



OBJECTS & RULES

AUSTRALIAN MEDICAL
PHOTOBIO-MODULATION ASSOCIATION Inc.

TABLE OF CONTENTS

PART 1	PRELIMINARY	4
1	NAME	4
2	DEFINITIONS.....	4
3	OBJECTS	4
PART 2	MEMBERSHIP	7
4	MEMBERSHIP CLASSES	7
5	MEMBERSHIP QUALIFICATIONS	10
6	APPLICATION FOR MEMBERSHIP	10
7	MEMBERSHIP CERTIFICATES.....	11
8	CESSATION OF MEMBERSHIP	11
9	MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	11
10	RESIGNATION OF MEMBERSHIP	11
11	REGISTER OF MEMBERS	12
12	FEES AND SUBSCRIPTIONS.....	12
13	MEMBERS' LIABILITIES	13
14	RESOLUTION OF INTERNAL DISPUTES	13
15	DISCIPLINING OF MEMBERS	13
16	RIGHT OF APPEAL OF DISCIPLINED MEMBER	14
PART 3	THE COUNCIL	15
17	POWERS OF THE COUNCIL.....	15
18	CONSTITUTION AND MEMBERSHIP	15
19	SECRETARIAT	16
20	ELECTION OF MEMBERS	16
21	SECRETARY	17
22	TREASURER.....	17
23	CASUAL VACANCIES	17
24	REMOVAL OF MEMBER	18
25	MEETINGS AND QUORUM	18
26	DELEGATION BY COUNCIL TO SUB-COMMITTEE	19
27	SPECIAL INTEREST GROUPS	20
28	AFFILIATED ORGANISATIONS.....	20
29	DELEGATES	20
30	RESEARCH COMMITTEE.....	21
31	VOTING AND DECISIONS	21
PART 4	GENERAL MEETING	21
32	ANNUAL GENERAL MEETINGS – HOLDING OF.....	21
33	ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT	22
34	SPECIAL GENERAL MEETINGS – CALLING OF.....	22
35	NOTICE.....	23
36	PROCEDURE	23
37	PRESIDING MEMBER	24
38	ADJOURNMENT.....	24
39	MAKING OF DECISIONS.....	25
40	SPECIAL RESOLUTION	25
41	VOTING	25
42	APPOINTMENT OF PROXIES	26
PART 5	MISCELLANEOUS	26
43	INSURANCE	26
44	FUNDS – SOURCE.....	26
45	FUNDS – MANAGEMENT	27
46	ALTERATION OF OBJECTS AND RULES	27
47	COMMON SEAL	27
48	CUSTODY OF BOOKS	27
49	INSPECTION OF BOOKS.....	27
50	SERVICE OF NOTICES	28

Part 1 Preliminary

1 Name

- (1) The name of the Incorporated Association is the Australian Medical Photobiomodulation Association Incorporated, referred to herein as "the Association".

2 Definitions

- (1) In these rules:

Director-General means the Director-General of the Department of Fair Trading.

ordinary member means a member of the Council who is not an office-bearer of the association, as referred to in rule 18 (2).

secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the regulation means the *Associations Incorporation Regulation 1999*.

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

3 Objects

- (1) The objects for which the Association is established are:

- (a) To promote, encourage and provide for the advancement and effective regulation of the practice of laser medicine, photobiomodulation, and allied sciences.
- (b) To cultivate and maintain the highest principles of practice and ethics in respect of laser medicine, photobiomodulation, and allied sciences.
- (c) To advance and protect the interests of persons engaged in the pursuit or practice of laser medicine, photobiomodulation, and allied sciences in Australia.
- (d) To promote, as far as relates to laser medicine, photobiomodulation, and allied sciences, alterations and improvements in the law and to oppose or support alterations and improvements therein and for such purposes to petition Parliament and take such action as may be deemed expedient.
- (e) To improve the general standard of practice of photobiomodulation in healthcare in Australia by seeking registration of practitioners as a professional body, either in Australia or in any State or Territory thereof.
- (f) To provide facilities for general conferences and discussions and for consultation among members and others and for furnishing information on all matters relating to laser medicine, photobiomodulation, and allied sciences, and the practice thereof.
- (g) To provide for the holding of periodical meetings in relation to laser medicine, photobiomodulation, and allied sciences and for the reading and discussion of papers and the delivery of lectures.
- (h) 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 laser medicine, photobiomodulation, and allied sciences.
- (i) To promote encourage and provide for the advancement and study of laser medicine, photobiomodulation, and allied sciences.
- (j) To admit to membership of the Association such persons as shall be eligible in accordance with the regulations thereof and shall conform thereto.
- (k) To grant to members diplomas, certificates, or other equivalent confirmation of special knowledge in laser medicine, photobiomodulation, and allied sciences,

either alone or in co-operation with teaching and/or examining bodies authorised to grant recognition as aforesaid, provided always that every diploma certificate or other recognition granted independently by the Association shall 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 practice laser medicine, photobiomodulation, or any allied sciences, and that it is not issued under or in pursuance or by virtue of any statutory or Government sanction or authority but that it is issued by the authority of the Association only.

- (l) To consider and advise as to any course of study and training and to diffuse any information calculated to promote and ensure the fitness of persons desirous of qualifying for membership of the Association.
 - (m) To diffuse among members and others information on all matters affecting laser medicine, photobiomodulation, and allied sciences and to establish, acquire, print, publish, issue, and circulate 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 Association.
 - (n) To promote and to provide for the carrying out of research and experimental work in connection with laser medicine, photobiomodulation, and allied science subjects, and to make and establish grants, awards or other benefactions in connection with the pursuit of study, research, and advancement of laser medicine, photobiomodulation, and allied sciences.
- (2) To attain its objects, the Association may exercise the following powers:
- (a) Hold periodical meetings of its members;
 - (b) Receive subscriptions from members;
 - (c) Apply for and accept money by way of grant, gift, bequest or otherwise;
 - (d) Promote the understanding of all aspects of laser therapy;
 - (e) Conduct research and promote study of all aspects of laser therapy;
 - (f) Fund research and study into all aspects of laser therapy;

- (g) Invest the moneys of the association;
 - (h) Receive, obtain and hold lands, securities and other property real or personal;
 - (i) Execute any special trusts in connection with moneys or property held by the association;
 - (j) Apply the capital and income of the funds and property of the association subject to the trusts if any;
 - (k) Publish and promote the publication of any printed material or produce and promote the production of any audio/visual material;
 - (l) Enter into any arrangement or agreement with, become a member of, subscribe to, or affiliate with, any other organisation having objects consistent with those of the association;
 - (m) Borrow or lend money, or guarantee loans;
 - (n) Procure property, assets, liabilities, and engagements of any other association or company having objects consistent with those of the association;
 - (o) Procure, transfer or deal with copyrights, privileges, exemptions, certificates, licenses, patents, trademarks and the like deemed necessary or convenient for the association;
 - (p) Insure against risks as appropriate;
 - (q) Employ staff;
 - (r) Do all lawful acts and things necessary and lawful being incidental to the attainment of the aforesaid objects or exercise of the above power.
- (3) The objects of the Association may be pursued and its powers may be exercised in any place worldwide.
- (4) The efforts of Association members shall be applied exclusively to the promotion of the Association's objects and no moneys shall be paid or distributed directly or indirectly to the members of the organisation except as bona-fide remuneration for services rendered or expenses incurred.

Part 2 Membership

4 Membership Classes

- (1) Unless and until the Council decides otherwise, there shall be the following classes of membership of the Association:

- (a) Full
 - (b) General
 - (c) Student
 - (d) Honorary
 - (e) Life
 - (f) Corporate
- (2) The Council may by special resolution, from time to time create new classes or subclasses of membership, and may delete or rename the then existing classes.
- (3) Full Members
- (a) The following persons may apply to the Council to be admitted, and the Council may at its unfettered discretion admit, to Full Membership:
 - (i) APRHA-registered, accredited medical practitioners
 - (ii) APRHA-registered, accredited dentists
 - (iii) APRHA-registered, accredited physiotherapists
 - (iv) persons registered in Australia or New Zealand as veterinarians
 - (v) retired members of those professions referred to in clause (3) (a) (i), (ii), (iii) and (iv)
 - (vi) persons of PhD status, or equivalent as may be defined by the Council from time to time, who do not otherwise qualify for Full Membership but whose demonstrable experience or expertise in the fields of laser medicine, photobiomodulation or allied sciences is, at the unfettered discretion of the Council, deemed to be advantageous to the attainment of the objects of the Association
- (4) General Members
- (a) The following persons may apply to the Council to be admitted as General Members of the Association:
 - (i) APRHA-registered, accredited health practitioners who do not meet the minimum eligibility requirements for Full Membership referred to in clause (3) (a).
 - (ii) persons engaged in teaching accredited courses of tertiary study leading to entry into those professions eligible for Full Membership and who themselves may not meet the minimum

eligibility requirements for Full Membership as referred to in clause (3) (a).

- (iii) scientists, engineers and technicians involved in the study, support, regulation or advancement of laser medicine, photobiomodulation or allied sciences.

(5) Student Members

- (a) The following persons may apply to the Council to be admitted as Student Members of the Association:
 - (i) persons pursuing an accredited course of study leading to entry into those professions which qualify for Full Membership as referred to in clause (3) (a).

(6) Honorary Advisors

- (a) The Council may, upon the recommendation of the Council, admit to membership as an Honorary Advisor any person to whom an invitation is extended, and whom accepts that invitation, by the Council. Membership as an Honorary Advisor may be renewed on an annual basis by resolution of the Council. Honorary Advisors shall be entitled to all the rights and privileges of Full Membership of the Association, for the period of their membership, without payment of any fees or subscription. Honorary Advisors may be:
 - (i) persons whose admissions to the association, by reason of their qualifications, skills or experience, will, in the unfettered discretion of the Council, be conducive to the attainment of the objects of the Association.

(7) Life Members

- (a) As a special distinction, upon the recommendation of the Council, the Council may confer Life Membership upon any person who by reason of their conspicuous services to the association and/or the field of laser medicine, photobiomodulation or allied science, is deemed worthy of such honour. Life Members shall be entitled to all the rights and privileges of Full Membership of the Association without payment of any fees or subscription.

(8) Corporate Members

- (a) The Council may, at its unfettered discretion, admit to Corporate Membership any organization or individual involved in the business or industry of laser medicine,

photobiomodulation or allied sciences. Corporate Members may nominate one representative, who does not meet the membership requirements of any other class provided for in rule 4, to become a General Member.

5 Membership qualifications

- (1) A person is qualified to be a member of the association if, but only if:
 - (a) the person is a natural person:
 - (i) who meets the admission requirements for a class of membership as defined in rule 4, and
 - (ii) who has applied for membership of the association as provided by rule 6, and
 - (iii) who has been approved for membership of the association by the Council of the association as provided by rule 6.

6 Application for membership

- (1) An application for membership of the association:
 - (a) must be made in writing in the form set out in Appendix 1 to these rules, and
 - (b) must be accompanied by the appropriate fee, and
 - (c) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a valid application for membership, the secretary must refer the application to the Council which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Council makes that determination, the secretary must:
 - (a) notify the applicant, in writing, that the Council approved or rejected the application (whichever is applicable), and
 - (b) if the Council approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) the secretary must, on payment by the applicant of the amounts referred to in rule 12 (1) within the period referred to in that provision, enter the applicant's name in the register

of members and, on the name being so entered, the applicant becomes a member of the association.

7 Membership certificates

- (1) Subject to such regulations and on payment of such fees as the Council may from time to time prescribe, the Council may issue to any member of any class a certificate of membership. Every such diploma or certificate shall contain on its face the statement mentioned in rule 3 (1) (k) and shall remain the property of and shall on demand be returned to the Association.

8 Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) becomes unfinancial as defined in rule 12 (5), or
 - (d) is expelled from the association.

9 Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

10 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the Council may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases

to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11 Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Council, that other amount.

12 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Council, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Council, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.
- (3) At the last meeting in each financial year, the Council will determine the amount of the joining fee (if any) and the subscriptions payable by members of the various classes of membership, for the ensuing financial year.
- (4) Unless and until the Council decides otherwise, annual subscriptions payable by members of each class shall be paid within on or before the first day of each financial year.
- (5) Members who have not paid their annual subscription as above provided shall be deemed unfinancial and while

remaining subject to the burdens of membership shall be entitled to none of the benefits.

- (6) In case a member has not paid such subscription within three months of the due date, the Council may direct the Executive Officer to remove his name from the Register of Current Members.

13 Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 12.

14 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

15 Disciplining of members

- (1) A complaint may be made to the Council by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the Council:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

- (3) The Council may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Council expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Council for having taken that action and of the member's right of appeal under rule 16.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 16 (5),whichever is the later.

16

Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the Council under rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the Council which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Council

17 Powers of the Council

- (1) The Council is to be called the Council of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:
 - (a) is to control and manage the affairs of the association, and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules 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 Council to be necessary or desirable for the proper management of the affairs of the association, and
 - (d) may, for the proper governance of the association, enact by ordinary resolution such by-laws as may from time to time be deemed necessary, and in the same manner may amend or rescind these by-laws.

18 Constitution and membership

- (1) Subject in the case of the first members of the Council to section 21 of the Act, the Council is to consist of:
 - (a) the office-bearers of the association,
 - (b) at least 3, but no more than 6, ordinary members, each of whom is to be a Full Member who is elected at the annual general meeting of the association under rule 20.
- (2) The office-bearers of the association are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and

- (d) the secretary
- (3) Each member of the Council is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint an eligible member, as defined under clause (1), of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

19 Secretariat

- (1) The Council may, at its unfettered discretion, engage a person to act as Executive Officer of the Association on such terms as to hours, duties, and remuneration as the by-laws may provide.
- (2) The Executive Officer and any other staff or employees of the Association shall constitute the Secretariat of the Association, which shall be responsible for the proper and efficient operation of the business of the Association, subject to the directions of the Council.

20 Election of members

- (1) Nominations of candidates eligible for election as office-bearers of the association or as ordinary members of the Council:
 - (a) must be made in writing, signed by 2 members of the association who are Full Members, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Council are taken to be casual vacancies.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Council is to be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

21 Secretary

- (1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Council,
 - (b) the names of members of the Council present at a Council meeting or a general meeting, and
 - (c) all proceedings at Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22 Treasurer

- (1) It is the duty of the treasurer of the association to ensure:
 - (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

23 Casual vacancies

- (1) For the purposes of these rules, a casual vacancy in the office of a member of the Council occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or

- (c) becomes an insolvent under administration within the meaning of the *Corporations Law*, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 24, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Council from all meetings of the Council held during a period of 6 months.

24 Removal of member

- (1) The association in general meeting may by resolution remove any member of the Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Council to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25 Meetings and quorum

- (1) The Council must meet at least 3 times in each period of 12 months at such place and time as the Council may determine.
- (2) Additional meetings of the Council may be convened by the president or by any member of the Council.
- (3) Oral or written notice of a meeting of the Council must be given by the secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Council

- members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
 - (6) No business is to be transacted by the Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
 - (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
 - (8) At a meeting of the Council:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Council as may be chosen by the members present at the meeting is to preside.

26

Delegation by Council to sub-committee

- (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same

force and effect as it would have if it had been done or suffered by the Council.

- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

27 Special interest groups

- (1) Members of the Association may, with the consent of the Council, establish special interest groups of the Association.
- (2) The Council may make by-laws prescribing eligibility for membership of special interest groups and the number of groups to which a member may belong.
- (3) Special interest groups may make rules for their governance, provided those rules:
 - (a) do not conflict with the objects of the Association as set out in rule 3, or within any other provision, of this Constitution;
 - (b) are approved by the Council; and
 - (c) comply with any by-laws relating to Special Interest Groups.

28 Affiliated organisations

- (1) Organisations having objects consistent with the objects of the association as set out in rule 3 may be recognised as affiliated organisations. An affiliated organisation may represent itself as being affiliated with the association with the approval of Council.
- (2) An application for recognition as an affiliated organisation is to be lodged for consideration by Council, which has the unfettered discretion to grant or refuse affiliation. Council may withdraw affiliation at any time, after which the organisation is not entitled to represent itself as being affiliated with the association.
- (3) The Council may invite an affiliated organisation to appoint a person, who need not be a member of the association, as a representative to the Council. That person must be and remain a member of the management or executive body of that affiliated organisation for the duration of their appointment.

29 Delegates

- (1) Where appropriate, the Council may appoint any member of the Association, or if no such member is willing or able to act as such, any suitable person, to be the delegate of the Association to any other body.

30 Research committee

- (1) The Association may from time to time appoint a research committee to undertake research into areas considered relevant by the Association and which meet the objects of the Association. The Association or the Council may regulate the composition of any research committee.

31 Voting and decisions

- (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined by a majority of the votes of members of the Council or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 25, the Council may act despite any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

Part 4 General meeting

32 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

33 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 32, to be convened on such date and at such place and time as the Council thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Council reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary members of the Council,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

34 Special general meetings – calling of

- (1) The Council may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Council must, on the requisition in writing of at least 5 per cent of the total number of Full Members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and

- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Council fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

35 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 33 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

36 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

37 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

38 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

39 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

40 Special resolution

- (1) A resolution of the association is a special resolution:
 - (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
 - (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

41 Voting

- (1) Only Full Members, as defined in rule 4, shall be entitled to vote.
- (2) On any question arising at a general meeting of the association all Full members, as defined in rule 4, shall have one vote only.
- (3) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

42 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 Miscellaneous

43 Insurance

- (1) The association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

44 Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Council determines.

- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

45 Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Council or employees of the association, being members or employees authorised to do so by the Council.

46 Alteration of objects and rules

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

47 Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of 2 members of the Council or of 1 member of the Council and of the public officer or secretary.

48 Custody of books

- (1) Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

49 Inspection of books

- (1) The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

50**Service of notices**

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Appendix 1

(Rule 6 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

DRAFT

Australian Medical Photobiomodulation Association Incorporated (incorporated under the *Associations Incorporation Act 1984*).

I,.....
(full name of applicant)

of.....
(address)

.....hereby apply to become a
(occupation)

member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....
Signature of applicant

Date.....

Appendix 2

(Rule 42 (2))

FORM OF APPOINTMENT OF PROXY

DRAFT

I,of
(full name) *(address)*

being a member of
(name of incorporated association)

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.