

CONSTITUTION OF Australian & New Zealand Trauma Society

Australian Company Number (ACN) 650 355 892
Australian Business Number (ABN) 35 665 490 453

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the **company** is Australian & New Zealand Trauma Society Ltd (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

- 4.1 Each member, on admission, must contribute an amount not more than \$10 (ten dollars AU) (the guarantee) to the property of the **company** to be held in a separately identified bank account (Guarantee Bank Account). The balance of this bank account will be retained to provide at least the minimum required if the **company** is wound up to cover the guarantee liability of the members at that time under the Act. This contribution is required to pay for the:
- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
 - (b) costs of winding up.
- 4.2 The guarantee is to be paid as part of the joining fee for new members
- 4.3 The guarantee bank account will not exceed 110% of current maximum membership numbers for the previous 12 months, reviewed annually prior to the AGM, with any excess balance that exists to be transferred to general revenue.
- 4.4 On establishment of the Company, current membership of the Australian & New Zealand Trauma Society (formerly Australasian Trauma Society) Incorporated will be calculated and transferred to the Guarantee Bank Account.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 71 and 73 .

Charitable purposes and powers

6. Object

The **company's** object is to pursue the following charitable purpose(s):

- ☐ To promote, develop and advocate for the highest standards of patient care, education and organisation in the field of trauma in order to deliver the best possible patient outcomes
- ☐ To foster and promote scientific research into all aspects of Trauma Care
- ☐ To provide opportunities for all those involved in Trauma Care in Australia and New Zealand to further their scientific knowledge and exchange information in this field
- ☐ To collaborate with affiliated organisations involved in Trauma Care, internationally and/or domestically.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 70.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

10. Membership and register of members

- 10.1 The members of the **company** are:
 - (a) **initial members**, and
 - (b) any other person that the directors allow to be a member, in accordance with this constitution, and
 - (c) any member of the Australasian Trauma Society Incorporated at the time of establishment of the Company.
- 10.2 The **company** must establish and maintain a register of members, which may be in electronic form, containing:
 - (a) the name of each member and the date on which they became a member,
 - (b) the member's address, which may be an email address, to which notices from the company may be sent, and
 - (c) any other information as determined by the Board or required by the Act.

11. Who can be a member

- 11.1 An individual who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12 if they:
 - (a) have a demonstrated interest in the care of the injured
 - (b) have paid the membership fee on application to become a member
 - (c) qualify to become a member of the Company as set out in the Membership by-laws.

- 11.2 It is at the discretion of the Board to determine the categories of membership which shall be documented in the Company's Membership by-laws.

12. How to apply to become a member

- 12.1 An individual may apply to become a member of the **company** by submitting an application form prescribed by the Board and stating that they:
- (a) want to become a member
 - (b) support the purpose(s) of the **company**, and
 - (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.

13. Directors decide whether to approve membership

- 13.1 The directors must consider and either approve or reject an application for membership within a reasonable time after the secretary receives the application. Such approval or rejection should be recorded in the Company records as directed by the Board.
- 13.2 If the directors approve an application, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the directors reject an application, the secretary must write to the applicant as soon as possible
- (a) to tell them that their application has been rejected, but does not have to give reasons, and
 - (b) return any membership fee paid.
- 13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members, and all membership fees due have been paid.

15. When a person stops being a member

- 15.1 A person immediately stops being a member if they:
- (a) die
 - (b) resign, by writing to the secretary
 - (c) are expelled under clause 18, or
 - (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member,
 - (e) do not pay their membership fee within 3 months from the date of membership renewal,
 - (f) no longer satisfy the criteria or qualifications for membership, or
 - (g) are convicted of an indictable offence.
- 15.2 A person ceasing to be a member:
- (a) is not entitled to any refund, in full or part, of any membership fees paid, and
 - (b) will not be readmitted as a member until all unpaid fees outstanding at the time they ceased to be a member are paid, including any interest or other charges levied on any outstanding fees.
- 15.3 Any person ceasing to be a member remains liable for any fees owing to the company and, if the company is wound up within one year of the date the person ceases to be a member, the guarantee under this constitution.

16. Membership fees

- 16.1 The Board may set any joining fees and/or membership fees and may determine different fees:
- (a) for different categories of membership,
 - (b) within categories of membership, or
 - (c) for different Members.
- 16.2 The Board may in its discretion waive or vary the amount of any fee set.
- 16.3 Any fee charged to members is payable in such manner and at such times as are determined by the Board.
- 16.4 A member who has not paid any fees payable by the due date will have their membership rights suspended while the fee remains unpaid.

Dispute resolution and disciplinary procedures

17. Dispute resolution

- 17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the **company**.
- 17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18 until the disciplinary procedure is completed.
- 17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 17.4 If those involved in the dispute do not resolve it under clause 17.3, those involved in

the dispute must within 10 days:

- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 17.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 17.6 A mediator chosen by the directors under clause 17.5(b)(i):
- (a) may be a member or former member of the **company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 17.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

18. Disciplining members

- 18.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 18.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 18.3 Before the directors pass any resolution under clause 18.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 18.4 After considering any explanation under clause 18.3, the directors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision

- that the directors could have made under this clause), or
- (f) require the matter to be determined at a **general meeting**.
- 18.5 The directors cannot fine a member.
- 18.6 The secretary must give written notice to the member of the decision under clause 18.4 as soon as possible.
- 18.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 18.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

19. General meetings called by directors

- 19.1 The directors may call a **general meeting**. The date, time, place of, and the virtual meeting technology to be used, if any, at, the general meeting is to be determined by the directors.
- 19.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
 - (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 19.3 The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.
- 19.4 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **company**.
- 19.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

20. General meetings called by members

- 20.1 If the directors do not call the meeting within 21 days of being requested under clause 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 20.2 To call and hold a meeting under clause 20.1, the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 20.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

21. Annual general meeting

- 21.1 A **general meeting**, called the annual **general meeting**, must be held at least once in every calendar year.
- 21.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:

- (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) any auditor's report
 - (d) the election or announcement of directors, and
 - (e) the appointment and payment of auditors, if any.
- 21.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 21.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

22. Notice of general meetings

- 22.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 22.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 22.3 Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 22.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 22.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **company**
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 22.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

23. Quorum at general meetings

- 23.1 The quorum for a **general meeting** is the lesser of:
- (a) 15 members entitled to vote, or

- (b) 5% of members entitled to vote,
present (in person or by proxy) for the whole meeting.
- 23.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 23.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the Board appoints by notice to the members and others entitled to notice of the general meeting.
- 23.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

24. Auditor's right to attend meetings

- 24.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 24.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

25. Using technology to hold meetings

- 25.1 The **company** may hold a **general meeting** at one or more venues, or wholly or partly online or virtually, using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings

- 26.1 The **President** is entitled to chair **general meetings**.
- 26.2 If there is no President, or the President is not present within 15 minutes after the time appointed for the commencement of the general meeting, or the President is unable or unwilling to act as chairperson of the general meeting or of part of the general meeting, then the following persons will preside as chairperson of the general meeting in the order of precedence:
 - (a) the President Elect,
 - (b) any other director present who has been appointed as chairperson of the meeting by the other directors present, or
 - (c) a member present chosen by a majority of the members present.

27. Role of the chairperson

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.

28. Adjournment, cancellation or postponement of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- 28.3 Subject to clause 28.4, the Board may cancel, postpone, or change

- the venue for a **general meeting** only with at least 10 days' notice to all members, stating the reason for the change.
- 28.4 If the Board determines that there are exceptional circumstances requiring shorter notice, the Board will issue the notice within 3 days of the change.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 29.6 If the **company** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **company** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 30.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is

otherwise not a valid resolution able to be put to the members.

31. [deleted]

Voting at general meetings

32. How many votes a member has

Upon any motion arising at a **general meeting**, a member entitled to vote has one vote.

A member is not entitled to vote at a **general meeting** unless all fees due and payable by the member to the company have been paid.

33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

34. How voting is carried out

- 34.1 Voting must be conducted and decided by:
 - (a) a show of hands,
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 34.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

35. When and how a vote in writing must be held

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
 - (a) for the election of a chairperson under clause 26.2, or
 - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

36. Appointment of proxy

- 36.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 36.2 A proxy does not need to be a member.
- 36.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and

- (c) join in to demand a vote in writing under clause 35.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (a) the member's name and address
 - (b) the **company's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 36.5 A proxy appointment may be standing (ongoing).
- 36.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 22.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 36.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

37. Voting by proxy

- 37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 37.2 When a vote in writing is held, a proxy:
 - (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Board of Directors

38. Board composition

- 38.1 The Board will comprise up to 15 directors (including the President and President-Elect).
- 38.2 The Board must have:
 - (a) at least two directors who are Australian residents,
 - (b) at least two directors who are New Zealand residents, and
 - (c) at least two directors who are from a Rural or Remote Area in either Australia or New Zealand,
 - (d) no more than four directors from any one State or Territory of Australia or from New Zealand, and
 - (e) no more than seven directors from any one Craft Group in clause 38.3.
- 38.3 Where nominations allow, the Board will consist of at least one representative

from each of the following Craft Groups:

- (a) Medical,
- (b) Nursing,
- (c) Allied Health,
- (d) Trauma Registry,
- (e) Paramedicine, or
- (f) Other, as specified by the Board.

38.4 Where the office of a director becomes vacant, the continuing directors may continue to act except where the number of directors is reduced to fewer than four directors, in which case the continuing directors may act only:

- (a) to appoint directors for the purpose of increasing the number of directors to four or higher,
- (b) to convene a general meeting, or
- (c) in an emergency.

39. Term of office for directors

39.1 A term of a director is three years from the close of the annual general meeting at which their election is declared or announced until the close of the third following annual general meeting. A retiring director may stand for re-election if nominated and otherwise eligible.

39.2 Subject to the eligibility requirements in clause 42.2, a director who is appointed as the President-Elect will have their term as a director extended where necessary to allow them to remain on the Board and serve as President-Elect and President. This means that despite clause 39.1, they may continue to serve as a director, within the **maximum continuous period**, until their term as President concludes, following which they must retire. A retiring President may stand for re-election as a director if nominated and otherwise eligible.

39.3 If a casual vacancy in the position of a director occurs, the Board may appoint an eligible member to fill the vacancy until the close of the next annual general meeting.

39.4 The **maximum continuous period** that a director may serve as a director is as follows:

- (a) a director may serve up to three consecutive terms, and
- (b) no director may serve more than nine consecutive years.

39.5 A person who has held office as a director for the **maximum continuous period** is eligible for re-election or reappointment after a period of three years from the date that the person last held office as a director.

39.6 The maximum continuous period does not include any period of a director's appointment to fill a casual vacancy of a director.

39.7 For clarity, upon adoption of the amendments to the constitution (being from the close of the 2025 annual **general meeting**):

- (a) despite clause 38.2, the directors in office may serve out the remainder of their terms under the previous version of the constitution, and if eligible, may be nominated to stand for re-election;
- (b) any time served as a director immediately prior to the adoption of the amendments will be taken into account in determining the **maximum**

continuous period in clause 39.4.

40. Eligibility of directors

- 40.1 A person is eligible for election or appointment as a director if they:
- (a) are over the age of 18 years,
 - (b) provide their signed consent to act as a director,
 - (c) are not ineligible to be a director under law, including under the Corporations Act and the ACNC Act,
 - (d) have a Director Identification Number,
 - (e) are a member of the Company, and
 - (f) are not an employee of the company.

41. Election of directors

- 41.1 Subject to this clause 41, elections are to be held in accordance with any election by-laws.
- 41.2 Prior to an annual general meeting, the Board or delegated person will:
- (a) give notice to the members of the number of vacancies that may be filled, and
 - (b) invite nomination of candidates for election as directors.
- 41.3 When nominations for election as directors are called, details of the desired geographic and Craft Group representation, capabilities and perspectives of directors may be provided as a guide to members.
- 41.4 Nominations must be:
- (a) in writing on the form prescribed by the Board,
 - (b) signed by the candidate expressing their consent to serve as a director, and
 - (c) lodged with the secretary by the prescribed time.
- 41.5 Only those candidates who satisfy the requirements in clauses 40 and 41.4, and whose election will:
- (a) not result in them exceeding the **maximum continuous period**; and
 - (b) comply with the composition rules in clause 38.2 ,
- shall be eligible to stand for election.
- 41.6 If the number eligible candidates for election as directors exceeds the number of vacancies to be filled, a ballot will be held prior to the annual general meeting, which may be an electronic ballot as determined by the Board.
- 41.7 A ballot will be conducted in such a manner to accommodate the counting of votes to ensure compliance with clause 38.
- 41.8 Each member that is entitled to vote may vote in the ballot.
- 41.9 Results of an election of directors are to be announced at the annual general meeting.
- 41.10 If the number of eligible candidates for election as directors is equal to or less than the number of vacancies to be filled, then the candidates nominated are to be declared elected at the annual general meeting, subject to clause 38.
- 41.11 Any unfilled positions for election as directors because of insufficient nominations

are to be deemed as casual vacancies.

42. President and President-Elect

- 42.1 The Board will appoint from among the directors, a President-Elect, who will succeed as President in accordance with this clause 42.
- 42.2 To be eligible for appointment as President-Elect, a director must:
- (a) have been a member of the Company for a minimum of two years;
 - (b) be a current director who has served on the Board for at least one year; and
 - (c) be able to serve as President-Elect and President without exceeding the **maximum continuous period**.
- 42.3 The Board must appoint a President-Elect, from among the eligible directors, no later than three months prior to the annual general meeting held in the first year of the current President's term.
- 42.4 The appointed President-Elect shall serve a one-year term commencing at the close of the annual general meeting in the first year of the President's term and ending at the close of the following annual general meeting, at which time the incumbent President will vacate office as President and the President-Elect shall automatically assume the office of President. The President shall serve a term of two years, ending at the close of the second annual general meeting following their assumption of the office of President.
- 42.5 If there is a casual vacancy in the office of President:
- (a) the President-Elect will assume the office of President for the remainder of the President's term, then commence their regular two (2) year term as President, and
 - (b) if there is no President-Elect, the Board may appoint another eligible director to act as President until a President-Elect is appointed.
- 42.6 If there is a casual vacancy in the office of President-Elect, the Board may appoint another eligible director as President-Elect.
- 42.7 Any President or President-Elect who ceases to be a director in accordance with clause 43 automatically ceases to be the President or President-Elect at the same time as they cease to be a director.
- 42.8 A Director may only serve one term as President, following which, they cannot be re-appointed as President-Elect until after a period of two years has passed since they vacated office as President. Any time spent filling a casual vacancy in the role of President shall not be counted towards this term limit.

43. When a director stops being a director

In addition to any other way a director vacates office under this constitution, a director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) stop being a member of the **company**
- (e) are absent for 3 consecutive directors' meetings without approval from the directors,
- (f) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**,
- (g) have their membership suspended or they are expelled pursuant to

- clause 18,
- (h) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the director's appointment to the position of director, or
- (i) become an employee of the company,

Powers of directors

44. Powers of directors

- 44.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 6.
- 44.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 44.3 The directors must decide on the responsible financial management of the **company** including:
 - (a) any suitable written delegations of power under clause 44, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 44.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

45. Delegation of directors' powers

- 45.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 45.2 The delegation must be recorded in the **company's** minute book.

46. Payments to directors

- 46.1 The **company** must not pay fees to a director for acting as a director.
- 46.2 The **company** may:
 - (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 46.3 Any payment made under clause 46.2 must be approved by the directors.
- 46.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

47. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

Duties of directors

48. Duties of directors

- 48.1 The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance

standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 49
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

48.2 The Board must ensure sound financial management and accountability; An audit or financial review must be undertaken annually where required by law.

49. Conflicts of interest

49.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

49.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

49.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 49.4:

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

49.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 66)
- (c) their interest relates to a payment by the **company** under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those directors are satisfied that the interest should not

stop the director from voting or being present.

Directors' meetings

50. When the directors meet

- 50.1 The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings as it thinks fit.
- 50.2 The directors may decide where and when they meet.

51. Calling directors' meetings

- 51.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 51.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

52. Chairperson for directors' meetings

- 52.1 The **President** is entitled to chair directors' meetings.
- 52.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **President** is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

53. Quorum at directors' meetings

- 53.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 53.2 A quorum must be present for the whole directors' meeting.

54. Using technology to hold directors' meetings

- 54.1 The directors may hold their meetings by using any technology (such as video or teleconferencing).

55. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

56. Circular resolutions of directors

- 56.1 The directors may pass a circular resolution without a directors' meeting being held.
- 56.2 A circular resolution is passed if a majority of directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 56.3 or clause 56.4.
- 56.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 56.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 56.5 A circular resolution is passed when the last director constituting a majority signs or otherwise agrees to the resolution in the manner set out in clause 56.3 or clause 56.4.

Secretary

57. Appointment and role of secretary

- 57.1 The **company** must have at least one secretary, who may also be a director.
- 57.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 57.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 57.4 The role of the secretary is defined in the by-laws and includes:
 - (a) maintaining a register of the **company's** members, and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

58. Minutes and records

- 58.1 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 30.
- 58.2 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 58.3 To allow members to inspect the **company's** records:
 - (a) the **company** must give a member access to the records set out in clause 58.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 58.2 and clause 59.1.
- 58.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 58.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

59. Financial and related records

- 59.1 The **company** must make and keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 59.2 The **company** must also keep written records that correctly record its operations.
- 59.3 The **company** must retain its records for at least 7 years.
- 59.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

60. By-laws

- 60.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 60.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

61. What is notice

- 61.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 62 to 64, unless specified otherwise.
- 61.2 Clauses 62 to 64 do not apply to a notice of proxy under clause 36.6.

62. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- (a) delivering it to the **company's** registered office
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

63. Notice to members

- 63.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 63.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

64. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the

- business day after it is sent, and
- (d) given under clause 63.1(e)) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

65. Company's financial year

The **company's** financial year is from 1st July to 30th June unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

66. Indemnity

- 66.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 66.2 In this clause, 'officer' means a director or secretary who holds office on or after the date this constitution takes effect and includes a director or secretary after they have ceased to hold that office.
- 66.3 In this clause, 'to the relevant extent' means:
 - (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 66.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

67. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

68. Directors' access to documents

- 68.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 68.2 If the directors agree, the **company** must give a director or former director access to:
 - (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

69. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 70.1.

70. Distribution of surplus assets

- 70.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 70.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

71. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Board or directors means the Board of directors of the company

company means the **company** referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth)

general meeting means a meeting of members and includes the annual **general meeting**, under clause 21.1

initial member means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

maximum continuous period means the term limit imposed on directors under clause 39.4

member present means a member entitled to vote at a general meeting being present in person or by proxy at the meeting

registered charity means a charity that is registered under the **ACNC Act**

President means the Director serving in this role in accordance with clause 42,

President-Elect means the Director appointed by the Board as such in accordance with clause 42,

special resolution means a resolution:

- i. of which notice has been given under clause 22.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

72. Reading this constitution with the Corporations Act

- 72.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 72.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 72.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 72.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

73. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
- (c) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning,
- (d) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings, or symbols in a visible or communicable form,
- (e) singular includes plural and vice versa, and
- (f) a notice or document required by this constitution to be signed includes signing by electronic means or may be authenticated by any other manner permitted by law.