Constitution

Of

The Australian and New Zealand Society of Cardiac and Thoracic Surgeons Limited

The name of the Company is "THE AUSTRALIAN AND NEW ZEALAND SOCIETY OF CARDIAC AND THORACIC SURGEONS LIMITED", (hereinafter referred to as "the ANZSCTS").

1. Definitions

"Applicable Director" means any person on the Executive listed in clause 70 who is not the:

a) Cardiothoracic Specialty Elected RACS Councillor;
b) Chair of the Cardiothoracic Surgery Training Committee; or
c) Deputy Chair of the Cardiothoracic Surgery Training Committee;

"the Act" means the *Corporations Act 2001 (Cth)* or any statutory modification amendments or re-enactment thereof for the time being in force and any reference to a particular provision of the Act shall unless otherwise indicated in this Constitution be deemed to be a reference to that provision as amended or re-enacted or replaced from time to time;

"Special Resolution" has the meaning assigned to it by the Act;

"The Office" means the registered office for the time being of the ANZSCTS;

"The Executive" means the members for the time being of the Board of Directors hereby constituted;

"Effective Date" means the date ANZSCTS is registered as a Company Limited by Guarantee by the Australian Securities and Investments Commission;

"Cardiothoracic Surgery Training Committee" means the RACS committee known by this name, or the successor body to it.

"Director" means any person formally and lawfully appointed as a Director of ANZSCTS, as per clause 70;

"The Register" means the Register of Members to be kept in pursuance of the Act;

"Preceding Constitution" means the Constitution governing the Company immediately prior to the adoption of this document;

"RACS" means the Royal Australasian College of Surgeons;

"in writing" or "written" include every mode of representing or reproducing words in a visible form.

2. This Constitution displaces the replaceable rules under the Act.

3. Transitional Provisions

a) This document has effect from the date of adoption, at which time it replaces the Preceding Constitution and the Preceding Constitution ceases to have effect.

b) Irrespective of the cessation of the Preceding Constitution, all By-Laws in force at the date of adoption of this Constitution continue until repealed or varied.

c) Notwithstanding any provision to the contrary in this Constitution, following the adoption of this Constitution:

i) The current members of the Executive shall remain in office until the end of their existing term;

ii) Thereafter, the members of the Executive will be appointed in accordance with the provisions of clauses 70 to 79.

4. The objects for which the ANZSCTS is established are:

a) To establish and maintain appropriate programmes of continuing education in Cardiothoracic Surgery;

b) To organise and conduct Scientific programmes relating to cardiothoracic surgery at the Annual Scientific Meetings of the ANZSCTS and on such other occasions as may be decided upon from time to time;

c) To bring together the Cardiac and Thoracic surgeons of Australia and New Zealand and other parts of the world for discussion and demonstration of Cardiothoracic subjects;

d) To improve the quality and practice of Cardiac and Thoracic surgery;

e) To encourage basic and clinical research in Cardiac and Thoracic surgery;

f) To publish a scientific Journal of Cardiac and Thoracic surgery;

g) To provide a forum for the presentation of scientific and clinical subjects in Cardiac and Thoracic surgery;

h) To facilitate and regulate the training of Cardiac and Thoracic surgeons in Australia and New Zealand;

i) To assist in the training of Cardiac and Thoracic surgeons in Asia;

j) To advise the Council of the RACS on matters relating to Cardiothoracic Surgery generally and on all matters in any way affecting the interests of Cardiothoracic Surgery and Cardiac and Thoracic surgeons in Australia and New Zealand; and

k) To liaise with Australian and New Zealand Government Departments in relation to the review or assessment of benefits or subsidies payable for Cardiac and Thoracic surgery.

5. The income and property of the ANZSCTS whencesoever derived shall be applied solely towards the promotion of the objects of the ANZSCTS as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the ANZSCTS PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the ANZSCTS or to any member in return for any services actually rendered to the ANZSCTS. No member of the Executive or governing body of the ANZSCTS shall be appointed to any salaried office of the ANZSCTS. No remuneration or other benefit in money or money's worth shall be given by the ANZSCTS to any member of the Executive except re-payment of out-of-pocket expenses. The preceding provisions of this Clause shall not apply to prevent the gratuitous distribution among, or sale at a discount to, members of the ANZSCTS of any books or other publications whether published by the ANZSCTS or otherwise relating to all or any of its objects as set out above nor to prevent any member who may be a successful competitor or exhibitor at any competition or exhibition or examination held or promoted by the ANZSCTS under these objects or to the cost of establishing or holding of which the ANZSCTS may have subscribed out of its income or property from receiving as such competitor or exhibitor a prize medal or other recognition which may under the regulations affecting the said competition exhibition or examination be awarded to him or her.

6. Subject to clauses 3 and 4, in pursuing the objects of the ANZSCTS, the ANZSCTS has, both within Australia and outside Australia, the legal capacity of a natural person and all the powers provided by the Act.

7. The place in which the registered office of the ANZSCTS is situated is in Edgecliff, New South Wales.

8. The liability of the members is limited.

9. Every member other than an Honorary Member undertakes to contribute to the assets of the ANZSCTS in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the ANZSCTS contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the annual membership fee plus $500.

10. True accounts shall be kept of the sums of money received and expended by the ANZSCTS and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the ANZSCTS and subject to any reasonable restrictions as to the time and manner of inspection that may be imposed in accordance with the Constitution of the ANZSCTS for the time being in force, the same shall be open to inspection of members. Once at least every year the accounts of the ANZSCTS shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

11. No addition, alteration or amendment shall be made to the Constitution for the time being in force

unless the same shall have been submitted to and approved by the Executive.

12. In this Constitution when any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force.

13. The Executive may whenever the business of the ANZSCTS requires it register an increase of the members.

MEMBERSHIP

14. There must be at least 1 member of the ANZSCTS.

15. The Initial Members of the ANZSCTS are the members of the Executive at the Effective Date.

16. The subscribers to this Constitution and such other persons as shall have agreed to be bound by this Constitution, shall be admitted to membership in accordance with the provisions of the Constitution, and none others, shall be members of the ANZSCTS and shall be entered in Register accordingly.

17. Membership of the ANZSCTS shall be limited to persons who are or have been engaged in the practice of Cardiac and/or Thoracic surgery, or take a special interest in Cardiac and/or Thoracic surgical practice and there shall be the following classes of membership which are limited as follows:

    a) ORDINARY MEMBERS shall be cardiac or thoracic surgeons practising in Australia or New Zealand, who:

        i) hold the qualification of FRACS in Cardiothoracic Surgery; or

        ii) can provide demonstration of Certification of Training in Cardiothoracic Surgery to a level equivalent to the FRACS, acceptable to the Board of Studies of Cardiothoracic Surgery.

    Ordinary Members shall be able to take part in any General Meeting of the ANZSCTS and shall have full voting and electoral rights in the affairs of the ANZSCTS.

    b) ASSOCIATE MEMBERS shall be persons who are currently enrolled in an accredited advanced training program in Cardiothoracic surgery in Australia or New Zealand. Associate members are able to take part in the discussion of the affairs of the ANZSCTS at any meeting of the Society, but shall have no voting or electoral rights.

    c) AFFILIATE MEMBERS will be nurses, technicians, medical students and other persons with an interest in cardiothoracic surgery or research. Affiliate members will not have the right to vote at meetings and will be referred to as non-voting members.

    d) SENIOR MEMBERS shall be persons who are eligible to be Ordinary Members and are aged sixty-five years or more or have retired from surgical practice. Ordinary Members automatically become Senior Members on reaching the age of sixty-five years. Senior

Members will have the same rights as Ordinary members.

e) OVERSEAS MEMBERS shall be surgeons whose primary practice is in Cardiac or Thoracic surgery and who have appropriate certification and recognition in a country outside Australia or New Zealand. Overseas Members shall be able to take part in the discussion of the affairs of the ANZSCTS, but shall have no voting rights at any meeting of the ANZSCTS. The electoral right of Overseas Members shall be restricted to the nomination, seconding and election of an Overseas Member to the Executive of the ANZSCTS and to the nomination or seconding of other Overseas Members to the Society.

f) HONORARY MEMBERS shall be distinguished persons nominated by the Executive and approved by the membership of the ANZSCTS at a General Meeting. Honorary members may take part in the discussion of the affairs of the ANZSCTS, but shall have no voting or electoral rights.

18. The subscribers to the ANZSCTS shall be entered in the Register of the ANZSCTS as Members – as per clause 37.

19. All persons desiring to become Members of the ANZSCTS (other than as Honorary Members) shall apply in writing to the Executive - subject to clause 23.

ADMISSION TO MEMBERSHIP

20. Any surgeon, who holds appropriate qualifications and wishes to become an Ordinary, Associate, Affiliate or Senior Member of the Society shall be nominated by an Ordinary Member and seconded by an Ordinary or Senior member in writing.

21. Applicants for Overseas Membership shall be nominated or seconded, but not both, by an Overseas Member. The other nominator or seconder, as appropriate, shall be an Ordinary or Senior member.

22. Nomination forms shall be delivered to the Secretary of the ANZSCTS, bearing the signatures of the nominee, nominator and seconder and accompanied by a curriculum vitae of the nominee.

23. The Executive will then consider the application and if appropriate, will award the applicable membership category. The Executive shall have the power to reject or suspend an application for any class of membership or change of membership without assigning any reason thereto.

24. The Secretary of the ANZSCTS will request the payment within a period of twenty-eight (28) days after approval of membership by the Executive. The membership subscription will be on a pro-rata basis in line with the current subscription year.

25. Upon acceptance by the Executive of any such application the name of the applicant shall be entered in the Register specifying the class of membership to which he or she has been admitted.

26. A member may apply to the Executive to change his or her class of membership if he or she is eligible for the class of membership to which he or she wishes to seek admission.

27. The rights, privileges or obligations of a person by reason of membership of the ANZSCTS:

    a) are not capable of being transferred of transmitted to another person;

    b) terminate upon the cessation of the person's membership whether by death, or resignation or otherwise.

ANNUAL SUBSCRIPTION

28. The annual subscription shall be determined, for each category of membership, by voting members of the ANZSCTS at a General Meeting, upon the recommendation of the Executive.

29. Members of every class shall be liable to pay an annual subscription and fines for late payment of annual subscriptions as may from time to time be determined in respect of each such class of members, and such fees subscriptions and fines shall be payable on such day or days as may be fixed by the Executive. No such member whose entrance fee subscription or fine is unpaid at the date of the Annual General Meeting shall be permitted to vote at such meeting.

30. The Executive may exempt a member from the payment of the whole or a proportion of the subscription fixed by or under this Constitution for such period or periods as the Executive shall think fit. A member who has been exempted from payment of the whole or a proportion of a subscription under this clause shall enjoy the same right under this Constitution to vote and to exercise all other rights and privileges attributable to his or her membership as if he or she had not been exempted from such payment.

TERMINATION OF MEMBERSHIP

31. Any member may at any time resign his or her membership of the ANZSCTS by notice in writing to the Secretary, and thereupon he or she shall cease to be a member of the ANZSCTS subject however to the provisions of the Constitution and without prejudice to his or her liability to pay any amount accrued due to the ANZSCTS prior to his or her ceasing to be a member.

32. Subject to clause 34 a member of any class who at any time after he or she was elected a member of that class ceases to possess any of the qualifications prescribed by this Constitution for members of such class shall upon resolution by the Executive cease to be a member.

33. A member whose annual subscription, and/or any other fees that may be applicable from time to time, have become due and who after the Secretary by registered letter addressed to his or her address appearing in the Register shall have required him or her to pay such subscription, fails without reasonable excuse to make such payment on or before the 30th day of June following the date on which such subscription became due, shall cease to be a member. Membership may be reinstated upon application to ANZSCTS.

34. A member shall ipso facto cease to be a member if:

    a) He or she becomes bankrupt or insolvent or makes any assignment of his or her property for the benefit of his or her creditors generally, or

    b) He or she ceases to be registered as a medical practitioner except where such ceasing

to be registered has been voluntary on the part of the member (as to which the opinion of the Executive shall be conclusive) or where the Executive consents to such ceasing to be registered either prior thereto or within three months thereafter.

35. No member who for any reason ceases to be a member of the ANZSCTS shall be entitled to receive nor shall he or she receive a refund of fees or subscriptions paid by him or her to the ANZSCTS on account of his or her membership.

36. Where a member of the ANZSCTS ceases to be a member the Secretary shall make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

37. There shall be kept in the office under the control of the Executive a Register wherein shall be entered the name and address of each member, his or her class of membership, and the date on which the person became a member and/or ceased to be a member.

GENERAL MEETINGS

38. A Director may convene a General Meeting at any time.

39. The Directors must call and arrange to hold a General Meeting upon the requisition of the Members, if required to do so under Part 2G.2 of the Act, which shall apply to the Company as a result of this Constitution, notwithstanding section 111L of the Act.

40. Notwithstanding section 111L of the Act, Section 249H of the Act shall apply to the Company as a result of this Constitution. To the extent provided by that provision, members must be given twenty-one (21) days' notice in writing of a General Meeting specifying the place and the date and the hour of the meeting, and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, and the general nature of business to be transacted and any other matters as are required by the Act.

41. Notwithstanding section 111L of the Act, a notice of a General Meeting may be given by any form of communication permitted by the Act.

42. An Annual General Meeting of the ANZSCTS shall be in addition to any other General Meeting be held at least once in every calendar year at such time (not being more than 15 months after the holding of the last preceding Annual General Meeting) and take place as the Executive may determine.

43. The ANZSCTS must hold an Annual General Meeting within the first calendar year of its registration under Part 5B.1 of the Act.

44. The business of an Annual General Meeting shall be to receive and consider reports of the Executive and of the Auditors, to consider any statement of accounts and balance sheet submitted to the meeting, to endorse the appointment of officers in place of those retiring, and to transact any other business which under this Constitution ought to be transacted at an Annual

General Meeting and any business which is brought under consideration by the report of the Executive. All other business transacted at any Annual General Meeting and all business transacted at any Extraordinary General Meeting shall be deemed special.

45.

a) No business shall be transacted at any General Meeting unless a quorum of members is present in person (applies when members can attend a meeting that is to be conducted face-to-face) which shall not be less than 20% of all Ordinary and Senior Members of the ANZSCTS.

(b) No business shall be transacted at any Virtual General Meeting unless a quorum of members is achieved, which shall not be less than 15% of all Ordinary and Senior Members of the ANZSCTS.

46. The President (if any) of the ANZSCTS or, in his or her absence, the Immediate Past President and/or, in his or her absence, the Vice-President shall preside at all general meetings. If the President, the Immediate Past President and the Vice-President are absent from any general meeting, the members present shall elect one of their number to be Chair and the Chair so elected shall continue in office until the conclusion of the meeting.

47. Every question submitted to a meeting excepting the election of the Executive shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chair shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he or she may be entitled to vote on a show of hands.

48. At any General Meeting unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number and proportion of the votes recorded in favour of or against such resolution.

49. A poll may be demanded by any of the following:

a) the Chair;

b) at least 5 Members entitled to vote on the resolution; or

c) Any Members with at least 5% of the votes that may be cast on the resolution on a poll.

50. The demand for a poll may be withdrawn.

51. The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

52. A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.

53. If a poll is demanded as aforesaid it shall be taken in such manner and either by ballot or otherwise and at such time (not exceeding twenty-eight days from the meeting at which the same is demanded) and place as the Chair of the meeting directs; and the result of the poll shall be

deemed to be a resolution of the meeting at which the poll was demanded.

54. The Chair of a meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. Notice of such adjourned meeting will be sent to members.

55. The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any member shall not invalidate the proceedings at any meeting.

VOTES OF MEMBERS

56. Ordinary Members and Senior Members shall be the only persons entitled to vote at any general meeting of the ANZSCTS, or in any case on matters relating to the ANZSCTS at any time and each such person shall have one vote.

57. A member is not entitled to vote at any General Meeting of the ANZSCTS or on an any case on matters relating to the ANZSCTS unless all monies due and payable by the member to the ANZSCTS has been paid.

58. In the case of an equality of votes, the Chair of the meeting shall be entitled to exercise a second or casting vote.

59. Upon a poll votes may be given either personally or by proxy but no person who is not a member of the ANZSCTS shall be appointed to act as a proxy and no member of the ANZSCTS shall be entitled to hold a proxy to vote upon any matter upon which he or she is not a member entitled to vote.

60. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

61. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a certified copy of such power of attorney shall be deposited with the Secretary or the Chair of the meeting not less than 48 hours before the person named in such instrument purports to vote in respect thereof.

62. A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this Constitution.

63. A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy in respect of which the vote is given provided no intimation in writing of the death or revocation shall have been received by the Secretary or by the Chair of the meeting before the vote is given.

64. Every instrument of proxy whether for a specified meeting or otherwise must be under the hand of the appointer or his or her attorney duly authorised in writing and may be in the form or to the effect following:

The Australian and New Zealand Society of Cardiac and Thoracic Surgeons

I …… being a member of the above mentioned ANZSCTS hereby appoint …… or failing him or her …… as my proxy to vote for me and on my behalf at the general meeting of the ANZSCTS to be held on the ……day of …… and at any adjournment thereof, As witness my hand this ……. day of ……20…….

POSTAL BALLOTS (Excluding the election of the Executive)

65. Subject to the provisions of this Constitution and the Act (notwithstanding section 111L of the Act), whenever the Executive thinks fit, it may submit any question or resolution to the vote of all Members entitled to vote at a General Meeting of the ANZSCTS by means of a postal ballot (a Postal Ballot), in such form and returnable in such manner as the ANZSCTS Executive decides. A resolution approved by a majority or specific majority of the Members voting by such Postal Ballot shall have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the ANZSCTS competent to pass such a resolution.

66. At least twenty-one (21) days prior to the closing date of a Postal Ballot the Secretary shall send to all voting Members ballot papers, giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in a form and with such content as the Executive may approve), and shall give all voting members notice of the closing date of the Postal ballot.

67. The Secretary shall receive all voting forms received from voting members in respect of a Postal Ballot, and shall promptly advise the Executive of the result of the Postal Ballot. Any voting form received after 5:00pm on the closing date of a Postal Ballot shall be deemed to be invalid and shall not be counted.

68. In the event of an equal number of votes in respect of any business for which the Postal Ballot is conducted, the President shall have a second and casting vote.

69. In all other respects, subject to this Constitution, the Executive shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have the power to make Regulations for that purpose.

THE BOARD OF DIRECTORS

70. The Board of Directors of the ANZSCTS ('the Executive') shall consist of:
    a) President;
    b) Vice-President (President Elect);
    c) Immediate Past President;
    d) Honorary Secretary / Treasurer (Elected Representative);
    e) The Chair of the Cardiothoracic Surgery Training Committee;;
    f) The Chair of the Science and Education Committee;
    g) Cardiothoracic Specialty Elected RACS Councillor;

h) Younger Fellow;
i) Elected Representative – New Zealand;
j) Elected Representative - Thoracic Surgery;
k) Trainee Representative; and
l) Deputy Chair of the Cardiothoracic Surgery Training Committee

71. Subject to clauses 79, 83 and 90:

a) The position of Immediate Past President will be held by the person who at the close of the last Annual General Meeting vacates the office of President;

b) The position of President will be held by the person who at the close of the last Annual General Meeting vacates the office of Vice-President.

72. The Vice-President shall be elected from amongst the membership by the members who are entitled to vote in accordance with clauses 57 and 83 for a term of one year with an option to remain in office for a second one year term, the option to be exercised in accordance with clause 74.

73. Subject to clause 74, the President, Vice-President and Immediate Past President may hold office for a maximum of two consecutive years in each office.

74. By the end of July in each alternate year the President, Immediate Past President and Vice-President together with the other members of the Executive will determine by mutual agreement whether the three office bearers will hold office for a second consecutive year, and should there be agreement that they do so there will be no election for Vice-President.

75. The Elected Representatives, Younger Fellow and Trainee Representative as per clause 70 (d) (h),(i), (j) and (k)

a) shall be elected from amongst the membership by the members who are entitled to vote in accordance with clauses 57 and 83;

b) The Elected Representatives and the Younger Fellow will hold office for (1) one year and shall be eligible for re-election for one further period of (1) one year;

c) The Trainee Representative will be elected by the Trainee cohort.

d) should the offer of re-election not be taken up, nominations will be called for the Elected Representatives, Younger Fellow and Trainee Representative positions, from amongst the membership and they shall be elected by the members who are entitled to vote in accordance with clauses 57 and 83; and,

76. The Chair of the Science and Education Committee:

a) shall be appointed from amongst the voting members of ANZSCTS and will be appointed for a term of three years;

b) will take office at the Annual General Meeting following appointment under this clause;

c) must, every three years, vacate his or her office;

d) may hold office for two consecutive terms only.

77. Cardiothoracic Specialty Elected RACS Councillor

a) shall be elected from amongst the fellows of RACS who practice Cardiac and or Thoracic surgery (as managed by RACS or ANZSCTS from time to time) every three years for a term of three years;

b) will take office at the Annual General Meeting of RACS following election under this clause;

c) must, every three years, vacate his or her office and the cardiothoracic fellows of RACS shall elect one of its members to this office in accordance with sub clause a);

d) may only hold office for three consecutive terms.

78. The Executive may, from time to time, appoint an External Director who is a non-member of the ANZSCTS on the basis of need and skills required at any given time (known as the 'External Director'). The External Director:

a) shall be appointed by the Executive at the Annual General Meeting every two years (subject to annual review of performance and review of the needs of the ANZSCTS in terms of roles and skills) for a term of two years on a pro bono basis;

b) will take office at the Annual General Meeting following appointment under this clause;

c) must, every two years, vacate his or her office and the Executive shall make an appointment in accordance with this clause;

d) may only hold office for two consecutive terms.

79. If an Applicable Director ceases to hold office before the expiry of their term, the Executive may appoint any person that is an Ordinary Member or Senior Member of the ANZSCTS to fill that vacancy (including a vacancy in the office of President, Vice-President or Immediate Past President). Any person appointed by the Executive under this clause will:

a) fill the office held by the Director who has vacated;

b) not take office until their consent to act as a Director of ANZSCTS has been provided to ANZSCTS;

c) hold office until the close of the next Annual General Meeting unless the Executive resolves that the appointed person should fill the vacancy for the term otherwise applying to the vacant position; and

d) be eligible for election in accordance with clause 83, for the positions determined by the Executive to be filled by election at that Annual General Meeting.

80. Any term served by a Director appointed by the Executive under clause 79 will not count toward the maximum term a Director can serve under this constitution.

SECRETARY

81. The ANZSCTS must have a Secretary. The duties of the Secretary shall be assigned to the Honorary Secretary / Treasurer (Elected Representative).

82. The role of the Secretary includes:

a) Maintaining a register of the ANZSCTS' members; and

b) Maintaining the minutes and other records of general meetings (including notices of meetings), Director's meetings and circular resolutions.

EXECUTIVE ELECTIONS

83. The method of election of Applicable Directors shall be:

a) Prior to the call for nominations, the Executive must determine the positions to be elected, which may include positions to be vacated at the AGM by operation of clause 79c) or that are otherwise vacant;

b) Subject to clause 83c) the Executive will call for nominations three (3) months prior to the AGM of the ANZSCTS and nominations will close two (2) months prior to the AGM,

c) In circumstances where a vacancy on the Executive occurs after the call for nominations and before the AGM in any year, then the Executive may fill that position:

i) by taking such steps as it deems necessary to hold an election by members entitled to vote for the applicable position at the AGM and fill the position by election; or
ii) by appointment under clause 79.

d) Any Ordinary or Senior member may be nominated for a position on the Executive;

e) A nomination signed by the nominee must be proposed and seconded by an Ordinary or Senior member of the ANZSCTS;

f) Where there is one nomination the candidate is elected unopposed;

g) Where there is more than one nomination:

i) Subject to clause 83c), the election of properly nominated candidates be conducted by Postal Ballot of voting members appearing in the register of the ANZSCTS two (2) months prior to the date of the AGM of the ANZSCTS;

ii) Such ballots may be conducted by post or other means (electronically, any web based system or other lawful method as approved by the Executive);

iii) Balloting shall be in accordance with the provision of any regulation made by the Executive for this purpose.

84. The Officers so elected in accordance with clause 83 will be announced and take office at the close of the next AGM of the ANZSCTS.

POWERS AND DUTIES OF THE EXECUTIVE

85. The management and control of the ANZSCTS shall be vested in the Executive who in addition to the powers and authorities under this Constitution may exercise all such powers and do all such acts and things as may be exercised or done by the ANZSCTS by virtue of this Constitution and are not hereby or by Statute expressly directed or required to be exercised or done by the ANZSCTS in general meeting but subject to the provisions of any Statute and the provisions of this Constitution and to any regulations from time to time made by the ANZSCTS in General Meeting PROVIDED that no regulation so made by the ANZSCTS in General Meeting shall invalidate any prior act of the Executive which would have been valid if such regulation had not been made.

86. The Executive shall have power to censure, suspend or expel any member who:

    a) shall have been convicted of a felony or misdemeanour;

    b) who may be considered guilty of dishonourable or disgraceful conduct;

    c) who shall have failed to observe any of the Constitution;

    d) shall be guilty of conduct which in the opinion of the Executive is detrimental to the interests of the ANZSCTS

87. PROVIDED however that no suspension or expulsion shall be enforced and no censure passed unless a meeting of the Executive be called for the purpose and two-thirds of the members of the Executive present in person or by proxy agree to such decision and that the member concerned shall have first been notified of the matter alleged against him or her and given an opportunity of being heard in his or her own defence.

88. Any member expelled from the ANZSCTS shall not be eligible for re- election as a member for a period of at least twelve months and then only upon such terms and conditions as the Executive may determine.

89. The decision of the Executive as to admission of members, election of members, termination of membership or exercise of the powers conferred upon the Executive by clauses 86 to 87 shall be conclusive.

DISQUALIFICATION OF OFFICERS OF THE EXECUTIVE

90. The office of a member of the Executive (including the office of President or Vice-President if held) shall ipso facto be vacated:

    a) If the officeholder becomes bankrupt or suspend payment or compound with the

officeholders creditors;

b) If the officeholder fails to pay their subscriptions for the space of one month or such further time as the Executive shall allow after the time when the same should have been paid;

c) If the officeholder is found or declared to be of unsound mind;

d) If the officeholder absents themselves, without leave, from four consecutive meetings of the Executive;

e) If the officeholder is removed by the members under the Act;

f) If for any reason the officeholder ceases to be a member of the ANZSCTS;

g) If the office holder becomes prohibited from being a member of the Executive by reason of any order made under the provisions of the Act;

h) If the officeholder in writing resigns such office;.

i) If he or she holds any office of profit under the ANZSCTS; or

j) If the officeholder becomes deceased.

91. A member of the Executive shall not vote in respect of any contract in which the officeholder is interested or any matter arising therefrom and if the officeholder does so vote their vote shall not be counted. Provided always that nothing in this Clause shall affect the operation of Clause 5 of the Constitution of the ANZSCTS.

PROCEEDINGS OF EXECUTIVE

92. The Executive may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes.

93. In a case of an equality of votes the Chair shall have a second or casting vote.

94. At any time a member of the Executive may, and the Secretary on the requisition of a member of the Executive shall, summon a meeting of the Executives. The Executive members should be given fourteen (14) days' notice of the meeting.

95. The quorum necessary for the transaction of the business of the Executive shall be the next whole number above 50% of the number of members comprising the Executive, that number of persons being present personally, telephone or by any virtual communication.

96. A resolution in writing signed by all the members of the Executives shall be as valid and effectual as though duly passed at a properly constituted meeting of the Executive.

97. The President, or in his or her absence the Immediate Past President or (if the latter be absent) the Vice-President shall be Chair of the meetings of the Executives; but if at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the same, the members of the Executive present may choose one of their number to be Chair of the meeting.

98. At least seven Directors must be present at all Executive meetings.

99. Questions arising at a meeting of the Executive, or of any sub-committee appointed by the Executive, shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.

100. All acts done by any meeting of the Executive or by any person acting as a member thereof, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executives or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive.

101. The Executive must cause minutes of all proceedings of general meetings, of meetings of the Directors and of committees formed by the Directors to be entered in books kept for the purpose. The Directors must cause all minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

102. A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.

103. A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

104. A document generated by electronic means which purports to be a fax of a resolution of Directors is to be treated as a resolution in writing.

105. A document bearing a facsimile of a signature is to be treated as signed.

## THE CARDIOTHORACIC SURGERY TRAINING COMMITTEE

106. The Cardiothoracic Surgery Training Committee is a governance committee of RACS. The Training Committee is governed by a Terms of Reference which may be varied, withdrawn or replaced by RACS from time to time.

107. The Chair and Deputy Chair of the Cardiothoracic Surgery Training Committee will be appointed in accordance with the Terms of Reference of the Cardiothoracic Surgery Training Committee, but they will not hold office as a Director of ANZSCTS until:

a) notice of their appointment has been given to ANZSCTS; and
b) their consent to act as a Director of ANZSCTS has been provided to ANZSCTS.

108. ANZSCTS will notify RACS of any changes to its officeholders as relevant to the Cardiothoracic Surgery Training Committee within a reasonable time after the change.

SCIENCE AND EDUCATION COMMITTEE

109. The Science and Education Committee shall comprise:

a) A Chair, who shall be a voting member of the ANZSCTS and will be elected at the AGM of the ANZSCTS in accordance with the processes set out in clause 83, for a period of three (3) years, with eligibility for re-election for one (1) further period of three (3) years;

b) the Convenor of the Annual Scientific Meeting of the ANZSCTS;

c) the cardiothoracic convenor for the RACS ASC;

d) the convenors of any other Scientific meeting in which the ANZSCTS participates and will be co-opted from time to time;

e) the Vice President; and

f) the Honorary Secretary / Treasurer.

110. The responsibilities of the Science and Education Committee shall be:

a) To co-ordinate and supervise the Annual Scientific Meeting of the ANZSCTS and to co-ordinate and supervise the Society's contribution to any scientific meeting in which the ANZSCTS participates. Annual Scientific Meetings of the ANZSCTS may be held either in association with meetings of other professional bodies or independently. The purpose of the Annual Scientific Meeting is the presentation of scientific or educational papers and reports;

b) To arrange programmes of continuing education within the Speciality;

c) To promote research in cardiothoracic surgery.

111. The duties of the Chair of the Science and Education Committee shall include:

a) Assisting with the selection of guest speakers;

b) Assisting with the choice of venue for the Annual Scientific Meeting;

c) Marking abstracts and trainees' theses;

d) Attending monthly meetings of the Organising Committee;

e) Assisting the Convenor with other aspects of the Annual Scientific Meeting (as required);

f) Organising the trainees' training day (Wet lab and didactic teaching session);

g) Organising international guest speakers to participate in the didactic lecture program.

112. The duties of the Convenor of the Annual Scientific Meeting shall include:

a) the organisation of the Scientific programme;

b) the organisation of Guest Speakers;

c) the arrangement of the Social programme;

d) liaison with the Secretariat and conference organiser regarding all other aspects of the ASM; e.g. sponsorship and trade exhibitions;

e) Through the Secretariat to furnish the financial aspects of the meeting and any other matters deemed appropriate, to the Executive of the Society.

ALTERATION OF THE CONSTITUTION

113. This Constitution, including the statement of purposes of the ANZSCTS, shall not be altered except in accordance with the Act.

114. Notice of the proposed alterations shall be given in writing to the Secretary and communicated to all members of the ANZSCTS twenty-eight (28) days before the date on which the members of the ANZSCTS are to vote on the alterations.

RULES

115. Subject to this Constitution, the ANZSCTS shall have power from time to time to make, amend and repeal all such Rules as it deems necessary or desirable for the proper conduct and management of the ANZSCTS, the regulation of its affairs and the furtherance of its objectives.

116. Without in any way limiting the power of the ANZSCTS pursuant to clause 115, the Executive may make, amend and repeal Rules which:

a) define the rights and benefits, duties, obligations and status of Members within the various categories of membership of the ANZSCTS and of the various classes of membership (if any) within those categories of membership which may exist from time to time;

b) regulate all matters relating to applications for and admission to, membership of the ANZSCTS not otherwise provided for in this Constitution;

c) define and regulate the procedure and order of business of General Meetings of the ANZSCTS and meetings of the Executive, to the extent to which this is not provided for in this Constitution;

d) define and regulate the functions, duties and responsibilities of any Officer of the ANZSCTS to the extent to which they are not provided for in this Constitution;

e) establish committees, regions or other structures;

f) establish monitoring and review procedures for committees;

g) sanction regions, committees or members of the ANZSCTS, if necessary.

117. No Rule shall be inconsistent with, nor shall it affect a repeal or modification of anything contained in this Constitution.

118. Any Rule made by the Executive may be set aside by a special resolution of a General Meeting of the ANZSCTS, or by resolution of the Executive.

119. All Rules, so long as they remain in force, shall be binding upon all members of the ANZSCTS.

THE SEAL

120. The seal of the ANZSCTS shall not be affixed to any instrument except by the authority of the President, or in his or her absence the Immediate Past President, or in his or absence the Vice-President or such other person as the Executive may appoint for the purpose.

121. The Common Seal of the Society shall be kept in the custody of the Chief Executive Officer.

DELEGATION BY EXECUTIVE TO COMMITTEE / SUB COMMITTEE

122. The Executive may, in writing, delegate to one or more Committees consisting of such member or members of the ANZSCTS as are eligible and the Executive sees fit, matters of concern to the Executive for such Committees to consider in detail.

123. Such committees appointed by the Executive:
    a) must be chaired by a member of the Executive or a person appointed by the Executive;
    b) may meet and adjourn as the committee thinks proper;
    c) shall at all times remain answerable to and report regularly at least annually to the Executive;
    d) shall present a final written report on its deliberations and conclusions to the Executive, before the committee is finally revoked by the Executive.

124. The Executive may at any time, in writing, revoke wholly or in part, any committee appointed by it under the terms of clause 123 and must revoke the committee wholly on receipt of the committee's final report.

GENERAL

125. Proper records and minutes of all proceedings and resolutions shall be kept, particularly in respect of Committee, Executive and Members' meetings.

126. The Executive shall cause proper accounts to be kept in respect to all moneys received and expenditure thereof and the matter in respect of which receipt and expenditure takes place; all sales and purchases of goods by the ANZSCTS and the assets and liabilities of the ANZSCTS at all times.

127. The Executive shall cause accounts to be kept as provided by Clause 10 of the Constitution and

shall, in accordance with the Act, cause to be prepared and laid before the ANZSCTS in general meeting such profit and loss or income and expenditure accounts and balance sheets and reports as are referred to in that section and are applicable to the ANZSCTS

128. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and Clause 10 of the Constitution.

129. Every member of the Executive or officer of the ANZSCTS or any person employed by the ANZSCTS as Auditor shall be indemnified out of the funds of the ANZSCTS against all liability incurred by him or her as such member of the Executive or officer or Auditor in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any application under the Act in which relief is granted to him or her by the Court.

130. Notices required to be served by the ANZSCTS or the Executive upon the members may be served either personally, by leaving the same or by sending them through the post in a letter addressed to the members at their registered places of abode or by email. All the members if served by post shall be deemed to have been served at the time when the letter envelope wrapper or postcard containing the same being properly addressed and put into a post office would have arrived in due course of post. In the event of any Member not having his or her place of abode registered then a notice shall be efficiently served on him or her by being affixed as a general notice in the Registered Office of the ANZSCTS. For the purposes of this clause "place of abode" shall include any address any Member or Members may specify for the forwarding of notices including an office or place of business or post office numbered box.

131. Any such notice including the signature thereto may be wholly or partly typed or printed.

WINDING UP OF THE SOCIETY

132. At least twenty-one (21) days' notice must be given of the calling of any meetings to dissolve the ANZSCTS.

133. An Annual General Meeting or any Extraordinary General Meeting called for that purpose, may by resolution of at least seventy-five (75) per cent of the votes of those eligible to vote, resolve to dissolve the ANZSCTS. If such resolution at a second Extraordinary General Meeting within two months thereof, but no sooner than one calendar month, by similar resolution passed by at least seventy-five (75) per cent of those eligible to vote at such subsequent Extraordinary General Meeting is confirmed, the ANZSCTS shall be dissolved and the assets realised.

134. If the ANZSCTS is wound up or dissolved, any surplus assets and property available for distribution after satisfaction of all debts and liabilities are to be given or transferred to some other institution(s) which has:

a) objects similar to the objects of the ANZSCTS and is charitable;
b) a constitution which requires its income and property to be applied solely in promoting its objects; and
c) a constitution which prohibits the distribution of its income and property to an extent at least as great as that imposed on ANZSCTS by this Constitution.

135. The Members may determine the identity of the institution(s) for the purpose of clause 134 by special resolution at an Extraordinary General Meeting. If the Members fail to determine the identity of the institution(s) under this clause, the Supreme Court of New South Wales may make that determination.