

Constitution of The Australian Optical Society

1. INTERPRETATION

1.1 In this Constitution unless the context otherwise requires:

“Constitution” means the constitution of the Society as amended from time to time.

“Corporations Act” means the *Corporations Act 2001* (Cth) as modified or amended from time to time.

"The Council" means the whole or any number (not being less than a quorum) of the Councillors of the Society for the time being assembled at a meeting of Councillors in accordance with the Constitution.

“Councillor” means an individual member of The Council, whether elected or appointed in accordance with this Constitution.

“Executive Officer” means a person employed to execute decisions of the Council.

"Month" means calendar month.

"Notice" includes all written communications to members.

The terms "optics" and "optical" are to be construed in their widest terms.

"The Office" means the Registered Office of the Society.

"Seal" means the Common Seal of the Society.

"Secretary" includes any person appointed to perform the duties of Secretary for the time being and includes an Honorary Secretary.

"the Society" means the Society registered as The Australian Optical Society.

"In Writing" and "written" includes printing, lithography and typewriting and all other modes of representing or reproducing the words in visible form, including by digital means.

1.2 In this Constitution, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution; and
- (d) headings are for ease of reference only and do not affect the construction of this Constitution.

1.3 Unless the context requires, in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the clause.

1.4 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Society.

2. OBJECTS

2.1 The objects for which the Society is established are:

2.1.1 To provide a forum for persons involved in or in any way interested in any aspect of optics or a closely related branch of science to meet with a view to:

- (a) spreading and sharing existing knowledge of optics and closely related branches of science; and
- (b) advancing the state of knowledge of optics and closely related branches of science.

2.1.2 To strengthen the teaching of optics in Australian educational institutions and provide education in optics in the form of seminars lectures, demonstrations and the like at various venues around Australia.

2.1.3 To encourage further the interest of, and to promote research and other activities in optics in all its diversity.

2.1.4 To foster closer international collaboration in optics through such avenues as:

- (a) extension to cover closely neighbouring countries;
- (b) collaboration and joint activities with other national optical societies;
- (c) amalgamation with other national optical societies to form a strong regional optical society.

2.2 Solely for the purpose of carrying out the aforesaid objects and not otherwise the Society shall have power:

2.2.1 To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith provided that no member of the Society shall receive any prize award or distinction of monetary value except as a successful competitor at the competition held or promoted by the Society.

2.2.2 To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society provided that the Society shall not amalgamate with any Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 3 of this Constitution.

2.2.3 As far as the law will permit and subject to the provisions of any relevant statute, rule, regulation or by-law and/or any licence issued in pursuance thereof to collect funds and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions, and other organisations or authorities, and from Governments, Departments of State and public bodies and to conduct fund raising campaigns;

2.2.4 To promote achieve and obtain any of the objects of the Society in cooperation and conjunction with Commonwealth and State Departments or authorities;

2.2.5 To make such grants to or in aid of or make donations or give assistance to or make contracts with such individuals trusts corporations associations societies institutions or other organisations or authorities as may be necessary or desirable provided that such grants donations assistance or contracts shall not be made to or with members of the Society except in relation to employment or the provision of services as provided for in Clause 3 of this Constitution;

2.2.6 To make known and further the objects and activities of the Society by the publication

and distribution of papers, journals and other publications and by advertising in any medium or by any means thought desirable;

2.2.7 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments;

2.2.8 To borrow and raise money for any of the purposes of the Society and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality of the foregoing) any mortgage, charge or debenture upon or over all or any of the property of the Society;

2.2.9 To lend or invest such of the moneys and funds of the Society as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem desirable;

2.2.10 In furtherance of the objects of the Society:

- (a) to employ and engage accountants, solicitors or other professional advisers and servants and persons whose services may be deemed necessary or desirable for the purpose of the operations of the Society;
- (b) to purchase, take on lease or acquire by gift or otherwise real and personal property of any nature or description;
- (c) to sell such property or exchange it for other property;
- (d) to demise such property for such terms at such rent and upon such conditions as may be deemed desirable;
- (e) to raise money on such property on such terms and conditions as may be deemed desirable;

2.2.11 To promote, establish, superintend, conduct, control and assist branches, committees and other forms of organisation and administration for the purpose of widening the influence and operations of the Society;

2.2.12 Generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Society;

2.2.13 From time to time to make, rescind, add to or amend such by-laws or regulations not inconsistent with any statute or with this Constitution for the regulation or control of any of the property or affairs of the Society as may be deemed necessary or desirable.

3. INCOME AND PROPERTY

3.1. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Society or to any member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding the rate charged by bankers in Sydney on overdrawn accounts or any money lent or reasonable or proper rent for premises demised or let by any member to the Society but so that no Councillor of the Society shall receive any Councillor's fees or other remuneration or other benefit in money or money's worth except in repayment of out-of-pocket expenses, or except for interest on money lent at the rate aforesaid and for the purpose aforesaid or except for property rent as aforesaid.

4. MEMBERS

4.1 The members of the Society shall consist of:

- (a) The subscribers to the Constitution, being the Council in place at the time of adoption of the Constitution
- (b) Members of the Society at the time of adoption of the Constitution.
- (c) Such other persons, firms, companies, corporations, institutions, associations and organisations as the Council shall from time to time admit as members; and
- (d) Persons distinguished for the promotion or extension of knowledge of optics as may be elected by the councillors as Honorary members.

4.2 Each member other than an Honorary member shall pay such annual membership fees as the Society may from time to time determine in general meeting.

4.3 The annual membership fee so determined may vary according to whether the member is a corporate member or an individual member and in the case of individual members a reduced fee may be determined for members who are students or retired.

4.4 Any member who fails to pay his or her annual membership fee within thirty days of it becoming due and payable shall not be entitled to vote at any general meeting of the Society or exercise any of the other rights and privileges of membership until such fee is paid.

4.5 Notwithstanding Clause 4.8 a member shall automatically be suspended from membership if he or she ceases to be a financial member of the Society for more than a period of one (1) year from the date upon which the membership fee became due and payable.

4.6. Any member may withdraw from the Society by giving at least seven days' notice in writing to the Secretary subject to the payment of any moneys due by him or her or which he or she has agreed to pay to the Society prior to the date of his or her withdrawal.

4.7 Application for membership shall be made in such form and in such manner as the Councillors may from time to time prescribe and every applicant for membership shall agree to be bound by the provisions of the Constitution of the Society. The Councillors may from time to time waive any requirements of this Clause if in their opinion it is in the interests of the Society to do so.

4.8 If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution or the by-laws or regulations of the Society or shall be guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interest of the Society the Council shall have power by resolution to censure fine, suspend or expel the member from the Society and remove his or her name from the register of members PROVIDED THAT at least one week before the meeting of the Council at which such a resolution for expulsion is proposed such member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Council, elect to have the question dealt with by the Society in general meeting and in that event an extraordinary general meeting of the Society shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two thirds of those present and

voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his or her expulsion the member shall be expelled.

4.9 Any corporation, company, firm, association, institution or organisation which is a member of the Society may authorise in writing such person as it thinks fit to act as its representative at any meeting of or otherwise for the purpose of the Society and the person so authorised shall be entitled to exercise the same powers on behalf of the appointer which he or she represents as the appointed could exercise if it were an individual member of the Society.

5. COUNCILLORS AND MANAGEMENT OF THE SOCIETY

5.1 The Society and the business affairs and property thereof shall be managed by a Council, who exercise all such powers, authorities and discretions of the Society as are not by the Corporations Act, or by this Constitution, required to be exercised by the Society in general meeting, subject nevertheless to any regulations of this Constitution, to the provisions of the Corporations Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in general meeting, but no regulation made by the Society in general meeting shall invalidate any prior act of the Councillors which would have been valid if that regulation had not been made.

5.2. The Council shall consist of 12 persons being a President, a Vice-President, a Past-President, a Treasurer, a Secretary and other Councillors.

5.3. The President, Vice-President and Past-President shall hold office until the second annual general meeting after the annual general meeting after which he or she took office.

5.4. At the expiry of his or her term of office as Vice President, the Vice President shall become President and at the expiry of his or her term as President he or she shall remain a member of the Council as Past President until the end of the term of the incoming President.

5.5. Subject to Clause 5.2 of this Constitution, a Councillor shall hold office until the second annual general meeting after the annual general meeting at which he or she was elected. Such Councillor shall retire at such second annual general meeting but shall be eligible for re-election.

5.6. Notwithstanding Clause 5.5 of this Constitution at the first Annual General Meeting of the Society following adoption of this Constitution five (5) of the Councillors of the Society shall retire from office but they shall be eligible for re-election. The Councillors to so retire shall (unless they otherwise agree) be determined by lot among themselves, provided that the President and Vice President shall be excluded therefrom.

5.7. A Councillor who retires pursuant to Clause 5.5 of this Constitution shall be eligible for appointment to fill a casual vacancy as herein provided.

5.8. At every second Annual General Meeting the Society shall elect a Vice President to fill the position vacated pursuant to Clause 5.4 of this Constitution.

5.9. At every Annual General Meeting the Society shall elect Councillors to fill the positions of the Councillors retiring pursuant to Clauses 5.5 and 5.6 of this Constitution.

5.10. As soon as practicable following an Annual General Meeting the Council shall appoint two of the Councillors, excluding the President, Vice-President and Past-President, to fill the positions of Treasurer and Secretary.

5.11. The Council has power at any time and from time to time to appoint any person who is a member of the Society to be a Councillor either to fill a casual vacancy or as an addition to the existing Councillors but so that the total number of Councillors does not at any time exceed the number herein provided.

5.12. Any Councillor appointed according to Clause 5.11 shall hold office only until the next following Annual General Meeting and shall then be eligible for election.

5.13. No person shall be eligible for election or appointment as a Councillor unless he or she is a member of the Society.

5.14. A Councillor may retire from office upon giving fourteen (14) days' notice in writing to the Secretary of his or her intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Councillors.

5.15. In the event of any vacancy or vacancies occurring among the Councillors, the continuing Councillors may act, notwithstanding such vacancy or vacancies, but so that, if

their number falls below six (6) the Councillors shall not, except for the purpose of filling vacancies, act so long as the number is below that minimum.

5.16. Until Councillors are appointed pursuant to this Constitution, the Councillors in office upon adoption of this Constitution shall be deemed to have been appointed pursuant to this Constitution and shall continue to act until the appointment of their successors as provided by this Constitution and shall be deemed to have held office as from the date of their appointment prior to the adoption of this Constitution.

5.17. All acts done by any meeting of the Council or of a committee of Councillors, or by any person acting as a Councillor, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

5.18. Any casual vacancy occurring in the office of President shall be filled by the Vice President. The Vice President shall then hold the office as Acting President for the remainder of the departing President's intended term and shall be eligible for re-election.

5.19. Any casual vacancy occurring in the office of Vice President shall be filled by the Councillors and the person so elected shall hold office as Acting Vice President for the remainder of the departing Vice President's intended term and shall be eligible for re-election.

5.20. A Councillor shall be deemed to have vacated his or her office if he or she:

(a) ceases to be a Councillor by virtue of the Corporations Act;

(b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

(c) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- (e) resigns his or her office by notice in writing to the Society;
- (f) for more than four months is absent without permission of the Councillors from meetings of the Councillors held during that period;
- (g) uses their position as a Councillor of the Society for monetary profit;
- (h) is directly or indirectly interested in any contract or proposed contract with the Society provided, however, that a member shall not vacate his or her office by reason of his or her being a member of any corporation society or association which has entered or proposes to enter into a contract with the Society if he or she shall have declared the nature of his or her interest in the manner required by the Corporations Act PROVIDED ALWAYS that nothing in this Article shall affect the operation of Clause 3 of this Constitution.

6. POWERS AND DUTIES OF THE COUNCIL

6.1. The Council may exercise all such powers, authorities and discretions of the Society as are not by the Corporations Act, or by this Constitution, required to be exercised by the Society in general meeting, subject nevertheless to this Constitution and to the provisions of the Corporations Act.

6.2. The Council may appoint such committees as they think fit for such purpose and with such powers authorities and discretions as they may from time to time prescribe.

6.3. The Council may request that any member of the Society provide advice to the Council on any subject related to the aims of the Society. This advice may include, but is not limited to, advice from members working in relevant industries and advice from student members of the Society. Such members shall be appointed for such remuneration and upon such conditions as the Council think fit and may be removed by the Council at any time.

6.4. The Council may define the powers authorities and discretions, functions and duties of the Secretary and the Treasurer and of any other officer of the Society and from time to time may hold or limit any such powers, authorities, discretions and duties in such manner as they think fit.

6.5. The Council shall cause minutes to be kept in books provided for the purpose:

- (a) of all appointment of officers made by the Council;
- (b) of the names of the Councillors present at each meeting of the Council and of any committee of the Councillors;
- (c) of all resolutions and proceeding at all meetings of the Society and of the Council and of the committees of the Councillors.

7. PROCEEDINGS OF COUNCILLORS

7.1. The Council may meet in person, by means of telecommunication technology or in any other way agreed by the Council for the despatch of business; adjourn or otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise resolved by the Council the presence of six (6) of the Councillors for the time being in office shall constitute a quorum of Councillors.

7.2. The President, or in his or her absence, the Vice-President shall take the chair at all meetings of the Councillors and if at any meeting no one of such officers be present within ten (10) minutes after the time appointed for holding the same the Councillors present shall choose one of their number to be Chair of the Meeting.

7.3. Questions arising at any meeting duly convened, at which a quorum is present, shall be decided by a majority of the votes of the Councillors present and in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

7.4. Upon the written requisition of any two Councillors, the President or Vice- President or in their absence the Secretary shall convene a special meeting of Councillors to be held within fourteen (14) days after the receipt of the requisition. The written requisition shall set forth the objects for which the meeting is required.

7.5. A meeting of Councillors at which a quorum is present shall be competent to exercise all or any of the authorities powers and directions by or under the rules of the Society for the time being vested in or exercisable by the Councillors generally.

7.6. The Councillors may delegate any of their powers to committees consisting of such Councillors and such other persons as they think fit and may from time to time revoke such

delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any rules that may from time to time be imposed upon it by the Councillors but a person who is not a Councillor shall not be entitled to vote. The meetings and proceedings of any such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Councillors so far as the same are applicable thereto and are not superseded by any rule made by the Councillors under this Clause.

7.7. All acts done by any meeting of Councillors or by a committee of Councillors or by any person acting as a Councillor shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Councillors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was duly qualified.

7.8. A resolution in writing signed by all Councillors shall be as valid and effectual as if it had been passed at a meeting of Councillors fully called and constituted.

8. GENERAL MEETINGS

8.1. An Annual General Meeting of the Society shall occur following the adoption of this Constitution in accordance with the law.

8.2. Subsequent annual general meetings shall be held once in every calendar year at a time and place appointed by the Council.

8.3. All general meetings other than annual general meetings shall be called extraordinary general meetings.

8.4. The Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings may also be convened by members pursuant to section 249F of the Corporations Act.

9. NOTICE OF GENERAL MEETINGS

9.1. Subject to the provisions of Section 249H of the Corporations Act, twenty one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour

of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the regulations of the Society entitled to receive such notices from the Society, but general meetings may be convened by such shorter notice as may be agreed upon as provided by sub-section (2) of Section 249H of the Corporations Act.

9.2. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at the annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Councillors and financial reviewer if required under the Corporations Act, the election of Councillors and the appointment of the financial reviewer and the fixing of his or her remuneration.

10.2. No business shall be transacted at any general meeting unless a quorum of financial members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two thirds of the number of financial members of the Society or twenty-five (25) financial members present, whether personally, by proxy or by other means allowed by the Council, (whichever is the less) shall be a quorum.

10.3. If within ten (10) minutes from the time appointed for the meeting a quorum is not present the meeting shall proceed and members shall be notified of business transacted at that meeting as soon as practicable following the conclusion of the meeting. Members will then have seven (7) days to respond to the business transacted at the meeting, and a resolution on each item will be made in accordance with the majority opinion of members who so respond.

10.4. The President, or in his or her absence, the Vice-President, shall preside as Chair at every general meeting of the Society and if at any meeting neither of such officers be present within ten (10) minutes after the time appointed for the holding of same, the members present shall choose one of their number to be Chair of the meeting.

10.5. The Chair of the meeting, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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 at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, otherwise notice of an adjournment or of the business to be transacted at an adjourned meeting is not necessary.

10.6. Voting

10.6.1. Method

(a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy entitled to vote and unless a poll is so demanded, a declaration by the Chair of the meeting that a resolution has on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

(b) Council may decide, prior to notice being given of any meeting of members, that votes on matters affecting the society may be counted by electronic means. The method of voting will be communicated to members along with notice of the relevant meeting.

10.6.2. If a poll is duly demanded it shall be taken in such manner as the Chair of the meeting directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

10.6.3. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands or the poll took place, shall be entitled to a second or casting vote.

10.6.4. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded at a meeting or any other question shall be taken at such time at that meeting as the Chair of the meeting directs.

10.6.5. Number of votes

(a) Every financial member present in person and every financial member present in the case of an individual by his or her proxy and in the case of a financial member being a company corporation association firm or institution by its representative duly appointed in writing shall have one vote.

(b) The instrument appointing a proxy or representative shall in writing under the hand of the appointer or his or her attorney duly authorised in writing. A proxy or representative need not be a member of the Society.

(c) An instrument appointing a proxy or representative may be in or to the effect of the following form, or any other form which the Council may approve:

"I, being a member of the Australian Optical Society

hereby appoint of as my

proxy to vote for me and on my behalf at the general meeting of the Society

to be held on and at any adjournment thereof.

SIGNED this day of in the presence of:- "

11. COMMON SEAL

11.1. The Seal of the Society shall not be affixed to any instrument except by a resolution of the Councillors and in the presence of two (2) Councillors each of whom shall sign every instrument to which the seal is to be affixed in their presence.

12. ACCOUNTS

12.1. The Councillors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the financial reviewer’s report thereon as required by the Corporations Act provided however that the Council shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than three (3) months before the date of meeting.

12.2. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force such accounts shall be open to the inspection of the members.

12.3. The Council shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members not being Councillors and no member (not being a Councillor) shall have any right of inspecting any account or book or paper of the Society except as conferred by statute or by the Constitution or authorised by the Councillors or by the Society in general meeting.

13. AUDIT

13.1. A properly qualified financial reviewer or reviewers shall be appointed and their remuneration fixed and duties regulated if required in accordance with Section 285A of the Corporations Act.

14. NOTICES

14.1. A notice may be given by the Society to any member either personally or by sending it by electronic mail or post to him or her at his or her last known address or to the address, if any, within the Commonwealth of Australia supplied by him or her to the Society for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

14.2. Notice of every general meeting shall be given in any manner herein before authorised to:

(a) every member except those members whose last address is not known and who have not supplied to the Society an address within the Commonwealth of Australia for the giving of notices to them; and

(b) no other person shall be entitled to receive notices of general meetings.

15. WINDING UP

15.1. The liability of the members is limited.

15.2. Each member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Society contracted before he or she ceases to be a member and for the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One Hundred Dollars (\$100.00).

15.3. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 3.1 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in default thereof by such court or judge as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

16. INDEMNITY

16.1. Every Councillor and other officer for the time being of the Society shall be indemnified out of the Assets of the Society against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Corporations Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.

17. BY-LAWS, RULES AND REGULATIONS

17.1. The Councillors shall have the power from time to time to make such by-laws, rules and regulations not inconsistent with the Constitution of the Society as in the opinion of the Councillors are necessary and desirable for the proper control, administration and management of the Society's operations, finances, affairs, interests, effects and property and the duties obligations and responsibilities of the members and to amend or rescind from time to time any such by-laws, rules or regulations.

18. INCONSISTENCY

18.1. If any clauses of this Constitution are inconsistent with the provisions of the Corporations Act they shall be interpreted so that they comply with the law. Any clause of this Constitution which is in breach of the provisions of the Corporations Act shall be struck out and will not form part of this Constitution.

19. AMENDMENTS TO CONSTITUTION

19.1. This Constitution or any Clause(s) of this Constitution may be amended or repealed by members of the Society by special resolution passed at any Annual General Meeting or Extraordinary General Meeting, provided that notice of the proposed amendments is provided to members at the same time as notice of the meeting is given. Any amendments to the Constitution will take effect from the date on which the resolution to amend the Constitution is passed, or on a later date if specified in the resolution.