



# Australian and New Zealand Society for Sarcopenia and Frailty Research

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

### Corporations Act 2001

Australian Public Company, limited by Guarantee

A.C.N. 619237884

## Contents

### Constitution

<b>1. Interpretations</b>	3
1.1 Constitution	3
1.2 Interpretation	3
<b>2. Nature of the Company</b>	3-6
2.1 Public Company	3
2.2 Name of the Company	3
2.3 Objectives of the Company	3-6
<b>3. Use of Funds</b>	6
<b>4. Member Obligations</b>	6
<b>5. Winding up or Dissolution of the Society</b>	6
<b>6. Accounts</b>	6
<b>7. Liability</b>	6
<b>8. Amendments</b>	7
<b>9. Conditions</b>	7
<b>10. Directors (Councillors)</b>	7

### Regulations

<b>1. Definitions and Interpretation</b>	8-9
<b>2. Members</b>	9-10
<b>3. Annual Subscription</b>	10
<b>4. Termination of Membership</b>	10
<b>5. Membership Lists</b>	11
<b>6. Rights of Members</b>	11
<b>7. Patrons</b>	11
<b>8. Levy</b>	11
<b>9. General Meetings</b>	11-15
9.1 Business	11
9.2 Extraordinary General Meeting	11

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

9.3	Notice of General Meeting	11
9.4	Proceedings at General Meeting	12-15
<b>10.</b>	<b>Councillors and Management of the Society</b>	<b>15-17</b>
<b>11.</b>	<b>Term of Office</b>	<b>17</b>
11.1	Councillors	17
11.2	President-Elect and Treasurer	17
11.3	Secretary	17
<b>12.</b>	<b>Casual Vacancy</b>	<b>17</b>
<b>13.</b>	<b>Election of Councillors</b>	<b>17-18</b>
<b>14.</b>	<b>Retirement from Office</b>	<b>18</b>
<b>15.</b>	<b>Powers and Duties of the Council</b>	<b>18-19</b>
15.1	Business	18
15.2	Sub-Committees	19
15.3	Authorities	19
15.4	Minutes	19
<b>16.</b>	<b>The Seal</b>	<b>19</b>
<b>17.</b>	<b>Disqualification of Councillors</b>	<b>19</b>
<b>18.</b>	<b>Proceedings of Meetings</b>	<b>20-21</b>
18.1	Meetings	20
18.2	Quorum	20
18.3	Delegations of Powers	20
18.4	Chair of Meeting and Conduct	20
18.5	Circulating Resolutions	21
<b>19.</b>	<b>Accounts</b>	<b>21</b>
<b>20.</b>	<b>Audit</b>	<b>21</b>
<b>21.</b>	<b>Indemnity</b>	<b>22</b>
<b>22.</b>	<b>By-laws, Rules and Regulations</b>	<b>22</b>
<b>23.</b>	<b>Notices</b>	<b>22</b>
<b>24.</b>	<b>Amendment of these Regulations</b>	<b>22</b>
<b>Schedule 1 - Current Directors (Councillors) and Position</b>		<b>24</b>

## Constitution

### 1. Interpretation **1.1 Constitution**

- i. The powers set forth in Section 124 of the Corporations Act 2001 are expressly excluded and shall not apply to the Society except in so far as the same are repeated or contained in clause 2 of the Constitution of the Society.
- ii. This Constitution contains clauses setting out the manner in which the Members of the Company have agreed to conduct the internal administration of the Company.
- iii. This Constitution takes the place of the replaceable rules contained in the Act.

### **1.2 Interpretation**

In this Constitution, headings are inserted for convenience only and do not affect the interpretation of this Constitution and unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other gender;
- (c) persons include companies and corporations and vice versa;
- (d) Division 8 of Part 1.2 (other than section 109X) of the Act applies in relation to this Constitution, so far as it is capable of application;
- (e) an expression used in this Constitution that has a particular meaning in the Act has the same meaning in this Constitution; and
- (f) this Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, the Act will prevail to the extent of the inconsistency.

### 2. Nature of the Company **2.1 Public Company**

The company is a public company limited by guarantee.

### **2.2 Name of the Company**

The name of the Society is AUSTRALIAN AND NEW ZEALAND SOCIETY FOR SARCOOPENIA AND FRAILITY RESEARCH (hereinafter called "The Society").

### **2.3 Objectives of the Company**

The objectives for which the Society is established are:

- (i) To arrange for and promote, foster, develop and assist the study of research in and, the acquisition, dissemination and application of knowledge and information concerning sarcopenia and frailty in all its aspects;
- (ii) To promote improved standards of knowledge of muscle function and biology, biological mechanisms of sarcopenia and frailty, development of new biomarkers for sarcopenia and frailty, prevention of disability in sarcopenic and frail subjects, study of the mechanisms, clinical outcomes and treatments of osteosarcopenia, and all aspects of falls and fracture prevention;
- (iii) In maintenance of the objectives of the Society to encourage, stimulate and foster interest in:
  - (a) Musculoskeletal biology and function, sarcopenia and frailty amongst other interested persons including regional and international bodies;
  - (b) Promotion of networking collaborations nationally and internationally;

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

- (iv) To encourage participation of scientists from Australia and New Zealand at conferences
- (v) To encourage and to assist and arrange for scientists, practitioners and others to travel abroad and promote scientific communication and exchange in the fields of muscle biology and function, sarcopenia and frailty;
- (vi) To centralise, facilitate and promote the research agenda on all aspects of sarcopenia and frailty in Australia and New Zealand;
- (vii) To advocate for the integration of sarcopenia and frailty in clinical practice across Australia and New Zealand;
- (viii) To develop a research agenda (including basic, translational, biological and clinical trials) for sarcopenia and frailty in Australia and New Zealand from a *bench to bedside to community and back to bench* perspective;
- (ix) To promote translational research and clinical trials (investigator-initiated and industry-sponsored) on sarcopenia and frailty in Australia and New Zealand;

Solely for the purpose of carrying out the above objectives and not otherwise:

- (i) To establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid associations, institutions and organisations incorporated or not incorporated and whether within the State of Victoria or elsewhere and with objectives substantially similar to these objectives provided that the Society will not amalgamate with, subscribe to nor support with its funds any body which does not restrict the distribution of its income or property to an extent at least as great as that imposed on the Society by clause 3 of this Constitution.
- (ii) For furthering the objectives of the Society to raise money by all lawful means and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organisations or authorities and to conduct fund- raising campaigns.
- (iii) To make known and further the objectives and activities of the Society by the publication and distribution of papers, journals and other publications and by making the same known by any means thought desirable.
- (iv) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (v) To borrow and raise money for any of the purposes of the Society and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality) by any mortgage, charge or debenture upon or over all or any of the property of the Society.
- (vi) To invest and deal with the money of the Society not immediately required in such manner as permitted by law for the investment of trust funds.
- (vii) In furtherance of the objectives of the Society, but subject always to the proviso in paragraph (i) of this clause 2:
  - (i) To purchase, take on lease or acquire by gift or otherwise real and personal property of any nature or description;
  - (ii) To sell such property or exchange it for other property;

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

- (iii) To demise such property for such terms at such rent and upon such conditions as may be deemed desirable;
- (iv) To raise money on such property on such terms and conditions as may be deemed desirable.
- (viii) To promote interest and encourage continuing education in sarcopenia, frailty, musculoskeletal diseases and falls and fracture prevention.
- (ix) To undertake and execute any trusts and undertaking whereof may be necessary or desirable for the carrying out of any of the objectives of the Society, and to accept any gift, endowment or bequest made to the Society generally or for the purpose of any specific object and to carry out any trusts attached to any gift, endowment or bequest providing that the Society shall only deal with any property which is subject to any trusts in such manner as is allowed by law having regard to such trusts.
- (x) From time to time to make, rescind, add to or amend such by-laws or regulations not inconsistent with any statute or with this Constitution of the Society for the time being in force for the regulation or control of any of the property or affairs of the Society as may be deemed necessary or desirable.
- (xi) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the Society's objectives or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (xii) To appoint, employ remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purpose of the Society.
- (xiii) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society or any money due to the Society from purchasers and others.
- (xiv) To take any gift of property whether subject to any special trust or not, for any one or more of the objectives of the Society but subject always to the provisions detailed in clause 2(i) hereof.
- (xv) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise.
- (xvi) To print and publish in any form (newspapers, periodicals, books, leaflets or electronic material - announcements, web or social media) that the Society may think desirable for the promotion of its objectives.
- (xvii) To do all or any of the above things in any part or parts of the Commonwealth of Australia and New Zealand or elsewhere as principals, agents, contractors, trustees or otherwise and by means of the agency of others and either alone or in conjunction with another or others PROVIDED ALWAYS that the Society shall not subscribe to or support with its funds or amalgamate with any organisation or association which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of clause 3 of this Constitution.

PROVIDED that the Society shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

restrictions, which if an object of the Society would make it a trade union within the meaning of the Trade Union Act.

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- 3. Use of funds** (a) The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objectives of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the members of the Society.
- (b) Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member of the Society in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Regulations on money borrowed from any members of the Society or reasonable and proper rent for premises demised or let by any member of the Society but so that no member of the Council or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees no remuneration or other benefit in money or money's worth shall be paid or given by the Society to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society.
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- 4. Member Obligations** Every member of the Society undertakes to contribute to the property of the Society in the event of same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Society (contracted before he/she ceased to be a member) and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, a one off payment, as agreed to by council, not no more than the current annual subscription rate.
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- 5. Winding up or Dissolution of the Society** If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or body having objectives similar to the objectives of the Society and whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of clause 3 hereof such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.
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- 6. Accounts** True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Society for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined by one or more properly qualified Auditor or Auditors, who shall report to the members in accordance with the provisions of the Corporations Law.
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- 7. Liability** The liability of the members is limited.
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## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

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- 8. Amendments** No addition, alteration, or amendment shall be made to or in the Constitution for the time being in force, unless the same shall have been previously submitted to and approved by the Australian Securities Commission.
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- 9. Conditions** The third, sixth and eighth paragraphs of the Constitution contain conditions upon which the license is granted by the Australian Securities Commission to the Society in pursuance of the provisions of Section 82 of the Corporations Act 2001. For the purpose of preventing any evasion of the provisions of the said paragraphs the Australian Securities Commission may from time to time on the application of any member of the Society and on giving notice to the Society of its intention so to do and after affording the Society an opportunity of being heard in opposition thereto within such time as may be specified in such notice impose further conditions which shall be duly observed by the Society.
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- 10. Directors (Councillors)** The names of the current Councillors and their appointed positions are provided in Schedule 1.
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Corporations Act 2001

Regulations of the Australian & New Zealand Society for Sarcopenia and Frailty Research

Australian Public Company, Limited by Guarantee

A.C.N. 619237884

1. **Definitions and interpretation in these Regulations**

**"The Act"** means the Corporations Act 2001 or any act or acts of Parliament extending, amending or re-enacting the same or substituted therefor.

**"The Society"** shall mean the "AUSTRALIAN AND NEW ZEALAND SOCIETY FOR SARCOPENIA AND FRAILTY RESEARCH" of which these are the Regulations.

**"Regulations"** and **"these presents"** means the Regulations for the time being of the Society.

**"Special Resolution"** has the meaning assigned thereto by the Act.

**"The Register"** means the register of members to be kept pursuant to the Act.

**"Month"** means calendar month.

**"Year"** means calendar year.

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

**"Councillor"** means a member of the Council and for purposes of the Code means Director.

**"Secretary"** includes any person appointed to perform the duties of Secretary for the time being.

**"Student" "in training"** means any person currently undertaking work towards a degree or higher degree that includes, but not limited to: BSc, BSc (Hons), BN, MBBS, Masters, PhD, FRACGP, FRACP, FRACS.

**"Treasurer"** includes any person appointed (or approved by Council) to perform the duties of Treasurer for the time being.



## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

"In writing" and "written" includes printing lithography and other modes of reproducing or representing words in a visible form.

"The Seal" means the Common Seal from time to time of the Society.

When any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force in the State of Victoria.

Expressions defined in the Act shall have the meaning so defined.

Words importing the singular number include the plural number and vice versa. Words importing the masculine gender include the feminine gender and vice versa. Words importing persons include companies, corporations and public bodies.

If but only as between members any doubt shall arise as to the proper meaning of any of these Regulations, or by-laws made hereunder, the interpretation of the Council shall be final and conclusive provided that such interpretation is reduced to writing and recorded in the minute book for meetings of the Council.

### 2. Members

(a) The subscribers to the Constitution and such other persons as the Council shall admit to membership in accordance with these Regulations shall be members of the Society.

(b) Members of the Society shall be Ordinary Members or Honorary Life Members, In-training Members, Sustaining Members and Retired Members.

(c) Subject as herein provided members of the unincorporated body known as "Australian and New Zealand Society for Sarcopenia and Frailty Research" shall be entitled to become members of the Society.

If the whole of the funds and other assets of the unincorporated body become the absolute property of the Society forthwith after its incorporation then every person who at the date of incorporation of the Society is a member of the unincorporated body and within twelve (12) months from the date of such incorporation agrees in writing to become a member of the Society shall be admitted by the Council to membership of the Society.

(i) **Ordinary Members:** Ordinary Members shall be elected by the Council. They shall be such persons who have made an application to join the Society setting out their qualifications and who in the opinion of the Committee are deserving of membership. A decision of the Committee in respect of any application for membership shall be final.

(ii) **Honorary Life Members:**

(a) These shall be men and women, distinguished in the field of musculoskeletal diseases and frailty, at home or abroad, who have made significant contributions to the advancement of sarcopenia and frailty research and who, in the opinion of the Council, are worthy of such distinction.

(b) Honorary Life Members shall be elected by the Council and confirmed at a subsequent General Meeting by the affirmative vote of three-quarters of the Members present and voting thereat.

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

(iii) **Sustaining Members:** The Council may elect as a Sustaining Member any organisation, firm, or company which has made application to the secretary, indicating its interest in supporting the Society. Election shall be by a majority vote of Council. A Sustaining Member shall have the right to send a representative to attend scientific meetings of the Society. They will not be entitled to vote at general meetings or to be elected to the Council. Sustaining Members shall be listed in publications of the Society.

(iv) **Retired Members:** The Council may elect as Retired Members any member who has retired from their employment but who on written application to Council wishes to remain a member of the Society. A decision of the Council in respect of any application for Retired Membership shall be final. Retired Members shall be entitled to all benefits of membership other than the right to vote at general meetings of the Society and be elected to the Council.

(v) **In-training Members:** The Council may elect as In-training Members any member who is appropriately recognised by it, the Society, as "in training". They shall be such persons who have made an application to join the Society setting out their qualifications, career stage and who in the opinion of the Council are deserving of membership. This membership includes students in health professions, junior and advanced trainees in clinical specialties, students in any biomedical discipline and students of allied health professions.

In-training Members shall be entitled to all benefits of membership.

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### 3. Annual Subscription

The Council shall determine the annual subscription provided that the amount of such subscription may be altered by special resolution passed at a General Meeting of members. The annual subscription shall be payable by all members other than Honorary Life Members and shall be due on the first day of July in each and every year.

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### 4. Termination of Membership

Membership of the Society shall be terminated in the following circumstances:

(a) When the Secretary receives written notice of resignation from a member or a member dies.

(b) By resolution of the Council:

(i) When a member has failed to pay his/her annual subscription on or before the first day of July of the year in which the subscription was due to the Society;

(ii) When a member has failed duly to pay any levy pursuant to Regulation 8.

(c) If the majority of Council being of the opinion that the objectives or activities of a member are no longer consistent with those of the Society or that the member's continued membership would be an embarrassment to the Society (subject to the provisions of paragraph [d] of this Regulation) at the request of a majority vote of members by ballot so resolves.

(d) Notwithstanding anything to the contrary herein contained whether expressed or implied no resolution pursuant to paragraph (c) shall be passed unless at least four (4) weeks before the Meeting of the Council at which such resolution is passed the member shall have had notice of what is alleged against him/her and of the intended resolution and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit. The member may at his/her discretion elect to have his/her defence or explanation sent with each ballot paper.

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### 5. Membership Lists

Members and patrons of the Society will be duly listed in the records of the Society.

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

<b>6. Rights of Members</b>	<p>Every member shall have the following rights:</p> <ul style="list-style-type: none"><li>(i) To submit abstracts of papers to the Councillors for consideration of their presentation at Society Meetings;</li><li>(ii) To receive a copy of the Society's publications;</li><li>(iii) To attend and vote at General and extraordinary Meetings of the Society.</li></ul>
<b>7. Patrons</b>	<p>Any person, persons, corporation or corporations interested in the purpose and welfare of the Society may be invited by the Council to become a Patron of the Society.</p>
<b>8. Levy</b>	<p>The Council may in its absolute discretion make an emergency levy on the members from time to time provided that the total of any such levies shall not exceed the current annual subscription rate in any one year.</p>
<b>9. General Meetings</b>	<p>(a) The first General Meeting shall be held in accordance with Part 2G.2 of the Act and at such place as the Council may determine.</p> <p>(b) An Annual General Meeting of the Society shall be held in accordance with the provisions of the Act. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.</p> <p>(c) Any member of the Council may whenever he/she thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.</p> <hr/> <p><b>9.1 Business</b></p> <p>All business shall be transacted at the Annual General Meeting. General business could be transacted at extraordinary meetings with the exception of the consideration of the accounts, balance sheets, and the report of the Council and Auditors, the election of officers and other members of the Council in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.</p> <hr/> <p><b>9.2 Extraordinary General Meeting</b></p> <p>The Councillors may whenever they think fit convene an Extraordinary General Meeting. The Councillors shall on the requisition of members representing not less than one-tenth of the total voting rights of all members having on that date the right to vote at General Meetings forthwith proceed duly to convene an Extraordinary General Meeting of the Society as provided by Part 2G.2 of the Act.</p> <hr/> <p><b>9.3 Notice of General Meeting</b></p> <p>(a) Subject to the provisions of the Act relating to special resolutions, fourteen (14) days notice at the least (excluding the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in General Meeting to all members of the Society but with the consent of all members a meeting may be convened by such shorter notice and in such manner as the members may think fit.</p> <p>(b) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meetings.</p> <hr/> <p><b>9.4 Proceedings at General Meeting</b></p>

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

(a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, fifteen percent (15%) of financial members present in person shall be a quorum. For the purposes of this Regulation "member" includes a person attending as a proxy or as representing a corporation which is a member.

(b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the following day or to such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than ten percent (10%) of financial members present in person) shall be a quorum. For the purposes of this Regulation "member" includes a person attending as a proxy or as representing a corporation which is a member.

(c) The President shall preside at every General Meeting of the Society, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the President-Elect shall be the Chairman or if the President-Elect is not present or is unwilling to act then the members shall elect one of their number to be Chairman of the meeting.

(d) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(e) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(i) by the Chairman; or

(ii) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

(f) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

(g) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

(h) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

vote and on a poll, every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

(i) A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his/her Committee or by his/her trustee or by such other person as properly has the management of his/her estate, and any such Committee, trustee or other person may vote by proxy or attorney.

j) No member shall be entitled to vote at any General Meeting if he/she is not a financial member at the date of the meeting.

(k) The instrument appointing a proxy shall be in writing (in the common usual form) under the hand of the appointer or of his/her attorney duly authorised in writing, an electronic address is deemed to be signed by the Member or, if the appointer is a corporation, either under seal or under the hand of an officer of the attorney duly authorised. A proxy may but need not be a member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(l) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as approved by Council as circumstances admit:

### PROXY FORM - THE AUSTRALIAN AND NEW ZEALAND SOCIETY FOR SARCOPENIA AND FRAILTY RESEARCH

Members Name

Members Address

Appointment of Proxy

If appointing a proxy to attend the Annual General (or extraordinary) Meeting on your behalf, please complete this form and submit it in accordance with the directions at the bottom of the page.

As a member of The Australian and New Zealand Society for Sarcopenia and Frailty Research pursuant to my right to appoint a proxy, I appoint

or failing him/her, (or if no proxy is specified above), the Chair of the meeting, as my proxy to vote for me and on my behalf at the Annual General Meeting to be held at [location, date and time] and at any adjournment of that meeting.

Voting directions to your proxy - please mark x to indicate your directions

I do not wish to direct my proxy (please see below)

I direct my proxy to vote In favour of all resolutions

I direct my proxy to vote as marked below

RESOLUTION

Special Resolution 1	For	Against	Abstain
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Special Resolution 2

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair to exercise your proxy, by marking this box, you acknowledge that the Chair may exercise your proxy

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

even if he/she has an interest in the outcome of a particular resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your vote on the resolution and your vote will not be counted in calculating the required majority if a poll is called on the resolution. The Chairman intends to vote all open proxies in favour of the resolutions.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions below to enable your directions to be implemented.

Signature                      Date                      Member's Full Name (PLEASE PRINT)

Office Held (If applicable)

### INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your name and address should be completed by you on the first page of the proxy form.
2. Completion of a proxy form will not prevent individual members from attending the Annual General (or extraordinary) Meeting in person if they wish. Where a member completes and lodges a valid proxy form and attends the Annual General (or extraordinary) Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General (or extraordinary) Meeting.
3. If a member has appointed more than one proxy, only one of them is to be counted.
4. A proxy needs to be a Financial Member of ANZSSFR.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your vote is not to be counted in computing the required majority on a poll.

### 6. Signing Instructions

You must sign this form in the spaces provided.

### 7. Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand Deliveries: The Australian and New Zealand Society for Sarcopenia and Frailty Research, Level 3, WCHRE, 176 Furlong Road, St Albans, VIC, 3021

Postal Address: The Australian and New Zealand Society for Sarcopenia and Frailty Research, Level 3, WCHRE, 176 Furlong Road, St Albans, VIC, 3021

Facsimile: The Secretary, The Australian and New Zealand Society for Sarcopenia and Frailty Research +61 3

Email:

(m) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney shall be deposited at the registered office of the Society, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

(n) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**10. Councillors and Management of the Society**

The Society and the business affairs and property thereof shall be managed by the Council, comprised of minimum of ten (but not exceeding 15) Councillors as follows:

- (a) President
- (b) President-Elect
- (c) Immediate Past-President
- (d) Secretary
- (e) Treasurer
- (f) Up to ten other Councillors – each one representing one State.

**(a) President:**

The President shall preside at all meetings of the Society and shall be Chairman of all meetings of the Council. Subject to (c) and (d) below and to Regulation 11 the President shall hold office until the second Annual General Meeting after his/her election when he/she shall retire from such office and becomes the Immediate Past-President.

Notwithstanding anything to the contrary herein contained, the President of the Society may be an Ordinary or an Honorary Life Member.

**(b) President-Elect:**

The President-Elect shall assist the President in the performance of his/her duties and shall preside at any meeting at which the President is not present. In the event of the death or disability of the President the President-Elect shall assume the duties of Acting President. Subject to (c) and (d) below and to Regulation 11 the President-Elect shall hold office until the second Annual General Meeting after his/her election when he/she shall assume the office of President.

Any member shall be eligible to be elected President-Elect provided that at the time of his/her election he/she is an Ordinary, In-training or Honorary Life Member of the Society and resides in Australia or New Zealand.

**(c) Immediate Past-President:**

Notwithstanding anything to the contrary herein contained, upon the Retirement of the President he/she shall become the Immediate Past-President and a Councillor of the Society and shall hold office until the second Annual General Meeting after his/her becoming Past-President when he/she shall retire from such office, and not be eligible for re-election as President-Elect for 2 years.

**(d) Secretary:**

The Secretary shall assist the President in the performance of his duties and maintain reliable records of the activities of the Society; these include, but are not limited to

preparing the minutes of the meetings of the Council and regular and extraordinary meetings of the Society. The Secretary should keep accurate membership records and should report on the status of the membership to the Council.

Any member shall be eligible to be elected Secretary provided that at the time of his/her election he/she is an Ordinary, Student or Honorary Life Member of the Society and resides in Australia or New Zealand.

**(e) Treasurer:**

The Treasurer shall assist the President in the performance of his duties and oversee the financial affairs of the Society; these include, but are not limited to review of, and appointment of auditors, preparation of audited accounts, provision of financial papers for Council, and provision of financial papers for the Annual General (or Extraordinary) Meeting, or as required by the Society.

Any member shall be eligible to be elected Treasurer provided that at the time of his/her election he/she is an Ordinary, Student or Honorary Life Member of the Society and resides in Australia or New Zealand.

**(f) Councillors:**

Any member shall be eligible to be a Councillor of the Society provided that on each occasion he/she is elected or appointed he/she is an Ordinary, In-training or Honorary Life Member of the Society.

Each region shall be represented by up to two Councillors. The final number of councillors are subject to the maximum number of 15 as stated above. The Regions shall be as follows:

- A. New Zealand
- B. Western Australia
- C. Queensland
- D. New South Wales and the Australian Capital Territory
- E. Victoria and Tasmania
- F. South Australia and Northern Territory

For the purpose of this Regulation a Region shall be deemed to be represented if at the time of his/her election a Councillor resides in that Region.

(f) Notwithstanding anything to the contrary herein contained, no Councillor shall serve for a continuous term of more than (6) years except a Councillor who has been elected either as Treasurer or President-Elect in their sixth year of a continuous term. The elected Treasurer and Secretary may serve a further four (4) years as Treasurer when he/she shall retire from such office, and the elected President-Elect may serve for a further two (2) years as President and a further two (2) years as Past-President when he/she shall retire from such office.



## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

Subject to Regulation 10, Councillors shall upon election hold office for a period of two (2) years and can be re-elected for three (3) terms for the same position, with the exception of the role of President, President-Elect and Past-President.

### 11.2 President-Elect and Treasurer

Subject to Regulation 13, every two (2) years the members shall elect the following officers for the ensuing year:

(a) President-Elect;

who shall take office at the conclusion of the next Annual General Meeting and hold office until the following Annual General Meeting PROVIDED ALWAYS that no officer may take or continue in office unless he/she is a Councillor of the Society.

(b) Treasurer;

who shall be elected, or position ratified, by the members. The Treasurer may serve a continuous term.

(c) Secretary who shall be elected, or position ratified, by the members. The Treasurer may serve a continuous term.

The Secretary and the Treasurer may, in accordance with the Act be appointed from the elected Councillors by Council for such term and upon such conditions as they think fit, and any Secretary or Treasurer so appointed may be removed by it.

### 12. Casual Vacancy

A casual vacancy amongst the officers specified in Regulation 10 shall mean any vacancy caused otherwise than by the retirement of the officer on the expiration of his/her term of appointment. The Council shall have the power to fill such casual vacancies but any person thus appointed must be a Councillor and shall hold office only until the next election of Council.

In the event of a vacancy or vacancies occurring amongst the Councillors, the continuing Councillors may fill such vacancy or vacancies by appointment of a member or members of the Society subject to Regulation 10 (d). The appointees shall hold office until the next election of the Council. The continuing Councillors may continue to act notwithstanding such vacancy or vacancies. If their number falls below three the Councillors shall not, except for the purpose of filling the vacancies, act so long as the number is below that minimum.

### 13. Election of Councillors

(a) The Councillors shall be elected by written or electronic ballot as approved by Council held before each Annual General Meeting.

(b) Every candidate for the office of Councillor (President-Elect and Treasurer) shall be nominated in writing by two Ordinary or Members in Training and each nomination paper, together with the candidate's written acceptance of nomination and showing his/her Region of residence shall be delivered to the Secretary at least sixty-five (65) days prior to the Annual General Meeting. A candidate for President-Elect or Treasurer can, subject to Regulation 10, opt to be a candidate for Councillor at the same election.

(c) Should there be more candidates than vacancies to be filled the Secretary shall not less than sixty (60) days before the Annual General Meeting forward to members ballot papers (post, electronic or by such means determined by Council) listing the names of candidates for Councillors in alphabetical order. Such ballot papers shall contain directions to vote

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

where applicable for President-Elect, Treasurer and for a fixed number of candidates which number shall be the number of vacancies to be filled. A member shall record his/her vote by placing a cross on the ballot paper against the names of the persons for whom he/she desires to vote and by returning the ballot paper to the Secretary (by post, electronic or advised method accompanying the ballot paper). Only ballot papers received by the Secretary not less than thirty (30) days before the Annual General Meeting shall be deemed to be valid.

(d) The President (or in his/her absence the President-Elect) and the Secretary (or in his/her absence a Councillor specifically appointed by the Council) shall act as scrutineers and any papers adjudged by them in consultation to be improperly or incorrectly filled in shall be invalid. The scrutineers shall deliver to the Chairman of the Annual General Meeting a list of candidates (up to the number of vacancies to be filled) who received the largest number of votes and the Chairman of the Annual General Meeting shall declare these candidates elected as Councillors. Whenever two or more candidates for the last position to be filled on the Council receive an equal number of votes the candidate to be elected shall be chosen by lot.

(e) The Chairman of the Annual General Meeting shall in the case of there being less candidates nominated than there are vacancies to be filled, declare such candidates and in the case of there being more candidates nominated than there are vacancies to be filled, declare the candidates (to the extent of the vacancies to be filled) receiving the largest number of votes duly elected as Councillors.

(f) If an insufficient number of nominations be received or if there are less nominations than there are vacancies to fill then the Council shall at its first meeting after the Annual General Meeting fill the vacancy or vacancies notwithstanding that their number may be less than three.

(g) If there shall be no nominations received the retiring Council shall continue to act but shall have power at any time during the following year to appoint other qualified persons in their place or in the place of any of them provided always the Council shall not by virtue of this Regulation continue to act for a period exceeding three (3) years.

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### 14. Retirement from Office

A Councillor may retire from office upon giving seven (7) days notice in writing to the Secretary of his/her intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Councillors.

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### 15. Powers and Duties of the Council

#### 15.1 Business

The business of the Society shall be managed by the Council who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Code or by these regulations, required to be exercised by the Society in General Meeting, subject, nevertheless, to any of these regulations, to the provisions of the Code and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been made.

#### 15.2 Sub-Committees

The Council may appoint such sub-Committees as they deem fit with such powers and for such purposes as they may prescribe.

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**15.3 Authorities**

The Council shall define the powers, authorities, discretions and duties of the Secretary, the Treasurer and of any other officer of the Society and from time to time may alter or limit such powers, discretions, authorities and duties in any manner as it may deem desirable.

**15.4 Minutes**

The Councillors shall cause minutes to be kept in books provided for the purpose:-

- (a) Of all appointments of officers made by the Council.
- (b) Of all names of the Councillors present at each meeting of the Council and of any sub-committees.
- (c) Of all resolutions and proceedings at all meetings of the Society and of the Council and sub-committees.

**16. The Seal**

The Councillors shall provide for the safe custody of the Seal and the Seal shall not be affixed except by the authority of a resolution of the Councillors and in the presence of a Councillor and of the Secretary or another Councillor or such other person as the Councillors may appoint for the purpose; and such Councillor and the other Councillor or the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Society is affixed in their presence.

**17. Disqualification of Councillors**

The office of Councillor shall become vacant if the Councillor:

- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (b) becomes prohibited from being a Councillor of a company by reason of any order made under the Code;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his/her office by notice in writing to the Society;
- (e) for more than six months is absent without permission of the Council from meetings of the Council held during that period;
- (f) holds any office of profit under the Society;
- (g) ceases to be a member of the Society; or
- (h) is directly or indirectly interested in any contract or proposed contract with the Society; or
- (i) is removed from office, by resolution of Council, pursuant to Regulation 4(c).

Provided always that nothing in this Regulation shall affect the operation of Regulation 5 of the Constitution of the Society.

**18. Proceedings of Meetings**

**18.1 Meetings**

- (a) The Councillors may meet together for the transaction of business, adjourn and otherwise regulate their meetings as they think fit.

Questions arising at any meetings shall be decided by a majority of votes.

In case of an equality of votes the Chairman shall have a second or casting vote.

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

The Chairman may at any time and the Secretary shall upon receipt of a request in writing by two Councillors convene a meeting of the Councillors.

(b) For the purpose of Regulation 3 of the Constitution the rate of interest payable in respect of monies lent by members to the Society shall be the lowest rate paid for the time being of banks in the State in respect of term deposits.

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### 18.2 Quorum

The quorum for a meeting of the Councillors shall be a simple majority of Councillors or such greater number as may from time to time be fixed by the Council.

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### 18.3 Delegations of Powers

The Councillors may delegate any of their powers (not being duties imposed on the Council as directors of the Society by the Act or the general law) to Committees consisting of such member or members as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Councillors.

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### 18.4 Chair of Meeting and Conduct

(a) A committee may elect a Chairman of its meeting; if no such Chairman is elected or if at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

(b) A committee may meet and adjourn as it thinks proper; questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

(c) Each committee shall furnish each regular meeting of Councillors a report of its activities and shall tender to the Councillors such advice concerning the subject matter of its activities as it shall deem desirable.

(d) The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Council, the continuing member or members may act for the purpose of increasing the number of Councillors of the Council to that number or of summoning a General Meeting of the Society, but for no other purpose.

(e) All acts done by any meeting of the Council or of a committee or by any person acting as a Councillor shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillor or person acting as aforesaid, or that he/she was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

(f) Each Councillor shall have the power from time to time to nominate in writing or by using any technology consented to by a majority of Council before or during the relevant meeting any other Councillor to act in his/her place at meetings of Councillors and to sign resolutions under Regulation 18.5. Any such nominations may at any time be revoked by the appointor and may be for such purpose and with such powers authorities and discretions as are vested in or exercisable by any such Councillor under these Regulations and may be general or for a specified period or for specified meetings or for specified resolutions and notice of every such nomination or revocation must be given to the Secretary and shall take effect when notice thereof is so given.

### 18.5 Circulating Resolutions

A resolution in writing signed by the whole of the Councillors for the time being within the Commonwealth of Australia or within New Zealand their proxies shall be as valid and effectual as if it had been passed at a meeting of the Councillors duly called and constituted. Council may pass a resolution (Circulating Resolution) without a Council meeting being held if the majority of the Councillors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document: separate copies of a document may be used for signing by Councillors if the wording of the resolution and statement is identical in each copy; the resolution is passed when the last Councillor signs (creating the majority); each Councillor must receive a copy of the resolution.

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### 19. Accounts

(a) The Councillors shall cause proper accounts to be kept with respect to:

- (i) All sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place.
- (ii) All sales and purchases of real and personal property by the Society.
- (iii) The assets and liabilities of the Society.

(b) The accounts shall be kept at the registered office of the Society or at such other place or places as the Councillors think fit, and shall always be open to the inspection of Councillors.

(c) The Councillors shall from time to time determine subject to Regulation 6 of the Constitution at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being Councillors.

(d) The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

(e) The Council shall from time to time determine in accordance with Regulation 6 of the Constitution at what times and places under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members not being Councillors and no member (not being a Councillor) shall have any right of inspecting any account or book or paper of the Society except as conferred by statute or by Regulation 6 of the Constitution or authorised by the Council or by the Society in General Meeting.

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### 20. Audit

A properly qualified Auditor or Auditors shall be appointed and his/her or their remuneration regulated in accordance with the Act and Regulation 6 of the Constitution.

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### 21. Indemnity

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

## Constitution of the Australian and New Zealand Society for Sarcopenia and Frailty Research

- 22. By-laws, Rules and Regulations** The Councillors shall have power from time to time to make such by-laws, rules and regulations not inconsistent with the Constitution of the Society as in the opinion of the Councillors are necessary and desirable for the proper control, administration and management of the Society's operations, finances, affairs, interests, effects and property and to amend to rescind from time to time any such by-laws, rules and regulations PROVIDED ALWAYS that nothing in this Regulation contained shall be deemed to empower the Councillors to make any by-laws, rules and regulations relating to the contributions, duties, obligations and responsibilities of the members which such power is specifically excluded therefrom.
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- 23. Notices**
- (a) A Notice may be given by the Society to any member either personally or by sending it by post (includes electronic addresses) to him/her/it at his/her registered address or (if he/she has no registered address within the Commonwealth or New Zealand) to the address, if any, within the Commonwealth or New Zealand supplied by him/her/it to the Society for the giving of notices to him/her/it.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Electronic notification shall be deemed to be effected by a proper electronic addressed communication, which will be effective on sending if no undeliverable notice is received.
- (c) If a member has no registered address (including electronic) within the Commonwealth or New Zealand and has not supplied to the Society an address within the Commonwealth or New Zealand for the giving of notices to him, a notice addressed to him/her and advertised in a newspaper circulating in the neighborhood of the registered office of the Society shall be deemed to be duly given to him/her at noon on the day on which the advertisement appears.
- (d) Notice of every General Meeting shall be given in some manner hereinbefore authorised to:
- (i) every member except those members who (having no registered address within the Commonwealth or New Zealand) have not supplied to the Society an address within the Commonwealth for the giving of notices to them/it; and
  - (ii) the Auditor or Auditors for the time being of the Society.
  - (iii) Any Patron or Patrons of the Society.
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- 24. Amendment of these Regulations** A notice of motion for amendment of these Regulations must be signed by the proposer and five other members and sent to the Secretary of Council. A ballot of members of the Society will be carried out as described in Regulation 13 and the motion is approved if supported by a majority of two-thirds or more of all the votes validly cast.
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This Constitution was approved at the Founding Meeting of the Australian and New Zealand Society for Sarcopenia and Frailty Research held in Melbourne (VIC) on November 12<sup>th</sup>, 2016.

Australian & New Zealand Society for Sarcopenia and Frailty Research  
176 Furlong Road  
St Albans VIC  
Australia 3021  
Telephone +61 3 8395 8121  
[www.anzssfr.org.au](http://www.anzssfr.org.au)

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## Schedule 1 - Current Directors (Councillors) and Position

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### Founding Council

**President:** Prof. Gustavo Duque

**Vice-president** (from November 12<sup>th</sup> 2016 to the First Annual General Meeting): Prof. Ian Cameron

**Secretary:** Prof. Robin Daly

**Treasurer:** Ms. Rita Kinsella

**Councillor South Australia and Northern Territory:** A/Prof. Solomon Yu

**Councillor Western Australia:** Prof. Charles Inderjeeth

**Councillor Victoria and Tasmania:** Prof. Andrea Maier

**Councillor New South Wales and Australia Capital territory:** Prof. Susan Kurrle

**Councillor Queensland:** A/Prof. Ruth Hubbard

**Councillor New Zealand:** A/Prof. Debra Waters

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### Guarantee

The Members of the Company have each guaranteed the following amount on its establishment \$10.



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## Schedule 2 - Statement by persons who have consented to be members of the company

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I consent to become a member of the company. I agree to the form of this Constitution of the company.

**Attached – Appendix 1**

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