

Constitution



The Thoracic Society of Australia and New Zealand (NZ Branch) Incorporated

Version

2025

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1. NAME OF THE SOCIETY

The name of the Society is The Thoracic Society of Australia and New Zealand (NZ Branch) Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022.

Chair means the chair of the Executive.

Charities Act means the Charities Act 2005.

Contact Officer means the person appointed by the Executive as the contact person for the Society pursuant to Section 113 of the Act.

Constitution means this Constitution of the Society.

Co-Opted Executive Member means a person appointed as an Executive Member pursuant to Rule 11.7.

Elected Executive Member means an Executive Member elected pursuant to Rule 11.9.

Executive means the governing body of the Society.

Executive Member means any Member of the Executive elected or appointed under Rule 11.

Meeting means an Annual General Meeting or Special General Meeting of the Society.

Member means a member of the Society pursuant to Rules 6.1 and 6.2.

Membership has the corresponding meaning.

New Zealand Director means the President in his or her capacity as a director on the TSANZ Ltd Board.

Non-voting Members are those Members who:

- (a) may not exercise any voting rights at Meetings of Members; and
- (b) are not eligible for election to the position of any Officer of the Society;

and includes:

- (c) Associate Members;
- (d) Any other class of Non-voting Members as determined by the TSANZ Ltd Board from time to time, including in any by-laws;
- (e) Associate Honorary Life Members; and
- (f) Student Members.

Officer means an Officer of the Society and Officer has the same meaning as defined in Section 5(2) of the Act.

Ordinary Resolution means a resolution passed by 50% of those Voting Members who are voting.

Past President means the immediate past President of the Society pursuant to Rule 11.4.

President means a person appointed to that position pursuant to Rule 11.3.

President Elect means a person appointed to that position pursuant to Rule 11.2.

Purposes means the purposes of the Society as set out in Rule 4.

Register means the register of Members to be kept pursuant to the Act.

Registrar means the Registrar of Incorporated Societies pursuant to the Act.

Rule means a rule of this Constitution.

Secretary means the person appointed as the secretary of the Society pursuant to Rule 11.8 and includes any assistant or acting secretary.

Society means The Thoracic Society of Australia and New Zealand (NZ Branch) Incorporated.

Special Resolution means a resolution passed by 75% of those Voting Members who are voting.

Treasurer means a person appointed to that position pursuant to Rule 11.5.

TSANZ Ltd means The Thoracic Society of Australia and New Zealand Limited, being an Australian public company limited by guarantee.

TSANZ Ltd Board means the board of directors of TSANZ Ltd.

TSANZ Ltd Constitution means the constitution of TSANZ as set out in Appendix 1 to this Constitution, as amended or supplemented from time to time.

Voting Members means those Members who:

- (a) are entitled to vote at Meetings of the Members; and
- (b) are eligible for election to the position of any Officer of the Society;

and includes:

- (c) Ordinary Members;
- (d) Emeritus Members;
- (e) Honorary Life Members; and
- (f) Any other class of Voting Members as determined by the TSANZ Ltd Board from time to time including in any by-laws;

but does not include:

- (g) Associate Members;
- (h) Associate Honorary Life Members;
- (i) Student Members; and
- (j) Any other class of Non-Voting Members as determined by the TSANZ Ltd Board from time to time including in any by-laws.

2.2 Interpretation

- (a) Unless the context requires otherwise, in this Constitution:
 - (i) the singular includes the plural and vice versa;
 - (ii) each gender includes the other two genders;
 - (iii) the word "person" means a natural person and includes any partnership, company, association, body or entity whether incorporated or not;
 - (iv) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (v) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (vi) a reference to any rule or schedule is to a rule or schedule of this Constitution;
 - (vii) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification,

re- enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it; and

(viii) words and phrases defined in the Act have the same meaning in this Constitution.

- (b) Headings do not form part of or affect the construction or interpretation of this Constitution.

2.3 Rules subject to changes in the Act

If the Act changes in a way that would, but for this Rule 2.3, cause any Rule to contravene or become inconsistent with the Act, then that Rule shall be deemed to be amended in the same manner as the change in the Act so that this Constitution does not contravene or become inconsistent with the Act.

3. DESCRIPTION OF SOCIETY

- (a) The Society is an incorporated charitable not-for-profit society, registered as a charity pursuant to the Charities Act (registration number CC25094). The name of the Society cannot be changed without the prior approval of Members by ordinary resolution and the prior written consent of the TSANZ Ltd Board.
- (b) The Registered Office of the Society shall be such place as the Executive may determine from time to time.
- (c) The Society is a member of TSANZ Ltd, a not-for-profit public company limited by guarantee in Australia, by virtue of clause 6.12 of the TSANZ Ltd Constitution.

4. PURPOSES OF SOCIETY

4.1 The Purposes of the Society shall be to:

- (a) encourage collegial, professional relationships between all professionals who are involved in the care of patients with respiratory diseases (including sleep related breathing disorders), health promotion related to respiratory diseases, or research activities related to respiratory diseases;
- (b) promote continuing education and accreditation of specialists, nurses, scientists and allied health professionals in the field of respiratory medicine;
- (c) provide a forum for presentation and critical review of research and other activities designed to investigate and enhance understanding and treatment of respiratory diseases;
- (d) promote “best practice” standards of care among health care professionals with an interest in respiratory disease, including ethical standards;

- (e) encourage and support the postgraduate training of clinicians with an interest in respiratory medicine, and ensure that it is of a high standard;
- (f) provide advocacy to ensure that resources for the prevention and management of respiratory diseases in New Zealand are sufficient to meet the burden of disease;
- (g) promote the application of new information important to the advancement of patient care;
- (h) advocate for, and present to government, industry, the public and other bodies as appropriate, the resources and strategies required to ensure optimal care of patients, prevention of respiratory disease, and advancement of knowledge in relation to respiratory health in New Zealand;
- (i) promote the goal of a tobacco-smoke-free New Zealand;
- (j) promote collaboration between all national organisations whose objects are to improve the wellbeing of individuals with respiratory disease;
- (k) pursue all of the above listed objectives in a manner which recognises the particular needs and aspirations of Maori in the New Zealand community; and
- (l) anything ancillary to the Purposes referred to in Rule 4.1(a) to 4.1(k), and not inconsistent with clause 5.1 of the TSANZ Ltd Constitution.

4.2 No personal gain

The Society must not have as a Purpose the monetary gain or financial profit of any Members. As a not-for-profit organization, the Officers and Members may not receive any distributions of profit or income from the Society. This does not prevent Officers or Members:

- (a) receiving reimbursement of actual and reasonable expenses incurred, or
- (b) entering into any transactions with the Society for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties

provided no Officer or Member is allowed to influence any such decision made by the Society in respect of payments or transactions between the Society and them, their direct family or any associated entity.

5. POWERS

- (a) The Society has full capacity, powers and privileges, as set out in section 18 of the Act.
- (b) Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act or any other legislation.

6. ADMISSION TO MEMBERSHIP

6.1 Eligibility for Membership:

Any individual is entitled to become a Member if the individual:

- (a) is a member of TSANZ Ltd, pursuant to the requirements of the TSANZ Ltd Constitution;
- (b) is ordinarily resident in New Zealand;
- (c) supports the Purposes of the Society and agrees to comply with the terms of this Constitution, any by-laws and any code of conduct which the Executive may produce from time to time; and
- (d) lodges an application in accordance with Rule 6.3.

6.2 Classes of Membership

There shall be the following classes of Membership:

- (a) Voting Members made up of:
 - (i) Ordinary Members;
 - (ii) Emeritus Members;
 - (iii) Honorary Life Members; and
 - (iv) Any other class of Voting Members, as determined by the TSANZ Ltd Board from time to time, including in any by-laws.
- (b) Non-Voting Members made up of:
 - (i) Associate Members;
 - (ii) Student Members;
 - (iii) Associate Honorary Life Members; and
 - (iv) Any other class of Non-Voting Members, as determined by the TSANZ Ltd Board from time to time, including in any by-laws.
- (c) The qualifications for admission to each Membership class and the rights attached to each Membership class shall be determined by the Executive and require the approval of the TSANZ Ltd Board from time to time.

6.3 Application for Membership

- (a) Only a person satisfying the eligibility requirements for Membership referred

to in Rules 6.2(a) and 6.2(b) may apply for Membership.

(b) With the exception of:

- (i) Emeritus Members;
- (ii) Associate Honorary Life Members; and
- (iii) Honorary Life Members

applicants for Membership must:

- (iv) complete an application form prescribed by the TSANZ Ltd Board from time to time;
- (v) be proposed and seconded by Voting Members; and
- (vi) lodge application forms with the Executive and the TSANZ Ltd Board.

6.4 Admission as a Member

- (a) Applications for Membership shall be considered by the Executive and the TSANZ Ltd Board.
- (b) An applicant will only be admitted as a Member of the Society following approval by the Executive and the TSANZ Ltd Board.
- (c) The Executive and the TSANZ Ltd Board will have complete discretion when it decides whether or not a person satisfies the criteria for a particular Membership Class and whether or not to allow the applicant to become a Member. The Executive will advise the applicant of its decision, and that decision will be final.
- (d) For the avoidance of doubt, where an applicant has their application for Membership accepted, that person shall be deemed to have agreed to comply with both:
 - (i) the terms of this Constitution, any by-laws and any code of conduct which the Executive may produce from time to time; and
 - (ii) the TSANZ Ltd Constitution, any by-laws and any code of conduct which the TSANZ Ltd Board may produce from time to time, by virtue of their concurrent membership of TSANZ Ltd.
- (e) A Member of the Society will hold the same class of Membership as he or she holds with TSANZ Ltd, and where their class of Membership with TSANZ Ltd changes, it will automatically change with the Society.

6.5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

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

7. REGISTER OF MEMBERSHIP

7.1 Register of Members

The Society will keep a register of Members (the Register of Members), which will contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members. The Register of Members will also contain the name of each person who has ceased to be a Member within the previous seven (7) years and the date on which each person ceased to be a Member.

7.2 Members to provide details

Each Member will provide such details as the Society requires in order to maintain the Register of Members. If a Member's contact details change, that Member will promptly give the new postal or email address or telephone number to the Society.

7.3 Inspection of Register of Members

Each Member is entitled to have reasonable access to their details on the Register of Members for the purpose of ensuring that the information relating to them is correct.

8. CESSATION OF MEMBERSHIP

8.1 Membership of the Society will cease:

- (a) in the event that the Member ceases to be a member of TSANZ Ltd;
- (b) on the date that is one (1) month after the Secretary receives written notice of resignation from that Member;
- (c) upon that Member's death;
- (d) if the Member is expelled pursuant to Rule 9 of this Constitution; and
- (e) upon that Member no longer satisfying the criteria for its respective class of membership (unless transferred to another class of membership by the Executive and the TSANZ Ltd Board).

8.2 On ceasing to be a Member that person shall not have any claim whatsoever against the Society or TSANZ Ltd.

9. DISCIPLINING OF MEMBERS

- (a) Where the Executive is of the opinion that a Member has:
- (i) engaged in misconduct;
 - (ii) breached, or is likely to breach, a duty under the Society's Constitution or by-laws or the Act;
 - (iii) persistently refused or neglected to comply with a provision or provisions of this Constitution;
 - (iv) damaged the right or interests of a Member or the rights or interests of Members generally; or
 - (v) persistently and willfully acted in a manner prejudicial to the interests of the Society;

the Executive may refer the matter to the TSANZ Ltd Board who may determine, and the Executive will carry out such determination, to:

- (vi) expel the Member from the Society; or
 - (vii) suspend the Member from Membership of the Society for a specified period.
- (b) In making a recommendation pursuant to Rule 9.1(a) the Executive and the TSANZ Ltd Board will apply the provisions of the TSANZ Ltd Constitution relating to the disciplining of members, being clause 11. In clause 11, references to the:
- (i) 'Board' shall be taken to be reference to the Executive in the case of the Society;
 - (ii) Clause 11.1(a) shall be a reference to Rule 9.1(a) of this Constitution;
 - (iii) 'Company', being TSANZ Ltd, shall be taken to be references to the Society;
 - (iv) 'Company Secretary', being the company secretary of TSANZ Ltd, shall be taken to be references to the Secretary of the Society; and
 - (v) 'general meeting', being a general meeting of TSANZ Ltd pursuant to clause 11.2, shall be taken to be a Meeting of the Society.
- (c) For the avoidance of doubt Rule 9.1 shall govern complaints or allegations against or concerning Members of the nature or kind referred to in Rule 9.1(a) notwithstanding the provisions of Rule 17.

10. USE OF FUNDS

Notwithstanding any annual fee or subscription payable by a Member to TSANZ Ltd (by virtue of them being a member of TSANZ Ltd), there shall be no annual subscription payable by a Member to the Society.

- (a) Donations received from the general public, the Executive and/or Members of the Society shall be retained at a nominated bank account of the Society maintained exclusively for charitable, benevolent, philanthropic, or cultural purposes within New Zealand.
- (b) Unless otherwise specified by the Executive and with the agreement of the TSANZ Ltd Board, or unless otherwise required by law, the Executive will delegate to TSANZ Ltd on behalf of the Society, the handling and administration of all funds raised or received by, and assets belonging to, the Society.
- (c) A prospective annual budget for the Society will be drawn up by the Executive and approved by the TSANZ Ltd Board. The budget will be considered and ratified at the discretion of the TSANZ Ltd Board in consultation with the President who is ex officio a director on the TSANZ Ltd Board.
- (d) The Society shall hold a bank account in the name of the Society as approved by the Executive. All transfers and withdrawals from that account shall be signed by the President and Treasurer or if one (1) is absent by one (1) other Executive Member and if both are absent by two (2) Executive Members.
- (e) No part of the Society's funds may be used for the private benefit or personal gain of any Member, including any Executive Member, or for any other purpose that is not charitable in law.
- (f) Where required by law, the Executive will make provision for an annual audit or review of the Society's accounts for presentation and approval at the Annual General Meeting. Other provisions for the oversight and protection of the Society will be made as necessary.
- (g) Any auditor or reviewer shall have no personal or financial relationship in the Society or with the Treasurer of the Society.
- (h) The Society shall cause to be kept proper accounts in which a full true and complete record of all income, expenditure and other financial transactions of the Society will be recorded.

11. EXECUTIVE, OFFICERS AND POWERS

11.1 Size, Composition and Powers of Executive

- (a) The affairs of the Society shall be managed by, or under the direction or supervision of the Executive. The Executive shall have all of the powers necessary for managing, directing and supervising the operations and affairs of the Society. Subject to this Constitution decisions of the Executive shall bind the Society. The Executive shall consist of:
 - (i) the President;
 - (ii) the immediate Past President or the President Elect;
 - (iii) not less than three (3) and not more than five (5) Elected Executive Members (as determined by the Executive); and
 - (iv) up to four (4) Co-Opted Executive Members.
- (b) With the exception of Co-Opted Executive Members, an Executive Member must be a Voting Member at all times that he or she is holding office as an Executive Member.
- (c) The Executive must at all times include at least a majority of Voting Members.
- (d) Prior to their election or appointment, every Executive Member must consent in writing to becoming an Executive Member and certify that they are not disqualified from being elected or appointed under this Constitution or Section 47(3) of the Act.
- (e) The Executive may delegate any of its powers, and the operational and administrative functions, of the Society, to a general manager, working group, subcommittee, TSANZ Ltd or any other person the Executive thinks fit.

11.2 President Elect

- (a) Prior to an Executive Member being eligible to be appointed as the President, that Executive Member shall be required to have served a one (1) year term as President Elect immediately prior to assuming office as the President.
- (b) One (1) year before the expiry of the term of any President, the Members shall, in accordance with Rule 11.9, elect a Voting Member to the office of President Elect.
- (c) For the purposes of Rule 11.9, the minimum number of other Voting

Members required to nominate a candidate for election as President Elect, is ten (10).

- (d) The President Elect shall hold the office of President Elect for a term of one year.

11.3 President

- (a) The President Elect shall, on the expiry of his or her one (1) year term, by default assume the position of President.
- (b) The President shall hold the office of President for a term of two (2) years.
- (c) The President will be a member of the TSANZ Ltd Board. He/she will be known as the New Zealand Director for the purpose of the TSANZ Ltd Board.

11.4 Past President

- (a) Upon retiring as the President, that Executive Member by default immediately becomes the Past President.
- (b) The Past President shall have a term of one (1) year as Past President.
- (c) The Past President is eligible for re-election to the position of President Elect after at least a four (4) year non-Executive participation period.

11.5 Treasurer

- (a) The Executive shall, at the first meeting of the Executive held after the annual general meeting at which the position of Treasurer has become vacant, appoint from amongst the newly-elected Elected Executive Members sitting on the Executive at that time, a Treasurer.
- (b) The Treasurer shall hold the office of Treasurer for a term of two (2) years, but shall be eligible for re-appointment for a further term of two (2) years (where the Treasurer has been re-elected as an Elected Executive Member).
- (c) The Treasurer shall not hold the office of Treasurer for more than four (4) consecutive years.
- (d) The Treasurer is eligible for re-election to the position of Treasurer on the expiry of two (2) years after they last held office as Treasurer.
- (e) The Treasurer will be responsible to the Executive and to the Members for ensuring that all the financial details of the Society are presented to the Executive, and the Treasurer will present such data at each Annual General Meeting.

11.6 Elected Executive Members

- (a) The Elected Executive Members referred to in Rule 11.1(a)(iii) shall be

elected in accordance with Rule 11.9, following the Executive declaring the number of vacancies or positions to be filled.

- (b) For the purposes of Rule 11.9(a)(i), the minimum number of Voting Members required to nominate a candidate for election as an Elected Executive Member is two (2).
- (c) Each Elected Executive Member shall hold office for a term of two (2) years, but shall be eligible for re-election for a further term of two (2) years. Elected Executive Members shall not hold office as an Elected Executive Member for more than four (4) consecutive years.

11.7 Co-Opted Executive Members

- (a) The Executive can appoint up to four (4) Co-Opted Executive Members to the Executive as it determines from time to time.
- (b) A Co-Opted Executive Member shall be a person who will bring skills and experience to the Executive to enable the Executive to advance the Purposes.
- (c) Each Co-Opted Executive Member shall hold the office of Co-Opted Executive Member for a maximum term of one (1) year and will be eligible for re-appointment for a further term of one (1) year. Co-Opted Executive Members shall not hold office for more than two (2) consecutive years.

11.8 Secretary

- (a) The Executive shall, at the first meeting of the Executive held after the Annual General Meeting at which the position of Secretary has become vacant, appoint from amongst the newly-elected Elected Executive Members sitting on the Executive at that time, a Secretary.
- (b) The Secretary shall hold the office of Secretary for a term of two (2) years, but shall be eligible for re-appointment for a further term of two (2) years (where the Secretary has been re-elected as an Elected Executive Member).
- (c) The Secretary shall not hold the office of Secretary for more than four (4) consecutive years.
- (d) The Secretary is eligible for re-appointment to the position of Secretary on the expiry of two (2) years after they last held office as Secretary.

11.9 Election of Executive Members

- (a) Nomination of candidates for election as President Elect and Elected Executive Members:
 - (i) must be made in writing in the form prescribed by the Executive from time to time, signed by the requisite number of other Members (as stipulated by this Constitution) and accompanied by written

consent of the candidate (which may be endorsed on the form of the nomination); and

- (ii) must be delivered (including by email) to the Secretary at least twenty-one (21) days before the date fixed for the holding of the election.
- (b) The Executive shall cause an election to be held for candidates as the Elected Executive Members referred to in Rule 11.9(a) prior to an Annual General Meeting or at an Annual General Meeting in whatever manner and upon whichever date the Executive shall decide, which may include an electronic ballot. All Elected Executive Members must be appointed by Ordinary Resolution.
- (c) If insufficient nominations are received to fill all vacancies of Executive Members (referred to in Rule 11.9(a)) on the Executive, the candidates nominated shall be deemed to be elected and further nominations for the vacant positions shall be received at the Annual General Meeting or, in the case of an electronic election, at the Annual General Meeting following the electronic election.
- (d) If insufficient further nominations are received, any vacant positions of Executive Members remaining on the Executive shall be deemed to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies of Executive Members (referred to in Rule 11.9(a)) to be filled, the persons nominated shall be deemed to be elected.
- (f) If the number of nominations received for Executive Members (referred to in Rule 11.9(a)) exceeds the number of vacancies to be filled, a ballot shall be held. The Executive shall determine, in its discretion, how and when the ballot shall be conducted.

11.10 Term

- (a) The term of each Executive Member shall be in accordance with the applicable provisions in Rules 11.2 to 11.8.
- (b) Notwithstanding Rule 11.10(a), where an Executive Member's term expires and he or she is ineligible for reappointment or re-election to that position due to having served the maximum term for that position, the retiring Executive Member shall be eligible to hold another office on the Executive, subject to satisfying the requirements attached to that office.

11.11 Cessation of Office

A person ceases to be an Executive Member when they:

- (a) die;
- (b) cease to be a Voting Member of the Society subject to Rule 11.1(b);

- (c) are a health care professional who has been deregistered;
- (d) becomes bankrupt or makes any arrangement or composition with creditors generally;
- (e) become disqualified from being an Officer under Section 47(3) of the Act;
- (f) become of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
- (g) resign by notice in writing to the Society;
- (h) are absent without permission of the Executive from meetings of the Executive held for more than six (6) consecutive months; or
- (i) finish their term and it expires.

11.12 Casual Vacancies in Executive Member Positions

- (a) If there is a casual vacancy,
 - (i) in the office of President, the President Elect or Past President, as the case may be, will fill such casual vacancy, and hold office for the balance of the term of the vacating President, and where the person filling the casual vacancy is the President Elect, shall continue to hold office for the full term that the President Elect would have held office as President if the original President had not vacated;
 - (ii) in the office of President Elect, that office shall remain vacant for the balance of the term of the vacating President Elect and, at the next Annual General Meeting of the Society, the Voting Members shall, in accordance with Rule 11.9, elect a Voting Member to the office of President, who shall (notwithstanding the provisions of Rule 11.2), immediately assume office as President pursuant to Rule 11.3;
 - (iii) in the office of Past President, that office shall remain vacant for the balance of the term of the vacating Past President;
 - (iv) in the office of an Elected Executive Member, the Executive may appoint a Voting Member to fill any such casual vacancy, and any Executive Member so appointed shall only hold office until the next Annual General Meeting of the Society after the appointment is made; and
 - (v) in the office of a Co-Opted Executive Member, the Executive may appoint a new Co-Opted Executive Member to fill any such casual vacancy, and any Co-Opted Executive Member so appointed shall hold office for a full term pursuant to Rule 11.7(c).
- (b) Notwithstanding any other provision of this Constitution to the contrary,

where there is a casual vacancy in an Executive Member position that arises due to the expiry of the outgoing Executive Member's term, and that vacancy cannot otherwise be filled pursuant to Rule 11.12(a), that outgoing Executive Member may, at the Executive's discretion, continue to hold office for a further term.

11.13 Meetings of Executive

- (a) The Executive shall meet regularly (face to face or by teleconference or any other electronic means) at least four (4) times per annum.
- (b) The Executive shall meet at such times and places as shall be decided by the President and Secretary, giving at least three (3) weeks' notice to all other Executive Members of their intention to do so.
- (c) The chief executive officer of TSANZ Ltd shall have a standing invitation as a guest at all Executive meetings, and the Executive shall provide the chief executive officer of TSANZ Ltd with at least three (3) weeks' notice of all such meetings.
- (d) A quorum will consist of three (3) Executive Members, and a quorum must be present at all times during the meeting.
- (e) The President shall, if present, preside as Chairman of every meeting of the Executive. However, if a meeting of the Executive is held and the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, then:
 - (i) President Elect or Past President, as the case may be, shall; or
 - (ii) failing him or her, the Treasurer shall; or
 - (iii) failing him or her the other Executive Members present must elect one of their number to;be Chair of the meeting.
- (f) Decisions of the Executive will be by majority vote. The President shall have the right to exercise a casting vote at all meetings, as well as having a deliberative vote. Only Elected Executive Members present at an Executive meeting may vote at that meeting.
- (g) Executive meetings may be held via video or telephone conference or other formats as the Executive may decide.
- (h) The Executive must ensure that minutes are kept for the purposes of recording. This shall be mandatory where any Executive decisions pertain to the disbursement of Society funds.
- (i) A resolution in writing, signed or assented to by a majority of the Executive Members then entitled to receive notice of an Executive meeting, is valid

and effective as if it had been passed at a meeting of the Executive duly convened and held, provided that notice of that resolution was sent to all Executive Members and the chief executive officer of TSANZ Ltd no less than five (5) business days before the date of the resolution. An irregularity in the notice of resolution is waived if all Executive Members entitled to receive notice then sign the written resolution. For the avoidance of doubt, a resolution in lieu of an Executive Meeting may be notified, circulated and signed by way of email.

11.14 Contact Officer

The Executive will appoint a Contact Officer from among their number. That person shall remain the Contact Officer until they resign or are replaced by the Executive. If no other person is appointed as the Contact Officer at any time then the Contact Officer will be the President.

12. GENERAL MEETINGS

12.1 Convening general meetings

- (a) An Annual General Meeting shall be held once every calendar year provided that each Annual General Meeting will be held no later than six (6) months after the balance date of the Society and fifteen (15) months after the previous Annual General Meeting.
- (b) The business of the annual general meeting shall be to:
 - (i) present annual reports from office bearers of the operations and affairs of the Society;
 - (ii) present financial statements of the Society for the last financial year;
 - (iii) to conduct elections of Executive Members; and
 - (iv) to conduct general business as the Executive may determine.
- (c) Special General Meetings may be called by the Chair of the Executive. The Executive must call a Special General Meeting if the Society receives a written request signed by at least fifteen (15) Voting Members. Only business specified in the written request and subsequently notified to Voting Members shall be discussed at a Special General Meeting, except with the unanimous approval of those Members present at the Special General Meeting. Pursuant to Section 67 of the Act, the requirement to hold a Special General Meeting under Section 64(3) of the Act is negated in relation to this Constitution and the Society.
- (d) All Meetings will be chaired by the President. If the President is absent the Meeting will be chaired by the President Elect or the Past President.

12.2 Notice of general meetings

- (a) Subject to consent to shorter notice being given, the Members will be given twenty eight (28) days' notice of any general meeting and such notice will specify:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of the business to be transacted at the meeting including notices or motion;
 - (iii) if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this including audio and visual or electronic communication or by a combination of these methods;
 - (iv) the text of any resolution to be submitted to the Meeting; and
 - (v) any other information required by law.
- (b) At all Meetings, twelve (12) Voting Members present in person or by proxy, in accordance with Rule 12.2(a)(iii), shall constitute a quorum.
- (c) All Voting Members present or by proxy shall be entitled to one (1) vote each. Voting will be by show of hands. The Chair will in good faith determine how votes are to be cast by those in attendance in accordance with Rule 12.2(a)(iii).
- (d) An irregularity in a notice of a meeting is waived if all the Voting Members entitled to attend and vote at the Meeting attend the Meeting without protest as to the irregularity, or if all such Voting Members agree to the waiver.
- (e) The accidental omission to give notice of any Meeting or the non- receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate the business at that Meeting.
- (f) Subject to Rule 12.2(d), notice of every Meeting must be given in any manner authorised by this Constitution to:
 - (i) every Member;
 - (ii) every Executive Member; and
 - (iii) the auditor for the time being of the Society (if any).
- (g) No business may be transacted at a Meeting except the business that is specified in the notice of meeting. A Voting Member who wants an item of business to be transacted at a Meeting must give notice of the business in writing to the Society. The Society must include the item of business in the next notice of Meeting provided the Voting Member's notice is received twenty one (21) days before the notice of Meeting is sent (including by email).

12.3 Proxies

- (a) A Voting Member who is entitled to attend and vote at a Meeting may appoint a person as the Voting Member's proxy to attend and vote for the Voting Member at the Meeting.
- (b) If a Voting Member appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll. The instrument appointing a proxy must be in writing signed by the appointer or the appointer's attorney duly authorised in writing, and sent (including by email) to the Executive and received not less than forty eight (48) hours before the Meeting. The instrument of proxy is valid if it contains the following information:
 - (i) the name and address of the Voting Member; and
 - (ii) the name of the Society; and
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the Meeting(s) at which the instrument of proxy may be used.
- (c) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified Meeting is only valid for that Meeting and any postponement or adjournment of that Meeting.
- (d) An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by sub-Rule 12.3(b). An instrument may be revoked at any time by notice in writing to the Society.
- (e) Minutes will be kept for all Meetings by the Secretary.

12.4 Resolution in Lieu of a General Meeting

- (a) Subject to this Constitution, a resolution in writing (including by way of email) signed or assented to by not less than 75% of Voting Members will be as valid and effectual as if it had been passed at an Annual General Meeting or Special General Meeting.
- (b) Any such resolution may consist of several documents (including email messages assenting to the resolution, scanned copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Voting Members.

13. ALTERATION OF RULES

- (a) If any matter arises which is not, in the opinion of the Executive, provided for under this Constitution, the matter will be determined by the Executive as it sees fit, and every such determination will be binding on the Society.
- (b) Any amendment of this Constitution must be:

- (i) in writing;
 - (ii) approved at a Meeting of the Society by Special Resolution; and
 - (iii) signed by at least three (3) Voting Members.
- (c) No addition to, deletion from, or alteration of the Society's Rules shall be made which would allow personal pecuniary profits for any Members.
- (d) Any proposed amendment to this Constitution must be provided to the Voting Members at the time applicable Notice of Meeting is provided to Voting Members along with the reasons for the proposal and the Executive's recommendation.
- (e) The Executive may amend the terms of this Constitution by a unanimous resolution of the Executive if the amendment:
- (i) has no more than a minor effect; or
 - (ii) corrects errors or makes similar technical alterations;
- PROVIDED THAT the Executive provides written notice of the amendment to every Voting Member of the Society with the notice stating the text of the amendment and the right of the Member to object to the amendment.
- (iii) If no Voting Member objects within twenty (20) working days after the date on which the notice is sent, the Executive may make the amendment.
 - (iv) If a Voting Member objects to the amendment made under Rule 13(e) within twenty (20) working days after the date on which the notice is sent the Society may not make the amendment under this Rule.
- (f) No Rule change will take effect until the Society has filed the changes with the Registrar.

14. CONTROL AND MANAGEMENT OF FINANCES

The Executive shall:

- (a) ensure that the funds and property of the Society are controlled and managed by or under the supervision of the Executive in accordance with this Constitution and the Act to further the Society's Purposes;
- (b) cause proper accounting and financial records to be kept and ensure that financial statements are prepared in accordance with the Act;
- (c) where required by the Act or the Charities Act, cause the financial records

to be audited or reviewed by a properly qualified auditor or other entity authorised by law; and

- (d) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Society or any of them will be open to the inspection of Members.

15. LIABILITY, INDEMNITY AND INSURANCE

- (a) No Member will be liable in respect of any contract or other obligation made or incurred by the Society.
- (b) The Society may, with authority of the Executive, indemnify and/or obtain insurance for an Officer in accordance with the Act.

16. EXECUTION OF DOCUMENTS

16.1 Method of contracting

A contract or other enforceable obligation may be entered into by the Society pursuant to a resolution of the Executive as follows:

- (a) an obligation which, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Society in writing signed under the name of the Society, by:
 - (i) two (2) or more Executive Members of the Society; or
 - (ii) an Executive Member or any other person or class of persons authorised by the Executive for that purpose whose signature or signatures must be witnessed; or
 - (iii) one (1) or more attorneys appointed by the Society in accordance with Rule 16.3; and
- (b) an obligation which, if entered into by a natural person, is by law, required to be in writing, may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority; and
- (c) an obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

16.2 Proof of authority

A copy of a resolution of the Executive authorising a person to enter into a contract

or other enforceable obligation on behalf of the Society will be proof of such authority notwithstanding that the authority may have been subsequently revoked.

16.3 Attorneys

The Society may, by an instrument in writing executed in accordance with Rule 16.1, appoint a person as its attorney either generally or in relation to a specified matter or matters. An act of the attorney in accordance with the instrument binds the Society.

17. COMPLAINTS AND GRIEVANCE PROCEDURE

17.1 How complaint is made

(a) Notice of complaint – Member or Executive Member

A Member or Executive Member may make a complaint by giving to the Executive a notice in writing that:

- (i) states that the Member or Executive Member is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
- (iii) if there were any witnesses to the incident, sets out the names of the witnesses; and
- (iv) sets out any other information reasonably required by the Society.

(b) Notice of complaint – Society

The Society may make a complaint involving an allegation against a Member or Executive Member by giving to the Member or Executive Member a notice in writing that:

- (i) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- (ii) sets out the allegation to which the dispute relates.

17.2 Person who makes complaint has right to be heard

- (a) A Member or an Executive Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (b) If the Society makes a complaint:
 - (i) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and

- (ii) an Executive Member may exercise that right on behalf of the Society.
- (c) Without limiting the manner in which the Member, Executive Member or Society may be given the right to be heard, they must be taken to have been given the right if:
 - (i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing (if any) is held before the decision maker; and
 - (iv) the Member's, Executive Member's or Society's written statement or submissions (if any) are considered by the decision maker.

17.3 Person who is subject of complaint has right to be heard

- (a) This Rule applies if a complaint involves an allegation that a Member, an Executive Member or the Society (the respondent):
 - (i) has engaged in misconduct; or
 - (ii) has breached, or is likely to breach, a duty under the Society's Constitution or by-laws or this Act; or
 - (iii) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- (b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (c) If the respondent is the Society. An Executive Member may exercise the right on behalf of the Society.
- (d) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
 - (i) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iv) an oral hearing (if any) is held before the decision maker; and
 - (v) the respondent's written statement or submissions (if any) are

considered by the decision maker.

17.4 Investigating and determining complaint or grievance

- (a) The Executive or the Executive's nominee must, as soon as is reasonably practicable after receiving a complaint or grievance made in accordance with its Constitution, investigate and determine the complaint or grievance.
- (b) Those complaints and grievances must be dealt with by the Executive or the Executive's nominee in a fair, efficient, and effective manner as outlined in the Society's complaint process which will be reviewed by the Executive from time to time.

17.5 Society may decide not to progress complaint

Despite Rule 17.4 the Executive may decide not to proceed with a matter further if:

- (a) the matter is trivial; or
- (b) the matter does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or Executive Member has engaged in material misconduct;
 - (ii) that a Member, Executive Member or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or by-laws or the Act;
 - (iii) that a Member's rights or interests or rights or interests generally have been materially damaged; or
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue has already been investigated and dealt with under the Constitution; or
- (f) there has been an undue delay in making the complaint.

17.6 Referral of complaint or grievance

The Executive or its nominee may refer a complaint or grievance to:

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, and arbitral tribunal, or an external person to investigate and make a decision.

The Executive or its nominee may, with the consent of all parties to a complaint, refer

the complaint to any type of consensual dispute resolution.

17.7 Decision makers

A person may not act as a decision maker in relation to a complaint or grievance if two (2) or more Members of the Executive or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

18. WINDING UP

- (a) The Society may be wound up on the passing of a resolution to wind up carried by:
 - (i) 67% of Voting Members at a Meeting; and
 - (ii) a Special Resolution at a subsequent Meeting not less than thirty (30) days after the date of the approval under Rule 18(a)(i).
- (b) If the Society is wound up:
 - (i) the Society's debts, costs and liabilities will be paid;
 - (ii) any surplus assets and/or funds of the Society will be distributed to such other not-for-profit entity (as defined in the Act) with a purpose of promoting the interests of respiratory diseases as the Society decides by Special Resolution (which could be determined in the same Special Resolution as in Rule 18(a)(i); and
 - (iii) on winding up or dissolution of the Society any surplus funds or assets shall not be paid or distributed to any Members but shall be applied to a purpose in line with the Society's purposes or given or transferred to another not-for-profit organisation.

19. NOTICES

- (a) A notice which must be given to the Society by a Member in accordance with this Constitution will be deemed to be given to the Society when it is given to the Chair.
- (b) A notice or other document may be served on a Member (or any other person under this Constitution) either personally or by sending it by post or email to the Member at the address (or email address) shown on the register of Members.

- (c) A notice or other document sent by post is to be treated as having been given to the person at the time the letter would have been delivered in the ordinary course of the post. A notice or other document sent by email is to be treated as having been given to the person when sent, unless the sender is aware that the email was not received at that time.