

AUSTRALIAN NUCLEAR ASSOCIATION Inc

Incorporated in New South Wales

CONSTITUTION

Adopted: 25th October 1983

Amended: August 1997, September 2012 and August 2023

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, education 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 towards 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 may be incorporated.

3.8 Subject to a resolution passed by the Association, the Association's funds may be derived from the following sources only: annual subscription fees payable by members, donations, Association conferences and events, other sources as determined by the Committee.

4.0 MEMBERSHIP

4.1 The Association shall comprise Full Members, Associate Members, Student Members and Honorary Members. In this constitution the word "Member" refers to all four membership categories. Qualifications for each membership category are:

- (i) Full Member: Every candidate for 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 Member: Every candidate for election to the grade of Associate Member shall have an interest in nuclear science and/or technology.
- (iii) Student Member: Every candidate for election to the grade of Student Member shall have an interest in nuclear science and/or technology and be enrolled and studying full-time at a tertiary institution.
- (iv) Honorary Member: Every candidate for election to the grade of Honorary Member shall be Full Members who are (or have been) significant contributors to nuclear science and/or technology over many years. Honorary memberships are awarded by the Committee from time to time as the Committee sees fit. Honorary Members retain all the rights of Full Members.

4.2 All Members shall be elected to membership in the Association by the Committee.

4.3 Every applicant for membership of the Association shall be on the prescribed form and submitted to the Committee for its consideration.

4.4 At the next meeting of the Committee after the receipt of any application for membership, such applications 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.

4.5 When an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of acceptance, a request for payment of the applicant's first annual subscription as appropriate, and enter the new member into the register of members. Upon payment of this first annual subscription as appropriate the applicant shall become a Member of the Association, provided nevertheless that if such payment be not made within two calendar months after the date of notice, the Committee may at its discretion cancel its acceptance of the application for membership of the Association and remove the person from the register of members.

4.6 The register of members will include the Member's full name, postal and email address, the date the person became a Member, and the date the person ceased to be a Member if applicable. Information in the register of members will only be used for official Association business.

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 The Committee can, at its discretion, move a Member to an alternate membership category.

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.

4.13 The liability of a Member of the Association to contribute to the payment of the debts and liabilities of the Association, and the costs, charges and expenses of the winding up of the Association, is limited to the amount of any outstanding fees for the Member under Clause 4.7.

4.14 Any dispute between Members in their capacity as Members, or between Member(s) and the Association, shall be referred to a Community Justice Centre.

5.0 DISCIPLINARY ACTION AND THE RIGHT TO APPEAL

5.1 A person may make a complaint to the Committee that a Member of the Association has failed to comply with a provision of this constitution, or wilfully acted in a way prejudicial to the interests of the Association.

5.2 The Committee may refuse to deal with a complaint if the Committee considers the complaint is trivial or vexatious.

5.3 If the Committee decides to deal with the complaint, the Committee must serve notice of the complaint on the Member, and give the Member at least 14 days from the day the notice is served on the Member within which to make submissions to the Committee about the complaint, and consider any submissions made by the Member.

5.4 The Committee may, by resolution, expel the Member from the Association or suspend the Member's membership if, after considering the complaint, the Committee is satisfied that the facts alleged in the complaint have been proved, and the expulsion or suspension is warranted.

5.5 If the Committee expels or suspends the Member, the Secretary must, within 7 days of that action being taken, give the Member written notice of the action taken, and the reasons given by the Committee for taking the action, and the Member's right of appeal under Clause 5.7.

5.6 The expulsion or suspension does not take effect until the later of the following: the day after the period within which the Member is entitled to exercise the Member's right of appeal expires, or if the Member exercises the Member's right of appeal within the period - the day the Association confirms the resolution under Clause 5.4.

5.7 A Member may appeal against a resolution of the Committee under Clause 5.4 by lodging a notice of appeal with the Secretary within 7 days of being served notice of the resolution. The Member may include, with the notice of appeal, a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

5.8 The Secretary must notify the Committee that the Secretary has received a notice of appeal.

5.9 If notified that a notice has been received, the Committee must call a general meeting of the Association to be held within 28 days of the day the notice was received.

5.10 At the general meeting:

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Member must be given an opportunity to state the Member's case orally or in writing, or both, and
- (c) the Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and
- (d) the Full Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

5.11 The appeal is to be determined by a simple majority of votes cast by the Full Members.

6.0 GENERAL MEETINGS

6.1 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.

6.2 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.

6.3 Subject to special resolutions and agreements for shorter notice, at least twenty one (21) days notice shall be provided to such persons as are entitled to receive such notices from the Association specifying the place and time the meeting will be held, the nature of business to be transacted, if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and, for an Annual General Meeting - that the meeting to be held is an Annual General Meeting.

6.4 A Member may give written notice to the Secretary of business the member wishes to raise at a general meeting. If the Secretary receives such a notice, the Secretary must specify the nature of the business in the next notice calling a general meeting.

7.0 PROCEEDINGS AT GENERAL MEETINGS

7.1 Only Full Members who are present in person or online may vote at general meetings.

7.2 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. Unless 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 within 28 days time for which meeting a quorum will be those Full Members present in person or online.

7.3 The President shall preside as Chair 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 Chair 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 Chair of the meeting.

7.4 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 Chair, or
- (b) by at least three (3) Full Members present in person or online.

Unless a poll is so demanded a declaration by the Chair 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 in the general meeting minutes 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.

7.5 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 Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

7.6 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair 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.

7.7 Any proposed resolution may be subject to a postal or electronic ballot among all Full Members if the majority of the meeting so decides. Such postal or electronic ballot may take place after notification of all Full Members at least 14 days or 21 days in advance for ordinary resolutions or special resolutions, respectively.

7.8 An ordinary resolution is passed if it is supported by more than half of the votes cast by Full Members. A special resolution is passed if it is supported by at least three-quarters of the votes cast by Full Members.

7.9 Such voting shall be by Full Members only. A Full Member cannot cast a vote by proxy.

8.0 THE COMMITTEE (INCLUDING OFFICE-BEARERS)

8.1 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.

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

8.3 If required, Committee members of the Association shall be elected by postal or electronic 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.

8.4 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 their proposer and seconder shall be lodged with the Secretary at least 28 days before the election is to take place.
- (iii) In the case where a nominee for an office-bearing position is the only nominee at the end of the nomination period, the nominee is automatically elected to that position.
- (iv) For non-office-bearing positions, depending on the number of nominations, the Committee may decide that all nominees are automatically elected.
- (v) Should elections be required, all valid nominations shall be notified to all Full Members not less than 10 days before the election is to take place. Full Members only may vote in such elections.
- (vi) Unless previously automatically elected, a nominee for an office-bearing position will be declared elected if the nominee receives the most votes.
- (vii) Unless previously automatically elected, 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.
- (viii) Tie votes shall be declared by the Committee.

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

8.6 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.

8.7 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.

8.8 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.

8.9 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;
- (iv) 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.

8.10 The Committee shall nominate a Public Officer who resides in NSW. Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept at the Association's official address in the custody of the Public Officer.

9.0 POWERS and DUTIES OF THE COMMITTEE

9.1 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.

9.2 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.

9.3 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.

9.4 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 Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

9.5 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.

10.0 PROCEEDINGS OF THE COMMITTEE

10.1 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.

10.2 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 Chair of the meeting shall have a second or casting vote.

10.3 Subject to Clause 8.9(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.

10.4 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 8.1 and 8.2 or such greater number as may be fixed by the Committee.

10.5 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.

10.6 The President shall preside as Chair 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 Chair or if the Vice-President is not present then the members present shall elect one of their number to be Chair of the meeting.

10.7 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.

10.8 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.

10.9 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.

10.10 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 Chair shall have a second or casting vote.

10.11 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.

10.12 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.

11.0 ORGANISATION OF BRANCHES

11.1 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.

11.2 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.

12.0 ACCOUNTS

12.1 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.

12.2 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.

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.

12.3 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.

12.4 The Association's financial year is 1 July – 30 June.

13.0 NOTICE

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

13.2 Notice of any general meeting shall be given in any manner herein-before authorised to every Member except those Members who have not supplied to the Association an email address or an address within Australia for the giving of notices to them.

14.0 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.

15.0 AMENDMENTS

15.1 Proposed amendments to this Constitution must be approved by passing a special resolution at a general meeting of the Association, in a postal or electronic ballot, or in another manner as directed by NSW Fair Trading.