

CORPORATIONS ACT 1989
A Company Limited by Guarantee

MEMORANDUM of ASSOCIATION

of

AUSTRALIAN & NEW ZEALAND BONE & MINERAL SOCIETY

NAME

1. The name of the Society is AUSTRALIAN & NEW ZEALAND BONE & MINERAL SOCIETY (hereinafter called "The Society").

OBJECTS

2. A. The powers set forth in Section 161(1) of the Corporations Act 1989 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 Memorandum of Association of the Society.
- B. The objects 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 bone and mineral metabolism and musculoskeletal disease in all its aspects.
 - (ii) To promote improved standards of knowledge of bone and mineral metabolism and interest and research in all its aspects into bone and mineral metabolism and allied subjects.
 - (iii) In furtherance of the objects of the Society to encourage stimulate and foster interest in:
 - (a) bone and mineral metabolism and musculoskeletal disease amongst other interested persons including regional and international bodies.
 - (b) The provision of opportunities for meeting others in related fields of interest and discussing matters of common interest.
 - (iv) To encourage and to assist and to arrange for scientists, practitioners and others to visit Australia and New Zealand in order to promote scientific communication in the field of bone and mineral metabolism and allied disciplines.
 - (v) To encourage and to assist and arrange for scientists practitioners and others to travel abroad and promote scientific communication in the field of bone and mineral metabolism and allied disciplines.
 - (vi) To take over the funds and other assets and liabilities of the present unincorporated body known as "Australia & New Zealand Bone & Mineral Society".

Solely for the purpose of carrying out the above objects and not

otherwise:-

- (a) 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 New South Wales or elsewhere and with objects substantially similar to these objects 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 Memorandum.
- (b) For the purpose of furthering the objects 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.
- (c) To make known and further the objects 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.
- (d) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (e) 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.
- (f) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (g) In furtherance of the objects 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.
 - (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.
- (h) To promote interest and encourage continuing education in bone and mineral metabolism and allied disciplines.
- (i) To undertake and execute any trusts and undertaking whereof may be necessary or desirable for the carrying out of any of the objects 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.

- (j) From time to time to make, rescind, add to or amend such by-laws or regulations not inconsistent with any statute or with this Memorandum 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.
- (k) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the Society's objects 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.
- (l) 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.
- (m) 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.
- (n) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the provisions detailed in Clause 2(i) hereof.
- (o) 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.
- (p) To print and publish any **in any form** (newspapers, periodicals, books, ~~or~~ leaflets **or electronic material - announcements, web or social media**) that the Society may think desirable for the promotion of its objects.
- (q) 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 Memorandum.

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

3. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association 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.

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 Articles of Association 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.

4. 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, not exceeding the sum of One hundred dollars (\$100.00).
5. 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 objects similar to the objects of the Society and whose Memorandum of Association or 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.
6. 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 Articles 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.
7. The liability of the members is limited.
8. No addition, alteration, or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Australian Securities Commission.
9. The third, sixth and eighth paragraphs of the Memorandum of Association contain conditions upon which the licence is granted by the Australian Securities Commission to the Society in pursuance of the provisions of Section 66 of the Corporations Act 1989. 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.

10. The full names addresses and occupations of the subscribers to the Memorandum of Association of the Society are as follows:-

Professor Thomas John Martin	6 Stoke Avenue KEW VIC 3101
Dr Michael Hooper	54 St John's Avenue GORDON NSW 2072
Professor John Eisman	83 Chelmsford Avenue EAST LINDFIELD NSW 2070
Dr Ailsa Goulding	8 Falkirk Street DUNEDIN, NEW ZEALAND
Dr Neil Kent	5 Kingston Street NEDLANDS WA 6009
Dr Allan Geoffrey Need	28 Smith Street WALKERVILLE SA 5081
Assoc. Prof. John Dennis Wark	1a Fraser Street MALVERN VIC 3144
Dr Donald Perry-Keene	"Alexandra" 201 Wickham Terrace BRISBANE QLD 4000

11. We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

DATED this _____ day of _____ 199 .

Name of
Subscriber

Signatures of
Subscribers

Witnesses to
Signatures and
Address of
Witnesses

THOMAS JOHN MARTIN

MICHAEL HOOPER

JOHN EISMAN

AILS A GOULDING

NEIL KENT

ALLAN GEOFFREY NEED

JOHN DENNIS WARK

DONALD PERRY-KEENE

DATED this _____ day of _____ 199 .

DLP:12:24.02.92

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CORPORATIONS ACT 1989
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ARTICLES OF ASSOCIATION

OF

AUSTRALIAN & NEW ZEALAND BONE & MINERAL SOCIETY

PRELIMINARY

1. In these Regulations:

"The Act" means the Corporations Act 1989 or any act or acts of Parliament extending, amending or re-enacting the same or substituted therefor.

"The Society" shall mean the "AUSTRALIAN & NEW ZEALAND BONE & MINERAL SOCIETY" of which these are the Articles of Association.

"Articles" and "these presents" means the Articles of Association 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 Articles.

"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 ~~and includes an Honorary Secretary.~~

~~"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.~~

~~"Honorary Treasurer" includes any person appointed (or approved by Council) to perform for the duties of Treasurer for the time being with the approval of the Council acting as Honorary Treasurer or performing the duties of that office.~~

"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 New South Wales.

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 Articles, 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.

MEMBERS

2. (a) The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with these Articles shall be members of the Society.
- (b) Members of the Society shall be Ordinary Members or Honorary Life Members, Corresponding Members, ~~Student Members~~, Sustaining Members and Retired Members.
- (c) Subject as herein provided members of the unincorporated body known as "Australian & New Zealand Bone & Mineral Society" 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. Every member of the Society who previously to ~~his/her~~ agreeing to become a member of the Society has paid ~~his/her~~ subscription due on the 1st day of July 1995 as a member of the unincorporated body shall not be liable to pay any further sum by way of annual subscription to the Society for the period prior to the 30th day of June 1996.

(i) Ordinary Members:

Ordinary Members shall be elected by the Council. They shall be such persons who have made ~~an written~~ application to join the Society setting out their qualifications and who in the opinion of the Council are deserving of membership.

Applications for Ordinary Membership shall be made in such form and in such manner as may be determined from time to time by the Council. A decision of the Council in respect of any application for membership shall be ~~made by ballot and shall be~~ final.

(ii) Honorary Life Members:

- (a) These shall be men and women, distinguished in the field of bone and mineral metabolism, at home or abroad, who have made material contributions to the advancement of bone and mineral metabolism 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.

(iii) Corresponding Members:

The Council may elect as a Corresponding Member any physician or scientist not Resident in Australia or New Zealand who has a substantial interest and involvement in bone and mineral research. Proposals for Corresponding Members shall be made by two members of the Society and shall be accompanied by a statement of the individual's interest in bone and mineral research and shall be sent to the Secretary. Corresponding 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.

(iv) 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.

(v) 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.

(vi) Student Members:

The Council may elect as Student 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.

Applications for Student Membership shall be made in such form and in such manner as may be determined from time to time by the Council. A decision of the Council in respect of any application for Student membership shall be final.

Student Members shall be entitled to all benefits of membership.

ANNUAL SUBSCRIPTION

3. 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.

TERMINATION OF MEMBERSHIP

4. Membership of the Society shall be terminated in the following circumstances:-
- (a) When the ~~Honorary~~ 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~~~~December~~ 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 Article 8.
 - (c) If the ~~majority of~~ Council ~~unanimously~~ being of the opinion that the objects 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 clause) at the request of a majority vote of members by ~~postal~~ 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 ~~postal~~ ballot paper.

MEMBERSHIP LISTS

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

RIGHTS OF MEMBERS

6. Every member shall have the following rights:-
- (i) To submit abstracts of papers to the Councillors for consideration of their presentation at Society Meetings.
 - (ii) To receive a copy of the Society's publications.
 - (iii) To attend and vote at General and extraordinary Meetings of the Society.
 - (iv) To introduce guests who may submit papers for the Society's Meetings.

PATRONS

7. 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.

LEVY

8. 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 sum of \$50.00 for each person in any one year.

GENERAL MEETINGS

9. (a) The first General Meeting shall be held in accordance with Section 245 of the Act and at such place as the Council may determine.
 - (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.
 - (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.
10. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Council and Auditors, the election of officers and other members of the Council in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.
 11. 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 Section 246 of the Act.

NOTICE OF GENERAL MEETINGS

12. (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.
- (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.

PROCEEDINGS AT GENERAL MEETINGS

13. (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 Article "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 Article "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 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~~ **his/her** ~~annual subscription shall be more than three months in arrears 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 appointor or of **his/her** attorney duly authorised in writing ~~or, an electronic address is deemed to be signed by the Member or,~~ if the appointor 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~~ **near thereto** as circumstances admit:-

~~AUSTRALIAN & NEW ZEALAND BONE & MINERAL SOCIETY~~

I _____ of _____
 being a member of the abovenamed Society, hereby appoint _____
 of _____
 or failing **him/her** _____ of _____
 as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Society, to be held on the _____ day of _____ 19 _____ and at any adjournment thereof. My proxy is hereby authorised to vote *in favour of / *against the following resolutions:-

Signed this _____ day of _____ 19 _____

Note 1: ~~In the event of the member desiring to vote for or against any resolution~~ **he/she** shall instruct **his/her** proxy accordingly. Unless otherwise instructed, the proxy may vote as **he/she** thinks fit.

~~* Strike out whichever is not desired.~~

PROXY FORM - THE AUSTRALIAN AND NEW ZEALAND BONE AND MINERAL SOCIETY

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 Bone and Mineral Society pursuant to my right to appoint a proxy, I appoint

<input type="checkbox"/> The President of ANZBMS	OR	<input type="checkbox"/> _____ _____	Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.
--	----	---	--

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 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	For	Against	Abstain
Special Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 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 Chair 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 Chair 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 ANZBMS.
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. Lodgement 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 Bone and Mineral Society**
Level 1, 149 Macquarie Street, Sydney, NSW, 2000

Postal Address: **The Australian and New Zealand Bone and Mineral Society**
145 Macquarie Street, Sydney, NSW 2000

Facsimile: **The Secretary, The Australian and New Zealand Bone and Mineral Society**
+61 2 9251 8174

Email: **ijohnson@anzbms.org.au**

- (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.

COUNCILLORS AND MANAGEMENT OF THE SOCIETY

14. The Society and the business affairs and property thereof shall be managed by the Council, comprised of **nineteen** Councillors as follows:-

- (a) President
- (b) **President-Elect**
- (c) **Past-President**

- (d) Treasurer
- (e) Six other Councillors

15. (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 Clause 20 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 Past-President not be eligible for re-election as President for 2 years.~~

(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 Clause 20 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.

(b) (ii) Past President:

Notwithstanding anything to the contrary herein contained, upon the Retirement of the President he/she shall become the 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.

(b) (iii) 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.

(c) Councillors:

The first Councillors of the Society, who shall hold office until the Annual General Meeting of the Society in 1994 shall be:-

- (i) Thomas James Martin who shall be President.
- (ii) John Eisman who shall be Vice-President.
- (iii) Michael Hooper
- (iv) Ailsa Goulding
- (v) Donald Perry-Keene
- (vi) Neil Kent
- (vii) Allan Geoffrey Need
- (viii) John Dennis Wark

who shall be councillors.

- (d) Notwithstanding anything to the contrary herein contained:
- (i) No Councillor shall serve for a continuous term of more than six (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 may serve a further four (4) years as Treasurer when he/she shall retire from such office, and the elected President-Elect who 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.
 - (ii) Each region shall be represented by at least one (1) Councillor. 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
 - (iii) For the purpose of this Clause a Region shall be deemed to be represented if at the time of his/her election a Councillor resides in that Region.
16. 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, Student or Honorary Life Member of the Society.
17. Any member shall be eligible to be elected President-Elect or 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.
18. Notwithstanding anything to the contrary herein contained, the President of the Society may be an Ordinary or an Honorary Life Member.
19. Subject to Article 15, Councillors shall upon election hold office for a period of two (2) years when they shall retire but subject as above be eligible for re-election for a further term.
20. Subject to Article 23, 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 of no more than ten (10) years.

The Secretary shall, and the ~~Honorary~~-Treasurer may, ~~or the Honorary Secretary/Treasurer shall~~ 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.

21. The ~~Honorary~~ Secretary and the ~~Honorary~~ Treasurer or the ~~Honorary Secretary/Treasurer~~ shall retire at the expiration of their term as elected Councillor. Subject to Article 15 any ~~Honorary~~ Secretary or the ~~Honorary~~ Treasurer or the ~~Honorary Secretary/Treasurer~~ so appointed may be removed by it.
22. A casual vacancy amongst the officers specified in Articles 14 and 15 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.

ELECTION OF COUNCILLORS

23. Subject as above:
 - (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 (~~including President and Vice-President~~ ~~(President-Elect and Treasurer)~~ shall be nominated in writing by two Ordinary, Student or Corresponding Members 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 ~~Honorary~~ Secretary at least sixty-five (65) days prior to the Annual General Meeting. A candidate for ~~President and President-Elect~~ or Treasurer can, subject to Article 15, 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 where applicable for ~~President, 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 ~~Honorary~~ 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 ~~Honorary~~ 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 clause continue to act for a period exceeding three (3) years.
24. 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.
25. 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 Article 15(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.

POWERS AND DUTIES OF THE COUNCIL

26. 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.
27. The Council may appoint such sub-Committees as they deem fit with such powers and for such purposes as they may prescribe.
28. Any casual vacancy occurring amongst the Council may be filled by the Council but any person so chosen shall retain his/her office so long as the vacating Councillor would have retained the same had no vacancy occurred.

29. The Council shall define the powers, authorities, discretions and duties of the Secretary, the ~~Honorary~~-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.
30. 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.

THE SEAL

31. 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.

DISQUALIFICATION OF COUNCILLORS

32. The office of Councillor shall become vacant if the Councillor:-
- (a) ceases to be a Councillor by virtue of Section 228 the Act;
 - (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (c) becomes prohibited from being a Councillor of a company by reason of any order made under the Code;
 - (d) 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;
 - (e) resigns his/her office by notice in writing to the Society;
 - (f) for more than six months is absent without permission of the Council from meetings of the Council held during that period;
 - (g) holds any office of profit under the Society;
 - (h) ceases to be a member of the Society; or
 - (i) is directly or indirectly interested in any contract or proposed contract with the Society; or
 - (j) is removed from office, by resolution of Council, pursuant to clause 4(c).

Provided always that nothing in this Article shall affect the operation of Clause 5 of the Memorandum of Association of the Society.

PROCEEDINGS OF COUNCILLORS

33. (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.

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 Clause 3 of the Memorandum of Association 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.
34. The quorum for a meeting of the Councillors shall be a simple majority of Councillors ~~four (4)~~ or such greater number as may from time to time be fixed by the Council.
35. 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.
36. (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.
37. 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.
38. 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.
39. 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 ~~telegram, telex, cablegram, wireless message or facsimile~~

~~transmission~~ any other Councillor to act in **his/her** place at meetings of Councillors and to sign resolutions under Article 40. 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 Articles 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 ~~Honorary~~ Secretary and shall take effect when notice thereof is so given.

40. 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~~~~A telegram, cablegram, wireless message or facsimile transmission addressed to and received by the Secretary of the Society and purporting to be signed by a Councillor shall for the purpose of this Article be deemed to be a writing signed by such Councillor.~~

ACCOUNTS

41. The Councillors shall cause proper accounts to be kept with respect to:-
- (a) All sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of real and personal property by the Society.
 - (c) The assets and liabilities of the Society.
42. 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.
43. The Councillors shall from time to time determine subject to Clause 6 of the Memorandum of Association 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.
44. (a) 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.
- (b) The Council shall from time to time determine in accordance with Clause 6 of the Memorandum of Association 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 Clause 6 of the Memorandum of Association or authorised by the Council or by the Society in General Meeting.

AUDIT

45. A properly qualified Auditor or Auditors shall be appointed and **his/her** or their remuneration regulated in accordance with the Act and Clause 6 of the Memorandum of Association.

INDEMNITY

46. 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.

BY-LAWS, RULES AND REGULATIONS

47. The Councillors shall have power from time to time to make such by-laws, rules and regulations not inconsistent with the Memorandum and Articles of Association 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 clause 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 herefrom.

NOTICES

48. 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**.

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. A certificate in writing signed by any Councillor that the letter or wrapper contained the notice was so addressed, prepaid and posted shall be prima facie evidence thereof.~~

49. 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

M E M O R A N D U M

AND

A R T I C L E S O F A S S O C I A T I O N

OF

A U S T R A L I A N & N E W Z E A L A N D B O N E & M I N E R A L S O C I E T Y

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