

CONSTITUTION

of the

**Sterilizing, Research and Advisory
Council of Australia (Qld)
Incorporated**

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CONSTITUTION

1. NAME

- 1.1 The name of the organisation shall be the Sterilizing Research and Advisory Council of Australia (QLD) Incorporated.

MISSION STATEMENT:

The professional organisation of the Sterilizing Research and Advisory Council of Australia (QLD) Incorporated strives for excellence through education, research, communication and representation so that safe patient outcomes and the highest standards are achieved at all times.

2. OBJECTIVES

- 2.1 To promote SRACA Qld Inc as an active, diverse, cohesive, professional organisation.
- 2.2 To provide education and training opportunities and disseminate information pertaining to processing of reusable medical devices.
- 2.3 To promote and encourage research in Sterilizing Technology.
- 2.4 To provide current knowledge and information through conferences and networking.
- 2.5 To appropriately represent the professional interest of SRACA Qld Inc.

3. POWERS

The powers of the Council are:-

- 3.1 To take over the funds and other assets and the liabilities of the present incorporated Council known as "The Sterilising Research Advisory Council of Australia Qld Inc."
- 3.2 To subscribe to, become a member of and co-operate with any other association, society, club or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the Council provided that the Council shall not subscribe to or support with its funds any club, association, 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 Council by virtue of Rule 21.
- 3.3 In furtherance of the objectives of the Council to buy, sell, and deal in all kinds of articles, commodities and provision, both liquid and solid, for the members of the Council, or persons frequenting the Council's premises.
- 3.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or

privileges which may requisite for the purposes of, or capable of being conveniently used in connection with any of the objectives of the Council; provided that in case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- 3.5** To enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Council; to obtain from any such Government or authority any rights, privileges and concessions which the Council may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.6** 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 Council.
- 3.7** To remunerate any persons or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Council, or in or about the incorporated Council, or promotion of the incorporated Council or in the furtherance of its objectives.
- 3.8** 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 Council'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.
- 3.9** To invest and deal with the money of the Council not immediately required in such a manner as may from time to time be thought fit.
- 3.10** To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 3.11** In furtherance of the objectives of the Council 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 otherwise to assist any person or body corporate.
- 3.12** 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 along 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 Council's property or assets present or future and to purchase, redeem or pay off any such securities.

- 3.13** To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.14** In furtherance of the objectives of the Council 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 Council.
- 3.15** To take or hold mortgages, liens of charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Council's property of whatsoever kind sold by the Council or any money due to the Council from purchases and others.
- 3.16** To take any gift of property whether subject to any special trust or not, for any one or more of the objectives of the Council, but subject always to the proviso in sub-rule (4).
- 3.17** To take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Council, in the shape of donations, annual subscriptions or otherwise.
- 3.18** To print and publish any newspapers, periodicals, books or leaflets that the Council may think desirable for the promotion of its objectives.
- 3.19** In furtherance of the objectives of the Council to amalgamate with any one or more incorporated Council having objectives altogether or in part similar to those of the Council and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as that imposed upon the Council under or by virtue of Rule 21.
- 3.20** In furtherance of the objectives of the Council 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 Council is authorised to amalgamate.
- 3.21** In furtherance of the objectives of the Council to transfer all or any part of the property, assets, liabilities and engagements of the Council to any one or more of the incorporated Councils with which the Council is authorised to amalgamate.
- 3.22** To make donations for patriotic, charitable or community purposes.
- 3.23** To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 3.24** To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Council.

4. MEMBERSHIP

The membership of the Council shall consist of ordinary members and any of the following classes of members:-

- 4.1** *Full Members:* Meaning persons, excluding associate members, who accept the intent of the Constitution and the by-laws of the Council and are employed within the fields of sterilization and disinfection by any hospital, nursing home, medical, dental, or veterinary practice, university, government or semi-government organisation, who are admitted by the Council and who have paid the Annual Subscription. These persons have full voting rights and shall be eligible to hold office.
- 4.2** *Associate Members:* Meaning any proprietors, members or employees of a business or advisory body who are engaged in the production or supply of goods and/or services directly associated with sterilization, disinfection, or infection control, who are admitted by the Council and who have paid the Annual Subscription; provided that associate member shall have no voting rights and shall not be eligible to hold office.
- 4.3** *Life Members:* Meaning persons who have been chosen by the Management Committee in recognition of services rendered to the Council and its objectives, or who have made an outstanding contribution to the principles and practices of sterilization and/or disinfection and have been elected, by vote unanimously. These persons shall have Full Membership of the Council, with voting rights, and may be co-opted to the Management Committee at the discretion of the Management Committee. No annual membership fee will be required.
- 4.4** *Honorary Members:* Meaning persons elected by unanimous vote of the Management Committee to membership through courtesy, recognition or prestige for which no subscription is payable. These members have no voting rights and are not eligible to hold office.

The number of members in each class shall be unlimited.

- 4.5** Every applicant for any class of membership of the Council shall be proposed by one member of the Council and seconded by another member. The Application for Membership shall be made in writing, signed by the Applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

- 4.6.1** At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine the admission or rejection of the applicant.

- 4.6.2** Any applicant who (subject to clause 4.4 hereof) receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member of the class of membership applied for.
- 4.6.3** Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- 4.7.1** A person whose application for membership has been rejected or whose membership has been terminated may, within one (1) month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Management Committee.
- 4.7.2** Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall, within three (3) months of the date of receipt by him of such notice, convene a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- 4.7.3** Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules, or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

5. MEMBERSHIP FEES

- 5.1** The Membership Fees for each class of membership shall be such sum as the members shall from time to time at any General Meeting so determine.
- 5.2** The membership fee for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- 5.3** Subject to sub-rule 4.7, a non-refundable fee for application will be charged, and shall be such sum as the members shall from time to time at any General Meeting so determine.
- 5.4** Annual Subscriptions will be due on 1st July of each calendar year.

- 5.5 The Financial Year shall be from 1 July to 30 June, with the Annual General Meeting occurring within three (3) months of June 30.

6. REGISTER OF MEMBERS

- 6.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and residential, postal or employment addresses of all persons admitted to membership of the Council and the dates of their admission.
- 6.2 Particulars shall also be entered into the Register of deaths, resignations, terminations, re-instatements of membership and any further particulars as the Management Committee or the members at any General Meeting may require from time to time.
- 6.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

7. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 7.1 The Management Committee of the Council shall consist of a President-Elect, President, Past-President, Secretary, Treasurer and eight (8) Committee Members, all of whom shall be members of the Council, and such number of other members as the members of the Council at General Meeting may from time to time elect or appoint.
- 7.2 At the Annual General Meeting of the Council all members of the Management Committee (with the exception of the roles of President and President-Elect) who have served in office for two (2) years shall, for the time being, retire from office, but shall be eligible, upon nomination, for re-election for a maximum of two (2) terms. At each Annual General Meeting a President-Elect will be elected for a term of three (3) years.
- 7.3 The election of officers and other members of the Management Committee shall take place in the following manner:-
- 7.3.1 Any two (2) members of the Council shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.
- 7.3.2 The nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place.
- 7.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present (in person or by proxy) at the Annual General Meeting shall be entitled to vote for any number of such candidates, not exceeding the number of vacancies. Voting shall be by way of secret ballot.

- 7.5** Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 7.6** The Management Committee shall have power to co-opt members for sub-committees.
- 7.7** The Management Committee shall hold office for two (2) years.
- 7.8** Notwithstanding sub-rule 7.7, at the Annual General Meetings half of the Management Committee shall be elected, such that on alternate years elections will be held for the following offices:-
- Year 1: Treasurer and four (4) Committee Members
Year 2: Secretary and four (4) Committee Members
- Every year one person shall be elected to the President-Elect role.
- 7.8.1** The role of President is a three (3) year term:
First Year of the Term served as President-Elect.
Second Year served as President.
Third Year served as immediate Past-President.
- 7.8.2** The person elected as President each year will progress through the above three roles over their three year term.
- 7.9** The Management Committee shall meet as often as necessary to conduct the business of the Council.
- 7.10** Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, but such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, then it shall take effect on that later date; or such member may be removed from office at a General Meeting of the Council where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members present at such General Meeting.
- 7.11** Any member of the Management Committee, with the approval of the Committee members present at any meeting, may appoint any person who is a member of the Council to be an alternate or substitute member of the Committee in his place during such period as he thinks fit. Any person, while he so holds office as an alternate or substitute member, shall be entitled to notice of meetings of the members of the Management Committee and to attend and vote thereat accordingly and to exercise all the powers of the appointer in his place.

8. VACANCIES ON THE MANAGEMENT COMMITTEE

- 8.1** The Management Committee shall have power at any time to appoint any member of the Council to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 8.2** The continuing members of the Management Committee may act, notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by and pursuant to these Rules as the necessary Quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number, or of summoning a General Meeting of the Council, but for no other purpose.

9. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 9.1** Except as otherwise provided by these Rules, and subject to resolutions of the members of the Council carried at any General Meeting, the Management Committee:-
- 9.1.1** shall have the general control and administration of the affairs, property and funds of the Council; and
- 9.1.2** shall have the authority to interpret the meaning of these Rules and any matter relating to the Council on which these Rules are silent.
- 9.2** The Management Committee may exercise all the powers of the Council:-
- 9.2.1** to borrow, raise, or secure the payment of money in such manner as the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Council in any way and in particular by the issue of debenture, perpetual or otherwise, charged upon all or any of the Council's property, both present and future, and to purchase, redeem or pay off any such securities;
- 9.2.2** to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property of any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Council, and to provide and pay off any such securities; and
- 9.2.3** to invest in any authorised trustee investment or in such other manner as the members of the Council may from time to time so determine.

9.3 The Management Committee shall within three (3) months of the close of the financial year:-

9.3.1 prepare or cause to be prepared a statement containing the following particulars:

- (i) the income and expenditure of the Council during its last financial year;
- (ii) the assets and liabilities of the Council at the close of the said year; and
- (iii) all mortgages, charges and securities of any description affecting any of the property of the Council at the close of the said year.

9.3.2 clause the financial affairs of the Council to be audited.

9.3.3 Present the audited statement to the Annual General Meeting for adoption.

9.4 The Secretary of the Council shall, within one (1) month of the adoption of the audited statement by the Annual General Meeting (or such longer period allowed by the Office of Fair Trading), lodge with the Office of Fair Trading a copy of that statement certified to be correct by the person who audited the financial affairs of the Council, unless the Council is exempted from this requirement by the Office of Fair Trading.

10. MEETING OF MANAGEMENT COMMITTEE

10.1 The Management Committee shall meet at least bimonthly to exercise its functions.

10.1.1 Time and venue of meetings shall be decided by the Management Committee.

10.1.2 Agenda of the General Meetings shall be forwarded to members seven (7) days prior to the meeting.

10.2 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

10.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.

- 10.4** Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 10.5** A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Council in which he/she is interested, or any other matter arising thereout, and if he/she does so vote his/her vote shall not be counted.
- 10.6** Not less than fourteen (14) days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the reasons why such special meeting is being convened and the nature of the business to be discussed thereat.
- 10.7** The President shall preside as Chairman at every meeting of the Management Committee or, if there is no President or if at any meeting he/she is not present within ten (10) minutes after the time appointed for holding the meeting, the President-Elect shall be Chairman or if the President-Elect is not present at the meeting then the members may choose one of their number to be Chairman at the meeting.
- 10.8** If, within half an hour from the time appointed for the commencement of a Management Committee meeting, a quorum is not present the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee 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 meeting shall lapse.
- 10.9** The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Council as the Management Committee thinks fit. Any such committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 10.10** A subcommittee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 10.11** A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of members present and in the case of an equality of votes the question shall be deemed to be decided in the negative.
- 10.12** All acts done by any meeting of the Management Committee, of a subcommittee, or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there

was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, shall be as valid as if every such person had been fully appointed and was qualified to be a member of the Management Committee.

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

10.14 The Chairman of the Management Committee or of any subcommittee shall not have a casting vote.

11. ANNUAL GENERAL MEETINGS OR GENERAL MEETINGS

11.1 The Annual General Meeting shall be held within three(3) months after the close of the Council's financial year and, in any event, no later than 30th September.

11.2 The business to be transacted at every Annual General Meeting shall be:-

11.2.1 the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Council for the preceding financial year;

11.2.2 the receiving of the Auditor's Report upon the books and accounts for the preceding financial year;

11.2.3 subject to subclause 7.8, the election of members of the Management Committee; and

11.2.4 the appointment of an Auditor.

11.3 The Secretary shall convene a special General Meeting:-

11.3.1 when directed to do so by the Management Committee; and

11.3.2 on the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary members of the Council which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special General Meeting is being convened and the nature of the business to be transacted thereat; or

11.3.3 on being given notice in writing of an intention to appeal against the decision of the Management Committee to reject

an application for membership or to terminate the membership of such person.

12. QUORUM

- 12.1** At any General Meeting members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 12.2** No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this Rule, "member" means full members and life members and includes a person attending as a proxy or representing a corporation which is a member.
- 12.3** If, within half an hour from the time appointed for the commencement of a General Meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Council, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or such other day and at such other time and place as the Management Committee 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 shall be a quorum.
- 12.4** The Chairman may, with consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for thirty (30) 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.
- 13.** The Secretary shall convene all General Meetings of the Council by giving not less than fourteen (14) days notice of any such meetings to the members of the Council,
- 13.1** Notice of a General Meeting shall clearly state the nature of the business to be transacted and the venue for such meeting.
- 13.2** The manner by which such notice shall be given shall be determined by the Management Committee: provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his/her membership by the Management Committee shall be given in writing.
- 14.** Unless otherwise provided by these Rules, at any General Meeting:-
- 14.1** The President shall preside as Chairman, or if there is no President or if he/she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the President-Elect shall be

the Chairman; or if the President-Elect is not present or is unwilling to act, then the members present shall elect one of their number to be Chairman at the meeting.

- 14.2** The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- 14.3** Every question, matter or resolution shall be decided by a majority of votes of the members present.
- 15.1** Every full member and life member present shall be entitled to one (1) vote and in case of an equality of votes the Chairman shall have a second or casting vote: provided that no member shall be entitled to vote at any General Meeting if his/her Annual Subscription is more than one (1) month in arrears at the date of the meeting.
- 15.2** Subject to clause 7.4 hereof, voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint members to conduct the secret ballot in such a manner as he/she shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 15.3** proxy or by attorney and on the show of hands every person present who is a full member or life member or a representative of such member shall have one (1) vote and in a secret ballot every full member or life member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote.
- 15.4** The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his/her attorney duly authorised in writing; or, if the appointor is a corporation, either under a seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Council. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 15.5** Where it is desired to afford a member an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:-

STERILIZING RESEARCH AND ADVISORY COUNCIL OF AUSTRALIA (QLD)
INCORPORATED

I,..... ofbeing a full member
or a life member of the abovenamed Council hereby appoint
.....of.....or, failing him/her,
..... ofas my proxy, to vote
for me on my behalf, at the (Annual) General Meeting of the Council, to be held on
the day of and at any adjournment thereof.

SIGNED this day of (year)

Signature.....

This form is to be used * in favour of * not in favour of
the resolution.

* Strike out whichever is *not* desired.
(Unless otherwise instructed, the proxy may vote as he/she thinks fit).

15.6 The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting at which the person named in the instrument proposes to vote.

15.7 The Secretary shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such Minutes, the Minutes of every Management Committee Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee Meeting verifying their accuracy. Similarly, the Minutes of every General Meeting shall be signed by the Chairman of that meeting or the next succeeding General Meeting: provided that the Minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

16. BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Council and any by-laws may be set aside by a General Meeting of members.

17. ALTERATION OF RULES

Subject to the provisions of the Association Incorporation Act 1981 – 1989, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting: provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Director-General, Office of Fair Trading, Brisbane.

18. COMMON SEAL

The Management Committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be counter signed by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

19. FUNDS AND ACCOUNTS

19.1 The funds of the Council shall be deposited in the name of the Council in such Bank or Permanent Building Society as the Management Committee may from time to time direct.

19.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language, showing correctly the financial affairs of the Council and the particulars usually shown in books of a like nature.

19.3 All monies shall be deposited as soon as practicable after receipt thereof.

19.4 All amounts of twenty (20) dollars or over shall be paid by cheque, signed by any two (2) of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.

19.5 Cheques shall be crossed "Not Negotiable", except those in payment of wages, allowances or petty cash recouplements which may be open.

19.6 The Management Committee shall determine the amount of petty cash which shall be kept on the Imprest System.

19.7 All expenditure shall be approved or ratified at a Management Committee Meeting.

19.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:-

19.8.1 the income and expenditure of the financial year just ended;

19.8.2 the assets and liabilities, all mortgages, charges and securities affecting the property of the Council at the close of that year.

20. All such statements shall be examined by the Auditor at least once for each financial year, who shall present his report, upon such audit, to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

21. The income and property of the Council whencesoever derived shall be used and applied solely in promotion of its objectives and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Council provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Council or otherwise owing by the Council to him or of remuneration of any officers or servants of the Council or to any member of the Council or other person in return for any services actually rendered to the Council provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Council or reasonable and proper rent for premises demised or let to the Council.

22. **DOCUMENTS**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Council.

23. **FINANCIAL YEAR**

The financial year of the Council shall close on 30 June in each year.

24. **DISTRIBUTION OF SURPLUS ASSETS**

If the Council shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 – 1989, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Council, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Council, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of Rule 21, such institution or institutions to be determined by the members of the Council.

**STERILIZING RESEARCH & ADVISORY COUNCIL
AUSTRALIA QLD INC.**

BY-LAWS

1996

By-Laws passed at the Annual General Meeting on February 14, 1996.

Full members shall ensure their association with Sterilizing Research & Advisory Council of Australia, Queensland Incorporated as defined in Section 4.1 in the Constitution, and there is no conflict of interest by receiving fees for services or supply of goods.

All members shall gain approval from Sterilizing Research & Advisory Council of Australia Queensland Incorporated Management Committee before any public statement release in the name of SRACA (Qld). (Also refer to Constitution Section 9).

Electronic correspondence is recognised as an acceptable method of communication such as newsletters, education and training opportunities, distribution of member renewal form and management committee general business. (Also refer to section 2.2)

By-Law passed at the General Meeting on April 17, 2010

Student/Trainee Membership: Meaning any student/trainee enrolled with a Registered Training Organisation (Student identification/number must be presented for eligibility) who are undertaking education in sterilisation Services, admitted by the council and have paid a concession fee of 50% for membership and workshop/conference registration: provided that student/trainee member shall have no voting rights and shall not be eligible to hold office.

By-Law amended at the Annual General Meeting on September 1, 2017 to delete the words, “not currently employed in Sterilisation Services and”.

New By-Law passed at the Annual General Meeting on August 30, 2013

4.2 Associate Members: *Meaning any proprietors, members or employees of a business or advisory body who are engaged in the production or supply of goods and/or services directly associated with sterilisation, disinfection, or infection control, or person with an interest within the industry, who are admitted by the council who have paid the Annual Subscription: provided that associate member shall have no voting rights and shall not be eligible to hold office.*

By-Law passed at the Annual General Meeting on August 21, 2015

Overseas Developing Nation Membership: *Meaning any persons of permanent residence in a developing nation within Australasia employed in Sterilisation Services shall be eligible for concession fee of 50% for membership and workshop/conference registration. The Developing Nation member shall have no voting rights and shall not be eligible to hold office.*

