

THE AUSTRALIAN & NEW ZEALAND SOCIETY  
OF CRANIOMAXILLOFACIAL SURGEONS



**CONSTITUTION**

**OF**

**AUSTRALIAN AND NEW ZEALAND**

**SOCIETY OF CRANIO MAXILLO FACIAL SURGEONS**

**(ANZSCMFS)**

*Revised 2024*

Revised constitution lodged with ASIC (Australian Securities and Investment Commission) – on  
xx date

**CONSTITUTION  
TABLE OF CONTENTS**

Application of Regulations.....	3
Replaceable Rules not to apply .....	3
Interpretation .....	3
Name of Society .....	4
Objects.....	4
Powers .....	4
Property & Income to be applied for objects.....	4
Limited Liability.....	4
Liability of Members .....	5
Transfer of property on winding up.....	5
Keeping of accounts .....	5
Acknowledgement of the Founding members of ANZSCMF Membership .....	5
Membership.....	5
Active Members .....	6
Honorary Members.....	6
Nominations for membership .....	6
Election of new members and transfers of membership.....	7
Notification of new members .....	7
Cessation of membership .....	7
Subscriptions .....	8
Meetings of the Society.....	8
Proceedings at General Meetings of the Society .....	8
Appointment of the Council .....	11
Powers and duties of the council .....	12
Proceedings of the Council.....	13
Seal .....	14
Records of the Society.....	14
Audit.....	14
Notices.....	14
Indemnity.....	15

# CONSTITUTION of AUSTRALIAN AND NEW ZEALAND SOCIETY OF CRANIO MAXILLO FACIAL SURGEONS

## APPLICATION OF REGULATIONS

1. These Regulations shall apply to the Society.

## REPLACEABLE RULES NOT TO APPLY

2. The replaceable rules shall not apply to the Society excepting to the extent that their operation is mandatory according to the Law.

## INTERPRETATION

3. In these Regulations, unless there be something in the subject or context inconsistent therewith:

“**Council**” means the board of management of the Society;

“**Councilor**” means a director of the Society;

“**Debentures**” include debenture stock bonds and other securities of the Society whether constituting a charge on the assets of the Society or not;

“**the Law**” means The Corporations Law and any amendment thereof or Act passed in substitution therefor;

“**Month**” means calendar month;

“**Office**” means the registered office for the time being of the Society;

“**Secretary**” means the Secretary/Treasurer and includes any person appointed to perform the duties of Secretary/Treasurer of the Society temporarily;

“**Society**” means the abovenamed Company;

“**in writing**” and “**written**” means and includes words printed typed lithographed represented or reproduced in any mode in a visible form;

Words importing the singular number include the plural number and vice versa, words importing the masculine gender shall include the feminine and words importing persons shall include corporations.

## **NAME OF SOCIETY**

4. The name of the Society is **AUSTRALIAN AND NEW ZEALAND SOCIETY OF CRANIO MAXILLO FACIAL SURGEONS.**

## **OBJECTS**

5. The objects for which the Society is established are:
  - 5.1 to furnish leadership and foster advances in cranio maxillo facial surgery within Australia and New Zealand;
  - 5.2 to afford a forum for the exchange of knowledge pertaining to the practice of cranio maxillo facial surgery;
  - 5.3 to stimulate research, investigation and teaching in the methods of preventing and correcting congenital and acquired craniofacial deformities;
  - 5.4 to enhance the study and practice of craniofacial surgery;
  - 5.5 to develop links with similar craniofacial societies regionally, nationally and internationally.

## **POWERS**

6. The Society shall have the powers set out in Section 124(1) of the Law only for the purpose of carrying out the foregoing objects and not otherwise.

## **PROPERTY AND INCOME TO BE APPLIED FOR OBJECTS**

7. The income and property of the Society whence soever derived shall be applied solely towards the promotion of the objects of the Society as set forth in these Regulations, and no portion thereof shall be paid, distributed or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Society provided that nothing herein contained shall prevent the payment in good faith of 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 or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this Regulation by these Regulations on money borrowed from any members of the Society or reasonable and proper rent for premises demised or let by any member to the Society but so that no Councillor shall be paid any remuneration or fees by the Society for such office except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society and further provided that in any event all payments made by the Society to any Councillor must be approved by the Councillors.

## **LIMITED LIABILITY**

8. The liability of the members is limited.

## **LIABILITY OF MEMBERS**

9. Every member of the Society undertakes to contribute to the property of the Society in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society (contracted before he ceases to be a member) and of 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).

## **TRANSFER OF PROPERTY ON WINDING UP**

10. If upon winding up or dissolution of the Society there remains, after 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 whose constitution shall prohibit the distribution of its or their income, and property among its or their members to an extent at least as great as imposed on the Society under or by virtue of Regulation 7, such institution or institutions to be determined by the members of the Society at or before the time of the dissolution and in default thereof by application to the appropriate Court for determination.

## **KEEPING OF ACCOUNTS**

11. True accounts shall be kept of the sums of money received and expended by the Society and the matter 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 for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Law.

## **ACKNOWLEDGEMENT OF THE FOUNDERS OF THE ANZSCMFS**

12. The following individuals are recognized:

Prof David David  
Prof Michael Poole  
Richard Lewandowski  
David Glasson  
David Gillet Miklos  
Pohl Martin Rees  
Alan Breidhal

## **MEMBERSHIP**

13. There shall be three classes of membership in the Society: Active, Training and Honorary.

14. Previous Associate Members (upon receipt of written notice) should be moved to Active membership if they wish to continue to be a member of the Society.
15. Membership of the Society shall be by invitation and shall be a privilege and not a right and shall be contingent upon continuing compliance by the member with the by-laws of the Society and these Regulations.
16. No person shall be elected to or remain a member of the Society unless such person adheres to accepted principles of medical ethics.
17. Membership in the Society shall be limited and, except for Founders named above, candidates for membership shall be determined

### **ACTIVE MEMBERS - QUALIFICATIONS**

18. Active members shall:

18.1 be legally qualified, practising surgeons who are active in craniofacial surgery in Australia or New Zealand,

18.2 have had at least one year fellowship training in craniofacial surgery at a program recognised by the Council,

18.3 or have successfully completed the Post Fellowship Education and Training (PFET) in Craniomaxillofacial Surgery with the ANZSCMFS and Royal Australasian College of Surgeons (RACS),

18.4 be deemed an “Active Member in Training” if they are currently undertaking the PFET training. They will be automatically granted this status while on training. Upon successful completion of their PFET training they will be offered to apply for full membership status.

### **HONORARY MEMBERS**

19. Honorary members shall be individuals whom the Council deems worthy of special honour because of notable contributions in the field of craniofacial surgery or because of long activity in the interests of the Society.
21. Honorary members shall not be required to attend meetings of the Society, nor pay membership subscriptions.
22. Honorary members shall not be entitled to vote at meetings of members of the Society and shall not be able to hold any office in the Society or on the Council.

### **NOMINATIONS FOR MEMBERSHIP**

23. A candidate for Active or Honorary membership must be sponsored and co- sponsored by members of the Society who personally know the candidate.
24. Nominations for membership must be made in writing by three members of the Society, who have held membership for at least three years each.
25. Each candidate for active membership must submit the following to the Secretary:

25.1 a completed application form endorsed by the sponsors,

25.2 a current curriculum vitae.

### **ELECTION OF NEW MEMBERS AND TRANSFERS OF MEMBERSHIP**

26. Membership applications will be reviewed on a quarterly basis and approved for membership by the executive committee. All committee members must agree but in the instance that a unanimous vote cannot be achieved the election will occur at the next ANZSCMFS Annual General Meeting by a vote of the membership. Three quarter majority will then be required to be admitted as a member of the ANZSCMFS.
27. If there is any objection to a membership application then it goes to a ballot and needs three quarters majority for the individual to be admitted as a member of ANZSCMFS. The individual/s objecting must express their reasons for the objection in writing.

### **NOTIFICATION OF NEW MEMBERS**

28. When a new member is successfully admitted to the Society, they shall be admitted to the AGM to participate in the meeting. If not at the AGM, they shall be notified in writing from the President
29. All new members shall be sent a certificate of membership of the Society signed by the President and the Secretary and a copy of the by-laws of the Society.

### **CESSATION OF MEMBERSHIP**

30. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Council from all privileges of membership provided that the Council may reinstate the member on payment of all arrears if the Council thinks fit to do so.
31. A member may at any time by giving notice in writing to the Secretary resign his membership of the Society but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Society and in addition for any sum not exceeding One Hundred Dollars (\$100.00) for which he is liable as a member of the Society under these Regulations.
32. If any member shall willfully refuse or neglect to comply with the provisions of these Regulations or the by-laws 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 provided that at least one week before the meeting of the Council at which such resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he 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 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 expulsion the member shall be expelled.

## **SUBSCRIPTIONS**

33. Subject to these Regulations, the entrance fee and annual subscription payable by members of the Society shall be as the Society in general meeting from time to time prescribes.
34. All annual subscriptions shall become due and payable in advance on the first day of July in every year.

## **MEETINGS OF THE SOCIETY**

35. Annual general meetings of the Society shall be held in accordance with the provisions of the Law. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
36. 36.1 Any member of the Council may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be conveyed by such requisitions as provided by the Law.  
  
36.2 The Secretary shall convene a meeting of members within three months of a written request by three Active members.  
  
36.3 All meetings of the Society shall be held, where possible, in conjunction with other surgical congresses.
37. The Council shall attempt to organise meetings of members of a professional workshop nature at least once per year.
38. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served and exclusive 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 to such persons as are entitled to receive such notices from the Society.
39. For the purpose of Regulation 34 all business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Council and auditors, the election of officers and other members of the Council in the place of those retiring and the appointment of the auditors, if necessary.

## **PROCEEDINGS AT GENERAL MEETINGS OF THE SOCIETY**

40. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided fifteen per cent of the financial membership of the Society present in person shall be a quorum. For the purpose of this Regulation "member" includes a person attending as a proxy.
41. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any



other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

42. The President shall preside as Chairman at every general meeting of the Society or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
  43. The Chairman may, 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
  44. 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:
    - 44.1 by the Chairman; or
    - 44.2 by at least three members present in person or by proxy.
- Unless a poll is so demanded a declaration by the Chairman 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 containing the minutes 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 the resolution. A demand for a poll may be withdrawn.
45. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
  46. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
  47. A member may vote in person or by proxy or by attorney and a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney shall have one vote
  48. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Board or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by

proxy or attorney.

- 49. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
- 50. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- 51. The instrument appointing a proxy may be in the following form or in a common or usual form:

Australian and New Zealand Society of Cranio Maxillo Facial Surgeons.

I,.....

of.....

hereby appoint.....

of.....

or failing him.....

of.....

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Society, to be held on the.....day of..... 20.. and at any adjournment thereof

My proxy is hereby authorised to vote in favour or against the following resolutions.

Signed this.....day of..... 20....

.....”

- 52. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default of the instrument of proxy shall not be treated as valid.
- 53. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Society at the Office before the commencement of the meeting or adjourned meeting at which the instrument is issued.

## APPOINTMENT OF THE COUNCIL

54. 54.1 The Council of the Society shall comprise three (3) office-bearers (President, Secretary/Treasurer and Education Officer).
- 54.2 Election of the office-bearers and Councillors of the Society shall be by a simple majority of the Active members of the Society (and proxies) present at the Annual General Meeting.
- 54.3 To geographic representation, the election process shall first elect a President, then the Secretary/Treasurer, then the Education Officer and then Councillors for each of the areas not represented by the elected office-bearers where possible.
55. All office bearers shall retire at the alternate annual General Meeting but shall be eligible for re-election.
- 55.2 All office-bearers and Councillors shall serve terms of two years. The election of office-bearers shall occur at alternate Annual General Meetings.
- 55.3 If there are vacancies on the Council, a vacancy may be filled by a co-opted member who will seek election at the next AGM
- 55.4 The Office Bearers may remain on Council for a continuity of three (3) terms before being required to stand down ie. a total of six (6) years continuous service. The stand down period will be for one (2) terms (ie. four years) before that member is eligible for re-election.
- 55.5 All members of the Council shall be directors of the Society for the purposes of the Law.
56. The election of Office Bearers and Councillors shall take place in the following manner:
- 56.2 Nominations for appointment to Council, or Office Bearer Post shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place
- 56.3 A list of the candidates' names in alphabetical order, with the proposers and seconds' names shall be sent out to the Membership to be received at least one week prior to the Annual General Meeting;
- 56.4 balloting lists shall be prepared (if necessary) continuing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidate not exceeding the number of vacancies;
- 56.5 In case there shall not be sufficient number of candidates nominated the Council may fill up the remaining vacancy or vacancies.
57. The Society may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Council.
58. The Council shall have power at any time, and from time to time, to appoint any member to the Council, either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Council but so that the total number of office-bearers or other members

of the Council shall not at any time exceed the number fixed in accordance with these Regulations. Any office-bearer or other member of the Council so appointed shall hold office only until the next following annual general meeting.

59. The Society may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead (the person so appointed shall hold office only until the next following annual general meeting).
60. The office of a member of the Council shall become vacant if the member:
- 60.2 becomes a bankrupt or makes any arrangement or composition with his creditors generally;
  - 60.3 becomes prohibited from being a director of a company by reason of any order made under the Law,
  - 60.4 ceases to be a member of the Council by operation of s.228 of the Law;
  - 60.5 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;
  - 60.6 resigns his office by notice in writing to the Society;
  - 60.7 for more than six months is absent without permission of the Council from meetings of the Council held during that period;
  - 60.8 holds any office of profit under the Society;
  - 60.9 ceases to be a member of the Society; or
  - 60.10 is directly or indirectly interested in any contract or proposed contract with the Society.

Provided always that nothing in this Regulation shall affect the operation of Regulation 7.

#### **POWERS AND DUTIES OF THE COUNCIL**

61. The business of the Society shall be managed by the Council who may pay all expenses incurred in promoting the registering of the Society and may exercise all such powers of the Society as are not, by the Law or by these Regulations, required to be exercised by the Society in general meeting, subject nevertheless to any of these Regulations to the provisions of the Law and to such regulations, being not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the Society in general meeting., provided that any rule regulation or by-law of the Society made by the Council may be disallowed by the Society in general meeting and provided further that no resolution or regulation made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.
62. The Council may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society.

63. For the purpose of Regulation 7 the rate of interest payable in respect of money lent by members to the Society shall not exceed ten per centum.
64. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Council or in such other manner as the Council from time to time determines.
65. The Council shall cause minutes to be made:
  - 65.2 of all appointments of officers and servants;
  - 65.3 of names of members of the Council present at all meetings of the of the Council;  
and
  - 65.4 of all proceedings at all meetings of the Society and of the Council.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### **PROCEEDINGS OF THE COUNCIL**

66. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Council may at any time, and the Secretary shall, on the requisition of a member of the Council, summon a meeting of the Council.
67. Subject to these Regulations questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the members of the Council shall for all purposes be deemed a determination of the Council. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
68. The quorum necessary for the transaction of the business of the Council shall be three or such greater number as may be fixed by the Council.
69. The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these Regulations as the necessary quorum of the Council, the continuing member or members may act for the purpose of increasing the number or members of the Council to that number or of summoning a general meeting of the Society, but for no other purpose.
70. The President shall preside as Chairman at every meeting of the Council, or if there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice- President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
71. The Council may delegate any of its powers and/or functions (not being duties imposed on the individual members of the Council as the directors of the Society by the Act or the general law) to one or more sub-committee consisting of such member or members of the Society as the Council thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Council and subject thereto shall have power to co-opt any member or members of the Council and all members of such sub-committee shall have one vote.

72. The Council may appoint one or more advisory committees consisting of such eligible member or members of the Council as the Council thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Council and subject thereto shall have power to co-opt any eligible member or members of the Society and all members of such advisory boards shall have one vote.
73. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
74. Any acts done by any meeting of the Council or of a sub-committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
75. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

#### **SEAL**

76. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a sub-committee of members of the Council authorized by the Council in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

#### **RECORDS OF THE SOCIETY**

77. The Council 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 auditor's report thereon as required by the Law 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 date not more than six months before the date of the meeting.
78. The Council shall from time to time determine in accordance with Regulation 11 at what times and places under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members.

#### **AUDIT**

79. A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Law.

#### **NOTICES**

80. Any notice required by law or by or under these Regulations to be given to any member shall be given by sending it by post to him at his registered address, or to the address, if any, supplied by him to the Society for the giving of notices to him. Where a notice is sent by

post, service of the notice shall be deemed to be affected 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.

81. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

81.1 every member; and

81.2 the auditor or auditors for the time being of the Society.

No other person shall be entitled to receive notices of general meetings.

#### **INDEMNITY**

82. Every member of the Council, auditor, and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by a Court in respect of any negligence default breach of duty or breach of trust.

***This and the preceeding pages constitute a true copy of the Constitution of the Australian and New Zealand Society of Cranio Maxillo Facial Surgeons incorporating all amendments passed at the Annual General Meeting of the Society held on Tuesday 7 May 2024.***