



Rules

1. Name

The name of the Association shall be the Thoracic Society of Australia and New Zealand Incorporated, hereinafter referred to as “The Society”.

2. Objects

The objects of the Society shall be:

to act as a medical and scientific Society the aims of which are to prevent and cure respiratory disease and to relieve disability arising therefrom by:

- i. promoting the highest quality and standards of patient care;
- ii. promoting the development and application of knowledge about respiratory disease and;
- iii. promoting the professional needs of the membership.
- iv. promoting the goal of a tobacco smoke free society.

In pursuing the foregoing the Society shall endeavour to:

- a. define and promote standards of clinical practice at the level appropriate to current knowledge
- b. promote review of and research into the effectiveness of current and proposed methods for the diagnosis, management and prevention of respiratory disease;
- c. ensure that the training of medical and other health professionals in respiratory disorders at undergraduate and particularly at postgraduate levels is appropriate and of a high quality;
- d. maintain and promote the continuing education of the membership;
- e. ensure that the workforce requirements and facilities for patient care and research related to respiratory disease are appropriate to the magnitude of the problem of respiratory disease in the community and to current knowledge;
- f. promote clinical, basic and epidemiological research into respiratory disorders;

- g. support the aims and assist the activities of the Australian Lung Foundation Incorporated or any other successor thereto;
- h. provide a forum for presentation and critical review of research dealing with respiratory diseases and disorders;
- i. promote publication of research in respect of respiration and respiratory diseases and disorders;
- j. promote the application of new information important to the advancement of patient care;
- k. present to government, industry, the public and other bodies as appropriate the resources and strategies required to ensure adequate care of patients, prevention of respiratory disease, and advancement of knowledge in respect thereof;
- l. promote the reasonable professional needs of the members required to ensure the continuing involvement in this aspect of medicine of motivated, highly competent people in numbers appropriate to the problems of respiratory disease in the community;
- m. promote and help define ethical standards of medical practice and research in the area of respiratory disease;
- n. encourage the social and professional relationship of members of the Society.
- o. seek to establish links and enter into relationships with national and international professional societies having similar objects.

3. Branches

- a. A branch of the Society may be formed in New Zealand or in any other State or Territory of Australia by members of the Society resident therein. The members of that Branch may choose to incorporate that Branch in accordance with the legislation for New Zealand or that State or Territory of Australia dealing with incorporation of associations. Prior to doing so the membership of that Branch shall first obtain the written consent thereto of the Society and shall ensure that the Rules thereof shall not be at variance with the provisions of these Rules and that the Rules of any Branch proceeding to separate incorporation shall provide that such Rules will, where so requested by the Council of this Society, be amended by the membership of the Branch so as to preserve consistency with the provisions of these Rules.
- b. Each Branch of the Society where not separately incorporated shall be known as The Thoracic Society of Australia and New Zealand Inc (Branch). Each branch may adopt its own rules provided that no rules shall be at variance with the provisions of these Rules. Membership of, or subscriptions

to any other organisation, shall not be a provision of membership of a Branch of the Society.

- c. The Society shall grant financial assistance to each Branch in Australia to an extent determined by the Council of the Society; provided that if such assistance exceeds the total contributions and subscriptions by members of that Branch in any financial year, it shall be confirmed by the affirmative vote of two-thirds of members present at the subsequent Annual General Meeting. Financial assistance to the New Zealand Branch shall be determined from time to time by the Council of the Society with confirmation at the subsequent Annual General Meeting.
- d. A list of members of a Branch shall be prepared annually and sent to the Honorary Secretary for distribution to the Branches.

4. Membership

There will be the following categories of membership:

- a) Emeritus
- b) Ordinary
- c) Associate
- d) Retired

5. Requirements for Membership

- a. **Emeritus**. The Society may admit to Emeritus Membership any person who has made a notable contribution to the understanding, treatment or practice of respiratory medicine generally.

Admission shall be on the recommendation of the Council, and with the approval of a simple majority of members present at an Annual General Meeting.

- b.i **Ordinary**. A medical practitioner, scientist or other health professional who has received appropriate postgraduate training and qualifications in respiratory medicine, sleep medicine, thoracic surgery or related fields.

- b.ii Any person who in the opinion of the Council has made a worthwhile contribution to the study or practice of respiratory medicine, sleep medicine, thoracic surgery or related fields.

- b.iii Any person who is or has been a duly elected member of The Thoracic Society of Australia and New Zealand Inc at the date of adoption of these Rules shall remain an ordinary member or be eligible to rejoin in this category.

- c. **Associate**. Any legally qualified medical practitioner, or other suitably qualified person, other than those referred to in Clause 5(b), who is interested in respiratory medicine, sleep medicine, thoracic surgery or related fields shall be eligible for Associate Membership of the Society. An

associate shall become an ordinary member once the requirements in 5(b) are satisfied.

- d. **Retired.** A person in the categories of 5(b) or 5(c) as above may make application to the Secretary to be transferred to this category on retirement.

6. Application

A candidate for ordinary membership or associate membership shall be proposed and seconded in writing by ordinary members of the Society to the Honorary Secretary. The nomination should list training, qualifications and nature of current practice and employment. A list of new applicants will be presented to a meeting of the Executive or to the next Annual General Meeting. Election to membership will be by simple majority at an Executive meeting or simple majority of members voting at an Annual General Meeting. Candidates for ordinary membership and associate membership will receive notices of scientific and clinical meetings of the Society, and be invited to attend such meetings between the time of their nomination and the next Executive meeting or Annual General Meeting.

A copy of these Rules shall be sent to each new member.

7. Privileges/Obligations/Liabilities of Membership

a. Voting

Ordinary Members have full rights to participate in activities of the Society.

Associate and Retired Members shall have all the rights and privileges of ordinary members, except that they shall not exercise any voting rights, or be eligible for election to the offices of the Society.

Emeritus members shall have all the rights and privileges of ordinary members.

b. Subscription

The annual subscription for all categories of members shall be due on the first day of January each year. Subscriptions shall be determined by the Council which may alter dues at its discretion, provided that changes are ratified by a simple majority at the subsequent Annual General Meeting.

The annual subscription shall be first payable in the year in which a candidate is elected to ordinary membership or associate membership. The annual subscription for members of the New Zealand Branch shall be determined from time to time by the Council of the Society, with ratification at the subsequent Annual General Meeting.

c. Liabilities

The Liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount of any unpaid subscription by

that member in respect of membership of the Society as required by Rule 7 hereof.

8. Cessation of Membership

- (i) An emeritus member, ordinary member, associate member or a retired member ceases to be a member of the Society if the person
 - a. dies; or
 - b. resigns membership; or
 - c. is expelled from the Society;
- (ii) The membership of any ordinary member, associate member or retired member shall lapse if the member is absent from four (4) out of (5) successive Annual General Meetings without adequate reason.
- (iii) An ordinary member, associate member or retired member whose annual subscription remains unpaid for twelve (12) months, shall cease to be an ordinary member, an associate member or retired member of the Society.

9. Public Officer/Register of Members

The Public Officer for the Society shall be appointed as required by the Association Incorporation Act 1984 and the Public Officer shall establish and maintain the Register of Members of the Society specifying the name and address of each such person who is a member together with the date upon which that person became a member. The Register of Members shall be kept at the principal place of administration for the Society and shall be open for inspection free of charge by any member of the Society at any reasonable hour.

10. Resignation of Membership

- a. An ordinary member, associate member or retired member of the Society is not entitled to resign that membership except in accordance with this rule.
- b. An ordinary member, associate member or retired member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from the membership of the Society by giving to the Secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign. On the expiration of the period of notice, the member ceases to be a member.
- c. If an ordinary member, associate member or retired member of the Society ceases to be a member under clause (b), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Disciplining of Members

(i) A complaint may be made by any member of the Society that some other member of the Society:

- a. has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- b. has persistently and wilfully acted in a manner prejudicial to the interests of the Society.

(ii) On receiving such a complaint, the Council:

- a. must cause notice of the complaint to be served on the member concerned; and
- b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
- c. must take into consideration any submissions made by the member in connection with the complaint.

(iii) The Council may, by resolution, expel the member from the Society or suspend the member from membership of the Society if after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(iv) If the Council expels or suspends a member the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Council for having taken that action and of the member's rights of appeal under Rule 12.

(v) The expulsion or suspension does not take effect:

- a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- b. if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under Rule 12(4).

Whichever is the later.

12. Right of Appeal of Disciplined Member

(i) A member may in a general meeting appeal to the Society against a resolution of the Council under Rule 11, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (ii) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to reply for the purposes of the appeal.
- (iii) On receipt of a notice from a member under clause (1), the secretary must notify the Council which is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.
- (iv) At a general meeting of the Society convened under clause (3):
 - a. no business other than the question of the appeal is to be transacted; and
 - b. the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (v) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution the resolution is confirmed.

13. Office Bearers

The President, Honorary Secretary and Honorary Treasurer shall be elected by a secret ballot by the members at each Annual General Meeting, and shall take office from the time of their election. The ballot for President Elect shall take place in the same way but at the Annual General Meeting preceding the one where a new President is elected. The Immediate Past President shall hold office as such from the time of retirement as President until the confirmation of the President Elect.

Retiring office bearers shall be eligible for re-election, except that the President shall hold office for not more than two (2) successive years.

14. Council/Executive

- a. The affairs of the Society shall be managed by a Council which shall consist of the President, the Immediate Past President or President Elect, the Honorary Secretary, the Honorary Treasurer, the four chairpersons of the Standing Sub-committees, i.e. Education and Research Standing Subcommittee, Clinical Care and Resources Standing Subcommittee, Central Program Standing Subcommittee, and the Professional Standards Standing Subcommittee and the President of the New Zealand Branch or a nominee and seven (7) representative members, one elected by the members of each Branch together with the Chairperson of the Australian Lung Foundation Incorporated or a nominee provided that the Chairperson or nominee is a member of the Society and (by invitation) the Chairperson of the Fees Subcommittee.
- b. The Council shall meet at least once in each year, and six (6) weeks notice of each Council Meeting shall be given in writing to each member of the Council. A quorum shall consist of five (5) members, including members

from at least three (3) branches. Reports of the proceedings of Council meetings shall be given to members of the Society at the ensuing Annual General Meeting.

- c. There shall be an Executive Committee comprising the President, Immediate Past President or President Elect, Honorary Secretary, Honorary Treasurer, the Chairpersons of the Standing Subcommittees and the President of the New Zealand Branch or a nominee and the Chairperson of the Australian Lung Foundation Incorporated or a nominee provided that the Chairperson or nominee is a member of the Society. The Committee shall exercise all powers of the Council between meetings of the Council, provided that all their actions shall be subject to confirmation by the Council at its next meeting.
- d. The Society may, from time to time, by ordinary resolution of which notice has been given and passed at a General Meeting, establish or disband standing Subcommittees. The purpose of these Subcommittees is to advise the Society through its Executive and Council of the needs, strategies and actions, required to realise one or more of the specific aims of the Society.

The Society may also from time to time by ordinary resolution of which notice has been given and passed at a General Meeting, increase or reduce the number of members of Council or of the Executive.

- e. The Executive Committee shall meet at such times and places as shall be decided by the President and Honorary Secretary and at least one (1) week's notice in writing of such meeting shall be given to members of the Executive. A quorum shall consist of three (3) members, provided one of them is the President or Honorary Secretary.
- f. At all meetings of the Executive Committee, members unable to attend personally may appoint proxies, who shall be members of the Society.

15. Subcommittees

The Council or the Executive Committee may delegate to a Subcommittee the exercise of relevant functions of the Council as are specified in a written resolution from the Council, other than

- a. the power of delegation and
- b. any function which is a duty imposed on the Council by any act including the Associations Incorporation Act 1984, as amended.

A delegation to Subcommittee may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances as may be specified in the instrument of delegation. Notwithstanding any delegation under this rule the Council and/or the Executive Committee may continue to exercise any function delegated. Any act or thing done or suffered to a Subcommittee acting in the exercise of a delegation has

the same force and effect as if it would have been done or suffered by the Council and/or the Executive Committee. The Council or the Executive committee may by instrument in writing revoke wholly or in part any delegation to any Subcommittee. A Subcommittee may meet and adjourn as directed by the Council and in the absence of any such direction as the Subcommittee thinks proper.

c. Co-option

The Executive Committee may co-opt any person to become an additional member of any Subcommittee established pursuant to these Rules for the purpose and over the duration (not exceeding one calendar year) as may be resolved from time to time, in writing, by the Executive Committee.

16. Casual Vacancies

For the purposes of these Rules, a casual vacancy in the office of a member of the Council occurs if the member:

- a. dies; or
- b. ceases to be a member of the Society; or
- c. becomes an insolvent under administration within the meaning of the Corporations Law; or
- d. resigns office by notice in writing given to the secretary; or
- e. is removed from office under rule 17; or
- f. becomes a mentally incapacitated person; or
- g. is absent without the consent of the committee from all meetings of the Council during a period of six (6) months.

17. Removal of Member of Council

- a. The Society in general meeting may, by resolution, remove any member of the Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b. If a member of the Council to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the President may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

18. Meetings

- a. An Annual General Meeting shall be held once in every calendar year; usually in conjunction with the Annual Scientific Meeting.
- b. The business of the Annual General Meeting shall be to receive the Annual Report and Balance Sheet, to elect the officers of the Society and to conduct any general business;
- c. Special General Meetings of the Society may be held at such times and places as shall be determined by the Council. The President shall also convene a Special General Meeting at the written request of 25 members;
- d. Twelve (12) weeks' notice of a Special General Meeting (except for the notice as required in Rule 12.3) shall be given in writing to all members of the Society, and such notice shall specify the nature of the business to be transacted. In the case of the Annual General Meeting the agenda shall be sent to all members at least six (6) weeks before the meeting;
- e. At all Annual and Special General Meetings, 20 members shall constitute a quorum.
- f. On any question arising at a general meeting of the Society a member has one vote only.
- g. All votes must be given personally or by proxy in the form attached to these Rules. The proxy holder must be a financial ordinary member.

19. By-Laws

The Council may make by-laws for the regulation of the affairs of the Society, including the Council, consistent with the Constitution and Objects of the Society. Such by-laws shall be tabled at the following Annual General Meeting, when they shall be confirmed, amended or rescinded by a simple majority of ordinary members present.

20. Amendment of Rules

Any motion to alter these Rules shall be proposed and seconded by letter to the Honorary Secretary and be received at least twelve (12) weeks before the date of an Annual General or Special General Meeting. Full details of any such proposed alterations shall be circulated to members at least six (6) weeks before the relevant meeting. A motion to alter these Rules must be supported by two-thirds of votes cast at an Annual or Special General Meeting to be carried.

21. Minutes

Minutes shall be kept of all meetings of the Society, and the Council and Executive Committee and any other Subcommittee. The minutes shall include a

record of all motions, resolutions and amendments whether carried or not, and the result of voting upon them.

22. Dissolution

The Society shall pass a special resolution nominating an incorporated association as the association in which it is to vest the surplus property of the Society pursuant to Section 53(2) of the Associations Incorporation Act 1984 as amended, in the event of the winding up or cancellation of the incorporation of the Society. The incorporated association so nominated shall be one which fulfils the requirements specified in Section 53(2)(a)-(c) of the said Act.

23. Tax Exempt Status and Tax Deductible Gifts

- a. the income and property of the Society must be used and applied solely in the promotion of its Statement of Objects and the exercise of its powers, and no proportion may be distributed, paid or transferred directly or indirectly or amongst the members.
- b. the aforesaid Rules do not prevent the payment in good faith of:
 - (i) Interest to any member or money advanced by the member to the Society or otherwise owing to the member;
 - (ii) remuneration to any officers or servants of the Society for services actually rendered;
 - (iii) out-of-pocket expenses;
 - (iv) money lent;
 - (v) reasonable and proper charges for goods hired to the Society;
 - (vi) reasonable and proper rent for premises let to the Society;
- c. the aforesaid Rules do not prevent the provision of services to a member to which that member would be entitled in accordance with the objects of the Society, if not a member.

24. Miscellaneous

- a. The Society shall effect and maintain insurance pursuant to section 44 of the Act.
- b. In addition to the insurance required under clause (a), the Society may effect and maintain other insurance.

25. Common Seal

- a. The common seal of the Society shall be kept in the custody of the Public Officer.

- b. The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one member of the Committee and of the Public Officer or Secretary.

26. Custody of Books, etc

Except as otherwise provided by these Rules, the Public Officer shall keep in his or her custody or under his or her control, all records, books and other documents relating to the Society.

27. Inspection of Books etc

The records, books and other documents of the Society shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

28. Service of Notices

- a. For the purpose of these Rules a notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- b. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

29. Interpretation

In these Rules except in so far as the context or subject matter otherwise indicates or requires:

"Honorary Secretary" means the person holding office under these Rules as Honorary Secretary of the Society or where no such person holds that office then the Public Officer of the Society.

"Special General Meeting" means a General Meeting of the Society other than an Annual General Meeting.

References to "the Act" means reference to the Associations Incorporation Act 1984 and includes references to any amendments thereto or to any legislation replacing the same.

30. By-Laws

By-Law (I)

- a. There shall be for (4) Standing Subcommittees established:
 1. Education and Research
 2. Clinical Care and Resources
 3. Central Program
 4. Professional Standards
- b. Each Standing Subcommittee is delegated the responsibility for advising the Society on strategies and actions required to realise one or more of the Specific Aims of the Society as defined in the Terms of Reference of each Standing Subcommittee.
- c. The membership of each Standing Subcommittee shall be elected by Council from nominations made to it by Branches, Special Interest Groups or by at least two (2) members (financial ordinary or emeritus). A representative nominated by the Paediatric Special Interest Group shall be included in the membership of each Standing Subcommittee.
- d. The terms of office of members of Standing Subcommittees shall generally be two (2) consecutive terms, except in the case of election to the chair when the term may be extended to a maximum of three (3) consecutive terms [six (6) years]. Chairpersons will be elected by each Subcommittee. In general, half of each Subcommittee will retire each two (2) years.
- e. Ethical matters shall be the responsibility of the Executive.

By-Law (ii)

Persons wishing to join committees or subcommittees of the Society need to be nominated and seconded, in writing, by two (2) members (financial Ordinary or Emeritus) of the Society. Self nominations are unacceptable.

By-Law (iii)

Office Bearers shall be elected by the ordinary Membership.

Nominations for President Elect shall be by petition of at least 15 financial Ordinary Members. Any such petition shall be presented to the President at least 60 days prior to the Annual General Meeting. The Executive may also put forward a nomination for the President Elect. All nominations for Office Bearers shall be circulated to the Membership at least 42 days prior to the Annual General Meeting.

By-Law (iv)

The terms of office of the Honorary Secretary and Treasurer shall be a maximum of two (2) consecutive two-year terms.

By-Law (v)

Meetings by telephone. A meeting of the Council and of the Executive Committee may be held as a telephone or video conference. The procedures set out in these Rules for such a meeting of the Council or of the Executive shall

apply except that the Councillors or Committee members participating are not required to be present in the same room.

By-Law (vi)

A notice or other document may be sent by facsimile or by electronic mail, if the person or organisation to whom it is addressed has notified an address applicable to that system. A document sent by either of these systems is taken to have been received:

- a. when the sender receives acknowledgment that the addressee has personally seen it;
- b. at the latest, on the second business day after the date of sending.

By-Law (vii)

Members of the Executive will furnish an annual Declaration of Interest form in a manner to be determined from time to time.

By-Law (viii)

Annual subscription fees that are not paid by May 1 of the year for which they are due, will incur an additional administrative fee to cover administrative costs.

1 April 2008

The Thoracic Society of Australia and New Zealand
145 Macquarie Street, Sydney NSW 2000
Phone: (02) 9256 5457 Fax: (02) 9241 4162
Email: admin@thoracic.org.au
Internet: <http://www.thoracic.org.au>