

APPENDIX B

MEMORANDUM OF ASSOCIATION

(under the Companies Act 1928 of the State of Victoria)

1. The name of the College is 'Royal Australasian College of Surgeons.'*

2. The objects for which the College is established are:-

- (a) To cultivate and maintain the highest principles of surgical practice and ethics;
- (b) To promote the practice of Surgery under proper conditions by securing the improvement of hospitals and hospital methods;
- (c) To arrange for adequate post-graduate surgical training at Universities and Hospitals and to conduct examinations of candidates for admission to Fellowship;
- (d) To promote research in Surgery;
- (e) To bring together the surgeons of Australia and New Zealand periodically for scientific discussion and practical demonstration of surgical subjects;
- (f) To consider all questions affecting the interests of the College and to initiate and watch over and if necessary to petition Parliament or promote deputations in relation to measures affecting the College;
- (g) To acquire by purchase, donation or otherwise a library of scientific works and to maintain and from time to time extend and improve such library;
- (h) To acquire by purchase taking on lease or otherwise land and buildings and all other property real and personal in Australia and New Zealand which the College for the purposes thereof may from time to time think proper to acquire and which may lawfully be held by it;
- (i) To resell underlease or sublet surrender turn to account or dispose of any real and personal property belonging to the College;
- (j) To erect upon any land whether of freehold or leasehold tenure or held under a licence or permissive occupancy from the Crown in Australia or New Zealand any building required for the purposes of the College and to alter or add to any building erected upon any such land;
- (k) To borrow or raise or secure the payment of money for the purposes of the College in such manner as may from time to time be determined;
- (l) To invest the moneys of the College not immediately required for any of its objects in such manner as may from time to time be determined;
- (m) To draw make accept indorse discount execute and issue bills of exchange promissory notes debentures and other negotiable securities;
- (n) To acquire establish print and publish books magazines periodicals newspapers leaflets or other literary or scientific works that the College may think desirable for the promotion of its objects;
- (o) To delegate all or any of its powers to the Council of the College or any Committee or Committees consisting of one or more members;
- (p) To do all such acts and things as are incidental or subsidiary to all or any of the above objects.

3. The liability of the members is limited.

Then follow six clauses dealing with financial matters:

Clause 4 forbids dividend or bonus payments to members, while making provision for remuneration for services rendered, or the refund of expenses incurred on College business. Clause 5 notes that clause 4 is a condition imposed under Section 27 of the Act, and that the approval of the Victorian Attorney-General is required for any alteration to the Articles of

Association.

Clause 6 deals with the responsibility of members to contribute in the event of the College's being wound up.

Clause 7 affirms that a member infringing clause 4, or a member of the Governing Body permitting such infringement, incurs unlimited liability.

Clause 8 diverts any remaining property after winding up, from members of the College to 'some other institution... having objects similar' to those of the College. Plainly no member is ever to profit from membership of the College.

Clause 9 details the responsibilities of the College in respect of financial accounting and audit.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a College in pursuance of this Memorandum of Association.

The names subscribed are those of ROBERT HAMILTON RUSSELL
AUGUSTUS LEO KENNY
HERBERT ALAN STEPHEN NEWTON
ALFRED FAY MACLURE
HENRY SIMPSON NEWLAND

Dated this twenty-second day of October One thousand nine hundred and thirty.

*At 22 October 1930, when this document was signed, the application for Royal College status had been made, but not yet granted. The application was made on 18 September, its approval notified on 23 December. The signatories must have been fairly confident of success.