

CONSTITUTION

AUSTRALIA AND NEW ZEALAND ASSOCIATION FOR THE SURGERY OF TRAUMA

A public company limited by guarantee
under the *Corporations Act 2001* (Cth)

1 OBJECTS

The objects of the Association are to:

- 1.1 improve trauma patient care;
- 1.2 advance education, training and research in the practice of trauma surgery;
- 1.3 advance the science of trauma surgery;
- 1.4 improve trauma systems;
- 1.5 develop trauma surgery as a profession with high professional standards;
- 1.6 provide authoritative advice, information and opinion to other professional organisations, governments and the public; and
- 1.7 enhance collaboration with other professional organisations with similar objects.

2 POWERS

In pursuit of the Objects, the Association has all the powers and functions necessary or desirable to the maximum extent permitted by law. Without limiting this clause 2, the Association may pursue the Objects by:

- 2.1 defining the standards in Australia and New Zealand for the care of trauma surgery patients;
- 2.2 delivering post-fellowship trauma education and training, including supervision and mentoring;
- 2.3 advising on the curriculum for surgical trauma training and encouraging the inclusion of the RACS recommended competencies;
- 2.4 identifying and accrediting posts suitable for post-Fellowship training in the surgery of trauma;
- 2.5 overseeing the selection process for trauma trainees in post-Fellowship training;
- 2.6 overseeing the organisation of scientific trauma programs at the Annual Scientific Congress and other scientific meetings of the RACS, and other occasions;
- 2.7 promoting the implementation of proper and effective trauma systems, and initiatives to improve the quality of the patient's experience;
- 2.8 continuing the proud and important history of the RACS Trauma Committee by promoting and advising on the importance of trauma prevention;

- 2.9 supporting and promoting original, well devised and coordinated surgical trauma research projects;
- 2.10 developing and promoting expertise and policy on surgical trauma management and strategies to implement them;
- 2.11 promoting trauma surgery as a career pathway, and promotion on behalf of surgical trauma specialists;
- 2.12 advising the RACS Council on matters relating to trauma including education, management, activities and standards of practice;
- 2.13 assisting divisions, sections and other groups within RACS in the development of programs of continuing education and standards of practice where they relate to trauma; and
- 2.14 actively promoting the Objects with respect to burns surgery and military surgery when appropriate.

3 MEMBERSHIP

3.1 Categories

Membership of the Association is divided into the following categories:

- 3.1.1 Full Members;
- 3.1.2 Trainee Members;
- 3.1.3 Associate Members;
- 3.1.4 Honorary Members; and
- 3.1.5 Life Members,

and, subject to this Constitution, such other categories or sub-categories set out in Regulations, and with such rights and benefits, duties and obligations, and status as set out in those regulations.

3.2 Eligibility for Membership

An applicant for Membership (other than Honorary Membership) must, at the time of admission as a Member be a registered medical practitioner of a State or Territory of Australia, New Zealand or other country approved by the Executive Committee for the purpose of this clause 3.2.

3.3 Full Membership

In addition to the requirements in clause 3.2, an applicant for Full Membership must be a Fellow of the RACS or equivalent, with an interest in trauma and who contributes significantly to the Objects.

3.4 Trainee Membership

In addition to the requirements in clause 3.2, an applicant for Trainee Membership must be:

- 3.4.1 a Fellow of the RACS undertaking post fellowship training in trauma; or

3.4.2 a trainee in the RACS Surgical Education and Training (SET) program.

3.5 Associate Membership

3.5.1 In addition to the requirements in clause 3.2, an applicant for Associate Membership must be a member from other learned medical colleges who are involved with trauma care.

3.5.2 An Associate Member is not entitled to vote.

3.6 Honorary Membership

3.6.1 The Executive Committee may from time to time offer Honorary Membership to persons who are not eligible for other forms of Membership but have made outstanding contributions to the practice of trauma surgery care.

3.6.2 An Honorary Member has all the rights and obligations of a Full Member but is:

- (a) not required to pay any entrance fee or annual subscription;
- (b) not required to meet the Association's professional development requirements; and
- (c) not entitled to vote.

3.7 Life Membership

The Executive Committee may from time to time offer Life Membership to a trauma surgeon who:

3.7.1 was an inaugural member of the Surgical Trauma Association of Australia and New Zealand; or

3.7.2 has been a Full Member for at least twenty years.

On incorporation, the initial members of the Association automatically become Life Members.

4 BECOMING A MEMBER

4.1 Admission

The Executive Committee may admit an eligible and qualified person to Membership of the Association, subject to payment of any applicable fee or subscription.

4.2 Names to be entered in the Register

The name of a person admitted to Membership of the Association, must be entered in the Register. Upon entry in the Register, Members may, subject to this Constitution and any provisions, conditions and restrictions in Regulations, use the Association's post-nominals.

4.3 Rights not transferable

The rights and privileges of a Member are personal and cannot be transferred or transmitted.

5 MAINTAINING MEMBERSHIP

5.1 Subscriptions

- 5.1.1 A Member must pay subscriptions at the times and in the amount (pro rata for any part of a year) prescribed by the Executive Committee from time to time.
- 5.1.2 The Executive Committee, if it believes there is a compelling reason to do so, may set different rates of annual subscription for Members within the same category of Membership.

5.2 Unpaid subscriptions

- 5.2.1 If a Member's subscription remains unpaid for 12 calendar months after it becomes due, the Member ceases to be a Member and loses all rights and privileges of Membership.
- 5.2.2 The Executive Committee may, if it thinks fit, reinstate a Member on payment of all arrears and any interest imposed by the Executive Committee, and satisfaction of any other conditions set by the Executive Committee.

6 CEASING TO BE MEMBER

6.1 Automatic termination of Membership

Subject to this Constitution, the Membership of any person terminates if the person:

- 6.1.1 resigns in writing;
- 6.1.2 dies;
- 6.1.3 has his or her name removed from the register of any medical or professional authority recognised by the Executive Committee ("**Authority**") other than removal due to retirement from practice and would no longer participate in professional development activities;
- 6.1.4 is suspended from practice by an Authority; or
- 6.1.5 becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability.

6.2 Readmission after suspension

If the Membership of a person terminates because the person is suspended from practice, the Executive Committee may by resolution readmit the person as a Member if the suspension is lifted:

- 6.2.1 with or without the payment of a further Membership fee; and
- 6.2.2 subject to any conditions imposed by the Executive Committee.

6.3 Termination of Membership by resolution of the Executive Committee

Subject to this Constitution, the Executive Committee may at any time terminate the Membership of a Member if the Member:

- 6.3.1 ceases to be eligible for admission to Membership of the Association;
- 6.3.2 refuses or neglects to comply with this Constitution or any applicable Regulation;
- 6.3.3 engages in conduct which in the opinion of the Executive Committee is unbecoming of Members or is prejudicial to the interests of the Association;
- 6.3.4 has any condition or restriction imposed on his or her right to practise by an Authority;
- 6.3.5 is found guilty by a Court of an indictable offence; or
- 6.3.6 subject to clause 5.2, fails to pay any debt due to the Association within 6 months after the due date for payment,

but a Member is not deemed ineligible if the Member has only ceased to practise.

6.4 Right to make submissions or appeal

Subject to clause 5.2, a decision of the Executive Committee (or a sub-committee appointed for that purpose) under clause 6.3 is not effective unless:

- 6.4.1 the Member concerned has been given not less than 14 days prior to the date of the meeting:
 - (a) a notice of the resolution to be considered by the Executive Committee (or a sub-committee appointed for that purpose);
 - (b) a copy of any relevant papers circulated regarding the resolution; and
 - (c) if the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations;
- 6.4.2 the Member has been permitted to make submissions to the meeting in writing and orally;
- 6.4.3 the Member is given an opportunity to respond to any matters raised in the meeting. The Executive Committee (or sub-committee) may ask the Member to leave the meeting during its deliberations once submissions from all interested parties are complete; and
- 6.4.4 notice of the decision of the Executive Committee (or sub-committee) is given promptly to the Member,

and a decision under this clause 6.4 may be subject to appeal under Regulations relating to appeals made for that purpose.

6.5 Name to be removed from Register

The name of any person ceasing to be a Member must be removed from the Register.

6.6 Consequence of termination of Membership

A person whose Membership terminates for any reason in accordance with this Constitution:

- 6.6.1 ceases to be entitled to any rights and privileges of a Member;
- 6.6.2 may be required to return his or her Membership certificates to the Association within 14 days of receiving notice of the termination of the Member's Membership of the Association;
- 6.6.3 must not represent that he or she is a Member of the Association or use the Association post-nominals or nomenclature of the Association, which may be applicable; and
- 6.6.4 may, in the Executive Committee's absolute discretion, be the subject of a notice given or published by the Association to the public generally or any professional body or organisation stating that the person is no longer a Member.

6.7 Continuing obligations

- 6.7.1 Any person who ceases to be a Member forfeits all rights and privileges of Membership and has no rights in or claim upon the Association for the property or funds of the Association except as a creditor.
- 6.7.2 Without limiting clause 6.7.1, termination of Membership for any reason does not affect the liabilities and obligations of a Member (whether they arise under this Constitution or otherwise), including any obligation to pay any subscriptions payable on or before termination, existing at the date of termination or which arise or become known after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- 6.7.3 A former Member is not eligible for readmission until all arrears of subscriptions and any interest imposed by the Executive Committee, if any, due to the Association at the date when his or her former Membership ceased are paid.

7 GENERAL MEETINGS

7.1 Annual General Meeting

- 7.1.1 An Annual General Meeting of the Members must be held in each year, unless otherwise permitted or required by law.
- 7.1.2 The Executive Committee must determine the time and the place of the Annual General Meeting.

7.2 Calling meetings of Members

- 7.2.1 The Executive Committee may call a general meeting of the Association.
- 7.2.2 The Executive Committee must call a general meeting of the Association as required under the Act or if the Association receives a written request from the lesser of:
 - (a) at least 5% of Voting Members; or

(b) at least 50 Voting Members,

and the written request:

(c) states the resolutions to be proposed at the general meeting; and

(d) is signed by all the Members making the request.

7.2.3 If Members requisition a general meeting in accordance with clause 7.2.2:

(a) the Executive Committee must call the general meeting within 21 days after the request is given to the Association; and

(b) the meeting must be held within 2 months after the request is given to the Executive Committee.

7.2.4 If the Executive Committee does not call a general meeting that was requisitioned by Members in accordance with clause 7.2.3 within 21 days after the request is given to the Association, then Members with more than 50% of the votes of all the Members who made the request under clause 7.2.2 may call and arrange to hold a general meeting.

7.3 Notice requirements

7.3.1 At least 21 days notice must be given of a meeting of Members unless the Act permits shorter notice.

7.3.2 Subject to clause 7.3.1, a notice of a meeting of Members must:

(a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

(b) state the general nature of the meeting's business;

(c) if a special resolution is to be proposed at the meeting — set out an intention to propose the special resolution and state the resolution; and

(d) if a Member is entitled to appoint a proxy — contain a statement setting out:

(1) that the Member has a right to appoint a proxy; and

(2) that the proxy must be a Member.

8 PROCEDURE AT A GENERAL MEETING

8.1 Annual General Meeting business

The business of the Annual General Meeting must be:

8.1.1 to receive and consider the Report of the Executive Committee;

8.1.2 to consider the annual financial reports, and the auditor's report;

8.1.3 to consider any proposed alteration of the Constitution;

- 8.1.4 in accordance with the Constitution, to declare the result of the election of the Office Bearers in place of those retiring;
- 8.1.5 to appoint an auditor, if necessary; and
- 8.1.6 to transact any other business which ought to be transacted at an Annual General Meeting of which notice has been given in the notice of meeting.

8.2 Quorum at a general meeting

- 8.2.1 Business may not be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and while business is being conducted.
- 8.2.2 Except as otherwise set out in this Constitution, the lesser of 5% or 100 Voting Members present in person and entitled to vote at a general meeting is a quorum.
- 8.2.3 If a quorum is not present within 15 minutes of the time appointed for a general meeting, or a longer period allowed by the Chairperson, the meeting must be adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Chairperson.
- 8.2.4 At an adjourned meeting, if a quorum is not present within 15 minutes of the time appointed for the meeting, the Members present and entitled to vote constitutes quorum and may transact the business for which the meeting was called.
- 8.2.5 Members may participate in any meeting remotely by electronic means permitted under the Act.

8.3 Chairperson

- 8.3.1 A general meeting must be chaired by:
 - (a) the President; or
 - (b) if the President is absent or unable or unwilling to act, the Vice-President; or
 - (c) if the Vice-President is absent or unable or unwilling to act, an Executive Committee Member elected by the Voting Members present.
- 8.3.2 Subject to this Constitution, the Chairperson's ruling on all matters relating to the order of business and the procedure and conduct of a general meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the Chairperson may be moved.

8.4 Adjournment of meetings

- 8.4.1 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting to another time and to another place.

8.4.2 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

8.4.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

8.5 Voting

8.5.1 At a general meeting, a resolution put to the vote of the meeting is decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded.

8.5.2 Subject to this Constitution, every Voting Member present in person has one vote on a show of hands and every Voting Member present in person or by proxy has one vote on a ballot.

8.5.3 If there is an equality of votes, whether on a show of hands or on a ballot, the Chairperson has a casting vote in addition to the Chairperson's deliberative vote.

8.5.4 An objection to the qualification of a voter must be referred to the Chairperson who must rule on the objection before a vote is taken.

8.5.5 If a ballot is not duly demanded, a declaration by the Chairperson that on a show of hands a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect is made in the book containing the minutes of the general meeting of Members is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.6 Conduct of a ballot

8.6.1 A ballot may not be taken on the election of a Chairperson or on a question of adjournment.

8.6.2 A ballot may be demanded by:

(a) the Chairperson; or

(b) any five Voting Members present in person or by proxy entitled to vote.

The demand for a ballot may be withdrawn.

8.6.3 The demand for a ballot does not prevent the continuance of a meeting for the transaction of business other than the question on which the ballot is demanded.

8.6.4 If a ballot is duly demanded, it must be taken in the manner and at such time as the Chairperson directs. The result of the ballot is the resolution of the meeting on the question concerned.

8.7 Proxies

8.7.1 A document appointing a proxy by a Voting Member (or by power of attorney appointing another Voting Member to vote on that Voting Member's behalf) may be in the form issued with the notice of the

meeting or in a common or usual form approved by the Executive Committee.

- 8.7.2 Only a Voting Member may be appointed as a proxy.
- 8.7.3 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution other than as specified in the document (if any).
- 8.7.4 The document appointing a proxy and any power of attorney or other authority (if any) under which the proxy is signed (or a copy of that power or authority certified to be a true copy by a legal practitioner or justice of the peace) must be given (and may be given by facsimile) to the Association's registered office, or at another place specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- 8.7.5 A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one or more of the following events if no notice in writing of any of those events has been received at the Association's registered office before the commencement of the meeting or adjourned meeting at which the document is used:
- (a) the previous death or unsoundness of mind of the principal; or
 - (b) the revocation of the instrument or of the authority under which the instrument was executed; or
 - (c) the termination of that person's Membership.

8.8 Only financial Members to vote

If a Voting Member's annual Membership subscription remains unpaid beyond the due date by more than six months, then the Voting Member must not:

- 8.8.1 be present;
- 8.8.2 vote on any question either personally or by proxy;
- 8.8.3 vote as a proxy for another Member; or
- 8.8.4 be reckoned in a quorum,

8.9 Postal ballot

- 8.9.1 In respect of any business which may be validly considered at a general meeting (including an Annual General Meeting) pursuant to this Constitution, the Executive Committee may (in lieu of a meeting) conduct a Postal Ballot of Voting Members (in this Constitution referred to as a "Postal Ballot").
- 8.9.2 At least thirty days prior to the closing date of a Postal Ballot, the Association must send to all Voting Members, giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in a form and with such content as then the Executive Committee may approve) and must give all Members notice of the closing date of the Postal Ballot.

- 8.9.3 The Association must receive all voting forms received from Fellows in respect of a Postal Ballot and must promptly advise the Executive Committee of the result of the Postal Ballot. Any voting form received at the Association's registered office after 5:00pm AEST on the closing date of a Postal Ballot is deemed invalid and does not count.
- 8.9.4 If an equal number of votes arises in respect of any business for which a Postal Ballot is conducted, the President (or Vice-President, in the President's absence) has a second or casting vote.
- 8.9.5 In all other respects, subject to this Constitution, the Executive Committee may determine any other procedures or matters in relation to the conduct of any Postal Ballot and may make Regulations for that purpose.
- 8.9.6 A Voting Member may dispute the validity or conduct of a Postal Ballot, the Voting Member by giving notice to the Executive Committee, within 30 days of the closing date of such Postal Ballot, stating the grounds of his or her complaint. The Executive Committee must then either itself investigate the complaint or appoint a sub-committee for that purpose. After hearing the complaint the Executive Committee must determine the matter and its decision is final.

9 EXECUTIVE COMMITTEE

9.1 Manage general business of the Association

- 9.1.1 The business of the Association must be managed by the Executive Committee which may exercise all powers of the Association as are not, by the Act or by this Constitution, required to be exercised by the Association in general meeting or prescribed by the Association in general meeting. No proper resolution or regulation made by the Association in general meeting may invalidate any prior act of the Executive Committee which would have been valid if that resolution or regulation had not been passed or made.
- 9.1.2 The Executive Committee may invest the funds of the Association not immediately required for the purposes of the Association in any one or more of the modes of investment from time to time authorised by law for the investment of trust funds.
- 9.1.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed as the Executive Committee from time to time determines.

9.2 Power to delegate

- 9.2.1 The Executive Committee may delegate any of its powers (other than that of delegation) to sub-committees comprising persons appointed by the Executive Committee.
- 9.2.2 The Executive Committee may revoke any delegation of its powers by ordinary resolution.
- 9.2.3 Any sub-committee exercising the delegated power of the Executive Committee must comply with any conditions or limitations imposed by the Executive Committee.

9.3 Regulations

- 9.3.1 The Executive Committee may from time to time make, amend and repeal all such regulations as it deems necessary or desirable for the proper conduct and management of the Association, the regulation of its affairs and the furtherance of its objects.
- 9.3.2 Without in any way limiting the power of the Executive Committee under clause 9.3.1, the Executive Committee may make, amend and repeal regulations in relation to:
- (a) procedural matters in relation to application for all categories of Membership of the Association (whether by way of examination, election or otherwise);
 - (b) entrance fees, annual subscriptions and other fees payable by all categories of Membership of the Association;
 - (c) rights and privileges to be accorded to all categories of Membership of the Association;
 - (d) the nomination and election of Executive Committee Members and the Executive of the Association;
 - (e) the conduct of postal ballots of Members of the Association;
 - (f) the Membership, purpose and proceedings of sub-committees of the Executive Committee and the Association; and
 - (g) the discipline of, and sanctions applicable to, Fellows, trainees and others, including suspension, counselling, reprimand, termination or expulsion.
- 9.3.3 A regulation must not be inconsistent with, nor may it affect the repeal or modification of, anything contained in this Constitution.
- 9.3.4 All regulations are binding upon all Members. A record of all regulations must be kept in such place as the Executive Committee appoints for that purpose.

10 COMPOSITION OF EXECUTIVE COMMITTEE

10.1 Composition

The Executive Committee consists of the following persons:

- 10.1.1 the President;
- 10.1.2 the Vice-President;
- 10.1.3 the Treasurer;
- 10.1.4 the Secretary;
- 10.1.5 the Chief of Curriculum;
- 10.1.6 the Supervisor of Post-Fellowship Training;

10.1.7 the Additional Executive Committee Members.

10.2 Term of Office Bearers

10.2.1 An Office Bearer's term of office:

- (a) commences at the conclusion of the annual general meeting in the year of their election; and
- (b) ends at the conclusion of the second annual general meeting held after that person was elected.

10.2.2 An Office Bearer is eligible for re-election if:

- (a) the person has not served two consecutive terms or 4 continuous years, whichever is lesser, on the Executive Committee;
- (b) two years has passed since the person last served two consecutive terms or 4 continuous years; or
- (c) the Executive Committee resolves that the person is eligible for re-election.

10.3 Term of Appointed Executive Committee Members

10.3.1 An Appointed Executive Committee Member's term of office:

- (a) commences on their appointment by the Office Bearers; and
- (b) ends two years after their appointment by the Office Bearers.

10.3.2 An Appointed Executive Committee Member is eligible for re-appointment if:

- (a) the person has not served two consecutive terms or 4 continuous years, whichever is lesser, on the Executive Committee; or
- (b) two years has passed since the person last served two consecutive terms or 4 continuous years; or
- (c) the Executive Committee resolves that the person is eligible for re-appointment.

10.4 Additional Executive Committee Members

The composition of the Executive Committee must meet the following requirements:

10.4.1 there must be at least one New Zealand resident;

10.4.2 there must be at least one Australian resident;

10.4.3 there must be at least one Fellow of the RACS whose specialty is general surgery;

10.4.4 there must be at least one representative of the Australian Orthopaedic Association or New Zealand Orthopaedic Association;

- 10.4.5 there must be at least one Fellow of the RACS whose specialty is other than orthopaedics or general surgery; and
- 10.4.6 there must be included the Chair of the RACS Trauma Committee or his or her nominee.

If, from among the Executive Committee Members listed at clauses 10.1.1 to 10.1.6 (inclusive), the above requirements are not met, then the Office Bearers must appoint to the Executive Committee up to four Additional Executive Committee Members to meet the above requirements, from highest to lowest priority.

10.5 New Zealand Executive Committee Member

The Executive Committee is not irregularly constituted by reason that there is not an Executive Committee Member resident in New Zealand.

10.6 Removal of Executive Committee Member

- 10.6.1 An Executive Committee Member may be removed from office by ordinary resolution of a general meeting of the Association.
- 10.6.2 An Executive Committee Member is removed from office by ordinary resolution of a general meeting of the Association, that meeting may appoint another person to fill the vacancy created for the remaining term of the Executive Committee Member who was removed from office.

10.7 Termination of office of Executive Committee Member

- 10.7.1 The office of an Executive Committee Member becomes vacant if the Executive Committee Member:
- (a) resigns that office by notice in writing to the Association;
 - (b) ceases to be a Member;
 - (c) is absent from three consecutive meetings of the Executive Committee (other than meetings of the Executive Committee called on less than 48 hours notice) without leave of absence;
 - (d) becomes an employee of the Association;
 - (e) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare that interest in the manner required by the Act (or at the first meeting of the Executive Committee after the relevant facts have come to the Executive Committee Member's knowledge) and the Executive Committee determines that the Executive Committee Member should no longer be an Executive Committee Member;
 - (f) is removed from office pursuant to clause 10.6.1;
 - (g) becomes bankrupt;
 - (h) becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability; or
 - (i) is removed from office by operation of the Act.

10.8 Casual vacancies

- 10.8.1 In this Constitution, casual vacancy means any vacancy in the Membership of the Executive Committee caused otherwise than by the retirement of an Executive Committee Member at the end of his or her term.
- 10.8.2 A casual vacancy is not deemed to arise upon an Executive Committee Member ceasing to reside in the State or Territory or in New Zealand in which that Executive Committee Member was resident at the time of his or her election.
- 10.8.3 If the office of an Executive Committee Member becomes vacant during the Executive Committee Member's term of office, that office may be filled by the Executive Committee, subject to clause 10.6.2.
- 10.8.4 Any Executive Committee Member appointed pursuant to this clause 10.8 as an Office Bearer holds office only until the next election of Office Bearers and is eligible for re-election in accordance with this Constitution.
- 10.8.5 For the purposes of this clause 10, the period of time served pursuant to clause 10.8.4 does not count as a period of office.

11 ELECTION OF OFFICE BEARERS

11.1 Nomination of candidates

A Voting Member may nominate themselves for an Office Bearer office. The nomination form must:

- 11.1.1 be signed by two Full Members;
- 11.1.2 contain a consent to act if elected signed by the person nominated; and
- 11.1.3 be received by the Association at least sixty (60) days before the Annual General Meeting.

11.2 One candidate for office

If there is only one candidate nominated for an Office Bearer office, that candidate must be declared elected to that office at the Annual General Meeting.

11.3 Multiple candidates for office

If there are multiple candidates nominated for an Office Bearer office, then:

- 11.3.1 the Association must print ballot lists containing in alphabetical order the names of the candidates nominated for each office;
- 11.3.2 the Association must publish the list at least thirty (30) days before the Annual General Meeting and post them to each Voting Member;
- 11.3.3 each Voting Member, if they elect to vote, must vote for a candidate in each office;
- 11.3.4 all votes must be received at the Association's registered office not later than 5:00pm AEST on the closing date of the poll;

- 11.3.5 any votes received after that time are invalid and must not be counted;
- 11.3.6 if two or more candidates receive an equal number of votes the result must be determined in accordance with the regulations made for that purpose; and
- 11.3.7 the candidate who received the most votes for each office must be declared elected at the Annual General Meeting.

12 MEETINGS OF THE EXECUTIVE COMMITTEE

12.1 Meetings

- 12.1.1 The Executive Committee may meet for the transaction of business and adjourn and otherwise regulate its meetings as it thinks fit.
- 12.1.2 A meeting of the Executive Committee may be convened on the requisition of the President or any two Executive Committee Members.

12.2 Notice of Executive Committee meetings

- 12.2.1 At least 24 hours notice of a meeting of the Executive Committee must be given to each Executive Committee Member specifying the place, time and date of the meeting and the general nature of items to be discussed.
- 12.2.2 Shorter notice may be given if at least 75% of the Executive Committee Members agree or if the President considers that the business of the meeting is urgent.

12.3 Quorum

- 12.3.1 The quorum necessary for the transaction of the business of the Executive Committee is more than one half of the total Membership of the Executive Committee unless the Executive Committee resolves that a greater number constitutes a quorum.
- 12.3.2 If at any time the number of Executive Committee Members is less than a quorum the Executive Committee may meet only for the purpose of filling any casual vacancies or for calling a general meeting of Members.
- 12.3.3 The Executive Committee may act notwithstanding any vacancy on the Executive Committee.

12.4 Chairperson

- 12.4.1 The President must take the Chair at all meetings of the Executive Committee (or in the absence of the President, the Vice-President must Chair).
- 12.4.2 If the President or Vice-President are not present at any meeting of the Executive Committee within fifteen minutes after the time appointed for holding the meeting the Executive Committee Members present must elect a Member of the Executive Committee present to be Chairperson of the meeting.

12.5 Voting

- 12.5.1 Questions arising at a meeting of the Executive Committee must be decided by a majority of votes of Executive Committee Members present and voting. A decision by a majority of the Executive Committee Members present and voting is for all purposes a decision of the Executive Committee.
- 12.5.2 The Chairperson of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

12.6 Written resolution

- 12.6.1 A written resolution signed or approved by electronic mail by 75% of all Executive Committee Members entitled to vote (other than any Executive Committee Member on leave of absence) is taken to be a decision of the Executive Committee Members passed at a meeting of the Executive Committee duly convened and held.
- 12.6.2 The written resolution may consist of:
- (a) several documents in like form, each signed by one or more Executive Committee Member and, if so signed, takes effect on the last date on which an Executive Committee Member signs one of the documents; or
 - (b) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Executive Committee Member sends such a message.

12.7 Telephone or video conference meetings

A meeting of the Executive Committee may be held with one or more of the Executive Committee Members taking part by telephone or other means of audio or audio-visual communication and when each of the Executive Committee Members participating in the communication is able to read the written contributions or hear each of the other participating Executive Committee Members. A meeting of the Executive Committee may only be held in this manner where all of the Executive Committee Members (other than any Executive Committee Member on leave of absence) have access to the communication facilities to be used for the meeting.

12.8 Defects in appointment or qualification of an Executive Committee Member

All acts done in good faith by a meeting of the Executive Committee, or other sub-committee, or any person on any of them, will be valid and effective notwithstanding that it is afterwards discovered that there was some defect in the appointment of that person or that the person was disqualified from acting for any reason.

12.9 Executive Committee Member's interest

- 12.9.1 This clause 12.9 applies if:
- (a) an Executive Committee Member has an interest or duty in relation to a matter that is not a material personal interest; or

- (b) an Executive Committee Member with a material personal interest in relation to the Association's affairs:
 - (1) complies with the requirements of the Act in relation to disclosure of the nature and extent of the interest and its relation to the Association's affairs before acting in a matter that relates to the interest; or
 - (2) does not have to disclose his or her material personal interest to the other Executive Committee Members under the Act.

12.9.2 Subject to clause 12.10, the Executive Committee Member is not in breach of his or her duties to the Association merely because he or she acts in matters that relate to the Executive Committee Member's interest.

12.9.3 In relation to any transactions that relate to the Executive Committee Member's interest:

- (a) the transactions may proceed;
- (b) the Association cannot avoid the transactions merely because of the Executive Committee Member's interest; and
- (c) the Executive Committee Member may retain benefits under the transactions despite the Executive Committee Member's interest.

12.10 Participation by interested Executive Committee Members

12.10.1 This clause 12.10 applies to an Executive Committee Member who has a material personal interest in a matter that is being considered at an Executive Committee meeting.

12.10.2 Subject to clause 12.10.5, the Executive Committee Member must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

12.10.3 The Executive Committee Member is not in breach of duty to the Association merely because he or she does not act in relation to the matter.

12.10.4 The Executive Committee may vote on matters that relate to the Executive Committee Member's interest in the Executive Committee Member's absence.

12.10.5 The prohibition in clause 12.10.2 does not apply if:

- (a) the Executive Committee Member does not have to disclose his or her material personal interest to the other Executive Committee Member under the Act; or
- (b) Executive Committee Members who do not have a material personal interest in the matter have passed a resolution that:

- (1) identifies the Executive Committee Member, the nature and extent of the Executive Committee Member's interest in the matter and its relation to the affairs of the Association; and
- (2) states that those Executive Committee Members are satisfied that the interest should not disqualify the Executive Committee Member from voting or being present.

13 NON PROFIT

13.1 Application of income and property

The income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in this Constitution. Subject to this clause 13, no income or property of the Association may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Executive Committee Member or Member.

13.2 Permitted payments

13.2.1 Nothing in this clause 13 prevents:

- (a) the payment in good faith of:
 - (1) remuneration to any Executive Committee Member for services actually rendered to the Association;
 - (2) an amount to any Executive Committee Member in return for any services actually rendered to the Association or for goods supplied in the ordinary course of business;
 - (3) interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this clause 13 by regulation but not exceeding the highest rate charged by trading banks carrying on business in Australia on overdraft accounts of less than \$100,000) on money borrowed from any Executive Committee Member; or
 - (4) reasonable rent for premises let by any Executive Committee Member; or
- (b) the Association from providing services or information to Members on terms which are different from the terms under which services or information are provided to persons who are not Members.

13.2.2 No remuneration or other benefit in money or money's worth may be paid or given by the Association to any Executive Committee Member except:

- (a) for the payment of out-of-pocket expenses incurred by the Executive Committee Member in the performance of any duty as an Executive Committee Member, where the amount payable does not exceed any amount previously approved by the Executive Committee; or
- (b) for payment for any service rendered to the Association by the Executive Committee Member in a professional or technical capacity, other than in the capacity of the Executive Committee

Member, where the provision of the service has the prior approval of the Executive Committee and where the amount payable is approved by the Executive Committee and commercially would be reasonable payment for the service.

- 13.2.3 No Executive Committee Member may be appointed to any salaried office of the Association unless that Executive Committee Member relinquishes his or her office on the Executive Committee prior to appointment.

14 SUB-COMMITTEES

- 14.1 The Executive Committee may otherwise delegate all or any of its functions, powers or discretions to sub-committees comprising such persons as the Executive Committee determines.
- 14.2 The Executive Committee must determine the powers and duties of each sub-committee, and the sub-committee must conform to any regulations imposed on it by the Executive Committee.
- 14.3 Subject to any Regulation made pursuant to clause 14.2, each sub-committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.
- 14.4 The Executive Committee must review the continuing need for each sub-committee of the Executive Committee and the Membership of each such sub-committee at least every two years.

15 COMPANY SECRETARY

For the purposes of the Act, the Executive Committee must appoint the following person to undertake the role of company secretary:

- 15.1 the Secretary; or
- 15.2 an Executive Committee Member, if the office of Secretary is vacant.

16 THE SEAL

16.1 Custody of seal

The Association must provide for the safe custody of the seal.

16.2 Affixing the seal

- 16.2.1 The seal may be used only by the authority of the Executive Committee or a duly authorised persons.
- 16.2.2 Every document to which the seal is affixed must be signed by an Executive Committee Member and witnessed by another Executive Committee Member or some other person appointed by the Executive Committee.

16.3 Seal register

- 16.3.1 The Association must maintain a seal register. The seal register may be maintained in electronic form.

17 ACCOUNTS

17.1 Association to keep accounts

The Executive Committee must cause proper books of account to be kept in accordance with the Act.

17.2 Where accounts to be kept

The books of account must be kept at the Association's registered office or, subject to the Act, at such other place or places as the Executive Committee thinks fit.

17.3 Accounts open for inspection

17.3.1 The books of account must always be open for the inspection of Executive Committee Members.

17.3.2 Subject to the Act, the Executive Committee may from time to time determine at what times and places and under what conditions the accounts and books of the Association or any of them may be open for inspection by Members.

17.4 Annual accounts

The Executive Committee must cause to be prepared, circulated to and laid before the Members in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are from time to time required by the Act.

17.5 New Zealand Account

Where required by law, donations or gifts received in New Zealand will be retained in a separate bank account in New Zealand and applied solely for the purposes for which they were intended and as permitted by law.

17.6 Financial year

Unless otherwise determined by the Executive Committee, the Membership financial year is from 1 January to 31 December.

18 AUDIT

Auditors of the Association must be appointed and removed and their duties regulated in accordance with the Act.

19 NOTICES

19.1 Means of giving notices

19.1.1 A notice pursuant to this Constitution must be given in writing and may be sent by:

- (a) mail (postal service);
- (b) facsimile; or
- (c) electronic mail,

to the appropriate address or number of the addressee.

- 19.1.2 An Executive Committee Member, Secretary or other person authorised by the Executive Committee may give notices on behalf of the Association. The signature on a notice given by the Association may be written, photocopied, printed or stamped.
- 19.1.3 Notices given to the Association must be marked for the attention of the Secretary.

19.2 Address for service

The address for service is:

- 19.2.1 in the case of a Member or Executive Committee Member, the home address (or postal address, electronic mail address or facsimile number in the case of postal, electronic mail or facsimile dispatch) of the Member or Executive Committee Member specified in the Register; and
- 19.2.2 in the case of the Association, the address (or any postal address, electronic mail address or facsimile number in the case of postal or electronic or facsimile dispatch) of the Association's registered office for the time being specified on the official stationery of the Association.

19.3 Notification of change of address

- 19.3.1 If the home address, postal address, electronic mail address or facsimile number of a Member changes, the Member must promptly give notice of the change to the Association.
- 19.3.2 The Association must promptly notify Members of any change in its address.

19.4 Time notices are effective

Unless a later time is specified in a clause dealing with a notice or other communication, a notice is to be regarded as given, served, received and as having come to the attention of the address:

- 19.4.1 if delivered to the home address of the addressee, at the time of delivery;
- 19.4.2 if it is sent by post to the home address or postal address:
- (a) if the notice is notice of a meeting – on the first business day after sending;
 - (b) otherwise – on the third (or seventh if outside Australia) business day after sending,
- unless it is actually delivered earlier; or
- 19.4.3 if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time transmission is completed.

19.5 Proof of giving notices

- 19.5.1 Proof of the sending of a notice by facsimile and the time of completion of transmission may be established by production of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicated that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
- 19.5.2 A certificate signed by an Executive Committee Member (or delegate) that a notice was delivered or posted at a particular time is conclusive evidence that the notice was delivered or posted at the time.
- 19.5.3 A certificate signed by an Executive Committee Member (or delegate) that a notice was sent by electronic mail at a particular time and that an “undeliverable mail” message has not been received in relation to it is conclusive evidence that the notice was sent and received at that time.

20 WINDING UP

- 20.1 Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while that Member is a Member, or within one year of that Member ceasing to be a Member, such amount as may be required not exceeding 50 dollars for the payment of the debts and liabilities of the Association contracted before ceasing to be a Member and to the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.
- 20.2 Where, on the winding-up or dissolution of the Association, there is a surplus of assets after satisfying all the Association’s liabilities and expenses, the surplus must not be paid to or distributed amongst the Members but must be given or transferred to some other institution having similar objects to those described in this Constitution situate within the Commonwealth of Australia and which:
- 20.2.1 is required by its Constitution to apply its profits or income in promoting its objects;
- 20.2.2 is prohibited from paying any profits or dividends to its Members to the same extent as set out in this Constitution; and
- 20.2.3 itself, is exempt from income tax where the Association was also exempt from income tax.
- 20.3 That institution must be determined by the Executive Committee prior to the dissolution of the Association or failing such determination, by application to an appropriate Court.
- 20.4 The Executive Committee must:
- 20.4.1 upon ceasing to conduct any business, operations and undertaking in or from New Zealand (whether upon the winding up or dissolution of the Association or for any other reason whatsoever), ensure that any surplus property of the Association used in the conduct of such business, operations or undertaking in or from New Zealand is, notwithstanding any provision in this Constitution to the contrary, given or transferred to one or more charitable objects in New Zealand; and
- 20.4.2 notify the New Zealand Inland Revenue Department of any proposed addition, alteration or amendment to this Constitution which may be

inconsistent with the charitable nature of the business, operations or undertaking of the Association conducted in or from New Zealand.

21 INDEMNITY

- 21.1 Every officer and past officer of the Association must be indemnified by the Association to the fullest extent permitted by law against a liability incurred by that person as an officer of the Association or a subsidiary of the Association including legal costs and expenses incurred in participating in, being involved in or defending any legal proceedings. This indemnity does not extend to any liability incurred by the officer arising from any claim made by that officer against the Association (whether that claim is made solely by the officer or otherwise).
- 21.2 For the purposes of clause 21.1, “legal proceedings” means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigations, whether civil or criminal, which relates to or arises in connection with the officer or agent being an officer or agent of the Association.

22 LIABILITY INSURANCE

To the extent permitted by the Act, the Association may enter into (and pay premiums on) a contract of insurance in relation to a person who is or has been an officer or agent of the Association or any other person.

23 DEFINITIONS

In this Constitution:

- 23.1 “**Act**” means the *Corporations Act 2001* (Cth).
- 23.2 “**Additional Executive Committee Member**” means an Executive Committee Member appointed pursuant to clause 10.4.
- 23.3 “**Appointed Executive Committee Member**” means the Chief of Curriculum, Chief Examiner or any Additional Executive Committee Members.
- 23.4 “**Association**” means the Australia and New Zealand Association for the Surgery of Trauma constituted as a company limited by guarantee under this Constitution.
- 23.5 “**Constitution**” means this constitution of the Association as amended from time to time.
- 23.6 “**Executive Committee**” means the Executive Committee established pursuant to this Constitution.
- 23.7 “**Executive Committee Member**” means a member of the Executive Committee and who is therefore a director of the Association.
- 23.8 “**Fellow**” means a person holding Fellowship of the RACS in accordance with the constitution of RACS and whose membership of RACS has not ceased or been terminated for any reason.
- 23.9 “**Full Member**” means a Member admitted in that category.
- 23.10 “**Honorary Member**” means a Member admitted in that category under clauses 3.6.
- 23.11 “**Life Member**” means a Member admitted in that category under clause 3.7.

- 23.12 “**Member**” means any person admitted as a Member under clause 4 and whose membership of the Association has not ceased or been terminated for any reason.
- 23.13 “**Objects**” means the objects in clause 1.
- 23.14 “**Office Bearer**” means the persons elected to the offices of President, Vice-President, Treasurer or Secretary.
- 23.15 “**President**” means the person for the time being holding that office under this Constitution.
- 23.16 “**RACS**” means the Royal Australasian College of Surgeons.
- 23.17 “**Register**” means the Register of Members required to be kept under this Constitution and the Act (whether kept electronically or otherwise).
- 23.18 “**Regulation**” means any regulation made under this Constitution.
- 23.19 “**Secretary**” means a person for the time being holding that office under this Constitution.
- 23.20 “**Trainee Member**” means a Member admitted in that category.
- 23.21 “**Treasurer**” means a person for the time being holding that office under this Constitution.
- 23.22 “**Vice-President**” means a person for the time being holding that office under this Constitution.
- 23.23 “**Voting Member**” means a Member other than an Honorary Member.

24 INTERPRETATION

24.1 References to the Act

Unless the context otherwise requires, a reference to:

- 24.1.1 the Act includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; and
- 24.1.2 a section of the Act includes any corresponding section for the time being in force; and
- 24.1.3 an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

24.2 Presumptions of Interpretation

Unless the context otherwise requires, a word which denotes:

- 24.2.1 the singular includes the plural and vice versa;
- 24.2.2 a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and

24.2.3 a notice includes any consent, publication or other written communication; and

24.2.4 headings do not affect the interpretation of this Constitution.

24.3 Replaceable Rules

The replaceable rules in the Act do not apply.

25 TRANSITION

25.1 Initial Office Bearers

Upon incorporation, the Executive Committee of the Association consists of:

25.1.1 Damian John McMahon as President;

25.1.2 Grant Christey as Vice-President;

25.1.3 Clifford Walter Pollard as Treasurer; and

25.1.4 Katherine Ella Martin as Secretary.

25.2 Terms of initial Office Bearers

Rule 10.2 applies to the initial Office Bearers under clause 25.1 as if:

25.2.1 half were appointed on the date of incorporation; and

25.2.2 half were appointed on the first anniversary of the date of incorporation, as determined by agreement among them, or failing this, by drawing lots.

