

**AUSTRALIAN AND NEW ZEALAND SOCIETY FOR  
MAGNETIC RESONANCE**

**ANZMAG**

# AUSTRALIAN AND NEW ZEALAND SOCIETY FOR MAGNETIC RESONANCE

The following Articles of Association have been designed with the object of registering The Society as a Company Limited by Guarantee, of the nature of a Learned Society, under section 601BA(1)(d) of the Corporations Law.

## ARTICLES OF ASSOCIATION

### 1. **Name**

The Society shall be called the 'Australian and New Zealand Society for Magnetic Resonance' (ANZMAG), hereinafter referred to as 'The Society' .

2. **Object.** The Society has for its object the advancement of the science of Magnetic Resonance, particularly within the general region of Australia and New Zealand.

### 3. **Powers**

The Society has power to do all things that may be incidental or conducive to the attainment of the object of the Society and in particular to :

(i) purchase, acquire and receive any real or personal property and sell, give, transfer, demise and otherwise deal with any real or personal property of the Society;

(ii) raise and borrow money and secure the repayment of money raised or borrowed or the repayment of any debt or liability of The Society by any lawful means, including by way of mortgage, charge or debenture upon or over all or any of the real or personal property of The Society;

(iii) invest any moneys of The Society for the purpose of The Society upon such terms and in such manner as it thinks fit;

(iv) undertake and execute any trusts within the objects of The Society and accept any gift, endowment, bequest or devise made to The Society generally or for the purpose of any specific charitable object of The Society and to carry out any trust attached to any such gift, endowment, bequest or devise; and

(v) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

3a. The Society will apply any profits on other income to promote its objects, ie. the advancement of the science of Magnetic Resonance.

3b. The Society will not pay any dividend to Members.

3c. Any surplus which would otherwise be payable to the Members of the Society on winding-up will be paid to another corporation of the nature of a Learned Society the objects of which are restricted to the exchange of information and knowledge of a scientific or academic nature and the Constitution of which requires it to apply its income and any profits to the promotion of its objects and prohibits it from paying any dividend to its members.

3d. The Society will not make any payments to any director of the Society other than:

(i) for the payment of out-of-pocket expenses incurred by the director in the performance of any duty as director of the Society where the amount payable does not exceed an amount previously approved by the Directors of the Society.

(ii) for payment of any service rendered to the Society by the director in a professional or technical capacity, other than in the capacity as director, where the provision of the service has the prior approval of the Directors of the Society and where the amount payable is approved by the Directors of the Society and is not more than an amount which commercially would be reasonable payment for the service.

(lii) for payment of any salary or wage due to the director or an employee of the Society where the terms of employment have been approved by the Directors of the Society.

#### **4. Membership**

The Society shall consist of two grades of membership: Members and Company Members.

4a. Members are those persons who, in expression of their interest in the science of Magnetic Resonance, pay the prescribed subscription. There is no other qualification required.

4b. Company Members are those companies which pay the prescribed company membership subscription. By so doing, a company may nominate two of its officers who will hold full Membership rights.

Either type of membership shall lapse if, within six months of becoming due, the prescribed subscription is not paid; a lapsed membership is renewable upon payment of the subscription for the then current period.

#### **5. Subscriptions**

5a. Members and Company members shall pay such subscriptions as are determined at a Annual General Meeting. Such subscription is payable at the time of the succeeding General Meeting and shall cover the period from the time of payment until the Annual General Meeting next following.

5b. Subscriptions will generally be separate and distinguishable from conference registration fees. The latter will be payable by all Members (personal or company nominated) who attend a particular Conference.

#### **6. Benefits**

Members and Company Members shall on payment of the subscription be entitled to enrol for the Biennial Conference, to receive notices of succeeding meetings being arranged during the currency of the subscription, and to any other benefits which may from time to time be arranged by the Board of Directors.

#### **7. Scientific Meetings**

7a. The primary function of the Society is the arrangement, within the general region of Australia and New Zealand, of regular Conferences for the exchange of information on the science of Magnetic Resonance. These Conferences will normally be held biennially, but the frequency may be changed by resolution of an Annual General Meeting.

7b. A group of Members in anyone centre may hold other meetings for the local exchange of information.

7c. The Annual General Meeting may, should circumstances be deemed appropriate, resolve to conduct at any time a Conference of more international character.

#### **8. Annual General Meetings**

8a. An Annual General Meeting shall be held within five (5) months of the end of the financial year.

8b. The Annual General Meeting shall receive Minutes of the previous Annual General Meeting and the reports of the outgoing Board and Committees. These reports shall include independently prepared financial statements which have been issued since the previous Annual General Meeting.

8c. The Annual General Meeting shall determine i) The membership of the new Board of Directors; ii) The appointment of Regional Correspondents; iii) The subscription rates payable at the time of the next regular Conference; iv) The establishment of any new Local Branch; v) Appropriate working balances for the funds of each Local Branch (see Clause 10).

9. **Voting** All financial Members, as defined in clause 4, are eligible to vote at a General Meeting, at which a quorum shall be twenty (20) Members. All decisions, except those dealing

with these Rules (see Clause 18), shall be by simple majority of those present and voting.

#### **10. Local Branches of the Society**

10a. Local Branches of the Society may be formed and their object is to arrange local activities (see Clause 7b).

10b. A Local Branch is considered formed when the Board of Directors accepts, in writing, the written communication from the Regional Correspondent or other duly appointed Local Officer of a proper resolution to this effect made by a meeting of Members in anyone centre. Such acceptance must be ratified by the next Annual General Meeting.

10c. Local Branches may elect such Officers and Local Committee as they deem necessary for their operation, and should notify the names and addresses of those elected to the Board of Directors and to the relevant Regional Correspondent.

10d. The term of Officers and Local Committee of each Local Branch shall be from Annual General Meeting to Annual General Meeting of The Society.

10e. Such Local Branches of The Society as are formed shall open bank accounts in the name of the Local Branch of the Society, and may collect such monies as are required to run local meetings. All financial transactions must be conducted according to Clause 16.

10f. Large financial reserves should not be accumulated by Local Branches. To this end all local surpluses, over and above a reasonable working balance of size determined by the General Meeting, shall be transferred at the time of the Annual General Meeting to the fund maintained by the Board of Directors.

10g. Local Branch Committees may apply to the Board of Directors for assistance with the funding of local meetings, but may not commit The Society to any financial obligation without prior approval in writing by the Board of Directors of The Society.

10h. Reports and financial statements shall be supplied by the Secretary/Treasurer of each Local Branch to the Board of Directors by September 31st each year, and at other times as and when requested (Note Clauses 15, 16).

10i. If a local branch fails after due reminder to submit an annual report and financial statement, it is deemed to have lapsed, and the last-recorded Regional Correspondent is responsible for ensuring that all existing Local Branch funds are transferred to the Board of Directors Fund.

## **11. Board of Directors**

The General Meeting shall elect a Board of Directors of no less than three for the next Conference. This Board shall choose Officers from among its members and shall also constitute the Board of management of The Society until the next Conference and General Meeting.

## **12. Powers of the Board of Directors**

The Board of Directors has full power to act for The Society between General Meetings, consistent with these Rules. In particular it shall

12a. Choose Officers of the Society from among its members;

12b. Appoint the Secretary (see 15);

12c. Appoint the Auditor when required by the Corporations Law or ASIC (see 16) and approve the choice of auditors for Local Branch accounts;

12d. Administer through the Honorary Treasurer the financial affairs of The Society including the establishment and maintenance of bank accounts and other funds, nomination of signatories and trustees of these accounts and funds as required;

12e. Ensure that there is an annual preparation of financial statement and audit if required by the Corporations Law or ASIC (see Clause 15);

12f. Ensure that proper records are kept of the affairs of The Society, including minutes of the General Meeting and of business meetings of the Board of Directors;

12g. Organise the next Conference and Annual General Meeting;

12h. Maintain contact with Members and Company Members either i) directly, ii) through Regional Correspondents or iii) through Local Branches, where these exist;

12i. Co-opt such extra Board members as it needs to fulfil its function;

12j. Appoint such sub-committees as may appear to be conducive to effective conduct of the business of the Society;

12k. Fill casual vacancies among Regional Correspondents;

12l. Ensure that reports of all committees, including those of Local Branches, and all financial statements are tabled at the Annual General Meeting;

12m. Make recommendations to the Annual General Meeting;

12n. Make decisions on the use of the Seal of the Society, and keep proper minuted record of these decisions, for which a quorum of three is required.

## **13. Officers**

Officers of The Society are Chairperson, Secretary, Honorary Treasurer, Public Officer, and such other positions as the Central Committee may determine.

#### **14 Regional correspondents.**

The appointment of Regional Correspondents shall be confirmed at the Annual General Meeting. These Members constitute the point of contact between the Local Branches and the Board of Directors, but are not normally envisaged as having any formal participation in Board of Directors decisions, except at the discretion of the Board of Directors.

#### **15 Secretary**

The Secretary of The Society shall be appointed by the Board of Directors. This office shall be maintained at all times. Appointment as Secretary does not preclude a Member from any other office. The following summary of the duties of Secretary is included for the enlightenment of successive Board of Directors; it does not constitute a formal part of the Rules. Duties of the Secretary include

- i) Within 14 days of appointment, give notice of this, in writing, to the Australian Securities & Investments Commission (ASIC).
- ii) Give notice, in writing, to ASIC within 14 days of change of address.
- iii) Within one month of any alteration of objects, Articles or trusts, especially those Rules which affect the financial liabilities of Members, inform ASIC, with a statutory declaration.
- iv) Request permission of ASIC for any change in name of The Society.
- v) Act as formal agent of The Society in all legal contingencies: receipt or issuing of any notices, demands, summons, writs, etc. The Secretary is legally responsible for seeing to it that the Honorary Treasurer meets The Society's debts, and within the specified time limits.
- vi) Within one month of the Annual General Meeting, file copies of audited financial statements if required by the Corporations Law or ASIC.
- vii) Keep the Seal of The Society.

#### **16. Accounts**

- i) True accounts shall be kept of all monies received and expended at both Society and Local Branch levels and the matter in respect of which such receipt and expenditure takes place and the property credits and liabilities of The Society. Subject to such reasonable requirements as to time and manner and place as may be prescribed by these articles or by the Board of Directors, the accounts of The Society shall be open to inspection by Members. All monies received shall be properly receipted and banked.
- ii) An independently prepared financial statement of The Society's accounts shall be laid before the Annual General Meeting (see 8). The accountant shall not be a Member of The Society. The accounts need only be audited annually if required by the Corporations Law or ASIC. In that case the accounts shall be audited annually by auditors appointed (or in the case of Local Branches, approved) by the Board of Directors. An auditor shall not be a Member of The Society.
- iii) The financial year shall close on July 31st each year. Local Branch Committees where formed shall submit financial statements to the Honorary Treasurer of the Board of Directors by August 31st each year; in the year of a General Meeting a supplementary statement of account should be in the hands of the Central Honorary Treasurer in time for preparation of reports to the General Meeting.
- iv) If required to submit audited accounts by the Corporations Law or ASIC, a copy of each audited account shall be sent to the Regional Correspondents, and to the Secretary in time for lodgement with ASIC.

#### **17. Seal of The Society**

The Seal of The Society shall be in the form of a rubber stamp bearing the name of The Society encircling the word 'SEAL'.

Only the Central Committee may direct the affixing of the Seal of The Society to any deed, contract, agreement or writing to which The Society is to be a party. Use of The Seal, together with the names of those present and voting, shall be recorded in the Minutes of the Board Meeting. Affixing of The Seal shall be attested by the signatures of two members of the Board.

The Seal of The Society shall remain in the custody of the Secretary.

#### **18. Articles**

Should any circumstances arise not provided for in these Articles, the Board of Directors is empowered to act as may seem best in the interests of The Society.

The Articles of The Society may be altered, added to or repealed:

- i) At a General Meeting of The Society by a two-thirds majority vote of Members present, or
- ii) By means of a postal or electronic mail or internet ballot of all Members by a two-thirds majority of all ballots returned to the Honorary Secretary within sixty days of the original notification by mail, electronic mail, or on the internet

Any such amendment of the objects, purposes or Rules shall be of no force or effect until the Secretary files notice thereof with the Australian Securities & Investments Commission and the amendment is approved by the Registrar.

Such amendments shall only be made in pursuance of notice given to all Members at least two months prior to the said General Meeting or postal or electronic mail or internet ballot.

The Board shall decide which of the above mentioned methods shall be adopted, except that if twenty (20) Members so desire, a postal or electronic mail or internet ballot of Members shall be held notwithstanding the decision of the Board of Directors. For a postal or electronic mail or internet ballot a statement approved by the Board giving the arguments for and against the Proposal shall be posted to each Member at that Member's last recorded postal address or electronic mail address, together with the ballot papers or electronic means of registering a vote. Two scrutineers appointed by the Board shall open and inspect all ballot papers or electronic ballots returned to the Secretary within sixty days of the original posting or electronic notification. The scrutineers shall report to the Board and certify their accuracy.

Every edition of The Articles of Association shall carry the date of publication and the authority of The Society in the following terms:

Published on ...18<sup>th</sup> August 2011..... as approved by The Society on ...23<sup>rd</sup> June 2011..... ..

#### **19. Validation of Certain Acts**

No act done or proceeding taken by a person or body, including the Board of Directors or the Annual General Meeting, acting under or in pursuance of these Rules, shall be invalid by reason only of

- i) a defect in the appointment or election of that person or member of that body;
- ii) that person or a member of that body being disqualified by these Articles from so acting or from taking part in any proceedings;
- iii) failure to comply with the requirements for the convening of a meeting of that body; or
- iv) there being a vacancy or vacancies in the membership of that body.

#### **20. Winding Up** (see also cl. 3c)

In the event of the necessity to wind up The Society, the procedures must follow those set out in the Corporations Law.