

Australian Society of Anaesthetists

Constitution

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Amendment 1	2005
Amendment 2	2006
Amendment 3	2009
Amendment 4	2013
Amendment 5	2015
Amendment 6	2016
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1. INTRODUCTION

- 1.1. The name of the Company is “Australian Society of Anaesthetists Limited”.
- 1.2. The replaceable rules in the Corporations Law are excluded.
- 1.3. (a) The income and property of the Company whensoever 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.
- 1.4. The liability of members is limited.
- 1.5. 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:
 - a) “Appeals Committee” means the Appeals Committee as Constituted under Clause 6.8.6.
 - b) “Board of Directors” means the Board of Directors constituted under Clause 6.3.1.
 - c) “By-Laws” means the by-laws of the Company made by the Board of Directors pursuant to this Constitution.
 - d) “Chief Executive Officer” has that meaning as indicated by Clause 6.1.7.
 - e) “Committee” includes a Subcommittee.
 - f) “Committee of Management” means a Committee of Management of a State or Territory Section constituted under Clause 6.1.5.
 - g) “Company” means the Australian Society of Anaesthetists Limited.
 - h) “Federal Councillor” means the Councillors as constituted under Clause 6.2.2.
 - i) “Financial year” means a period of 12 months ending on 30 June.
 - j) “Law” means the Corporations Law as amended from time to time.
 - k) “Month” means calendar month.
 - l) “Year” means calendar year.
 - m) “State” means a State of the Commonwealth of Australia.
 - n) “State or Territory Section” means a State or Territory Section constituted under Clause 6.1.5.
 - o) “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.

- 4.2.2. 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 Science Prizes Awards and Research Committee (SPARC) and approved by the Board of Directors. 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. Such nominations for Life Membership must be approved by the members of the ASA and that the approval process be via an e-vote prior to the AGM. If approved, the life membership will be conferred at the next Annual General Meeting. Life members 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. 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
- 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 medical graduates in pre-vocational medical education & training (PMET), in Introductory /Basic Training (IT/BT) vocational training or an Advanced/ Provisional Fellow Training (ATY1/ATY2/ PF) in anaesthesia. “
- 4.8.2. Trainee members shall be entitled to receive e-notices and e-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).
- 4.8.3. Pre-vocational membership would not count toward the 30-year time scale for Continuing Active Ordinary qualification.

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 Chief Executive Officer who shall forward the application to the Chair of the Committee of Management 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 Chair of the Committee of Management of the State or Territory Section concerned shall consider any such application so received.
 - b. The Chair of the Committee of Management shall forward the recommendation of the Committee of Management to the Chief Executive Officer.
 - 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 application 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 a new member joins after 31 January of a particular year, they will be entitled to a pro rata fee calculated on the calendar month of their approval date.

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 Chief Executive Officer. 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 Chief Executive Officer 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, to those offices as at the date of the Annual General Meeting, are declared to be vacant. The Federal Office Bearers comprise 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.

6.1.2. In order to be eligible to be elected to the office of President, a person must have served on Council for a minimum 12 months during the two years immediately prior to standing for the office of President.

6.1.3. The Board of Directors

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,
- e) the Executive Councillor,
- f) Two Ordinary Directors, and
- g) An independent Director.

6.1.4. The Committee of Management for each State or Territory Section shall comprise a Chair and Vice-Chair elected by the Immediate Past Chair and members of that Committee of Management and such persons in leadership positions as out in the By-Laws.

6.1.5. Any State or Territory Section may combine the offices of any two or more positions.

6.1.6. Chief Executive Officer

The Board of Directors shall from time to time appoint one person to be the Chief Executive Officer 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.

6.1.7. The Chief Executive Officer 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 Chief Executive Officer is, at all times, non-voting.

6.1.8.

- a) The Board of Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a Chief Executive Officer 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 a Chief Executive Officer.

6.1.9. Company Secretary

For the purposes of the Law, the Chief Executive Officer shall be the Company Secretary.

6.2. FEDERAL COUNCIL

6.2.1. Powers and Duties of Federal Council

The Powers and Duties of Federal Council are to:

- a) Determine policy for the Company concerning the profession of anaesthesia and relevant health policy;
- b) Provide a forum to identify, discuss and debate emerging issues of relevance to the members and the profession more generally;
- c) Make recommendations to the Board of Directors concerning policy and issues of relevance to the members and the profession;
- d) Establish Committees, and receive reports and consider policies and recommendations from those Committees;
- e) Provide an annual report to the Board of Directors concerning its activities during the reporting period;
- f) Elect the two directors of the Company from amongst its number ('the Ordinary Directors');
- g) Upon recommendation of the Board of Directors the Council may decide to remunerate Directors.

6.2.2. Members of Federal Council

The following Members shall form the Federal Council at the Annual General Meeting:

- a) The President;
- b) The Vice President;
- c) The Immediate Past President;
- d) The Honorary Federal Treasurer;
- e) Executive Councillor;
- f) Seven Councillors (being the Chair of each of the State or Territory Sections);
- g) The Chair of the Economics Advisory Committee (or equivalent howsoever named);
- h) The Chair of the Professional Issues Advisory Committee (or equivalent howsoever named);
- i) The Chairs of the Principal Committees (as nominated under the By-Laws from time to time)
- j) The AMA Representative

6.2.3. A Federal Councillor shall hold office for a term of two years.

6.2.4. A member who has held office as a Federal Councillor for six terms, whether consecutive or non-consecutive, is eligible to stand for election or be appointed as a Federal Council member, only if deemed appropriate by, and so determined by a majority of the Federal Council.

Meetings of Federal Council

6.2.5. The Chair of Federal Council is the President.

6.2.6. The Federal Council may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit but it shall meet at least four times each year. One of those meetings will be held at the time of National Scientific Congress.

- 6.2.7. Meetings of the Council shall be presided over by the Chair of the Council or in the absence of the President, by a Chair appointed by the meeting from its members. No business shall be transacted at a meeting of the Council unless a majority of members are present.
- 6.2.8. Except where otherwise provided in this Constitution or the By-Laws, questions arising at any meeting of the Council shall be decided by a majority of votes.
- 6.2.9. Each member of the Council present in person shall have a vote and in the case of an equality of votes, the Chair shall have a second or casting vote.

Removal of a Federal Councillor from Office

- 6.2.10. The Company at a General Meeting may remove a person from office as a member of the Council if the person is guilty of:
- a) Misappropriation of the funds of the Company; or
 - b) Substantial breach of the Constitution or the By-Laws: or
 - c) Gross misbehaviour or gross neglect of duty.
- 6.2.11. Following the removal of a Federal Councillor from office, the Company shall, at the same general meeting, elect by simple majority, one of their number to fill the vacant office.

6.3. MANAGEMENT AND POWERS OF THE COMPANY

6.3.1. The Board of Directors

The Board of Directors shall be comprised as follows:

- a) the President;
- b) the Vice President;
- c) the Immediate Past President;
- d) the Honorary Federal Treasurer;
- e) the Executive Councillor;
- f) two Ordinary Directors; and
- g) an independent Director (who is not a member of the Company) appointed by the Board of Directors from time to time.

6.3.2. There shall be a minimum of five (5) and a maximum of eight (8) Directors at any one time.

6.3.3. The Board shall be appointed by the Federal Council, having either been:

- a) Elected from amongst the membership to the office of President, Vice-President, Honorary Federal Treasurer, Executive Councillor; or
- b) Elected by and from amongst the members of the Federal Council to the office of Ordinary Director; or
- c) Appointed by virtue of his or her role as Immediate Past President; or
- d) Appointed as an independent Director.

6.3.4. A Director may be elected or appointed to the Board for a two-year term.

6.3.5. While remaining subject to clauses 6.2.4, 6.2.5 and 6.3.3 a Director may hold office as follows:

- a) In the case of the President, for one term;
- b) In the case of the Vice-President, for one term;
- c) In the case of Executive Councillor, Ordinary Director and Federal Treasurer, for up to four terms (in each position);
- d) In the case of the Immediate Past President, for the duration of the time he or she is the Immediate Past President;
- e) For up to four terms as the Independent Director.

6.3.6. The members of the Federal Council elect and appoint to office the two Ordinary Directors at the first Federal Council meeting to be held after the Annual General Meeting, that Council meeting to take place no later than 4 months after the Annual General Meeting.

Alternate Director

6.3.7. An alternate director may:

- a) With the other directors' approval, be appointed as an alternate to exercise some or all of a directors' powers for a specified period;
- b) If the appointing director requests the Company to do so, be given notice of directors' meetings;
- c) Exercise the director's powers, and the exercise of the power is just as effective as if the powers were exercised by the director;
- d) Have his or her appointment terminated by the appointing director at any time;
- e) An appointment or its termination must be in writing. A copy must be given to the Company.

Powers and Duties of the Board of Directors

6.3.8. The business of the Company is managed by the Board of Directors who may exercise all powers of the Company that this Constitution, the By-Laws and the Corporations Act do not require to be exercised by the Company in general meeting.

6.3.9. Without limiting the generality of clause 6.3.10, the Board of Directors may exercise all powers of the Company to:

- a) Borrow money;
- b) Charge any property or business of the Society;
- c) Issue debentures or give any other security for a debt, liability or obligation of the Company or any other person;
- d) Guarantee or become liable for the payment of money or the performance of any obligation by any other person;
- e) Approve membership of the Company; and
- f) Establish, cancel or alter the provision of the membership services of the Company.

6.3.10. The Board of Directors shall keep true accounts of all sums of money received and expended by the Company and of the matters in respect of which receipt and expenditure take place and of the property credits and liabilities of the Company.

- 6.3.11. The Board of Directors shall annually prepare a balance sheet and financial statement of the Society for the past year and a report of the general state and proceedings of the Company for the past year. The Balance Sheet and Statement shall be audited by the Auditors.
- 6.3.12. Subject to law, the Board of Directors does not have the power to determine Company policy but may provide advice to the Council in relation to policy matters.

Chair of the Board of Directors

- 6.3.13. The President, or in the President's absence, the Vice President, shall be the Chair of Board of Directors meetings.
- 6.3.14. If:
- a) there is no President or Vice President; or
 - b) neither the President nor Vice President are present within 15 minutes after the time appointed for the Board of Directors meeting to begin; or
 - c) the President or Vice President are not willing to act as Chair of the Board of Directors meeting, the Directors present may elect, by simple majority, a Chair of the Board of Directors meeting.

Delegation to Board Committees

- 6.3.15. The Board of Directors may establish Board Committees as it sees fit.
- 6.3.16. The Board of Directors may delegate any of its powers, other than those which by law must be dealt with by the Board as a Board to one or more Board Committees.
- 6.3.17. The Board of Directors may at any time revoke any delegation of power to a Board Committee.
- 6.3.18. At least one member of each Board Committee must be a Director.
- 6.3.19. Meetings of any Board Committee will be governed by the provisions of this Constitution and By-Laws which deal with Board meetings so far as they are applicable and not inconsistent with any directions of the Board of Directors. The provisions apply as if each member was a Director.

Meetings of the Board of Directors

- 6.3.20. The Board of Directors may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit but it shall meet not less than four times in each period of one year during its term of office with the first of such meetings to be held within four weeks, or sooner if Council thinks fit, after the election of the Directors.
- 6.3.21. The Board shall be presided over by the President.
- 6.3.22. Two or more Directors or the President may at any time call a Directors' meeting.
- 6.3.23. A Board meeting must be called by not less than 7 days' notice of a meeting to each Director, unless the President considers the business of the meeting to be urgent. The notice may be in writing or given using any technology consented to by all of the Directors.

- 6.3.24. An accidental omission to send a notice of a meeting of the Board to any Director or the non- receipt of such a notice by any Director does not invalidate the proceedings, or any resolution passed, at the meeting.
- 6.3.25. Subject to the Corporations Act, a Board meeting may be held by the Board communicating with each other by any technological means consented to by all the Directors. The consent may be a standing one.
- 6.3.26. The Board need not all be physically present in the same place for a Board meeting to be held.
- 6.3.27. A Director who participates in a meeting held in accordance with clause 6.3.26 is taken to be present and entitled to vote at the meeting.
- 6.3.28. A Director can only withdraw his or her consent under clause 6.3.26 to the means of communication between the Board members proposed for a Board meeting if the Director does so at least 48 hours before the meeting.
- 6.3.29. The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 6.3.30. A quorum for meetings of the Board is a majority of the Board, but must include either the President or the Vice President. The quorum must be present at all times during the meeting.
- 6.3.31. Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, one or more of the Directors may call a general meeting to deal with the matter.
- 6.3.32. Questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present and voting and, subject to the Corporations Act, each Director has one vote.
- 6.3.33. In the case of an equality of votes the Chair has a casting vote in addition to his or her deliberative vote.
- 6.3.34. 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.
- 6.3.35. 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.

Resolution Without a Directors' Meeting

- 6.3.36. 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.
- 6.3.37. 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.
- 6.3.38. The resolution is passed when the last director signs.

Directors' Interests

- 6.3.39. As required by the Corporations Act, a Director must give the Board notice of any material personal interest in a matter that relates to the affairs of the Company.
- 6.3.40. Subject to the provisions of this clause, a Director or a body or entity in which a Director has a direct or indirect interest may:
- a) Enter into any agreement or arrangement with the Company;
 - b) Hold any office or place of profit other than as auditor in the Company; and
 - c) Act in a professional capacity other than as auditor for the Company,
- 6.3.41. The Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- 6.3.42. The fact that a Director holds office as a director, and has fiduciary obligations arising out of that office:
- a) Will not void or render voidable a contract made by a Director with the Company;
 - b) Will not void or render voidable a contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest; and
 - c) Will not require the Director to account to the Company for any profit realised by or under any contract or arrangement entered into by or on behalf of the Company and in which the Director may have any interest.
- 6.3.43. A Director may be or become a director or other officer of, or otherwise be interested in:
- a) Any related body corporate of the Company; or
 - b) Any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise; is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.
- 6.3.44. A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting, or vote on the matter, unless permitted to do so by the Corporations Act, in which case the Director may:
- a) Be counted in determining whether or not a quorum is present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement;
 - b) Sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - c) Vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

Resignation, Removal and Disqualification of Directors

- 6.3.45. The office of a Director shall become vacant if the Director:
- a) Is prohibited under the Law from holding office or continuing as a Director;

- b) Is liable to have a person appointed, under a law relating to the administration of estates or persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board of Directors incapable of performing his or her duties;
- c) Resigns from office by notice in writing to the Company or refuses to accept office;
- d) Is absent from Board of Directors' meetings for three consecutive Board of Directors' meetings without leave of absence from the Board of Directors;
- e) Dies;
- f) Is no longer eligible to be a member of Federal Council with the exception of the Independent Director;
- g) Otherwise ceases to be eligible to hold office under the Constitution or By-Laws.

But any disqualifying conditions may, so far as the Corporations Act permits, be dispensed with by a resolution of the Council.

6.3.46. A Director may resign his or her office upon giving notice in writing to the Federal Council or Company of his or her intention to do so and such resignation shall take effect upon expiration of such notice or its earlier acceptance by the Federal Council.

6.3.47. Following removal from office, the Council shall, at the same meeting, elect by simple majority, one of their number to fill the vacant office.

6.3.48. In the event of a casual vacancy on the Board of Directors where the unexpired part of the term of the office exceeds 3 months or three quarters of the term of office (whichever is the greater) the Federal Council shall elect, from amongst their number, a Director by secret ballot to fill that office.

6.3.49. If the Director who is also:

- a) The President vacates their office; the Immediate Past President will be appointed as the President;
- b) The Vice President vacates their office, a Director or a member of the Federal Council will be appointed by the Board as the Vice-President;
- c) Any positions so filled will be declared vacant at the next Annual General Meeting.

Committees Established by the Board of Directors

6.3.50. 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:

6.3.51. A Committee:

- a) Must conform to any bylaws that may be imposed on it by the Board of Directors;
- b) Unless authorised otherwise, shall act in an advisory capacity to the Board;
- c) 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;
- d) 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.

Chief Executive Officer's Responsibilities

6.3.52. The Chief Executive Officer 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

6.3.53. 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.

6.3.54. For the purposes of calculating the maximum terms a person may hold any office, the commencement date will, with the exception of the four Office Bearers elected at the Annual General Meeting, be whichever is the later of:

- a) the Director's or Councillor's first appointment to that office; or
- b) the date of the December 2016 Council Meeting.

By-Laws

6.3.55 The Board of Directors has the power from time to time to make any By-Laws for the proper conduct and management of the Company, the regulation of its affairs and the furtherance of its objects (including the power to amend and repeal all such By-Laws).

6.3.56 The By-Laws must not be inconsistent with, or affect the repeal or modification of, anything contained in this Constitution. The provisions of this Constitution prevail over any By-Laws to the extent of any inconsistency

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 State or Territory Section in accordance with the Constitution and the By-Laws; and
- b) have an annual allocation of funds, which shall be determined by the Board of Directors in consultation with that State or Territory Section. The amount of the allocation for each State or Territory Section shall be in accordance with a budget for the specific purposes of that State or Territory Section.

6.5. PROCEEDINGS OF THE STATE OR TERRITORY SECTIONS

6.5.1. Each respective State or Territory Section (including its Committee of Management) shall meet, convene its meetings, adjourn and otherwise regulate its proceedings in accordance with the By-Laws.

6.6. VACANCY

- 6.6.1. 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.
- 6.6.2. The position of Director or of an Officer of a State or Territory Section shall become vacant if the holder of that office:
- becomes bankrupt or makes an arrangement or composition with creditors generally,
 - 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,
 - ceases to be an Ordinary member of the Company, or
 - resigns that office by notice in writing given to the Chief Executive Officer or the Honorary Secretary of the State or Territory Section as the case may be.

6.7. SUSPENSION OF MEMBERSHIP

- 6.7.1. 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 Chief Executive Officer. Such members do not lose continuity of membership, but period of suspension does not count toward their 30-year membership.

6.8. CESSATION OF MEMBERSHIP

- 6.8.1. Any member may resign from the Company by giving notice in writing to the Chief Executive Officer who shall inform the State or Territory Section concerned.
- 6.8.2. Members whose subscriptions remain unpaid by 30th June shall automatically cease to be members of the Company and shall be notified accordingly by the Chief Executive Officer. Any such ex-member may seek re-instatement on payment of arrears of subscriptions and on making formal application to the Chief Executive Officer. 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.
- 6.8.3. If a member, in the opinion of the Board of Directors,
- 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,
 - 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.
- 6.8.4. 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.
- 6.8.5. A member shall be notified of any decision of the Board of Directors under clause 6.8.3 and within 14 days of such notification the member may by written notice given to the Chief Executive Officer 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.
- 6.8.6. 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 6.8.3, 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 6.8.3.
- 6.8.7. 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.
- 6.8.8. 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.
- 6.8.9. 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 Chief Executive Officer 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 21 days notice (exclusive of the day on which the notice is served or deemed to be served At 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 if the meeting is to be held virtually, the virtual meeting platform that will be used to facilitate this) 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: At the Company's annual general meeting, 30 Ordinary and Continuing members present in person or via the virtual meeting platform (as contemplated under clause 7.5.2.) shall constitute a quorum, provided that of those Ordinary and Continuing members present, at least three shall be Directors. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 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 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 Chair of the meeting at which the vote takes place shall be entitled to a second or casting vote.
- 7.4.11. A member (other than the Chair) cannot hold more than one (1) proxy. There is no limit on the number of proxies that the Chair may hold.

7.5. USING TECHNOLOGY TO HOLD MEETINGS

- 7.5.1. The Company may hold a General Meeting at a venue and using any virtual meeting platform or using a virtual meeting platform only, where the platform gives members a reasonable opportunity to participate, including to hear and be heard.
- 7.5.2. Any person using a virtual meeting platform is taken to be present in person at the general meeting.
- 7.5.3. If the General Meeting is held using a virtual meeting platform only, then:
- a) the place of the meeting is taken to be the principal place of business of the Company; and
 - b) the time of the meeting is taken to be the time at the principal place of business of the Company.

8. ANNUAL SUBSCRIPTIONS

8.1 The Board of Directors shall prescribe the annual subscription (if any) payable by members.

8.1.2 The Annual Subscription for each calendar year shall be payable to the Honorary Federal Treasurer before the end of January in that year. Members will be declared unfinancial on 1st March in that year and have access to member benefits restricted.

8.1.3. The following members shall not be liable to pay any annual subscriptions:

- a) Honorary Members
- b) Life Members and;
- c) Continuing Retired Members

8.1.6 Any member in arrears of Subscriptions, levies or other dues after 30th June will cease to be a member and 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.

- 8.1.7 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:

- 10.1.1 The Board of Directors must provide for the safe custody of the seal, and

- 10.1.2 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.
- 11.2.1 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.

11.2 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.

- 11.3.1 The Board of Directors shall fix the remuneration of the auditors.

12. CORPUS FUND

- 12.1 The Board is authorised to make all the necessary arrangements to implement and manage a Corpus Fund in the name of the Company.
- 12.2 The amount in the Corpus Fund cannot be reduced below the Prescribed Amount by expenditure unless authorised by special majority (75% or more) of the members who are voting in a general meeting in person or by proxy; and
- 12.3 The Prescribed Amount that the Board will place in the Corpus fund shall be set and varied only by special majority (75% or more) of the members who are voting in a general meeting in person or by proxy; and
- 12.4 Should the amount in the Corpus Fund fall below the Prescribed Amount other than by expenditure the Board may permit a lower amount until the next general meeting of the Society at which the Prescribed Amount shall be determined as in term (12.2)
- 12.5 The Board is authorised to adopt further legal advice and make any technical and drafting corrections to the terms of 12.1 along with any consequential corrections or amendments required to the Constitution's other terms as a result of or to allow the effective implementation of a Corpus Fund

13. AMENDMENTS

- 13.1 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.

14. NOTICES

- 14.1 A notice may be given by the Company to any Member by:
 - 14.1.1 Serving it on the person;
 - 14.1.2 Sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address nominated by the Member to the Company for sending notices to the Member;
 - 14.1.3 Publishing it in the Members' Newsletter.
- 14.2 A notice:
 - 14.2.1 Sent by post is taken to be served:
 - 14.2.2 by properly addressing, prepaying and posting or directing the delivery of the notice; and
 - 14.2.3 on the day after the day on which it was posted or given to the courier for delivery.
 - 14.2.4 Sent by facsimile transmission or electronic notification is taken to be served:

- I. by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - II. ii. on the day of its transmission except if transmitted after 5.00pm in which case it is taken to be served the next day.
- 14.2.5 Published in Newsletter is taken to be served on the day after the day on which it is published in the Members' Newsletter.
- 14.3 Notice of every General Meeting of the Company shall be given in any manner herein before authorised to:
- 14.3.1 Every member who has supplied to the Company an address for giving of notices to them, and
- 14.3.2 The auditors for the time being of the Company.
- 14.4 No other person shall be entitled to receive notice of General Meetings of the Company.
- 14.5 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.

15. DISSOLUTION

- 15.1 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.

16. INDEMNITY

- 16.1 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.