



Australian and New Zealand Association of Paediatric Surgeons, Inc

Statement of Purposes, May 2008

A. The purposes of the Association are:

1. To advance the study and practice of paediatric surgery in Australia and New Zealand.
2. To act on behalf of members in all national and international matters relevant to paediatric surgeons.

B. Solely for the objective of furthering the purposes set out above the Association shall have power:

1. To take over the funds and other assets and liabilities of the present incorporated association known as the Australasian Association of Paediatric Surgeons.
2. To indemnify any person for any loss or damage whether existing contingent prospective or otherwise incurred by them as a result on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.
3. To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, the objects of which are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
4. To buy, sell, lease, hire and deal in all kinds of articles, commodities and provisions, both liquid and solid, for members of the Association or persons frequenting the Association's premises.
5. To purchase, take on lease or in exchange, hire and otherwise acquire

any lands, buildings, equipment, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association provided that where the Association takes or holds any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

6. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
7. To appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons as may be necessary or desirable for the purposes of the Association.
8. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
9. To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
10. To take or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
11. To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
12. To borrow or raise or secure the payment of money either alone or jointly with any other person or legal entity and whether upon fluctuating advance account or overdraft or otherwise and to secure any such borrowing, raising or payment of money or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and, in particular, by the issue of notes secured or unsecured, debentures, debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other securities, charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.
13. To open any account or accounts with any bank or banks and to operate in all usual ways any such account or accounts and to draw, make, accept, endorse, discount, issue or otherwise deal with any

promissory notes, bills of exchange, bills of lading, cheque and other negotiable or transferable instruments.

14. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property of rights of the Association.
15. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any moneys due to the Association from purchasers and others.
16. To take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association but subject always to the proviso in paragraph 5.
17. To take such action whether by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise.
18. To print and publish any newsletter, periodicals, conference proceedings books or leaflets for the promotion of its purposes.
19. To amalgamate with any one or more incorporated associations having purposes altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules.
20. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements if any one or more of the incorporated associations with which the Association is authorised to amalgamate.
21. To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
22. To make donations for patriotic, charitable or community purposes.
23. To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.



Australian and New Zealand Association of Paediatric Surgeons, Inc Rules

1 Name

- 1.1 The name of the incorporated Association is the **Australian and New Zealand Association of Paediatric Surgeons, Inc.** (in these Rules called **the Association**).

2 Interpretation

- 2.1 In these Rules, unless the contrary intention appears:

- (a) **Executive Committee** means the Committee of Management of the Association;
- (b) **Financial Year** means each period of twelve months ending on 31 December in each year provided firstly that the period commencing on the date of incorporation under the Act and ending on the 31 December next ensuing shall be a financial year and secondly that the period commencing on the day following the last 31 December before the winding up of the Association and ending on the date of winding up shall be a financial year.
- (c) **General Meeting** means a General Meeting of members convened in accordance with Rule 10;
- (d) **Institution** shall include any organisation, association, unincorporated association, company, charity and educational body;
- (e) **Member** means a member of the Association;
- (f) **The Act** means the Associations Incorporation Act 1981;
- (g) **The Regulations** means the regulations under the Act.

- 2.2 Words or expressions contained in these Rules shall be interpreted in

accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

- 2.3 Words importing the singular include the plural and vice versa.
- 2.4 Words importing the masculine gender include the feminine and neuter genders and vice versa.

3 Membership

3.1 Categories of Membership:

- (a) **Ordinary Members** - Persons who either hold a Fellowship of the Royal Australasian College of Surgeons endorsed in Paediatric Surgery, or have completed an approved training program in Paediatric Surgery acceptable to the Executive Committee, may be admitted as Ordinary Members.
- (b) **Overseas Members** - Paediatric surgeons who are resident overseas and who meet similar standards as those for Ordinary membership may be admitted as Overseas Members.
- (c) **Honorary Life Members** – The Committee may elect as Honorary Life Members persons wherever resident who have made outstanding contributions to paediatric surgery.
- (d) **Specialist Members** – Persons who are Fellows of the Royal Australasian College of Surgeons and who practise mainly in the surgery of children and adolescents in one of the surgical specialties may be admitted as Specialist Members.
- (e) **Provisional Members** – Persons who are accredited trainees in paediatric surgery or International Medical Graduates undergoing supervision or oversight as approved by the Board of Paediatric Surgery may be admitted as Provisional Members.
- (f) **Associate Members** - Paediatric research Fellows, or persons with a significant practice in paediatric surgery may be admitted as Associate Members.
- (g) **Retired Members** – Ordinary members who hold a Fellowship of the Royal Australasian College of Surgeons endorsed in paediatric surgery, or have completed an approved training program in paediatric surgery acceptable to the Executive Committee, who have retired from clinical practice or administrative duties.
- (h) **Over 65 Years Members** – Ordinary members who hold a Fellowship of the Royal Australasian College of Surgeons endorsed in paediatric surgery, or have completed an approved training program in paediatric surgery acceptable to the Executive Committee, who are over the age of 65 as at 1st January in the year of membership and still practising.

- 3.2 A person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on receipt by the Association of the first instalment of the annual subscription payable under these Rules, with the exception of Honorary Life Membership which

commences with Election to Membership.

- 3.3 A person who is not a member of the Association at the time of incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
- (a) unless he or she is nominated as provided in Rule 3.4; and
 - (b) his admission as a member is approved by the Executive Committee.
- 3.4 A nomination of a person for membership of the Association:
- (a) shall be made in writing on the approved Association form; and
 - (b) shall be lodged with the Executive Officer of the Association.
- 3.5 As soon as is practicable after the receipt of a nomination, the Secretary/Treasurer shall refer the nomination to a meeting of the Executive Committee convened not more than **six months** after the receipt of such nomination.
- 3.6 Upon a nomination being referred to a meeting of the Executive Committee, the Executive Committee shall determine whether to approve or to reject the nomination.
- 3.7 Upon a nomination being approved by the Executive Committee, the Secretary/Treasurer shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association and request remittance within a period of **28 days**, of a membership fee equivalent to the current annual subscription fee as set out in Rule 4.
- 3.8 The Secretary/Treasurer shall, upon payment of the amount referred to in Rule 3.7 within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Association.
- 3.9 A right, privilege, or obligation of a person by reason of his membership of the Association:
- (a) is not capable of being transferred or transmitted to another person except in accordance with these Rules;
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

4 Annual Subscription

- 4.1 The annual subscription shall be such sum as the members may determine at each Annual General Meeting. The Executive Committee shall have the power from time to time to reduce the amount of the annual subscription or waive the requirement to pay the same or any instalment thereof in the case of any proposed member and/or member being in necessitous circumstances.
- 4.2 Provisional, Associate, Honorary Life Members, Retired Members Over 65 Years Members are not required to pay the annual subscription.

- 4.3 Overseas and Specialist Members are required to pay 50% of the ordinary Member Annual Subscription.
- 4.4 All payments of the annual subscription shall be paid to the Association. Payment can be electronic, by credit card, bank draft or cheque. Bank drafts or cheques shall be made payable to Australian and New Zealand Association of Paediatric Surgeons, Inc., crossed and endorsed not negotiable and shall be in Australian Dollars.
- 4.5 New full members that are approved with less than 6 months left in the year pay 50% of the full member fee.

5 Register of Members

- 5.1 The Secretary/Treasurer shall establish a register of members in which shall be entered the full name and contact details of each member. The register shall be available for inspection by members.
- 5.2 The register of members will not be made available in electronic or printed form to members of the public, other organisations or companies except with Executive Committee approval.

6 Resignation of Members

- 6.1 A member of the Association who has procured the payment of all moneys due and payable by that member to the Association may resign from the Association by first giving **one month's** notice in writing to the Secretary/Treasurer of the intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 6.2 Upon the expiration of a notice given under Rule 6.1 the Secretary shall make in the register of members an entry recording the date on which the member ceased to be a member.

7 Expulsion of Members

- 7.1 Subject to these Rules, the Executive Committee may by resolution:
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) restrict the member's entitlement to the use and enjoyment of all or any of the Association's facilities,if the Executive Committee is of the opinion that the member:
 - (d) has refused or neglected to comply with these Rules including the failure to pay membership subscriptions for two (2) years; or
 - (e) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 7.2 A resolution of the Executive Committee under Rule 7.1:
 - (a) does not take effect unless the Executive Committee, at a meeting held not later than **14 days** after the service on the member of a

notice under Rule 7.3 confirms the resolution in accordance with this Rule; and

- (b) where the member exercises a right of appeal to the Association under this Rule, does not take effect unless the Association confirms the resolution in accordance with this Rule.

7.3 Where the Executive Committee passes a resolution under Rule 7.1, the Secretary/Treasurer shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) setting out the resolution of the Executive Committee and a summary of the grounds on which it is based;
- (b) stating that the member may address the Executive Committee at a meeting to be held not later than **14 days** after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than **24 hours** before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association in General Meeting against the resolution.

7.4 At a meeting of the Executive Committee held in accordance with Rule 7.2 the Executive Committee:

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

7.5 Where the Secretary/Treasurer receives a notice under Rule 7.3(d)(iii) he shall notify the Executive Committee and the Executive Committee shall convene a special General Meeting of the Association to be held within **28 days** after the date on which the Secretary received the notice.

7.6 At a special General Meeting of the Association convened under Rule 7.5:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the member shall be given an opportunity to be heard;
- (d) the meeting shall be attended by a majority of members(including

proxy); and

- (e) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.7 If at the General Meeting:

- (a) a simple majority of the members attending whether in person or by proxy vote in favour of confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

8 Annual General Meeting

- 8.1 The Association shall in each calendar year convene an Annual General Meeting of its members.
- 8.2 The Annual General Meeting shall be held on such day, time and at such place as the Executive Committee determines.
- 8.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 8.4 The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;
 - (b) to receive from the Executive Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the Executive Committee members of the Association; (d) to determine the Annual Subscription for membership; and
 - (e) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act and the Auditor's Report thereon.
 - (f) to conduct other business with or without prior notice at the discretion of the Chairman of the Meeting.
- 8.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 8.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

9 Special General Meetings

- 9.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 9.2 The President or the Executive Committee may, whenever thought fit, convene a Special General Meeting of the Association.
- 9.3 The Executive Committee shall on the requisition in writing of not less than four members convene a Special General Meeting of the Association.

- 9.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the Secretary care of the address of the Association and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 9.5 If the Executive Committee does not cause a Special General Meeting to be held within **two months** after the date on which the requisition is sent to the Secretary care of the address of the Association, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than **four months** after that date.
- 9.6 A Special General Meeting convened by the members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive Committee.

10 Notice of Meeting

- 10.1 The Secretary/Treasurer of the Association shall, at least **54 days** (inclusive of the day on which the notice is served or deemed to be served and exclusive of the day of the meeting) before the date fixed for holding an Annual General Meeting of the Association and at least **28 days** before the date fixed for holding a Special General Meeting of the Association cause to be given to each member of the Association either personally or by sending it by post facsimile or electronic mail to him at his address appearing in the register of members a notice stating the place, date and time of the meeting and in the case of special business the nature of the business to be transacted at the meeting and in the case of an election for members of the Executive Committee and for the Board a request for nominations for such offices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post. The non-receipt of notice by or the accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any such meeting.
- 10.2 A member desiring to bring any business before a General meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice. Business not so included shall not be voted upon at that General Meeting.

11 Proceedings at General Meetings

- 11.1 All acts which under these Rules may be done by the Association in General Meeting may be done at either an Annual or Special General Meeting provided that the provision as to notice of any such meeting is given in accordance with the provisions of these Rules.
- 11.2 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the

exception of that referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

- 11.3 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 11.4 **One-fifth** of the ordinary members of the Association being present (being members entitled under these Rules to vote at a General Meeting) constitutes a quorum for the transaction of the business of a General Meeting. For the purposes of this Rule **member** includes a person attending as a proxy or in the capacity as an attorney of a member.
- 11.5 If within **half-an-hour** after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting, if convened upon the requisition of the members shall be dissolved; and, in any other case, shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than **three**) shall be a quorum.

12 Chairman

- 12.1 The President, or in his absence, the President Elect shall preside as Chairman at each General Meeting of the Association.
- 12.2 If both the President and President Elect are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

13 Adjournments

- 13.1 The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.2 Where a meeting is adjourned for **14 days** or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 13.3 Except as provided in Rules 13.1 and 13.2 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14 Voting at General Meetings

- 14.1 A question arising at a General Meeting of the Association other than a Special General Meeting convened under rule 7.5 shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost and an entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 14.2 Upon any question arising at a General Meeting of the Association each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote.
- 14.3 All votes shall be given personally or by proxy or by attorney.
- 14.4 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 14.5 A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may not vote, whether on a show of hands or on a poll, by his committee or by a person duly authorised at law or by such other person as properly has the management of his estate, and any such committee person or other person may vote by proxy or attorney.
- 14.6 No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or

tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

15 Polls

- 15.1 If at a meeting a poll on any question is demanded by not less than **three members**, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 15.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 15.3 If no fewer than three members request a poll on any question, including proposed constitutional changes, the Executive shall conduct a poll using web-based or electronic mail systems for members to cast a vote.

16 Voting Rights

- 16.1 A member is not entitled to vote at any General Meeting unless all moneys due and payable by him or at his direction to the Association have been paid.
- 16.2 Only Ordinary Members are entitled to vote at any General Meeting.

17 Proxies

- 17.1 Each member shall be entitled to appoint a proxy (who shall be a member) to act for him on his behalf at all meetings of the Association at which he is not present himself and to give any consent and sign any appointment or resolution or other document which the member himself could give or sign.
- 17.2 The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing. A proxy shall be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. The notice appointing a proxy may be in the form following or in any other form of which the Executive Committee may approve:

Australian and New Zealand Association of Paediatric Surgeons, Inc.

I of
 being a member of the above named Association, hereby appoint
 of
 or, in his absence
 of

as my proxy to vote for me on my behalf or join in demanding a poll and to give consent and sign any appointment or resolution or other document which I myself could give and sign at the Annual General/General Meeting* of the Association to be held on the . day of 20 and any adjournment of that meeting.

(If desired, specify here the manner in which the proxy is to vote in respect of one or more particular resolutions.)

Signed
(signature of Appointee)

* Strike out whichever is not desired.

- 17.3 The instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority, if any, under which the instrument is signed or a notarially certified copy of that power or authority is or are deposited at the office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than **24 hours** before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than **24 hours** before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

18 Attorneys of Members

- 18.1 Any member may appoint an attorney (who shall be a member) to act for him on his behalf at all meetings of the Association at which he is not present himself and to give any consent and sign any appointment or resolution or other document which the member himself could give or sign.
- 18.2 Any such appointment shall be made by power of attorney duly executed by the member and attested by one or more witnesses and the power of attorney shall at least **24 hours** before the attorney becomes entitled to act thereunder be deposited at the office of the Association accompanied by such evidence of its due execution and non-revocation as the Executive Committee require.
- 18.3 The power of the attorney may be in the form following or in any other form of which the Executive Committee may approve:

Australian and New Zealand Association of Paediatric Surgeons, Inc.

I of
being a member of the above named Association, hereby appoint
..... of

my attorney to act and vote for me and demand or join in demanding a poll at all meetings of the Association at which I am not present myself, and to give consent and sign any appointment or resolution or other document which I myself could give and sign until I give written notice at

the office of the Association of the revocation of this power or until a duly authenticated notice in writing of my death is deposited at this office.

As witness my hand and seal this ... day of 20

Signed
(signature of Appointee)

sealed & delivered in the presence of
(member)

- 18.4 Every power of attorney shall notwithstanding the previous death of the principal or revocation of the power in respect of which the power is given be valid until a duly authenticated notice in writing of the death or revocation is deposited at the office of the Association.
- 18.5 The attorney so appointed may during the absence of the member and while the power of attorney remains unrevoked attend at and take part in the proceedings and vote at all meetings of the Association in the same manner as the member himself could do if personally present, and may give any consent and sign any appointment or resolution or other document which the member himself could give or sign.

19 Validity of Instrument

- 19.1 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind, or revocation has been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the instrument is used.

20 Committee of Management

- 20.1 The affairs of the Association shall be managed by a Committee of Management constituted by not less than **three persons** (the **Executive Committee**).
- 20.2 The Executive Committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations, and the Act exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association; and
 - (c) subject to these Rules, the Regulations, and the Act has power to perform all such acts, matters and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Association.

21 Executive Committee Members

- 21.1 The Executive Committee of the Association shall comprise: (a) The President
- (b) The President Elect;
 - (c) The Secretary/Treasurer;
 - (d) The Immediate Past President;
 - (e) A representative from each State in which there are members;
 - (f) The Council Representative of the Council of the RACS;
 - (g) The Chairman of the Board of Paediatric Surgery of the RACS; and
 - (h) Other Members of the Association, up to three in number, who may be coopted at any time (but will be non-voting members of the Executive).
- 21.2 For the purposes of this rule **State** shall mean New Zealand and each State or Territory of the Commonwealth of Australia in which resides an ordinary Member of the Association.
- 21.3 The President, President Elect, and the Secretary/Treasurer may be deemed to be the representative of the State in which they are ordinarily resident and where both reside in the same State the Secretary/Treasurer shall be deemed to be the representative of that State.
- 21.4 In the event of a casual vacancy in any office other than Past President and Council Representative referred to in Rule 21.1, the Executive Committee may appoint one of the members to the vacant office and the member so appointed may continue in office until the declaration of voting for the election of officers at the Annual General Meeting next following the date of his appointment.

22 Election of Executive Committee Members

- 22.1 With the exception of the office of Council Representative and Chairman of the Board of Paediatric Surgery, nominations for the offices of members of the Executive Committee shall be made in writing to the Executive Officer within **14 days** of the date upon which notice of meeting is served. Nominations for the office of Council Representative shall be made in accordance with the Memorandum, Articles of Association and Regulations of the Royal Australasian College of Surgeons.
- 22.2 Upon receipt of the nominations referred to in Rule 22.1 hereof the Executive Officer shall cause to be served upon members such nominations together with such ballot forms as shall be approved by the Executive Committee from time to time and invite the members to cast their vote in respect of the vacant offices for which nominations have been made. Such ballot forms must be returned to the Executive Officer at least **seven days** prior to the date of the meeting and if completed in accordance with the requirements of the Executive Committee shall constitute a valid vote.
- 22.3 Only Ordinary Members or Overseas Members are entitled to nominate,

second, or elect members to the offices of members of the Executive Committee.

- 22.4 Only Ordinary Members are entitled to be nominated for election to membership of the Executive Committee.
- 22.5 Only Ordinary Members resident in a particular State shall be entitled to vote for the State representative on the Executive Committee for that State. For the purposes of this Rule State shall mean New Zealand and each State or Territory of the Commonwealth of Australia in which resides an ordinary member of the Association
- 22.6 Election of the Council Representative shall occur in accordance with the Memorandum, Articles of Association and Regulations of the Royal Australasian College of Surgeons.
- 22.7 Election of the Chairman of the Board of Paediatric Surgery shall occur in accordance with the Surgical Education and Training Handbook of the Royal Australasian College of Surgeons.
- 22.8 If insufficient nominations are received to fill all vacancies the candidate or candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting for the remaining vacancy or vacancies unfilled.
- 22.9 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 22.10 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with Rule 22.2.
- 22.11 The ballot for the election of members of the Executive Committee shall be tabulated at the Annual General Meeting in such usual and proper manner as the Committee may determine.
- 22.12 Terms of Office of Executive Committee Members
- (a) The President shall hold office for two years, with handover of this position occurring at the second Annual Scientific Meeting of the Association held after taking office.
 - (b) The President Elect shall hold office for two years, with handover of this position occurring at the second Annual Scientific Meeting of the Association held after taking office.
 - (c) The Immediate Past President shall hold office for two years after appointment, with handover of this position occurring at the second Annual Scientific Meeting of the Association held after taking office. If for any reason the incumbent is unable or unwilling to assume the duties of office, the office shall be filled by the most recent Past President of the Association remaining a member of the Association and willing and able to assume the duties of the office.
 - (d) The Secretary/Treasurer shall hold office for three years after appointment and shall be eligible for reappointment for a further period of three years to a maximum continuous period of six years after appointment.

- (e) Representatives from each State in which there are members shall hold office for three years after appointment and shall be eligible for reappointment by the vote of their eligible State or Regional members for a further period of three years to a maximum continuous period of six years after appointment. For the purposes of this Rule State shall mean New Zealand and each State or Territory of the Commonwealth of Australia in which resides an ordinary member of the Association.
- (f) The Council Representative shall hold office for the length of time specified by the Memorandum, Articles of Association and Regulations of the Royal Australasian College of Surgeons.
- (g) The Chairman of the Board of Paediatric Surgery shall hold office for the length of time specified by the Surgical Education and Training Handbook of the Royal Australasian College of Surgeons.

23 Executive Committee Vacancy

- 23.1 For the purposes of these Rules the position of a member of the Executive Committee becomes vacant if the member ceases to be a member of the Association or resigns his office by notice in writing given to the Secretary.

24 Proceedings of Executive Committee

- 24.1 The Executive Committee may meet together in person or by teleconference for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit provided that the Executive Committee shall meet at least **two times** in each year at such times as the Executive Committee may determine. An Executive Committee member may at any time request a meeting and the Executive Officer shall on the requisition of an Executive Committee member summon a meeting of the Executive Committee within **seven days** of receipt of such requisition.
- 24.2 The President or in his absence, the President Elect shall preside as Chairman at each meeting of the Executive Committee.
- 24.3 Subject to these Rules questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination by a majority of Executive Committee members shall for all purposes be deemed a determination of the Executive Committee. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 24.4 The quorum necessary for the transaction of the business of the Executive Committee shall be at least a majority of the Executive Committee members.
- 24.5 The continuing Executive Committee members or member may act notwithstanding any vacancy in their body, but, if so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Executive Committee, the continuing Executive Committee members or member may act for the purpose of increasing the number of Executive Committee members to that number, or of summoning a

General Meeting of the Association but for no other purpose.

- 24.6 At the first meeting after the Annual General Meeting the Executive Committee shall appoint a person to be Public Officer of the Association in accordance with the requirements of the Act.

25 Subcommittees

- 25.1 The Executive Committee may delegate any of their powers to one or more Subcommittees consisting of such member or members of their body as they think fit; any Subcommittee so formed shall in the exercise of the powers so delegated conform to any rules that may be imposed on it by the Executive Committee.
- 25.2 A Subcommittee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
- 25.3 A Subcommittee 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 chairman shall have a second or casting vote.

26 Validity of Acts

- 26.1 All acts done by any meeting of the Executive Committee or of a Subcommittee of the Executive Committee or by any person acting as an Executive Committee member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Executive Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Committee member.
- 26.2 A resolution in writing, signed by all the Executive Committee members for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Executive Committee members.

27 Business of the Association

- 27.1 The business of the Association shall be managed by the Executive Committee, which may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting but no rule made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that rule had not been made.

28 Executive Committee's Powers

28.1 The Executive Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking, property and to issue securities whether outright or as security for any debt, liability or obligation of the Association or of any third party and without limiting the foregoing shall have the following powers:

- (a) to purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as they think fit;
- (b) to secure the fulfilment of any contracts or agreements entered into by the Association by mortgage or charge of all or any of the property of the Association for the time being or in such other manner as they may think fit;
- (c) to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent/temporary special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit;
- (d) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association, its Executive Committee members or its members' employees, servants or agents or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association;
- (e) to refer any claims or demands by or against the Association to arbitration and observe and perform the awards;
- (f) to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;
- (g) to determine who shall be entitled to sign on the Association's behalf receipts, acceptances, endorsements, releases, contracts and documents;
- (h) from time to time to provide for the management of the affairs of the Association in such manner as it thinks fit and in particular to appoint any persons to be their attorneys.

28.2 The Executive Committee may in addition to all other general and special powers possessed by it from time to time borrow in the name and for all or any of the purposes of the Association or in connection with its statement of purposes any sum or sums of money for such period and at such rate or rates of interest and otherwise upon such terms and conditions as the Executive Committee may think fit and so that:

- (a) any sum or sums of money so borrowed may be raised or secured

by mortgage, charge or pledge of the whole or any part of the real or personal estate, revenues, property undertakings, chooses in action, debts or effects of the Association, or by deposit receipts, debentures, debenture stock, bonds, trust deeds, personal covenant or otherwise as the Executive Committee may from time to time think fit without such security.

- (b) every such mortgage, charge or other security may be in such form and contain such powers of sale and other powers trusts and provisions and may be accompanied by such collateral further and other security as the Executive Committee may think fit;
- (c) it shall be lawful for the Executive Committee in addition to the foregoing power of borrowing and to any sum or sums to be raised thereunder from time to time to take advances on goods shipped or on bills of exchange or promissory notes discounted for the stated purposes of the Association as it may deem fit.

29 Contracts with Executive Committee Members

29.1 Notwithstanding any rule of law or equity to the contrary no Executive Committee member shall be or become disqualified by his office from contracting with the Association either as vendor purchaser promoter or otherwise or from being employed performing in any capacity professional or otherwise by or on behalf of the Association, nor shall any such contract or any contract or arrangement entered into on behalf of the Association in which any Executive Committee member shall be in any way interested be liable to be impeached, affected or avoided by reason of an Executive Committee member being a party thereto or otherwise interested therein, nor shall such Executive Committee member be liable to account to the Association for any profit realised by or in respect of such contract or arrangement but he shall be bound to declare the nature of his interest in any such contract or arrangement at the meeting of the Executive Committee at which the contract or arrangement is determined on if his interest then exists or in any other case at the first meeting of the Executive Committee after the acquisition of his interest. It shall be the duty of the Secretary/Treasurer to record such declaration in the minutes of the meeting. An Executive Committee member may vote in respect of any contract or arrangement in which he is interested and may sign any document relating to any such contract or arrangements.

30 Secretary/Treasurer

30.1 The Secretary/Treasurer of the Association shall assist the Executive Officer to cause minutes to be made: (a) of all Executive Committee; (b) including the names of Executive Committee members present at all meetings of the Association and of the Executive Committee; (c) of all proceedings at all meetings of the Association and of the Executive Committee; and (d) of all documents to which the seal of the Association has been affixed and the names of the officers attesting the affixing of the same.

The minutes shall be received and approved by the Chair of the meeting

at which proceedings were held or by the Chair of the succeeding meeting.

- 30.2 The Secretary/Treasurer of the Association shall assist the Executive Officer to:
- (a) advise the Executive Committee on financial, constitutional and membership issues relevant to the Association;
 - (b) support the Executive Officer in the performance of his/her duties;
 - (c) support the office bearers of the Association in the performance of their duties;
 - (d) contribute to the Board of Paediatric Surgery and other College activities to assist with the purpose of the Association and the Board; and
 - (e) be a signatory to funds in accordance with Rule 31 and 33, oversee financial statements and manage funds held by the Association.

31 Accounts

- 31.1 The Executive Committee shall ensure proper accounting and other records to be kept and for the same to be audited by the Auditor of the Association and shall distribute copies of balance sheets and Auditor's Report as required and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them shall be open to the inspection of members not being Executive Committee members and no member (not being an Executive Committee member) shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.
- 31.2 The Executive Committee shall from time to time cause to be prepared and to be laid before the Association at its Annual General Meeting a profit and loss account and balance sheet made in the case of the first annual meeting for the period since the incorporation of the Association and in the case of subsequent annual meetings for the period since the close of the last profit and loss account together with the Auditor's Report in relation thereto.
- 31.3 A copy of every profit and loss account, balance sheet and Auditor's Report (including every document required by law to be annexed or attached thereto) which is to be laid before the Association in General Meeting shall be available at the office for inspection by all members during the **14 days** preceding the date of the meeting.

32 Notices

- 32.1 A notice may be given by the Association to any member either personally or by sending it by post or electronically to him/her at his/her registered address with the Association, or (if he/she has no registered address within the State) to the address, if any, within the State supplied by him/her to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by

properly addressing, repaying, and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

33 Financial Transactions

33.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either the Secretary/Treasurer or the President of the Association or the Executive Officer in accordance with the Association Financial Delegations policy.

34 Seal

34.1 The Common Seal of the Association shall be kept in the custody of the Public Officer.

34.2 The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatures of two officers of the Association.

35 Alteration of Rules and Statement of Purposes and Code of Ethics

35.1 These Rules and the Statement of Purposes and the Code of Ethics of the Association may be added to, repealed or amended by a special resolution at any General Meeting provided that no such resolution shall be deemed to have been passed unless it has been carried by a majority of not less than **seventy-five percent** of the ordinary members casting a vote in favour of such amendment and otherwise in accordance with the Act.

35.2 Notice of the proposed amendment must be served upon members together with such ballot forms as shall be approved by the Committee from time to time and invite the members to cast their vote in respect of such proposed amendment. Such ballot forms must be referred to the Secretary/Treasurer at least **seven days** prior to the date of the meeting and if completed in accordance with the requirements of the Executive Committee shall constitute a valid vote.

35.3 The ballot shall be tabulated at the General Meeting in such usual and proper manner as the Executive Committee may determine.

36 Winding Up or Cancellation

36.1 In the event of the winding up of the Association the remaining assets shall, subject to any trusts affecting those assets or any of them be dealt with or disposed of in accordance with a special resolution of **seventy-five percent** of the members provided that a distribution may not be made for any purpose other than for a charitable purpose or in the absence of such consent and resolution by distributing the assets amongst such scientific organisations with similar objectives as the Executive Committee may in its absolute discretion determine.

37 Custody of Records

- 37.1 Except as otherwise provided in these Rules, the Treasurer shall keep in his custody or under his control all books, documents and securities of the Association.

38 Funds

- 38.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.

39 Auditor

- 39.1 The Executive Committee shall appoint the Auditor of the Association who may be a member of the Association and who shall hold that position for such period as such remuneration and on such terms and conditions as the Executive Committee shall see fit and subject to the terms of any agreement entered into in any particular case, the Executive Committee may revoke any such appointment.
- 39.2 The Executive Committee shall make available all records of the Association as the Auditor may require in order for him to form an opinion as to whether the financial statement of the Association as true and fair and that all the statutory requirements as laid down by the Act and its regulations have been complied with. The Auditor's Report shall be included in the financial statements laid before all Annual General Meetings of the Association.