

BY-LAWS

OF THE

**Australian X-Ray Analytical Association
Incorporated**

Amended version 27 September 1993

Interpretation

1. In these By-Laws, "the Act" means the Associations Incorporation Act 1991.
2. Regulations means the Association Incorporation Regulations under the Associations Incorporation Act 1991.

1. ADMISSION TO MEMBERSHIP

Application for admission to membership is made by submitting a completed application form to a branch secretary. The application must be approved by a simple majority vote of the branch committee. The applicant will be notified by the branch secretary and, on payment of membership dues, becomes a member of the association.

2. LIFE MEMBERSHIP

(1) Election

Life membership is bestowed upon selected members or certain non-members the association wishes to honour. Election to life membership is by nomination in writing to the secretary of the association. Life membership must be approved by a unanimous vote of the executive of the national council.

(2) Limitations

The total life membership shall not exceed six members at any time, nor can more than one life member be elected in any one year.

3. NATIONAL COUNCIL MEMBERS

(1) Composition, Nominations and New Council

The national council shall be composed of nominated members from each branch. Nominations to the-council shall be by majority vote of all members of a branch and nominations will take place at least once every three years immediately prior to a general meeting of the association called in accordance with By-Law 7.1. Nominations from all branches will be declared at this meeting.

The total number of council members for the coming term, and the number of nominations required from each branch shall be determined by the retiring council and that no branch shall have greater than fifty percent of the total council membership.

A meeting of the new council must be called within 60 days following the declaration of nominations. New officers will be elected at this meeting in accordance with By-Law 5.1. Officers of the retiring council will remain in office until the election of the new officers.

(2) Tenure¹

Each national council member may be nominated for two successive terms. The member may then be nominated or co-opted to the council only after a one year interval.

¹ Amended 7 June 1991

(3) Co-opted Members

To advance the interests of the association, the council is empowered to co-opt up to two members to the council. Co-opted members shall serve one term and may be re-appointed to serve for two following years. They may then be asked to serve only after a one year interval.

(4) Vacancies

A vacancy in the office of a member of the council occurs if the member:

- (a) dies;
- (b) ceases to be a member of the association;
- (c) resigns from office;
- (d) is removed from office pursuant to By-Law 3(6);
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified, from office under subsection 63(1) of the Act; or
- (h) is absent without the consent of the council from all meetings of the council held during a period of 6 months.

A vacancy caused by death or resignation of a council member may be filled by a nomination from the appropriate branch.

(5) Honorary Service

All officers of the national council or the branch committee will carry out their duties in an honorary capacity.

(6) Removal of Council Members

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the council from the office of member of the council before the expiration of the member's term of office.

4. OFFICERS OF THE NATIONAL COUNCIL

(1) Election

Officers of the association (president, vice-president, secretary and treasurer) shall be elected by the national council meeting following council elections. Election shall be by majority vote of those present and a proxy from absent members. Tied votes will be decided by a draw from the hat.

(2) Tenure

A term of office, shall be the time between successive general meetings of a national gathering of the association provided that the time between such gatherings is not less than two years. Officers shall hold office for no more than two successive terms. At the end of a successive second term an officer becomes ineligible for nomination for one year.

(3) Rights and Duties

President

The president shall be the principal officer of the association. The president shall preside at all national council meetings and has the rights and duties specified by the By-Laws.

Vice-president

The vice-president shall fulfill all prescribed duties and responsibilities of the president in cases where the president is absent.

Secretary

The secretary shall have general supervision of keeping the records of meetings, activities, membership and other records required by law. Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association. The secretary shall transmit to the council and the membership-at-large such notices as the business, the Constitution and the By-Laws may require and carry out assignments as directed by the council. The appointment and remuneration of an executive secretary may be authorised by the council to help the secretary carry out association duties.

Treasurer

The treasurer shall have general supervision of the financial affairs of the association and shall be responsible for keeping records of these affairs, and any other records required by Law. The treasurer shall be the custodian all funds and maintain the financial records of the association. The treasurer shall keep a current register of all branch members. The treasurer shall make disbursements and prepare and submit financial reports pertaining to the association subject to the procedures defined in the Constitution and By-Laws. The treasurer and the president or the president's nominee shall be signatories for financial disbursements.

5. BRANCH COMMITTEE MEMBERS

(1) Election

Election to a branch committee will take place every two years preferably at the annual general meeting of the branch but alternatively by postal vote within 60 days following the annual general meeting.

Nomination for branch committee membership can be made by any two branch members submitting, in writing to the branch secretary, the name of the nominated member, together with the written consent of the candidate at least 30 days prior to the annual general meeting of the branch in the year of the election. If insufficient nominations are received prior to the annual general meeting, nominations may be accepted at the meeting.

Election shall be by simple majority ballot of the members present at the annual general meeting. As a result of the ballot, the three or more members who receive the greatest votes shall be declared to the committee. In the case of a tied vote, the final place shall be decided by a draw from the hat. For the purpose of conducting the ballot, a returning officer shall be appointed by a majority vote of the members present.

A meeting of the new committee must be called within 60 days following the elections. Officers of the retiring committee will remain in office until the election of new officers.

(2) Composition

The number of committee members to be elected shall be decided by a general meeting of the branch prior to the election but shall not be less than three.

(3) Tenure

Each elected committee member shall serve a two year term and may be re-elected twice. The committee member may then be re-elected or co-opted to that branch only after a one year interval.

(4) Co-opted Members

The committee is empowered to co-opt up to two members to the committee. Co-opted members shall serve until the next election.

(5) Vacancies

A vacancy in the office of a member of the committee occurs if the member;

(a) dies;

(b) ceases to be a member of the association;

- (c) resigns from office;
- (d) is removed from office pursuant to rule 5(6);
- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63(1) of the Act; or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

A vacancy caused by the death or resignation of a committee member may be filled by a nomination of the committee chairman until the next election.

(6) Removal of Committee Members

The branch, in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

6. OFFICERS OF THE BRANCH COMMITTEES

(1) Election

Officers of a branch committee (chairman, secretary and treasurer) shall be elected at the first branch committee meeting following election of the committee. Election will be by majority vote of those present and a proxy from absent members. Tied votes will be decided by a draw from the hat.

(2) Tenure

Terms of office shall be for two years. Officers shall hold office no more than three successive terms. At the end of the third term an officer becomes ineligible for nomination for one year.

(3) Rights and Duties

Chairman

The chairman shall be the principal officer of the branch of the association. The chairman shall preside at all branch meetings and has the rights and duties specified in the By-Laws.

Secretary

The secretary shall have general supervision of keeping the records of branch meetings, activities, membership and other records required by law. Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association. The secretary shall transmit to

the council and the membership-at-large such notices as the business, the Constitution and the By-Laws may require and carry out assignments as directed by the committee and council.

Treasurer

The treasurer shall have general supervision of the financial affairs of the branch and shall be responsible for keeping records of these affairs, and any other records required by Law. The treasurer shall be the custodian of all funds and maintain the financial records of the branch. The treasurer shall keep a current register of all branch members. The treasurer shall make disbursements and prepare and submit financial reports pertaining to the branch subject to the procedures defined in the Constitution and By-Laws. The treasurer and the chairman or the chairman's nominee shall be signatories for financial disbursements. The remaining members of the committee shall act as deputies in the absence of any of the above-named members of the committee.

7. NATIONAL MEETINGS

(1) Conferences and Schools

In order to fulfill the objects of the association, scientific conferences, symposia or schools will be held at such times as the council deems fit. At least one such national gathering shall be held every three years.

(2) General Meeting and Nominations to Council

At each national gathering, a general meeting of the association's members must be held and at each such meeting nominations to the council will be declared provided that such meetings are not held within two years of each other.

(3) Frequency of Council Meetings

A national council meeting must be held each year.

(4) Extraordinary Council Meetings

Extraordinary council meetings may be called by the president and must be called within three months following written request from at least fifty percent of council members or ten percent of the membership-at-large.

(5) Quorum

A quorum for conducting business at a general meeting of the association shall be twenty-five members and at any council meeting shall be at least one half of the council members including two officers. If within one hour of the time appointed for the meeting a quorum is not present, the president or other senior officer shall adjourn the meeting to a time determined by the president or, in the president's absence, this other senior officer.

8. BRANCH MEETINGS

(1) General Meetings

General meetings will take the form of combined business and scientific discussions. Following the items of business decided by the branch executive it is intended that members will hold symposia to discuss their work or any matters of relevant scientific interest followed by discussion.

(2) Extraordinary Branch Meetings

Extraordinary general meetings of the branch may be called by the branch chairman and must be called within three months following written request of three branch committee members or ten percent of the branch membership.

(3) Quorum

A quorum for conducting business at a general meeting or any extraordinary general meeting shall be at least two members of the branch committee and three other members entitled to vote. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to a time determined by the chairman. Where the branch has less than ten financial members a quorum shall be at least fifty percent of membership and must include two committee members.

(4) Chairman of Meetings

The chairman shall preside at each meeting, but if there is no chairman present within fifteen minutes of the time appointed for holding the meeting, or if the chairman is unwilling to act, the members present shall elect one of the committee other than the secretary or treasurer to the chairman of the meeting. In the event of either of these committee members not being present or if both decline, the members present shall elect one of their number to be chairman of the meeting.

(5) Carrying of a Resolution

At any meeting a resolution shall be carried by simple majority of the votes cast.

(6) Casting Vote

In the case of equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

(7) Method of Voting

A resolution put to the vote of the meeting shall be decided on a show of hands.

(8) Frequency of Branch Committee Meetings

The branch committee shall hold committee meetings at such times as are decided by the chairman.

(9) Frequency of Branch Meetings

Branch meetings shall be held every four months or as determined by the members.

(10) Branch Meeting Procedure

The procedure for conducting meetings of branches shall be decided initially by a general meeting of the branch and the agreed order shall be added as a local appendix to the By-Laws.

9. FINANCIAL

(1) Funds-source

The funds of the association shall be derived from:

- (a) annual subscriptions of members
- (b) proceeds of scientific conferences, symposia or schools
- (c) donations, bequests and, subject to section 114 of the Act, such other sources as the council or branch committee determines.

(2) Application of Income and Accounting

The incomes of the association shall be solely applied towards the promotion of the objects of the association in such manner as the council and the branch committees determine. True accounts shall be kept of all monies received and expended by the association and its branches and the matters in respect of which such receipts and expenditures take place.

The accounts of the national council and of the branches shall be examined at least once every year and the correctness of the balance sheet certified by nominated auditor approved at the respective annual general meeting.

(3) National Council Expenses and Income National

National council expenses shall be met from accounts received as stated in 9.1(b) and 9.1(c) and, if necessary, by a levy on each branch which will be proportional to the number of

members of the branch. The amount of the levy will be determined by the national council at its annual meeting.

(4) Depositing of Income

All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(5) Issuing of Receipts

The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

(6) Signatories

All cheques, draft bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the council or employees of the association, being members of the council or employees authorised to do so by the council.

(7) Annual Subscriptions

The annual subscriptions for the three classes of membership shall be amounts determined by each branch committee and approved by the national council as necessary to cover the running expenses of the branch and any levy imposed by the national council.

The annual subscription is payable:

(a) except as provided by paragraph (b), before 1 July in each calendar year;

or

(b) where a person becomes a member on or after 1 July in any calendar year, before 1 July in each succeeding year.

In the event of the dissolution of the association any funds held by the association may be donated to an organisation having similar aims or to a charity, but such a donation must be decided on a vote of all members.

10. VOTING

(1) Voting Entitlements of Members

At any meeting of the association, each member entitled to vote may vote in person or by proxy.

(2) Sustaining members

A sustaining member must nominate which of its representatives shall have voting power on its behalf.

(3) Voting Rights of Sustaining Members Elected to Executive of Council or Committee

Any member nominated by a company, institution or government department who is elected to the executive of either the national council or branch committee shall have full voting rights at all times.

11. TERMINATION OF MEMBERSHIP

(1) Retirement and Liability

Any member wishing to retire from the membership of the association shall give the branch secretary one calendar months notice in writing of intention to retire from membership and upon the expiration of such notice shall cease to be a member. Termination of membership shall not absolve a member from liability for payment of any subscription due from that member at the time of such termination. Subscriptions will not be refunded to any retiring member.

(2) Failure to Pay Subscription

The association may terminate the membership of any member who has not paid to the association the annual subscription within 3 calendar months of the due date.

12 ALTERATION TO THE BY-LAWS

See Article XII Section 4 of the Constitution.

13. REGISTER OF MEMBERS

(1) Branch Register

Each branch shall keep a register of current membership, a copy of which the branch shall submit to the national Council by 1st May each year.

(2) National Council Register

The national council will compile a complete list of members and their organisations by the end June each year and submit a copy to each of the branches.

14. INSPECTION OF BOOKS

The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the association relating to the association.

15. THE COMMON SEAL

(1) Custody of the Common Seal

The Common Seal of the association shall be kept in the custody of the secretary.

(2) Affixing the Common Seal

The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 3 members of the committee or of 1 member of the committee and of the secretary.

16. DISCIPLINING OF MEMBERS

(1) Where the council or branch committee is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of these rules, or,
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association, the council or branch committee may, by resolution:
- (c) expel the member from the association, or
- (d) suspend the member from such rights and privileges of membership of the association as the council or branch committee may determine for a specified period.

(2) A resolution of the council or branch committee under subrule (1) is of no effect unless the council or branch committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.

(3) Where the council or branch committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the council or branch committee and the grounds on which it is based;
- (b) stating that the member may address the council or branch committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;

- (c) Stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting
 - (ii) submit to the council or branch committee or prior to the date of that meeting written representations relating to the resolution.
- (4)** Subject to section 50 of the Act, at a meeting of the council or branch committee mentioned in sub rule (2), the council or branch committee shall:
- (a) give to the member mentioned in sub rule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the council or branch committee by that member at or prior to the meeting;
- and
- (c) by resolution determine whether to confirm or to revoke the resolution of the council or branch committee made under sub rule (1).
- (5)** Where the council or branch committee confirms a resolution under sub rule (4), the secretary shall, within 7 days after that confirmation by notice in writing inform the member of that confirmation and of the member's right of appeal under sub rule 17.
- (6)** A resolution confirmed by the council or branch committee under sub rule (4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with sub rule 17 (4).

17. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1)** A member may appeal to the association in a general meeting against a resolution of the council or branch committee which is confirmed under subrule 16(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2)** Upon receipt of a notice under sub rule (1), the secretary shall notify the council or branch committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received notice or as soon as possible after that date.

- (3) Subject to section 50 of the Act, at a general meeting of the association convened under sub rule (2):
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the council or branch committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 16(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub rule 16(4), that resolution is confirmed.