

# **AUSTRALIAN NUCLEAR ASSOCIATION**

**Incorporated in New South Wales**

## **CONSTITUTION**

**Adopted: 25th October 1983**

**Amended: August 1997**

### **1.0 NAME**

The name of the Association shall be the "Australian Nuclear Association", which may be referred to in abbreviated form as "ANA".

All references to the Association herein under, shall be interpreted as meaning the Australian Nuclear Association.

### **2.0 OBJECTS**

The objects for which the Association is established are:

- (i) To provide an association of individuals having common interests in nuclear science and technology.
- (ii) To promote the knowledge and practice of the peaceful, safe and effective use of nuclear science and technology.
- (iii) To provide a forum for the presentation, exchange and dissemination of information in the field of nuclear science and technology.
- (iv) To be non-sectarian, non-political and independent of other commercial and governmental organisations with interests in the field of nuclear science and technology.

### **3.0 ACTIVITIES**

FOR THE PURPOSE OF CARRYING OUT THE OBJECTS IN CLAUSE 2.0 and NOT OTHERWISE THE ASSOCIATION MAY:

3.1 Provide or contribute to wards the provision of prizes, awards and distinctions in connection therewith.

PROVIDED that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.

3.2 Subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association.

PROVIDED that the Association shall not subscribe to or support with its funds or amalgamate with any organisation 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 Association under or by virtue of Clause 3.7 of this constitution.

3.3 Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.

PROVIDED acceptance of such gift does not infringe on any of the objects in Clause 2.0.

3.4 Purchase, acquire or undertake all or any part of the property, assets, liabilities and engagements of any one or more of the societies or associations with which the Association may amalgamate.

3.5 Transfer all or any part of the property, assets, liabilities, and engagements of the Association to any one or more of the societies or associations with which the Association may amalgamate.

3.6 Undertake any other appropriate activities that the Association may think desirable for the promotion of its objects.

3.7 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in Clause 2.0; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Association.

PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for the goods supplied in the ordinary and usual way of business or reasonable and proper rent for the premises demised or let by any member of the Association but so that no member of the Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Association.

PROVIDED also that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulation or restriction, which if an object of the Association would make it a trade union within the meaning of the Trade Union Act of NSW. or any similar act of another State where the Association maybe incorporated.

#### **4.0 MEMBERSHIP**

4.1 The Association shall comprise Full Members and Associates. In this constitution the word "Member" refers to Full Members and Associates. Qualifications for Full Members and Associates are:

- (i) Full Member: Every candidate for the election or transfer to the grade of Full Member shall be those who are (or have been) contributors to nuclear science and/or technology.
- (ii) Associate: Every candidate for election to the grade of Associate shall have an interest in nuclear science and/or technology.

4.2 Notwithstanding 4.1(i) those persons listed in the Minutes as having attended the meeting at which the Association was established, shall be deemed to meet the qualifications to be Full Members, and with their assent shall be Full Members.

4.3 Except for Clause 4.2 above, Full Members and Associates shall be elected to membership in the Association by the Committee.

4.4 Every applicant for membership of the Association shall be proposed by one and seconded by another Full Member of the Association to both of whom the applicant shall be personally known. The application for membership shall be on the prescribed form and submitted to the Committee for its consideration.

4.5 At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an application.

4.6 When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of acceptance and a request for payment of the applicant's first annual subscription. Upon payment of this first annual subscription the applicant shall become a Full Member or Associate of the Association, provided nevertheless that if such payment be not made within two calendar months after the date of notice, the Committee may in its discretion cancel its acceptance of the application for membership of the Association.

4.7 A member may at any time, by giving notice in writing to the Secretary, resign from membership of the Association but shall continue to be liable for any subscription and all arrears due and unpaid at the date of the resignation and for all other monies due by the person to the Association.

4.8 If any member shall willfully refuse or neglect to comply with the provisions of the Constitution and By Laws of the Association or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Association, the Committee shall have power by resolution to censure, suspend or expel the member from the Association.

PROVIDED that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such a meeting and of what is alleged against the member and of the intended resolution and that the member shall such meeting and before the passing of such resolution have had an opportunity of

giving orally or in writing any explanation or defence the member may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty four hours before the time for holding the meeting at which a resolution to expel a member is to be considered by the Committee, elect to have the question dealt with by the Association general meeting and in that event an extraordinary meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be expelled.

4.9 The annual subscription payable by the members of the Association shall be such as the Association in general meeting shall from time to time prescribe.

4.10 All annual subscriptions shall become due in advance on the first day of July in every year

4.11 A member who is more than 60 days in arrears for payment of the annual subscription ceases to be a financial member and may not participate in Association business until payment is received.

4.12 If the subscription of a member shall remain unpaid for a period of one year after it becomes due, and the member has been given notice of default by the Secretary or Treasurer, that member shall be removed from membership in the Association.

## **5.0 GENERAL MEETINGS**

5.1 An Annual General Meeting of the Association shall be held on or as soon as is practicable after the first day of July each year. All General Meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.

5.2 An Extraordinary General Meeting may only be called on the request of either (i) the Committee, or (ii) at least five Full Members. In this case, the request must be made to the Secretary in writing, must state clearly the subject or subjects to be discussed and must be signed by the members making it. Additional subjects for consideration may be appended by the Committee at its discretion. Such a meeting must be held within sixty (60) days of the request reaching the Secretary.

5.3 Subject to special resolutions and agreements for shorter notice, twenty eight (28) days notice at the least (exclusive of the day on which the notice is served or deemed to have been served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.

## **6.0 PROCEEDINGS AT GENERAL MEETINGS**

6.1 Only Full Members that are present in person may vote at general meetings.

6.2 No business shall be transacted at any general meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 10 Full Members shall be a quorum. If within a reasonable time a quorum is not present the meeting shall be dissolved and another meeting held in four (4) to five (5) weeks time for which meeting a quorum will be those Full Members present in person.

6.3 The President shall preside as Chairman at every general meeting of the Association, or if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice -President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the Full Members present shall elect one of their number to be Chairman of the meeting.

6.4 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 -

- (a) by the Chairman, or
- (b) by at least three (3) Full Members present in person.

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

6.5 If a poll is duly demanded it shall be taken in such a 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.

6.6 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.

6.7 Any proposed resolution may be subject to a postal ballot among all Full Members if the majority of the meeting so decides. Such postal ballot may take place after notification of all Full Members at least six (6) weeks in advance. A simple majority of votes is required for such a resolution to be passed.

## **7.0 THE COMMITTEE (INCLUDING OFFICE-BEARERS)**

7.1 The office-bearers of the Association shall consist of a President, a Vice-President, a Treasurer, and a Secretary, all of whom shall be Full Members.

7.2 The Committee shall consist of the office-bearers and three other Full Members of the Association all of whom shall be elected as herein provided. All Committee positions shall be non-remunerative.

7.3 At the first Annual General Meeting of the Association the office bearers and other members of the Committee shall be elected by the meeting.

7.4 Committee members for the second and succeeding years of the Association shall be elected by postal ballot. This election must take place before the Annual General Meeting when the new Committee is to take office. The elected Committee will then serve until the next Annual General Meeting when they shall retire.

7.5 The election of office bearers and other members of the Committee shall take place in the following manner:

- (i) Any two members of the Association shall be at liberty to nominate any other Full Member as an office-bearer or other member of the Committee
- (ii) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least seven (7) weeks before the election is to take place.
- (iii) In case there shall not be sufficient numbers of candidates nominated, the Committee may fill up the remaining vacancy or vacancies by appointment.
- (iv) All valid nominations shall be notified to all Full Members not less than six (6) weeks before the election is to take place. Full Members only may vote in such elections.
- (v) A nominee for an office-bearing position will be declared elected if the nominee; (a) is the only nominee, or (b) receives the most votes.
- (vi) Election to the number of non-office-bearing positions shall be declared for that same number of nominees who receive the higher number of votes.
- (vii) Tie votes shall be declared by the Committee.

7.6 An member may not be President of the Association for more than three (3) consecutive years.

7.7 The Association may from time to time by ordinary resolution passed at a general meeting increase or decrease the number of office-bearers or other members of the Committee.

7.8 The Committee shall have the power at any time and from time to time, to appoint any Full Member to the Committee to fill a casual vacancy. Any office-bearer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.

7.9 The Association may by ordinary resolution at an extraordinary general meeting of which special notice has been given remove any office-bearer or other member of the Committee before the expiration of the period of office, and may by ordinary resolution appoint another Full Member to the position; the person so appointed shall hold office only until the next following annual general meeting.

7.10 The office of a member of the Committee shall become vacant if the member -

- (i) resigns office by notice in writing to the Association;
- (ii) for more than six (6) months is absent without permission of the Committee from meetings of the Committee held during that period.
- (iii) holds any office of profit under the Association;

- (vi) ceases to be a financial member of the Association;
- (v) is directly or indirectly interested in any contract or proposed contract with the Association.

PROVIDED always that nothing in this paragraph shall affect the operation of Clause 3.7 of this constitution.

## **8.0 POWERS and DUTIES OF THE COMMITTEE**

8.1 The business of the Association shall be managed by the Committee who may pay all expenses incurred in the promotion of the Association, and may exercise all such powers of the Association as are not, by this constitution, required to be exercised by the Association in general meeting, subject, nevertheless, to such regulations (being not inconsistent with this constitution) as may be prescribed by the Association in general meeting;

PROVIDED FURTHER that no resolution or regulation made by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.

8.2 The Committee may exercise all the powers of the Association to borrow money and to mortgage or change its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.

8.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by the Treasurer and either the President or Secretary as nominated by the Treasurer. If the Treasurer is unavailable either the President or Secretary as nominated by the Treasurer may act in the Treasurer's stead. This procedure may be modified by the Committee as it, from time to time, determines.

8.4 The Committee shall cause minutes to be made -

- (i) of all appointments of officers and servants;
- (ii) of names of members of the Committee present at all meetings of the Association and of the Committee; and
- (iii) of all procedures of all meetings of the Association, and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

8.5 The records of the Association, the Committee, sub-committees and advisory boards, shall be restricted to Full Members unless otherwise decided by the Committee, or as provided elsewhere in this constitution.

## **9.0 PROCEEDINGS OF THE COMMITTEE**

9.1 The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Two members of the Committee may at any time, and the Secretary shall on the requisition of the two members, summon a meeting of the committee.

9.2 Subject to these articles, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the Committee shall for all purposes be deemed a determination of the Committee. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

9.3 Subject to article 7.10(v) a member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so the vote shall be recounted.'

9.4 The quorum necessary for the transaction of the business of the Committee shall be a majority of the total committee as provided for in Clauses 7.1 and 7.2 or such greater number as may be fixed by the committee.

9.5 The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the fixed by or pursuant to these articles as the necessary quorum of the Committee, the continuing member or members of the Committee may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

9.6 The President shall preside as Chairman at every meeting of the committee, or if there is no President, or if the President is not present within ten (10) minutes after the time appointed for the holding of the meeting the Vice-President shall be the Chairman or if the Vice-President is not present then the members present shall elect one of their number to be Chairman of the meeting.

9.7 The Committee shall delegate any of its powers and or functions to one or more sub-committees consisting of such Full Member or Full Members of the Association that the Committee thinks fit. Any subcommittee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have the power to co-opt any Full Member or Full Members of the Association and all members of such a sub-committee shall have one vote.

9.8 The Committee may appoint an Executive Sub-Committee consisting of the Secretary, Treasurer and at least one other Committee member. This Sub-Committee shall be responsible for the day to day running of the Association as defined by the Committee.

9.9 The Committee may appoint one or more advisory boards consisting of such member or members of the Association or other person or persons as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the committee and subject thereto shall have the power to co-opt any member or members of the Association and all members of such advisory boards shall have one vote

9.10 A sub-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 the case of an equality of votes the Chairman shall have a second or casting vote.

9.11 All acts done by any meeting of the committee or of a subcommittee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Committee.

9.12 A resolution in writing signed by all the members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

## **10.0 ORGANISATION OF BRANCHES**

10.1 With Committee approval, Branches of the Association may be formed for states or other geographical regions of convenience for groups of Association members. All members of these Branches shall also be members of the Association. Such Branches shall receive a share of the Association's income as determined from time to time by the Committee.

10.2 These Branches shall be operated under constitutions approved by the Committee. The activities of such Branches shall be subject to review by the Committee of the Association. The Committee may suspend or dissolve the Association's affiliation with any Branch at any time.

## **11.0 ACCOUNTS and AUDITS**

11.1 True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the constitution for the time being in force, shall be open to the inspection of the members.

11.2 A properly qualified Auditor or Auditors shall be appointed by each Annual General Meeting to audit the accounts of the Association for the ensuing year.

11.3 The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet accompanied by a copy of the Auditor's report thereon.

PROVIDED, however that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six (6) months before the date of the meeting.

11.4 The Committee shall from time to time determine, in accordance with what times and places under what conditions or regulations, the accounting and other records of the Association shall be open to the inspection of members.

## **12.0 NOTICE**

12.1 Any notice required under these articles to be given to any member shall be deemed to have been given by sending it by post to the Address within Australia supplied by that member to the Association for the giving of notices.

12.2 Notice of any general meeting shall be given in any manner herein-before authorised to -

- (i) every Full Member except those Full Members who have not supplied to the Association an address within Australia for the giving of notices to them ; and
- (ii) the auditor or auditors for the time being of the Association.
- (iii) No other person shall be entitled to receive notices of general meetings.

## **13.0 WINDING-UP**

If upon the winding-up or the dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 3.7 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

## **14.0 AMENDMENTS**

14.1 Proposed constitutional amendments must first be carried by resolution at a general meeting before they are eligible for approval by the Association's Full Members.

14.2 This constitution may be amended at the same general meeting by at least a two thirds majority of votes cast,

PROVIDED three quarters of Full Members are present in person.

14.3 Alternatively, this constitution may be amended by postal ballot after notification of all Full Members at least six (6) weeks in advance. An amendment may be adopted by at least a two thirds majority of votes cast.