Constitution

The Endocrine Society Of Australia

Australian Company Number ACN 006 631 125

Australian Business Number ABN 80 006 631 125

A company limited by guarantee

Table of contents

Preliminary	**1**
Members	**4**
Dispute resolution and disciplinary procedures	**8**
General meetings of members	**11**
Councillors	**21**
Powers of councillors	**25**
Duties of councillors	**27**
Councillors' meetings	**28**
Minutes and records	**30**
By-laws	**31**
Notice	**31**
Financial year	**33**
Indemnity, insurance and access	**33**
Winding up	**34**
Definitions and interpretation	**35**

Constitution

Preliminary

1. Name of the company

The name of the company is THE ENDOCRINE SOCIETY OF AUSTRALIA Limited (the **company**).

2. Type of company

The company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than $15 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

(a) debts and liabilities of the company incurred before the member stopped being a member; or

(b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 73 and 75.

6. Objects

6.1 The company is a national non-profit organisation of medical specialists, researchers, and trainees, whose principal activity is to promote the prevention, control and optimal treatment of endocrine and related medical conditions in human beings. This is achieved by advancing endocrine science to improve health outcomes for people with the following endocrine diseases and related medical conditions in Australia (in alphabetical order, rather than order of frequency):

(a) Adrenal disease;

(b) Calcium and parathyroid diseases;

(c) Diabetes mellitus;

(d) Female reproductive conditions;

(e) Hormone-related cancers;

(f) Disorders of salt and water balance;

(g) Lipid conditions;

(h) Male reproductive conditions (including androgen deficiency);

(i) Menopause;

(j) Obesity (including appetite regulation and energy balance);

(k) Osteoporosis;

(l) Paget's disease of the bone, and other metabolic bone disease

(m) Pituitary and hypothalamic diseases;

(n) Thyroid disease; and

(o) Transgender endocrine health.

6.2 It does this by:

(a) Providing research grants and other awards to support research into new and existing treatments for treatment, prevention and control of endocrine diseases and related medical conditions;

(b) Developing policies and position statements to guide clinical practice in endocrinology;

(c) Providing collegiate support and education to its members who conduct clinical practice and research in endocrinology;

(d) Nurturing and developing future generations of specialist endocrinologists, endocrine researchers and scientists, and other health professionals;

(e) Providing an authoritative voice and expert opinions in endocrinology to government and non-governmental bodies, professional organisations, and media;

(f) Disseminating contemporary and new knowledge in endocrinology to its members and the community; and

(g) Working with other professional societies in the region and worldwide who share the same purpose.

7. Powers

Subject to clause 8, the company has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

(a) the powers of an individual; and

(b) all the powers of a company limited by guarantee under the Corporations Act.

8. Not-for-profit

8.1 The assets and income of the company shall be applied solely to further its objects and the company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 72.

8.2 Clause 8.1 does not stop the company from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company; or

(b) making a payment to a member in carrying out the company's charitable purpose(s).

9. Amending the constitution

9.1 Subject to clause 9.3, the members may amend this constitution by passing a special resolution.

9.2 Any amendment to this constitution will take effect from the date of the special resolution, or from any later date specified in the resolution.

9.3 The members must not pass a special resolution that amends this constitution if passing it causes the company to no longer be a charity.

Members

10. Membership and register of members

10.1 The members of the company are:

(a) the members at the date of adoption of this constitution; and

(b) any other person that the councillors allow to be a member, in accordance with this constitution.

10.2 The membership of the company shall be divided into two classes:

(a) ordinary members:

(i) must be an eligible person under clauses 11.1;

(ii) must apply for membership under clause 12.1;

(iii) must be approved for membership under clause 13;

(iv) may be elected or appointed to the Council;

(v) shall be entitled to receive notice of, and attend general meetings; and

(vi) shall be entitled to vote at general meetings.

(b) Honorary Life Members:

(i) must be an eligible person under 11.2;

(ii) must be nominated under clause 12.2;

(iii) must be approved for membership under clause 13.

(iv) may be entitled to be elected or appointed as a councillor;

(v) shall be entitled to receive notice of, and attend general meetings; and

(vi) shall be entitled to vote at general meetings;

10.3 The company must establish and maintain a register of members. The register of members must be kept by the secretary or their delegate and must contain:

(a) for each current member:

(i) name;

(ii) address and contact details;

(iii) any alternative address nominated by the member for the service of notices; and

(iv) date the member was entered on to the register.

(b) for each person who stopped being a member in the last 7 years:

(i) name;

(ii) address and contact details;

(iii) any alternative address nominated by the member for the service of notices; and

(iv) dates the membership started and ended.

10.4 The company must give current members access to the register of members.

10.5 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

11.1 A person who can be an ordinary member:

(a) supports the purposes of the company; and

(b) is eligible to apply to be a member of the company under clause 12.1.

11.2 A person who can be an Honorary Life Member:

(a) shall be nominated for membership by a councillor of the company;

(b) supports the purposes of the company; and

(c) is eligible to apply to be a member of the company under clause 12.2; and

(d) is distinguished and has made a material contribution in the field of endocrinology in Australia and internationally.

11.3 In this clause, ‘person’ means an individual or incorporated body.

12. How to apply to become a member

12.1 A person (as defined in clause 11.3) may apply to become an ordinary member of the company by writing an application to the secretary:

(a) Stating their being proposed by a current full Member of the Society in good standing;

(b) Agreeing to become an ordinary member;

(c) Expressing support of the purposes of the company;

(d) Agreeing to comply with the company's constitution, including paying the guarantee under clause 4 if required; and

(e) Confirming they possess relevant qualifications (including as a student of endocrinology), professional status (including retired and overseas trained endocrinology professionals), appointments and published works, if any.

12.2 In order for a person (as defined in clause 11.3) to become an Honorary Life Member they must be nominated by two current full members in good standing, who have been members for at least 5 years. The nomination must be made in writing to the secretary and be signed by both the nominators and the nominee and confirm:

(a) that the members nominate the person for Honorary Life Membership;

(b) the person is aged 55 years or more, and has been a member of the Society for at least 25 years, and if the person has served on Council, that they have not been a Council member for at least two years;

(c) the person's relevant qualifications and material contributions to research or clinical practice the field of endocrinology in Australia and internationally; and their recognition as a high quality mentor/teacher through either supervision of higher degree candidates and/or clinical advanced training in endocrinology; and

(d) that the person:

(i) agrees to become an Honorary Life Member;

(ii) supports the purposes of the company;

(iii) agrees to comply with the company's constitution.

13. Councillors decide whether to approve membership

13.1 The councillors must consider an application or nomination for membership made under clause 12.1 or 12.2 within a reasonable time after the secretary receives the application or at the next Council meeting after the secretary or their delegate receives the application.

13.2 If the councillors approve an application or nomination for Honorary Life Membership pursuant to clause 12.2, the nomination must be approved by the majority of members entitled to vote at the next Annual General Meeting.

13.3 Once a person's nomination:

(a) for ordinary membership has been approved by the Council; or

(b) for Honorary Life Membership has been approved by the majority of members at the next Annual General Meeting,

the secretary must as soon as possible:

(a) enter the new member's details on the register of members; and

(b) write to the applicant or nominee to tell them that their application was approved, and the date that their membership started (see clause 14).

13.4 If the councillors reject an application or nomination for ordinary membership or Honorary Life Membership, the secretary must write to the applicant or nominee as soon as possible to tell them their application or nomination has been rejected, but does not have to give reasons.

13.5 For the avoidance of doubt, the councillors may approve an application or nomination even if the application or nomination does not state the matters listed in clauses 12.1 or 12.2. In that case, by applying or nominating to be a member, the applicant or nominee agrees to those matters.

14. When a person becomes a member

An applicant or nominee will become an Ordinary Member or an Honorary Life Member when they are so entered on the register of members.

15. When a person stops being a member

A person immediately stops being a member if they:

(a) die;

(b) are wound up or otherwise dissolved or deregistered (for an incorporated member);

(c) have any unpaid annual subscription for a period of two years after receiving written notice that subscription is due;

(d) resign, by writing to the secretary;

(e) are expelled under clause 18; or

(f) have not responded within three (3) months to a written request from the secretary that they confirm in writing that they want to remain a member.

16. Annual subscription

16.1 The amount of the annual subscription shall be set by the Council and notified in writing to each ordinary member.

16.2 The annual subscription shall be paid by all ordinary members (including student members) in advance by 30 June each year, unless an exemption is granted by the Council.

16.3 The Council may charge different classes or sub-classes of annual subscriptions at its discretion.

16.4 The Council may in its discretion determine:

(a) no annual subscription (in whole or in part) is payable by an ordinary member in a given year;

(b) to extend the time for payment of the annual subscription by any ordinary member; and

(c) no annual subscription (in whole or in part) shall be refunded to a member who ceases to be a member in accordance with clause 15.

Dispute resolution and disciplinary procedures

17. Dispute resolution

17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution relating to company matters between a member or councillor and:

(a) one or more members;

(b) one or more councillors; or

(c) the company.

17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18 until the disciplinary procedure is completed.

17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

17.4 If those involved in the dispute do not resolve it under clause 17.3, they must within 10 days:

(a) tell the councillors about the dispute in writing;

(b) agree or request that a mediator be appointed; and

(c) attempt in good faith to settle the dispute by mediation.

17.5 The mediator must:

(a) be chosen by agreement of those involved; or

(b) where those involved do not agree:

(i) for disputes between members, a person chosen by the councillors; or

(ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the company has its registered office.

17.6 A mediator chosen by the councillors under clause 1.1(b)(i):

(a) may be a member or former member of the company;

(b) must not have a personal interest in the dispute; and

(c) must not be biased towards or against anyone involved in the dispute.

17.7 When conducting the mediation, the mediator must:

(a) allow those involved a reasonable chance to be heard;

(b) allow those involved a reasonable chance to review any written statements;

(c) ensure that those involved are given natural justice; and

(d) not make a decision on the dispute.

18. Disciplining members

18.1 In accordance with this clause, the councillors may resolve to warn, suspend or expel a member from the company if the councillors consider that:

(a) the member has breached this constitution; or

(b) the member's behaviour is causing, has caused, or is likely to cause harm to the company, including damage to the reputation and standing of the company.

18.2 At least 14 days before the councillors' meeting at which a resolution under clause 18.1 will be considered, the secretary must notify the member in writing:

(a) that the councillors are considering a resolution to warn, suspend or expel the member;

(b) that this resolution will be considered at a councillors' meeting and the date of that meeting;

(c) what the member is said to have done or not done;

(d) the nature of the resolution that has been proposed; and

(e) that the member may provide an explanation to the councillors, and details of how to do so.

18.3 Before the councillors pass any resolution under clause 18.1 the member must be given a chance to explain or defend themselves by:

(a) sending the councillors a written explanation before that councillors' meeting; and / or

(b) speaking at the meeting.

18.4 After considering any explanation under clause 18.3, the councillors may:

(a) take no further action;

(b) warn the member;

(c) suspend the member's rights as a member for a period of no more than 12 months;

(d) expel the member;

(e) refer the decision to an unbiased, independent person on conditions that the councillors consider appropriate (however, the person can only make a decision that the councillors could have made under this clause); or

(f) require the matter to be determined at a general meeting.

18.5 The councillors cannot fine a member.

18.6 The secretary must give written notice to the member of the decision under clause 18.4 as soon as possible.

18.7 Disciplinary procedures must be completed as soon as reasonably practical.

18.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

19. General meetings called by councillors

19.1 The councillors may call a general meeting.

19.2 If members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the councillors must:

(a) within 28 days of the members' request, give all members notice of a general meeting; and

(b) hold the general meeting within 2 months of the members' request.

19.3 The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.

19.4 The members who make the request for a general meeting must:

(a) state in the request any resolution to be proposed at the meeting;

(b) sign the request; and

(c) give the request to the company.

19.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

20. General meetings called by members

20.1 If the councillors do not call the meeting within 28 days of being requested under clause 19.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.

20.2 To call and hold a meeting under clause 20.1 the members must:

(a) as far as possible, follow the procedures for general meetings set out in this constitution;

(b) call the meeting using the list of members on the company's member register, which the company must provide to the members making the request at no cost; and

(c) hold the general meeting within three (3) months after the request was given to the company.

20.3 The company must pay the members who request the general meeting any reasonable expenses they incur because the councillors did not call and hold the meeting.

21. Annual general meeting

21.1 A general meeting, called the annual general meeting, must be held:

(a) within 18 months after registration of the company; and

(b) after the first annual general meeting, at least once in every calendar year.

21.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:

(a) a review of the company's activities;

(b) a review of the company's finances;

(c) any auditor's report;

(d) the election of councillors; and

(e) the appointment and payment of auditors, if any.

21.3 Before or at the annual general meeting, the councillors must give information to the members on the company's activities and finances during the period since the last annual general meeting.

21.4 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

22. Notice of general meetings

22.1 Notice of a general meeting must be given to:

(a) each member entitled to vote at the meeting;

(b) each councillor; and

(c) the auditor (if any).

22.2 Notice of a general meeting must be provided in writing at least 28 days before the meeting.

22.3 Subject to clause 22.4, notice of a meeting may be provided less than 28 days before the meeting if:

(a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand; or

(b) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

22.4 Notice of a meeting cannot be provided less than 28 days before the meeting if a resolution will be moved to:

(a) remove a councillor;

(b) appoint a councillor in order to replace a councillor who was removed; or

(c) remove an auditor.

22.5 Notice of a general meeting must include:

(a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, will be hybrid or held by virtual meeting technology only, the virtual technology that will be used to facilitate this);

(b) the general nature of the meeting's business;

(c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;

(d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:

(i) the proxy must be a member of the company;

(ii) the proxy form must be delivered to the company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and

(iii) the proxy form must be delivered to the company at least 48 hours before the meeting.

22.6 If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

23. Quorum at general meetings

23.1 For a general meeting to be held, at least 10 ordinary members who are not also councillors (a quorum) must be present (in person, by agreed electronic communication, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

23.2 No business may be conducted at a general meeting if a quorum is not present.

23.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting:

(a) if convened at the request of members is dissolved; and

(b) in any other case, is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

(i) if the date is not specified – the same day in the next week;

(ii) if the time is not specified – the same time; and

(iii) if the place is not specified – the same place.

23.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting may be cancelled.

24. Auditor's right to attend meetings

24.1 The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

24.2 The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.

25. Representatives of members

25.1 An incorporated member may appoint as a representative:

(a) one individual to represent the member at meetings and to sign circular resolutions under clause 32; and

(b) the same individual or another individual for the purpose of being appointed or elected as a councillor.

25.2 The appointment of a representative by a member must:

(a) be in writing;

(b) include the name of the representative;

(c) be signed on behalf of the member; and

(d) be given to the company or, for representation at a meeting, be given to the chairperson before the meeting starts.

25.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

25.4 The appointment may be standing (ongoing).

26. Using technology to hold meetings

26.1 The company may hold a general meeting using any technology that gives the members as a whole, a reasonable opportunity to participate, including to hear and be heard, without being physically present in the same place.

26.2 Anyone using this virtual meeting technology is taken to be present in person at the meeting.

27. Chairperson for general meetings

27.1 The President shall preside as chairperson at each general meeting.

27.2 The members present and entitled to vote at a general meeting may choose a councillor or member to be the chairperson for that meeting if:

(a) there is no President in office; or

(b) the President is not present within fifteen (15) minutes after the starting time set for the meeting; or

(c) the President is present but says they do not wish to act as chairperson of the meeting.

28. Role of the chairperson

28.1 The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

28.2 In the case of an equality of votes at a general meeting, the chairperson shall be entitled to a second or casting vote.

29. Adjournment of meetings

29.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.

29.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

30. Members' resolutions and statements

30.1 Members with at least 5% of the votes that may be cast on a resolution may give:

(a) written notice to the company of a resolution they propose to move for a proper purpose at a general meeting (members' resolution); and / or

(b) a written request to the company that the company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).

30.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

30.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

30.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

30.5 The percentage of votes that members have (as described in clause 30.1) is to be worked out as at midnight before the request or notice is given to the company.

30.6 If the company has been given notice of a members' resolution for a proper purpose under clause (a), the resolution must be considered at the next general meeting held more than two months after the notice is given.

30.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

31. Company must give notice of proposed resolution or distribute statement

31.1 If the company has been given a notice or request under clause 30:

(a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the company's cost; or

(b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the company will pay these expenses.

31.2 The company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

(a) it is more than 1000 words long;

(b) the councillors consider it may be defamatory;

(c) clause 1.1(b) applies, and the members who proposed the resolution or made the request have not paid the company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or

(d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

32. Circular resolutions of members

32.1 Subject to clause 32.3, the councillors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).

32.2 The councillors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

32.3 Circular resolutions cannot be used:

(a) for a resolution to remove an auditor, appoint a councillor or remove a councillor;

(b) for passing a special resolution; or

(c) where the Corporations Act or this constitution requires a meeting to be held.

32.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 32.5 or clause 32.6.

32.5 Members may sign:

(a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or

(b) separate copies of that document, as long as the wording is the same in each copy.

32.6 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at General Meetings

33. How many votes a member has

Each member has one vote.

34. Challenge to member's right to vote

34.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.

34.2 If a challenge is made under clause 34.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

35. How voting is carried out

35.1 At any general meeting, voting must be conducted and decided by:

(a) a show of hands (whether electronically or in person);

(b) a vote in writing; or

(c) where the meeting is being conducted by virtual meeting technology, another method chosen by the chairperson of the general meeting that is fair and reasonable in the circumstances,

unless a vote in writing is properly demanded under clause 36 and the demand is not withdrawn

35.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

35.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

35.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

36. When and how a vote in writing must be held

36.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands (electronically or in person) by:

(a) at least five members present who are entitled to vote on the resolution;

(b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or

(c) the chairperson.

36.2 A vote in writing must be taken when and how the chairperson directs, unless clause 36.3 applies.

36.3 A vote in writing must be held immediately if it is demanded under clause 36.1:

(a) for the election of a chairperson under clause 27.2; or

(b) to decide whether to adjourn the meeting.

36.4 A demand for a vote in writing may be withdrawn.

37. Appointment of proxy

37.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.

37.2 A proxy must be a member.

37.3 A proxy appointed to attend and vote for a member has the same rights as the member to:

(a) speak at the meeting;

(b) vote in a vote in writing (but only to the extent allowed by the appointment); and

(c) join in to demand a vote in writing under clause 36.1.

37.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:

(a) the member's name and address;

(b) the company's name;

(c) the proxy's name or the name of the office held by the proxy; and

(d) the meeting(s) at which the appointment may be used.

37.5 The instrument appointing a proxy may be in a common or usual form.

37.6 A proxy appointment may be standing (ongoing).

37.7 The instrument appointing a proxy (along with a certified copy of the power of attorney or other authority, if any, under which it is signed) must be received at:

(a) the address stated in the notice under clause 22.5(d)(ii);

(b) the company's registered address;

(c) such other place within the state or territory in which the company has its registered office, or to an email address, as is specified for that purpose in the notice convening the meeting; or

(d) if the notice convening the meeting specifies other electronic means by which a proxy document may be received by the company, and that means is provided for under the Corporations Act, by those other electronic means, not less than 48 hours before the time for holding the meeting or adjourned meeting or, in the case of a vote in writing, not less than 24 hours before the time appointed for the taking of the vote in writing. Documents received after this time will not be treated as valid.

37.8 The company receives a document referred to in clause 37.7:

(a) if the document is given by other electronic means as specified for that purpose in the notice convening the meeting, when the document is received by the company as prescribed by the Corporations Act; and

(b) otherwise, when the document is received at:

(i) the company's registered office; or

(ii) a place specified for the purpose in the notice of meeting.

37.9 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

37.10 Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

(a) dies;

(b) is mentally incapacitated;

(c) revokes the proxy's appointment; or

(d) revokes the authority of a representative or agent who appointed the proxy.

37.11 A proxy appointment may specify the way the proxy must vote on a particular resolution.

38. **Voting by proxy**

38.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

38.2 When a vote in writing is held, a proxy:

(a) does not need to vote, unless the proxy appointment specifies the way they must vote;

(b) if the way they must vote is specified on the proxy form, must vote that way; and

(c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Councillors

39. Composition of the Council

39.1 The Council of councillors (**Council**) is to be comprised of:

(a) the President (by virtue of their office) for the time being;

(b) the immediate Past President (by virtue of their office) for the time being; and

(c) at least 6 and no more than 11 councillors elected by the members in accordance with clause 40.1 (**Elected Councillors**); and

39.2 Subject to clause 39.1(c), the number of Elected Councillors is as the members determine. In the absence of any such determination, the number of Elected Councillors will be 11.

39.3 The Council also consists of the Office-bearers described in clause 43.

39.4 Ideally, the Elected Councillors must include the following, in the order of priority listed:

(a) **First priority**: at least three (3) members who are specialist endocrinologists, and at least three (3) members who primarily conduct basic science research in the field of endocrinology;

(b) **Second priority**: if the Council has eleven (11) Elected Councillors, three (3) residents of Victoria or Tasmania, three (3) residents of New South Wales or the Australian Capital Territory, at least two (2) and up to three (3) residents of Queensland or the Northern Territory, at least one (1) and up to two (2) residents of South Australia, at least one (1) and up to two (2) residents of Western Australia; and

(c) **Third priority**: no more than 70% of councillors of any one gender.

40. Election and appointment of councillors

40.1 The members may, at a general meeting at which:

(a) an Elected Councillor retires or otherwise vacates office; or

(b) an Elected Councillor vacancy exists by operation of clause 39.2 or otherwise,

by resolution fill the vacated office by electing an individual to that office.

40.2 Each of the Elected Councillors must be appointed by a separate resolution, unless:

(a) the members present have first passed a resolution that the appointments may be voted on together; and

(b) no votes were cast against that resolution.

40.3 A person is eligible for election as an Elected Councillor of the company if they:

(a) are a member of the company, or a representative of a member of the company (appointed under clause 25);

(b) are nominated in writing by two members or representatives of members entitled to vote (unless the person was previously elected as a councillor at a general meeting and has been a councillor since that meeting);

(c) have a director identification number;

(d) are seeking election at a general meeting as an Elected Councillor for the first time, give their nomination and consent to act as a councillor to the secretary or their delegate at least 28 days (or such other period as determined by the councillors) before the date fixed for the holding of the general meeting;

(e) give the company their signed consent to act as a councillor of the company; and

(f) are not ineligible to be a councillor under the Corporations Act or the ACNC Act.

40.4 The councillors may appoint a person as an Elected Councillor to fill a casual vacancy in the office of an Elected Councillor, provided that the total number of Elected Councillors does not exceed the number of Elected Councillors determined under clause 39.2, and if that person:

(a) is a member of the company, or a representative of a member of the company (appointed under clause 25);

(b) gives the company their signed consent to act as a councillor of the company;

(c) has a director identification number; and

(d) is not ineligible to be a councillor under the Corporations Act or the ACNC Act.

40.5 A councillor appointed under clause 40.4 holds office until the conclusion of the next annual general meeting of the company but is eligible for election.

40.6 If the number of councillors is reduced to fewer than three (3) or is less than the number required for a quorum, the continuing councillors may act for the purpose of increasing

the number of councillors to five (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

41. Term of office and retirement of Elected Councillors

41.1 Subject to clause 42.2, Elected Councillors are elected for terms of 4 years.

41.2 At each annual general meeting, any Elected Councillor who has held office for 4 years or more since last being elected, must retire from office but, subject to clause 41.4, is eligible for reappointment. A retiring Elected Councillor holds office until the conclusion of the meeting at which that councillor retires.

41.3 In addition to the right to remove councillors under section 203D of the Corporations Act, the members may by an ordinary resolution remove any Elected Councillor before the expiration of that Elected Councillor's period of office, and may by an ordinary resolution appoint another person in the place of that Elected Councillor.

41.4 An Elected Councillor is entitled to seek reappointment as an Elected Councillor on 2 occasions provided that an Elected Councillor's period of continuous service to the company does not exceed a period of 12 years, excluding any period of service under clause 40.4.

42. When a councillor stops being a councillor

A councillor stops being a councillor if they:

(a) give written notice of resignation as a councillor to the company;

(b) die;

(c) are removed as a councillor by a resolution of the members;

(d) stop being a member of the company;

(e) are a representative of a member, and that member stops being a member;

(f) are a representative of a member, and the member notifies the company that the representative is no longer a representative;

(g) are absent for three (3) consecutive councillors' meetings without approval from the councillors; or

(h) become ineligible to be a councillor of the company under the Corporations Act or the ACNC Act.

43. Office bearers

43.1 Subject to clause 43.2 and 43.3, the Council may elect one councillor to each of the following positions:

(a) President-elect

(b) secretary; and

(c) treasurer (office bearers).

43.2 The councillors must elect a councillor as the company's President-elect at the council meeting prior to the Annual General Meeting, every two years.

43.3 The President-elect will remain as President-elect for two years, then become President for the following two years, and immediate Past-President for the following year. The President-elect does not need to stand for re-election as a councillor once elected to that role by Council.

43.4 The company must have at least one secretary, who is also a councillor.

43.5 A candidate for appointment as a secretary must give the company their signed consent to act as secretary of the company prior to their appointment.

43.6 The councillors must decide the terms and conditions under which the secretary is appointed.

43.7 The role of the secretary (or their delegate) includes:

(a) maintaining a register of the company's members; and

(b) maintaining the minutes and other records of general meetings (including notices of meetings), councillors' meetings and circular resolutions.

43.8 A person must not hold more than one office bearer position on the Council at any one time.

43.9 The Council may remove an Office bearer from their office by majority resolution (however, the individual would remain as an Elected Councillor).

44. Vacation of Office

An office bearer vacates their office as office bearer if they:

(a) stop being a councillor;

(b) give 28 days' written notice of their resignation to the company;

(c) hold any office of profit under the company;

(d) are directly or indirectly interested in any contract or proposed contract with the company;

(e) are removed as an office-bearer by resolution of the Council; or

(f) become 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.

Powers of councillors

45. Powers of councillors

45.1 The councillors are responsible for managing and directing the activities of the company to achieve the purpose(s) set out in clause 6.

45.2 The councillors may use all the powers of the company except for powers that, under the Corporations Act or this constitution, may only be used by members.

45.3 The councillors must decide on the responsible financial management of the company including:

(a) any suitable written delegations of power under clause 46; and

(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

45.4 The councillors cannot remove a councillor or auditor. Councillors and auditors may only be removed by a members' resolution at a general meeting.

46. Delegation of councillors' powers

46.1 The councillors may delegate any of their powers and functions to, a committee, a councillor, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate.

46.2 The company must keep appropriate records of any delegations.

46.3 The councillors may delegate any of their powers and functions to a committee consisting of 2 or more councillors and such other persons as they think fit and may revoke the delegation at any time.

46.4 A committee to which any powers or functions have been delegated under clause 46.1 must exercise these powers or functions:

(a) in accordance with the terms and subject to any restrictions and any directions of the councillors; and

(b) so as to be concurrent with, or to the exclusion of, the powers of the councillors, and a power so exercised is taken to have been exercised by the councillors.

47. Payments to councillors

47.1 The company must not pay fees to a councillor for acting as a councillor.

47.2 The company may:

(a) pay a councillor for work they do for the company, other than as a councillor, if the amount is no more than a reasonable fee for the work done; or

(b) reimburse a councillor for expenses properly incurred by the councillor in connection with the affairs of the company.

47.3 Any payment made under clause 47.2 must be approved by the councillors.

47.4 The company may pay premiums for insurance indemnifying councillors, as allowed for by law (including the Corporations Act) and this constitution.

48. Execution of documents

The company may execute a document without using a common seal if the document is signed by:

(a) two councillors of the company; or

(b) a councillor and the secretary.

(c) by any other means provided by the Corporations Act.

49. Validity of acts of councillors

All acts done at a meeting of councillors or of a committee of councillors, or by an individual acting as a councillor, are not invalid because:

(a) of a defect in the appointment of the councillor;

(b) the person is disqualified from being a councillor or has vacated office; or

(c) the person is not entitled to vote,

if that circumstance was not known by the person or the councillors or committee, as the case may be, when the act was done.

50. Duties of councillors

The councillors must comply with their duties as councillors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a councillor of the company;

(b) to act in good faith in the best interests of the company and to further the charitable purpose(s) of the company set out in clause 6;

(c) not to misuse their position as a councillor;

(d) not to misuse information they gain in their role as a councillor;

(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 51;

(f) to ensure that the financial affairs of the company are managed responsibly; and

(g) not to allow the company to operate while it is insolvent.

51. Conflicts of interest

51.1 A councillor must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of councillors (or that is proposed in a circular resolution):

(a) to the other councillors; or

(b) if all of the councillors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

51.2 The disclosure of a conflict of interest by a councillor must be recorded in the minutes of the meeting.

51.3 Each councillor who has a material personal interest in a matter that is being considered at a meeting of councillors (or that is proposed in a circular resolution) must not, except as provided under clauses 51.4:

(a) be present at the meeting while the matter is being discussed; or

(b) vote on the matter.

51.4 A councillor may still be present and vote if:

(a) their interest arises because they are a member of the company, and the other members have the same interest;

(b) their interest relates to an insurance contract that insures, or would insure, the councillor against liabilities that the councillor incurs as a councillor of the company (see clause 68);

(c) their interest relates to a payment by the company under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;

(d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the councillor to vote on the matter; or

(e) the councillors who do not have a material personal interest in the matter pass a resolution that:

(i) identifies the councillor, the nature and extent of the councillor's interest in the matter and how it relates to the affairs of the company; and

(ii) says that those councillors are satisfied that the interest should not stop the councillor from voting or being present.

Councillors' meetings

52. When the councillors meet

The councillors may decide how often, where and when they meet.

53. Calling councillors' meetings

53.1 A councillor may call a councillors' meeting by giving reasonable notice to all of the other councillors.

53.2 A councillor may give notice in writing or by any other means of communication that has previously been agreed to by all of the councillors.

54. Chairperson for councillors' meetings

54.1 The President is entitled to chair councillors' meetings, or if the President is not available within fifteen (15) minutes after the appointed starting time set for the meeting, the President-elect shall be the chairperson for that meeting.

54.2 The councillors at a councillors' meeting may choose a councillor to be the chairperson for that meeting if the President or President-elect is:

(a) not present within 15 minutes after the starting time set for the meeting; or

(b) present but does not want to act as chairperson of the meeting.

55. Quorum at councillors' meetings

55.1 Unless the councillors determine otherwise, the quorum for a councillors' meeting is a majority (more than 50%) of councillors.

55.2 A quorum must be present for the whole councillors' meeting.

56. Using technology to hold councillors' meetings

56.1 The councillors may hold their meetings by using virtual meeting technology (such as video or teleconferencing) that is agreed to by all of the councillors.

56.2 The councillors' agreement may be a standing (ongoing) one.

56.3 A councillor may only withdraw their consent within a reasonable period before the meeting.

57. Passing councillors' resolutions

57.1 A councillors' resolution must be passed by a majority of the votes cast by councillors present and entitled to vote on the resolution.

57.2 In the case of an equality of votes at a meeting of the councillors, the chairperson does not have a second or casting vote, and consequently the resolution will not be passed.

58. Circular resolutions of councillors

58.1 The councillors may pass a circular resolution without a councillors' meeting being held.

58.2 A circular resolution is passed if all the councillors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 58.3 or clause 58.4.

58.3 Each councillor may sign:

(a) a single document setting out the resolution and containing a statement that they agree to the resolution; or

(b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

58.4 The company may send a circular resolution by email to the councillors and the councillors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

58.5 A circular resolution is passed when the last councillor signs or otherwise agrees to the resolution in the manner set out in clause 58.3 or clause 58.4.

Minutes and records

59. Minutes and records

59.1 The company must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of general meetings;

(b) minutes of circular resolutions of members;

(c) a copy of a notice of each general meeting; and

(d) a copy of a members' statement distributed to members under clause 31.

59.2 The company must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of councillors' meetings (including meetings of any committees); and

(b) minutes of circular resolutions of councillors.

59.3 To allow members to inspect the company's records:

(a) the company must give a member access to the records set out in clause 59.1; and

(b) the councillors may authorise a member to inspect other records of the company, including records referred to in clause 59.2 and clause 60.1.

59.4 The councillors must ensure that minutes of a general meeting or a councillors' meeting are signed within a reasonable time after the meeting by:

(a) the chairperson of the meeting; or

(b) the chairperson of the next meeting.

59.5 The councillors must ensure that minutes of the passing of a circular resolution (of members or councillors) are signed by a councillor within a reasonable time after the resolution is passed.

60. Financial and related records

60.1 The company must make and keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance; and

(b) enable true and fair financial statements to be prepared and to be audited.

60.2 The company must also keep written records that correctly record its operations.

60.3 The company must retain its records for at least 7 years.

60.4 The councillors must take reasonable steps to ensure that the company's records are kept safe.

By-laws

61. By-laws

61.1 The councillors may pass a resolution to make by-laws to give effect to this constitution.

61.2 Members and councillors must comply with by-laws as if they were part of this constitution.

Notice

62. What is notice

62.1 Anything written to or from the company under any clause in this constitution is written notice and is subject to clauses 63 to 65, unless specified otherwise.

62.2 Clauses 63 to 65 do not apply to a notice of proxy under clause 37.7.

63. Notice to the company

Written notice or any communication under this constitution may be given to the company, the councillors or the secretary by:

(a) delivering it to the company's registered office;

(b) posting it to the company's registered office or to another address chosen by the company for notice to be provided; or

(c) sending it to an email address or other electronic address notified by the company to the members as the company's email address or other electronic address.

64. Notice to members

64.1 Written notice or any communication under this constitution may be given to a member:

(a) in person;

(b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;

(c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);

(d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address); or

(e) by any other means provided by the Corporations Act.

64.2 If the company does not have an address for the member, the company is not required to give notice in person.

64.3 If a member elects to receive documents in physical form, the company must take reasonable steps to send documents in a manner that complies with the election.

65. When notice is taken to be given

Except in relation to service of a document referred to in clause 37, a notice:

(a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;

(b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;

(c) sent by email or other electronic method:

(i) is taken to be given by properly addressing and transmitting the electronic transmission; and

(ii) is taken to have been given on the business day after it is sent;

(d) given under clause 1.1(d) on the business day after the notification that the notice is available is sent; and

(e) given in any other way permitted under the Corporations Act, is taken to have been given under the Corporations Act.

Financial year

66. Company's financial year

The company's financial year is from 1 July to 30 June, unless the councillors pass a resolution to change the financial year.

Indemnity, insurance and access

67. Indemnity

67.1 The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.

67.2 In this clause, ‘officer’ means a councillor or secretary and includes a councillor or secretary after they have ceased to hold that office.

67.3 In this clause, ‘to the relevant extent’ means:

(a) to the extent that the company is not precluded by law (including the Corporations Act) from doing so; and

(b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

67.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.

68. Insurance

To the extent permitted by law (including the Corporations Act), and if the councillors consider it appropriate, the company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the company against any liability incurred by the person as an officer of the company.

69. Councillors' access to documents

69.1 A councillor has a right of access to the financial records of the company at all reasonable times.

69.2 If the councillors agree, the company must give a councillor or former councillor access to:

(a) certain documents, including documents provided for or available to the councillors; and

(b) any other documents referred to in those documents.

Winding up

70. Winding up voluntarily

If permitted by law, the company may be wound up voluntarily by special resolution.

71. Surplus assets not to be distributed to members

If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 72.

72. Distribution of surplus assets

72.1 Subject to the Corporations Act and any other applicable act, and any court order, any surplus assets (including **gift funds** defined in clause 72.4(a)) that remain after the company is wound up must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6;

(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company, and

(c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

72.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

72.3 If the company's deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of clauses (a), (b) and (c), as decided by the councillors.

72.4 For the purpose of this clause:

(a) **gift funds** means:

(i) gifts of money or property for the principal purpose of the company;

(ii) contributions made in relation to a fund-raising event held for the principal purpose of the company, and

(iii) money received by the company because of such gifts and contributions.

(b) **contributions** and **fund-raising event** have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

Definitions and interpretation

73. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Council means the Council of councillors of the company

councillor means a director of the company

company means the company referred to in clause 1

Corporations Act means the Corporations Act 2001 (Cth)

chairperson means the person appointed to be the company's chairperson under clause 54

general meeting means a meeting of members and includes the annual general meeting, under clause 21.1

Elected Councillor means a councillor described in clause 39.1(c)

Honorary Life Member means a member in the Membership class set out in clause (b)

member present means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting

office bearers means the councillors set out in clause 43

ordinary member a Member in the Membership class set out in clause (a)

President means the person serving in the office of the president of the company in accordance with clause 43

President-elect means the person elected by the councillors as president-elect of the company in accordance with clause 43

registered charity means a charity that is registered under the ACNC Act

secretary means a person elected by the councillors to be the company's secretary under clause 43 and includes an honorary secretary

special resolution means a resolution:

(c) of which notice has been given under clause 1.1(c); and

(d) that has been passed by at least 75% of the votes cast by Voting members present and entitled to vote on the resolution

subscription means the subscription fees payable by Members pursuant to clause 16

surplus assets means any assets of the company that remain after paying all debts and other liabilities of the company, including the costs of winding up

virtual meeting technology means any technology that allows a person to participate in a meeting without being physically present at the meeting

voting member means a member who:

(i) is in a class of membership which is entitled to vote under clause 10.2; and

(ii) has paid any payable annual subscription under clause 16 or is no more than one month in arrears at the date of the meeting at which the member may vote

74. Reading this constitution with the Corporations Act

74.1 The replaceable rules set out in the Corporations Act are displaced by this constitution and accordingly do not apply to the company..

74.2 While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

74.3 If the company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

74.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

75. Interpretation

In this constitution:

(a) The singular includes the plural and vice versa;

(b) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and

(c) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

(d) a reference to a meeting includes a meeting by technology provided the technology gives the persons entitled to attend the meeting, as a whole, reasonable opportunity to participate without being physically present in the same place, and includes a general meeting:

(i) at one or more physical venues;

(ii) at one or more physical venues and using virtual meeting technology; or

(iii) using virtual meeting technology only;

(e) a reference to a person being present in person includes an individual participating in a meeting in person or through a proxy, attorney or representative of a member (appointed under clause 25);

(f) a reference to a “place” includes the place or location where a general meeting may be held, is held or is taken to be held under the Corporations Act if virtual meeting technology is used in holding the meeting;

(g) a reference to a person includes a natural person, corporation or other body corporate; and

(h) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

76. Signing and electronic communication

Where, by a provision of this constitution, a document including a notice is required to be signed or communicated, that requirement may be satisfied in any manner permitted by the applicable law of a state, a territory, or the Commonwealth of Australia relating to electronic signing and transmission of documents.