

THE AUSTRALIAN ATHEROSCLEROSIS SOCIETY Inc CONSTITUTION

1. **NAME**

The name of this body shall be **THE AUSTRALIAN ATHEROSCLEROSIS SOCIETY** and it shall hereinafter be referred to as the "Society".

2. **OBJECTIVES OF THE SOCIETY**

The objectives of the Society are:

- a) to take over the assets, liabilities and functions of the voluntary association known as the Australian Atherosclerosis Group;
- b) to promote and advance the study of the causes, manifestations and treatment of atherosclerosis, other forms of vascular disease, and their sequelae;
- c) to promote and advance basic research on factors associated with the pathogenesis of atherosclerosis, other forms of vascular disease, and their sequelae;
- d) to disseminate knowledge of cardiovascular disease, its causes, effects and treatment in the scientific and lay community;
- e) to promote the exchange and publication of scientific information in the field of atherosclerosis, including the study of the causes, effect and treatment of atherosclerosis and conditions associated with atherosclerosis and other forms of vascular disease and their sequelae; in particular, to promote, sponsor, or encourage regular scientific meetings for this purpose.
- f) To encourage the scientific endeavours of young researchers in the field of atherosclerosis by offering travel grants or other appropriate support to local and international meetings.

3. **POWERS OF THE SOCIETY**

For the purpose of carrying into effect the foregoing objectives the Society may:

- a) make public announcements and produce and issue publications to members of the Society and the public;
- b) make representation to Federal, State and local governments and agencies of such governments;
- c) cooperate with any other association, company or body having objectives in whole or in part similar to the objectives of the Society;

- d) encourage, arrange for, promote, establish and support facilities for scientific meetings or exchanges of news and information on matters related to the objectives of the Society;
- e) advise and cooperate with research workers and institutions on matters relevant to atherosclerosis and the objectives of the Society;
- f) accept monies in way of grants, gifts, bequests or otherwise for any one or more of the objectives of the Society;
- g) invest any monies so obtained;
- h) receive, obtain and hold lands, money securities and other real personal property;
- i) execute any special trust in connection with monies or properties received, obtained or held by the Society;
- j) apply the capital and income of the funds and the property of the Society, or any part thereof, subject to such trusts (if any), for purposes constituent with the objectives of the Society;
- k) borrow and lend money and guarantee loans in such manner as the Society may think fit;
- l) purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any other association or company having objectives altogether or in part similar to the Society;
- m) insure against all risks, liabilities and eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such manner for such purpose as shall be thought fit;
- n) employ such officers and servants as the Society may deem necessary and pay such sums to such officers whether by way of remuneration or bonus as the Society may deem reasonable and proper;
- o) do all such other lawful things as are incidental or conducive to the attainment of these objectives;
- p) carry out any one or more of the foregoing objectives independently or exclusively of the remainder of such objectives;
- q) carry out any or all of the objectives of the Society in any part of the Commonwealth of Australia or elsewhere.

4. MEMBERSHIP

4.1 TYPES

Membership to the Society shall consist of:

- a) Ordinary Membership - open to persons resident in Australia, New Zealand or elsewhere, who support the objectives of the Society. Ordinary membership shall be either Full Member or Student Member;
- b) Corporate Membership - extended to those groups, bodies, societies associations or businesses which have an interest in the objectives of the Society;
- c) Life Membership – distinguished person who has contributed extra-ordinarily to delivering the objectives of the Society, and who will be elected by the Committee. Life members will not pay subscriptions.

4.2 SUBSCRIPTIONS

- a) The subscription fess for membership shall be such sum as the members shall determine from time to time at the Annual General Meeting.
- b) The subscription fees shall be payable annually on 31 March or at such other time as the Committee shall determine.

4.3 REGISTER OF MEMBERS

A register of members must be kept and contain the name, address and relevant details of each member.

4.4 RESIGNATIONS

A member may resign from membership of the Society by giving written notice thereof to the secretary.

4.5 EXPULSIONS

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Society.
- b) Particulars of the charge shall be communicated to the members at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 4.5d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal to the Society in general meeting against the expulsion. The intention to appeal shall be communicated to the

secretary within 14 days after the determination of the committee has been communication to the member.

- e) In the event of an appeal 4.5d above, the appellant's membership of the Society shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Society in general meeting after the appellant has been heard by the members of the Society, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5. THE COMMITTEE

5.1 POWERS AND DUTIES

- a) The business and the affairs of the Society shall be under the management and control of the Committee, with the proviso that except in the case of extreme urgency, the Committee shall not take any action contrary to decisions made at the Annual General Meeting or objectives of the Society.
- b) The Committee may, subject to decisions made at General Meetings, collectively exercise all the powers of the Society and undertake such actions which it considers necessary or expedient to carry out consistent with the objectives of the Society.
- c) The Committee has the management and control of the funds and other property of the Society
- d) The Committee shall correspond or meet as often as may be required to conduct the business of the Society.
- e) The Committee collectively may sanction an action by any committee member or member of the Society in accord with the objectives of the Society. Such sanction may arise from a meeting of the Committee or after informal consultation among the Committee.
- f) The Committee may form sub-committees to further the purposes of the Society, and appoint members of such committees.
- g) Each Committee member may request the Secretariat to conduct part of their duties, under direction from that Committee member. Responsibility for the powers and duties remains with the Committee member.

5.2 APPOINTMENT

- a) The Committee shall consist of the President, Past-President or President-Elect, Secretary, Treasurer, two Directors and a Newsletter Editor, as had been voted to office at the preceding Annual General Meeting.
- b) All Committee members must be financial members of the Society.

- c) The tenure of each Committee member shall be as follows: President, two years; President-Elect, one year; Past-President, one year; Secretary, three years; Treasurer, three years; two Directors, each two years, and Newsletter Editor, two years.
- d) Nomination for each candidate for election to the Committee shall be at least 28 days before the Annual General Meeting by delivering the nomination of that person to the Secretary of the Society. The nomination shall be signed by the proposer and by the nominee. Contested offices shall be subject to ballot of the members present at the Annual General Meeting or through a postal vote conducted prior to the Annual General Meeting.
- e) No person shall be eligible for election unless he or she is a financial member of the Society.
- f) Notice of all persons seeking election to the Committee shall be given to all members of the Society at least 28 days before the Annual General Meeting.
- g) The election for Committee members shall be by a ballot of members at the Annual General Meeting or through a postal vote conducted prior to the Annual General Meeting.
- h) The Annual General Meeting or the Committee collectively may at any time appoint one or more Committee member as may be necessary for specific purposes. The tenure of such committee members will be reviewed and may be voted upon each successive General Meeting during their term of office.
- i) Should any vacancy occur in the Committee other than in the normal course of elections, the Committee collectively shall fill such vacancy from the financial members of the Society and such member duly elected shall hold office for the unexpired portion of the predecessor's term.
- j) The Secretary shall give a true record of minutes of all meetings, attend to correspondence, issue notices of meetings, keep records and carry out such duties as may arise from the Annual General Meeting.
- k) The Treasurer shall receive all moneys payable to the Society and give receipts for same. All moneys so received shall be paid into the banking account of the Society. The Treasurer shall present at each General Meeting a balance of the finances of the Society and shall keep proper books of account of all monies received and dispersed and generally perform such duties as directed by the Annual General Meeting from time to time.

5.3 PROCEEDINGS OF COMMITTEE

- a) The Committee shall meet together for the despatch of business at least quarterly.
- b) Issues arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to his/her vote.

- c) A quorum for a meeting at the Committee shall be one-half of the members of the Committee.
- d) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Society must disclose the nature and extent of that interest to the Committee, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next General Meeting of the Society.

5.4 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a committee member shall become vacant if a committee member is:

- Disqualified from being a committee member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than four meetings in a financial year

6. THE SEAL

- a) The Society shall have a common seal upon which its corporate name shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minutes of the Society.

7. GENERAL MEETINGS

7.1 ANNUAL GENERAL MEETING

- a) The Society shall hold an Annual General Meeting in each year,.
- b) The Annual General Meeting shall be held in conjunction with the Annual Scientific Meeting of the Society at an appropriate time to be determined by the Committee, after the close of the financial year.
- c) The Annual General Meeting shall be specified as such in the notice convening it.
- d) The ordinary business of the Annual General Meeting shall be to:
 - i) confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting;
 - ii) receive reports from the President, Secretary, Treasurer and others as may be appropriate, concerning the transactions and the activities of the Society during the preceding financial year;
 - iii) appoint the Committee for the next financial year;

- iv) appoint the accountant or auditor and determine the appropriate remuneration if any;
- v) discuss any other business requiring consideration by the Society.

7.2 SPECIAL GENERAL MEETING

The Committee may, whenever they collectively think appropriate, convene an Extraordinary General Meeting.

7.3 NOTICE OF GENERAL MEETINGS

- a) The Secretary of the Society shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Society, notify all members of the location, date and time of the meeting and of the nature of the business to be transacted at the meeting.
- b) The Annual General Meeting may make by-laws necessary for the proper administration of the Society. Any by-law made shall not be repealed, added to or amended unless and until:
 - i) notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Society to the Secretary of the Society no later than 30 days prior to the date of the Annual General Meeting and included in the agenda for such meeting,
 - ii) such repeal or addition is proposed at such Annual General Meeting and is approved by not less than two-thirds of the members of the Society present at such meeting and voting thereon.
- c) A Special Meeting of members shall be called at the request of the President or the Secretary or at the written request of any twelve members of the Society. Such meeting shall be held within 30 days of such request and all members shall be notified in writing not less than 10 days before such meeting.

7.4 PROCEEDINGS AT GENERAL MEETINGS

- a) The President of the Society shall be the Chairman at all General Meetings. Should he or she not be present, then the members present may chose a Committee member or they shall elect a member to take chair.
- b) At all meetings the Chairman's decision on points of order shall be final.
- c) The Chairman shall have a casting vote in addition to his/her vote.
- d) The quorum for the General Meeting shall be 12 members present. If, within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the following day at the same time and place or to such other day and at such other time and place that the Committee may determine. If, at the adjourned meeting, a quorum is not

present within half an hour from the time appointed for the meeting the members present shall constitute a quorum.

7.5 VOTING AT GENERAL MEETINGS

- a) Every member of the Society has only one vote at a meeting of the Society.
- b) A question for decision at a general meeting must be determined by a majority of members who vote in person, or by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d) An ordinary resolution is a resolution passed by a simple majority at a general meeting, whereas a special resolution is a special resolution as defined in the Act.

8. MINUTES

- a) Proper minutes of all proceedings of the Annual General Meeting of the Society and of meetings of the Committee shall be recorded.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Committee (as relevant) at a subsequent meeting.
- c) Where minutes are entered they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

9. FINANCIAL REPORTING

9.1 FINANCIAL YEAR

The financial year of the Society shall be the period commencing on 1 July and ending on 30 June of each year.

9.2 ACCOUNTS TO BE KEPT

The Society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society.

9.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the accountant's report on the accounts, the Committee's statement and the Committee's report, shall be laid before members at the Annual General Meeting.

10. INCOME AND PROPERTY

The income and property of the Society wheresoever derived shall be applied solely towards the promotion of the objectives of the Society as set forth in this Constitution and these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or employees of the Society or to any members of the Society in return for any services actually rendered to the Society or for goods supplied in the ordinary way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed by the rules on money borrowed from any member of the Society or reasonable and proper rent for premises demised or let by any member of the Society.

11. AMENDMENTS TO THE CONSTITUTION

This will be the only constitution of the Australian Atherosclerosis Society, and shall come into force forthwith and shall not be altered, varied, added to or appealed unless two-thirds of the financial members present at an Annual General Meeting or a meeting especially convened for that purpose are in favour of such alteration, variation, addition or appeal.