

Constitution of

Australian and New Zealand Anaesthetic Allergy Group

Company Number 2568140

Incorporated Society New Zealand

26 October 2023

Preliminary

1. Name

The name of the society is the “Australian and New Zealand Anaesthetic Allergy Group Incorporated” hereafter known as “the Group” or “the society” or “ANZAAG”

2. Type of Society

- 2.1. The society is a not-for-profit Incorporated Society registered with the New Zealand Companies Office incorporated under the Incorporated Societies Act 1908
- 2.2. The registration number is 2568140
- 2.3. The registered address of the society is an address determined by the Executive and may change from time to time
- 2.4. A change in the registered address of the society will be notified to the New Zealand Companies Office

Definitions and interpretation

3. Definitions

In this constitution:

Chair means the officer referred to in clause 38.1.1

Officer means a member of the Executive committee referred to in clause 40

Executive is the group of officers defined in clause 40

General meeting means a meeting of members and includes the annual general meeting (the AGM), under clause 22.1

In writing means correspondence on paper or by email

Incorporated Societies Act means the Incorporated Societies Act (New Zealand) 1908 and any subsequent amendments to the Act

Corporations Act means the Corporations Act (Australia) 2001 and any subsequent amendments to the Act

Member present means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues (including by electronic means) for the meeting

Secretary means one of the members nominated to keep the Group's records

Special resolution means a resolution of which notice has been given and that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution

Surplus assets mean any assets of the Group that remain after paying all debts and other liabilities of the Group, including the costs of winding up.

Objects and Powers

4. Objects

The society must act in accordance with its objects

The Group's objects are:

(a) to work towards best practice, and safety in relation to the treatment, investigation and prevention of perioperative allergy

(b) to foster information exchange, standardisation of practice and good working relationships between anaesthetists, immunologists, allergists, physicians, technologists, health care professionals and allergy support organisations involved in the follow up and investigation of patients who experience perioperative allergy in New Zealand and Australia

(c) to develop and maintain resources in the field of perioperative allergy for members, health care providers and the community

(d) to facilitate and encourage research in the field of perioperative allergy

(e) to establish a database of perioperative allergy in New Zealand and Australia

(f) to develop training opportunities in the field of perioperative anaphylaxis

(g) to foster cooperation and liaise with other individuals, organisations and agencies nationally and internationally to achieve these objects

5. Not-for-profit

- 5.1. The Group must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 5.2, 5.3 and 48 (payments to officers.).
- 5.2. Clause 5.1 does not stop prevent the Group from reimbursing costs incurred by a member in good faith, but only where the incurring of costs is directly related to the objects of the Group.
- 5.3. Costs must be approved in writing by the Executive.

6. Amending the Constitution

- 6.1. Subject to clause 6.2 to 6.4 the members may amend this constitution by passing a special resolution.
- 6.2. The amendment must be in writing
- 6.3. The amendment must be signed by at least 2 members of the society
- 6.4. The members must not pass a special resolution that amends this constitution if passing it causes the Group to no longer be an incorporated society.
- 6.5. No addition to, deletion from or alteration of the constitution shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document

7. Membership and register of members

- 7.1. The members of the Group are any person that the Executive allow to be a member, in accordance with this constitution.
- 7.2. The Group must establish and maintain a register of members.
 - (a) The register of members must contain for each current member:
 - (i) name
 - (ii) address
 - (iii) any alternative address nominated by the member for the service of notices; and
 - (iv) date the member was entered on the register.
- 7.3. ANZAAG will on request send to the NZ Companies Registrar a list of the names and addresses of its members, accompanied by a certificate by an officer of the society certifying that the list is correct.
- 7.4. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

8. Who can be a member

To be eligible to apply to be a member of the Group under clause 10, a person must:

- (a) support the objects of the Group;
- (b) be actively involved in clinical practice, teaching or research relating to perioperative allergy; and
- (c) have such qualifications or satisfy such other criteria as set out in the by-laws.

9. Rights of Members

Subject to the Incorporated Societies Act Members are entitled to:

- (a) receive notices of general meetings;
- (b) attend all general meetings;
- (c) vote at a general meeting;
- (d) be counted toward a quorum of members present at a general meeting;
- (e) appoint a proxy to vote at a general meeting; and
- (f) receive financial reports and statements of the Group.

10. How to apply to become a member

- 10.1. A person may apply to become a member of the Group by submitting a written application to the secretary stating that they:
 - (a) consent to be a member;
 - (b) support the objects of the Group; and
 - (c) agree to comply with the Group's constitution
 - (d) pay the membership fee as found in the bylaws.
- 10.2. The application must be in such form as the Executive from time to time prescribe as outlined in the bylaws

11. Executive decides whether to approve membership

- 11.1. The Executive must consider an application for membership within a reasonable time after the secretary receives the application, subject to any process set out in the bylaws.
- 11.2. If the Executive approve an application, the secretary must as soon as possible:
 - (a) enter the new member on the register of members; and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 11.5)
- 11.3. If the Executive reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.
- 11.4. For the avoidance of doubt, the Executive may approve an application even if the application does not state the matters listed in clause 10.1. In that case, by applying to be a member, the applicant agrees to those matters.
- 11.5. An applicant will become a member when they are entered on the register of members.

12. Membership Fees

- 12.1. The members and associates must pay such membership fee (if any) as determined by the Executive from time to time as according to the bylaws.
- 12.2. Members and associates must pay the membership fee referred to in clause 12.1 on or before 31 March in each year.

13. When a person stops being a member

A person immediately stops being a member if they:

- (a) die;
- (b) resign, by writing to the secretary (including to electronic address);
- (c) are expelled under clause 17
- (d) fail to pay any fee that may be prescribed by the Executive from time to time within twelve months after the fee was due and payable; or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

14. Associates

- 14.1. The Executive may appoint as associates of the Group such persons (including trainees, medical practitioners, allied health professionals, former members who have retired) who meet criteria as adopted and set out in bylaws from time to time.
- 14.2. Associates shall not be members of the Group, and shall not have a right to receive notices, attend or vote at meetings of the Group.
- 14.3. Associates may be invited by the Executive to:
 - (a) participate in the activities of the Group;
 - (b) subscribe to receive materials and communications published by the Group from time to time
 - (c) attend meetings of the Group

15. Honorary Members

- (a) The Executive may at any time and in their absolute discretion appoint as an Honorary Member any person of distinguished service in the field of perioperative allergy or related fields and who meets such criteria (if any) as set out in the bylaws from time to time.
- (b) The title of Honorary Member is bestowed as a form of recognition, and a person named as an Honorary Member is not, by virtue of that title:
 - (i) admitted as a member; or
 - (ii) vested with any of the rights or privileges of members such as the right to receive notice, attend and vote at meetings of the Group.
- (c) a person named as an Honorary Member may in addition be admitted as a member of the Group under clause 11.

Dispute Resolution and disciplinary procedures

16. Dispute resolution.

- 16.1. The process in this clause 16 applies to disputes and/or disagreements about the interpretation or application of this constitution between a member or officer and:
 - (a) One or more members;
 - (b) One or more officers; or
 - (c) The Group.

- 16.2. No dispute resolution process may be started in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3. The party which wishes to raise a Dispute and initiate the dispute resolution process must do so by giving written notice to other party to the Dispute and the Executive. The notice must set out sufficient details to make clear the facts and nature of the Dispute.
- 16.4. The parties to the Dispute must attempt to resolve it between themselves by discussion and negotiation in good faith within 14 calendar days of the notice being given under clause 16.3.
- 16.5. If the parties to the Dispute do not resolve it within the timeframe under clause 16.4 within 14, then:
- (a) the parties may, within 7 further calendar days, agree to refer the dispute to the Executive, in which case the Executive's decision will be final;
 - (b) if the parties cannot agree to refer the matter to the Executive in accordance with clause 16.5(a), the matter will be referred to mediation.
- 16.6. If the matter is to go to mediation under clause 16.5, the parties will choose a mediator within 5 calendar days of referral. If the parties do not agree a mediator within 5 calendar days:
- (a) for Disputes between members, a mediator will be chosen by the Executive;
 - (b) for other Disputes, a person chosen by the Chair for the time being of the Arbitrators' and Mediators' Institute of New Zealand Incorporated ("AMINZ") (or its successor). The Chair of AMINZ, in his or her discretion, may instead refer the choice of mediator to the Commissioner of the Australian Charities and Not-for-profits Commission if they consider that the parties to the Dispute are primarily based in Australia and it would be more suitable for the matter to be mediated there.
- 16.7. A mediator chosen by the Executive under clause 16.6(a):
- (a) may be a member or former member of the Group; and
 - (b) must not have a conflict of interest (as described in clause 51.1) in relation to the Dispute.
- 16.8. Mediation will be conducted in such manner and according to such directions and rules as the mediator considers appropriate having regard to the nature of the dispute, the views of the parties and the requirement that the dispute be resolved promptly and efficiently. When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.
- 16.9. The parties to a Dispute will pay their own costs and expenses in relation to the Dispute and share the costs of the mediator equally.
- 16.10. All members, officers and the Executive are obligated to cooperate to resolve disputes efficiently, fairly and with minimum disruption to the Group's activities.

16.11. Subject to clause 16.12, no person (including the Group) will commence any court proceedings relating to a Dispute unless that party has first taken all reasonable steps to comply with this clause 16.

16.12. Notwithstanding anything in this clause 16, a party may commence court proceedings in relation to any dispute or claim where that party seeks urgent interlocutory relief.

17. Disciplining members

17.1. This clause sets out the process by which the Executive Committee may resolve to warn a member or suspend or terminate that member's membership of the Group.

17.2. If the officers consider that:

- (a) a member has breached this constitution; or
- (b) a member's behaviour is causing, has caused, or is likely to cause harm to the Group or to another member,

then the secretary must provide an initial notification to the relevant member in accordance with clause 17.3 (**Initial Notification**).

17.3. The Initial Notification must be in writing and

- (a) state that the Executive are considering a resolution to warn the member, or suspend or terminate the member's membership;
- (b) set out the allegation against the member in sufficient detail for the allegation to be reasonably understood by the member;
- (c) state whether the Executive proposes to refer the allegation for independent investigation, and if it does propose to do so, the identity of the proposed investigator and the terms of reference for the investigation; and
- (d) set out the member's rights to provide their initial comments (whether verbal or written) about the allegations and to object to the identity of the proposed investigator and/or the terms of reference for the investigation.

17.4. The Executive must provide the member with a reasonable opportunity to:

- (a) provide their initial comments (whether verbal or written) about the allegations; and
- (b) if the Executive proposes to refer the allegation for independent investigation, object (whether verbally or in writing) to the identity of the proposed investigator and/or the proposed terms of reference for the investigation,

and must consider any such comments and/or objections from the member in good faith.

17.5. The Executive may decide not to take any further steps in relation to the allegations at any point in the process in this clause 17. If it does make such a decision, the Executive must notify the member in writing of that decision as soon as practicable.

17.6. Subject to the Executive having taken the steps in clause 17.4, the Executive may refer the allegation for independent investigation. The investigator will provide the Executive with a written report setting out their findings.

17.7. The secretary must provide notice to the member that:

- (a) the allegation against the member will be considered at an Executive meeting the date and time of that meeting (**Meeting**);
- (b) the wording of the resolution that will be considered;

- (c) sets out the member's rights to explain or defend themselves in accordance with clause 17.8.

The notice must attach all documents, statements and documents that the Executive has considered in relation to the allegations and the written report provided by the investigator.

- 17.8. The member must be given a reasonable chance to explain or defend themselves by (at the member's option):
 - (a) sending the Executive a written explanation before the Meeting; and/or
 - (b) speaking at that Meeting.
- 17.9. After considering any explanation or defense provided by the member at the Meeting in good faith, the officers may:
 - (a) take no further action;
 - (b) warn the member;
 - (c) suspend the member's rights as a member for a period of no more than 12 months;
 - (d) subject to clause 17.10, terminate the member's membership;
 - (e) require the matter to be determined at a general meeting.
- 17.10. The Executive may only terminate a member's membership if the member:
 - (a) has breached a material provision of the Constitution; or
 - (b) the Executive considers that the member's behavior is causing, has caused, or is likely to cause harm that is more than trivial or insignificant to the Group.
- 17.11. The Executive cannot fine a member.
- 17.12. As soon as possible after the decision under clause 17.9 is made, the secretary must give written notice to the member advising of the decision and setting out clearly what action is going to be taken.
- 17.13. Disciplinary procedures must be completed as soon as reasonably practical.
- 17.14. There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
- 17.15. The processes set out in clause 51 (relating to conflicts of interest) apply in relation to decisions to be made by the officers under this clause 17.

General meetings of members

18. General meetings called by the Executive

The Executive may call a general meeting.

19. General meetings called by members

- 19.1. If members with at least 10% of the votes that may be cast at a general meeting make a written request to the Group for a general meeting to be held, the Executive must:
 - (a) within 28 days of the members' request, give all members notice of a general meeting; and
 - (b) hold the general meeting within 3 months of the members' request.
- 19.2. The percentage of votes that members have (in clause 19.1) is to be worked out as at midnight before the members request the meeting.
- 19.3. The members who make the request for a general meeting must:
 - (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and
 - (c) give the request to the Group.
- 19.4. Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- 19.5. If the Executive do not call the meeting within 21 days of being requested under clause 19.1 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 19.6. To call and hold a meeting under clause 19.5, the members must:
 - (a) as far as possible, follow the procedures for general meetings set out in this constitution;
 - (b) call the meeting using the list of members on the Group's member register,
 - (c) hold the general meeting within three months after the request was given to the Group.

20. Annual general meeting

- 20.1. A general meeting, called the annual general meeting, must be held at least once in every calendar year.
- 20.2. Even if these items are not set out in notice of the meeting, the business of an annual general meeting may include:
 - (a) a review of the Group's activities
 - (b) a review of the Group's finances
 - (c) any auditor's report
 - (d) the election of the Executive and
 - (e) the appointment and payment of auditors, if any.
- 20.3. Before or at the annual general meeting, the Executive must give information to the members on the Group's activities and finances during the period since the last annual general meeting.
- 20.4. The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Group.

21. Notice of general meetings

- 21.1. Notice of a general meeting must be given to:
 - (a) each member entitled to vote at the meeting
 - (b) each officer and
 - (c) the auditor (if any).

- 21.2. Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 21.3. Subject to clause 21.4 notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual general meeting no member entitled to attend and vote at the annual general meeting objects beforehand; or
 - (b) for any other general meeting, no more than 5% of the members that are eligible to vote at the meeting object beforehand.
- 21.4. Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove an officer;
 - (b) appoint an officer in order to replace an officer who was removed; or
 - (c) remove an auditor.
- 21.5. Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy
 - (i) the proxy form must be delivered to the Group at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (ii) the proxy form must be delivered to the Group at least 48 hours before the meeting.
- 21.6. If a general meeting is adjourned or delayed for one month or more, the members must be given a new notice of the meeting.

22. Quorum at general meetings

- 22.1. For a general meeting to be held, at least 10% of members or 12 members, whichever is the lesser number (a quorum), must be present (in person, by proxy or by representative) for the whole meeting.
- 22.2. No business may be conducted at a general meeting if a quorum is not present.
- 22.3. If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 22.4. If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1. The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

- 23.2. The Group must give the auditor (if any) any communications relating to the general meeting that a member of the Group is entitled to receive.

24. Using technology to hold meetings

- 24.1. The Group may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 24.2. Anyone using this technology is taken to be present in person at the meeting.
- 24.3. The method of voting at a general meeting using more than one venue can be determined by the chairperson, including for a special resolution.

25. Chairperson for general meetings

- 25.1. The Chair of the Executive is to preside as chairperson of general meetings.
- 25.2. If a general meeting is held and:
- (a) there is no Chair of the Executive; or
 - (b) the Chair of the Executive is not present within 15 minutes after the starting time set for the meeting; or
 - (c) the Chair of the Executive is unwilling or unable to act as chairperson of the meeting;
- then the following person may preside as chairperson of the meeting (in order of precedence):
- (i) the Coordinator of the Executive or
 - (ii) an officer or member elected by the members present and entitled to vote at a general meeting.

26. Role of the chairperson

- 26.1. The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 26.2. The chairperson does not have a casting vote except where the ballot for the election of an officer is tied.

27. Adjournment of meetings

- 27.1. If a quorum is present, a general meeting must be adjourned if the majority of members present direct the chairperson to adjourn it.
- 27.2. Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

28. Members' resolutions and statements

- 28.1. Members with at least 5% of the votes that may be cast on a resolution may give:

- (a) written notice to the Group of a resolution they propose to move at a general meeting (members' resolution); and/or
 - (b) a written request to the Group that the Group gives all its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
- 28.2. A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 28.3. A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 28.4. Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 28.5. The percentage of votes that members have (as described in clause 28.1) is to be worked out as at midnight before the request or notice is given to the Group.
- 28.6. If the Group has been given notice of a members' resolution under clause 28.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- 28.7. This clause does not limit any other right that a member has to propose a resolution at a general meeting.

29. The Group must give notice of proposed resolution or distribute statement

- 29.1. If the Group has been given a notice or request under clause 28:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Group's cost; or
 - (b) too late to send the notice of a proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Group in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the Group will pay these expenses.
- 29.2. The Group does not need to send the notice if:
- (a) it is more than 1,000 words long;
 - (b) the officers consider it may be defamatory;
 - (c) clause 29.1(b) applies, and the members who proposed the resolution or made the request have not paid the Group enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

30. Circular resolutions of members

- 30.1 Subject to clause 30.2 the officers may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).

- 30.2 A circular resolution is passed if a simple majority votes in favour of the resolution. A minimum of 25% of the eligible members must vote for the resolution to stand
- 30.3 The percentage of votes that members have (as described in clause 30.2) is to be worked out as at midnight before the request or notice is given to the Group.
- 30.4 Members may sign:
- (a) A single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, if the wording is the same in each copy.
- 30.5 The Group may send a circular resolution by email to members and members may respond by sending a reply email stating that they either agree or do not agree to the resolution.

Voting at general meetings

31 How many votes a member has

Each member has one vote.

32 Challenge to member's right to vote

- 32.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 32.2 If a challenge is made under clause 32.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

33 How voting is carried out

- 33.1 Voting must be conducted and decided by:
- 33.1.1 a show of hands; or
 - 33.1.2 a vote in writing; or
 - 33.1.3 an electronic vote
 - 33.1.4 another method chosen by the chairperson that is fair and reasonable in the circumstances
- 33.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and the manner in which the proxy votes will be cast.
- 33.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 33.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

34 When and how a vote in writing must be held

- 34.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by either five members present or the chairperson

- 34.2 A vote in writing must be taken when and how the chairperson directs, unless clause 34.3 applies.
- 34.3 A vote in writing must be held immediately if it is demanded under clause 32.1:
 - 34.3.1 for the election of a chairperson under clause 25.2(c)(ii); or
 - 34.3.2 to decide whether to adjourn the meeting.
- 34.4 A demand for a vote in writing may be withdrawn.
- 34.5 A vote in writing (which could include an email vote) must be taken to elect an officer when clause 40.3 applies (more than one nomination for one position)

35 Appointment of proxy

- 35.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 35.2 A proxy does not need to be a member.
- 35.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - 35.3.1 speak at the meeting;
 - 35.3.2 vote in a vote in writing (but only to the extent allowed by the appointment); and
 - 35.3.3 join in the demand for a vote in writing under clause 34.1.
- 35.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - 35.4.1 the member's name and address;
 - 35.4.2 the Group name;
 - 35.4.3 the proxy's name or the name of the office held by the proxy; and
 - 35.4.4 the meeting(s) at which the appointment may be used.
- 35.5 A proxy appointment may be standing (ongoing).
- 35.6 Proxy forms must be received by the Group via email or at the Group's registered address at least 48 hours before the meeting.
- 35.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 35.8 Unless the Group receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - 35.8.1 dies,
 - 35.8.2 is mentally incapacitated.
- 35.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

36 Voting by proxy

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

Officers

37 Number of officers in the Executive

The Group must have at least three and no more than nine officers, as the Executive may determine from time to time and subject to the provisions of the Incorporated Societies Act

38 Executive

- 38.1 The officers of the Executive shall comprise the following persons elected by a resolution of the members passed in a general meeting:
 - 38.1.1 the Chairperson of the Executive ("The Chair");
 - 38.1.2 the Coordinator of the Executive, who shall normally act as secretary and
 - 38.1.3 such other persons elected to the office of officer, provided that the total number of officers does not exceed the number determined in accordance with clause 37.
- 38.2 The Executive must have at least one officer who is a resident of New Zealand and one officer who is a resident of Australia
- 38.3 The Executive shall have the power to co-opt other members. Co-opted members of the Executive will be non-voting members of the Executive.
- 38.4 The roles of each officer will be determined by the Executive and may vary from time to time

39 Qualification of officers

A person is eligible for election as an officer of the Group if they:

- 39.1.1 are a member of the Group;
- 39.1.2 are nominated in writing by two members at least 15 days before the AGM;
- 39.1.3 give the Group their signed consent to act as an officer of the Group; and
- 39.1.4 are not ineligible to be an officer under the Incorporated Societies Act or the Corporations Act.

40 Election process

- 40.1 Election to the executive will take place at the AGM.
- 40.2 When there is only one eligible member nominated for an Executive position that member is elected without a vote taking place. A resolution to that effect will be passed.
- 40.3 When there is more than one eligible member nominated for an Executive position
 - 40.3.1 a list of nominees in alphabetical order by surname will be distributed to members at least 10 days prior to the AGM
 - 40.3.2 a ballot will be held by secret vote by email, paper or a combination of both
 - 40.3.3 the Chairperson will appoint two scrutineers to administer the ballot
 - 40.3.4 the scrutineers cannot be nominees for the positions in the ballot
 - 40.3.5 the scrutineers will inform the Chairperson in writing of the result
 - 40.3.6 a member may appoint a proxy to cast their vote.
- 40.4 Where the ballot is tied the chairperson may choose to exercise their extra casting vote. This casting vote is in addition to their right to have voted in the ballot as a member.

41 Term of office

- 41.1 An officer is elected for a term of two years.
- 41.2 An officer's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.

42 Retirement and re-election

- 42.1 At each annual general meeting, any officer who has served their term of office must retire from that office, but subject to clauses 42.2 and 42.3, is eligible for re-election.
- 42.2 An officer may seek re-election as an officer, provided their total continuous period of service to the Group as an officer shall not exceed a period of five consecutive years.
- 42.3 Having served four consecutive years as an officer, a member is eligible for re-election to any position after a break of one year.

43 Casual vacancy or additional officer

- 43.1 The Executive may appoint a person as an officer to fill a casual vacancy or as an additional officer if that person:
 - 43.1.1 is a member of the Group;
 - 43.1.2 gives the Group their signed consent to act as an officer of the Group; and
 - 43.1.3 is not ineligible to be an officer under the Incorporated Societies Act or the Corporations Act
- 43.2 An officer appointed under this clause holds office until the conclusion of the next annual general meeting, but subject to this constitution, is eligible for election at that meeting.

44 When an officer stops being an officer

An officer stops being an officer if they:

- 44.1.1 give written notice of resignation as an officer to the Group;
- 44.1.2 die;
- 44.1.3 are removed as an officer by a resolution of the members;
- 44.1.4 stop being a member of the Group;
- 44.1.5 are absent for three consecutive Executive meetings without approval from the Executive;
- 44.1.6 become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 44.1.7 become insolvent or bankrupt, compounds with their creditors, or assigns their estate for the benefit of their creditors; or
- 44.1.8 become ineligible to be an officer of the Group under the Incorporated Societies Act or the Corporations Act
- 44.1.9 reach the conclusion of their term and are not re-elected if eligible.

Duties and Power of officers

45 Powers of officers

- 45.1 The officers of the Executive are responsible for managing and directing the activities of the Group to achieve the objects set out in clause 4.
- 45.2 The Executive may use all the powers of the Group except for powers that, under the Incorporated Societies Act or this constitution, may only be used by members.
- 45.3 The officers must decide on the responsible financial management of the Group including:
 - 45.3.1 any suitable written delegations of power under clause 46; and
 - 45.3.2 how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
 - 45.3.3 The officers do not have the power to obtain a loan to ANZAAG from a financial institution, bank or any other party
- 45.4 An officer must not act, or agree to the society acting, in a manner that contravenes the Incorporated Societies Act or the constitution.
- 45.5 The officers cannot remove an officer or auditor. Officers and auditors may only be removed by a members' resolution at a general meeting.

46 Delegation of officers' powers

- 46.1 The officers of the Executive may delegate any of their powers and functions to a committee, an officer, an employee of the Group (such as a chief executive officer) or any other person, as they consider appropriate.
- 46.2 The delegation must be recorded in the Group's minutes.

47 Administrative Officer or agent

The officers shall have the power to appoint and remunerate an administrative officer or agent who is not a member of the Group if they so decide.

48 Payments to officers

- 48.1 The Group must not pay fees to a member for acting as an officer.
- 48.2 The Group may:
 - 48.2.1 pay an officer for work they do for the Group, other than as an officer, if the amount is no more than a reasonable fee for the work done; and
 - 48.2.2 reimburse an officer for expenses properly incurred by the officer in connection with the affairs of the Group.
- 48.3 Any payment made under clause 48.2 must be approved by a majority of the officers and recorded in the minutes of the Group.

49 Execution of documents

- 49.1 The Group may execute a document without using a common seal if the document is signed by at least two officers of the Group. The Secretary shall have custody of the common seal of the Society and such seal shall not be affixed to any instrument except by the authority of a resolution of the Executive, and in the presence of a member of the Executive and of the Secretary or such other person as the Executive may appoint for the purpose; and that the member of the Executive and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Society is so affixed in their presence.

Duties of officers

50 Duties of officers

- 50.1 The officers must:
- 50.1.1 exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an officer of the Group;
 - 50.1.2 act in good faith in the best interests of the Group and to further the objects of the Group set out in clause 4;
 - 50.1.3 not misuse their position as an officer;
 - 50.1.4 not misuse information they gain in their role as an officer;
 - 50.1.5 disclose any perceived or actual material conflicts of interest in the manner set out in clause 51;
 - 50.1.6 ensure that the financial affairs of the Group are managed responsibly; and
 - 50.1.7 not allow the Group to operate if it is insolvent.

51 Conflicts of interest

- 51.1 A conflict of interest is where a person's personal or professional interests conflict with the responsibilities of that person's position or role. It means that the person's independence, objectivity, or impartiality can be called into question. Interests can be direct, indirect, pecuniary or relational and arise from ownership or relationships with healthcare or commercial businesses, memberships of organisations and groups of influence or personal relationships e.g., with spouses.
- 51.2 An officer must disclose the nature and extent of any actual, potential or perceived conflict of interest in a matter that is being considered at a meeting of officers (or that is proposed in a circular resolution):
- 51.2.1 to the other officers; or
 - 51.2.2 if all of the officers have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 51.3 The disclosure of a conflict of interest by an officer must be recorded in the minutes of the meeting.
- 51.4 Each officer who has an actual, potential or perceived conflict of interest in a matter that is being considered at a meeting of officers (or that is proposed in a circular resolution) must NOT, except as provided under clauses 51.5:
- 51.4.1 be present at the meeting while the matter is being discussed; or

51.4.2 vote on the matter.

51.5 An officer may still be present and vote if:

51.5.1 their interest arises because they are a member of the Group, and the other members have the same interest;

51.5.2 their interest relates to an insurance contract that insures, or would insure, the officer against liabilities that the officer incurs as an officer of the Group (see clause 69);

51.5.3 their interest relates to a payment by the Group under clause 68 (indemnity), or any contract relating to an indemnity that is allowed under the Incorporated Societies Act.

51.5.4 the officers who do not have an actual, potential or perceived conflict of interest in the matter pass a resolution that:

51.5.4.1 identifies the officer, the nature and extent of the officer's interest in the matter and how it relates to the affairs of the Group; and

51.5.4.2 says that those officers are satisfied that the interest should not stop the officer from voting or being present.

Officers meetings

52 When the officers of the Executive meet

The officers of the Executive may decide how often, where and when they meet.

53 Calling Executive meetings

53.1 An officer may call an Executive meeting by giving reasonable notice to all the other officers.

53.2 An officer may give notice in writing or by any other means of communication that has previously been agreed to by all the officers.

54 Chairperson for Executive meetings

54.1 The Chair of the Executive is to preside as chairperson of Executive meetings.

54.2 The Chair of the Executive may delegate the chairperson of the executive meeting to another member of the executive

54.3 If an Executive meeting is held and:

54.3.1 the Chair is not present within 15 minutes after the starting time set for the meeting;

54.3.2 the Chair is unable or unwilling to act as chairperson of the meeting; or

54.3.3 the Chair has not delegated another member of the executive to act as a chairperson of the meeting

then the officers present must elect one of their number to be chairperson of the meeting.

55 Quorum at Executive meetings

55.1 The quorum for an Executive meeting shall be 3 officers.

55.2 A quorum must be present for the whole Executive meeting.

56 Using technology to hold Executive meetings

- 56.1 The officers may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the officers.
- 56.2 The officers' agreement may be a standing (ongoing) one.
- 56.3 An officer may only withdraw their consent within a reasonable period before the meeting.

57 Passing Executive resolutions

An Executive resolution must be passed by a majority of the votes cast by officers present and entitled to vote on the resolution.

58 Circular resolutions of officers

- 58.1 The officers may pass a circular resolution without an Executive meeting being held.
- 58.2 A circular resolution is passed if a majority of the officers entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 58.3 or clause 58.4.
- 58.3 Each officer may sign:
 - 58.3.1 a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - 58.3.2 separate copies of that document, if the wording of the resolution is the same in each copy.
- 58.4 The Group may send a circular resolution by email to the officers and the officers may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 58.5 A circular resolution is passed when the last officer signs or otherwise agrees to the resolution in the manner set out in clause 58.3 or clause 58.4.

Secretary

59 Appointment and role of secretary

- 59.1 The Group must have at least one secretary, who may also be an officer.
- 59.2 The duties of the secretary will be performed by the officer who is called the ANZAAG Coordinator but this role can be delegated to any member.
- 59.3 The role of the secretary includes:
 - 59.3.1 maintaining a register of the Group's members; and
 - 59.3.2 preparing the agenda, maintaining the minutes and other records of general meetings (including notices of meetings), Executive meetings and circular resolutions.
- 59.4 Whilst remaining responsible, the secretary may seek assistance from an administrative officer with respect the tasks listed in 59.3

Minutes and records

60 Minutes and records

- 60.1 The Group must, within one month, make and keep the following records:
 - 60.1.1 minutes of proceedings and resolutions of general meetings;
 - 60.1.2 minutes of circular resolutions of members;
 - 60.1.3 a copy of a notice of each general meeting; and
 - 60.1.4 a copy of a members' statement distributed to members under clause 28.
- 60.2 The Group must, within one month, make and keep the following records:
 - 60.2.1 minutes of proceedings and resolutions of Executive meetings (including meetings of any committees); and
 - 60.2.2 minutes of circular resolutions of officers.
- 60.3 To allow members to inspect the Group's records:
 - 60.3.1 the Group must give a member access to the records set out in clause 60.1; and
 - 60.3.2 the officers may authorise a member to inspect other records of the Group, including records referred to in clause 60.2 and clause 61.
- 60.4 The officers must ensure that minutes of a general meeting or Executive meeting are signed within a reasonable time after the meeting by:
 - 60.4.1 the chairperson of the meeting; or
 - 60.4.2 the chairperson of the next meeting.
- 60.5 The officers must ensure that minutes of the passing of a circular resolution (of members or officers) are signed by an officer within a reasonable time after the resolution is passed.

61 Financial and related records

- 61.1 The Group must make and keep written financial records that:
 - 61.1.1 correctly record and explain its transactions and financial position and performance; and
 - 61.1.2 enable true and fair financial statements to be prepared and to be audited.
- 61.2 The Group must also keep written records that correctly record its operations.
- 61.3 The Group must retain its records for at least seven years.
- 61.4 The officers must take reasonable steps to ensure that the Group's records are kept safe.

Bylaws

62 Bylaws

- 62.1 The officers may make and or amend bylaws to give effect to this constitution, including in relation to the following:
 - 62.1.1 procedural matters;
 - 62.1.2 criteria and assessment processes for members, associates and honorary members;
 - 62.1.3 composition and proceedings of committees;
 - 62.1.4 membership fees and
 - 62.1.5 other initiatives of ANZAAG

- 62.2 Members and officers must comply with bylaws as if they were part of this constitution.

Notice

63 What is a notice

- 63.1 Anything written to or from the Group under any clause in this constitution is a written notice and is subject to clauses 64 to 66, unless specified otherwise.
- 63.2 Clauses 64 to 66 do not apply to a notice of proxy under clause 35.

64 Notice to the Group

Written notice or any communication under this constitution may be given to the Group, the officers or the secretary by:

- 64.1.1 delivering it to the Group's registered office;
- 64.1.2 posting it to the Group's registered office or to another address chosen by the Group for notice to be provided;
- 64.1.3 sending it to an email address or other electronic address notified by the Group to the members as the Group's email address or other electronic address; or
- 64.1.4 sending it to the fax number, if any, notified by the Group to the members as the Group's fax number

65 Notice to members

- 65.1 Written notice or any communication under this constitution may be given to a member:
- 65.1.1 in person;
- 65.1.2 by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
- 65.1.3 sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
- 65.1.4 sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
- 65.1.5 if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 65.2 If the Group does not have an address for the member, the Group is not required to give notice in person.

66 When notice is taken to be given

A notice:

- 66.1.1 delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- 66.1.2 sent by post, is taken to be given on the fourteenth calendar day after it is posted with the correct payment of postage costs;

- 66.1.3 sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- 66.1.4 given under clause 65.1.5 is taken to be given on the business day after the notification that the notice is available is sent.

Financial year and control of Group funds

67 Group's financial year

- 67.1 Records of financial transactions will be kept in accordance with clause 61.
- 67.2 The Group's financial year is 1 April to 31 March unless the officers pass a resolution to change the financial year.
- 67.3 The Group will have the power to operate a bank account.
- 67.4 A member who is delegated as the Treasurer will be responsible for banking and investment of funds but may delegate this responsibility to an administrative officer or agent that has been appointed by the executive. Two signatories as determined by the Executive Committee will be required to sign cheques or authorise electronic payments drawn on the bank account of the Group.
- 67.5 Decisions on the investment of the Group's fund must be made by a majority of officers at an Executive meeting.

68 Indemnity

- 68.1 The Group may indemnify its members and officers who act in good faith in pursuance of the objects of the society to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as a member of the Group.
- 68.2 In this clause, 'officer' means an officer or secretary and includes an officer or secretary after they have ceased to hold that office.
- 68.3 In this clause, 'to the relevant extent' means:
 - 68.3.1 to the extent that the Group is not precluded by law (including the Incorporated Society Act or Corporations Act) from doing so; and
 - 68.3.2 for the amount that the member is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 68.4 The indemnity is a continuing obligation and is enforceable by a member even if that person is no longer a member of the Group.

69 Insurance

The Group may arrange insurance to cover indemnity as described in clause 68 as allowed for by law (Incorporated Societies Act and the Corporations Act,) and this constitution.

70 Officers' access to documents

- 70.1 An officer has a right of access to the financial records of the Group at all reasonable times.

- 70.2 If the Executive agrees, the Group must give an officer or former officer access to:
- 70.2.1 certain documents, including documents provided for or available to the officers; and
 - 70.2.2 any other documents referred to in those documents.

Winding up

71 Surplus assets not to be distributed to members

If the Group is wound up, any surplus assets must not be distributed to a member or a former member of the Group.

72 Distribution of Surplus assets

Subject to the Incorporated Societies Act 1908, any other applicable Act, or court order, any surplus assets that remain after the Group is wound up must be distributed to another organisation or organisation(s) with relevance to perioperative hypersensitivity