

Constitution



The Thoracic Society of Australia and New Zealand Limited

Version 31 March 2022

Table of Contents

1.	Name of the Company	1
2.	Type of Company	1
3.	Replaceable Rules.....	2
4.	Definitions and Interpretation.....	2
4.1	Definitions	2
4.2	Interpretation	5
5.	Objects and Purposes	6
5.1	Objects	6
5.2	Income and Property.....	8
5.3	Remuneration of Directors	8
MEMBERSHIP		9
6.	Admission to Membership	9
6.1	Number of Members	9
6.2	Pre-condition to Membership	9
6.3	Becoming a Member.....	9
6.4	Classes of Membership	9
6.5	Ordinary Members	9
6.6	Associate Members	10
6.7	Emeritus Members.....	11
6.8	Honorary Life Members	11
6.9	Associate Honorary Life Members.....	11
6.10	Student Members.....	11
6.11	TSANZ NZ.....	11
6.12	Eligibility for Membership	12
6.13	Application for Membership	13
6.14	Consideration for application for Membership	14
6.15	Registration as Member.....	14
6.16	Non-voting Members.....	14
7.	Membership entitlements not transferable	15
8.	Representative.....	15
9.	Subscriptions	16
10.	Cessation of Membership	17
11.	Disciplining of Members.....	18
11.1	Disciplining of Members.....	18
11.2	Right of Appeal of Disciplined Member.....	19
12.	Resolution of Disputes Between Members.....	20
GENERAL MEETINGS		21
13.	Convening of General Meetings	21
14.	Notice of General Meeting	22
15.	Cancellation or Postponement of General Meeting.....	22
PROCEEDINGS AT GENERAL MEETINGS		23
16.	Quorum	23
17.	Chairman	24
18.	Adjournments.....	25
19.	Determination of Questions	25
20.	Polls	26
21.	Voting Rights	26
22.	Voting Disqualification	26

23.	Objection to Qualification to Vote	27
24.	Persons of Unsound Mind and Minors	27
25.	Chairman's Casting Vote	27
26.	Right of Non-Members to Attend General Meeting	27
PROXIES		28
27.	Right to Appoint Proxies	28
28.	Appointing a Proxy.....	28
	28.1 Appointing a Proxy	28
	28.2 Instrument of Proxy	28
29.	Lodgment of Proxies	29
30.	Validity of Proxies	29
31.	Rights of Proxies and Attorneys	30
APPOINTMENT AND REMOVAL OF DIRECTORS		30
32.	Number and Appointment of Directors	30
	32.1 Number of Directors	30
	32.2 Constitution of Board	31
	32.3 President Elect	31
	32.4 President	31
	32.5 Past President.....	32
	32.6 Branch Director	32
	32.7 New Zealand Director	33
	32.8 Member Elected Directors	33
	32.9 Other Office Holders	33
	32.10 Board Secretary	33
	32.11 Treasurer.....	34
	32.12 Standing Sub-Committee Chair	34
	32.13 Co-Opted Directors	34
	32.14 Affiliate Directors	34
	32.15 Election of Directors	35
33.	General Right to Appoint and Remove Directors	35
34.	Vacation of Office	36
35.	ALTERNATE DIRECTORS	37
POWERS AND DUTIES OF DIRECTORS		37
36.	Duties of Directors	37
37.	Powers of Directors	38
38.	Negotiable Instruments	38
39.	Conferment of Powers	38
DIRECTORS' DISCLOSURE OF INTEREST		39
40.	Contracts.....	39
PROCEEDINGS OF DIRECTORS		40
41.	Meetings of Directors	40
42.	Quorum	40
43.	Chairman	41
44.	Voting	41
45.	Resolutions by Directors	41
46.	Committee of Directors	42
	46.1 Standing Sub-Committees	42
	46.2 Other Committees	42
47.	Validation of Acts of Directors.....	43

MINUTES.....	43
48. Minutes	43
COMPANY SECRETARY	44
49. Appointment and Tenure	44
BRANCHES.....	44
50. Branches.....	44
SPECIAL INTEREST GROUPS.....	45
51. Special Interest Groups	45
EXECUTION OF DOCUMENTS	46
52. Execution of Documents.....	46
ACCOUNTS AND INSPECTION OF RECORDS.....	46
53. Accounts and Inspection.....	46
NOTICES.....	47
54. Service of Notices.....	47
55. Notices of General Meeting	48
WINDING UP	48
56. Winding Up	48
INDEMNITY	49
57. Indemnity	49
57.1 General Indemnity.....	49
57.2 Deed of Indemnity.....	50
58. Payment of Indemnity Policy Premium.....	50
59. Indemnity to Continue.....	51
ANNEXURE A.....	52
APPENDIX 1 – BY-LAWS.....	53

1. NAME OF THE COMPANY

The name of the Company is The Thoracic Society of Australia and New Zealand Limited.

2. TYPE OF COMPANY

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) Subject to this Constitution, each person who is a Member and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:
 - (i) payment of debts and liabilities of the Company;
 - (ii) payment of the costs, charges and expenses of winding up; and
 - (iii) any adjustment of the rights of the contributories among Members.
- (c) The amount that each Member or past Member is liable to contribute is limited to \$5.50 (GST inclusive).
- (d) The Members acknowledge that the Company has the power to collect the Member's Guarantee Amount at any time prior to the time referred to in **clause 2(b)** on the following conditions:
 - (i) the Company holds the Member's Guarantee Amount in trust for the Member until such time as it can be appropriated pursuant to this Constitution;
 - (ii) any Member's Guarantee Amount held in trust by the Company will not entitle that Member to any interest on the Member's Guarantee Amount; and
 - (iii) upon the death of the Member or upon cessation of the Member's Membership, the Member's Guarantee Amount will be added to the Company's donations and bequests accounts unless otherwise directed in writing by the Member or the Member's executor within one (1) month of the Member's death or cessation of the Member's Membership.

3. REPLACEABLE RULES

This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

4. DEFINITIONS AND INTERPRETATION

4.1 Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

Act means the *Corporations Act 2001* (Cth).

ACNC means the Australian Charities and Not-for-Profits Commission.

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

ACNC Regulation means whichever of the *Australian Charities and Not-for-Profits Commission Amendment Regulation 2013* or any amended version of that regulation which is in force from time to time.

Affiliate Director means the Director appointed to the Board in accordance with **clause 32.14**.

Affiliated Organisation means any organisation that the Board designates as being an organisation that is affiliated with the Company.

Associate Honorary Life Member means a person described in **clause 6.9**.

Associate Member means a person described in **clause 6.6**.

Association means The Thoracic Society of Australia and New Zealand Incorporated ABN 17 057 925 836.

Board means the board of Directors.

Board Secretary means the person appointed as the secretary of the Board in accordance with **clause 32.10**.

Branch means a geographic area of Members in Australia and New Zealand as decided from time to time by the Company. The Branches, as at the date of incorporation of the Company, are the following:

- (a) New South Wales/Australian Capital Territory;
- (b) Victoria;
- (c) Queensland;
- (d) South Australia/Northern Territory;
- (e) Western Australia;
- (f) Tasmania; and
- (g) New Zealand (which is incorporated as The Thoracic Society of Australia and New Zealand (NZ Branch) Incorporated).

Branch Director means the Director appointed to the Board in accordance with **clause 32.6**.

Branch President means the president of each Branch.

By-Laws means the by-laws contained in Appendix 1 as amended from time to time by the Board.

Chairman means the person holding that office under this Constitution and includes any assistant or acting chairman.

Charity means an entity that is registered with the ACNC.

Committee means a committee established in accordance with **clause 46**.

Company means The Thoracic Society of Australia and New Zealand Limited.

Company Secretary means the person appointed as the secretary of the Company and includes any assistant or acting secretary.

Constitution means this Constitution as amended or supplemented from time to time.

Co-Opted Director means the Director appointed to the Board in accordance with **clause 32.13**.

Corporations Act means the *Corporations Act 2001* (Clth).

Director means any person holding the position of a director of the Company and **Directors** means the directors for the time being of the Company or, as the context permits, such number of them as have authority to act for the Company.

DGR means a deductible gift recipient as defined by law from time to time.

Emeritus Member means a person described in **clause 6.7**.

Fellow is a Member on whom the title of “Fellow” has been bestowed either under the Constitution or the By-Laws.

Honorary Life Member means a person described in **clause 6.8**.

Member means a Voting Member or a Non-voting Member; (and **Membership** has a corresponding meaning).

Member Elected Director means a Director appointed to the Board in accordance with **clause 32.8**.

Member Present means, in connection with a meeting of Members, a Member being present in person or by proxy or attorney or Representative.

Member’s Guarantee Amount means the amount referred to in **clause 2(c)**.

New Zealand Director means the Director appointed to the Board in accordance with **clause 32.7**.

Non-voting Members means:

- (a) Associate Members;
- (b) Student Members;
- (c) TSANZ NZ; and
- (d) Associate Honorary Life Members.

Office means the registered office for the time being of the Company.

Officer has the same meaning as given to that term in section 9 of the Corporations Act.

Ordinary Member means a person described in **clause 6.5** and **clause 6.6(b)**.

Past President means the immediately preceding President of the Board appointed in accordance with **clause 32.5**.

President means the President of the Board elected in accordance with **clause 32.4**.

President Elect means the Director who will next succeed as the President of the Board in accordance with **clause 32.3**.

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

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Corporations Act.

Representative means a person authorised in accordance with section 250D of the Corporations Act to act as a representative of a body corporate Member, as described in **clause 8**.

SIG Convenor means a person appointed as Convenor of a SIG under **By-Law 13** or a person elected as a Convenor of a SIG under **By-Law 15**.

Special Interest Groups means a special interest group established in accordance with **clause 51**.

Special Resolution has the meaning given to it by the Corporations Act.

Standing Sub-Committee means a standing sub-committee of the Company established in accordance with **clause 46.1**.

Standing Sub-Committee Chair means the chair of a Standing Sub-Committee in accordance with **clause 32.12**.

Student Member means a person described in **clause 6.10**.

Subscription means the subscription fees payable by Members pursuant to **clause 9(a)**.

TSANZ NZ means The Thoracic Society of Australia and New Zealand (NZ Branch) Incorporated, as described in **clause 6.11**.

Treasurer means the Director appointed to the Board in accordance with **clause 32.11**.

Voting Members means:

- (a) Ordinary Members;
- (b) Emeritus Members; and
- (c) Honorary Life Members.

4.2 Interpretation

- (a) In this Constitution, unless there is something in the subject or context which is inconsistent:
 - (i) the singular includes the plural and vice versa;
 - (ii) each gender includes the other genders;

-
- (iii) the word "person" means a natural person and any partnership, 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 clause or schedule is to a clause 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.
- (b) An expression used in a particular Part or Division of an Act or Regulation that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.
 - (c) Headings do not form part of or affect the construction or interpretation of this Constitution.

5. OBJECTS AND PURPOSES

5.1 Objects

- (a) The Company is a health promotion charity established to promote and advance clinical standards, education and research in respiratory disease by:
 - (i) promoting the highest quality and standards of patient care;
 - (ii) promoting the development and application of knowledge about respiratory health and disease;
 - (iii) promoting the highest quality air standards including a tobacco smoke free society and effective regulation of alternative nicotine delivery systems;
 - (iv) promoting collaboration between all national organisations whose objects are to improve the well being of individuals

- with lung disease and to promote better lung health for the community;
- (v) promoting the professional and collegiate needs of the Membership; and
 - (vi) anything else ancillary to the objects set out in **clause 5.1**.
- (b) In pursuing the foregoing the Company shall endeavour to:
- (i) define and promote standards of clinical practice at the level appropriate to current knowledge;
 - (ii) promote the review of, and research into the effectiveness of, current, new and proposed methods for the diagnosis, management and prevention of respiratory disease;
 - (iii) ensure that the training of medical and other health professionals in respiratory disorders at undergraduate and particularly at postgraduate levels is appropriate and of a high quality;
 - (iv) ensure that the workforce requirements and facilities for patient care and research related to respiratory disease are appropriate to the magnitude of the problem of respiratory disease in the community and to current knowledge;
 - (v) promote clinical, basic and epidemiological research into respiratory disorders and the publication of the results of such research;
 - (vi) support the aims and assist the activities of likeminded organisations including the Lung Foundation Australia or any other successor thereto;
 - (vii) provide a forum for presentation and critical review of research dealing with respiratory diseases and disorders;
 - (viii) 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 respect thereof;
 - (ix) promote the reasonable social and professional needs of the Members required to ensure the continuing involvement in this aspect of medicine;
 - (x) promote and help define ethical standards of medical practice and research in the area of respiratory disease;

- (xi) seek to establish links and enter into relationships with national and international professional societies having similar objects;
- (xii) maintain and promote the continuing education of the Membership; and
- (xiii) do all such other lawful things as are incidental or conducive to the attainment of the above objects.

5.2 Income and Property

- (a) Subject to **clause 5.3**, the income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 5.1**.
- (b) No income or property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company. However nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Company.

5.3 Remuneration of Directors

Directors may be paid:

- (a) such remuneration, and on such conditions, as the Board thinks fit;
- (b) out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
- (c) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director (for which the Director may be remunerated pursuant to **clause 5.3(a)**), where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

MEMBERSHIP

6. ADMISSION TO MEMBERSHIP

6.1 Number of Members

The Company must have at least twenty five (25) Members.

6.2 Pre-condition to Membership

A person is entitled to become a Member if that person agrees to assume the liability to pay the Member's Guarantee Amount and otherwise satisfies the criteria for the relevant class of Membership.

6.3 Becoming a Member

Subject to the Corporations Act, a person becomes a Member on the registration of that person's name in the Register.

6.4 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 Board from time to time, including in any By-Laws.

- (b) Non-voting Members made up of:
 - (i) Associate Members;
 - (ii) Student Members;
 - (iii) TSANZ NZ;
 - (iv) Associate Honorary Life Members; and
 - (v) any other class of Non-voting Members, as determined by the Board from time to time, including in any By-Laws.

6.5 Ordinary Members

An Ordinary Member is a person who:

- (a) (i) is a legally qualified medical practitioner, scientist or other health professional who has received appropriate postgraduate training and qualifications in respiratory medicine, sleep medicine, thoracic surgery or related fields; or
- (ii) in the opinion of the Board has made a worthwhile contribution to the study or practice of respiratory medicine, sleep medicine, thoracic surgery or related fields; and
- (b) meets the eligibility requirements set out in **clause 6.12**; and
- (c) has had their application for Membership approved in accordance with this Constitution.

6.6 Associate Members

- (a) An Associate Member is a person who:
 - (i) is a legally qualified medical practitioner, other health professional or other suitably qualified person; and
 - (ii) is interested in respiratory medicine, sleep medicine, thoracic surgery or related fields;but:
 - (iii) does not meet the requirements of an Ordinary Member; and
 - (iv) meets the eligibility requirements set out in **clause 6.12**; and
 - (v) has had their application for Membership approved in accordance with this Constitution.
- (b) An Associate Member will become an Ordinary Member once the eligibility requirements for Ordinary Membership set out in **clause 6.5** have been satisfied. Once such eligibility requirements have been met, the Associate Member must apply for Ordinary Membership in accordance with **clause 6.13** and must pay any additional Subscription arising from the change in class of Membership. Should an Associate Member meet the eligibility requirements for Ordinary Membership but fail to apply for Ordinary Membership, the Board may make the Associate Member an Ordinary Member, notwithstanding the Associate Member not having complied with **clause 6.13**. The Company Secretary shall notify the Associate Member of the change in Membership class.

6.7 Emeritus Members

An Emeritus Member is a retired voting Member whom the Board determines to admit to that category of Membership on the basis of that Member having made a notable contribution to the understanding, treatment or practice of respiratory medicine generally.

6.8 Honorary Life Members

An Honorary Life Member is a person whom the Board believes is sufficiently meritorious to bestow an honour upon and determines to admit that person to that category of Membership.

6.9 Associate Honorary Life Members

An Associate Honorary Life Member is a person whom the Board believes is sufficiently meritorious to bestow an honour upon and determines to admit to that category of Membership. The person may have been a non-voting member of the Company but need not have been a member of the Company.

6.10 Student Members

A Student Member is a person who:

- (a) is enrolled full time in a recognised tertiary institution in Australia or New Zealand;
- (b) is studying to be a medical practitioner, scientist or other health professional;
- (c) is interested in respiratory medicine, sleep medicine, thoracic surgery or related fields;
- (d) meets the eligibility requirements set out in **clause 6.12**; and
- (e) has had their application for Membership approved in accordance with this Constitution.

6.11 TSANZ NZ

- (a) In 1989 the New Zealand Thoracic Society was amalgamated with the Australian Thoracic Society to form the Association.
- (b) The New Zealand branch of the Association subsequently incorporated itself as a separate legal entity in New Zealand, which is TSANZ NZ.
- (c) TSANZ NZ is governed by its own constituent document and operates subject to the laws of New Zealand.

- (d) TSANZ NZ is a Member of the Company and, subject to **clause 50(e)**, must comply with this Constitution and the By-Laws.
- (e) TSANZ NZ shall be a Non-voting Member of the Company.
- (f) TSANZ NZ has its own members. Those members are entitled to become Members and share all of the rights afforded to Members pursuant to this Constitution.
- (g) The New Zealand Branch President will, by virtue of that office, automatically be appointed to the Board pursuant to **clause 32.7**.
- (h) For the purposes of this Constitution, TSANZ NZ is, in all respects, the same as the New Zealand Branch.

6.12 Eligibility for Membership

- a) Any person is eligible to become a Member if the person:
 - i. with the exception of TSANZ NZ, is a natural person;
 - ii. is, in the Board's opinion, of good character;
 - iii. is, in the Board's opinion, a person who may not be excluded from membership by reason of the application of clause 6.12 (c);
 - iv. with the exception of:
 - A. Emeritus Members;
 - B. Honorary Life Members;
 - C. TSANZ NZ; and
 - D. Associate Honorary Life Memberslodges an application form in accordance with **clause 6.13**;
 - v. in the event that the person in question resides in New Zealand, they are at all times a member of TSANZ NZ;
 - vi. subject to **clauses 9(a)** and **9(e)**, pays the first annual Subscription in accordance with **clause 9**; and
 - vii. with the exception of TSANZ NZ, has the requisite educational qualifications and training, and provides evidence of those educational qualifications upon request.

- b) The Board will, in its discretion, determine the educational qualifications required for each class of Membership, from time to time.
- c) A person does not qualify for Membership if, at any time from 1 October 2022 onwards (and not before that date), that person:
 - i. is or has been a full, or part-time, employee of, or a paid consultant to, any entity that develops or markets tobacco-based products, whether combustible or non-combustible or any entity that develops or markets nicotine delivery products that are not approved for therapeutic use; or
 - ii. is or has been a full or part-time, employee of, or paid consultant to, any entity that, in the opinion of the Board, has any real or perceived, direct or indirect link, to any entity that develops or markets tobacco-based products, whether combustible or non-combustible or any entity that develops or markets nicotine delivery products that are not approved for therapeutic use.
- d) For the avoidance of doubt, a reference to an entity in this clause 6.12 includes but is not limited to:
 - i. an organisation or association, whether incorporated or unincorporated;
 - ii. an entity that holds an interest in an entity (such as a holding company); and
 - iii. an entity that is a subsidiary of an entity.

6.13 Application for Membership

- (a) Only a person satisfying the eligibility requirements for Membership referred to in **clause 6.12** may apply for Membership.
- (b) With the exception of:
 - (i) Emeritus Members;
 - (ii) Associate Honorary Life Members
 - (iii) Honorary Life Members; and
 - (iv) TSANZ NZ;

applicants for Membership must:

- (v) complete an application form prescribed by the Board from time to time;
- (vi) be proposed and seconded by existing Voting Members; and
- (vii) lodge application forms at the Office.

6.14 Consideration for application for Membership

- (a) Subject to **clauses 6.7** and **6.8**, at the first meeting of the Board after an application for Membership has been received by the Board, the Board must consider the application and either accept or reject the application.
- (b) The Board can accept or reject an application in its unfettered discretion and is not required to provide any reasons to anyone for its acceptance or rejection of an application for Membership.

6.15 Registration as Member

- (a) If the Board accepts an application for Membership, the Company Secretary must notify the applicant of the acceptance and register the name of the person in the Register.
- (b) If the Board rejects an application for Membership, the Company Secretary must notify the unsuccessful applicant and any moneys lodged by that applicant shall be returned to the applicant.

6.16 Non-voting Members

Non-voting Members have all of the rights and privileges of Voting Members, except that they:

- (a) may not exercise any voting rights; and
- (b) (with the exception of being eligible to be a SIG Convenor, subject to Board approval) are not eligible for election to the position of an Officer of the Company.

7. 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.

8. REPRESENTATIVE

- (a) This **clause 8** only applies to TSANZ NZ.
- (b) TSANZ NZ must appoint as its Representative a natural person.
- (c) The name and address of the Representative will be entered in the Register as the representative of TSANZ NZ.
- (d) All correspondence and notices from the Company will be served on that Representative and any notice served on a Representative will be deemed to be served on TSANZ NZ.
- (e) If the appointment of a Representative by TSANZ NZ is made by reference to a position held, the appointment must identify the position.
- (f) Despite **clause 7**, TSANZ NZ may remove and replace a Representative where TSANZ NZ gives written notice to the Board in a form approved by the Board.
- (g) A signature by a Representative of TSANZ NZ on behalf of TSANZ NZ is taken to be the signature of TSANZ NZ for the purposes of this Constitution.
- (h) Any power or right of TSANZ NZ as granted by this Constitution can be exercised by the Representative of TSANZ NZ.
- (i) TSANZ NZ is represented at meetings of Members by its Representative, subject to the right of a Representative to appoint a proxy pursuant to **clause 27**.
- (j) The actions of a Representative bind TSANZ NZ.
- (k) Each Representative will comply with the terms of this Constitution in all matters pertaining to the Company as if a Member himself or herself.

9. SUBSCRIPTIONS

- (a) There shall be an annual Subscription payable by each Member to the Company, except:
 - (i) Emeritus Members;
 - (ii) Honorary Life Members;
 - (iii) Associate Honorary Life Members; and
 - (iv) TSANZ NZ.
- (b) A person who has been bestowed the title of "Fellow" shall pay the annual Subscription (if any) applicable to the class of Membership of which that person is a Member.
- (c) The Board is at liberty to charge different classes of Membership different rates of Subscription.
- (d) Subject to **clause 9(e)**, the amount of any annual Subscription shall be fixed by the Board and shall be payable by Members at such times and in such manner as determined by the Board from time to time. The first annual Subscription is to be paid at the time of lodging an application for Membership in accordance with **clause 6.13**.
- (e) The Board may in its discretion:
 - (i) determine that no annual Subscription is payable by a Member, a class of Members or any Members in a given year; or
 - (ii) a discounted annual Subscription is payable by a Member, a class of Members or any Members in a given year; and
 - (iii) extend the time for payment of an annual Subscription by any Member.
- (f) Subject to **clause 9(e)**, if a Member fails to pay an annual Subscription:
 - (i) within thirty (30) days after it falls due; and
 - (ii) then fails to rectify the default within twenty eight (28) days of being notified of the default by the Company

that Member's Membership (and all associated Membership benefits and rights) shall be suspended.

-
- (g) Where a Member's Membership is suspended in accordance with **clause 9(f)** the Board may, in its discretion:
 - (i) terminate the Member's Membership and require the former Member to reapply in accordance with **clause 6.13** before reinstating such Membership; or
 - (ii) require the suspended Member to pay the full annual Subscription for the current year, plus an administration fee (which is a genuine reimbursement of the cost of administering the reinstatement of the Member) which shall be payable in such amount and in such a manner as determined by the Board from time to time, before the Membership is reinstated.
 - (h) No part of any annual Subscription shall be refunded to a Member who ceases to be a Member in accordance with **clause 10**.

10. CESSATION OF MEMBERSHIP

- (a) A Member's Membership will cease:
 - (i) on the date that is one (1) month after the Company Secretary receives written notice of resignation from that Member;
 - (ii) upon that Member's death;
 - (iii) if the Member is expelled pursuant to **clause 11**;
 - (iv) upon that Member no longer satisfying the criteria for its respective class of Membership (unless transferred to another class of Membership by the Board);
 - (v) with respect to TSANZ NZ, upon TSANZ NZ being wound up or dissolved;
 - (vi) if the Company in a general meeting resolves by a Special Resolution to terminate the Membership of a Member:
 - (A) who has refused or neglected to comply with a provision of the Constitution; or
 - (B) who has wilfully acted in a manner prejudicial to the interests of the Company; or
 - (C) whose conduct or circumstances in the opinion of the Company renders it

undesirable that that Member continue to be a Member of the Company.

- (b) A Member may at any time, pursuant to **clause 10(a)(i)**, resign as a Member, but shall continue to be liable for:
 - (i) any Subscription and all arrears due and unpaid at the date of resignation;
 - (ii) all other monies due by the Member to the Company at the date of resignation;
 - (iii) any sum for which the Member is liable as a Member of the Company under **clause 2(b)**; and
 - (iv) if applicable, the Member's Guarantee Amount.

11. DISCIPLINING OF MEMBERS

11.1 Disciplining of Members

- (a) Where the Board is of the opinion that a Member has:
 - (i) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) persistently and wilfully acted in a manner prejudicial to the interests of the Company;the Board may:
 - (iii) expel the Member from the Company; or
 - (iv) suspend the Member from Membership of the Company for a specified period.
- (b) A resolution of the Board pursuant to **clause 11.1(a)** will be of no effect unless the Board confirms the resolution in accordance with this clause at a Board meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service on the Member of notice under **clause 11.1(c)**, unless another time has been agreed pursuant to **clause 11.1(c)(ii)**.
- (c) If the Board resolves under **clause 11.1(a)** to expel or suspend any Member, the Company Secretary must serve the Member with a notice in writing:
 - (i) setting out the resolution of the Board and the grounds upon which it is based;

- (ii) stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice, unless otherwise agreed between the Member and the Board;
- (iii) stating the date, place and time of that meeting; and
- (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting;
 - (B) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (d) At a meeting of the Board held in accordance with **clause 11.1(c)**, the Board must:
 - (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and
 - (iii) resolve whether to confirm or to revoke the decision to expel or suspend the Member.
- (e) The Member must be notified in writing of the decision of the Board within seven (7) days. If the Board resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under **clause 11.2**.
- (f) A resolution confirmed by the Board under **clause 11.1(d)** does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution; or
 - (ii) if the Member exercises the right of appeal, until the Company confirms the resolution pursuant to **clause 11.2(d)**.

11.2 Right of Appeal of Disciplined Member

- (a) A Member may appeal to the Company at a general meeting against a resolution of the Board, which is confirmed under **clause 11.1(d)**. Written notice of such an appeal must be lodged with the Company Secretary within seven (7) days of service of the notice required under **clause 11.1(e)**.

-
- (b) Upon receipt of a notice of appeal the Company Secretary must convene a general meeting of the Company to be held within forty two (42) days after the date of receipt of the notice.
 - (c) At a general meeting of the Company convened under **clause 11.2(b)**:
 - (i) no business other than the question of the appeal may be transacted;
 - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in the writing, or both; and
 - (iii) the Members Present must vote by secret ballot on the question of whether the resolution will be confirmed.
 - (d) Confirmation of the resolution shall be by Special Resolution of those Members Present who are entitled to vote.
 - (e) The Member the subject of these disciplinary procedures is entitled to:
 - (i) subject to **clause 11.2e(ii)** bring a support person to any meeting with the Company, which meetings are being held pursuant to this **clause 11**; and
 - (ii) if the support person is legally qualified, the Member must notify the Company or the Board (as the case may be) at least five (5) business days before the meeting that the support person attending the meeting will be legally qualified.
 - (f) Natural justice will be applied during every disciplinary process under this **clause 11**, requiring the Company to act fairly, in good faith and without bias or conflict of interest when making its decision.

12. RESOLUTION OF DISPUTES BETWEEN MEMBERS

- (a) Disputes between Members (in their capacity as Members), including disputes relating to fundraising issues, shall be referred to the Board which must take steps to resolve the dispute.
- (b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within thirty (30) days of its being referred, then that party may refer the dispute to mediation

before a mediator appointed by mutual agreement of the parties.

- (c) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the New South Wales Law Society.
- (d) The costs of the mediator appointed pursuant to **clause 12(b)** or **clause 12(c)** (as the case may be) shall be shared equally between the Members party to the dispute.
- (e) At least seven (7) days before a mediation session established by a mediator appointed pursuant to **clause 12(b)** or **clause 12(c)** (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

GENERAL MEETINGS

13. CONVENING OF GENERAL MEETINGS

- (a) Any four (4) Directors may, whenever those Directors think fit, convene a general meeting of the Company.
- (b) Members shall be entitled to require a general meeting to be convened:
 - (i) if the Company is required to comply with the provisions of the Corporations Act, in accordance with those provisions; or
 - (ii) if **clause 13(b)(i)** does not apply, if those Members hold at least 5% of the votes that may be cast at the general meeting.
- (c) A general meeting of the Company may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.
- (d) In addition to any general meetings, the Company shall hold an annual scientific meeting to aid in fulfilling its Objects.

14. NOTICE OF GENERAL MEETING

- (a) Subject to consent to shorter notice being given in accordance with the Corporations Act (notwithstanding the application, if any, of section 111L of the Corporations Act), at least twenty-one (21) days' notice of any general meeting must be given specifying:
 - (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed, the details of and intention to propose it;
 - (iv) if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (v) any other information required by the Corporations Act.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting (unless a majority of the Members entitled to receive a notice did not receive such notice).
- (c) Subject to **clause 14(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:
 - (i) every Member, subject to **clause 14(d)**;
 - (ii) every Director; and
 - (iii) the auditor for the time being of the Company (if any).
- (d) A Member who has the title of "Fellow" shall only be given notice in their capacity as a Member of a class of Membership.

15. CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

- (a) Subject to the provisions of the Corporations Act (notwithstanding the application, if any, of section 111L of the Corporations Act) and this Constitution, the Board may cancel a general meeting of the Company:

-
- (i) convened by the Board; or
 - (ii) which has been convened by a Member or Members upon receipt by the Company of a written notice withdrawing the requisition signed by that same Member or those same Members.
- (b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- (c) Subject to **clause 14(d)**, where any general meeting is cancelled or postponed or the venue for the same is changed:
- (i) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. QUORUM

- (a) No business may be transacted at any general meeting unless there is a quorum of Members Present at all times during the meeting.
- (b) Twenty (20) Members Present and entitled to vote constitute a quorum for all general meetings.
- (c) If within thirty (30) minutes after the time appointed for holding a general meeting a quorum is not present:
 - (i) the meeting, if convened upon the requisition of Members, shall be dissolved;

-
- (ii) in any other case:
 - (A) it will stand 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 Board may by notice to the Members appoint; and
 - (B) if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

17. CHAIRMAN

- (a) The President will be the Chairman for all general meetings.
- (b) If the President is unable or unwilling to act or is not present within thirty (30) minutes after the time appointed for the holding of the meeting, then the following Officer will be Chairman in lieu of the President in the order of availability set out below:
 - (i) President Elect or Past President (as the case may be);
 - (ii) Treasurer.
- (c) Where a general meeting is held and:
 - (i) there is no Chairman (that is, neither the President nor any of the Officers listed in **clause 17(b)** are available); or
 - (ii) the Chairman (that is, the President or any of the Officers listed in **clause 17(b)**) is not present within thirty (30) minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as Chairman of the meeting;

the other Directors present may choose another Director as Chairman of the meeting by two-thirds majority, or if their number is not three or a multiple of three, then the nearest number to two-thirds. If no Director is so chosen, or if all the Directors present decline to take the chair, the Members Present may choose one of their number to be Chairman of the meeting.
- (d) The rulings of the Chairman of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

18. ADJOURNMENTS

- (a) The Chairman of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and
 - (ii) must adjourn the meeting if the meeting so directs, to a time and place as determined.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting must be given as in the case of an original meeting.

19. DETERMINATION OF QUESTIONS

- (a) At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:
 - (i) the Chairman of the meeting; or
 - (ii) at least two (2) Members Present and entitled to vote on the resolution.
- (b) Before a vote on a resolution is taken, the Chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) A declaration by the Chairman of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company, which has been signed by the Chairman of the meeting or the next succeeding meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

-
- (d) All resolutions passed by the Members in accordance with this Constitution, and which do not breach the Corporations Act, will be binding on the Board and the Company.

20. POLLS

- (a) A poll may be demanded:
- (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is demanded it must be taken in such manner and at such time and place as the Chairman of the meeting directs subject to **clause 20(e)**.
- (c) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (e) A poll demanded on the election of a Chairman or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a poll may be withdrawn.

21. VOTING RIGHTS

A Voting Member has one (1) vote, both on a show of hands and a poll.

22. VOTING DISQUALIFICATION

No person other than a Voting Member shall be entitled to a vote at a general meeting.

23. OBJECTION TO QUALIFICATION TO VOTE

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the Chairman, whose decision shall be final and conclusive and a vote allowed by the Chairman shall be valid for all purposes.

24. PERSONS OF UNSOUND MIND AND MINORS

(a) A Voting Member:

- (i) of unsound mind; or
- (ii) whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (iii) who is a minor;

may vote whether on a show of hands or on a poll by that Voting Member's committee or by such other person as properly has the management or guardianship of that Voting Member's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or representative.

(b) Any person having the right of management or guardianship of the person or estate in respect of a Voting Member as referred to in **clause 24(a)** must not exercise any of the rights conferred under that clause unless and until the person has provided to the Board satisfactory evidence of the appointment of the person accordingly.

25. CHAIRMAN'S CASTING VOTE

In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote.

26. RIGHT OF NON-MEMBERS TO ATTEND GENERAL MEETING

- (a) The Chairman of a general meeting may invite any person who is not a Member to attend and address a meeting.
- (b) Any auditor of the Company shall be entitled to attend and address a general meeting.

PROXIES

27. RIGHT TO APPOINT PROXIES

- (a) A Voting Member who is entitled to attend and vote at a general meeting of the Company may appoint a person as the Member's proxy to attend and vote for the 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.

28. APPOINTING A PROXY

28.1 Appointing a Proxy

The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing.

28.2 Instrument of Proxy

- (a) The instrument of proxy is valid if it contains the following information, or any additional information required by the Corporations Act (notwithstanding the application, if any, of section 111L of the Corporations Act):
 - (i) the name and address of the Voting Member (and the Representative, if applicable);
 - (ii) the name of the Company;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.
- (b) 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.
- (c) An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 28.2(a)**.
- (d) An instrument of proxy may be revoked at any time by notice in writing to the Company.

29. LODGMENT OF PROXIES

- (a) An instrument appointing:
 - (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a Voting Member's or Representative's voting rights at a general meeting or a certified copy of that power of attorney,

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than forty eight (48) hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote, and in default the instrument of proxy or the power of attorney will not be treated as valid.

- (b) For the purposes of this **clause 29**, it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the facsimile was received at that place.
- (c) For the purposes of this **clause 29**, it will be sufficient that any document required to be lodged by a Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice and the proxy shall be regarded as received at the time of the receipt of the email transmission by the Company.

30. VALIDITY OF PROXIES

- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
 - (i) the death or unsoundness of mind of the Voting Member;
 - (ii) the bankruptcy of the Voting Member;
 - (iii) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,

if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy or revocation at least forty eight (48) hours (or such shorter period as the Board may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

- (b) A proxy who is not entitled to vote on a resolution as a Voting Member, may vote as a proxy for another Voting Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

31. RIGHTS OF PROXIES AND ATTORNEYS

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Unless a Voting Member by the instrument of proxy directs the proxy to vote in a certain manner, the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general meeting, but if the appointor votes on a resolution either on a show of hands or on a poll, the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The Chairman of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chairman that the person in question is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish their identity, they may be excluded from voting either upon a show of hands or upon a poll.

APPOINTMENT AND REMOVAL OF DIRECTORS

32. NUMBER AND APPOINTMENT OF DIRECTORS

32.1 Number of Directors

- (a) The Board shall consist of no less than six (6) persons and no more than twelve (12) persons.

- (b) The Board may by resolution vary the maximum number of Directors from that referred to in **clause 32.1(a)**.

32.2 Constitution of Board

- (a) The Board shall consist of the following:
 - (i) the President;
 - (ii) the Past President or President Elect, as the case may be;
 - (iii) the Branch Director;
 - (iv) the New Zealand Director; and
 - (v) eight (8) Member Elected Directors.
- (b) The following additional Directors may also be elected or appointed to the Board from time to time:
 - (i) Co-Opted Directors; and
 - (ii) Affiliate Directors.
- (c) With the exception of Co-Opted Directors and Affiliate Directors, a Director must be a Voting Member at all times that the Director in question is holding office as a Director.

32.3 President Elect

- (a) Prior to a Director being eligible to be appointed as the President, that Director 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 **clause 32.15**, elect a Voting Member to the office of President Elect;
- (c) for the purposes of **clause 32.15(a)(i)**, the minimum number of other Voting Members required to nominate a candidate for election as President Elect, is ten (10); and
- (d) the President Elect shall hold the office of President Elect for a term of one (1) year.

32.4 President

- (a) The President Elect shall, on the expiry of the President Elect's 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.

32.5 Past President

- (a) Upon retiring as the President, that Director 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 not eligible for re-election to the position of President Elect on or ever after the expiry of that one (1) year term.

32.6 Branch Director

- (a) For the purposes of this **clause 32.6**, the term “Branch Presidents” shall not include a reference to the New Zealand Branch President.
- (b) The Branch Presidents will appoint one (1) of their number to the office of Branch Director. Prior to the Company’s annual general meeting, the Company Secretary shall call for nominations from the Branch Presidents for election to the office of Branch Director. Where more than one (1) Branch President is nominated, the Company Secretary shall hold, amongst the Branch Presidents, a secret ballot.. The Branch President with the most votes shall be appointed Branch Director. If no nominations are received, the Branch Presidents shall appoint one of their own to the role of Branch Director at the Branch Director’s meeting that occurs at or immediately after the annual general meeting.
- (c) Subject to **clause 32.6(d)**, the Branch Director shall hold the office of Branch Director for a term of one (1) year, but shall be eligible for reappointment for a further three (3) terms of one (1) year each. A Branch Director shall not hold office for more than four (4) consecutive years.
- (d) Subject to **clause 34(b)(ii)**, upon a Branch Director, who has been appointed to the Board pursuant to **clause 32.6(b)** no longer being a Branch President during that Branch Director’s term as the Branch Director, that Director will continue to hold office as Branch Director until the next annual general meeting (being the conclusion of their term as Branch Director), at which time **clause 32.6(b)** will apply. For the avoidance of doubt, a Branch Director who ceases to be a Branch President may not hold office as a Branch Director beyond the conclusion of their current term and will not be eligible for reappointment as a Branch Director, unless they are a Branch President.

32.7 New Zealand Director

- (a) The New Zealand Branch President will, by virtue of that office, automatically be appointed to the Board as the New Zealand Director.
- (b) Upon a Director, who has been appointed to the Board pursuant to **clause 32.7(a)**, no longer being the New Zealand Branch President, that Director will continue to hold office as Branch Director until the next annual general meeting.

32.8 Member Elected Directors

- (a) The eight (8) Member Elected Directors referred to in **clause 32.2(a)(v)** shall be elected in accordance with **clause 32.15**.
- (b) For the purposes of **clause 32.15(a)(i)**, the minimum number of other Voting Members required to nominate a candidate for election as Member Elected Director is two (2).
- (c) Each Member Elected Director shall hold the office of Member Elected Director for a term of two (2) years, but shall be eligible for re-election for a further term of two (2) years. Member Elected Directors shall not hold office of Member Elected Director for more than four (4) consecutive years except that a person holding office as Member Elected Director is eligible to hold office as President Elect, President and then Past President upon the expiry of their term as a Member Elected Director.

32.9 Other Office Holders

The Board shall, at the first meeting of the Board held after the annual general meeting, appoint from amongst the Member Elected Directors sitting on the Board at that time:

- (a) a Board Secretary;
- (b) a Treasurer; and
- (c) a Standing Sub-Committee Chair for each Standing Sub-Committee in existence at the time of the first meeting of the Board after the annual general meeting.

32.10 Board Secretary

The Board Secretary shall be appointed from the Member Elected Directors by the Board and shall hold the office of Board Secretary for a term of two (2) years, but shall be eligible for re-appointment as Board Secretary or Member Elected Director for a further term of two (2) years (where the Board Secretary has been re-elected as a

Member Elected Director). The Board Secretary shall not hold office of Board Secretary for more than four (4) consecutive years.

32.11 Treasurer

- (a) The Treasurer shall be appointed from the Member Elected Directors by the Board and shall hold the office of Treasurer for a term of two (2) years, but shall be eligible for re-appointment as Treasurer of Member Elected Director for a further term of two (2) years. The Treasurer shall not hold office of Treasurer for more than four (4) consecutive years.
- (b) The Treasurer will be responsible to the Board and to the Members for ensuring that all the financial details of the Company are presented to the Board, and the Treasurer will present such data at each annual general meeting.

32.12 Standing Sub-Committee Chair

The Board may establish such Standing Sub-Committees as it sees fit and may appoint any Director to act as the Chair of a Standing Sub-Committee.

32.13 Co-Opted Directors

- (a) The Board can appoint up to four (4) Co-Opted Directors to the Board.
- (b) A Co-Opted Director shall be a person who will bring skills and experience to the Board to enable the Board to advance the Objects.
- (c) Each Co-Opted Director shall hold the office of Co-Opted Director for a maximum term of one (1) year and is eligible for re-appointment for a further term of one (1) year. Co-Opted Directors shall not hold office for more than two (2) consecutive years.

32.14 Affiliate Directors

- (a) Affiliated Organisations shall be permitted to appoint a representative of the Affiliated Organisation to the Board, where the Company and the Affiliated Organisation have entered into an agreement which allows such an appointment.
- (b) The term of office and eligibility requirements for Affiliate Directors shall be as stated in the relevant affiliation agreement.

32.15 Election of Directors

- (a) Nomination of candidates for election as President Elect and Member Elected Director:
 - (i) must be made in writing in the form prescribed by the Board from time to time, signed by the requisite number of other Voting 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 to the Company Secretary at least twenty one (21) days before the date fixed for the holding of the election.
- (b) The Board shall cause an election to be held for the election of candidates as the Directors referred to in **clause 32.15(a)** prior to an annual general meeting or at an annual general meeting in whatever manner and upon whichever date the Board shall decide, which may include an electronic ballot.
- (c) If insufficient nominations are received to fill all vacancies of Directors (referred to in **clause 32.15(a)**) on the Board, 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 Directors remaining on the Board shall be deemed to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies of Directors (referred to in **clause 32.15(a)**) to be filled, the persons nominated shall be deemed to be elected.
- (f) If the number of nominations received for Directors (referred to in **clause 32.15(a)**) exceeds the number of vacancies to be filled, a ballot shall be held. The Board shall determine, in its discretion, how and when the ballot shall be conducted.

33. GENERAL RIGHT TO APPOINT AND REMOVE DIRECTORS

- (a) Subject to the Corporations Act (notwithstanding the application, if any, of section 111L of the Corporations Act):
 - (i) if there is ever a casual vacancy 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) if there is ever a casual vacancy in the office of President Elect, that office shall remain vacant for the balance of the term of the vacating President Elect. At the next annual general meeting of the Company, the Voting Members shall, in accordance with **clause 32.15**, elect a Voting Member to the office of President. For the purposes of **clause 32.15(a)(i)**, the minimum number of other Voting Members required to nominate a candidate for election as President, is ten (10);
 - (iii) if there is ever a casual vacancy in the office of Past President, that office shall remain vacant for the balance of the term of the vacating Past President;
 - (iv) if there is ever a casual vacancy in the office of Member Elected Director, the Board may appoint a Voting Member to fill any such casual vacancy. Any Director so appointed shall only hold office until the next annual general meeting of the Company after the appointment is made.
- (b) The Board may act despite any vacancy in their body, but if the number falls below the minimum required by the Corporations Act, the Board may act:
- (i) for the purpose of:
 - (A) increasing the number of Directors to the minimum; or
 - (B) convening a general meeting; or
 - (ii) in emergencies;
- but for no other purpose.

34. VACATION OF OFFICE

- (a) Any Director may retire from office on giving written notice to the Company at the Office of their intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).

-
- (b) The office of a Director shall become vacant if the Director:
- (i) dies;
 - (ii) subject to **clause 32.2(c)**, ceases to be a Voting Member of the Company;
 - (iii) is a health care professional who has been deregistered;
 - (iv) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (v) becomes prohibited from being a director of, or managing, a company by reason of any order made under the Corporations Act;
 - (vi) becomes 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;
 - (vii) resigns by notice in writing to the Company;
 - (viii) subject to **clause 32.6(d)**, being a Branch Director, is no longer a Branch President;
 - (ix) subject to **clause 32.7**, being the New Zealand Director, is no longer the New Zealand Branch President; or
 - (x) has been disqualified by the ACNC Commissioner, at any time during the preceding twelve (12) months, from being a responsible entity of a registered entity under section 42.20(4) of the ACNC Regulation; or
 - (xi) is absent without permission of the Board from meetings of the Board held for more than six (6) consecutive months.

35. ALTERNATE DIRECTORS

Alternate Directors shall not be permitted.

POWERS AND DUTIES OF DIRECTORS

36. DUTIES OF DIRECTORS

- (a) Each Director is subject to, and must comply at all times with, the duties set out in Governance Standard 5 in section 45.25 of the ACNC Regulation if the Company is legally required to comply with that regulation.

-
- (b) In accordance with Governance Standard 4 in section 45.20 of the ACNC Regulation, the Board will take reasonable steps to ensure that the Board does not at any time include a Director who is disqualified from managing a corporation under the Corporations Act or from being a responsible entity under subsection 45.20(4) of the ACNC Regulation.

37. POWERS OF DIRECTORS

The control, ultimate management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Corporations Act, the ACNC Act or by this Constitution required to be exercised in any other manner.

38. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by:

- (a) a Director so authorised in writing by the Board; and
- (b) one other Director or the Company Secretary, so authorised in writing by the Board.

39. CONFERMENT OF POWERS

- (a) The Board may from time to time confer upon any Director for the time being, or any other person as they may select, such of the powers exercisable under this Constitution by the Board as it may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.
- (b) Powers conferred under this **clause 39** may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

DIRECTORS' DISCLOSURE OF INTEREST

40. CONTRACTS

- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions that apply to such contracts or arrangements.
- (b) Any interest of a Director must be dealt with in accordance with the relevant legislation, being either:
 - (i) the Corporations Act; or
 - (ii) the ACNC Regulation,which shall include disclosing an interest and having the Company Secretary record all declarations in the minutes of the relevant meeting.
- (c) Subject to **clause 40(b)** a Director who has an interest in a contract or arrangement made by the Company and has disclosed this interest to the Board:
 - (i) cannot be present while the matter is being considered at a meeting;
 - (ii) cannot vote on the matter;
 - (iii) may still be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (iv) cannot sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (v) cannot vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (d) A Director's failure to make disclosure under this **clause 40** does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- (e) A general notice given to the Board by a Director that the Director is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm

shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

PROCEEDINGS OF DIRECTORS

41. MEETINGS OF DIRECTORS

- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks fit, provided that they shall meet together not less than four (4) times each calendar year.
- (b)
 - (i) Three (3) Directors may at any time; or
 - (ii) the Company Secretary upon the request of any three (3) Directors shall;

convene a meeting of the Board by giving at least two (2) weeks notice of the meeting to all Directors (except in the case of an emergency where less notice shall be satisfactory), except a Director who the person convening the meeting reasonably believes to be outside Australia or New Zealand.
- (c) Notice of a meeting of the Board need not be in writing.
- (d) A Board meeting may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.
- (e) All resolutions of the Directors passed at a meeting of the Board where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

42. QUORUM

- (a) A majority of Directors entitled to attend a meeting of the Board who are personally present (or in conference in accordance with **clause 41**) (providing the number is six (6)

or greater) form a quorum and a quorum must be present at all times during the meeting.

- (b) A Director who is disqualified from voting on a matter pursuant to **clause 40** shall be counted in the quorum despite that disqualification.

43. CHAIRMAN

- (a) The President shall, if present, preside as Chairman of every meeting of the Board.
- (b) If a meeting of the Board 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 the:
- (i) President Elect or Past President, as the case may be, shall; or
 - (ii) failing him or her, the Board Secretary shall; or
 - (iii) failing him or her, the Treasurer shall; or
 - (iv) failing him or her, the other Directors present must elect one of their number to;

be Chairman of the meeting.

44. VOTING

- (a) A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- (b) Each Director shall have one (1) vote.
- (c) In case of an equality of votes at a meeting of the Board, the President has a casting vote in addition to a deliberative vote.

45. RESOLUTIONS BY DIRECTORS

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they

are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.

- (b) A facsimile transmission which is received by the Company and which purports to have been signed by a Director shall, for the purposes of this **clause 45**, be taken to be in writing and signed by that Director at the time of the receipt of the facsimile transmission by the Company in legible form.
- (c) An email transmission which is received by the Company and which purports to have been sent by a Director shall, for the purposes of this **clause 45**, be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Company.
- (d) Where a resolution is passed in accordance with this **clause 45**, the Board must ensure that it complies with the provisions of **clause 48**, causing minutes to be kept of such resolutions.

46. COMMITTEE OF DIRECTORS

46.1 Standing Sub-Committees

- (a) The Board may form Standing Sub-Committees from time to time.
- (b) The Board has the power to disband or reconstitute any Standing Sub-Committee at any time within its full discretion.
- (c) The Board shall determine and issue terms of reference for each Standing Sub-Committee established by the Board. The terms of reference may include provisions relating to the governance, directorship, management, responsibilities and membership of each such Standing Sub-Committee and may be amended by the Board as it sees fit.

46.2 Other Committees

- (a) The Board may form and delegate any of its powers to any Committee (or task force) consisting of such Directors and/or other persons as it thinks fit and may from time to time revoke such delegation.
- (b) The Board will decide, in its absolute discretion, as to those Voting Members and/or other persons who will be appointed to such other Committees (or task forces) and the term of their appointment.

-
- (c) The Board shall determine how the meetings and proceedings of any other such Committee (or task force) shall operate, be governed and regulated.

47. VALIDATION OF ACTS OF DIRECTORS

All acts done:

- (a) at any meeting of the Board; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

MINUTES

48. MINUTES

- (a) The Board must cause minutes to be kept in such a manner as is required by the Corporations Act (notwithstanding the application, if any, of section 111L of the Corporations Act) for the purposes of recording:
- (i) the names of the Directors present at each meeting of the Board and of Directors present at each meeting of any Committee and any Standing Sub-Committee;
- (ii) all orders, resolutions and proceedings of general meetings and of meetings of the Board and of Committees and Standing Sub-Committees;
- (iii) such matters as are required by the Corporations Act (notwithstanding the application, if any, of section 111L of the Corporations Act) or the ACNC Act or the ACNC Regulation to be recorded in the record books of the Company including, without limitation, all declarations made or notices given by any Director of their interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the Chairman of the meeting, or the Chairman of the next succeeding meeting and minutes which purport to be signed accordingly shall be

received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

COMPANY SECRETARY

49. APPOINTMENT AND TENURE

- (a) There must be at least one Company Secretary (who is the Company Secretary for the purposes of the Corporations Act) appointed by the Board for a term and on conditions determined by the Board.
- (b) The Board may remove any Company Secretary so appointed.

BRANCHES

50. BRANCHES

- (a) The Members are grouped into Branches.
- (b) The Board may in its discretion authorise the formation of additional Branches and grant to it the right to be and to function as such so long as the Board deems fit.
- (c) Subject to **clause 50(e)**, a Branch shall conduct its affairs and programmes in accordance with this Constitution, the By-Laws and such other directions and limitations declared by the Board from time to time.
- (d) The Board shall have the power to amend the By-Laws and, subject to **clause 50(e)**:
 - (i) define the powers and responsibilities of; and
 - (ii) exercise control over;

the Branches.

With the exception of the New Zealand Branch (whilstever it is incorporated as a separate legal entity in New Zealand), this shall include the right to take over the management and control of a Branch Executive, where that Branch is not complying with **clause 50(c)**, until:

-
- (iii) such time as the Branch is able to comply with **clause 50(c)**; or
 - (iv) the next annual general meeting of the Branch where a new Branch Executive can be elected.
 - (e)
 - (i) The Board acknowledges that the New Zealand Branch is incorporated as a separate legal entity in New Zealand. The New Zealand Branch must ensure that its constituent document conforms, as closely as reasonably practicable and as far as the law in New Zealand allows, with the Constitution and the By-Laws. The New Zealand Branch must obtain the written approval of the Board to its constituent document which approval will not be unreasonably withheld. In the event that the Board approves the constituent document of the New Zealand Branch, the New Zealand Branch will not have to comply with the By-Laws to the extent that there is any inconsistency between the constituent document and the By-Laws.
 - (ii) In the event that the Board does not approve the constituent document in accordance with **clause 50(e)(i)**, the Members who are members of the New Zealand Branch will use their best endeavours to convene a meeting of members of the New Zealand Branch with a view to amending the contravening provision(s) of the constituent document of the New Zealand Branch.
 - (f) With the exception of the New Zealand Branch President (who by virtue of that office is a member of the Board), the Board shall meet with the Branch Presidents of all Branches on an annual basis.

SPECIAL INTEREST GROUPS

51. SPECIAL INTEREST GROUPS

- (a) The Board will form Special Interest Groups of the size, type and nature as it deems fit from time to time.
- (b) The purposes of the Special Interest Groups are to:
 - (i) foster research collaboration, educational activities and exchange of information among physicians, health care workers, scientists and those in training within a defined area of interest; and
 - (ii) assist the Board in achieving its Objects.

-
- (c) A Special Interest Group shall conduct its affairs and programmes in accordance with this Constitution, the By-Laws and such other directions and limitations declared by the Board from time to time.
 - (d) The Board shall have the power to amend the By-Laws and define the powers and responsibilities of and otherwise exercise control over the Special Interest Groups.
 - (e) A Special Interest Group shall cease to be a Special Interest Group at any time that the Board in its discretion withdraws the authority upon which it was established.

EXECUTION OF DOCUMENTS

52. EXECUTION OF DOCUMENTS

- (a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Corporations Act, the Company may execute any agreement, deed or other document by:
 - (i) two Directors signing the same; or
 - (ii) one Director and one Company Secretary signing the same.
- (b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

ACCOUNTS AND INSPECTION OF RECORDS

53. ACCOUNTS AND INSPECTION

- (a) The Board shall:
 - (i) cause proper financial records to be kept and must (if required by the Corporations Act or the ACNC Act or the ACNC Regulation) prepare and distribute copies of the financial reports of the Company and a Directors' report; and
 - (ii) 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 Company or any of them will be open to the inspection of Members.

-
- (b) The Company will, where required:
 - (i) comply with the reporting (financial and otherwise) and auditing or reviewing requirements of the Corporations Act; and
 - (ii) the reporting (financial and otherwise) and auditing or reviewing requirements of the ACNC Act.

NOTICES

54. SERVICE OF NOTICES

- (a) A notice may be given by the Company to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
 - (iv) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- (b) A Member who has not left at or sent to the Office details of the place of address of that Member for inclusion in the Register as the place at which notices may be given to that Member shall not be entitled to receive any notice.
- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- (d) Where a notice is sent by facsimile or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.

-
- (e) A notice may be given by the Company to the persons entitled to a share in consequence of the death, lunacy or bankruptcy of a Member by:
 - (i) service on the Member personally;
 - (ii) sending it by post addressed to the person by name or by the title of the representative of the deceased or lunatic or the assignee of the bankrupt or by any like description at the address, if any, within Australia supplied for the purpose by the person claiming to be entitled;
 - (iii) by giving the notice in any manner in which the same might have been given if the death, lunacy or bankruptcy had not occurred.
 - (f) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.

55. NOTICES OF GENERAL MEETING

Subject to **clause 54(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:

- (a) every Member; and
- (b) the auditor for the time being (if any) of the Company.

WINDING UP

56. WINDING UP

- (a) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions will be given or transferred to another institution or corporation which:
 - (i) has objects which are similar to the objects of the Company as set out in **clause 5.1**;
 - (ii) has a constitution which requires its income and property to be applied in promoting its objects;

-
- (iii) has a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by **clause 5.2(b)**; and
 - (iv) is endorsed as a DGR.
- (b) If any surplus remains following the transfer pursuant to **clause 56(a)**, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which:
- (i) has objects which are similar to the objects of the Company as set out in **clause 5.1**;
 - (ii) has a constitution which requires its income and property to be applied in promoting its objects; and
 - (iii) has a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by **clause 5.2(b)**.
- (c) The identity of the corporation(s) or institution(s) referred to in **clauses 56(a)** and **56(b)** are to be determined by the Members in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.
- (d) In the event that the Company ever has its endorsement as a DGR revoked, the Company must transfer all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions to another DGR, such DGR to be determined by the Members and failing such determination being made, by application to the Supreme Court for determination.

INDEMNITY

57. INDEMNITY

57.1 General Indemnity

To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause:

-
- (a) if it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person arises out of conduct involving a lack of good faith; or
 - (b) if it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is not given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is not acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court does not grant relief to the Officer (or former Officer) under the Corporations Act.

57.2 Deed of Indemnity

At the request of a Director, the Company will enter into a deed of indemnity with that Director:

- (a) which will provide the Director with a continuing indemnity by the Company following the vacation of office by that Director for a period of time to be agreed upon; and
- (b) otherwise upon terms and conditions reasonably acceptable to both the Company and that Director.

58. PAYMENT OF INDEMNITY POLICY PREMIUM

- (a) To the extent permitted by law the Company may at the discretion of the Board enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) if the Company is not a Charity, a contravention of sections 182 or 183 of the Corporations Act.
- (b) The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- (c) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of that Officer's actions or omissions, then the Company shall not be required to indemnify the Officer under **clause 57** except

to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

59. INDEMNITY TO CONTINUE

The indemnity granted by the Company contained in **clauses 57** and **58** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

ANNEXURE A**FORM OF APPOINTMENT OF PROXY****THE THORACIC SOCIETY OF AUSTRALIA AND NEW ZEALAND
LIMITED**

(incorporated under the *Corporations Act 2001*)

PROXY FORM**1. Your details**

(Please print your name and address)

Name: _____

Address: _____

City: _____

State: _____

Postcode: _____

Telephone: _____

2. Appoints

Name: _____

(Please print name of proxy)

or failing the person so named, or if no person is named, the **Chairman of the Meeting** to vote in accordance with the following directions or, if no directions have been given, as the proxy or the Chairman sees fit at the (Annual) General Meeting of The Thoracic Society of Australia and New Zealand Limited to be held on [insert date] commencing at [insert time] and at any adjournment thereof.

3. Directions**4. Signature****5. Date**

APPENDIX 1

BY-LAWS

1. DEFINITIONS

1.1 Definitions

In these By-Laws, unless there is something in the subject or context which is inconsistent:

Affiliated Organisation means any organisation that the Board designates as being an organisation that is affiliated with the Company.

Board means the board of Directors.

Board Secretary means the person appointed as the secretary of the Board in accordance with the Constitution.

Branch means a geographic area of Members in Australia and New Zealand as decided from time to time by the Company. The Branches, as at the date of incorporation of the Company, are the following:

- (a) New South Wales/Australian Capital Territory;
- (b) Victoria;
- (c) Queensland;
- (d) South Australia/Northern Territory;
- (e) Western Australia;
- (f) Tasmania; and
- (g) New Zealand.

Branch Annual Meeting means a meeting of Branch Members held in accordance with **By-Law 5.1**.

Branch Director means the Director appointed to the Board in accordance with **clause 32.6 of the Constitution**.

Branch Executive means the executive committee of a Branch.

Branch Executive Members are members of a Branch Executive who are not office bearers.

Branch Member means a member of a Branch as described in **By-Law 3.1** (and **Branch Membership** has a corresponding meaning).

Branch Past President means the immediately preceding president of the Branch appointed in accordance with **By-Law 4.3(d)**.

Branch President means the president of the Branch, elected in accordance with **By-Law 4.3(c)**.

Branch President Elect means the Branch Executive member who will next succeed as the Branch President in accordance with **By-Law 4.3(b)**.

Branch Secretary means the person elected as the secretary of the Branch in accordance with **By-Law 4.5** and includes any assistant or acting secretary.

Branch Special Meeting means a meeting of the Branch Members which is not a Branch Annual Meeting.

Branch Treasurer means the person elected as the treasurer of the Branch in accordance with **By-Law 4.5**.

By-Laws means these by-laws as amended from time to time by the Board.

Company means The Thoracic Society of Australia and New Zealand Limited.

Company Secretary means the person appointed as the secretary of the Company and includes any assistant or acting secretary.

Constitution means the Constitution of the Company as amended or supplemented from time to time.

Corporate Member means a Member appointed pursuant to **clause 6.4 of the Constitution** and **By-Law 2.3**;

Corporations Act means the *Corporations Act* 2001.

Director means any person holding the position of a director of the Company and **Directors** means the directors for the time being of the Company or, as the context permits, such number of them as have authority to act for the Company.

Member means a Voting Member or a Non-voting Member (and **Membership** has a corresponding meaning).

Member Present means, in connection with a meeting of Branch Members or SIG Members, a Branch Member or SIG Member, respectively, being present in person or by proxy or attorney.

Non-voting Members has the meaning set out in the Constitution.

Not Currently in Paid Employment Member means a Member appointed pursuant to **clause 6.4 of the Constitution and By-Law 2.1**.

Office means the registered office for the time being of the Company.

Officer has the same meaning as given to that term in section 9 of the Corporations Act.

Overseas Member means a Member appointed pursuant to **clause 6.4 of the Constitution and By-Law 2.2**;

SIG means a Special Interest Group of the Company.

SIG Member means a member of a SIG (and **SIG Membership** has a corresponding meaning).

Standing Sub-Committee means a standing sub-committee of the Company established in accordance with the Constitution.

Treasurer means the Director appointed by the Board as treasurer of the Company.

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

Voting Members has the meaning set out in the Constitution.

Capitalised terms in these By-Laws that are not defined in these By-Laws have the meaning that is ascribed to them in the Constitution.

MEMBERSHIP

2. ADDITIONAL CLASSES OF MEMBERSHIP

2.1 Not Currently in Paid Employment Members

- (a) Pursuant to **clause 6.4 of the Constitution**, there shall be an additional class of Membership being Not Currently in Paid Employment Members.
- (b) A Not Currently in Paid Employment Member is a Member whom the Company Secretary determines should continue to be a Member of the Company, and who:
 - (i) was previously a financial Member of the Company; and

- (ii) is unable to continue in their previous class of Membership due to the fact that they are not currently in paid employment, including because they are unemployed, retired or on extended leave; and
 - (iii) were it not for **By-Law 2.1**, would still be eligible to continue in their previous class of Membership.
- (c) A Not Currently in Paid Employment Member is a Non-voting Member.
- (d) A Not Currently in Paid Employment Member is not eligible to access any awards or scholarships, including research awards, given by the Company from time to time.

2.2 Overseas Members

- (a) Pursuant to **clause 6.4 of the Constitution**, there shall be an additional class of Membership being Overseas Members.
- (b) An Overseas Member is a person who does not reside in Australia or New Zealand and who:
 - (i)
 - (A) is a legally qualified medical practitioner, scientist or other health professional who has received appropriate postgraduate training and qualifications in respiratory medicine, sleep medicine, thoracic surgery or related fields; or
 - (B) in the opinion of the Board has made a worthwhile contribution to the study or practice of respiratory medicine, thoracic surgery or related fields; and
 - (ii) meets the eligibility requirements set out in **clause 6.12 of the Constitution**; and
 - (iii) has had their application for Membership approved in accordance with the Constitution.

- (c) An Overseas Member is a Non-voting Member.
- (d) An Overseas member is not eligible to apply for awards.

2.3 Corporate Members

- (a) Pursuant to **clause 6.4 of the Constitution**, there shall be an additional class of Membership being Corporate Members.
- (b) A Corporate Member is a person employed in a fulltime or part-time capacity by a company, business or other organisation with a commercial interest in respiratory or sleep health or science and who as a minimum meets the Associate Member eligibility requirements and has had their application for Membership approved in accordance with the Constitution.
- (c) A Corporate Member is a Non-voting Member
- (d) A Corporate member is not eligible to hold a position of a SIG Convenor.
- (e) A Corporate member is not eligible to apply for awards
- (f) The Board will determine in its absolute discretion whether a person qualifies as a Corporate Member.

2.4 Fellowship

The Board may bestow the title of “Fellow” on a Member who:

- (a) is a current Member of the Company;
- (b) has been a Member of the Company for at least five (5) consecutive years prior to submitting an application for Fellow status; and
- (c) has held a relevant post-graduate qualification for at least ten (10) years or *least 10 years of independent practice in their chosen profession* in relation to respiratory medicine, sleep medicine, thoracic surgery or related fields, including but not limited to:
 - (i) Fellow of the Royal Australasian College of Physicians or equivalent; or
 - (ii) PhD; or
 - (iii) appropriate professional qualifications for other Members of the Company; and

- (d) has in the opinion of the Board, a consistent record of service to the community in Australia or New Zealand and/or the Company in relation to respiratory medicine, sleep medicine, thoracic surgery or related fields, above and beyond that of which is part of a normal professional role, including but not limited to, involvement in:
 - (i) advocacy; or
 - (ii) clinical service organisation(s); or
 - (iii) planning and contribution to research and/or teaching; and
- (e) has provided professional references from each of two (2) current Voting Members with their application to become a Fellow; and
- (f) has had their application for Membership approved in accordance with the Constitution.

2.5 **Certification of Fellows**

- (a) At each annual general meeting, the Chairman will table a list of the applications for becoming a Fellow that have been approved since the previous annual general meeting.
- (b) After the relevant annual general meeting the Company Secretary will issue a certificate to the Members who have been approved to hold the title of Fellow as proof of the Board's approval of their designation as a Fellow.
- (c) Fellows may use the letters "FThorSoc" as a post nominal whilst they remain a current member.
- (d) Fellows retain the Membership they have while they are Fellows.

BRANCHES

3. BRANCH MEMBERSHIP

3.1 Membership

A Branch shall have not less than ten (10) Branch Members.

3.2 Individual Members

Branch Membership shall be open to any Member, except insofar as the Board in its discretion prescribes geographical or other limits in respect of the area or constituency from which Branch Members shall be drawn.

3.3 Cessation of Membership

A Branch Member shall cease to be a Branch Member:

- (a) if that Branch Member ceases to be a Member of the Company;
- (b) if that Branch Member shall move out of the geographical area (or no longer satisfies any other limits in respect of the area of constituency from which Branch Members are drawn) of the Branch, determined by the Company from time to time.

4. BRANCH EXECUTIVE

4.1 Members of Branch Executive

- (a) The affairs of the Branch shall be managed by the Branch Executive. The Branch Executive shall consist of no less than six (6) Branch Members and no more than twelve (12) Branch Members unless otherwise determined by the Board.
- (b) The term of office of each member of the Branch Executive shall commence and conclude on the date of the relevant Branch Annual Meeting.
- (c) The Branch Executive must act consistently with and comply with:
 - (i) any branch procedure manual and policies and procedures issued by the Board; and
 - (ii) these By-Laws and the Constitution.

4.2 Election Terms

- (a) From the date of registration of the Company until the first Branch Annual Meeting, the Branch Executive shall consist of those persons who were members of the Branch Executive of the relevant Branch of the Association immediately before the registration of the Company.
- (b) At the first Branch Annual Meeting following the registration of the Company all positions as members of the Branch Executive shall be declared vacant and nominations shall be called for the election of members of the Branch Executive as provided in **By-Law 4.5**.

4.3 Constitution of the Branch Executive

- (a) The Branch Executive shall consist of:
 - (i) the Branch President;
 - (ii) the Branch Past President or Branch President Elect, as the case may be;
 - (iii) the Branch Secretary;
 - (iv) the Branch Treasurer; and
 - (v) at least two (2) Branch Executive Membersunless otherwise determined by the Board pursuant to **By-Law 4.1**.
- (b) Branch President Elect
 - (i) Prior to a Branch Member being appointed as the Branch President, that Branch Member shall be required to have served a one (1) year term as Branch President Elect immediately prior to assuming office as the Branch President.
 - (ii) One (1) year before the expiry of the term of any Branch President, the Branch Members shall, in accordance with **By-Law 4.5**, elect from among their number a Branch President Elect.
 - (iii) The Branch President Elect shall hold the office of Branch President Elect for a term of one (1) year.
 - (iv) The initial Branch President Elect shall hold office from the conclusion of the first Branch Annual Meeting until the conclusion of the second Branch Annual Meeting.

- (v) The Branch President Elect must be a Voting Member.

(c) Branch President

- (i) The Branch President Elect shall, on the expiry of that Branch President Elect's one (1) year term, by default assume the position of Branch President.
- (ii) The Branch President shall hold the office of Branch President for a term of two (2) years.
- (iii) The Branch President must meet with the Branch Presidents of all other Branches:
 - (A) (with the exception of the New Zealand Branch President) to appoint one (1) of their number to the office of Branch Director, in accordance with **clause 32.6** of the Constitution; and
 - (B) on at least one (1) other occasion, using technology that gives the Branch Presidents a reasonable opportunity to participate in the meeting, to share issues pertaining to the Branches and to ensure that the Branch Director is well informed and aware of all such issues.
- (iv) With the exception of the New Zealand Branch President (who by virtue of that office is a member of the Board), the Branch Presidents of all of the Branches should meet with the Board during the Annual Scientific Meeting of the Company to discuss the annual report of their respective Branch and to discuss any business that is relevant to their respective Branch.
- (v) The Branch President must be a Voting Member.
- (vi) The initial Branch President shall hold office from the conclusion of the first Branch Annual Meeting until the conclusion of the second Branch Annual Meeting.

(d) Branch Past President

- (i) Upon retiring as the Branch President, that member of the Branch Executive by default immediately becomes the Branch Past President.

- (ii) The Branch Past President shall have a term of one (1) year as Branch Past President.
- (iii) The Branch Past President must be a Voting Member.
- (iv) The Branch Past President is not eligible for re-election to the position of Branch President Elect for at least four years unless otherwise determined by the Board.

(e) Branch Secretary

- (i) The Branch Secretary shall be appointed by the Branch Executive (other than the Branch Secretary) from the Branch Executive Members.
- (ii) The Branch Secretary shall hold the office of Branch Secretary for a term of two (2) years.
- (iii) The Branch Secretary shall be eligible for re-appointment to the position of Branch Secretary for a further term of two (2) years (where the Branch Secretary has been re-elected as a Branch Executive Member). The Branch Secretary shall not hold office of Branch Secretary for more than four (4) consecutive years. (For the avoidance of doubt, the person holding office as Branch Secretary would be eligible to hold office as the Branch President Elect, Branch President or Branch Past President upon the expiry of their term as Branch Executive Member).
- (iv) The Branch Secretary must be a Voting Member.

(f) Branch Treasurer

- (i) The Branch Treasurer shall be appointed by the Branch Executive (other than the Branch Treasurer) from the Branch Executive Members.
- (ii) The Branch Treasurer shall hold the office of Branch Treasurer for a term of two (2) years.
- (iii) The Branch Treasurer must be a Voting Member.
- (iv) The Branch Treasurer shall be eligible for re-appointment to the position of Branch Treasurer for a further term of two (2) years (where the Branch Secretary has been re-elected as a Branch Executive Member). The Branch Treasurer shall not hold office of Branch Treasurer for more than four (4) consecutive years. (For the avoidance of doubt, the

person holding office as Branch Treasurer would be eligible to hold office as the Branch President Elect, Branch President or Branch Past President upon the expiry of their term as Branch Executive Member).

(g) Branch Executive Members

- (i) Branch Executive Members referred to in **By-Law 4.3(a) (v)** shall be elected in accordance with **By-Law 4.5**.
- (ii) A Branch Executive Member shall hold the office of Branch Executive Member for a term of two (2) years.
- (iii) Unless otherwise determined by the Board, a Branch Executive Member shall be eligible for re-election to the position of Branch Executive Member for a further term of two (2) years. Branch Executive Members shall not hold the office of Branch Executive Member for more than four (4) consecutive years. (For the avoidance of doubt, the person holding office as Branch Executive Member would be eligible to hold office as the Branch President Elect, Branch President or Branch Past President upon the expiry of their term as Branch Executive Member.)

(h) Co-Opted Branch Executive Members

- (i) The Board can approve the appointment of up to four (4) Co- Opted Branch Executive Members to the Branch Executive.
- (ii) A Co-Opted Branch Executive Member shall be a person who brings skills and experience to the Branch Executive to enable the Board to advance the Objects and to facilitate diversity of representation.
- (iii) Each Co-Opted Branch Executive Member shall hold the office of Co-Opted Branch Executive Member for a maximum term of one (1) year and is eligible for re-appointment for a further term of one (1) year. Co-Opted Branch Executives shall not hold office for more than two (2) consecutive years.

4.4 **Nominations**

- (a) Nominations for election to the Branch Executive shall be in writing signed by two (2) or more voting Branch Members

and shall be accompanied by the consent in writing of the nominee to serve on the Branch Executive if elected.

- (b) Nominations shall be delivered to the Company's head office as advised in the prescribed form.

4.5 Election of Branch Executive Members

- (a) If the nominations received for election of Branch Members to the Branch Executive are not in excess of the vacancies, the chairman of the Branch Annual Meeting shall declare such persons duly elected.
- (b) If insufficient nominations are received to fill the vacancies of Branch Members on the Branch Executive, the candidates nominated shall be deemed to be elected and further nominations for the vacant positions shall be received at the Branch Annual Meeting.
- (c) If more candidates are nominated than there are vacancies to be filled, then a ballot shall be held. The Board shall determine, in its discretion, how the ballot shall be conducted. The ballot will be conducted with the assistance of staff working at the Company's head office.

4.6 General Right to Appoint and Remove Branch Executive Members

- (a) If there is ever a casual vacancy in the office of Branch President, the Branch President Elect or Branch Past President, as the case may be, will fill such casual vacancy, hold office for the balance of the term of the vacating Branch President and where the person filling the casual vacancy is the Branch President Elect, shall continue to hold office for the full term that the Branch President Elect would have held office as Branch President if the original Branch President had not vacated.
- (b) If there is ever a casual vacancy in the office of Branch President Elect, Branch Past President, Branch Secretary or Branch Treasurer, the Branch President can, in the Branch President's discretion:
 - (i) decide that the particular office in question shall remain vacant for the balance of the term of the vacating Branch Executive member. At the next Branch Annual Meeting, the Branch Members shall, in accordance with **By-Law 4.5**, elect a Branch Member to the vacant office; or
 - (ii) appoint a Branch Member to the vacant office until the next Branch Annual Meeting of the Branch, where the

Branch Members shall, in accordance with **By-Law 4.5**, elect a Branch Member to the vacant office.

4.7 **Absence from Meetings**

Any member of the Branch Executive who is absent from three (3) consecutive meetings of the Branch Executive shall forfeit their position where:

- (a) They have not obtained leave of absence from the Branch Executive; and
- (b) a majority of the Branch Executive (excluding the Member in question) vote in favour of that Member of the Branch Executive forfeiting that Member's position.

4.8 **Meeting Schedule**

- (a) The Branch Executive shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as its members deem fit, provided that it shall meet a minimum of four (4) times per annum.
- (b) All Branch Executive members must be notified of all meetings.
- (c) A Branch Executive meeting may be convened or held using any technology consented to by all Branch Executive members. The consent may be a standing one. A Branch Executive member may withdraw consent to the use of a particular technology within a reasonable time period before a Branch Executive meeting.

4.9 **Special Meetings**

The Branch President, on the written request of any three (3) members of the Branch Executive or at the direction of the Board, shall summon a meeting of the Branch Executive within fourteen (14) days of such requisition.

4.10 **Resolutions not in a Meeting**

- (a) A resolution in writing signed by all members of the Branch Executive (including email signatures) shall be as valid and effectual as if it had been passed at a meeting of the Branch Executive duly convened and held.
- (b) Such resolution may consist of several documents in like form each signed by one or more members of the Branch Executive.

- (c) The resolution is deemed to be passed upon the execution of the last signature.

4.11 **Removal and Replacement of a Branch Executive Member (See also By-Laws 3.3 and 4.4)**

- (a) The Branch Executive may by a resolution passed by a majority of not less than three-fourths of the Branch Members Present at a Branch Special Meeting, of which not less than twenty one (21) days notice specifying the intention or proposing the resolution shall have been given, remove any member of the Branch Executive before the expiration of their period of office.
- (b) To replace a Branch Executive member removed pursuant to **By-Law 4.11(a)**, the Branch Executive may by resolution passed by a majority of Branch Executive members voting in person, appoint another Branch Member in their place to hold office until the completion of the replaced Branch Executive member's term.
- (c) The continuing members of the Branch Executive may act notwithstanding any vacancy in the Branch Executive. If and for so long as their number is reduced below the number fixed by or pursuant to **By-Law 4.1(a)**, the continuing members may act for the purpose of increasing their number to that minimum number or summoning a Branch Special Meeting, but for no other purpose.

4.12 **Decisions of the Branch Executive**

- (a) Subject to these By-Laws, questions arising at any meeting of the Branch Executive shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Branch Executive.
- (b) All Branch Executive members shall have one vote on any question. The Branch President shall also have a casting vote (in addition to their deliberative vote) where voting is equal.
- (c) No decision of the Branch Executive is valid if it is in breach of any provision of the Constitution or could result in a breach of any provision of the Constitution.

4.13 **Quorum**

A majority of the duly elected members of the Branch Executive shall constitute a quorum at a meeting of the Branch Executive.

4.14 **Chairman**

The Branch President shall, if present, preside as chairman of every meeting of the Branch Executive.

5. MEETINGS OF BRANCH MEMBERS

5.1 **Branch Annual Meeting**

A Branch Annual Meeting shall be held each year at such time and place as the Branch Executive shall appoint.

5.2 **Branch Special Meeting**

- (a) Any two (2) Branch Executive members may, whenever those Branch Executive members think fit, convene a Branch Special Meeting.
- (b) Any ten (10) Branch Members shall be entitled to require a Branch Special Meeting to be convened.

5.3 **Chairman**

The Branch President shall, if present, preside as chairman for all meetings of the Branch Members.

5.4 **Proceedings at Branch Annual Meetings**

The business of the Branch Annual Meeting shall be the following:

- (a) to confirm the minutes of the last preceding Branch Annual Meeting, no discussions being permitted thereon except as to their accuracy as a record of proceedings of that meeting;
- (b) to receive the Branch President's Report and any financial statements of the Branch for the last preceding year and to review the proposed budget for the forthcoming year;
- (c) to elect members to the Branch Executive as provided in these By-Laws, if required;
- (d) to transact special business of which not less than thirty (30) days prior notice shall have been given to the Branch President;
- (e) to transact any other business the meeting may think fit to be transacted as ordinary business; and
- (f) to hand over to the incoming Branch President (if applicable).

5.5 Notice of Meetings

Except as otherwise provided in these By-Laws not less than:

- (a) seven (7) days notice shall be given of a meeting of the Branch Executive; and
- (b) twenty one (21) days notice of the Branch Annual Meeting; and
- (c) twenty one (21) days notice of any Branch Special Meeting; and
- (d) in the case of special business, thirty (30) days notice of the general nature of that business shall be given;

in the manner hereinafter mentioned to all Branch Members. Notwithstanding the foregoing, with the consent of the majority of Branch Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Branch Members may think fit.

5.6 Decisions of a Branch Member Meeting

- (a) At a Branch Annual Meeting or a Branch Special Meeting a resolution put to the vote of the meeting shall be declared on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman of the meeting or by at least two (2) Branch Members Present.
- (b) If a poll is duly demanded it shall be taken in such manner as the chairman directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (c) Unless in accordance with these By-Laws a poll is demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Branch shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) A demand for a poll may be withdrawn.

5.7 Quorum

At any Branch Annual Meeting or Branch Special Meeting, five (5) Branch Members Present and entitled to vote, shall constitute a quorum.

6. SUB-COMMITTEES

- (a) The Branch Executive may appoint from amongst its members such sub-committees as in its discretion it considers necessary or expedient and may appoint other Members to such sub-committees in an advisory capacity for any purpose which it considers to be in the best interests of the Branch and of the Company.
- (b) The Branch Executive may delegate any of its powers to such sub-committees consisting of such numbers of Members as it thinks fit and any sub-committees so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed upon it by the Branch Executive with the approval of the Board.

7. RECORDS OF PROCEEDINGS

- (a) The Branch Executive shall cause minutes to be made for the purpose of:
 - (i) all appointments of office bearers (including the Branch President) made by the Branch Executive;
 - (ii) the names of the members of the Branch Executive present at each meeting of the Branch Executive and of any sub-committee thereof; and
 - (iii) all resolutions and proceedings at all meetings of the Branch and of the Branch Executive and of sub-committees set up under these By-Laws.
- (b) The Branch Executive shall with reasonable expedition transmit to the Office a copy of all minutes so caused to be made.

8. REPORTING

- (a) The Branch Executive shall cause a Branch annual report to be produced in the form required by the Board from time to time.
- (b) The Branch Executive shall transmit a copy of the report to the Office each year prior to the Company's annual general meeting so that it can be included in the annual reports of the Company. The report must be provided to the Board in accordance with the Board's timeframe, to be determined by the Board from time to time.

9. ACCOUNTS AND FINANCES

- (a) The Branch Executive shall prepare an annual budget for the Branch.
- (b) The annual budget must be approved by the Treasurer of the Company. Such approval will not be unreasonably withheld where the proposed expenditure of the Branch does not exceed the proposed income to be generated by the Branch. Where the proposed expenditure of the Branch does exceed the proposed income to be generated by the Branch, the approval of the proposed budget will be at the discretion of the Treasurer of the Company.
- (c) Any income generated by the Branch Executive must only be obtained by means that:
 - (i) do not, in the opinion of the Board, compromise the professional integrity of the Company;
 - (ii) accord with the law; and
 - (iii) accord with the Constitution.
- (d) The Branch Executive shall:
 - (i) ensure that all expenditure of the Branch is in accordance with the approved budget;
 - (ii) obtain the prior approval of the Board for any proposed expenditure by the Branch which is not in accordance with the approved budget;
 - (iii) promptly forward to the Office all invoices and receipts in relation to any expenditure incurred by the Branch; and
 - (iv) promptly forward to the Office all monies received by the Branch.

10. DISCONTINUANCE OF A BRANCH

- (a) The Branch shall cease to be a Branch of the Company:
 - (i) if it ceases to have at least ten (10) Branch Members; or
 - (ii) if the Board withdraws the authority upon which the Branch was established and functioned as such.

-
- (b) In the case of the discontinuance of a Branch (or in the case of TSANZ NZ, the winding up or dissolution of TSANZ NZ, if allowed by the law in New Zealand), the property, effects, assets, books of account and records used, held or established by the Branch under these By-Laws shall thereupon be transferred to the Company in such manner as the Board shall determine. In the event of the dissolution of the Company, the surplus assets of the Branch (if any) shall be dealt with in accordance with the Constitution.

SPECIAL INTEREST GROUPS

11. SIGS

11.1 SIGs

- (a) The full list of current SIGs is available on the Society's website

11.2 Voting

Notwithstanding anything in these By-Laws or the Constitution, members of a SIG may vote on matters relating to the SIG that require a vote even if they are Non-voting Members.

12. PURPOSE

- (a) The general aim of SIGs relating to common disease/public health/research is to:
- (i) foster research collaboration and exchange of information among physicians, other health care professionals and scientists within a common, defined area of interest; and
 - (ii) perform the following other key roles:
 - (A) to contribute to the development and staging of scientific sessions at the annual scientific meeting of the Company;
 - (B) to provide advice and support to the Board, Branch Executives, Standing Sub-Committees and any other subcommittees formed by the Company;
 - (C) to advocate on behalf of the SIG Members for new ideas, activities and directions that may

-
- require the support of a Branch Executive and/or the Board;
 - (D) to provide advice to the Respiratory and Sleep Training Committee on appropriate issues as determined by the Members on the Respiratory and Sleep Training Committee;
 - (E) support the Board on matters relating to press releases and other media matters; and
 - (F) to keep the broader Membership of the Company aware of their activities through regular communication to the Membership.
- (b) The general aim of other SIGs is to:
- (i) empower the SIGs within the Company to enhance their identity and those areas specific to their professional area. This involves, but is not limited to:
 - (A) promoting education; and
 - (B) fostering research collaboration and exchange of information among all health care professionals and scientists involved in this professional area; and
 - (ii) perform the following other key roles:
 - (A) all of the roles listed in **By-Law Schedule 12(a)(ii)**;
 - (B) to provide specific professional representation of Members on appropriate Company subcommittees;
 - (C) to provide advice to appropriate subcommittees with respect to position papers, consensus statements and key issues; and
 - (D) to advocate to the Board on all matters which are specific to the professional role of the SIG Members that require the support of the Board to external agencies.

13. ESTABLISHMENT OF SIGS

- (a) Members wishing to establish a new SIG must prepare a proposal for the establishment of the new SIG and provide

the proposal to the Company Secretary for consideration by the Board.

- (b) The proposal must contain such information as required by the Board from time to time.
- (c) Where the Board approves the establishment of a new SIG, the Board will appoint the initial Convenor(s) and Deputy Convenor(s) who will hold office until the next SIG Annual Meeting.

14. SIG MEMBERSHIP

14.1 Membership

A SIG shall have not less than:

- (a) thirty (30) SIG Members during its first year; and
- (b) thirty (30) Voting SIG Members thereafter.

14.2 Individual Members

SIG Membership shall be open to any Member.

14.3 Cessation of Membership

A SIG Member shall cease to be a SIG Member:

- (a) if they cease to be a Member of the Company; or
- (b) if they resign their SIG Membership.

15. CONVENOR(S) AND DEPUTY CONVENOR(S) OF SIGS

15.1 Election

- (a) At the first SIG Annual Meeting after registration of the Company the SIG Members shall elect from among their number the following office bearers:
 - (i) one (1) or two (2) Convenors; and
 - (ii) one (1) or two (2) Deputy Convenors.
- (b) At the third SIG Annual Meeting after registration of the Company and every second SIG Annual Meeting thereafter, the SIG Members shall elect from among their number one (1) or two (2) Deputy Convenors.

-
- (c) SIG Members will decide by majority vote whether to elect one (1) or two (2) Deputy Convenors. At the first SIG Annual Meeting, there must be the same number of Convenors elected as Deputy Convenors. SIG Members may decide to elect two (2) Deputy Convenors instead of one (1) Deputy Convenor where, for example:
 - (i) the SIG has a large number of SIG Members; or
 - (ii) there is a need to represent distinct subgroups within the SIG.
 - (d) The SIG must ensure that the details of the Convenor(s) and Deputy Convenor(s), once elected, are provided to the Company Secretary.

15.2 Deputy Convenor(s)

- (a) With the exception of the initial Convenor(s), prior to a SIG Member being appointed as the Convenor, that SIG Member should have served a two (2) year term as Deputy Convenor immediately prior to assuming office as the Convenor.
- (b) The Deputy Convenor(s) shall hold the office of Deputy Convenor(s) for a term of two (2) years.

15.3 Convenor(s)

- (a) The Deputy Convenor(s) shall, on the expiry of the Deputy Convenor's two (2) year term, by default assume the position of Convenor(s).
- (b) The Convenor(s) shall hold the office of Convenor(s) for a term of two (2) years.
- (c) The Convenor(s) is not eligible for re-election as Deputy Convenor(s) on or ever after the expiry of the two (2) year term referred to in **By-Law 15.3(b)**.

16. MEETINGS OF SIG MEMBERS

16.1 SIG Annual Meeting

- (a) A meeting of SIG Members shall be held each year (**SIG Annual Meeting**) in conjunction with the annual scientific meeting of the Company. (However, SIG Members are permitted to convene meetings at other times if thought necessary to enable a SIG to fulfil its purposes.)
- (b) The SIG Annual Meeting is open to all Members, regardless of whether a Member is also a SIG Member.

16.2 Chairman

- (a) The Convenor shall, where present, be the chairman for all meetings of SIG Members.
- (b) Where there is more than one (1) Convenor, the Convenors shall appoint one (1) of their number to be the chairman for all SIG Members.

16.3 Proceedings at SIG Annual Meetings

The business of the SIG Annual Meeting shall be the following:

- (a) to confirm the minutes of the last preceding SIG Annual Meeting, no discussions being permitted thereon except as to their accuracy as a record of proceedings of that meeting;
- (b) to elect the Convenor(s) and Deputy Convenor(s) as provided in these By-Laws;
- (c) to transact special business of which not less than thirty (30) days notice shall have been given to the chairman;
- (d) to transact any other business the meeting may think fit to be transacted as ordinary business; and
- (e) to hand over to the incoming Convenor(s) (if applicable).

16.4 Notice of Meetings

- (a) Except as otherwise provided in these By-Laws, not less than twenty-one (21) days notice of the SIG Annual Meeting shall be provided to SIG Members.
- (b) Notwithstanding the foregoing, with the consent of all the SIG Members entitled to receive notice of some particular meeting, the meeting may be convened by such shorter notice and in such manner as those SIG Members may think fit.

16.5 Voting Rights

All SIG Members have one (1) vote, both on a show of hands and a poll.

16.6 Decisions of a SIG Annual Meeting

- (a) At a SIG Annual Meeting a resolution put to the vote of the meeting shall be declared on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair or by at least two (2) SIG Members in person or by proxy.

-
- (b) If a poll is duly demanded it shall be taken in such manner as the Chair directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 - (c) Unless in accordance with these By-Laws a poll is demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the SIG shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - (d) A demand for a poll may be withdrawn.

16.7 **Quorum**

At any SIG Annual Meeting, five (5) SIG Members Present and entitled to vote, shall constitute a quorum.

16.8 **SIG Convenors Meeting**

- (a) A meeting of the Convenors of each SIG will be held at the annual scientific meeting of the Company.
- (b) At least one (1) Convenor (or that Convenor's nominated Deputy Convenor) of each SIG shall attend that meeting.
- (c) The meeting will be chaired by the Board Secretary.
- (d) The business of the SIG Convenors Meeting shall be to confirm the minutes of the last preceding SIG Convenors Meeting, no discussions being permitted thereon except as to their accuracy as a record of proceedings of that meeting; and to transact any other business the meeting may think fit to be transacted as ordinary business.

17. **RECORDS OF PROCEEDINGS**

- (a) Each SIG shall cause minutes to be made for the purpose of:
 - (i) all appointments of office bearers made by the SIG;
 - (ii) the names of the SIG Members Present at each meeting of the SIG; and
 - (iii) all resolutions and proceedings at all meetings of the SIG.

-
- (b) The chairman shall with reasonable expedition transmit to all SIG Members and the Company Secretary a copy of all minutes so caused to be made.

18. REPORTING

- (a) Each SIG shall cause a brief annual report to be produced in the form required by the Board from time to time.
- (b) Each SIG shall transmit a copy of the report to the Office each year prior to the Company's annual general meeting so that it can be included in the annual reports of the Company. The report must be provided to the Board in accordance with the Board's timeframe, to be determined by the Board from time to time.
- (c) In addition to the annual report, SIGs must also provide the Company Secretary with a brief report on the activities of the SIG, when so requested by the Company Secretary. Such reports will generally be requested six (6) months after the annual report.

19. ACCOUNTS AND FINANCES

- (a) The Convenor(s) and/or Deputy Convenor(s) may choose to prepare an annual budget for the SIG.
- (b) Where the Convenor(s) and/or Deputy Convenor(s) choose to prepare an annual budget for the SIG, the annual budget must be approved by the Treasurer of the Company.
- (c) Any income generated by the SIG must only be obtained by means that:
 - (i) do not, in the opinion of the Board, compromise the professional integrity of the Company;
 - (ii) accord with the law; and
 - (iii) accord with the Constitution.
- (d) The Convenor(s) and/or Deputy Convenor(s) shall:
 - (i) ensure that all expenditure of the SIG is in accordance with the approved budget;
 - (ii) obtain the prior approval of the Board for any proposed expenditure by the SIG which is not in accordance with the approved budget;

-
- (iii) promptly forward to the Office all invoices and receipts in relation to any expenditure incurred by the SIG; and
 - (iv) promptly forward to the Office all monies received by the SIG.

20. DISCONTINUANCE OF A SIG

A SIG shall cease to be a SIG of the Company if:

- (a) it ceases to have at least thirty (30) SIG Members in its initial year;
- (b) it ceases to have at least thirty (30) Voting SIG Members at any time after its initial year;
- (c) it ceases to be represented by a Convenor for a continual period of twenty-four (24) months; or
- (d) the Board withdraws the authority upon which the SIG was established and functioned as such.

21. TOBACCO AND ALTERNATIVE NICOTINE DELIVERY DEVICE INDUSTRY

PURPOSE

- (a) The Company shall work to promote a tobacco smoke free society and effective regulation of alternative nicotine delivery systems in accordance with the objects in **clause 5.1a(iii)** of the Constitution. To achieve this purpose the Company:
 - (i) will not, at any time from 1 October 2022 onwards, knowingly invest in, accept sponsorship from, or engage with, any entity that develops or markets tobacco-based products, whether combustible or non-combustible, or that, in the opinion of the Board, has a real or perceived, direct or indirect link to such an entity;
 - (ii) will not, at any time from 1 October 2022 onwards, knowingly invest in, accept sponsorship from, or engage with, any entity that develops or markets nicotine delivery products that are not approved for therapeutic use; and

-
- (iii) will not, at any time from 1 October 2022 onwards, allow an individual to participate in Company activities if, in the opinion of the Board, that individual has any real or perceived, direct or indirect, link to any entity described in **By-Law 21(a)(i)** or **By-Law 21(b)(ii)** above.
 - (b) For the avoidance of doubt, a reference to an entity in this By-Law 21 includes but is not limited to:
 - (i) an organisation or association, whether incorporated or unincorporated;
 - (ii) an entity that holds any interest in an entity (such as a holding company); and
 - (iii) an entity that is a subsidiary of an entity.
 - (c) This **By-Law 21** does not preclude participation in the research and development of novel products along a standard therapeutic product development pathway as long as the sponsor/developer of the research is not excluded from participation by reason of **By-Law 21(a)**.
 - (d) The Board shall take such action as it considers appropriate in order to preserve and pursue the objectives stated in this **By-Law 21** and, in doing so, may adopt and enforce Company policies that govern its practical application. If there is an inconsistency between such Company policies and this **By-Law 21**, the provisions of this **By-Law 21** shall prevail.

GENERAL

22. BY-LAWS

22.1 Alterations to By-Laws

No new By-Laws shall be made nor shall any By-Law be altered or rescinded except by resolution of the Board.

22.2 Interpretation of the By-Laws

In the event of any difference of opinion as to the interpretation of any provisions in these By-Laws, or in the event of a requirement for a decision on any matter not especially provided for by these By-Laws, the matter shall be referred to the Board and its decision shall be conclusive and binding.