

The Asia Pacific Paediatric Endocrine Society

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Constitution

1. Name

The name of the Society (hereinafter called the “Society”) shall be
“The Asia Pacific Paediatric Endocrine Society” (APPES)

2. Address

Asia Pacific Paediatric Endocrine Society
Secretariat
PO Box 180
Morisset NSW 2264
Australia

3. Definitions

1) In these rules:

“**ordinary member**” means a member of the **society** who is not an office-bearer of the Society, as referred to in rule 17(2);

“**secretary**” means:

- a) the person holding office under these rules as secretary of the Society; or
- b) if no such person holds that office – the public officer of the Society;

“**special general meeting**” means a general meeting of the Society other than an annual general meeting;

“**the Act**” means the Societys Incorporation Act 1984;

“**the Regulation**” means the Societys incorporation Regulation.

2) In these rules:

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

4. Objects

- a) To provide outstanding opportunities in professional development to health care professionals in the field of paediatric endocrinology that meets the needs of participating countries.
- b) To provide world class training opportunities to trainees in the field of paediatric endocrinology.
- c) To provide advocacy that addresses inequalities in paediatric endocrinology across the Society’s region.
- d) To foster research of regional significance.
- e) To achieve growth in Society numbers to optimize the ability to achieve all other goals and to have a more effective international voice in the field.
- f) To establish a relationship with key strategic partners and stakeholders that will broaden the effectiveness of the society internationally.

5. Nomination for Membership

The Membership shall consist of:

a) **Full Members**

A health professional who is actively involved in the care of children and adolescents with diabetes or an endocrine or metabolic disorder or any related health professional who is working predominantly in this specialty for one year or more. A Full Member shall enjoy all privileges of full membership including voting right and are eligible for office of the **Council**.

b) **Honorary Members**

Eminent personalities in the field of paediatric endocrinology and metabolic disorders may be invited by the **Council** to be Honorary Members of the Society. Honorary Members shall enjoy all the privileges of full members except that they shall have no voting right nor be eligible for any office of the **Council**.

c) **Corporate Members**

Corporations and societies in the Asia Pacific region with an interest in the field of paediatric endocrinology and diabetes. Corporate members shall enjoy all the privileges of full members except that they shall have no voting right nor be eligible for any office of the **Council**.

d) **Life Members**

A health professional who has been acknowledged by Council as having made a suitably significant contribution to the care of children and adolescents with diabetes or an endocrine or metabolic disorder. A Life Member shall enjoy all the privileges of full membership including voting rights and is eligible for office on Council.

Application for any type of membership shall be proposed by one Full Member and seconded by another Full Member and the application shall be submitted to the Secretary for approval at the regular meetings of the **Council**.

The **Council** reserves the right at its sole discretion not to approve any application for membership without giving any reasons therefor.

6. Nomination for Membership

1) A nomination of a person for membership of the Society:

- a) Must be made by a member of the Society
- b) An Application for any category of membership shall be nominated by one Full Member and seconded by another Full Member and the application shall be submitted to the Secretary, or their delegate, for approval.
- c) The council reserves the right at its sole discretion not to approve any application for membership without giving any reasons therefore.

7. Cessation of Membership

A person ceases to be a member of the Society if the person:

- a) becomes deceased; or
- b) resigns membership; or
- c) is expelled from The Society pursuant to clause 14(3); or
- d) does not pay the prescribed annual subscription fee by the 31 December after the invoicing of membership fees.

8. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Society:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates on cessation of the person's membership.

9. Registration of Membership

- 1) A member of the Society is not entitled to resign that membership except in accordance with this rule.
- 2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving to the secretary written notice of at least one month (or such other period as the **Council** may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 3) If a member of the Society ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of Members

- 1) The public officer of the Society must establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- 2) The register of members must be kept at the principal place of administration of the Society and must be open for inspection, free of charge, by any member of the Society at any reasonable hour.

11. Fees and Subscriptions

- 1) A member of the Society must, on admission to membership, pay to the Society a joining fee as determined by the Council.
- 2) In addition to any amount payable by the member under clause (1), and member of the society must pay to the Society an annual membership fee determined by the Council.
- 3) The annual membership fee for the following financial year will be paid by full members, and associate members and shall be invoiced no earlier than 1 March.
- 4) Any changes to the joining fees and annual membership fees shall be decided by members of the Council.
- 5) The funds and subscriptions for the Society shall be kept in a bank account or accounts of the Society and shall only be used for the transaction of the business and activities of the Society and for the furtherance of the Society's objects as stated in rule 4.
- 6) The assets and income of the Society shall be applied solely in furtherance of the Society's stated objectives and no portion shall be distributed directly or indirectly to the members of the Society except for bona fide compensation for services rendered or expenses incurred on behalf of the Society.

12. Members' Liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 11.

13. Resolution of Internal Disputes

Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

14. Disciplining of Members

- 1) A complaint may be made by any member of the Society that some other member of the Society:
 - a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society.
- 2) On receiving such a complaint, the **Council**:
 - a) must cause notice of the complaint to be served on the member concerned; and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the **Council** in connection with the complaint; and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 3) The **Council** may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 4) If the **Council** expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the **Council** for having taken that action and of the member's right of appeal under rule 15.
- 5) The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under rule 15 (4), whichever is the latter.

15. Right of Appeal of Disciplined Member

- 1) A member may appeal to the Society in general meeting against a resolution of the **Council** under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under clause (1), the secretary must notify the **Council** which is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.
- 4) At a general meeting of the Society convened under clause (3):
 - a) no business other than the question of the appeal is to be transacted; and
 - b) the **Council** and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

16. Powers of the Council

The **council** is to be called the **council** of management of the Society and, subject to the Act, the Regulation and these rules and to any resolution passed by the Society in general meeting:

- a) is to control and manage the affairs of the Society; and
- b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by these rules to be exercised by a general meeting of members of the Society; and
- c) has power to perform all such acts and do all such things as appear to the **Council** to be necessary or desirable for the proper management of the affairs of the Society.

17. Constitution and Membership

- 1) Subject in the case of the first members of the council to section 21 of the Act, the council is to consist of:
 - a) the office-bearers of the Society; and
 - b) Council members;
- 2) The Council shall consist of the following members with no more than two members from an individual country:
 - a) the president;
 - b) the president-elect;
 - c) secretary
 - d) treasurer
 - e) 8 Council Members; and
 - f) the immediate outgoing past-president or 1 full member nominated by the outgoing Council; and also
 - g) appointed from any country
 - i) Chair of the Scientific Program Committee and;
 - ii) The Convenor of the Fellows Schoolwhether or not there are already two members of Council from the same country as the persons appointed to the positions identified in clauses (g)(i) and (g)(ii) above.
- 3) The office bearers can co-opt other full members for the organisation of activities when required with the prior or post approval of the Council.
- 4) The functions of the office bearers are:
 - a) the President shall represent the Society, supervise the work of the Council and preside over all meetings of the Society.
 - b) the President-elect shall assist the President in the conduct of the Society's matters and shall be the acting President in the absence of the President. The President-elect shall be appointed at the Biannual General Meeting and will take office as President at the next Biannual General Meeting. The President-elect may be an office-bearer of the Society and fulfill both roles until the next Biannual General Meeting.
 - c) the Secretary, or their delegate, shall be responsible for correspondence and circulars to members, and shall take minutes of all meetings for the Society.
 - d) the Treasurer shall attend to the Society's financial matters, receipts and payments. The Honorary Treasurer shall also prepare an Annual Statement of Accounts which, after being audited by the Society's Auditor from time to time, shall be included in report for the annual general meeting for consideration and approval by members.

18. Election of Council Members, Office Bearers & Tenure of Office

- 1) Nominations of candidates for election as office-bearers of the Society or as ordinary members of the council:
 - a) **Must be Full members of APPES**
 - b) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - c) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - d) **Council** Members shall be nominated and elected by majority votes of full members present at the annual general meeting.
- 2) If insufficient nominations are received to fill all vacancies on the **Council**, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the **Council** are taken to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

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- 6) The ballot for the election of office-bearers and ordinary members of the **council** is to be conducted at the annual general meeting in such usual and proper manner as the **council** may direct.
- 7) The term of office for office-bearers and Council members shall be 2 years and they are eligible for re-election to the same office. Council members can serve no more than two consecutive terms and four members of the Council must resign at the end of each term of office. The President is not eligible for re-election, as the President, after the two years term. At the discretion of the Council, a Council member may stand for election to the positions of Secretary and Treasurer beyond two consecutive terms.
- 8) In the event of a casual vacancy occurring in the membership of the **council**, the council may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

19 Removal of Member

- 1) The Society in general meeting may by resolution remove any member of the **council** from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 2) If a member of the **council** to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 3) Any **council** member who is consistently inactive without a reasonable explanation shall automatically cease to be a **council** member.

20. Meetings and Quorum

- 1) The **council** must meet at least **2** times in each period of 12 months at such place and time as the council may determine.
- 2) Additional meetings of the **council** may be convened by the president or by any member of the **council**.
- 3) Oral or written notice of a meeting of the **council** must be given by the secretary to each member of the **council** at least 48 hours (or such other period as may be unanimously agreed on by the members of the **council**) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business is to be transacted at the meeting, except business that the **council** members present at the meeting unanimously agree to treat as urgent business.
- 5) Any 3 members of the **council** constitute a quorum for the transaction of the business of a meeting of the **council**.
- 6) No business is to be transacted by the **council** unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 8) At a meeting of the **council**:
 - a) The president or, in the president's absence, the **president-elect** is to preside: or
 - b) If the president and the **president-elect** are absent or unwilling to act, such one of the remaining members of the **council** as may be chosen by the members present at the meeting is to preside.

21. Delegation by Council to Sub-Committee

- 1) The **council** may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the **council** thinks fit) the exercise of such of the functions of the **council** as specified in the instrument, other than:
 - a) this power of delegation; and
 - b) a function which is a duty imposed on the **Council** by the Act or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this rule, the **council** may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-Council acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the council.
- 6) The **council** may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and Decisions

- 1) Questions arising at a meeting of the **council** or of any sub-committee appointed by the **council** are to be determined by a majority of the votes of members of the **council** or sub-committee present at the meeting.
- 2) Each member present at a meeting of the **council** or of any sub-committee appointed by the **council** (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to rule 20 (5), the **council** may act despite any vacancy on the **council**.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the **council** or by a sub-committee appointed by the **council**, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the **council** or sub-committee.

23. Annual General Meetings – Holding Of

- 1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- 2) The Society must hold its first annual general meeting:
 - a) within the period of 18 months after its incorporation under the Act; and
 - b) within the period of 6 months after the expiration of the first financial year of the Society.
 - c) clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

24. Annual General Meeting – Calling Of and Business At

- 1) The annual general meeting of the Society is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the **Council** thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

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- b) to receive from the **council** reports on the activities of the Society during the last preceding financial year;
 - c) to examine and adopt the balance sheet of income and expenditure as prepared by the Treasurer and audited by the Honorary Auditor;
 - d) to elect office-bearers of the Society, ordinary members of the **council** and the Honorary Auditor;
 - e) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- 3) An annual general meeting must be specified as such in the notice convening it.
 - 4) No business shall be transacted at any Annual General Meeting unless a quorum of 10% of full members is present at the time when the meeting proceeds to business. If a quorum cannot be formed within 30 minutes from time appointed for the meeting, a meeting shall be re-convened immediately and the meeting will be able to transact all business of the Society except constitutional changes as long as 5 full members are present to form a quorum in these circumstances.

25. The Extraordinary General Meeting

- 1) An Extraordinary General Meeting must be convened by the President at the request of the majority of the Office-Bearers and Members of the **Council** or upon receipt of a written request of one-third of full members. At least a 21 clear days' written notice shall have been given to all members concerning the purpose of the Extraordinary Meeting.
- 2) No business shall be transacted at an Extraordinary General Meeting unless a quorum of 10% of full members is present at the time when the meeting proceeds to business. If the quorum cannot be formed, the meeting will not be re-convened unless another request is made in accordance with rule 30 (1) hereof.
- 3) A requisition of members for an extraordinary general meeting:
 - a) must state the purpose or purposes of the meeting; and
 - b) must be signed by the members making the requisition; and
 - c) must be lodged with the secretary; and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) All discussion and resolution must be related to the matters specified in the notice.
- 5) If the **council** fails to convene an extraordinary general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 6) An extraordinary general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the **council** and any member who consequently incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

26. Scientific Meetings

Scientific meetings shall be held as arranged and approved by the **Council** and may be open to the medical professions and allied health professions at the sole discretion of the **Council**. APPES will hold a scientific meeting every second year alternating between different countries in the region.

27. Notice

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary, or their delegate, must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by email to an email address notified to the Secretary, or their delegate, by each member, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27 (2).
- 4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Presiding Member

- 1) The president or, in the president's absence, the *president-elect*, is to preside as chairperson at each general meeting of the Society.
- 2) If the president and the *president-elect* are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of Decisions

- 1) A question arising at a general meeting of the Society is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 2) At a general meeting of the Society, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 3) If a poll is demanded at a general meeting, the poll must be taken:
 - a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

And the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31. Special Resolution

- a) If it is passed by a majority which comprises at least three-quarters of such full members of the Society in attendance at the meeting as being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- b) Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

32. Voting

- 1) On any question arising at a general meeting of the Society a member has one vote only.
- 2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4) A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33. Appointment of Proxies

- 1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

34. Insurance

- 1) The Society must effect and maintain insurance under section 44 of the Act.
- 2) In addition to the insurance required under clause (1), the Society may effect and maintain other insurance.

35. Funds – Source

- 1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Council determines.
- 2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- 3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds – Management

- 1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the **Council** determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the **Council** or employees of the Society, being members or employees authorised to do so by the **Council**.

37. Alteration of Objects and Rules

- 1) Any proposed amendments to the Constitution shall be proposed to the **Council** and seconded by two Full Members. The Council shall then submit them for discussion at the following Annual General Meeting or Extraordinary General Meeting convened for this purpose.
- 2) Resolution for any amendment shall only be passed by a two-third majority of members including those who indicate their intention by proxy present at the Annual General Meeting or Extraordinary General Meeting and approved by the Registrar of Societies (if required).
- 3) A 21 days' notice in writing to all Members shall have been given of any proposed amendment.

38. Common Seal

- 1) The Society shall have a seal in the form as approved by the **Council**.
- 2) The common seal of the Society must be kept in the custody of the public officer.
- 3) The common seal must not be affixed to any instrument except by the authority of the **Council** and affixing of the common seal must be attested by the signatures either of 2 members of the **Council** or of 1 member of the **Council** and of the public officer or secretary.

39. Custody of Books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

40. Inspection of Books

The records, books and other documents of the Society must be open to inspection, free of charge, by a member of the Society at any reasonable hour.

41. Dissolution of the Society

- 1) A proposal for the dissolution of the Society may be proposed to the **Council** and seconded by two Full Members and submitted to a debate at an Extraordinary General Meeting convened for that purpose. A 21 days' notice in writing shall have been given to all members.
- 2) The proposal for the dissolution of the Society can only be passed with the approval of at least two thirds of the total number of Full Members who are either present in the Extraordinary General Meeting or who indicate their consent to the proposal by proxy.
- 3) In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the Income Tax Assessment Act 1936 of Australia to be approved by the majority of Members present at the meeting, referred to in rule 45(a) above.
- 4) Where it further furthers the objects of the organisation to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the Income Tax Assessment Act 1936 of Australia.
- 5) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We, _____, of _____ (address) _____, being a member/members of The Asia Pacific Paediatric Endocrine Society ("the Society"), hereby appoint _____ of _____ (address) as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Society to be held on the ____ day of _____ 199__ , and at any adjournment thereof.

Signed this _____ day of _____ 199__ "

42. Bye-Laws

Bye-laws can only be created or changed at the annual or extraordinary general meetings.