
**CONSTITUTION of THE PERINATAL SOCIETY OF AUSTRALIA
AND NEW ZEALAND LIMITED**



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CONSTITUTION OF THE PERINATAL SOCIETY OF AUSTRALIA AND NEW ZEALAND LIMITED

1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution unless the contrary intention appears:

Annual Congress means PSANZ's national Scientific Meeting known as the Perinatal Society of Australia and New Zealand Annual Congress.

Branch means a branch of PSANZ being one each for New Zealand and each state and territory of Australia.

Branch Committee means the committee for each Branch.

Branch Member means a Member whose Registered Address is located within that particular Branch.

Branch Representative means a member of a Branch Committee elected by a Branch to represent that Branch on the Council.

Congress and Programs Liaison Officer means the Congress and Programs Liaison Officer of PSANZ elected in accordance with clause 9.2.

Constitution means the constitution of PSANZ as amended from time to time.

Council means the Members elected in accordance with clause 9.1 to be the directors of PSANZ.

Disciplines means the disciplines of Perinatology as follows:

- (a) basic sciences,
- (b) neonatology,
- (c) neonatal nursing,
- (d) midwifery,
- (e) obstetrics,
- (f) other Perinatal areas (pathology, epidemiology, anaesthesia, therapy) and,
- (g) any other disciplines that are determined to be appropriate by the Council

Immediate Past President means the Member who was the President immediately prior to the then current President.

Local Organising Committee means a committee of members of PSANZ convened to manage the Annual Congress

Member means a member of PSANZ under clause 5

Perinatology is derived from the Greek term "peri-" meaning "around or about", "natal" from the Latin term "natus" meaning "born" and "ology" from the Greek term "logos" meaning "treatise or study of." **Perinatology** covers the study of mothers and babies during pregnancy and around the time of birth and embraces the full scope of the specialty - clinical, professional, political, administrative and educational aspects. It is multidisciplinary in nature and the membership of PSANZ aims to reflect this. **Perinatal** has a cognate meaning.

President means the president of PSANZ elected in accordance with clause 9.2.

President Elect means the president elect of PSANZ elected in accordance with clause 9.2.

PSANZ means The Perinatal Society of Australia and New Zealand Limited.

Registered Address means the last known address of a Member as noted in the register of Members.

Scientific Meeting means a gathering of Members for the purpose of sharing knowledge and evidence underpinning the discipline of Perinatology.

Secretary means the secretary of PSANZ elected in accordance with clause 9.2.

Special Interest Group means a group affiliated with PSANZ, approved by Council and as defined in guidelines maintained by Council.

Subscription Fees means the annual subscriptions fees in accordance with clause 6 payable by all Full Members entitling them to be a Member.

Treasurer means the treasurer of PSANZ elected in accordance with clause 9.2.

1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) headings are for ease of reference only and do not affect the construction of this Constitution; and
- (d) a reference to the *Corporations Act 2001* is a reference to the *Corporations Act 2001* as modified or amended from time to time.

1.3 Definitions of *Corporations Act 2001* apply

Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Act 2001* that deals with the same matter as the clause.

1.4 Replaceable Rules

To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* do not apply to PSANZ.

2 OBJECTIVES

2.1 Objectives of PSANZ

The objectives of PSANZ are to:

- (a) advance the theory and practice of Perinatology,
- (b) encourage training and research in Perinatology,
- (c) provide expert advice to government and other bodies on matters pertaining to Perinatology,
- (d) maintain liaison with other organisations or professions involved in Perinatology, and
- (e) maintain a liaison with international bodies in Perinatology.

2.2 Exercise of Powers

PSANZ may only exercise its powers to:

- (a) carry out the objects in this clause 2; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

3 ORGANISATION

3.1 Federal Body

PSANZ is a federal body governed by the Council (see clause 9).

3.2 Divided into Branches

PSANZ is divided into Branches with each Branch having a Branch Committee (see clause 8) and a Branch Representative on the Council (see clause 9).

4 INCOME AND PROPERTY

4.1 Funds

The funds of PSANZ may be derived from any source and in any manner that the Council determines.

4.2 Application of Income and Property

The income and property of PSANZ must only be used:

- (a) in pursuance of the objects of PSANZ, as set out in clause 2.1,
- (b) in the manner as the Council determines, and
- (c) so as not to prejudice the tax status of PSANZ.

4.3 Transfers to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to PSANZ; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

4.4 Expenses

- (a) The Council will determine the bankers of PSANZ.
- (b) The Council may authorise one or more persons to draw, endorse or make cheques, bills of exchange and promissory notes or other negotiable instruments in the name or on behalf of or on account of PSANZ.

5 MEMBERSHIP

5.1 Classes of Membership

There are two classes of membership, being

- (a) Full Members, and
- (b) Honorary Members.

5.2 Full Members

Each Full Member must be:

- (a) a member of the medical, scientific, nursing, midwifery, allied health, or other Discipline who has a significant interest in Perinatology, or
- (b) any other person who, in the opinion of Council, has a significant interest in Perinatology.

5.3 Honorary Members

Each Honorary Member must be:

- (a) a person of distinction who has made a significant contribution to Perinatology, and
- (b) admitted by resolution of the Council.

5.4 Application for Membership

- (a) Applications for membership must be submitted to the Secretary.
- (b) All applications for membership under subclause 5.2(b) must be ratified by the Council.

6 SUBSCRIPTIONS

6.1 Annual Subscription

- (a) The annual Subscription Fees for Full Members will be determined at each Annual General Meeting and will be payable by 1 January of each year to the Treasurer.
- (b) Honorary Members are not required to pay Subscription Fees.

6.2 Reduction in Subscription Fees

The Council has the discretion to approve concessional Subscription Fees for full time students, retired members and any other class of Members as the Council may determine from time to time.

6.3 Arrears

- (a) Any Member in arrears of Subscription Fees for more than 12 months must not:
 - (i) vote,
 - (ii) hold office on the Council, or
 - (iii) receive notices or publications of PSANZ –until the arrears are paid in full.
- (b) Any Member in arrears of Subscription Fees for more than 2 years will be deemed to have resigned their membership of PSANZ (see clause 7.1) and will be notified in writing by the Secretary.

7 CEASING TO BE A MEMBER

7.1 Resignation as a Member

- (a) A Member's membership will cease if the Member gives one month's written notice to the Secretary of the Member's intention to resign.

- (b) Any outstanding Subscription Fees must be paid immediately on the day of giving notice.
- (c) No portion of the subscription fees will be refunded.

7.2 Termination of Membership, Suspension or Fines

If the Council is of the opinion that a Member:

- (a) has refused or neglected to comply with this Constitution, or
- (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of PSANZ –

the Council may recommend that:

- (c) the Member's membership of PSANZ be terminated,
- (d) the Member be suspended from PSANZ for a specified period

7.3 Termination or suspension of Membership

- (a) The membership of any Member may be terminated or suspended:
 - (i) on the recommendation of the Council, and
 - (ii) by a majority decision of Members present at:
 - A. an Annual General Meeting, or
 - B. a meeting called because of the circumstance.
- (b) Where the Council passes a resolution under the above subclause, the Secretary will, as soon as practicable, cause to be served on the Member a notice in writing:
 - (i) setting out the resolution of the Council and the grounds on which it is based,
 - (ii) stating that the Member may address the Council at a meeting to be held between 14 and 28 days after service of the notice,
 - (iii) stating the date, place and time of that meeting, and
 - (iv) informing the Member that he/she may:
 - A. attend that meeting, and/or
 - B. give to the Council before the date of that meeting a written statement seeking the revocation of the resolution.
- (c) At a meeting of the Council held in accordance with the above subclause, the Council will:
 - (i) give the Member an opportunity to be heard,

- (ii) give due consideration to any written statement submitted by the Member, and
- (iii) determine whether to confirm or revoke the earlier resolution.

8 BRANCH COMMITTEES

8.1 Ballot

Each Branch Committee will comprise of:

- (a) where the total number of Branch Members is 6 or more, at least 6 Branch Members, or
- (b) where the total number of Branch Members is less than 6, that number of Branch Members:

who will be elected:

- (c) by postal ballot of Branch Members, or
- (d) at a Branch meeting.

8.2 Full Members

Only Full Members are eligible to be Branch Committee members.

8.3 Representatives from each Discipline

As far as practicable, there will be one representative from each of the Disciplines on each Branch Committee.

8.4 Term

Each member of the Branch Committee will be elected for 2 years and, where possible, all members of the Branch Committee will not retire at the same time.

8.5 Consecutive Terms

Where possible, no Member should serve as a member of a Branch Committee for more than 2 consecutive terms.

8.6 Positions

Each Branch Committee will elect its own Branch Chair, Secretary and Treasurer and will have the power to co-opt any other Member to their committee, either in addition to or to replace a Branch Committee member retiring before the next annual meeting of the Branch.

8.7 Functions

Branch Committees will:

- (a) conduct their affairs in accordance with this Constitution and administrative instructions of the Council,
- (b) advise Council of any matters that concern the interests of PSANZ and carry out other duties as may be delegated to it by Council,
- (c) submit any statement, document or proposal affecting PSANZ policy to the Council for approval prior to promulgation,
- (d) have the power to co-opt, where necessary, the services of any Member for a special purpose, and
- (e) recommend to Council suitable applicants for membership.

9 COUNCIL

9.1 Composition.

- (a) The Council will comprise the following Members:
 - (i) the Office Bearers elected in accordance with clause 9.2;
 - (ii) the Immediate Past President; and
 - (iii) one Branch Representative for each Branch
- (b) Only Full Members are eligible to be Council members.
- (c) Where possible each Discipline should be represented on Council.

9.2 Office Bearers

- (a) The Office Bearer positions are:
 - (i) President,
 - (ii) President Elect
 - (iii) Secretary,
 - (iv) Treasurer, and
 - (v) Congress & Programs Liaison Officer
- (b) The President and President Elect must be from different Disciplines.

9.3 Election of Office Bearers

- (a) Office Bearers must be elected by a postal ballot of Members as determined by Council.
- (b) The Secretary must call for nominations for Office Bearers at least 60 days before the closure date of the postal ballot.

- (c) Nominations for Office Bearer positions on Council and ballot papers will be distributed to all Members at least 30 days before the closure date of the postal ballot. The positions will be declared as soon as practicable and will take effect on the first day after the next Annual General Meeting.
- (d) Each Office Bearer is elected for a term of two years.
- (e) Any elected Office Bearer is eligible for re-election but *must not hold office for more than two consecutive terms*,
- (f) The President remains on Council for an additional term as the Immediate Past-President irrespective of previous length of service on Council (see clause 9.1(a)(ii)).
- (g) A Member must have two years' service as a member of Council before nominating as President.
- (h) The position of President should, where possible, be held by a representative of each Discipline in rotation.
- (i) The Office Bearers and Immediate Past President form an executive committee for the purposes of executive policy formulated by the Council.
- (j) In the event of a casual vacancy of an Office Bearer the position will be filled by the Council from a member of the Council.

9.4 Branch Representatives

- (a) Each Branch Committee will nominate one of its Branch Committee members to be a Branch Representative (each Branch may nominate an alternate Branch Committee member to deputise in the event that their appointed Branch Representative is unable to attend a Council meeting).
- (b) Branch Representatives hold office for two years, but can be re-elected for a further term

9.5 Functions

The Council will:

- (a) direct and control the affairs of PSANZ in accordance with this Constitution and the *Corporations Act*,
- (b) be responsible for all decisions or announcements on policy affecting PSANZ as a whole,
- (c) have the power to co-opt, where necessary, the services of any Member for a special purpose,
- (d) appoint and instruct committees as required,
- (e) approve admission of membership to PSANZ,

- (f) recommend termination or suspension of membership of PSANZ,
- (g) manage the finances of PSANZ,
- (h) provide funding to support the activities of Branch Committees,
- (i) consider requests for affiliation of Special Interest Groups as defined in guidelines maintained by Council,
- (j) consider proposals by Special Interest Groups for grant funding to support their activities,
- (k) consider proposals by Members for grant funding for special Perinatal initiatives, and
- (l) inform Members of matters pertaining to the objectives of PSANZ.

10 DUTIES AND POWERS OF OFFICE BEARERS

10.1 President

The President will:

- (a) superintend the conduct and affairs of PSANZ,
- (b) advise the Secretary and Treasurer as required, and
- (c) be ex-officio a member of all committees and delegations of PSANZ.

10.2 President Elect

The President Elect will undertake the duties and exercise the powers of the President, in the absence of the President.

10.3 Secretary

The Secretary will:

- (a) administer the affairs of PSANZ in accordance with this Constitution and the directions of Council,
- (b) send out notices of all meetings of PSANZ and Council,
- (c) ensure that all proceedings of meetings are recorded in a minute book and a copy submitted to Members entitled to be present at the applicable meeting,
- (d) conduct correspondence and keep a record of correspondence,
- (e) maintain PSANZ's records and documents, and
- (f) prepare a draft annual report for confirmation by Council prior to the Annual General Meeting.

10.4 Treasurer

The Treasurer will:

- (a) collect the subscriptions fees of all Full Members and all money payable to PSANZ and pay accounts in accordance with the directions of Council,
- (b) keep proper accounts of all money received and expended by PSANZ,
- (c) prepare and submit a duly audited statement of receipts and expenditure to the Annual General Meeting,
- (d) submit a roll of financial Members to the Annual General Meeting,
- (e) submit an estimate of expenditure for the coming year to the Annual General Meeting, and
- (f) invest the funds of PSANZ on its behalf in accordance with the directions of Council.

10.5 Congress and Programs Liaison Officer

The Congress and Programs Liaison Officer will:

- (a) assist Local Organising Committees with the programming and conduct of the Annual Congress,
- (b) facilitate continuity and balance in the scientific activities of PSANZ, and
- (c) promote the development of educational, award or other programmes consistent with the goals of PSANZ and as defined in guidelines maintained by Council.

11 COUNCIL MEETINGS

11.1 Convening of Meetings

Council meetings must be held before each Annual General Meeting and at other times determined by the Office Bearers.

11.2 Venue of Meeting

- (a) A Council meeting may be held by the Council members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Council need not all be physically present in the same place for a Council meeting to be held.
- (c) A Council member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

11.3 Quorum

A quorum is seven Council members.

11.4 Notice

Notice of a Council meeting must be given at least 14 days before the date fixed for the meeting and may be given in writing or using any technology consented to by the Office Bearers.

11.5 Voting

- (a) Each Council member has one vote.
- (b) The President will be the chairperson of Council meetings and will have a casting vote in addition to his or her deliberative vote.

12 COMMITTEES AND DELEGATION

12.1 Delegation of Powers

- (a) The Council or any Office Bearer may delegate any of its powers, other than those which by law must be dealt with by Council as a board, to:
 - (i) a committee or committees;
 - (ii) an individual Council member;
 - (iii) an employee of PSANZ; or
 - (iv) any organisation appointed by PSANZ to carry out its secretariat functions.
- (b) Council may at any time revoke any delegation of power to a delegate.
- (c) If a committee is appointed, at least one member of the committee must be a Council member.

12.2 Exercise of Delegate's Powers

A delegate must exercise its powers in accordance with any directions of the Council and a power exercised in that way is taken to have been exercised by the Council.

12.3 Delegate May Sub-Delegate

A delegate may be authorised to sub-delegate all or any of its powers.

12.4 Committee to Adhere to Constitution

Meetings of any committee will be governed by the provisions of this Constitution which deal with Council meetings so far as they are applicable and are not inconsistent with any directions of the Council.

13 SCIENTIFIC MEETINGS

13.1 Timing

- (a) PSANZ will aim to hold an Annual Congress each year.
- (b) Where practicable, Branch Committees will aim to hold at least one Scientific Meeting in its Branch each year.

13.2 In Accordance with Guidelines

The Annual Congress will be conducted in accordance with the guidelines maintained by Council.

13.3 Attendees

- (a) Any Member may attend and participate in Scientific Meetings.
- (b) The number of non-members attending Scientific Meetings will be regulated at the discretion of the Council and the Branch Committees.

14 PSANZ MEETINGS

14.1 Timing of Annual General Meeting

- (a) PSANZ must hold its first Annual General Meeting within 18 months after its registration.
- (b) With the exception of the first Annual General Meeting, PSANZ must, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of PSANZ, convene an Annual General Meeting.

14.2 Business of Annual General Meeting

The business of an Annual General Meeting will include all of the following, even if not referred to in the notice of the meeting:

- (a) the consideration of the annual financial report, Council's report and auditor's report,
- (b) the appointment of the Office Bearers,
- (c) the appointment of the auditor, if required, and
- (d) the fixing of the auditor's remuneration.

14.3 General Meeting

- (a) The Council may call a general meeting at any time.
- (b) A single Council Member cannot call a general meeting.
- (c) The Council must call and arrange a general meeting if:

- (i) Members with at least 5% of the votes that may be cast at the general meeting; or
- (ii) at least 100 Members who are entitled to vote at the general meeting –

request a general meeting to be held and the request:

- (iii) is given in writing to the Council,
- (iv) states the resolution to be proposed at the meeting, and
- (v) is signed by the Members making the request.

14.4 Notice

Notice, together with the agenda, must be sent to all Members by the Secretary not less than 30 days before the date fixed for a meeting.

14.5 Quorum

No business may be transacted at a meeting of PSANZ unless a quorum of Members is present. A quorum is 5% of the Full Members.

14.6 Chairperson

- (a) The President, or in the President's absence, the President Elect will be the Chairperson at every meeting of Members.
- (b) The Council members present may elect a Chairperson if:
 - (i) there is no President or President Elect ,
 - (ii) neither the President or President Elect is present within 15 minutes after the time appointed for holding the meeting, or
 - (iii) the President and President Elect are unwilling to act as chairperson of the meeting.
- (c) If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.

15 RESOLUTIONS

15.1 Voting

Subject to clause 6.3 (subscriptions in arrears), each Member present in person or proxy at a meeting is entitled to one vote.

15.2 Poll Cannot be Demanded

A poll cannot be demanded on the election of the Chairperson or the adjournment of a meeting.

15.3 Where Person not entitled to Vote

A resolution of a meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

15.4 Chairperson has Casting Vote

The Chairperson has a casting vote in addition to the Chairperson's votes as a Member, proxy, attorney or representative.

16 WINDING UP

16.1 Obligations of Members

If PSANZ is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of PSANZ for the:
 - (c) payment of debts and liabilities of PSANZ and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,such amount as may be required, not exceeding \$20.00.

16.2 Surplus in Winding Up

If any surplus remains following the winding up of PSANZ, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to an organisation with similar objects to PSANZ.

We, being the persons whose names and addresses appear below consent to become a member of PSANZ Limited and to be bound by the Constitution for PSANZ Limited and subject to the provisions of the *Corporations Act*.

