

AUSTRALIAN & NEW ZEALAND SOCIETY OF RESPIRATORY SCIENCE INC.

CONSTITUTION

(as amended at the AGM, Canberra, 25th March 2006)

1. NAME

The name of the organization shall be “Australian and New Zealand Society of Respiratory Science Inc.”, hereinafter referred to as “The Society”.

2. INTERPRETATION

Hereinafter:-

- 2.1. “Society” shall mean Australian and New Zealand Society of Respiratory Science Inc.
- 2.2. “Constituent Societies” shall mean Societies enumerated in Schedule 1 and Clause 4.
- 2.3. “Affiliated Body” shall mean bodies enumerated in Clause 4.
- 2.4. “Board” shall mean the Board of the Society.
- 2.5. “Executive Committee” shall mean the Executive committee of the Society.
- 2.6. “Recognized laboratory” shall mean laboratories enumerated in Schedule 2.
- 2.7. “Member” shall mean ordinary, life, associate, affiliate, honorary and sustaining member.
- 2.8. Words as in the masculine gender shall include the feminine gender.
- 2.9. Words in the singular shall include the plural and words in the plural shall include the singular.
- 2.10. “Voting member” means ordinary or life member.
- 2.11. “Region” shall mean the regions enumerated in Schedule 3.

3. OBJECTIVES

The objectives of the Society shall be:-

- 3.1. To provide a forum for scientific and technical communication between members of the profession.
- 3.2. To advance the knowledge of respiratory science.
- 3.3. To promote excellence in respiratory measurement.
- 3.4. To encourage training and education in respiratory science.
- 3.5. To facilitate dialogue with other professional societies with common interests.

4. AFFILIATION

The Society shall not affiliate with any political party, grouping or organization. The Society, or any member of the Society in the name of the Society, shall not undertake activities associated with the activities, purposes and aims of a trade union or collective bargaining agency.

5. MEMBERSHIP

Membership shall be divided into 6 classes; ordinary members, life members, associate members, affiliate members, honorary members and, sustaining members.

5.1. Ordinary Members

Ordinary members shall consist of those individuals who are admitted as voting members by the board on payment of such fee and compliance with such conditions of membership as are imposed by the Board from time to time. Ordinary members shall be individuals employed in the field of respiratory science who have an appropriate tertiary qualification plus 1 year's experience in a laboratory recognized by the Board, or alternatively those who are granted Ordinary membership status based upon merit as outlined in clause 1.1. An ordinary member is entitled to vote at all meetings and to hold an appointed or an elected office in the corporation. Ordinary membership fees shall be determined by the Board.

5.1.1. Ordinary membership based upon merit.

Associate members who have, in the reasonably held opinion of the Board, made a significant contribution to the field of respiratory science, or to the Society itself, can be upgraded to Ordinary membership status.

Applications for upgrade to Ordinary membership based upon merit must be made to the Executive and must detail reasons for merit-based upgrade. Members applying for such are expected to have attained the Certified Respiratory Function Scientist credential. Such applications will be dealt with at the Annual Board Meeting and require a simple majority to be accepted.

5.2. Associate members

Associate members shall consist of those individuals employed or studying in the field of respiratory science who do not qualify for ordinary membership. Associate members will be admitted by the Board. Associate members are not entitled to vote at membership meetings and are not entitled to hold elected office. Associate members may only hold office by appointment. Associate membership fees shall be determined by the Board.

5.3. Affiliate Members

Affiliate members are those individuals who wish to support the aims and objects of the society and who are approved by the Board. Affiliate members are not entitled to vote at membership meetings and are not entitled to hold elected office. Affiliate members may only hold office by appointment. Affiliate members fees will be the same as ordinary membership fees.

5.4. Honorary Members

The Society may bestow Honorary membership on persons who have made an outstanding contribution to respiratory science or to the Society. The Board will recommend suitable persons for Honorary membership for approval by not pay a membership fee and will not be entitled to vote at membership meetings. An Honorary member may only hold office by appointment.

5.5. Sustaining Members

Sustaining members shall be those companies or businesses or their representatives who have shown interest in the Society, who wish to support the aims and objects of the Society and who are approved by the Board. Sustaining members are not entitled to vote at membership meetings. Sustaining members may only hold office by appointment. Sustaining membership fees shall be determined by the Board.

No person shall be a member until the current membership fee has been paid to the Treasurer; thereafter such persons, including the Honorary members, shall be entitled to all the privileges and benefits of membership, to attend all annual and general meetings, receive all publications and contribute to the same, and shall be deemed to have agreed to be bound by the Constitution rules and bylaws in accordance herewith.

5.6. Life Membership

The Society may bestow life membership on persons who have been ordinary members of long standing and who, in the opinion of the Executive, have made an outstanding contribution to the Society. Any ordinary member may nominate such persons to the Executive. The decision to award Life Membership requires ratification by the Board of the Society. Such members will be exempt from membership fees but will enjoy all the privileges of ordinary membership including voting rights.

6. MEMBERSHIP FEE

- 6.1. The annual membership fees shall be such sums as may be decided from time to time by the Board.
- 6.2. Annual membership shall terminate on the last day of the calendar year.

7. TERMINATION OF MEMBERSHIP OF THE SOCIETY

- 7.1. Any member of the Society may be expelled, suspended or otherwise penalized by a resolution passed by a two thirds majority of the voting members of the Board, if in the reasonably held opinion of the Board he has been guilty of conduct in any manner whatever detrimental of the interests, objects and aims of the Society. Such a member shall be notified in writing one calendar month prior to the expulsion, suspension or other penalty being discussed by the Board.
- 7.2. Any member of the Society shall cease to be a member upon receipt by the Society of a written resignation signed by such member.
- 7.3. A member shall be considered un-financial and shall be deprived of all privileges of membership if their subscription is not paid in two (2) calendar months of the commencement of the calendar year.
- 7.4. An un-financial member shall have to reapply for membership should their subscription not be paid within six (6) calendar months of the commencement of the calendar year.

8. BOARD

- 8.1. The Board shall consist of:
 - 8.1.1. The immediate Past President as a voting member of the Board.

- 8.1.2. Each region enumerated in Schedule 3 shall elect, by simple majority of voting members of that region, members to the Board based on the number of voting members of that particular region as determined at the preceding Annual General Meeting. Regions with less than 10 members shall elect one member to the Board and regions with 10 or more members shall elect 2 members. Regions without an elected Board member will be represented by an adjacent region as determined by the Board.
- 8.1.3. The President, Secretary and Treasurer of the Society shall be voting members of the Board.
- 8.1.4. The Editor of the Society publication(s) shall be a voting member of the Board.
- 8.1.5. The coopted members of the Executive Committee shall be exofficio non-voting members of the Board.
- 8.1.6. The Public Officer of the Society shall be an exofficio nonvoting member of the Board.
- 8.2. The members of the Board shall hold office for two years.
- 8.3. The Board shall have the power to conduct activities in the name of the Society and shall be responsible for carrying out all the activities of the Society.
- 8.4. The Board shall cause the books of accounts kept by the Treasurer to be audited annually and that a report be made to all members of the Society.
- 8.5. The Society is a voluntary Society and no payment of any kind may be made to a member without the authority or the prior consent of the Board.
- 8.6. The assets and income of the Society shall be applied solely in furtherance of its above mentioned objectives, and no portion shall be distributed directly or indirectly to the members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.
- 8.7. In the event of the Society being dissolved, the amount, which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Board in accordance with its powers to any fund, institution or society which is a non-profit organization.
- 8.8. The Board shall meet before each Annual General Meeting.
- 8.9. The quorum of the Board shall be greater than one half of the voting members.

- 8.10. The Board may authorize a member of the Board to make statements on behalf of the Society.
- 8.11. The Board may authorize an eligible member of the Society to carry out any such other duties as the Constitution, bylaws, the Board of the Society may from time to time deem necessary.
- 8.12. The Board, upon the resolution passed by the absolute majority of the Board, may formulate and implement the policy of the Society.
- 8.13. At any meeting of the Board a Board member may make resolution that a policy matter or major decision be sent to the regions for endorsement. If the resolution is passed by a simple majority of the Board, the matter shall be referred to the regions for endorsement. When the simple majority of regions shall constitute endorsement of the matter of policy decision, such a decision shall become policy of the Society.
- 8.14. The Board may, upon resolution of a simple majority of members, delegate certain of the powers of the Board to the Executive Committee with the Executive Committee always being bound by the decisions of the Board.
- 8.15. A member of the Board being unable to attend a meeting may, at his discretion, delegate his vote to another member of the Board; such delegation shall be valid only if the member informs the Secretary or President prior to the meeting.
- 8.16. A resolution in writing, signed by a majority of all members of the Board, shall be as valid as if it had been passed at a Board Meeting. Such resolution may consist of several documents in like form.

9. EXECUTIVE COMMITTEE

The Executive Committee shall consist of:-

- 9.1. The immediate Past President who shall be an ex officio nonvoting member of the Executive Committee.
- 9.2. The following members shall be elected to the Executive Committee as voting members by a simple majority of voting members of the Society at the Annual General Meeting. Where practicable these members shall be elected from one region. The term of office shall be for two years.
 - 9.2.1. President
 - 9.2.2. Secretary

9.2.3. Treasurer

- 9.3. The Executive Committee shall have the power to coopt a maximum of two members to the Executive Committee, who shall be nonvoting members of the Executive and exofficio nonvoting members of the Board and whose duties shall be determined from time to time by the Executive Committee.

10. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 10.1. The Executive Committee shall abide by the Constitution and bylaws of the Society and shall carry out the objects of the Constitution.
- 10.2. The Executive Committee shall have the power to make bylaws necessary to put into effect this Constitution provide that such bylaws are not inconsistent with the objects of the Society.
- 10.3. The Treasurer shall be responsible for the receipt of all monies from subscriptions or other sources and for the disbursement for or on account of the Society. All cheques of the Society shall be signed by two members of the Executive Committee unless the Treasurer directs otherwise in relation to regional or other Society activities. The Treasurer shall be responsible for ensuring documentation of all financial transactions and for arranging the audit of the Society's accounts each calendar year.
- 10.4. The Executive Committee shall meet at least every 3 calendar months.
- 10.5. The quorum of the Executive Committee is two voting members.
- 10.6. The Executive Committee may authorize a member of the Executive Committee to make statements on behalf of the Society.
- 10.7. The Executive Committee will carry out such other duties, as the Constitution, by-laws, Board, Executive Committee or Society may from time to time deem necessary.
- 10.8. A resolution in writing, signed by all members of the Executive Committee, shall be as valid as if it had been passed at an Executive Committee meeting. Such resolution may consist of several documents in like form.
- 10.9. The Executive Committee may at its discretion delegate any of its powers, save the power of delegation, to any subcommittee or Branch Committee and may impose restrictions to be observed in the exercise of such powers.
- 10.10. Minutes of all Executive Committee Meetings shall be distributed to Board Members.

11. TERMINATION OF BOARD AND EXECUTIVE COMMITTEE

A member of the Board or Executive Committee shall cease to be a member on the occurrence of any of the following

- 11.1. Receipt by the Executive Committee of a written letter of resignation signed by such member.
- 11.2. Ceasing to be a member of the Society.

12. ANNUAL GENERAL MEETING

12.1 ***

- 12.2. The Annual General Meeting shall be held for the following purposes.
 - 12.2.1. To receive reports on the year's activities.
 - 12.2.2. To receive the audited financial statement for the calendar year preceding the Annual General Meeting.
 - 12.2.3. To elect such members of the Executive Committee specified by Clause 9.2. This election shall occur at the Annual General Meeting preceding the term of office.
 - 12.2.4. To discuss any business duly brought before the meeting.
- 12.3. In the event of insufficient nominations being received at the Annual General Meeting, the Executive Committee shall move to fill any vacancy by cooption.
- 12.4. Voting at the Annual General Meeting shall be by ballot and by simple majority.
- 12.5. The Returning Officer shall be the immediate Past President or member nominated by the President.
- 12.6. Notice of the Annual General Meeting shall be given to all members by way of writing not less than four months prior to the Annual General Meeting.
- 12.7. At any time an Extraordinary General Meeting can be called by a two thirds majority of the voting members of the society.
- 12.8. The President shall be the Chairman at the Annual General Meeting and shall not cast a vote except where there is need for a casting vote.

- 12.9. A voting member of the Society being unable to attend the Annual General Meeting may at his discretion, delegate his vote to another voting member, such delegation shall be valid only if the member informs the Secretary or President in writing.
- 12.10. In the event of an Annual General Meeting failing to take place, all business may be conducted by mail with the voting being carried out by postal ballot.

13. INTERPRETATION OF THE CONSTITUTION

- 13.1. The interpretation of this Constitution shall lie with the Executive Committee provided that a member may dissent with the Executive Committee's ruling.
- 13.2. In the event of a situation arising which is not covered by this Constitution the Board shall act in the best interests of the Society, two thirds of the members of the Board must agree on the action before it is undertaken. Such action shall be freely reported and distributed to all members of the Society.

14. AMMENDMENT TO THE CONSTITUTION

- 14.1. This Constitution shall only be altered by a two thirds majority of voting members attending the Annual General Meeting or by postal ballot by a two thirds majority of eligible voting members of the Society.
- 14.2. A proposed amendment to the Constitution shall be printed and distributed to all members two months prior to the Annual General Meeting or proposed ballot day.
- 14.3. No addition to or alteration or recision of the rules shall be approved if it affects the non-profit clause or the dissolution clause.

15. EDITORS

- 15.1. At the discretion of the Board the Editor of the Society publication(s) shall be appointed by and be responsible to the Board. The position of Editor of Society publication(s) shall be eligible for re-appointment.
- 15.2. The Editor of the Society publication(s) shall be responsible for the content, layout, style, advertising material and production of the journal. The Editor of the Society publication(s) shall also be responsible for setting advertising and subscription rates with the aim of making the journal self-supporting.

- 15.3. The Editor of the Society publication(s) shall be responsible for the distribution of copies of the journal to all members, subscribers and also to the National Library, Australian Capital Territory, in accordance with copyright law.
- 15.4. With the endorsement of the Executive, The Editor of the Society publication(s) shall appoint officers to assist with the production and distribution of whatever publication(s) the Society's Board may require from time to time.

16. FINANCES

- 16.1. The Executive Committee shall allocate the funds they consider appropriate to cover the petty expenses of a region upon request of the Board members of that region. The region concerned shall submit full records of expenditure including receipts.
- 16.2. A fund for the Society publication(s) shall be maintained by the treasurer at a level sufficient to cover the cost of the next issue where practicable. Income from advertising, journal subscriptions and other contributions shall be paid into this fund and production costs shall be paid from this fund.
- 16.3. Organizers of Society activities, including the Annual Scientific Meeting, shall provide the Treasurer with a statement of income and expenditure together with the receipts and any relevant records. Any profit shall be forwarded to the Treasurer. Organizers may apply to the Executive Committee for a loan to be advanced to cover expenses incurred prior to generation of income.

17. PUBLIC OFFICER

The Public Officer of the Society shall be appointed by the Board as required by the "Associations Incorporation Act, 1956" of the state of South Australia and the Public Officer shall be an exofficio nonvoting member of the Board.

18. COPIES OF THE CONSTITUTION

The Secretary shall supply a copy of the Constitution without charge to all new members on joining and upon reasonable request to any existing member.

SCHEDULES

SCHEDULE 1:

The Constituent Societies affiliated with the Society in accordance with Clause 4 are the following:

A Society is a Constituent Society and affiliated to the Society by the quorum of the Board resolving.

SCHEDULE 2:

Recognized laboratories are laboratories, which in the opinion of the Board are deemed to be as such.

SCHEDULE 3:

Region shall include the states of Australia and the regions South and North islands of New Zealand or such other regions.