



Constitution

for the

Friends of Science in Medicine

**Submitted to Fair Trading NSW -February 2012
By Emeritus Professor John Dwyer AO**

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CONSTITUTION OF THE 'FRIENDS OF SCIENCE IN MEDICINE'

1. NAME

The name of the incorporated association is the *FRIENDS OF SCIENCE IN MEDICINE* referred to herein as “the association”.

2. DEFINITIONS

“Act” means the Associations Incorporation Act of 2009

“committee” means the executive committee of the association

“financial year” means the year ending on 30 June;

“general meeting” means a general meeting of members of the association convened in accordance with these rules

“member” means a member of the association;

“Regulations” means regulations under the Act;

“special resolution” means a special resolution defined in the Act

“month” shall mean a calendar month.

3. OBJECTS OF THE ASSOCIATION

The object of the association is

- a) to foster good science in medicine.

4. POWERS OF THE ASSOCIATION

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- a) is to control and manage the affairs of the association. All writings and correspondence can be performed using either hard or electronic media; and
- b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association; and
- c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

5. MEMBERSHIP

- a) An application for membership must be in the form decided by the committee.
- b) An applicant for membership of the association must be proposed by 1 member of the association (the *proposer*) and seconded by another member (the *seconder*).
- c) Membership can be by invitation by the committee.
- d) The membership of eligible applicants will be granted only upon approval by the committee.
- e) The Secretary must, within 28 days after acceptance of an application for membership, enter the applicant’s name in the register of members.
- f) The new member is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- g) The subscription fees for membership, if any, shall be determined by the members from time to time in general meeting.
- h) A right, privilege, or obligation of a person by reason of membership of the association:
 - i. is not capable of being transferred or transmitted to another person; and



- ii. terminates upon cessation of membership.

5.1 RESIGNATIONS

- a) A member of the association may cease to be a member of the association upon giving notice to the Secretary of his or her intention.
- b) After the member ceases to be a member, the Secretary must record in the register of members the date on which the member ceased to be a member.

5.2 SUSPENSION AND EXPULSION OF MEMBERS

- a) Subject to this Constitution, if the committee is of the opinion that a member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the association, the committee may resolve to-
 - i. suspend that member from membership of the association for a specified period; or
 - ii. expel that member from the association.
- b) A resolution of the committee under sub-rule (a) does not take effect unless-
 - i. at a meeting held in accordance with sub-rule (c), the committee confirms the resolution; and
 - ii. if the member exercises a right of appeal to the association under this rule, the association confirms the resolution in accordance with this rule.
- c) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (d).
- d) For the purposes of giving notice in accordance with sub-rule (c), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
 - i. setting out the resolution of the committee and the grounds on which it is based; and
 - ii. stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - iii. stating the date, place and time of that meeting; and
 - iv. informing the member that he or she may attend that meeting or give to the committee, before the date of that meeting, a written statement seeking the revocation of the resolution;
 - v. informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the association in a general meeting against the resolution.
- e) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (a), the committee must -
 - i. give the member, or his or her representative, an opportunity to be heard; and
 - ii. give due consideration to any written statement submitted by the member; and
 - iii. determine by resolution whether to confirm or to revoke the resolution.
- f) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the association in a general meeting against the resolution.

If the Secretary receives notice under sub-rule (f), he or she must notify the committee and the committee must convene a general meeting of the association to be held within 21 days after the date on which the Secretary received the notice.



- a) At a general meeting of the association convened under sub-rule (g)-
 - i. no business other than the question of the appeal may be conducted; and
 - ii. the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - iii. the member, or his or her representative, must be given an opportunity to be heard; and
 - iv. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - v. A resolution is confirmed if, at the general meeting, not less than half of the members present vote in person in favour of the resolution. In any other case, the resolution is revoked.

5.3 REGISTER OF MEMBERS

- a) A register of members must be kept and contain:
 - i. the name, email, fax or other electronic communication if appropriate, and postal address of each member;
 - ii. the date on which each member was admitted to the association; and
 - iii. if applicable, the date of, and reason(s) for, termination of membership.
- b) It is the responsibility of members to notify of change of address
- c) The register must be open for inspection by members of the association by request to the secretary.

5.4 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- a) A member or a non-member of the association must not—
 - i. use information obtained from the register of members of the association to contact, or send material to, including by email, fax or other electronic communication, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - ii. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, including by email, fax or other electronic communication, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- b) Subrule (a) does not apply if the use or disclosure of the information is approved by the association.

6. THE EXECUTIVE COMMITTEE

6.1 COMPOSITION, POWERS AND DUTIES

- a) The affairs of the association shall be managed and controlled by the executive committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee has the power to accept or reject applications for membership as described in sub-rule (5d).
- d) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- e) The committee shall appoint a public officer as required by the Act.
- f) The committee shall consist of -



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- i. the officers of the association, each of whom shall be elected at the annual general meeting of the association for the duration of a two (2) year term;
 - ii. five ordinary members elected by email ballot of the members of the association for the duration of a two (2) year term.
- g) The officers of the association shall be a President and Public Officer; two Vice Presidents; a Treasurer; a Secretary who, at the request of the committee, will also act as CEO.

6.2 APPOINTMENT

- a) Nominations of candidates for election of officers of the association or as ordinary members of the committee must be –
 - i. made in writing (Email) endorsed by two members of the association and accompanied by the written (Email) consent of the candidate (which may be endorsed on the form of nomination); and
 - ii. delivered to the Secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting.
- b) A committee member shall be a natural person.
- c) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- e) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- f) The ballot for the election of officers and ordinary members of the committee must be conducted in such manner as the committee may direct.
- g) Each officer of the association shall hold office until the expiration of his/her term, and is eligible for re-election at the annual general meeting for up to three consecutive terms.
- h) Subject to this Constitution, the ordinary members of the committee shall hold office until the annual general meeting next after the date of election, but are eligible for re-election for up to three consecutive terms.
- i) The office of an officer of the association, or of an ordinary member of the committee, becomes vacant if the officer or member-
 - i. ceases to be a member of the association; or
 - ii. resigns from office by notice in writing given to the Secretary
- j) In the event of a casual vacancy occurring in the committee, the committee may appoint a member of the association to fill the vacancy and the member appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of appointment.

6.3 REPRESENTATION OF FRIENDS OF SCIENCE IN MEDICINE

Statements on behalf of FSM, or members or non-members claiming to represent the views of Friends of Science in Medicine (FSM), may only be made with the approval of at a minimum of two executive committee members.

6.4 FUNCTIONS OF SECRETARY

The secretary's functions include, but are not limited to—



- a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- b) keeping minutes of each meeting; and
- c) keeping copies of all correspondence and other documents relating to the association; and
- d) maintaining the register of members of the association.
- e) act as CEO at the request of the committee.

6.5 MEETINGS OF THE COMMITTEE

- a) The committee must meet at least 3 times in each year at such times as the committee may determine.
- b) Special meetings of the committee may be convened by the President or by any other member of the committee.
- c) Written email notice of each committee meeting must be given to each member of the committee at least seven (7) business days before the date of the meeting.
- d) Any four (4) members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- e) No business may be conducted unless a quorum is present.
- f) If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a new date to be decided at the meeting and not later than one month.
- g) At meetings of the committee-
 - i. the President presides; or
 - ii. if the President is absent, or unable to preside, one of the other members, by agreement of the Executive Committee, will preside.
- h) Decisions are taken by a majority of at least five of the executive
- i) Meetings may be held by electronic means including telephone, SKYPE, Adobe connect or equivalent or by email.

6.6 DISCIPLINE, SUSPENSION AND REMOVAL OF COMMITTEE MEMBER

- a) Subject to this Constitution, if the committee is of the opinion that a member of the committee has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the association, the committee may resolve to-
 - i. suspend that member from the committee of the association for a specified period; or
 - ii. remove that member from the committee of the association; or
 - iii. expel that member from the association.
- b) A resolution of the committee under sub-rule (a) does not take effect unless-
 - i. at a meeting held in accordance with sub-rule (c), the committee confirms the resolution; and
 - ii. if the member exercises a right of appeal to the association under this rule, the association confirms the resolution in accordance with this rule.
- c) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (d).
- d) For the purposes of giving notice in accordance with sub-rule (c), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
 - i. setting out the resolution of the committee and the grounds on which it is based; and



- ii. stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - iii. stating the date, place and time of that meeting; and
 - iv. informing the member that he or she may attend that meeting or give to the committee, before the date of that meeting, a written statement seeking the revocation of the resolution;
 - v. informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the other members of the committee a notice to the effect that he or she wishes to appeal to the association in general meeting against the resolution.
- e) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (a), the committee must-
- i. give the member, or his or her representative, an opportunity to be heard; and
 - ii. give due consideration to any written statement submitted by the member; and
 - iii. determine by resolution whether to confirm or to revoke the resolution.
- f) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the association in general meeting against the resolution.
- g) If the Secretary receives notice under sub-rule (f), he or she must notify the committee and the committee must convene a general meeting of the association to be held within 21 days after the date on which the Secretary received the notice.
- h) At a general meeting of the association convened under sub-rule (g)-
- i. no business other than the question of the appeal may be conducted; and
 - ii. the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - iii. the member, or his or her representative, must be given an opportunity to be heard; and
 - iv. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- i) A resolution is confirmed if, at the general meeting, not less than half of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

7 SUBCOMMITTEES

- a) The committee may appoint a subcommittee consisting of at least two members of the committee and any number of coopted members, if not members considered appropriate by the committee, to help with the business of the association.
- b) Subcommittee remain in operation until their committee determines its termination.
- c) One of the two members of the committee will be elected chairperson of the subcommittee at its first meeting. The chairperson is responsible for calling subsequent meetings.
- d) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- e) A subcommittee may meet and adjourn as it considers appropriate.
- f) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.



- g) All decisions of subcommittees that involve the business of the association, must be approved by the committee.
- h) The chair of the subcommittee reports on the decisions and activities at the committee meetings.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- a) The committee may determine the date and time of the annual general meeting of the association.
- b) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- c) The ordinary business of the annual general meeting shall be-
 - i. to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - ii. to receive from the committee reports upon the transactions of the association during the last preceding financial year; and
 - iii. to receive the reports of the subcommittees
 - iv. to elect officers of the association and the ordinary members of the committee; and
- d) The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

8.2 SPECIAL GENERAL MEETINGS

- a) In addition to the annual general meeting, any other general meeting may be held in the same year.
- b) All general meetings other than the annual general meeting are special general meetings.
- c) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- d) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- e) The committee must, on the request in writing of not less than 6 members, convene a special general meeting of the association.
- f) The request (by electronic mail) for a special general meeting must-
 - i. state the objects of the meeting; and
 - ii. be supported by the members requesting the meeting; and
 - iii. be sent to the email address of the Secretary of the association.

8.3 NOTICE OF GENERAL MEETINGS

- a) The Secretary of the association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the association, must cause to be sent to each member of the association, a notice stating the date and time of the meeting and the nature of the business to be conducted at the meeting.
- b) Notice may be sent by electronic or facsimile transmission to the address appearing in the register of members.
- c) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- d) A member intending to bring any business before a meeting may notify in writing by electronic transmission, the Secretary of the association, who must include that business in the notice calling the next general meeting.



8.4 PROCEEDINGS AT GENERAL MEETINGS

- a) No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when that item is considered at the meeting.
- b) Five members personally in attendance constitute a quorum for the conduct of the business of a general meeting.
- c) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present- in the case of a meeting convened upon the request of members –
 - i. the meeting must be dissolved; and
 - ii. in any other case - the meeting shall stand adjourned to the same day in the next week at the same time by the Chairperson at the time of the adjournment or by written email notice to members given before the day to which the meeting is adjourned.
- d) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 4) shall be a quorum.
- e) The President shall reside as Chairperson at each general meeting of the association, or
- f) If the President is not available, either by a member appointed by the President, or if a member has not been appointed by the President, then by a Vice President.
- g) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 VOTING AT GENERAL MEETINGS

- a) Upon any question arising at a general meeting of the association, a member has one vote only.
- b) All votes must be given personally.
- c) Unless a poll is demanded by at least 3 members, a question for decision at a general meeting must be determined by show of intention (verbal or show of hands).
- d) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, at that meeting.
- e) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- f) An entry in the minute book of the association is evidence of the vote and of its result, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- g) Votes can be recorded by email, fax or other electronic communication.

8.6 POLL AT GENERAL MEETINGS

- a) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of that poll shall be deemed to be a resolution of the meeting on that question.
- b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- a) A special resolution is a special resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.



9. MINUTES

- a) Proper minutes of all proceedings of the annual general meeting of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in a dedicated safe digital folder kept by the Secretary for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be confirmed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and confirmed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. DISPUTE RESOLUTION

- a) The grievance procedure set out in this rule applies to disputes under this Constitution between a member and the association.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 20 days, hold a meeting in the presence of a mediator.
- d) The mediator is an independent third person agreed to by the parties
- e) The mediator cannot be a member who is a party to the dispute.
- f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- g) The mediator, in conducting the mediation, must-
 - i. give the parties to the mediation process every opportunity to be heard; and
 - ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- h) The mediator must not determine the dispute.
- i) Any costs involved in the appointment of a mediator must be shared equally by both parties to the dispute.
- j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise by law.

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. The Treasurer of the association must-



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- a) collect and receive all moneys due to the association and make all payments authorised by the association; and
- b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.
- c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by the President.
- d) All accounts, books, securities and any other relevant documents of the association must be available for inspection free of charge by any member upon written request.
- e) Upon written request, a member may make a copy of any accounts, books, securities and any other relevant documents of the association.
- f) The funds of the association shall be derived from fundraising activities, sponsorships, donations and other sources as the committee determines.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. WINDING UP

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

14. APPLICATION OF SURPLUS ASSETS

- a) If after the winding up of the association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. RULES

- a) These rules may be altered (including an alteration to the association’s name) by special resolution of the members of the association. This includes revision or replacement by substitute rules.
- b) The alteration shall be registered with the New South Wales, Office of Fair Trading, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.