation between those actively engaged in the field of antimicrobials and related disciplines;
- 3.3 To hold meetings and conferences in furtherance of objectives 3.1 and 3.2;
- 3.4 To demonstrate publicly the need for an educated and considered approach to the use of antimicrobials;
- 3.5 To subscribe to or become a member of and cooperate with any national or international body whose objectives are similar to those of the Society;
- 3.6 To print or publish any periodicals, books or papers that the Society may think desirable for the promotion of its objectives;
- 3.7 To encourage research in the study of antimicrobials by grants from funds of the Society or through the Society and by the establishment of scholarships and awards in such a manner as the Society determines;
- 3.8 To establish, endow, contribute to, organise and manage provident or benevolent funds for the benefit or assistance of members of the Society;
- 3.9 To provide advice to administrative, scientific and other bodies on matters concerning antimicrobials;
- 3.10 To do all such things as are incidental and related to the field of antimicrobials including (but not limiting the generality of the foregoing):
 - (i) The purchase, sale, lease, mortgage or otherwise dealing with any real or personal property;
 - (ii) The investment of Society funds not immediately required in such a manner as may be permitted by law of the State of Western Australia for the investment of trust funds;
 - (iii) The taking out of such policies of insurance as the Society shall deem necessary;
 - (iv) The operation of a current banking account at any bank;
 - (v) The entering into any contract for or on behalf of the Society.

4. SOURCE OF FUNDS

- 4.1 The funds for the Society shall be derived from annual subscriptions of members, interest, fees, donations, grants, advertising and conference revenue and such other sources as determined by the Committee in keeping with the Society's objectives.
- 4.2 The property and income of the Society shall be applied solely towards the promotion of the objectives of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objectives.

5. MEMBERSHIP

- 5.1 There shall be four types of membership, full membership, associate membership, honorary life membership and sustaining membership.
- 5.2 Full membership of the association is open to any person with an interest in antimicrobials having a suitable academic qualification in disciplines such as medicine, science, pharmacy, veterinary science or other such qualifications as decided by the Committee.
- 5.3 Associate membership shall apply to any person with an interest in antimicrobials who is not eligible for full membership under subrule (5.2) and is deemed suitable by the committee.
- 5.4 Honorary life membership will be decided by the discretion of the Committee to a person who has rendered distinguished service to the field of antimicrobials or to the Society, or to both.
- 5.5 Sustaining membership shall be made available to any individuals or companies with an interest in the objectives of the Society.
- 5.6 Each applicant for any class of membership of the Society shall be made in writing to the Committee and signed by two members of the Society (one proposer and one seconder).
- 5.7 The Committee members shall consider each application made under subrules (5.2, 5.3, 5.4 and 5.5,) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.
- 5.8 Only full and life members shall have voting rights.

6. FEES & ANNUAL SUBSCRIPTIONS

- 6.1 The members of the Society shall from time to time at a general meeting determine the amounts, according to membership type, of the subscription to be paid by each member.
- 6.2 Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription under subrule (6.1).
- 6.3 A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by the Committee or within 3 months thereafter.
- 6.4 Subject to subrule (6.3), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subrule (6.2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

7. REGISTER OF MEMBERS OF THE SOCIETY

- 7.1 The Secretary shall on behalf of the Society keep and maintain the register of members in accordance with section 27 of the Act.
- 7.2 The Secretary shall cause the name of a person who dies or who ceases to be a member under Rule 6.4 or 8.1 to be deleted from the register of members of the Society.

8. RESIGNATION OF MEMBERS OF THE SOCIETY

- 8.1 A member who delivers notice in writing of his or her resignation from the Society to the Secretary or another Committee member ceases on that delivery to be a member.

9. OFFICE BEARERS

- 9.1 The affairs of the Society shall be managed by a Committee consisting of-

A President who shall be Chairman

A Vice President

An Immediate Past President or President Elect

A Secretary

A Treasurer

and four additional members

- 9.2 The office bearers are to be elected by the members of the Society at an annual general meeting. Initially the term of office shall be 2 years (except Immediate Past President, who is not eligible for re-election in that position, or President Elect who becomes the President on completion of the two-year term). All positions shall be eligible for re-election for a further two terms. The Committee shall have the power to co-opt two additional members who shall have a term of office of two years.
- 9.3 In the event of a casual vacancy in any office, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
- 9.4 In the event of a casual vacancy in any Ordinary Committee Member position, the Committee may co-opt one of the Society's members and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
- 9.5 All nominees to a position on the Committee shall be proposed and seconded by members of the Society and notices of nomination must reach the Secretary at least 30 days before the Annual General Meeting.
- 9.6 The Committee shall meet immediately prior to the Annual General Meeting of the Society and at such times as the President, or in his/her absence the Vice-President, shall deem fit.
- 9.7 The quorum for a meeting shall be five.
- 9.8 Each member of the Committee shall have one vote and decisions of the Committee shall be made by a simple majority of votes.

10. DUTIES OF OFFICE BEARERS

- 10.1 President
The President shall preside at all general meetings and Committee meetings.
- 10.2 Vice President
The Vice President shall preside over general meetings and Committee meetings in the absence of the President.
- 10.3 Secretary
The secretary shall;
- 10.3.1 co-ordinate the correspondence of the Society.
- 10.3.2 keep full and correct minutes of the proceedings of the Committee and of the Society.
- 10.3.3 comply on behalf of the Society with;
- (i) section 27 of the Act in respect of the register of members of the Society.
- (ii) section 28 of the Act in respect of the rules of the Society.

(iii) section 29 of the Act in respect of the record of the officeholders and any trustees of the Society.

10.3.4 have custody of all books, documents, records and registers of the Society other than those required by rule (10.4) to be kept and maintained by, or in the custody of the Treasurer.

10.3.5 perform such other duties as are imposed by these rules on the Secretary.

10.4 Treasurer

The Treasurer shall;

10.4.1 be responsible for the receipt of all moneys paid to or received by, or by him/her on behalf of; the Society and shall issue receipts for those moneys in the name of the society.

10.4.2 pay all moneys referred to in paragraph 10.4.1 into such account or accounts of the Society as the Committee may from time to time direct.

10.4.3 make all payments authorised by the Society, and under conditions that may from time to time be set by the Committee.

10.4.4 comply on behalf of the Society with sections 25 and 26 of the Act in respect of the accounting records of the Society.

10.4.5 whenever directed to do so by the President, submit to the Committee a report, balance sheet, or financial statement in accordance with that directive.

10.4.6 have custody of all securities, books, and documents of a financial nature and accounting records of the Society, including those referred to in subrules (10.4.4 and 10.4.5).

10.4.7 perform such other duties as are imposed by these rules on the Treasurer.

10.4.8 arrange for an annual audit of accounts.

11. DUTIES AND THE FUNCTIONS OF THE COMMITTEE

11.1 To carry out the objectives of the Society in all respects.

11.2 To arrange meetings of the Society.

11.3 To administer the finances of the Society.

11.4 To approve the admission of new members.

12. ANNUAL GENERAL MEETING

12.1 There shall be a General Meeting of the Society at least once every year. Other general meetings may be called by the Committee from time to time. All meetings shall be held at such times and such places as are fixed by the Committee.

- 12.2 The Secretary shall give all members not less than 28 days notice of the date, time and place of an Annual General Meeting and of the proposed business and any motions to be moved at the general meeting.
- 12.3 The accidental omission to give any such notice or the non receipt of any such notice by any member shall not invalidate any resolution passed at any such meeting.
- 12.4 Any member desiring to bring forward a motion for consideration at a General Meeting must give notice of such motion to the secretary at least 60 days prior to the date of the Meeting at which the motion is to be considered and the terms of the motion shall be circulated with the agenda to all members of the Society.
- 12.5 Fifteen members present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of business.
- 12.6 The business of the Annual General Meeting which shall take precedence over all other business shall be to receive the reports of the Committee and balance sheets, to elect the Committee, and to consider further business which is included on the Agenda paper or may be added thereto by the meeting.
- 12.7 Extraordinary General Meetings may be called by the Committee or by a written request signed by 25 financial members of the Society. The purpose of the request must be specified.
- 12.8 Not less than 14 days notice of the date, time and place of an Extraordinary General Meeting shall be held, shall be given to all members, together with a notice of all business which it is proposed to transact at the meeting. No business other than that set forth in the said notice shall be transacted at the meeting.
- 12.9 If an Extraordinary General Meeting is not convened within the period of 30 days after receiving the signed request referred to in subrule (12.7), the members who made the request may themselves convene an Extraordinary Meeting as if they were the Committee.
- 12.10 Subject to subrule (12.13) every question submitted to a Meeting shall be decided in the first instance by a show of hands of the financial members present unless and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 12.11 At any General Meeting the declaration by the Chairman that a resolution has been carried or lost shall be recorded in the minutes and be conclusive evidence of the fact without particulars of the number or proportion of the votes being cast.
- 12.12 If at any meeting immediately after a decision upon a matter by a show of hands the Chairman or not fewer than 3 members present demand a postal ballot of members, the resolution of the meeting upon completion shall cease to be effective and such postal ballot shall be conducted and the meeting shall

stand adjourned in relation to such resolution until the Chairman can declare the results of such postal ballot.

12.13 The Committee may prior to any General Meeting being held submit any resolution which is to be considered by such meeting to a postal ballot of members and if necessary, the meeting shall stand adjourned in relation to such resolution until the Chairman can declare the results of such postal ballot.

12.14 A postal ballot of the members shall be conducted in such a manner as the Committee from time to time shall determine.

12.15 The Chairman of the General Meeting may, with the consent of the Meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished in the meeting from which the adjournment took place.

12.16 Upon a postal ballot every financial member shall have one vote.

12.17 No member shall have the right to vote by proxy or attorney.

13. ALTERATIONS TO THIS CONSTITUTION AND THESE RULES

13.1 In this clause the word 'member' means a financial full member.

13.2 Any member of the Society desiring to amend, alter or repeal the Constitution or these Rules of the Incorporated Society, must give a Notice of Motion signed by five members of the Society, to the Secretary at least ninety days prior to any General Meeting.

13.3 The proposal shall be considered by the Committee who shall make a recommendation to the members of the Society.

13.4 The secretary shall give all members not less than 28 days notice of the proposed special resolution to be moved at the General Meeting.

13.5 This constitution and these rules may be amended only by a resolution passed by a three quarters majority of members of the society at a General Meeting whether present in person or by postal ballot.

14. COMMON SEAL OF THE SOCIETY

14.1 The Society shall have a common seal on which its corporate name shall appear in legible characters

14.2 The Common Seal of the Society shall not be used without the express authority of the Committee and the Secretary shall keep a register containing a list of all documents sealed with the Common Seal of the Society.

- 14.3 The affixing of the Common Seal of the Society shall be witnessed by any two of the President, the Secretary and the Treasurer.
- 14.4 The Common Seal of the Society shall be kept in the custody of the Secretary or other such person as the Committee from time to time decides.

15. INSPECTION OF DOCUMENTS

The records, books, other documents of the Society shall be open to inspection at such place as the Committee shall think fit, free of charge, by a member of the Society at any reasonable hour subject to any reasonable restrictions that may be imposed by the Committee.

16. DISPOSAL OF PROPERTY OF THE SOCIETY

In the event of dissolution of the Society, any remainder of its net assets after discharge of all its just debts, including the costs, charges and expenses of that winding up and other legal and moral obligations, shall not be distributed to its members but shall be distributed to some other organisation incorporated under the Act or for charitable purposes. The incorporated association or charitable purpose, as the case requires, shall be determined by resolution of the members when authorizing and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Society.

17. NOTICES

- 17.1 A notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at his/her address shown in the Register of Members.
- 17.2 Where a document is properly addressed, prepaid and posted to a person as a letter, the document, shall, unless contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.