



Australian Knee Society Ltd

CONSTITUTION OF AUSTRALIAN KNEE SOCIETY LTD

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Corporations Act 2001

A Company Limited by Guarantee and not having a Share Capital

CONSTITUTION

OF

AUSTRALIAN KNEE SOCIETY LTD

1. INTERPRETATION

Definitions

1.1 The meanings of the terms used in this constitution are set out below.

Term	Meaning
Active Member	a person admitted as an active member of the Company in accordance with clause 5.5 and 6
Annual General Meeting	the general meeting held each year as required by the Corporations Act and this constitution
Annual Scientific Meeting	the meeting where the scientific activities of the Company are undertaken as set out Clauses 3.1 (b) and (c)
Associate Member	Provisional Associate Member, International Associate Member, Scientific Associate Member or one or more of them (as the context dictates)
By-Laws	any by-laws of the Company for the time being in force
Company	Australian Knee Society Ltd
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Directors or the Board	the directors of the Company
Financial Year	the period from the date of establishment of the Company to the following 30 June, and after that, the period 1 July in a year through to 30 June in the next year or any other period of 12 consecutive months determined by the Board
Honorary International Member	a person admitted as an honorary international member of the Company in accordance with clause 5.11 and 6
Honorary Life Member	has the meaning set out in clause 5.10 and 6
Honorary Member	Honorary Life Member, Honorary International Member or one or more of them (as the context dictates)

Term	Meaning
International Associate Member	has the meaning set out in clause 5.8 and 6
Member	a member of the Company
Membership Class	Active Member, Provisional / Associate Member, International Associate Member, Scientific Associate Member, Honorary Life Member, Honorary International Member or one or more of them (as the context dictates)
Provisional Associate Member	has the meaning set out in clause 5.7 and 6
Scientific Associate Member	has the meaning set out in clause 5.9 and 6
Unincorporated Association	the unincorporated association known as The Australian Knee Society

Construction

- 1.2 In this constitution:
- (a) an expression that is given a special meaning for the purposes of any part of the Corporations Act has that same meaning when used in this constitution;
 - (b) words in the singular include the plural and vice versa;
 - (c) words indicating any gender indicate the appropriate gender;
 - (d) headings are included for convenience only and do not affect interpretation of this constitution
 - (e) a reference to a statute includes a reference to all enactments amending or consolidating the statute and to an enactment substituted for the statute and any subordinate legislation, including regulations.

2. LIMITED COMPANY

- 2.1 The liability of the Members is limited by guarantee.
- 2.2 The name of the Company is **Australian Knee Society Ltd**.
- 2.3 The registered office of the Company will be as the Board determines.

3. OBJECTS

- 3.1 The objects for which the Company is established are to advance the standard of surgery and management of conditions of the knee joint in Australia by:
 - (a) being the peak body representing clinicians and researchers in the science of knee surgery and knee conditions in Australia;

- (b) convening conferences on knee surgery and knee conditions;
 - (c) promoting contact and discussion among Members regarding the science of knee surgery and knee conditions;
 - (d) promoting research and education on knee surgery and knee conditions;
 - (e) developing and providing policies and protocols on knee surgery and knee conditions;
 - (f) aiding and stimulating interest in the problems of knee surgery in medical practice;
 - (g) creating, sponsoring or acting as trustee for other organisations or funds having objects similar to those of the Company and that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company; and
 - (h) providing money, property, services or benefits to other organisations or funds having objects similar to those of the Company that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company.
- 3.2 The income and property of the Company must be applied solely towards the promotion of its objects as set out in this constitution and cannot be paid or transferred, directly or indirectly, as a dividend, bonus or other distribution to the Members or officers of the Company.
- 3.3 Nothing in clause 3.2 prevents:
- (a) the payment in good faith of reasonable and proper remuneration to any officer or employee the Company or to any Member or other person in return for any services rendered to the Company; or
 - (b) the payment of interest on money borrowed from a Member for any of the purposes of the Company,
- provided such payments are approved by the Board.

4. MEMBERSHIP

- 4.1 The Members of the Company are:
- (a) those persons who were members of the Unincorporated Association known as the 'Australian Knee Society' who wish to become Members of the Company;
 - (b) those persons who have become Members upon incorporation of the Company; and
 - (c) other parties admitted to membership pursuant to this constitution.
- 4.2 A person who was a member of the Unincorporated Association who becomes a Member of the Company will retain the same Membership Class as they held in respect of the Unincorporated Association.
- 4.3 Members must inform the Secretary in writing of their email address and address for correspondence, and of any subsequent change in their address or email address.
- 4.4 The Secretary must maintain a register of members.

5. MEMBERSHIP RIGHTS AND CRITERIA

- 5.1 Active Members and Honorary Life Members are eligible to vote at general meetings of the Company and Active Members may hold office: but no member shall be elected to hold any given office position for more than one term. In the event of a casual vacancy of a director's seat however, a prior director may be asked to fill that seat, if requested to do so by a majority vote of the board pursuant to clause 14.4.
- 5.2 Honorary Life Members may become a director of the Company, but may not be office-bearers.
- 5.3 Honorary International Members:
- (a) are eligible to attend general meetings of the Company but may not vote;
 - (b) are not eligible to hold office.
- 5.4 Associate Members:
- (a) are eligible to attend general meetings of the Company but may not vote;
 - (b) are not eligible to hold office.
- 5.5 A person admitted as a Member must be admitted to a Membership Class.

Active Members

- 5.6 A person may be proposed for membership as an Active Member if they:
- (a) hold a higher surgical degree or qualification recognised by the Company;
 - (b) are a Fellow of the Australian Orthopaedic Association;
 - (c) have training in the principles and practice of knee surgery recognised by the Company or who, by virtue of extensive experience, have acquired a standard of training recognised by the Company;
 - (d) have performed a substantial number of surgical procedures on the knee joint in the two years prior (pursuant to clause 5.7(b));
 - (e) have published an article on some aspect of the knee in a refereed national or international journal;
 - (f) have presented a paper on a knee pathology, or the surgery thereof, at a national or international meeting of knee surgery specialists or at an Annual Scientific Meeting of the Company; and
 - (g) have attended an Annual Scientific Meeting of the Company in the two years prior, and have presented a paper during this period at an Annual Scientific Meeting of the Company.
- 5.7 For the purposes of clauses:
- (a) 5.6(a)(c)(e), "recognised by the Company" will be determined pursuant to clauses 6.6(a) and (c).
 - (b) 5.6(d), if at least 50% of an applicant's surgical procedures (or a substantial number deemed sufficient by a majority vote of eligible Members) in the prior two years involved the knee joint, the applicant will be deemed to have satisfied 5.6(d); and

- (c) 5.6(g), the applicant will be taken to have met this requirement if they are scheduled to present a paper at the Annual Scientific Meeting at which, during the concurrent Annual General Meeting, or that year's Annual General Meeting, their membership application will be voted on.
- (d) 5.6(e), the term 'Annual Scientific Meeting of the Company' shall, until the Company has been in existence for more than 2 years and has held at least 2 Scientific Meetings of its own, be deemed to include the 'Annual Scientific Meeting of the Unincorporated Association known as the Australian Knee Society'.

Provisional Associate Members

5.8 A person may be proposed for membership as a Provisional / Associate Member if they do not meet the criteria for Active Membership but:

- (a) hold a higher surgical degree or qualification recognised by the Company;
- (b) are a Fellow of the Australian Orthopaedic Association;
- (c) have training in the principles and practice of knee surgery recognised by the Company or who, by virtue of extensive experience, have acquired a standard of training recognised by the Company;
- (d) have performed a substantial number of surgical procedures on the knee joint in the two years prior;
- (e) have attended an Annual Scientific Meeting of the Company in the two years prior and presented a scientific presentation during this period at an Annual Scientific Meeting of the Company.

5.9 For the purposes of clauses:

- (a) 5.8(a)(c)(e), "recognised by the Company" will be determined pursuant to clauses 6.6(a) and (c).
- (b) 5.8(d), if at least 50% of an applicant's surgical procedures (or a substantial number deemed sufficient by a majority vote of Members) in the prior two years involved the knee joint, the applicant will be deemed to have satisfied 5.6(d); and
- (c) 5.8(e), the applicant will be taken to have met this requirement if they are scheduled to present a paper at the Annual Scientific Meeting at which, during the concurrent Annual General Meeting, or that year's Annual General Meeting, their membership application will be voted on.
- (d) 5.8(e), the term 'Annual Scientific Meeting of the Company' shall, until the Company has been in existence for more than 2 years and has held at least 2 Scientific Meetings of its own, be deemed to include the 'Annual Scientific Meeting of the Unincorporated Association known as the Australian Knee Society'.

International Associate Members

5.10 A person may be proposed for membership as an International Associate Member if they do not meet the criteria for Active Membership but:

- (a) hold a higher surgical degree or qualification recognised by the Company (as determined by a majority vote of Members);

- (b) have completed a knee surgery fellowship in Australia under the supervision of an Active Member, and
- (c) have training in the principles and practice of knee surgery recognised by the Company (as determined by a majority vote of Members), or who, by virtue of extensive experience, have acquired a standard of training recognised by the Company (as determined by a majority vote of Members).

Scientific Associate Members

- 5.11 A person may be proposed for membership as a Scientific Associate Member if they do not meet the criteria for another Membership Class but, in the opinion of the Members (as determined by a majority vote of at a General Meeting they have contributed significantly to the knowledge or practice of knee surgery, without otherwise qualifying for membership.

Honorary Life Members

- 5.12 A person may be proposed for membership as an Honorary Life Member if they have given long and distinguished service (as determined by a majority vote of Members at a General Meeting to the Former, and Unincorporated, Association known as the Australian Knee Society, or to the Company.

Honorary International Members

- 5.13 A person may be proposed for membership as an Honorary International Member if they have given long and distinguished service to the advancement of surgery of the knee joint outside of Australia, and who have presented as an invited speaker at a meeting of the Former, and Unincorporated, Association known as the Australian Knee Society, or to the Company.

6. APPLICATION FOR MEMBERSHIP

Active and Associate Membership applications

- 6.1 Applications for Active and Associate Membership must be in a form approved by the Board and directed to the Secretary.
- 6.2 Applicants for Active and Associate Membership must be proposed by two current Active Members of the Company that:
- (a) are personally acquainted with the applicant;
 - (b) have personally verified the curriculum vitae of the applicant and verified that the applicant meets the criteria for Active or Associate Membership; and
 - (c) have been Active Members for at least two years.
- 6.3 An application for Active, Provisional Associate or International Associate Membership must include the information required by the Board, including:
- (a) the name and qualifications of the applicant;
 - (b) the Membership Class the applicant is applying to be admitted to;

- (c) a statement as to how the applicant meets the criteria for the relevant Membership Class;
- (d) curriculum vitae of the applicant;
- (e) the names of the proposer and seconder;
- (f) a statement by the proposers and seconders addressed to the Board addressing the requirements of clause 6.2;
- (g) the year and venue of a meeting of the Company attended by the applicant
- (h) details of any scientific presentations on knee pathology, or the surgery thereof, presented to a meeting of the Company; or to a relevant national or international meeting;
- (i) for Active Membership and Provisional Associate Membership, the percentage and number of knee surgery procedures performed by the applicant in previous two years, in both the private sector and in the public sector, separately listed; and
- (j) for Active Membership, titles and references of at least one publication in a refereed peer reviewed journal.

6.4 An application for Scientific Associate Membership must include the information required by the Board, including:

- (a) the name and qualifications of the applicant;
- (b) the Membership Class the applicant is applying to be admitted to;
- (c) a statement as to how the applicant meets the criteria for the relevant Membership Class;
- (d) curriculum vitae for the applicant;
- (e) the names of the proposer and seconder;
- (f) a statement by the proposers and seconders addressed to the Board addressing the requirements of clause 6.2;
- (g) the year and venue of a meeting of the Company attended by the applicant
- (h) details of any scientific presentations on knee pathology presented to a meeting of the Company; national or international meeting;

6.5 The Board may, at its discretion, request further information to be provided in connection with an Active or Associate Membership application.

6.6 The Secretary will determine if an applicant for Active or Associate Membership:

- (a) meets the criteria of the relevant Membership Class to be proposed for membership; and

- (b) has completed the membership application form appropriately and provided all further information required by the Board.
 - (c) if the applicant wishes to appeal the Secretary's determination as to clause 6.6(a) and (b), then the Board will then determine if the applicant fulfils the criteria for Active or Associate Membership by majority vote and the decision will be final.
- 6.7 The application for Active or Associate Membership, and the supporting statement by the proposers and seconders (if applicable), must be received by the Secretary, and then, subject to meeting the requirements of clause 6.6, be circulated to Members at least two months prior to the date scheduled for the next general meeting, else the application will not be considered. In the event of failure to meet these criteria, the applicant can reapply in a future year.
- 6.8 Subject to clause 6.7, Active and Associate Membership applications that meet the requirements of clause 6.6 will be submitted to the next Annual General Meeting.
- 6.9 The Members in general meeting entitled to vote will determine by majority resolution if an applicant for Active or Associate Membership is admitted to membership.
- 6.10 If an applicant for Active or Associate Membership is not in attendance at the Annual Scientific Meeting, which is held concurrently, or in the same year, with the Annual General Meeting at which their Membership application is being voted on by the Members, the applicant will not be entitled to be admitted to Active or Associate Membership.
- 6.11 Except under exceptional circumstances, as determined unanimously by the Board, if the proposer and seconder for an applicant for Active or Associate Membership are not in attendance at the Annual General Meeting at which his Membership application is being voted on by the Members, the applicants submission will not be put to a vote of members.
- 6.12 The successful applicant(s) will, where possible, be will be notified verbally and presented to members at the conclusion of the General Meeting. Failing that presentation or not, the Secretary will advise all applicants, successful or otherwise, in writing, as to whether they have been admitted as an Active or Associate Member, or neither.
- 6.13 If an applicant is not admitted to Active or Associate Membership, they may apply to be re-considered for membership at the next Annual General Meeting.

Honorary Membership applications

- 6.14 An Active Member may be nominated by a Director to be admitted as an Honorary Life Member.
- 6.15 The board may nominate a person who is not a Member to be admitted as an Honorary International Member by majority vote.
- 6.16 Persons nominated for admission as Honorary Members, pursuant to clause 6.16, may be put up for consideration at either a future Annual General Meeting or, if nominated at an Annual General Meeting, then at that Meeting.
- 6.17 The Members in general meeting will determine, by majority resolution, if a person nominated for admission as an Honorary Member is to be admitted.
- 6.18 The Secretary will advise an applicant in writing, or verbally if present, if they have been admitted as an Honorary Member.

7. TRANSFERRING MEMBERSHIP AND MEMBERSHIP TERMS

- 7.1 A person may apply to transfer from Provisional Associate to Active Membership Class by submitting his outstanding qualifications to the Secretary prior to the relevant Annual General Meeting.
- 7.2 The board shall review those outstanding qualifications and may, by majority resolution, approve a change in membership status if deemed appropriate. That change will then be announced at the relevant Annual General Meeting, from whence it will become effective.
- 7.3 Where there is doubt concerning the adequacy of the outstanding qualifications presented, and at the discretion of the board, those qualifications shall be presented at the relevant Annual General Meeting for consideration of the membership in general meeting entitled to vote. A majority resolution will then be required to accept those qualifications and hence the proposal.
- 7.4 If accepted into a different Membership Class, the Board will announce the successful transfer of Membership at the relevant Annual General Meeting and the applicant will be removed from their previous Membership Class.
- 7.5 The Secretary will advise an applicant in writing, or verbally if present, if they have been successful, or otherwise, in their application for transfer to Active Membership Class.
- 7.6 A person may not be a Provisional Associate Member for more than three years, unless the Board otherwise agrees by a majority vote.

8. MEMBERSHIP FEES

- 8.1 Subject to clause 8.2, the Board determines the entrance fee and annual subscription fee payable by a majority vote. The fees payable may vary between the Membership Classes. Honorary Members must not be required to pay any fees to become or remain an Honorary Member.
- 8.2 The entrance fee for a person elected directly to the position of Associate Member or Active Member shall be the equivalent of one year's annual subscription. Those Associate Members elevated to Active Member status pursuant to clause 7.1, shall not be required to pay another entrance fee.
- 8.3 Members must pay the applicable entrance fee and annual subscription within three months of receiving an invoice for such fees from the Company.
- 8.4 On the election of a new Member, the Secretary shall notify them and request payment of the applicable entrance fee and annual subscription for their Membership Class. Confirmation of election to membership will only occur once the entrance fee and annual subscription is paid.

9. CESSATION OF MEMBERSHIP

- 9.1 A person ceases to be a Member of the Company if the Member:
- (a) gives notice in writing to the Secretary resigning as a Member;
 - (b) is in arrears with entrance or annual fees for one year or more;
 - (c) is an Active or Provisional Associate member and fails to attend three consecutive Annual General Meetings or Annual Scientific Meetings without prior approval of the Board, and if they have been a member of the Company, or the Australian Knee Society (unincorporated association) for less than 15 years.; or

- (d) dies.
- 9.2 The date of resignation of a Member resigning in accordance with the provisions of clause 9.1(a) is the date on which the notice of resignation is received by the Secretary.
- 9.3 Subject to the rest of this clause 9, the Board has power to expel a Member if the Member:
- (a) is found guilty of a criminal offence;
 - (b) in the opinion of the Board acts in their own interests while performing any official duties for the Company;
 - (c) in the opinion of the Board refuses or neglects to comply with the provisions of the constitution or of any By-Law of the Company;
 - (d) in the opinion of the Board is guilty of any conduct that is prejudicial to the interests of the Company;
 - (e) in the opinion of the Board, fails to meet the criteria for their Membership Class; or
 - (f) in the case of Active and Associate Members, the Member fails to make a contribution to the scientific activities of the Company after being requested by the Board to do so.
- 9.4 For the purposes of 9.3(f), an Active or Provisional Associate Member is taken to have made a contribution to the scientific activities of the Company if they have:
- (a) delivered or co-authored a scientific presentation at the Company's Annual Scientific Meeting at least once every three years; or
 - (b) presented a scientific presentation on the knee to the Annual Scientific Meeting of the Australian Orthopaedic Association or an international meeting on knee surgery in Australasia in the last 3 years; or
 - (c) significantly contributed to the Company or the Australian Knee Society (unincorporated association) for at least 15 years.
- 9.5 At least seven clear days' notice in writing must be given to a Member of the meeting of the Board at which a resolution to expel the Member is to be proposed. The notice must include particulars of the issues of concern to the Board.
- 9.6 The Member must have a reasonable opportunity to respond to the allegation and produce any material they consider relevant at the Board meeting.
- 9.7 The Secretary must immediately notify the Member in writing once a resolution for expulsion is passed.
- 9.8 Any Member who is expelled may lodge a written appeal with the Secretary within 30 days of receipt of notice of expulsion.
- 9.9 If a Member lodges an appeal against their expulsion, the Board must ensure that a resolution with respect to the Member's expulsion is voted upon by Members at the next Annual General Meeting of the Company. The Board may, in its absolute discretion, call an earlier general meeting to consider the matter.
- If this clause 9.9 applies, the Member will remain expelled until the relevant general meeting.
- 9.10 At the general meeting called pursuant to clause 9.9, the Member must be given the opportunity to respond to the allegation and produce any material they consider relevant.

- 9.11 A majority vote decision of the Company in general meeting is binding and no further appeal lies from that decision.

10. ANNUAL SCIENTIFIC MEETING

- 10.1 A Member may invite a third party guest to attend the Annual Scientific Meeting provided they notify the Secretary of the invitation prior to the meeting. Guests cannot attend General Meetings or Annual General Meetings.
- 10.2 Guests may present at an Annual Scientific Meeting only by invitation.
- 10.3 Guests who can present include: Orthopaedic Surgeons, Allied Health Practitioners, Associated Scientists and Orthopaedic Surgeons undergoing Fellowship training with an Active or Honorary Member of the society.
- 10.4 Orthopaedic Registrars, Trainees and Medical Students may not present at an Annual Scientific Meeting: and any paper with their name, or names, attached, must be presented by a senior author, who shall be a Member of the Company, or a Guest pursuant to clause 10.3.
- 10.5 The Annual Scientific Meeting can be held separately to the Annual General Meeting to fulfil requirements of Clause 11.1.

11. ANNUAL GENERAL MEETING

- (a) As required by the Corporations act, the Annual General Meeting must be held each year no later than five months after the end of the previous Financial Year.
- 11.2 The Annual General Meeting will be held in conjunction with the Annual Scientific Meeting where practicable.

12. GENERAL MEETINGS

- 12.1 A general meeting may be convened by the Board at any time and must be convened within two calendar months of receiving a requisition in writing from Members entitled to exercise at least 5% of the votes that may be cast at a general meeting.
- 12.2 Subject to the provisions of the Corporations Act relating to Special Resolutions, at least 21 days written notice of a general meeting must be given to all Members who are entitled to receive the notice.
- 12.3 A notice of a general meeting must contain all information required by the Corporations Act, including:
- (a) the place, the day and the hour of the meeting; and
 - (b) the general nature of the business to be transacted at the meeting.
 - (c) contain a statement as to a Member's ability to appoint a proxy that complies with the Corporations Act.

13. PROCEEDINGS AT GENERAL MEETINGS

- 13.1 No business can be transacted at any Annual General Meeting or general meeting unless a quorum of Members is present in person, or by proxy, attorney or representative at the time when the meeting is due to commence.
- 13.2 Unless otherwise determined by the Company in general meeting, a quorum is ten Active Members present in person or by proxy.
- 13.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:
- (a) if convened upon the requisition of Members, is dissolved; or
 - (b) in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairperson may determine.
- 13.4 The chairperson may, with the consent of the Members present at any meeting at which a quorum is present, adjourn the meeting, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 13.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 13.6 At any general meeting of Members, a resolution put to the vote of the meeting is decided on by a show of hands unless a poll is demanded:
- (a) by the chairperson; or
 - (b) by at least 5% of the votes that may be cast on the resolution.
- 13.7 The demand for a poll may be withdrawn.
- 13.8 Before a vote is taken, the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.
- 13.9 Unless a poll is demanded, a declaration by the chairperson is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of votes recorded in favour or against.
- 13.10 If a poll is demanded the chairperson will determine how the poll will be taken, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 13.11 If a poll is demanded on the election of a chairperson or on a question of adjournment, it must be taken immediately.
- 13.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson is entitled to a second or casting vote.
- 13.13 A Member may vote in person or by proxy, and every Member present in person or by proxy, has one vote.
- 13.14 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under any legislation relating to mental health may vote by the Member's committee or

trustee, or by such other person who has the management of their estate: and the committee, trustee or other person may vote by proxy or attorney.

- 13.15 A Member may only appoint one proxy for a particular meeting, and the proxy must be a Member who is entitled to vote.
- 13.16 A document appointing a proxy:
- (a) must be in writing and:
 - (i) signed by the appointor or their attorney; or
 - (ii) if the appointer is a corporation, either under seal or signed by an officer or attorney; and
 - (b) contain:
 - (i) the Member's name;
 - (ii) the proxy's name or the name of the office held by the proxy; and
 - (iii) the meetings at which the proxy may be used;
 - (c) may direct the manner in which the proxy is to vote in respect of a particular resolution in which case the proxy must vote accordance with that direction;
 - (d) is taken to confer authority to demand or join in demanding a poll; and
 - (e) must be in the following form or in a form that is as similar to the following form as the circumstances allow:

Australian Knee Society Ltd

I/we, _____, of _____,
being a member/members of the Company, appoint
of _____ or, in their absence,
of _____
as my/our proxy to vote for me/us on my/our behalf at the *annual general
meeting/*general meeting of the Company to be held on the _____ day of
20__ and at any adjournment of that meeting.

+This form to be used *in favour of/*against the resolution.

Signed this _____ day of _____ 20__.

*Strike out whichever is not desired

+To be inserted if desired.

- 13.17 An instrument appointing a proxy is not valid unless the instrument, and the original or notarially certified copy of the power of attorney or other authority under which the instrument is signed, is deposited, not less than 48 hours before the relevant meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- 13.18 The power of attorney, certified copy or other instrument pursuant to 13.17, must be deposited at the registered office of the Company, or forwarded to the Secretary, or to any other place specified for that purpose in the notice convening the meeting.
- 13.19 A notice of appointment of proxy may be given by any means permitted in clause 23.

13.20 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:

- (a) the previous death or unsoundness of mind of the principal; or
- (b) the revocation of the instrument (or of the authority under which the instrument was signed) or of the power,

if no intimation in writing of any of those events has been received by the Company before the meeting at which the instrument is used or the power is exercised.

13.21 The President will act as chairperson at every general meeting.

13.22 Where a general meeting is held and:

- (a) a President has not been elected; or
- (b) the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Past President will act as chairperson but, if they are not present, or unwilling to act, the Secretary will act as Chairperson, else the Members present must elect one of their number to be chairperson of the meeting.

14. DIRECTORS AND OFFICE BEARERS

14.1 There will be a maximum of 6 Directors and a minimum of three directors.

14.2 The elected Office Bearers of the Company are also the elected Directors of the Company and will be voted into those positions simultaneously, subject to clauses 14.5 and 14.7.

14.3 The Officer Bearers of the Company are:

- (a) The President Elect.
- (b) The Secretary Elect.
- (c) The President.
- (d) The Secretary.
- (e) The Immediate Past President.
- (f) The Immediate Past Secretary.

14.4 Subject to clause 14.5 and 14.7, all of the Office Bearers – Directors must be elected by a majority of Members entitled to vote at a general meeting pursuant to clause 13.

14.5 The first Directors will be:

- (a) Christopher Vertullo; who will act as Secretary.
- (b) David Wood, who will act as Immediate Past President.
- (c) Keith Holt, who will act as President.

- 14.6 The appointment of an Office Bearer - Director will be effective at the conclusion of the Annual General Meeting at which the election is announced.
- 14.7 The Board may appoint any person as a Director to fill a casual vacancy, or in addition to the Directors who are elected Office Bearers.

Any Director appointed to fill a casual vacancy holds office until the conclusion of the next Annual General Meeting or, in the case of a temporary vacancy caused by illness or an otherwise finite condition, until the return of the elected director who must then be deemed fit enough to re-take office by the Board.

- 14.8 The office of a Director becomes vacant if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - (b) is prohibited from being a director of a company by reason of any order made under the Corporations Act;
 - (c) ceases to be a Director by operation of any provision of the Corporations Act;
 - (d) ceases to be a Member of the Company;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under laws relating to mental health;
 - (f) resigns as a Director by notice in writing to the Company;
 - (g) is absent from three consecutive meetings of the Board without having previously obtained leave of the Board; or
 - (h) is removed by an ordinary resolution of Members.
 - (i) or pursuant to Clause 15. 2.
- 14.9 The Directors are not entitled to be remunerated for their services as Directors.
- 14.10 The Directors are entitled to be paid their reasonable travelling, accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in the execution of their duties as Directors.

15. ROTATION AND ELECTION OF DIRECTORS

- 15.1 Terms of the First Office Bearers - Directors
- (a) Christopher Vertullo; who will act as Secretary, but who will become Immediate Past Secretary one month after the 2016 Annual General Meeting, or at such time resolved by the board, but no later than the end of that calendar year
 - (b) David Wood, who will act as Immediate Past President until one day prior to the 2017 Annual General Meeting.
 - (c) Keith Holt, who will act as President until one month after the 2017 Annual General Meeting, or at such time resolved by the board, but no later than the end of that

calendar year. He will then become Immediate Past President for two years, at which time he will retire one day prior the 2019 Annual General Meeting.

15.2 Terms of Future Office Bearers - Directors

- (a) The President Elect and Secretary Elect will be elected, where practicable, in alternate years, commencing with the Secretary Elect at the 2016 Annual General Meeting.
- (b) The President Elect will become President one month after the Annual General Meeting at which they were elected, or at such other time resolved by the board, but no later than the end of that calendar year.
- (c) The President will serve for 2 years, and then become the Immediate Past President pursuant to Clause 15.2(a) for a further two years, and will retire as both a Director and Office Bearer one day prior to the Annual General Meeting of that year.
- (d) The Secretary Elect will become Secretary one month after the Annual General Meeting at which they were elected, or at such other time resolved by the board, but no later than the end of that calendar year.
- (e) The Secretary will serve for 2 years, and become the Immediate Past Secretary pursuant to Clause 15.2(c) for a further two years, and will retire as both a Director and Office Bearer a day prior to the Annual General Meeting of that year.
- (f) No Member shall serve a second term as either President or Secretary, excepting the situation of co-option by the board to fill a temporary or casual vacancy.

15.3 Previous Office Bearers

- (a) A Member who has previously held the post of Secretary, or who is Immediate Past Secretary, shall be eligible to stand for President Elect pursuant to 15.2(f).
- (b) A Member who has previously held the post of President, or who is Immediate Past President, shall be eligible to stand for Secretary Elect pursuant to 15.2(f)

15.4 A voting Member may nominate an Active Member for election as President Elect or Secretary Elect either:

- (a) Verbally at the Annual General Meeting
- (b) By written nomination to the Secretary prior to the Annual General Meeting.

15.5 A nomination must be seconded by an another Active Member :

- (a) Verbally at the Annual General Meeting pursuant to clause 15.4(a)
- (b) By written nomination to the Secretary prior to the Annual General Meeting pursuant to clause 15.4(b).

15.6 If the number of candidates for election is equal to or less than the number of vacancies, the President or Chair may declare those candidates to be duly elected.

- 15.7 If the number of candidates exceeds the number of vacancies for Office Bearers-Directors pursuant to clause 15.2 , a ballot must be held to elect the replacement of Office Bearers-Directors Elect.
- 15.8 If an election is necessary, the Board will determine that the replacement Director may be elected by either:
- (a) a majority vote of members at the Annual General Meeting
 - (b) by a postal or electronic ballot in which case the following provisions apply:
 - (i) when the Company sends a notice to the Members of the Annual General Meeting, it must also send to each Member:
 - (A) a notice advising the Board positions that have to be filled and particulars of the nominations received for the vacancies; and
 - (B) a ballot paper or document;
 - (ii) if via postal ballot, completed ballot papers must be received at the Company's registered office or address specified in the notice at least two days before the Annual General Meeting. Ballot papers received after this time will not be counted.
 - (iii) If via electronic ballot, all completed ballot documents must be registered prior to the time and date specified in the notice.
 - (iv) the postal ballot or electronic ballot will be deemed to be a poll of Members and all provisions in this constitution relating to the taking of a poll will apply to the ballot.
- 15.9 All other issues in relation to the election of Directors and the conduct of a ballot will be determined by the chairperson whose decision will be final and binding.
- 15.10 Once elected, Office Bearers Elect - Directors must sign the following statements:
- (a) For all Directors:

TO: **AUSTRALIAN KNEE SOCIETY LTD**

I, **(name of new Director)** consent to act as a director of **AUSTRALIAN KNEE SOCIETY LTD**.

DATED the day of 20__

.....
Name

(b) For Secretary

TO: **AUSTRALIAN KNEE SOCIETY LTD**

I, **(name of new Director-Secretary)** consent to act as a company secretary of **AUSTRALIAN KNEE SOCIETY LTD**.

DATED the day of 20__

.....
Name

(c) These statements must be kept on record by the company secretary.

16. POWERS AND DUTIES OF THE DIRECTORS AND ALLOCATION OF ROLES

- 16.1 The management of the Company is the responsibility of the Board, and the Board may exercise all powers of the Company as are not, by the Corporations Act or by this constitution, required to be exercised by the Company in general meeting.
- 16.2 The Board may make By-Laws that are not inconsistent with the constitution and the Corporations Act for the general management and running of the Company. The By-Laws will be binding on the Company and its Members.
- 16.3 The President shall be the principal Executive Officer of the Company and shall in general supervise and control all of the business and affairs of the company.
- 16.4 The President shall preside at all meetings of the members of the Executive Committee.
- 16.5 The Board may allocate the role of Treasurer between the Directors.
- 16.6 The Secretary will act as the Company Secretary unless otherwise agreed to by the board.
- 16.7 The Secretary will be responsible for:
 - (a) notifying the Australian Securities and Investment Commission of the appointment and retirement of Directors within 28 days of the appointment or retirement.
 - (b) keeping minutes of General Meetings
 - (c) communicating with members
 - (d) conducting all correspondence.
- 16.8 The President Elect will be the incoming President pursuant to 15.2(b).
- 16.9 The Secretary Elect will be the incoming Secretary pursuant to 15.2(d).

17. PROCEEDINGS OF THE BOARD AND APPOINTMENT OF CHAIRMAN

- 17.1 The Board may meet as it thinks fit. A Director may at any time, and the Secretary must, on the requisition of a Director, summon a meeting of the Board.
- 17.2 Unless otherwise determined by the Board, the President will chair its meetings.
- 17.3 Where a meeting of Directors is held and:
- (a) a chairperson has not been elected; or
 - (b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,
- the Directors present must elect an alternative chairperson of the meeting.
- 17.4 Subject to this constitution, questions arising at any meeting of the Board will be decided by a majority of votes.
- 17.5 The quorum necessary for the transaction of the business of the Board is one-half of the then current Board members.
- 17.6 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if their number is reduced below three, the continuing Directors may only act for the purpose of filling a casual vacancy or calling a general meeting.
- 17.7 A resolution in writing signed by all Directors in Australia for the time being is as valid as if it had been passed at a meeting of the Board. The resolution may consist of several documents in like form, each signed by one or more Directors.
- 17.8 Subject to the Corporations Act, the Board may delegate any of its powers to one or more subcommittees as the Board thinks fit and the Board may also appoint the chairperson of any subcommittee.
- 17.9 Each subcommittee must keep proper minutes of its meetings and the provisions regulating proceedings of the Board apply to the proceedings of subcommittees also.
- 17.10 Questions arising at any meeting of subcommittees are determined by a majority of votes of the Members present.
- 17.11 No decision of a subcommittee is binding on the Company unless it is ratified by the Board.
- 17.12 If it is discovered after the event that there was some defect in the appointment of any Director or subcommittee member, or that they were disqualified, anything done by the Board, the subcommittee, or the person acting as a Director or subcommittee member, is as valid as if every such person had been duly appointed and was qualified to be a Director or member of the subcommittee.

18. MEETINGS USING TECHNOLOGY

- 18.1 A Board meeting, Annual General Meeting or general meeting may be called or held using any technology allowed under the Corporations Act and consented to by all the Directors.
- 18.2 The consent referred to in clause 18.1 may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

19. ALTERNATE DIRECTORS

- 19.1 Each Director may nominate any Member to act as an alternate director in their place with the approval of the Board during any temporary period for which they are unable to act or attend as a Director, and they may remove that alternate director at any time.
- 19.2 The alternate director is subject to the conditions existing with reference to other Directors and must discharge all the duties, and may exercise all the authorities and powers of the Director he or she represents. An instrument appointing an alternate director must be delivered to the Company. If the Director making the appointment ceases to be a Director, the alternate ceases to be an alternate director.

20. DIRECTORS CONTRACTING WITH THE COMPANY

- 20.1 The Corporations Act regulates the conduct of Directors when they have a potential conflict of interest with the Company. The purpose of this clause 20 is to regulate the conduct of Directors when this situation arises.
- 20.2 No Director is disqualified by their office from contracting with the Company.
- 20.3 No contract or arrangement entered into by the Company in which any Director is in any way interested can be avoided because the person has the interest.
- 20.4 A Director who has an interest in any contractual arrangements with the Company is not liable to account to the Company for any profit realised in relation to the contract or arrangement provided the Director has disclosed the nature of their interest at a meeting of the Board.
- 20.5 The declaration must be made at a meeting of the Directors at which the contract or arrangement is determined if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the Director's interest.
- 20.6 A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in any subsequent transaction with the company or firm is sufficient disclosure if:
- (a) the notice states the nature and extent of the interest of the Director in the company or firm; and
 - (b) there has been no material change in the Director's interest in the company or firm when a later transaction is considered by the Board.
- 20.7 A Director who has a material interest in a matter that is being considered at a Directors meeting must not:
- (a) be present at the meeting while the matter is being considered; and
 - (b) must not vote on the matter unless the preceding provisions of this clause 20 have been complied with and the other Directors have passed a resolution in accordance with section 195 of the Corporations Act.
- 20.8 The giving of a general notice under this clause 20 does not entitle a Director to be present or to vote at a meeting in relation to a particular contract unless a resolution of the Board under clause 20.7 has first been passed.
- 20.9 Subject to a Director having complied with this clause 20, the Director may sign or countersign any contract in which they are interested.

21. COMPANY SECRETARY

- 21.1 If the Members:
- (a) elect an eligible Member to hold the office of Secretary, the Directors must confirm the appointment of that person as Company Secretary as well, provided the requirements of the Corporations Act are met;
 - (b) have not elected a Member to hold the office of Secretary or, the elected Secretary does not meet the requirements of the Corporations Act to be Company Secretary, the Directors must appoint an alternative Company Secretary and may remove that person as Secretary at any time by majority resolution.
- 21.2 The Secretary must cause minutes to be made and entered of:
- (a) the names of Directors and other persons present at all meetings of the Company and of the Board; and
 - (b) all proceedings at all meetings of the Company and of the Board.
- 21.3 The minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.
- 21.4 As pursuant to the Corporations Act, the Company Secretary must reside in Australia.
- 21.5 As pursuant to the Corporations Act, the Company Secretary must notify the Australian Securities and Investment Commission of:
- (a) Change of Directors within 28 days.
 - (b) Change of Company Secretary within 28 days.

22. ACCOUNTS

- 22.1 The auditor of the Company (if one is required pursuant to the Corporations Act) is appointed by the Company in general meeting and holds office in accordance with the Corporations Act.
- 22.2 The Board must cause:
- (a) proper accounting and other records to be kept;
 - (b) copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report (if required) to be distributed to Members as required by the Corporations Act; and
 - (c) a statement of financial position, a statement of financial performance, and a statement of cash flow for the preceding Financial Year of the Company to be prepared to a date not more than twelve months before the date of the meeting and sent to every Member with the notice for each Annual General Meeting.
- 22.3 The Board is responsible for operating the financial accounts of the Company and managing the Company's investments. The Company Secretary, or any Director nominated by the board, may be authorised to operate the Company's financial accounts.

23. NOTICES

- 23.1 A Company may give the notice of meeting to a Member either by:

- (a) serving it on the Member personally; or
 - (b) by sending it by post to the Member at the address shown in the register of Members or the address supplied by the Member for the giving of notices; or
 - (c) forwarding it by facsimile transmission at the facsimile number shown in the registers of Members (if any) or the facsimile number supplied by the Member for the giving of notices; or
 - (d) forwarding it by electronic mail to the electronic mail address shown in the register of Members (if any) or the electronic mail address supplied by the Members for the giving of notices; or
 - (e) in any other way allowed by the Corporations Act.
- 23.2 A notice of meeting sent by post is taken to be given three days after it is posted.
- 23.3 A notice of meeting sent by facsimile will be deemed to be effected on the date the Company receives a facsimile transmission report confirming receipt of the notice at the facsimile number for the Member referred to in clause 23.1.
- 23.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.
- 23.5 Notice of every general meeting must be given in any manner authorised by this constitution to:
- (a) every Member except those Members who have not supplied to the Company an address for the giving of notices to them; and
 - (b) the auditor, or auditors for the time being, of the Company.
- 23.6 No other person is entitled to receive notices of general meetings.

24. WINDING UP

- 24.1 If the Company is wound up and any property remains after satisfaction of all its liabilities, that property:
- (a) must not be paid to or distributed among the Members; and
 - (b) must be given or transferred to one or more other institutions having similar objects to the Company or, that are carried on predominately for the encouragement of science, and that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company.
- 24.2 The Default Fund will be determined:
- (a) by the Members at or before the time of dissolution; but
 - (b) if no determination is made by the Members, the Default Fund will be determined by a Judge of the Supreme Court of the state in which the registered office of the Company is located.
- 24.3 Every Member undertakes to contribute to the assets of the Company to a maximum of \$10 if the Company is wound up while they are a Member or within one year after they cease to be a Member, for payment of the liabilities of the Company contracted before they cease to be a Member.

25. INDEMNITY

- 25.1 Every Director, Secretary and other officer of the Company is indemnified out of the assets of the Company against any liability incurred by the person as officer except where the Company is prohibited from indemnifying the person under the provisions of the Corporations Act.
- 25.2 The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- 25.3 The Company may pay premiums in respect of contracts insuring current and past officers of the Company against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Company is prohibited from doing so under the Corporations Act.
- 25.4 A Director, manager, secretary or other officer of the Company is not liable for:
- (a) the act, neglect or default of any other Director or officer;
 - (b) any loss or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company;
 - (c) the insufficiency or deficiency of any security in or upon which any money of the Company is invested;
 - (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects are deposited or left; or
 - (e) for any other loss or damage that happens in the execution of the duties of his office,
- unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.
- 25.5 Unless a Member is also a Director, Secretary or other officer of the Company, they are only liable to the Company pursuant to clause 24.3

26. CONSTITUTION PREVAILS OVER REPLACEABLE RULES

- 26.1 To the extent permitted by law, the Replaceable Rules do not apply to the Company.

We, the first Members of the Company, adopt this constitution.

Signatures of first Members.



Keith Holt



David Wood



Christopher Vertullo

DATED

15th October 2016

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