

# Australian Society of Anaesthetists

## Constitution

<b>Original</b>	<b>2000</b>
<b>Amendment 1</b>	<b>2005</b>
<b>Amendment 2</b>	<b>2006</b>
<b>Amendment 3</b>	<b>2009</b>

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*Australian Society of Anaesthetists*



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# 1. INTRODUCTION

- 1.1 The name of the Company is “Australian Society of Anaesthetists Limited”.
- 1.2 The Company is a public company limited by guarantee.
- 1.3 The replaceable rules in the Corporations Law are excluded.
- 1.4
  - (a) The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company.
  - (b) No portion of the income or property of the Company shall be transferred to any person who is, or has been, a member of the Company. However, nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member in return for any services rendered to the Company.
- 1.5 The liability of members is limited.
- 1.6 Every member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up, during the time that he or she is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he or she ceases to be a member, and the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, but not exceeding 10 dollars.

# 2. DEFINITIONS

- 2.1 In this Constitution the following expressions shall, unless the context otherwise requires, have the following meanings:
  - “Appeals Committee” means the Appeals Committee as Constituted under Clause 6.9.5.
  - “Australian Society of Anaesthetists Inc.” means the incorporated association regulated under the Associations Incorporation Act 1985 (South Australia).
  - “Board of Directors” means the Board of Directors constituted under Clause 6.1.2.
  - “Executive Director” has that meaning as indicated by Clause 6.1.7.

“Committee” includes a Subcommittee.

“Committee of Management” means a Committee of Management of a State or Territory Section constituted under Clause 6.1.5.

“Company” means the Australian Society of Anaesthetists Limited.

“Councillor” means the Councillors as constituted under Clause 6.1.2.

“Financial year” means a period of 12 months ending on 30 June.

“Law” means the Corporations Law as amended from time to time.

“Month” means calendar month.

“Year” means calendar year.

“State” means a State of the Commonwealth of Australia.

“State or Territory Section” means a State or Territory Section constituted under Clause 6.1.5.

“Territory” means the Australian Capital Territory.

### 3. OBJECTS OF THE COMPANY

- 3.1 The objects for which the Company is established are:
- (a) To advance the science and art of anaesthesia in Australia and related disciplines to achieve international best practice.
  - (b) To promote education and training in anaesthesia and related disciplines.
  - (c) To encourage and support research related to anaesthesia.
  - (d) To facilitate communication between practitioners in anaesthesia and related disciplines.
  - (e) To prescribe high standards of practice and professional conduct and to maintain the objects of such standards.
  - (f) To enhance the professional status of anaesthesia.
  - (g) To preserve, at all times, the professional independence of anaesthetists in whatever capacity they may be serving.
  - (h) To protect the economic and legal interests of anaesthetists.
  - (i) To work effectively with other medical organisations.
  - (j) To foster the personal health and welfare of members, associates and their families.



- (k) To encourage the preservation of history related to anaesthesia.
- (l) To publish a scientific journal and encourage other publications in the sphere of anaesthesia.
- (m) To take over the funds and other assets and liabilities of the Australian Society of Anaesthetists Inc.
- (n) To do all such other things as may be incidental to or conducive to the attainment of the above objects.

## **4. MEMBERSHIP CATEGORIES**

### **4.1 CLASSES**

- 4.1.1 There shall be seven classes of membership namely, Ordinary, Associate, Honorary, Life, Continuing, Retired and Trainee.

### **4.2 ORDINARY MEMBERSHIP**

- 4.2.1 Ordinary members shall be those who are Ordinary members at the date of adoption of this Constitution and such other persons who, being duly qualified, apply for and are admitted to Ordinary membership.
- 4.2.2 The following persons are qualified to apply for Ordinary membership:
  - (a) Medical practitioners, registered, or eligible to be registered, to practise in a State or Territory who are Fellows of the Australian and New Zealand College of Anaesthetists, or
  - (b) Medical practitioners, registered, or eligible to be registered, to practise in a State or Territory who have completed training and hold a post-graduate qualification in anaesthesia, intensive care, pain management or related disciplines acceptable to the Board of Directors.
- 4.2.3 Ordinary members shall be entitled to full privileges of membership, which includes receiving notices and journals, attending and voting at business meetings of the Company, and being Directors, Officers or members of Committees of the Company.

### **4.3 ASSOCIATE MEMBERSHIP**

- 4.3.1 Associate members shall be those who are Associate members at the date of adoption of this Constitution and such other persons who, being duly qualified are invited to apply, or who apply for and are admitted to Associate membership.

- 4.3.2 The following persons are qualified to apply for Associate membership:
- (a) Medical practitioners registered, or eligible to be registered, to practise in a State or Territory who have a special interest in anaesthesia, or
- 4.3.3 The following persons may be invited by the Board of Directors to apply for Associate membership:
- (a) Persons of professional standing who, while not being medical practitioners, have a special interest in anaesthesia.
- 4.3.4 Associate members shall be entitled to receive notices and journals, and to attend business meetings of the Company, but shall not be entitled to vote at these business meetings nor be Directors, Officers or members of Committees of the Company (but may be co-opted to a Committee).

#### **4.4 HONORARY MEMBERSHIP**

- 4.4.1 Honorary members shall be those who are Honorary members at the date of adoption of this Constitution and such other practitioners of medicine or of allied sciences or an individual who may, by their services to or interest in the Specialty of Anaesthesia, be recommended by the Board of Directors and such membership confirmed at the next following Annual General Meeting. Honorary members shall have all the rights and privileges of Ordinary membership except that Honorary members shall not be entitled to vote at business meetings of the Company nor be Directors, Officers or members of Committees of the Company.

#### **4.5 LIFE MEMBERSHIP**

- 4.5.1 Life members shall be those who are Life members at the date of adoption of this Constitution and such other members as have given long and distinguished service to the Company, and have been formally proposed by Ordinary members, recommended by the Board of Directors and confirmed at the next following Annual General Meeting. Life members shall have all the rights and privileges of Ordinary membership.

#### **4.6 CONTINUING MEMBERSHIP**

- 4.6.1 Continuing members shall be those who are Continuing members at the date of the adoption of this Constitution, and such other Ordinary or Associate members, who have been members of the Company



for more than 30 years or such other period as is in any particular case determined by the Board of Directors in its absolute discretion. An Ordinary member, who by reason of 30-year membership is considered a Continuing member shall have all the rights and privileges of Ordinary membership. An Associate member, who by reason of 30-year membership is considered a Continuing member, shall have the rights and privileges of Associate membership.

- 4.6.2 Continuing Retired members shall be those members who have ceased all anaesthetic practice and have been members of the company for more than 30 years or such other period as in any particular case determined by the Board of Directors in its absolute discretion. Continuing Retired members have all the rights and privileges of Ordinary membership.
- 4.6.3 Continuing Retired Associate members shall be those Associate members who have ceased all anaesthetic practice and have been Associate members of the company for more than 30 years or such other period as in any particular case determined by the Board of Directors in its absolute discretion. Continuing Retired Associate members have all the rights and privileges of Associate membership.

#### **4.7 RETIRED MEMBERSHIP**

- 4.7.1 Retired members shall be those members who have ceased all anaesthetic practice and have been members of the company for less than 30 years. Such members shall have all rights and privileges of Ordinary membership.
- 4.7.2 Retired Associate members shall be those Associate members who have ceased all anaesthetic practice and have been Associate members of the company for less than 30 years. Such members shall have all the rights and privileges of Associate membership.

#### **4.8 TRAINEE MEMBERSHIP**

- 4.8.1 Trainee members shall be those people who are registered with the Australian and New Zealand College of Anaesthetists.
- 4.8.2 Trainee members shall be entitled to receive notices and journals, and to attend business meetings of the Company, but shall not be entitled to vote at these business meetings nor be Directors, officers or members of Committees (except a Committee to represent the interests of Trainee members) of the Company (but may be co-opted to a Committee).

## **4.9 MEMBERSHIP APPROVAL**

- 4.9.1 Any application for Ordinary, Associate or Trainee membership shall be made on a form approved by the Board of Directors for that purpose and shall be delivered to the Executive Director who shall forward the application to the Honorary Secretary of the State or Territory Section concerned.
- 4.9.2 An Associate or Trainee member who becomes qualified for Ordinary membership shall become an Ordinary member automatically at the commencement of the next following calendar year.
- 4.9.3 (a) The Committee of Management of the State or Territory Section concerned shall consider any such application so received.
- (b) The Honorary State or Territory Secretary shall forward the recommendation of the Committee of Management to the Executive Director.
- (c) Such application shall thereafter be considered by the Board of Directors whose decision thereon shall be final. The Board of Directors may in their discretion, and without being required to assign any reason therefore, refuse to accept any application for admission to membership of the Company and may in like manner refuse to admit any applicant to membership.
- 4.9.4 If the Board of Directors decides to admit an applicant to Ordinary, Associate or Trainee membership the applicant shall forthwith be notified and shall thereupon become an Ordinary member, Associate member or Trainee member (as the case may be). If such new member joins after 1 August of a particular year, they will be entitled to a subscription concession as determined by the Board of Directors.

## **5. STATE AND AUSTRALIAN CAPITAL TERRITORY SECTIONS**

- 5.1 The members resident in each State and the Australian Capital Territory shall constitute a State or Territory Section. For the purpose of this clause only:
- (a) members resident in the Northern Territory shall be deemed to be resident in South Australia, and
- (b) members not resident within the Commonwealth of Australia shall not be members of any State or Territory Section.



- 5.2 A member of a State or Territory Section whose residence changes shall notify the Executive Director. If that change causes that member to become a member of a different State or Territory Section in accordance with Clause 5.1 then the Executive Director shall notify the two Sections concerned that membership of that member has been transferred from one Section to the other.

## **6. THE COMPANY**

### **6.1 DIRECTORS AND OFFICERS OF THE COMPANY**

- 6.1.1 The members of the Company shall at every Annual General Meeting of the Company elect from their members Federal Officer bearers consisting of a President, a Vice-President, an Honorary Federal Treasurer and an Executive Councillor. Each of the persons so elected shall assume office at the conclusion of the annual general meeting at which he or she is elected.

#### *Board of Directors*

- 6.1.2 The Board of Directors of the Company shall consist of:
- (a) the President (who shall act as Chair),
  - (b) the Immediate Past President,
  - (c) the Vice-President,
  - (d) the Honorary Federal Treasurer, and
  - (e) Eight Councillors, (consisting of one Representative from each of the State or Territory Sections and the Executive Councillor).
- 6.1.3 The Chair of each State or Territory Section shall, while holding that office, be that Section's representative on the Board of Directors provided that the Committee of Management of her or his Section may, whenever necessary, appoint a substitute to act in place of the Chair.

#### *State or Territory Section of the Company*

- 6.1.4 The members of each State or Territory Section of the Company shall at every Annual General Meeting of that State or Territory Section elect from their members the following Officers. Each of the persons so elected shall assume office at the conclusion of the annual general meeting at which he or she is elected.
- (a) Chair,
  - (b) Vice-Chair,
  - (c) Honorary State or Territory Secretary,

- (d) Honorary State or Territory Treasurer, and
  - (e) such other Ordinary members (up to a maximum of 5) as may be determined from time to time by each State or Territory Section.
- 6.1.5 The Committee of Management for each State or Territory Section shall comprise the following Officers:
- (a) the Chair,
  - (b) the Immediate Past Chair,
  - (c) the Vice-Chair,
  - (d) the Honorary State or Territory Secretary,
  - (e) the Honorary State or Territory Treasurer,
  - (f) such other Ordinary members (up to a maximum of 5) as may be determined from time to time by each State or Territory Section, and
  - (g) any Director of the Company who is a member of that State or Territory Section.
- 6.1.6 Any State or Territory Section may combine the offices of any two or more positions.

#### *Executive Director*

- 6.1.7 The Board of Directors shall from time to time appoint one person to be the Executive Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- 6.1.8 The Executive Director shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration as the Board of Directors determines. The position of Executive Director is, at all times, non-voting.
- (a) The Board of Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon an Executive Director any of the powers exercisable by them.
  - (b) Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board of Directors.
  - (c) The Board of Directors may at any time withdraw or vary any of the powers so conferred on an Executive Director.

#### *Company Secretary*

- 6.1.9 For the purposes of the Law, the Executive Director shall be the Company Secretary.



## **6.2 THE EXECUTIVE**

- 6.2.1 The Executive of the Company consists of:
- (a) the President,
  - (b) the Vice President,
  - (c) the Immediate Past President,
  - (d) the Honorary Federal Treasurer,
  - (e) the Executive Councillor,
  - (f) the Executive Director, and
  - (g) one person elected by the Board of Directors from amongst the State or Territory chairs on the Board of Directors.
- 6.2.2 The members of the Executive take office at the conclusion of the annual general meeting and hold office for the period expiring at the conclusion of the annual general meeting in the following year.
- 6.2.3 The Executive has power to conduct the business of the Company between meetings of the Board of Directors, and to fill any vacancy on the Executive, or on any Committee appointed by the Board of Directors. In the proceedings of the Executive, all members of the Executive can vote with the exception of the Executive Director.

## **6.3 MANAGEMENT AND POWERS OF THE COMPANY**

### *Power of Board of Directors*

- 6.3.1 The business of the company is to be managed by or under the direction of the Board of Directors.
- 6.3.2 The Board of Directors may exercise all the powers of the company except any powers that the Law or the company's Constitution requires the company to exercise in general meeting.
- 6.3.3 The Board of Directors may make bylaws consistent with this Constitution for the better management of the affairs of the Company.

### *Responsibilities of the Board of Directors*

- 6.3.4 Without limiting the generality of clauses 6.3.1 to 6.3.3, the Board of Directors shall:
- (a) co-ordinate generally the activities of the several State and Territory Sections of the Company,
  - (b) act as an authoritative body of reference receiving reports and recommendations from the State and Territory Sections and dealing with those as it may see fit,

- (c) keep the State and Territory Sections informed of all matters concerning the Company,
- (d) exercise general control over the finances of the Company, receiving the annual subscriptions of members as well as the proceeds of any levies upon or other dues accruing from members, receiving all other moneys and items of value accruing to the Company as a whole and disbursing or investing such funds at its discretion,
- (e) take such proceedings as may be necessary to recover from members any arrears of subscriptions, levies or other dues,
- (f) acquire by purchase, gift, bequest or any other means such property real or personal and such other assets or goods as may concern the Company as a whole and dispose of the same as may be determined from time to time,
- (g) exercise all the powers of the Company to borrow money and to mortgage or change the property or any part thereof,
- (h) take all necessary steps to promote the interests of the Company and its members,
- (i) appoint and instruct Committees as may be required,
- (j) cause proper accounting and other records to be kept and shall distribute financial statements as required by law, and
- (k) do all such other lawful things as may be incidental to or conducive to the attainment of Clauses 6.3.4 (a)-(j).

## **6.4 COMMITTEE OF MANAGEMENT OF THE STATE OR TERRITORY SECTIONS**

- 6.4.1 Subject to this Constitution the affairs of each State or Territory Section shall be managed by the Committee of Management of that State or Territory Section and, in doing so shall:
- (a) conduct affairs of that Section in accordance with the Constitution and bylaws of the Company,
  - (b) control the finances of that Section in so far as local commitments are concerned using for this purpose the funds allowed for that year by the Board of Directors from the Capital Fund of that Section, which shall be administered centrally by the Federal Office,
  - (c) appoint and instruct Committees as may be required, and
  - (d) prepare an Annual Report on the activities and of receipts and expenditure of that Section and submit the same to the Executive Director and Honorary Federal Treasurer respectively, within three months of the end of the preceding financial year.



## **6.5 PROCEEDINGS OF THE BOARD OF DIRECTORS**

6.5.1 The Board of Directors may meet together for the management of business and adjourn and otherwise regulate their meetings, as they think fit.

### *Alternative Director*

- 6.5.2 (a) With the other directors' approval, a director may appoint an alternate to exercise some or all of the directors' powers for a specified period.
- (b) If the appointing director requests the Company to give the alternate notice of directors' meetings, the Company must do so.
- (c) When an alternate exercises the directors' powers, the exercise of the power is just as effective as if the powers were exercised by the director.
- (d) The appointing director may terminate the alternate's appointment at any time.
- (e) An appointment or its termination must be in writing. A copy must be given to the Company.

### *Board May Appoint a Director*

- 6.5.3 The Board of Directors of the Company may appoint a person as a director.
- 6.5.4 If the Board of Directors appoint a person as a director, that appointment must be confirmed by resolution at the next Annual General Meeting of the Company. If the appointment is not confirmed, the person ceases to be a director of the Company at the end of the Annual General Meeting.

### *Delegation of Power by Board of Directors*

6.5.5 The Board of Directors may delegate any of their powers (with the exception of the power of delegation) to a committee of directors.

### *Resolution Without a Directors' Meeting*

- 6.5.6 (a) The Board of Directors may pass a resolution without a directors' 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.
- (b) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last director signs.

### *Causing a Meeting of Directors*

- 6.5.7 The Board of Directors shall also meet at such other times and for such purposes as the President may determine or as requested by requisition in writing to the Executive Director by any three members of the Board of Directors.

### *Quorum for a Directors' Meeting*

- 6.5.8 The quorum for a directors' meeting is seven directors and the quorum must be present at all times during the meeting.

### *Voting by Board of Directors*

- 6.5.9 A resolution of the Board of Directors must be passed by a majority of the votes cast by directors, entitled to vote on the resolution. The chair has a casting vote if necessary in addition to any vote they have in their capacity as director.

### *Appointment as a Director*

- 6.5.10 The Company may appoint a person as a director by resolution passed in general meeting.
- 6.5.11 Retiring directors shall be eligible for re-election to posts previously held by them, provided that no member shall be eligible to hold the office of President for more than three consecutive terms.

### *Executive Director's Responsibilities*

- 6.5.12 The Executive Director shall give due notice and keep the minutes of all meetings, shall conduct all correspondence, prepare an Annual Report and comply with the Law.

### *Honorary Federal Treasurer's Responsibilities*

- 6.5.13 The Honorary Federal Treasurer shall collect and be custodian of all moneys due to the Company. At the Annual General Meeting the Honorary Federal Treasurer shall present a report of Company receipts and expenditure which, being duly audited, shall be entered in the minutes.

### *Executive Meets Prior to Each Annual General Meeting*

- 6.5.14 The Executive shall meet at a reasonable time before each Annual General Meeting of the Company to review the agenda, and to discuss all matters of policy and actions concerning the Company.



### *Reconstituting the Number of Members of the Board of Directors*

6.5.15 The continuing members of the Board of Directors may act notwithstanding any vacancy in the Board of Directors but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board of Directors, the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

### *Chair of the Board of Directors and Executive Committee*

6.5.16 The President shall act as Chair at every meeting of the Board of Directors and Executive Committee or if there is no President, or if at any meeting the President is not present, the Vice-President shall be Chair or if the Vice-President is not present at the meeting then the members may choose one of their number to be the Chair of the meeting.

### *Committees Established by the Board of Directors*

- 6.5.17 The Board of Directors may delegate any of its powers (with the exception of the power of delegation) to Committees consisting of such member or members of the Company as they think fit; any Committees so formed shall, in the exercise of the powers so delegated:
- (a) conform to any bylaws that may be imposed on it by the Board of Directors, and
  - (b) unless authorised otherwise, shall act in an advisory capacity to the Board.
- 6.5.18 A Committee may elect a Chair of its meetings, if no such Chair is appointed by the Board of Directors. If at any meeting the Chair is not present the members present may choose one of their number to be the Chair of the meeting.
- 6.5.19 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- 6.5.20 All acts done by any meeting of the Board of Directors or of a Committee or by any person acting as a member of the Board of Directors shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that the members of the Board of Directors or any of them were disqualified,

be as valid as if every such person had been duly appointed to be a member of the Board of Directors.

### *Recording of Meetings*

- 6.5.21 The Board of Directors shall cause minutes to be made:
- (a) of all appointments of Officers and servants,
  - (b) of names of members of the Board of Directors present at all meetings of the Company and of the Board of Directors, and
  - (c) of all proceedings of the Company and of the Board of Directors.
- 6.5.22 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next meeting.

## **6.6 PROCEEDINGS OF THE STATE OR TERRITORY SECTIONS**

- 6.6.1 The Committee of Management for each respective State or Territory Section may meet together for the management of business and adjourn and otherwise regulate their meetings, as they think fit.

### *Committee of Management May Appoint Officers*

- 6.6.2 The Committee of Management of each State or Territory Section may appoint a person as an Officer of that Committee of Management.
- 6.6.3 If the Committee of Management appoint a person as an Officer, that appointment must be confirmed by resolution at the next Annual General Meeting of that State or Territory Section. If the appointment is not confirmed, the person ceases to be an Officer of the Committee of Management at the end of the Annual General Meeting.

### *Resolution Without a Committee of Management Meeting*

- 6.6.4 (a) The Committee of Management may pass a resolution without a Committee of Management meeting being held if all the Officers 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.
- (b) Separate copies of a document may be used for signing by Officers if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Officer signs.

### *Causing a Meeting of the Committee of Management*

- 6.6.5 The Committee of Management shall also meet at such other times and for such purposes as the Chair may determine or as requested



by requisition in writing to the Honorary State or Territory Secretary by any three Officers of the Committee of Management.

*Quorum for a Committee of Management Meeting*

6.6.6 The quorum for a Committee of Management meeting shall be one half of the number of members of the Committee of Management, or if that is not a whole number the next largest whole number.

*Voting by the Committee of Management*

6.6.7 A resolution of the Committee of Management must be passed by a majority of the votes cast by Officers entitled to vote on the resolution. The Chair has a casting vote if necessary in addition to any vote they have in their capacity as Chair.

*Eligibility for Re-election to Committee of Management*

6.6.8 Retiring Officers shall be eligible for re-election to posts previously held by them, provided that no member shall be eligible to hold the office of Chair for more than three consecutive terms.

*Responsibilities of Honorary Secretary and Treasurer*

6.6.9 The Honorary State or Territory Secretary shall give due notice and keep the minutes of all meetings, shall conduct all correspondence and prepare an Annual Report.

6.6.10 The Honorary State or Territory Treasurer shall be custodian of all moneys:

- (a) allocated to his or her Section by the Board of Directors, and
- (b) otherwise received for the purposes of an event promoted by his or her Section.

6.6.11 The Honorary State or Territory Treasurer will manage this money in accordance with directions from the Board of Directors. (At the Annual General Meeting of each State or Territory Section, the Honorary State or Territory Treasurer will report the income and expenditure for the preceding financial year and this will be entered in the minutes.)

*Committee of Management Meets Prior to Annual General Meeting*

6.6.12 The Committee of Management or a Committee authorised by the Committee of Management shall meet at a reasonable time before each Annual General Meeting of the State or Territory Section to review the agenda, and to discuss all matters of policy and actions concerning the Company.

### *Reconstituting the Number of Members of the Committee of Management*

6.6.13 The continuing members of the Committee of Management may act notwithstanding any vacancy in the Committee of Management but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Committee of Management, the continuing member or members may act for the purpose of increasing the number of members of the Committee of Management to that number or of summoning a General Meeting of the State or Territory Section, but for no other purpose.

### *Chair of Committee of Management Meetings*

- 6.6.14 The Chair will preside over every meeting of the Committee of Management or if there is no Chair, or if at any meeting the Chair is not present, the Vice-Chair shall be Chair or if the Vice-Chair is not present at the meeting then the members may choose one of their number to be the Chair of the meeting.
- 6.6.15 The Committee of Management may delegate any of its powers (with the exception of the power of delegation) to Committees consisting of such member or members of the State or Territory Section as they think fit; any Committees so formed shall, in the exercise of the powers so delegated, conform to any bylaws that may be imposed on it by the Board of Directors.
- 6.6.16 A Committee may elect a Chair of its meetings, if no such Chair is appointed by the Committee of Management. If at any meeting the Chair is not present the members present may choose one of their number to be the Chair of the meeting.
- 6.6.17 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- 6.6.18 All acts done by any meeting of the Committee of Management or of a Committee or by any person acting as a member of the Committee of Management shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee of Management or person acting as aforesaid, or that the members of the Committee of Management or any of them were disqualified, be as valid as if every such person had been duly appointed to be a member of the Committee of Management.



### *Recording of Committee of Management Meetings*

- 6.6.19 The Committee of Management shall cause minutes to be made of:
- (a) all appointments of Officers and servants,
  - (b) names of members of the Committee of Management present at all meetings of the State or Territory Section and the Committee of Management, and
  - (c) all proceedings of the State or Territory Section and the Committee of Management.
- 6.6.20 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next meeting.

### **6.7 VACANCY**

- 6.7.1 In the event of the Office of President becoming vacant for any reason, the Immediate Past President shall assume the Office of President until the next Annual General Meeting. If the Immediate Past President declines to accept that office or after assuming office, that office becomes vacant for any reason the Vice-President shall assume the office of President or if the Vice-President is not available the Board of Directors shall appoint another Ordinary member to assume the Office of President until the next Annual General Meeting. In the event of the office of Chair of a State or Territory Section becoming vacant, the above provisions shall apply as if the references to President, Immediate Past President, Vice-President and Board of Directors were references to Chair, Immediate Past Chair, Vice-Chair and Committee of Management respectively.
- 6.7.2 The position of Director or of an Officer of a State or Territory Section shall become vacant if the holder of that office:
- (a) becomes bankrupt or makes an arrangement or composition with creditors generally,
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
  - (c) ceases to be an Ordinary member of the Company, or
  - (d) resigns that office by notice in writing given to the Executive Director or the Honorary Secretary of the State or Territory Section as the case may be.

### **6.8 SUSPENSION OF MEMBERSHIP**

- 6.8.1. Upon application a member may apply for suspension of their membership. The decision on whether to grant this is at the entire

discretion of the Board of Directors. If granted, the subscription is waived and the individual has none of the rights and privileges of membership. Such individuals may seek reinstatement as a member on making formal application to the Executive Director. Such members do not lose continuity of membership, but period of suspension does not count toward their 30 year membership.

## **6.9 CESSATION OF MEMBERSHIP**

- 6.9.1 Any member may resign from the Company by giving notice in writing to the Executive Director who shall inform the State or Territory Section concerned.
- 6.9.2 Members whose subscriptions remain unpaid for one year shall automatically cease to be members of the Company and shall be notified accordingly by the Executive Director. Any such ex-member may seek re-instatement on payment of arrears of subscriptions and on making formal application to the Executive Director. Whether that application is approved shall be a matter entirely within the discretion of the Board of Directors. The Board of Directors is not required to assign any reason as its refusal to accept any application for re-instatement to membership of the Company.
- 6.9.3 If a member, in the opinion of the Board of Directors,
- (a) has been guilty of dishonourable conduct or conduct derogatory to the Company or conduct which is not in the best interests of the Company or its members,
  - (b) has ceased to be properly qualified for membership, or
  - (c) has failed to observe proper standards of professional care, skill or competence,
- then the Board of Directors may, in their absolute discretion, admonish, censure, suspend or terminate the membership of that member.
- 6.9.4 The power of the Board of Directors under this Clause shall not be exercised except by a vote of not less than 75% of the members of the Board of Directors at a meeting held for the purpose, of which meeting the member has been given at least 14 days written notice specifying the matters to be considered and at which the member may attend and be heard. The Board of Directors is not required to give any reasons for its decision to admonish, censure, suspend or terminate the membership of a member.
- 6.9.5 A member shall be notified of any decision of the Board of Directors under Clause 6.9.3 and within 14 days of such notification the member may by written notice given to the Executive Director request a meeting of the Appeals Committee to be convened to



consider that decision. In that event, the decision of the Board of Directors shall not take effect pending the outcome of the Appeals Committee. Such meeting shall be convened as soon as practical and the consideration of such decision shall be specified in the notice. The Appeals Committee shall decide whether to affirm, annul, set aside or vary the decision of the Board of Directors. The decision of the Appeals Committee shall be final.

- 6.9.6 The Appeals Committee shall consist of three members:
- (a) a Legal Practitioner of at least 10 years experience as nominated by the Chair of the Law Council of Australia (this Legal Practitioner to act as Chair of the Appeals Committee),
  - (b) a former President or Vice-President of the Board of Directors of the Australian Society of Anaesthetists Ltd or the Company, as nominated by the present Board of Directors, and
  - (c) an Ordinary member of the Company as nominated by the Member allegedly in breach of Clause 6.9.3, provided that the nominated member must be a member of at least 10 years standing. Further, the nominated member must not have been involved in deliberations in respect of the original decision under Clause 6.9.3.
- 6.9.7 The Appeals Committee may follow any procedure it thinks appropriate. It is not bound by the rules of evidence or other technicalities or legal forms, and it may inform itself in relation to any matter in any manner that it thinks fit. However it must act fairly and give both parties the opportunity to state their case and correct or contradict the case of the other party.
- 6.9.8 The Member allegedly in breach of clause 6.9.3 may be accompanied to the hearing of the Appeals Committee by any other person. However, the member is not entitled to be represented by that or any other person.
- 6.9.9 After considering the matter the Appeals Committee may affirm, annul, set aside or vary the decision of the Board of Directors. This decision of the Appeals Committee must be notified to the Executive Director and the member concerned within five working days after it is made. The decision of the Appeals Committee is final.

## **7. GENERAL MEETINGS**

### **7.1 CONVENING GENERAL MEETINGS OF THE COMPANY**

- 7.1.1 An Annual General Meeting of the Company shall be held in each calendar year in such place, and at times of the year as the Board of Directors, in consultation with the State or Territory Sections deems

most suitable. All other General Meetings shall be called Extra-Ordinary General Meetings.

- 7.1.2 The Board of Directors shall convene Extra-Ordinary General Meetings of the Company for such times and places and for such purposes, as it may deem fit. On the written request of three State or Territory Sections setting out the reasons in full detail, the Board of Directors shall convene an Extra-Ordinary General Meeting of the Company to be held within three months of the date of such request at such place and time as it may deem most suitable. The Board of Directors must also call and arrange to hold a General Meeting when requested by members in accordance with the Corporations Law.

## **7.2 NOTICE OF GENERAL MEETINGS**

- 7.2.1 At least 28 days' notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day on which notice is given) of General Meetings shall be given to such persons as are entitled to receive such notice from the Company.
- 7.2.2 The notice convening a General Meeting shall specify the place, the day and the hour of the meeting and shall give notice of the business to be transacted thereat, including notice of any resolution to be submitted to members.
- 7.2.3 The only business that may be dealt with at a General Meeting shall be that specified in the notice convening the meeting.

## **7.3 PROCEEDINGS AT FEDERAL GENERAL MEETINGS**

### *Quorum for a General Meeting*

- 7.3.1 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as otherwise provided in this Constitution, 50 members in the case of the Society's Annual General Meeting (or a pro rata<sup>1</sup> of 50 members for State/Territory Annual General Meetings), of the Ordinary and Continuing members present in person shall constitute a quorum, provided that of those Ordinary and Continuing members present, at least three shall be Directors.
- 7.3.2 If within 30 minutes from the time appointed for the meeting a quorum is not present: the meeting if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such

<sup>1</sup> Pro rata is calculated by dividing the number of State/Territory Ordinary and Continuing members by the number of the Society's Ordinary and Continuing members.



other day and at such other time and place as the Board of Directors may determine and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present (not being less than 20 in number, (three of who must be directors of the Company)) shall be a quorum.

#### *Chair of the Annual General Meeting*

- 7.3.3 The President shall be the Chair of every General Meeting of the Company or if there is no President, or if the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chair, or if the Vice-President is not present or is unwilling to act then the Ordinary members present shall elect one of their number to be the Chair of the meeting.
- 7.3.4 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.

#### **7.4 VOTING AT A MEETING**

- 7.4.1 At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (a) the Chair, or
  - (b) at least five members present in person or by proxy.
- 7.4.2 Unless a poll is demanded a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost, and an entry to that effect in the book containing minutes of the proceedings of the Company 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.
- 7.4.3 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair shall direct, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 7.4.4 No poll shall be demanded on the election of a Chair or on the adjournment of a meeting.

- 7.4.5 On a show of hands every Ordinary or Life member present in person shall have one vote and on a poll every Ordinary or Life member present or by proxy shall have one vote.
- 7.4.6 The instrument appointing a proxy shall be in writing under the hand of the appointor or the attorney of the appointor duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall only be entitled to appoint as proxy another member otherwise entitled to vote. A member shall be entitled to instruct the proxy of that member to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.
- 7.4.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof, shall be deposited at the registered office of the Company specified for that purpose in the notice convening the meeting for which the proxy is appointed before the close of business three working days (in New South Wales) before the time for holding the meeting at which the person named in the proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 7.4.8 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the appointor or the revocation of the proxy, if no notice in writing of such death, unsoundness of mind or revocation has been received by the Company before the commencement of the meeting or adjourned meeting at which such vote is given.
- 7.4.9 Every notice convening a General Meeting shall contain a statement that a member entitled to vote thereat is entitled to appoint another member as proxy to attend and vote at such meeting and shall specify the address at which proxies must be deposited, and shall enclose a form of instrument of proxy.
- 7.4.10 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 vote takes place shall be entitled to a second or casting vote.

## **7.5 GENERAL MEETINGS OF STATE OR TERRITORY SECTIONS**

- 7.5.1 An Annual General Meeting of each State or Territory Section shall be held once in every calendar year.
- 7.5.2 In addition to the Annual General Meeting, each State or Territory Section may meet on other occasions during each calendar year to deal with any business, to receive scientific papers, to hold clinical



discussions, and for such other purposes as the Committee of Management of that State or Territory Section shall determine.

- 7.5.3 General Meetings of a State or Territory Section may be held at such times and places as the Committee of Management of that State or Territory Section may determine from time to time. If requested by a requisition in writing to the Honorary Secretary of the State or Territory Section by 10% of the Ordinary members of that State or Territory Section, the Committee of Management shall convene a General Meeting of that State or Territory Section to be held within three months to deal with the business specified in such requisition.
- 7.5.4 At any meeting of a State or Territory Section a pro rata<sup>2</sup> of 50 of the Ordinary members of such Section present in person shall constitute a quorum provided that of those Ordinary members present at least two shall be Officers of the State or Territory Section.
- 7.5.5 The requirements for notice of General Meetings and the conduct of General Meetings of State or Territory Sections shall be the same as hereinbefore provided in this Constitution for General Meetings of the Company, with the necessary changes having been made.

## **8. ANNUAL SUBSCRIPTIONS**

- 8.1 The Board of Directors shall prescribe the annual subscription (if any) payable by members.
- 8.2 The Annual Subscription for each calendar year shall be payable to the Honorary Federal Treasurer before the end of February in that year.
- 8.3 The following members shall not be liable to pay any annual subscriptions:
  - (a) Honorary members,
  - (b) Life members, and
  - (c) Continuing Retired and Continuing Retired Associate members.
- 8.4
  - (a) Any member in arrears of Subscriptions, levies or other dues for longer than six months after the due date for payment thereof shall not be entitled to vote, hold office, or receive the notices and publications of the Society until all such arrears are paid in full.
  - (b) Any such amount not paid by the due date for payment thereof shall be payable on demand, and if necessary recoverable by suitable legal proceedings.

<sup>2</sup> Pro rata is calculated by dividing the number of State/Territory Ordinary and Continuing members by the number of the Society's Ordinary and Continuing members.

- 8.5 The Board of Directors may at its entire discretion, waive or suspend the whole or any part of a member's subscription.

## **9. CONFLICT OF INTEREST**

- 9.1 Any director of the Board of Directors, Officer of a Committee of Management or member of a sub-committee who has a direct or indirect interest in any present or anticipated contract, agreement or understanding with the Company must declare that interest at the first meeting of the Board of Directors, Committee of Management or Committee (as the case may be) after becoming aware of the interest or the contract, agreement or understanding, and must not vote in respect of the matter. If that person does vote in those circumstances, that vote must not be counted.

## **10. SEAL**

- 10.1 If the Company has a common seal:
- (a) the Board of Directors must provide for the safe custody of the seal, and
  - (b) the seal may only be used by the authority of the Board of Directors (or of a committee of the Board of Directors authorised by the Board of Directors to authorise the use of the seal) and each document to which the seal is fixed must be signed by:
    - (i) two directors, or
    - (ii) a director and the company secretary.

## **11. FINANCE**

### **11.1 AUTHORITY TO OPEN AND OPERATE ACCOUNTS**

- 11.1.1 The Honorary Federal Treasurer shall open accounts in the name of the Company at a bank or other financial institution chosen by the Board of Directors in which all funds remitted shall be deposited and from which duly authorised disbursements shall be made.
- 11.1.2 The Honorary Federal Treasurer and any one of two other members of the Board of Directors shall be authorised jointly to operate this account in accordance with the decisions and directions of the Board of Directors.
- 11.1.3 Each State or Territory Section shall have an annual allocation of funds, which shall be determined by the Board of Directors. The



amount of the allocation for each State or Territory Section shall be in accordance with a budget submitted by the Honorary Treasurer of each State or Territory Section and approved by the Board of Directors plus any special grants determined from time to time by the Board of Directors for specific purposes for that State or Territory Section.

- 11.1.4 The Honorary Treasurer of each State or Territory Section may open a current account in the name of the State or Territory Section of the Company at a bank chosen by the Committee of Management following an allocation of funds for a special purpose approved by the Board of Directors. The Honorary Treasurer will report all income and expenditure from this account to the Federal Treasurer at intervals determined by the Federal Treasurer and the Board of Directors.
- 11.1.5 The Honorary Treasurer of each State or Territory Section and any one other member of the Committee of Management shall be authorised jointly to operate the bank account of the State or Territory Section in accordance with decisions of the Committee of Management.

## **11.2 APPOINTMENT OF THE AUDITOR**

- 11.2.1 Auditors of the Company shall be appointed at each Annual General Meeting of the Company. The auditors shall audit the accounts of the Company in respect of each financial year and shall report to the next Annual General Meeting of the Company that they have completed such audit and the results thereof.
- 11.2.2 The Board of Directors shall fix the remuneration of the auditors.

## **12. AMENDMENTS**

- 12.1 Subject to the Law, the Constitution of the Company may be altered, changed or amended by a resolution passed by a majority of three-quarters of votes cast at a General Meeting of the Company.

## **13. NOTICES**

- 13.1 A notice may be given by the Company to any member either personally or by sending it by post to the address supplied by that member to the Executive Director and contained within the register of members. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected

in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would have been delivered in the ordinary course of post.

- 13.2 Notice of every General Meeting of the Company shall be given in any manner hereinbefore authorised to:
- (a) every member who has supplied to the Company an address for giving of notices to them, and
  - (b) the auditors for the time being of the Company.
- 13.3 No other person shall be entitled to receive notice of General Meetings of the Company.
- 13.4 The inadvertent or accidental failure to give any member of the Company or of the Board of Directors or of a Committee of Management notice of any proposed meeting, or the non-receipt by such person of any such notice shall not invalidate the proceedings at any such meeting or any resolution passed thereat.

## 14. DISSOLUTION

- 14.1 If upon winding up of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other society, association, institution or body having objects similar to the objects of the Company and which shall prohibit the distribution of its income and property among its members. Such other society, association, institution or body is to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object determined by the members.

## 15. INDEMNITY

- 15.1 Every member of the Board of Directors, the Committee of Management of each State or Territory Section, the Auditor and every other Officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of office which is incurred by that member in defending any proceedings whether civil or criminal in which judgment is given in favour of that member or in which that member is acquitted.

