

SPUMS

**SOUTH PACIFIC UNDERWATER MEDICINE
SOCIETY**

INCORPORATED

REGISTERED NUMBER A0020660B

**INCORPORATED ON 10th OF APRIL 1990 (ASSOCIATIONS INCORPORATION ACT 1981,
VICTORIA)**

STATEMENT OF PURPOSES

**AND
RULES**

First Revision, September 30th 1991

Second Revision, December 1996

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ASSOCIATIONS INCORPORATION ACT 1981

VICTORIA

Section 5(b)

STATEMENT OF PURPOSES OF

SOUTH PACIFIC UNDERWATER MEDICINE SOCIETY INCORPORATED
(“the Association”)

The purposes of the Association are:

1. To take over and carry on the unincorporated association heretofore known as “South Pacific Underwater Medicine Society” and the property and rights of that Association at the date of incorporation.
2. To promote and facilitate the study of all aspects of underwater and hyperbaric medicine.
3. To provide information on underwater and hyperbaric medicine.
4. To promote communication between members of the Association and to publish a newsletter for the Association.
5. To convene members of the Association annually at a scientific conference and to hold meetings and other functions or activities to inform, and develop fellowship and friendship amongst members of the Association.
6. To undertake and do anything which an incorporated association is authorized to do under the Associations Incorporation Act 1981 or any later equivalent enactment.

Solely for the purpose of furthering the purposes set out above, the Association shall have power:

- (a) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit or restrict 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 these Rules;
- (b) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purpose of or capable of being conveniently used in connection with, any of the objects of the Association: provided that in the case the Association shall take or

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(c) hold any property which may be subject to the trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts

(d) To enter into any arrangements with any Federal, State or local government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(e) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees, agents and other persons as may be necessary or convenient for the purposes of the Association;

(f) 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 Association's interest, and to contribute to, subsidize or otherwise assist and to take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

(g) To invest, deposit or in any way deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

(h) To take, or otherwise acquire, and hold shares, debentures or other securities of any company of body corporate;

(i) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts, or obligations by any person or body corporate and other to assist any person or body corporate;

(j) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes, secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

(l) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

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(m) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property or whatsoever kind sold by the Association or any money due to the Association from the purchasers and others;

(n) To accept any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but always subject to the proviso in paragraph (b);

(o) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the nature of donations, annual subscriptions or otherwise;

(p) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

(q) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit or restrict the distribution of its or their income and property among its or their members to an extent that is at least as great as that imposed on the Association under or by virtue of these Rules;

(r) 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 incorporated associations with which the Association is authorised to amalgamate;

(s) To transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(t) To make donations for patriotic, charitable or community purposes;

(u) To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

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**ASSOCIATIONS INCORPORATION ACT 1981
VICTORIA**

**RULES OF
SOUTH PACIFIC UNDERWATER MEDICINE SOCIETY
INCORPORATED**

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Name

1. The name of the incorporated association is SOUTH PACIFIC UNDERWATER MEDICINE SOCIETY INCORPORATED (in these Rules called “the Association”).

Definition

2. (a) In these Rules unless the contrary intention appears – “the Committee” shall mean the Committee of Management of the Association; “Financial year” means the year ending 31st December; “General Meeting” means an annual general meeting or an extraordinary general meeting as provided in these Rules; “the Act” means the Associations Incorporation Act 1981 of the State of Victoria or any equivalent later enactment; “the Regulations” means the Regulations under the Act.

(b) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1983 of the State of Victoria and the Act as in force from time to time.

Membership

3. The following shall be members of the Association:
 - (a) Any medical practitioner who is legally qualified in the country of his nationality or the country of his permanent domicile whose membership has been accepted in accordance with the procedure set out in these Rules and any other person who has been accepted as a full member of the Association at an annual general meeting PROVIDED THAT legally qualified medical practitioners shall at all times constitute no less than 60% of the number of members. Members qualifying pursuant to this Clause shall be called “Full Members”.
 - (b) Life Members:
Life membership may be conferred upon any full member who has rendered outstanding service to the Association over a period of not less than 10 years whether continuous or intermittent. Nominations shall be by the Committee and confirmed by a two thirds majority of members voting at a duly convened annual general meeting. The number of life members shall at no time exceed eight nor shall more than one such member be elected in one financial year.

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(c) Associate Members:

Any person who is not a legally qualified medical practitioner who has applied for membership and been accepted as a member of the Association in accordance with the procedure set out in these Rules.

(d) Honorary Members:

Any person may become an honorary member of the Association if such person has made a meritorious contribution to underwater or hyperbaric medicine or to diving safety and has been elected to such membership by the Committee which may specify the duration of such membership. Unless otherwise specified, such membership shall endure until the end of the financial year in which such honorary member has been elected.

(e) Corporate Members:

Any corporate organization in sympathy with the aims of the Association may be elected by the Committee as a corporate member of the Association and it may appoint a delegate to attend meetings of the Association.

(f) Retired Members:

Any Full member who has been a member of SPUMS for at least 10 continuous years and who has retired from all paid medical employment can request transfer to the Retired Membership category. Retired members will retain their voting rights at the Annual General Meeting but will not be eligible for any reduction in registration fees for the Annual Scientific Meeting.

(g) Student Member:

Any person who is not a legally qualified medical practitioner and who is undergoing training to become a medical practitioner will be eligible to join as a student member. The student member does not hold voting rights at the Annual General Meeting and is not eligible for any reduction in registration fees for the Annual Scientific Meeting. Once the student has qualified as a medical practitioner they will automatically transfer to the Full membership category.

The fees will be set by the Executive Committee in accordance with current practice.

Procedure for registration of members

4. (a) Any person seeking full membership or associate membership or corporate membership may apply by writing to SPUMS Membership, C/o Australian and New Zealand College of Anaesthetists, 630 St Kilda Road, Melbourne, Victoria 3004, Australia.

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- (b) When the completed application form, with the sum payable under these Rules as the entrance fee and for the first year's annual subscription, is received by the Treasurer the applicant's membership shall commence.
- (c) Upon notification by the Treasurer that membership has commenced the Secretary shall enter the applicant's name in the register of members.
- (d) A right, privilege or obligation of a person by reason of his membership of the Association
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death or resignation or non-payment of subscription or otherwise.
- (e) The Secretary shall also inscribe the name of any life member or honorary member in the register of members and shall delete the name of any person ceasing to be a member from the register immediately after such person ceases to be a member.
- (f) The Committee may reject any new member at its next meeting and shall be under no obligation to give any reason for its decision not to accept an application for membership of the Association.

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Entrance fees and annual subscriptions

5. The entrance fees, subscriptions and other fees to be paid by the members shall be determined by the Committee and endorsed by the Association in general meeting.

Register of members

6. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.

Termination of membership

7.1 Resignation

- (a) A member of the Association who has paid all monies due and payable by that person to the Association may resign from the Association by first giving notice in writing to the Secretary of that person's intention to resign and, upon the expiration of any period specified in the notice, the member shall cease to be a member.
- (b) Upon the expiration of a notice given under sub-clause (a), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- (c) If any member's subscription is in arrears or other monies are owing to the Association for a period of greater than six months, the Committee may direct that the member's name be removed from the register of members and such person shall then cease to be a member PROVIDED THAT the Committee may at any time at its discretion restore membership upon payment of all monies due to the Association.

7.2 Discipline, suspension and expulsion of members

- (a) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution--
 - (i) fine that member an amount not exceeding \$500; or
 - (ii) suspend that member from membership of the Association for a specified period; or
 - (iii) expel that member from the Association.
- (b) A resolution of the committee under sub-rule (1) does not take effect unless--
 - (i) at a meeting held in accordance with sub-rule (c), the committee confirms the resolution; and
 - (ii) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (c) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (d).

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- (d) For the purposes of giving notice in accordance with sub-rule (c), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
 - (i) setting out the resolution of the committee and the grounds on which it is based; and
 - (ii) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the member that he or she may do one or both of the following-
 - (A) attend that meeting;
 - (B) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (v) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (e) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (a), the committee must-
 - (i) give the member, or his or her representative, an opportunity to be heard; and
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine by resolution whether to confirm or to revoke the resolution.
- (f) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (g) If the Secretary receives a notice under sub-rule (f), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (h) At a general meeting of the Association convened under sub-rule (g)--
 - (i) no business other than the question of the appeal may be conducted; and
 - (ii) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (iii) the member, or his or her representative, must be given an opportunity to be heard; and
 - (iv) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

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7.3 Disputes and mediation

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (i) a member and another member; or
 - (ii) a member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be-
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement-
 - (A) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (B) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must--
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) the mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Annual General Meeting

- 8. (a) The Association shall in each calendar year convene an annual general meeting of its members.
- (b) The annual general meeting shall be held on such day and place as the Committee determines.
- (c) The annual general meeting shall be specified as such in the notice convening it.

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- (d) The ordinary business of the annual general meeting shall be:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (ii) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year including a financial report;
 - (iii) to elect officers of the Association and the ordinary members of the Committee subject to Rule 27 hereof and election of members by postal ballot;
 - (iv) to consider and decide Rules for entrance fees and annual subscriptions; and
 - (v) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (e) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (f) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

Special General Meetings

- 9. All general meetings other than the annual general meeting shall be called special general meetings.
- 10. (a) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Committee shall, on the requisition in writing of ten per cent of full members entitled to vote, convene a special general meeting of the Association.
- (c) The requisition of a special general meeting shall state the purpose of the meeting and shall be signed by the member(s) making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (d) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the member/s making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (e) A special general meeting convened by members in pursuance of these Rules, shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
- (f) No resolution constituting special business for which the meeting has been constituted shall be passed at a special general meeting unless carried by at least two thirds majority of the members present either personally or by proxy and entitled to vote and then only provided there are no fewer than 25% of such members of the Association, who so vote in favour of such resolution.

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Order of business at General Meetings

11. The order of business at general meetings of the Association shall normally be:
- (a) At annual general meetings:
 - (i) Apologies;
 - (ii) Reading and confirmation of minutes from previous annual general meeting or any special general meeting;
 - (iii) Matters arising from minutes;
 - (iv) Annual report;
 - (v) Annual financial statement;
 - (vi) Fix the subscription for the coming year;
 - (vii) Announcement of the newly elected Committee and the holding of any ballots necessary under Rule 8 (d) (iii);
 - (viii) Appointment of Honorary Auditor;
 - (ix) Any business of which notice has been given.
 - (b) At special general meetings:

In accordance with the notice convening the meeting.

Notice of meetings

12. (a) The Secretary of the Association shall at least 42 days before the date fixed for the holding of any annual general meeting of the Association and at least 14 days before the date fixed for the holding of any special general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and a description of the purpose of and a summary of the business to be transacted at the meeting.
- (b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
 - (c) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next general meeting after receipt of the notice.
 - (d) Notice of the annual general meeting shall include a call for nominations for the Committee.

Business and quorums at general meetings

13. (a) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (b) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

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- (c) Twenty members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of business at an annual general meeting and twenty members entitled to vote constitute a quorum for the transaction of business at a special general meeting.
- (d) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of member/s shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.

Chairman of general meetings

14. The President, or in his absence, such other member who is present at the meeting as the members present shall appoint, shall preside as Chairman at each general meeting of the Association.

Power of adjourned meetings

15. (a) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (c) Except as provided in sub-clauses (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting and polls at meetings

16. A question arising at a general meeting of the Association shall be determined on a show of hands unless a poll is demanded. A declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the Minute Book of the Association is evidence of that fact. A notice of all motions passed shall appear in the next issue of the Journal.
17. (a) Upon any question arising at a general meeting of the Association, only full members and life members shall be entitled to one vote. Other members shall be entitled to attend the meeting but shall not have a vote.
- (b) All votes shall be given personally or by proxy specifying the member's intention in writing.

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- (c) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
18. (a) If at a meeting a poll on any question is demanded by not less than three members entitled to vote, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

No vote unless financial

19. A member is not entitled to vote at any general meeting or a postal ballot unless all monies due and payable by him to the Association have been paid, together with the amount of the annual subscription payable in respect of the current financial year.

Committee

20. (a) The affairs of the Association shall be managed by a Committee constituted as provided in Rules 22 and 23.
- (b) The Committee shall be comprised of full members and/or life members of the Association and:
- (i) Shall control and manage the business and affairs of the Association;
 - (ii) May, subject to these Rules, the Regulations and the Act, exercise all such powers and functions that are required by these Rules to be exercised by general meeting of the members of the Association;
 - (iii) Subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
 - (iv) **A.** The Committee may, by Power of Attorney under the common seal of the Association appoint a person to be the Attorney of the Association for such purposes and with such powers, authorities and discretions (not exceeding those conferred on the Committee by these Rules), and for such period and subject to such conditions as the Committee thinks fit.

B. Any such appointment may be made in favour of a body corporate or of the members, directors, nominees or managers of a body corporate or firm or in favour of a fluctuating body or persons whether nominated directly or indirectly by the Committee and any such Power of Attorney may contain such provisions for the protection or convenience of persons dealing with the Attorney as the Committee thinks fit.

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- (c) No member of the Committee shall be entitled to more than one vote and in the event of a tied vote on any matter, that matter shall be held over for decision at the next meeting of the Committee.
- (d) The Australian and New Zealand Hyperbaric Medicine Group is a Sub-Committee of SPUMS.
 - (i) Its members must be members of the South Pacific Underwater Medicine Society Incorporated.
 - (ii) Its Chairman shall have a place on the Committee.

Officers of Committee

- 21. (a) The Committee shall consist of a President, Immediate Past President, a Secretary, a Treasurer, Public Officer, the Editor of the Journal, an Education Officer, a representative appointed by the New Zealand Chapter of the South Pacific Underwater Medicine Society Incorporated, the Chairman of the Australian and New Zealand Hyperbaric Medicine Group and three other members of the Association entitled to vote.
- (b) All officers of the Association, except those detailed in 22 (c), shall be elected by postal ballot if the number of candidates exceeds the number of vacancies.
- (c) The Editor, the Public Officer, the representative of the New Zealand Chapter of the South Pacific Underwater Medicine Society Incorporated and the Chairman of the Australian and New Zealand Hyperbaric Medicine Group shall be appointed to their positions. The first two by the Committee, the others by the New Zealand Chapter of the South Pacific Underwater Medicine Society Incorporated and the Australian and New Zealand Hyperbaric Medicine Group respectively.
- (d) Each officer of the Association shall hold office until the annual general meeting three years after the date of that person's election but is eligible for re-election.
- (e) In the event of a casual vacancy in any office referred to in sub-clause (a), the Committee may appoint one of the Association's members entitled to vote to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of that person's appointment.

Procedure for election of committee members

- 22. (a) Nominations of candidates for election to the Committee:
 - (i) shall be made in writing and signed by two members of the Association and accompanied by the written consent of the candidate and a description of the office sought which may be endorsed on the form of nomination; and
 - (ii) shall be received by the Secretary of the Association not less than 56 days prior to the date of the annual general meeting.

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- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (e) In the event that a candidate for election to a particular office of the Committee is not elected to that office, his nomination shall be deemed to be an acceptable nomination as an ordinary member of the Committee PROVIDED THAT the candidate signifies his acceptance of such other position.
- (f) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such a manner as the committee may direct.

Meetings of committee and resolutions of committee

- 23. (a) The Committee shall meet at least once in each year at such place and times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- (c) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (d) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (f) At meetings of the Committee, the President or in his absence such other member of the Committee as is chosen by the members present shall preside.
- (g) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (h) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at this meeting) is entitled to one vote
- (i) Written notice of each Committee Meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at

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least ten business days before the date of the meeting, or in the case of any member residing out of Australia, at least fourteen business days before the date of the meeting.

- (j) Subject to sub-clause (d), the Committee may act notwithstanding any vacancy on the Committee.
- (k) Subject to the Act, a resolution in writing signed by all the Committee members not being less than a quorum is as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted and may consist of several documents in the like form each signed by one or more of the Committee members.
- (l) All acts done at a meeting of the Committee or by a person acting as a Committee member are, notwithstanding that it is afterwards discovered that there is some defect in the appointment or election of the Committee member or person acting as such, or that any such person was disqualified or had vacated office, be as valid as if every such person had been duly appointed, elected or qualified.

Minutes of the meeting to be kept and published

24. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting together with a record of the names of persons present at the Committee meetings. A ratified copy of an extract of the minutes of proceedings of all meetings of the Committee shall be incorporated in the next edition of the Journal for the information of all members of the Association.

Termination of committee appointments on absence from three meetings and on death or resignation

25. Any member of the Committee who fails to attend three consecutive Committee meetings without leave of absence being granted, shall cease to be a member of the Committee. His or her membership shall also cease on the death or resignation of a member.

Secretary to conduct ballot for membership of committee

26. The Secretary shall conduct the ballot for membership of the Committee and shall certify to the Chairman of the annual general meeting the names of the persons elected. The required number of candidates receiving the greatest number of votes shall be elected. In the case of two or more candidates receiving an equal number of votes, the annual general meeting shall decide the matter by secret ballot or ballots.

Treasurer's duties

27. (a) The Treasurer of the Association:

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- (i) shall collect and receive all monies due to the Association and make all payments authorized by the Association; and
- (ii) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (b) Any cheque, draft, bill of exchange, promissory note or other negotiable instrument may be signed by the Treasurer.
- (c) All monies of the Association shall be banked, deposited or invested in such manner subject to the Act and the Purposes as the Committee determines.
- (d) The Treasurer shall submit an audited statement of accounts at the annual general meeting. The books of the Association shall be audited by such person or persons as the Association shall appoint at the annual general meeting or any special general meeting.

Presidents' Committee

28. This standing committee will be composed of life- or ordinary members who have served at least one year as the President of the Association. The Committee will meet at the Annual Scientific Meeting of the Association, at the member's expense, and at the same time as the Executive Committee at one other time during the year, at the Association's expense. The Presidents' Committee will also be able to conduct telephone conferences. Chairmanship of the Committee will be the responsibility of the immediate past-President and minutes will be kept by members in rotation. The Presidents' Committee will answer directly to the current President of the Association and be responsible for the development of actual and draft Society policy on issues identified by the Association. The Presidents' Committee will report its activities in the Association's Journal and provide an annual report to the Association at the Annual Scientific Meeting.

Chapters to provide information

29. Any chapter of the Association shall furnish to the Treasurer or the Committee, within a reasonable time, account of any financial transactions if requested by the Treasurer or the Committee to do so.

Application of property and income of the Association

30. The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth, and no part shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit to members of the Association. In the event of the winding up or cancellation of the incorporation of the Association, subject to the provisions of Part VIII of the Act, the assets of the Association remaining after satisfaction of the Association's debts and liabilities and the costs, charges and expenses of winding up shall not be divided amongst the members of the Association but shall be transferred and distributed to another incorporated association having similar objects to the Association and prohibiting or restricting the distribution

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of its assets amongst its members to an extent at least as great as that imposed on the Association by virtue of these Rules.

Removal of committee member by general meeting

31. (a) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of his term in office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.
- (b) Where the Committee member to whom a proposed resolution referred to in sub-clause (a) refers to representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

Common seal

32. (a) The common seal of the Association shall be kept in custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Secretary of the Association.

Service of notices

33. (a) A notice may be served by or on behalf of the Association to any member either personally or by sending it by post to the member at his address shown in the register of members.
- (b) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Custody of books of association and inspection by members

34. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association. Any member of the Association may upon at least seven days, notice being given to the Secretary, inspect any book, document or security kept pursuant to these Rules.

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Derivation of fund

35. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

Omission to give notice does not invalidate resolution

36. Neither an accidental omission to give a notice of any kind required or permitted under these Rules, whether in relation to a general meeting, a meeting of the Committee or otherwise, nor the non-receipt of any notice invalidates a resolution or other proceeding.

Change of purposes and rules

37. The Statement of Purposes and these Rules may only be altered, rescinded and/or added to in the following manner: by a three fourths majority of the full members and life members who, being entitled under the Rules so to do at an Annual General Meeting or Special General Meeting.

Publications and publicity

38. A Journal to be known as “*Diving and Hyperbaric Medicine: The Journal of the South Pacific Underwater Medicine Society*”, or other such name as may be adopted by the Association in general meeting, shall be produced and distributed to all members of the Association. Income from subscriptions may be applied by the Committee for such publication.

39. The Committee may co-opt or appoint such persons to an editorial board for *Diving and Hyperbaric Medicine: The Journal of the South Pacific Underwater Medicine Society* as it deems necessary to assist the Editor. The Editor shall be responsible for its publication and shall be chairman of the Editorial Board. The Editor shall have regard to the view, if any, expressed by the majority of the Committee as to editorial policy and publishing of material.

40. Public statements in the name of or on behalf of the Association shall only be made by the President, Secretary or by another member of the Association specifically designated by the Committee to speak on any particular matter. The Chairman of the Australian and New Zealand Hyperbaric Medicine Group is the Association’s official spokesman on hyperbaric medicine matters.

Academic Board

41. The Committee shall appoint an Academic Board headed by the Education Officer.

- (a) The make up of this Board of Censors will comprise individuals with proven clinical, scientific and research skills in the fields of diving and hyperbaric medicine. The minimum number of Board members will be the Education Officer and two others.

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- (b) The role of the Board is to advise the Committee on all matters of education in diving and hyperbaric medicine.
- (c) A Diploma of Diving and Hyperbaric Medicine may be awarded by the Association on the recommendation of the Board, to a member who fulfils the requirements set down by the Board and published in the SPUMS Journal from time to time.

Chapters

- 42. (a) There shall be chapters of the Association for the purpose of organising meetings, field excursions and activities consistent with the objects of the Association. Chapters may charge members to cover costs. Each chapter shall maintain proper accounts.
- (b) A chapter of the Association may be established at any place to further the objects of the Association in that place.
- (c) Any person wishing to establish a chapter shall apply in writing to the Secretary who shall submit the application for approval by the Committee.
- d) Each chapter shall be directed by a chapter sub-committee of at least two members.
- (e) Each chapter shall be governed by these Rules. The action of chapters shall be subject to the overriding authority of the Committee of the Association, which shall do everything to assist chapters in their operation.
- (f) Should the Committee resolve that the activities or conduct of any chapter are not in accordance with the best interest of the Association, the Committee may withdraw its approval and the chapter shall cease to be a chapter of the Association forthwith. Such action shall be submitted for approval at the next annual general meeting of the Association.
- (g) The records, accounts and funds of all chapters are the property of the Association and in the event that a chapter ceases to exist, the funds held by that chapter shall be forwarded to the Treasurer of the Association forthwith.

Financial members of the unincorporated association to become first members of the incorporated association

- 43. All members of the un-incorporated association heretofore known as the South Pacific Underwater Medicine Society who are members of the unincorporated association immediately prior to the date of incorporation of the Association shall, upon their names being entered in the register of members to be kept pursuant to these Rules, be the first members of the Association but shall in all other respects be subject to these Rules.