Australian Capital Territory
Companies Ordinance 1962
Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM

AND

ARTICLES

OF

THE AUSTRALIAN SOCIETY OF HYPNOSIS LIMITED

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MEMORANDUM OF ASSOCIATION

OF

THE AUSTRALIAN SOCIETY OF
HYPNOSIS LIMITED

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1. The name of the Company (hrerinafter called "the Society") is "The Australian Society of Hypnosis Limited.

2. The powers set out in the Third Schedule of the Companies Ordinance 1962 are hereby expressly excluded.

3. The objects of the Society are:-

   (a) to advance the scientific study and professional practice of hypnosis and enhance the contribution of hypnosis to the promotion of the public welfare by encouraging the development of all aspects of hypnosis other than hypnosis for entertainment purposes; promoting research in hypnosis; promoting high standards of professional ethics competence conduct education qualifications and achievement amongst hypnotherapists; promoting the dissemination of knowledge and thought about hypnosis through meetings lectures seminars workshops reports discussions publications and professional contacts; advancing scientific interest and inquiry in hypnosis and all related areas of knowledge and practice.

   (b) to arrange provide for or join in arranging and providing for the holding of conferences exhibitions business and social meetings symposia lectures classes workshops and discussions on subjects of general and special interest to persons interested in hypnosis and also for the exhibition of any apparatus for hypnosis research and the conduct and publication of experiments and other investigations relevant to hypnosis research.

   (c) to institute and conduct examinations and to issue certificates and diplomas to persons qualified to practise and teach hypnosis. Provided that each certificate or diploma shall contain on its face a statement to the effect that it is not issued under or by virtue or any statutory or government sanctions or authority but by the authority of the Society only.

   (d) to promote honourable practice and suppress malpractice by and among practitioners and users of hypnosis to settle all questions and decide disputes questions of practice and questions of professional usage etiquette and courtesy referred to the Society.

   (e) to consider and advise on any question of policy regarding hypnosis referred to it for

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consideration by any branch or section of the Society or any other body.

(f) In furtherance of the above objects the Society shall have the following objects and powers:-

(i) to make grants of money and to lend money at or without interest out of the funds of the Society for the advancement of any of the objects of the Society.

(ii) to print publish circulate with or without charge and to sell lend issue and distribute with or without charge any papers newspapers treatises books pamphlets leaflets or communications made to the Society or documents relating to hypnosis and any reports of the proceedings and accounts of the Society and for this purpose to cause translations to be made of any such papers etc. as shall be in a foreign language and to illustrate any of the publications as the Society may think expedient in connection with any or all of the objects of the Society.

(iii) to keep a register of members their qualifications and appointments and particulars of their professional experience generally.

(iv) to subscribe to become a member of or cooperate with any society, Society or organisation whether incorporated or not whose objects are wholly or partly similar to those of the Society provided that the Society shall not subscribe to or support with its funds any society, Society or 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 Society under or by virtue of Clause 7 of this Memorandum.

(v) to act as trustee of any trusts established solely or principally for purposes similar or related to the objects of the Society.

(vi) to impose and collect subscriptions and to invite donations to the funds of the Society by lawful means.

(vii) to expend such sums of money as the Society may think fit in furtherance of the purposes of the Society.

(viii) to purchase take on lease or in exchange hire or otherwise acquire lands buildings easements or property real or personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Society. Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(ix) to enter into any arrangements with any government or authority federal national state etc. that may seem conducive to the Society's objects or any of

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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.

(x) to appoint employ remove or suspend such managers clerks secretaries servants workmen and other persons as may be necessary or convenient for the purposes of the Society.

(xi) to establish and support or aid in the establishment and support of Societys institutions funds trusts and conveniences calculated to benefit employees or past employees of the Society or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.

(xii) to construct improve maintain develop work manage carry out alter or control any houses buildings grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests and to contribute to subsidise or otherwise assist and take part in the construction improvement maintenance development working management carrying out alteration or control thereof.

(xiii) to invest and deal with the money of the Society not immediately required in such a manner as may be permitted by law for the investment of trust funds.

(xiv) to borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property both present and future and to purchase redeem or pay off any such securities.

(xv) to make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments.

(xvi) to sell improve manage develop exchange lease dispose of turn to account or otherwise deal with all or part of the Society's property and rights of the Society.

(xvii) 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

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Society from purchasers and others.

(xviii) to take any gifts 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 proviso in Clause 3 (f)(vii).

(xix) to amalgamate with any companies institutions societies or Societys having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their members to an extent at least as great as that imposed upon the Society under or by virtue of Clause 7 of this Memorandum.

(xx) to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies institutions societies or Societys with which the Society is authorised to amalgamate.

(xxi) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society

Provided always that the Society shall not support with its funds 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.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning of the Society's objects or powers shall not be restricted by reference to any other object or power or by the juxtaposition of two or more objects or powers and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not restrict the objects or powers of the Society.

4. The liability of the members is limited.

5. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound-up while he/she is a member or within one year afterwards for the payment of the debts and liabilities of the Society contracted before he/she ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Twenty-five dollars ($25).

6. Notwithstanding the generality of the objects of the as set out in Clause 3 hereof the Society shall not amalgamate with become a member of or support with its funds any company corporation, society, Society or organisation which does not prohibit distribution of its income and property amongst its members to the extent provided in Clause 7 of this Memorandum or to any lesser extent.

7. 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 its Memorandum of Society and no

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portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Society provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding a proper commercial rate nor prevent the payment of the reasonable and proper rent for premises demised or let by any member of the Society to the Society.

8. The Society shall not be dissolved except at a General Meeting of the Society specially convened for the purpose by the majority of four-fifths of the votes recorded in respect of the same. 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 institutions having objectives similar or in part similar to the objects of the Society and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.

9. The full names and addresses and occupations of the subscribers are as set out below:

Name, Address and Occupation		
Graham Ralph WICKS	9 Collins Street Collinswood SA 5081	Medical Practitioner
Graham Dene BURROWS	11 Harcourt Street Hawthorn VIC 3123	Psychiatrist
Lorraine DENNERSTEIN	998 Mt Alexander Road Essendon VIC 3040	Psychiatrist
Michael R. BOUNDY	111 Walkerville Terrace Walkerville SA 5081	Medical Practitioner
James Arthur JACKSON	8 Gowan Court Carlingford NSW 2018	Medical Practitioner

10. The subscribers are desirous of being formed into a Company in pursuance of the Memorandum of Association.

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ARTICLES OF SOCIETY
OF
THE AUSTRALIAN SOCIETY OF HYPNOSIS LIMITED
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1. The regulations contained in Table "A" of the Fourth Schedule to the Companies Ordinance 1962 (as amended) shall not apply to this Company but the following shall be the regulations of the Company.

2. In these presents unless there is something in the subject or context inconsistent therewith:-

"The Society" means the Australian Society of Hypnosis Limited.

"The Articles" and "these presents" means the Articles of Society for the time being of the Society.

"Special Resolution" has the meaning assigned thereto by Section 144 of the Companies Ordinance.

"The Office Bearers" means the Office Bearers for the time being of the Society being the President, President-Elect, Immediate Past-President, the Honorary Secretary and the Treasurer.

"The Office" means the registered office for the time being of the Society.

"Official" means any paid employee of the Society.

"The Seal" means the common seal of the Society.

"The Register" means the register of members to be kept pursuant to Section 151 of the Companies Ordinance.

"Secretary" includes assistant or acting secretary or any substitute for the time being of the Secretary.

"Month" means calendar month.

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

"The Companies Ordinance" means the Companies Ordinance 1962 of the Australian Capital Territory or any statutory modification amendment or reenactment thereof for the time being in force.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only include the feminine and neuter gender.

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Words importing persons include corporations.

3. The Society shall not be carried on for the purpose of profit or gain to its individual members and is prohibited from making any distribution whether in money property or otherwise to its members or to relatives of its members.

4. The number of members with whom the Society proposes to be registered is two hundred (200) but the Office Bearers from time to time register any increase in the number of members.

MEMBERSHIP

5. (a) The Society shall consist of:-

   (i) Life Fellows

   (ii) Honorary Members

   (iii) Fellows

   (iv) Full Members

   (v) Associate Members

   (vi) Corresponding Members

   (vii) Trainee Member

   (viii) Such other grades of members as may be determined from time to time by the Society in General Meeting.

   (b) All such persons shall be members of the Society. Only the names and addresses of members shall be entered in a Register of members and the expression "members" in these articles means the members whose names are so entered.

   (c) Other persons may be admitted from time to time to the Society as prescribed by the By-Laws but they will not be members of the Society.

6. The qualification mode of election rights privileges and obligations (excluding liability to expulsion) of members shall save as provided in these articles be as prescribed by the By-Laws from time to time. The By-Laws shall also provide the terms and conditions upon which other persons may be admitted to the Society.

7. The rights and privileges of every member shall be personal to himself/herself and shall not be transferable.

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FEES AND SUBSCRIPTIONS

8. The subscriptions payable by members and by other persons who may from time to time be admitted to the Society shall be prescribed by the By-Laws from time to time in force.

9. (a) Any member whose subscription remains unpaid by the first day of January in any year due notices having been sent to his/her address as shown in the Register of Members may be removed from the membership of the Society by a resolution of the Federal Council passed by a simple majority of those present.

(b) The names of members unfinancial at the first day of January in any year shall be advised to the Secretary of the Branch of which they are associated.

(i) The Federal Council in determining the status of members unfinancial at the first day of January or of those whose subscription has been received between the first of January and the date of the meeting of the Federal Council shall take into account the recommendations (if any) of the relevant Branch.

(c) Any member who continues to participate in Society activities while unfinancial and whose name is subsequently removed from the Register of Members pursuant to subclause (a) above and who reapplies for membership of the Society shall first pay the subscription owing for the period in which they continued to participate in the Society's activities.

16. The election of a member or other person admitted shall not become effective until the appropriate fees and subscriptions payable on such election have been paid and if such fees or subscriptions shall remain unpaid at the end of six months after the date when they respectively became payable the election shall be revoked.

17. Any member or other person admitted may resign from the Society by depositing with the Secretary a notice in writing signed by him/her stating that he/she wishes to resign. He/she shall cease to be a member or other person admitted at the termination of the period covered by his/her current subscription unless he/she shall withdraw his/her resignation before it has effect provided that a member who resigns pursuant to Article 9 shall forthwith cease to be a member and shall not be entitled to withdraw his/her resignation.

MEMBER BREACHES OF RULES

18. (a) Any member who shall in the opinion of the Federal Council have wilfully acted in breach of the Articles or By-Laws of the Society or wilfully acted in contravention of the Code of Professional Conduct promulgated by the Society or who shall have been admitted as a member as a result of false representation or who shall in the opinion of Federal Council have been guilty of other misconduct shall be liable to reprimand or suspension by the Federal Council or have his/her membership terminated if the Federal Council shall so decide.

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(b) Any complaint that a member has wilfully acted in breach of the Articles or By-Laws of the Society or wilfully acted in contravention of the Code of Ethics promulgated by the Society whether or not it is made by a member of the A.S.H. must be submitted in writing to the Federal Secretary of the A.S.H. It must be specific as to time place person and events and be signed by the complainant who must clearly identify himself/herself. The Secretary shall then refer the complaint to the Executive Committee.

(c) The Executive Committee shall in every case in which the conduct of a member is impeached consider the matter and either dismiss the complaint or if it is of the opinion that further investigation is warranted they shall proceed in accordance with paragraph 18 (d).

(d) The Executive Committee shall inform the member concerned (by registered letter to his/her address as shown in the Register of members) of the nature of the complaint against him/her and give him/her a proper opportunity to appear before the Executive Committee to explain and answer the charges made. The findings of the Executive Committee shall be reported to the Federal Council which will decide what action is to be taken.

(e) If the Federal Council does not decide that the member concerned must be subject to disciplinary action or must cease to be a member the member's name shall unless he/she otherwise requests be expunged from the minutes.

(f) If the Federal Council decides that the member concerned must cease to be a member either it may expel him/her forthwith or the Honorary Secretary shall serve upon him/her a notice requesting him/her to resign his/her membership of the Society.

(g) If the member does not give notice of his resignation within one month of the said member being served with the notice the Honorary Secretary shall serve upon the said member a notice from the Society informing him/her he/she is no longer a member of the Society and thereupon such member shall cease to be a member of the Society and an entry thereof shall be made in the minutes.

19. In case any member shall be adjudicated bankrupt or convicted of a felony or any other criminal offence or becomes of unsound mind the Federal Council may decide that his/her membership shall be terminated and thereupon he/she shall cease to be a member of the Society and the Honorary Secretary shall serve notice of such decision upon the said member.

20. Any breach of the Articles or By-Laws or any contravention of the Code of Professional Conduct or any alleged misconduct of any member which is brought before the Federal Council properly vouched for and supported by evidence shall be investigated and if proved may be dealt with by the Federal Council by reprimand or suspension or expulsion under the procedure of Clause 18 as far as it applies.

21. No decision of the Federal Council to terminate the membership of any members in accordance

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with Clause 18 shall be valid unless at least a simple majority of the total membership of the Federal Council votes in favour of such termination.

GRIEVANCE PROCEDURES

22. (a) Any person aggrieved by the decision of the Federal Council under Clause 18 may within 21 days after the decision has been made by notice in writing request the Federal Council to submit the same to a Special General Meeting of members. Upon receipt of such request the Federal Council shall cause a Special General Meeting of members to be held within twenty one days after receipt of the request by the Federal Council.

(b) At a Special General Meeting convened for the purpose of this Article:-

(i) no business other than the question of the expulsion shall be transacted;

(ii) the Federal Council may place before the meeting details of the grounds of the expulsion and the Federal Council reasons for the expulsion;

(iii) the expelled member shall be given an opportunity to be heard; and

(iv) the members present shall vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

(c) If at the Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his/her membership of the Society.

(d) If at the Special General Meeting the majority of the members present vote in favour of the confirmation of the expulsion the expulsion takes effect and the expelled member ceases to be a member of the Society.

23. All members shall be notified of any resignation suspension or expulsion of a member and of the Article or By-Law under which such resignation suspension or expulsion has taken place.

AMENDMENT TO THE ARTICLES OF SOCIETY

24. These Articles may be amended by special resolution.

BY-LAWS & ORGANISATIONS WITHIN THE SOCIETY

25. The Society in General Meeting may make alter and repeal By-Laws to regulate all matters which by these Articles are to be prescribed by the By-Laws and also all matters which consistently with these Articles may be made the subject of By-Lws and such rights and

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obligations of members or other persons admitted or of any class of members or other persons as are not defined or secured by these Articles shall be subject to the By-Laws and may be varied or abrogated by cancellation or alteration of addition to the By-Laws by an ordinary resolution of a General Meeting of members. The By-Laws shall also make adequate provision for the financial autonomy of each Branch.

26. The Society in General Meeting may make alter and repeal the Code of Professional Conduct to regulate all matters which by these Articles are to be prescribed by the Code and also all matters which consistently with these Articles may be made the subject of the Code.

27. A copy of every alteration of or addition made to the By-Laws and to the Code shall be sent to every member at his/her registered address and to every other person admitted at his/her last known place of address and in default thereof no person shall be liable to suspension through any act or omission which but for such alteration or addition would not have rendered him/her so liable. The omission unless wilfully made to send such copy or the non-receipt thereof by such person shall not invalidate such alteration or addition.

28. (a) The By-Laws may provide for the establishment and conduct of branches. In each State or Territory the Federal Council may grant permission for the formation of a Branch upon the written application of five members resident in such State or Territory.

(i) Provided that it shall be competent for the Federal Council under such terms and conditions as are determined mutually to deem a society association or organisation with which it cooperates pursuant to Clause 3 (f) (iv) above to be a Branch of the Society in that State Territory or Region.

(b) The function of a branch shall be to further the objects of the Society within its State or Territory to deal with any matter having significance only to that branch and to keep the Federal Council informed of all matters affecting members of which it is aware. No branch shall act contrary to the policy or purposes of the Society or Federal Council.

(c) Each branch may elect at its Annual Meeting a Chairperson and Vice-Chairperson each of whom shall be full members fellows or life fellows of the Society a secretary a treasurer and such other members as shall be determined by the By-Laws who shall together comprise the Branch Executive Committee.

(d) Each Branch may draw up and adopt such rules and regulations as may be necessary or expedient for its administration provided that such rules and regulations shall not be inconsistent with these Articles. A copy of the rules and regulations of each branch shall be forwarded (together with amendments as they occur) to the Honorary Secretary of the Society.

29. Except as otherwise provided in these Articles all provisions relating in any way to branches of the Society shall be prescribed by the By-Laws from time to time in force.

30. The Federal Council for the time being may from time to time and at any time appoint

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committees consisting of members and/or such other persons as they think fit and may define limit and restrict their powers and number and may fix and determine their duties and term of office and may at any time remove any persons so appointed. Any person so appointed shall not be entitled to remuneration for his/her services on such committee or committees but shall be entitled to reimbursement for out-of-pocket expenses incurred about the business of any such committee or committees.

(a) There shall be a Publications Committee the Chairperson of which shall be appointed by Federal Council and shall be the Editor of the Society's journal and shall be ex-officio a member of Federal Council and a member of the federal Executive Committee of the Society.

(b) There shall be a committee known as the Board of Education the Chairperson of which shall be appointed by Federal Council and called the Chief Censor and shall be ex-officio a member of Federal Council and a member of the federal Executive Committee of the Society.

(c) From time to time the Federal Council may designate other committees appointed pursuant to this clause to be standing committees of the Council.

(1) For such time as a committee appointed by the Federal Council is designated a standing committee of the Council its Chairperson shall be appointed by Federal Council and shall be ex-officio a member of Council

31. If no person has been appointed Chairperson of a committee or if the person so appointed in not present within five minutes after the time appointed for the holding of the meeting the members present may choose one of their number to be Chairperson of that meeting.

32. The quorum necessary for the transaction of the business of a committee shall be fixed by the Federal Council.

33. The continuing members of a committee may act notwithstanding any vacancy in the committee but if and so long as their number is reduced below any number fixed by or pursuant to these Articles as the necessary quorum for the committee the continuing member or members may act for the purpose of so informing the secretary but for no other purpose.

34. The 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 Chairperson shall have a second or casting vote.

35. Each Committee shall furnish to Federal Council regular reports of its activities and shall tender to the Federal Council such advice concerning the subject matter of its activities as it shall deem desirable.

<u>AFFILIATED BODIES</u>

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36. Subject to Clause 3 of the Memorandum of Association the Society may become a member of or subscribe to or affiliate with any other organisation whether incorporated or not having objects altogether or in part similar to those of the Society. The Society and all affiliated bodies shall be separate bodies each acting under its own Charter Regulations or Rules and neither the Society nor any affiliated bodies shall by the fact of affiliation become responsible for or acquire control over the acts of any of the other bodies.

GENERAL MEETINGS

37. The first general meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Society at such place as the Federal Council may determine.

38. Subject to the provisions of these Articles all meetings of the Society held in accordance with and for the purpose of these Articles shall be held at such time and place and conducted as the Federal Council may determine.

39. The Society shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held once in any calendar year at such time and place as the Federal Council shall determine but so that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be called Special General Meetings.

40. A Special Resolution shall be a resolution of which less than twenty one days notice has been given to members and which is passed at a General Meeting by a majority of not less than three quarters of the members present and entitled to vote.

41. (a) The Executive Committee may whenever it thinks fit convene a Special General Meeting and Special General Meetings shall also be convened on requisition signed by ten members requesting the Executive Committee to call a Special General Meeting.

(b) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Society and may consist of several documents in the like form each signed by one or more of the requisitionists.

(c) If the Executive Committee does not cause a Special General Meeting to be held within forty two days from the date on which a requisition therefore is deposited at the office of the Society the requisitionists or any of them may convene the meeting. Any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

(d) A Special General Meeting convened by requisitionists pursuant to this Article shall be convened as nearly as possible in the same manner as that in which such a meeting is

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convened by the Federal Council.

(e) All reasonable expenses incurred in convening a Special General Meeting shall be refunded by the Society to the persons incurring them.

NOTICE OF MEETINGS

42. Not less than twenty one days notice of a general meeting shall be given to members. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the meeting and in the case of Special Business the general nature of that business shall be given by the Secretary 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 as are under these Articles entitled to receive such notices.

43. The omission unless wilfully made to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

44. All business shall be deemed special that is transacted at a Special General Meeting and also that transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets and reports of the Federal Council and Auditors the election of Office Bearers in place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

45. The quorum at any General Meeting shall be twenty-five members personally present and entitled to be present and vote thereat and no business shall be transacted at any such meeting unless the quorum be present at the commencement of business.

46. If within half an hour from the time appointed for a General 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 same day in the next week at the time and place or to such other day and at such other time and place as the Federal 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 not being less than two shall be a quorum but no business shall be transacted other than that notified in the notice convening the meeting.

47. The President or failing him/her the President-Elect (being in each case a full member fellow or life fellow of the Society) shall act as Chairperson of General Meetings of the Society. If neither of these persons is present within fifteen minutes after the time appointed for the holding of the meeting or if unwilling to act the Office Bearers present shall elect one of their number to be Chairperson the Meeting or failing them the members of the Society present shall elect one of their number to act as Chairperson the Meeting.

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48. The Chairperson may with the consent of any General 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 General Meeting is adjourned for thirty days or more notice of the 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.

49. At any General Meeting a motion 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 Chairperson; or

    (b) by at least three members present in person.

    Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book 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 such a resolution. The demand for a poll may be withdrawn.

50. If a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

51. In the case of an equality of votes whether on a show of hands or on a poll the Chairperson 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.

52. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

53. Notwithstanding that a motion submitted to a General Meeting has been carried or lost either on a show of hands or on a poll the President or the Federal Council may in his/her or its discretion direct that such resolution be submitted to a postal ballot of members and in such event the provisions of these Articles relating to election of Office Bearers by ballot shall mutatis mutandis apply to such ballot.

VOTES OF MEMBERS

54. Every Member of the Society personally present shall have one vote.

FEDERAL COUNCIL AND OFFICE BEARERS

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55. (a) The business of the Society shall be conducted by the Federal Council which shall be constituted as follows:-

(i) The President
The President-Elect
The Immediate Past President
The Honorary Secretary
The Treasurer

All of whom shall be elected from or appointed from the full members fellows or life fellows of the Society shall be the Office Bearers and Directors of the Society and together shall constitute the Executive Committee of the Society.

(ii) The ex-officio members appointed pursuant to clause 30 (a) to (c) above.

(iii) One representative elected by each branch or society association or organization deemed to be a Branch of the Society.

(b) Subject to Clause 61 all elections of all Office Bearers except the President and the Immediate Past President shall be by ballot.

(c) All service on the Federal Council shall be without remuneration. Subject as herein otherwise expressly provided only members of the Society shall be eligible for service on the Federal Council and no Official of the Society shall be eligible for service on the Federal Council in any capacity.

(d) The first Office Bearers shall be determined by the members present at a General Meeting called by the Honorary Secretary within a period of three months from the incorporation of the Society.

56. The Executive Committee of the Society shall attend to the affairs of the Society between meetings of the Federal Council and shall exercise such powers as are delegated to it (unless such delegation is revoked by Federal Council).

57. At the first Annual General Meeting all Office Bearers shall retire and a new Federal Council shall be elected by ballot. Retiring Office Bearers shall be eligible for re-election.

58. At each alternate Annual General Meeting after the first -

(a) The President shall retire as such but shall assume the office of Immediate Past President until the Annual General Meeting after that.

(b) The President-Elect shall assume the office of President for the ensuing period until the Annual General Meeting following the next.

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(c) The Honorary Secretary and the Treasurer shall retire from office but shall be eligible for re-election to any office.

59. Should the office of President become vacant for any reason before the Annual General Meeting in any year the Immediate Past President or failing him/her the President-Elect or failing him/her a person appointed by the Federal Council from amongst its number shall act as President until the next Annual General Meeting. If the office of President-Elect or Immediate Past Prersident should become vacant for any reason before the next Annual General Meeting it shall remain vacant until the next Annual General Meeting. The Federal Council may elect any member eligible and willing to act to fill any casual vacancy.

60. Not less than ninety days before the date of an Annual General Meeting at which Office Bearers shall retire as set forth in Article 58.

    (a) The Federal Council shall appoint a Returning Officer to conduct the election of new Office Bearers.

    (b) The Returning Officer shall send a notice to all members indicating the Office Bearer positions on the Federal Council that are to become vacant at the meeting and calling for nominations. Nominations of members proposed for election as Office Bearers shall be in writing and shall be signed by the proposer and seconder of each candidate who shall endorse thereon his/her consent and shall then be lodged with the Returning Officer. Nominations shall close sixty days before the date fixed for the Annual General Meeting.

61. No member shall occupy more than one Office Bearer position on the Federal Council with the exception of Secretary/Treasurer. If no nomination is received for any position or a member is nominated for more than one position the Chairperson may make such nominations from members willing and eligible to act as may be necessary to ensure that all positions on the Federal Council shall be filled. If no more than one nomination is received for any one position the Chairperson at the Annual General Meeting shall declare the candidate duly elected to such position. If there is more than one nomination for any one position, election to that position shall be by ballot to be arranged and conducted as set forth in Articles 62 to 66.

62. Not less than twenty-one days before the date appointed for the holding of the Annual General Meeting the Returning Officer shall post to every Member entitled to vote a ballot paper which shall contain a list of those nominated and of the office for which they seek election with a square opposite each name wherein a member may record his/her vote. the ballot paper shall list the positions to be filled in the order appearing in Article 55 hereof.

63. Each ballot paper shall be accompanied by an envelope marked "ballot paper" and an envelope addressed to the Returning Officer which is clearly marked with the name and address of the voter to whom the ballot paper has been sent.

64. To record his/her vote a member shall mark the ballot paper in the manner prescribed by Article

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62 place the ballot paper in the envelope marked "ballot paper" and place this envelope in the envelope addressed to the Returning Officer sign the inside flap of this envelope and forward same to the Returning Officer by post or personally by hand.

(a) If more than two candidates contest any office the ballot shall be of a preferential nature according to such form as is determined from time to time by the Federal Council.

65. The Returning Officer shall provide for the safe custody of all ballot papers received pending the closing of the ballot at 10 a.m. on the day before the Annual General Meeting.

66. (a) Each candidate standing for election may nominate a Scrutineer and Federal Council may appoint two or more Scrutineers to oversee the counting of the votes for the positions.

(b) After the Ballot is closed and before the Annual General Meeting the Returning Officer shall count each properly recorded vote in the presence of the Scrutineers and keeping the results secret hand the same to the Chairperson of the Annual General Meeting who shall declare the result of the Ballot after the adoption of the report and balance sheet. All Office Bearers shall continue in office until immediately after the declaration of the Ballot.

67. In the case of an equality of votes for two or more candidates the Chairperson shall exercise a casting vote in addition to his/her deliberative vote.

68. Any Office Bearer may with the consent of a majority of the Federal Council appoint any other member resident in the State to be an alternative Office Bearer to sit in his/her place on the Executive Committee and Federal Council (and at his/her discretion may remove such alternate Office Bearer) and any such appointment or removal shall have effect. Such appointee whilst he/she holds office as an alternate Office Bearer shall be entitled to notice of meetings of the Executive Committee and Federal Council and to attend and vote thereat accordingly and to sign resolutions and execute powers authorities and discretions as are vested or exercisable by the Office Bearer making such appointment (unless the same are curtailed or limited by the writing or notice by which he/she is appointed). Such alternate Office Bearer shall ipso facto vacate office if and when the appointer removes the appointee from office. Any appointments or removals under this Article must be in writing under the hand of the Office Bearer making the same and must be served on the Society and the appointment or removal shall take effect forthwith upon the service thereof. Service of the appointment or removal may be effected by sending the same through the post in a prepaid registered envelope addressed to the Society or by leaving the same at the office of the Society and if sent by post shall be deemed to be served on the day on which the ordinary course of mail delivery the same should have been delivered. Any alternate Office Bearer appointed in accordance with the provisions of these Articles shall be entitled to be repaid travelling and out-of-pocket expenses to the same extent as elected Office Bearers. No alternate Office Bearer shall be entitled to attend or vote at any meeting of the Federal Council at which his/her appointed is present.

<u>SECRETARIES</u>

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69. The Federal Council may appoint a secretary and one or more Deputy Secretaries for such term at such remuneration and upon such conditions as it thinks fit. Any Secretary so appointed by the Federal Council may be removed by it. The Secretary shall perform the functions of the Secretary of the Society pursuant to the Companies Ordinance. If no person/s are appointed to this clause the Honorary Secretary of the Society shall perform these functions.

BORROWING POWERS

70. The Federal Council in furtherance of the objects of the Society may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Society.

POWERS AND DUTIES OF THE FEDERAL COUNCIL

71. The property and affairs of the Society shall be directed and managed by the Federal Council which may exercise all such powers of the Society as are not by these Articles required to be exercised by the Society in General Meeting subject nevertheless to the provisions of these Articles and such Regulations being not inconsistent with the aforesaid 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 Federal Council which would be valid if that regulation had not been made.

    Except as is otherwise provided in these Articles the business of the Executive Committee and Federal Council shall be conducted in such manner as the Executive Committee and Federal Council may from time to time prescribe.

72. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for moneys paid to the Society shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Federal Council shall from time to time by resolution determine.

73. The Executive Committee and Federal Council shall cause Minutes to be kept in a book especially set aside for the purpose.

74. The Federal Council shall have exclusive power to appoint remove and suspend Officials and to determine their powers and duties and to decide what if any securities are to be taken from them as the Federal Council shall think fit and to pay them such salaries and wages and such remuneration by way of pensions gratuities or otherwise howsoever and to make such provisions and gratuities to them after their retirement from the service of the Society as the Federal Council may think proper.

75. Subject to such Regulations and on payment of such fees (if any) as the Federal Council may from time to time prescribe the Federal Council may issue to any member a certificate showing the class of membership to which he/she belongs. Every such certificate shall remain the

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property of and shall on demand be returned to the Society. Every such certificate if purporting to confer any status or qualification beyond the mere status of membership either with or without a statement of the class of membership of the member to whom it relates shall contain on its face a statement to the effect that it is not issued under or by virtue of any statutory or Government sanction or authority but by authority of the Society only.

PROCEEDINGS OF THE FEDERAL COUNCIL

76. (a) The Federal Council may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.

(b) Any three Office Bearers or three Branch representatives acting together and the Honorary Secretary on the requisition of any three such Office Bearers or Branch representatives shall at any time summon a meeting of the Federal Council by giving at least seven days notice to all members of the Council (or their alternates appointed pursuant to clause 68 above).

77. (a) Any Office Bearer or Branch representative who is interested in any contract or arrangement made or proposed to be made with the Society shall disclose his/her interest at the first meeting of the Federal Council at which the contract or arrangement is first taken into consideration if his/her interest then exists or in any other case at the first meeting of the Federal Council after the acquisition of his/her interest.

(b) If an Office Bearer or Branch representative becomes interested in a contract or arrangement after it is made or entered into, he/she should disclose his/her interest at the first meeting of the Executive Committee and Federal Council after he/she becomes so interested.

(c) No Office Bearer or Branch representative shall vote as an Office Bearer in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.

78. The quora necessary for the transaction of business of the Federal Council shall be three.

79. The Office Bearers for the time being may act notwithstanding any vacancy in their body provided always that if the number of Office Bearers shall be reduced below three the continuing Office Bearers may act for the purpose of filling vacancies in their body or of convening a General Meeting of the Society but for no other purpose.

ACCOUNTS

80. (a) True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place and of the property assets credits and liabilities of the Society in books of account and subject to

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any reasonable restrictions as to time and manner of inspection (the same may be imposed in accordance with the Regulations of the Society for the time being) shall be open to inspection by the members.

(b) The Treasurer of the Society shall faithfully keep all general records accounting books and records of receipts and expenditures connected with the operations of the Society in such form and manner as the Federal Council may direct.

(c) The accounts books and records referred to in these Articles shall be kept at the Society's office or at such other place as the Federal Council may determine.

BANKING AND FINANCE

81. (a) The Treasurer of the Society or such other person or persons approved by the Federal Council shall on behalf of the Society receive all moneys paid to the Society and forthwith after the receipt thereof issue official receipts therefor.

(b) The Federal Council shall cause to be opened with such bank or banks as the Federal Council selects a banking account or accounts in the name of the Society into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

(i) The Federal Council shall from time to time appoint and alter the signatories to such accounts.

(c) The Federal Council may receive from the Society's bank or bankers for the time being cheques drawn by the Society on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims actions suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Society-.

(d) Except with the authority of the Federal Council no payment of a sum exceeding $2.00 shall be made from the funds of the Society otherwise than by cheque drawn on the Society's bank account but the Federal Council may provide the Treasurer with a sum to meet urgent expenses subject to the observance of such conditions in relation to the use and expenditure thereof as the Federal Council may impose.

(e) No cheque shall be drawn on the Society's bank account except for the payment of expenditure that has been authorised by the Federal Council.

ACCOUNTS AND AUDITS

82. The Federal Council shall cause proper accounting and other records to be kept and shall send to every Member with notice convening the Annual General Meeting of the Society a copy 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 Auditor's Report thereon as required by the ordinance provided however that the Federal Council shall cause to be made out sent to each

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Member and laid before each Annual General Meeting a Balance Sheet and Profit and Loss Account made up to a date not more than six months before the date of the Annual General Meeting.

83. The Federal Council shall from time to time determine at what times and places and under what conditions and regulations the accounting and other records of the Society shall be open to the inspection of Members not being members of the Federal Council.

FINANCIAL YEAR

84. The financial year of the Society is the period beginning on the 1st day of July in each year and ending on the 30th day of June next following.

ANNUAL SUBSCRIPTION

85. (a) The annual subscription payable by members shall be prescribed by the Federal Council.

(b) The amount of the annual subscription may be altered from time to time by the members by resolution.

(c) The annual subscription of a member is due and payable on or before the first day of the financial year of the Society.

THE SEAL

86. The Federal Council shall provide for the safe custody of the Seal which shall never be used except by the authority of the Federal Council and in the presence of one Office Bearer at the least who shall sign every instrument to which the Seal is affixed and every such instrument shall be counter-signed by the Secretary or another Office Bearer or some other person appointed by the Federal Council.

WINDING UP

87 If upon winding up or dissolution of the Society there remains after the satisfaction of all 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 institutions having objects similar to the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society or by virtue of Clause 9 of the Memorandum of Society and if so far as effect cannot be given to this provision then to some charitable object which shall further the purposes of dentistry medicine and/or psychology.

NOTICES

88. A notice may be served by the Society on a member either personally or by sending it through

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the post in a prepaid envelope or wrapper addressed to such member at his/her address as registered in the register of members. A member shall notify the Honorary Secretary of any change in his/her address.

INDEMNITY

89. Every Office Bearer Officer agent 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 virtue of his/her position within or as a servant of the Society in defending any proceedings whether civil or criminal in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Companies Ordinance in which relief is granted to him/her by the Court in respect of any negligence default breach of duty or breach of trust.

MISCELLANEOUS

90. The Society may do all things which under the Ordinance a Company may do if so authorised by its Articles of Association.

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