

# CONSTITUTION

## OF

### THE QUEENSLAND SHOULDER SOCIETY

#### **1. NAME OF SOCIETY**

- 1.1. The name of the society is The Queensland Shoulder Society referred to herein as "the Society".

#### **2. DEFINITION OF TERMS**

- 2.1. "Member" means a member of the Society and where the context so permits includes an honorary member.
- 2.2. "President" means the President of the Society elected in accordance with the rules of the Society.
- 2.3. "Secretary" means the Secretary of the Society appointed in accordance with the rules.
- 2.4. "Financial Year" means the year ending 30th June.
- 2.5. "Meeting" means a general meeting of the membership of the Society convened in accordance with the rules of the Society.
- 2.6. "Rules" means the rules of the Society.

#### **3. OBJECTIVES AND PURPOSE**

- 3.1. The objectives of the Queensland Shoulder Society are as follows:-
- A. To form a local organisation dedicated to the advancement of shoulder surgery within the State by contact and discussion amongst its members.
  - B. To stimulate interest and encourage research into conditions affecting the shoulder.
  - C. To improve the communication and support for people involved in the medical and scientific study of medical disorders affecting the shoulder.
  - D. To improve the status and recognition of the speciality of shoulder surgery in its own rights.

## **4. MEMBERSHIP**

4.1. The Society shall have four classes of membership, namely Active, Honorary, Associate, and Life Membership.

### **A. Active Membership**

- (1) Active membership of the Queensland Shoulder Society will be limited to those persons who:
  - i. Hold a higher surgical degree of qualification;
  - ii. Are resident in the State of Queensland;
  - iii. Have a demonstrable interest in practice in the field of shoulder surgery.
- (2) An active member must demonstrate a continuing interest in the subject and affairs of the Society.
- (3) An active member should pay an annual subscription fee as determined by the Executive.
- (4) An active member may vote and hold office.

### **B. Honorary Membership**

Honorary membership may be conferred by the Society on any individual (active or outside the Society) in recognition of their contribution to the field of shoulder surgery.

- (1) Honorary membership will be awarded by the Executive after approval of a majority of vote of members at the end of a general meeting.
- (2) An Honorary member may attend annual meetings and retain full rights of an acting member.
- (3) An Honorary member shall not be charged an annual subscription fee.
- (4) An Honorary member shall not be charged a registration fee for attendance at the Scientific Meetings, but may be charged for social functions unless otherwise directed from the Executive.
- (5) An Honorary member cannot be a candidate for elective office or committee appointment.

**C. Associate Membership**

An Associate membership may be conferred on any other individual in the Medical, Paramedical or Scientific communities with an active interest in the field of Shoulder surgery.

- (1) Associate members may attend Scientific Meetings and participate in discussions arising at such meetings.
- (2) Associate members cannot be elected to the Executive or Executive appointments.
- (3) Associate members shall be charged subscription fees as appointed by the Executive.

**D. Life Membership**

Life membership may be conferred by the Society on members who have given long and distinguished service to the field of Shoulder surgery.

- (1) Life membership shall be awarded by the Executive after a majority vote of approval from members at an Annual General Meeting.
- (2) A Life member shall be exempt from subscription fees.
- (3) Unless directed otherwise by the Executive, a Life member shall be required to pay registration fees for Scientific Meetings of the Society.

## **5. ELECTION OF ACTIVE MEMBERS**

Active Membership shall be by election.

- A. Prospective members shall be proposed and seconded by two (2) active members of the Society, both of whom are acquainted with the proposed member and who will submit letters of recommendation to the Secretary.
- B. A curriculum vitae must accompany the application.
- C. (1) Membership applications will be reviewed by the Committee
- (2) Upon approval of the Executive committee the application shall be submitted for election by the members at the Annual General Meeting.
- (3) A Member will be elected if the recommendation of the Committee is approved by the majority of the voting members present.
- (4) The new member will be notified by the Secretary in writing and shall request the member to pay an entrance fee and subscription. Membership will not be deemed to be effective until receipt of such fees.

## **6. SUBSCRIPTIONS**

- 6.1. The subscription fees for each class of membership shall be a sum as determined from time to time by the Executive Committee.
- 6.2. The subscription for each membership shall be payable annually on 1st July and should be paid within three months of that date.
- 6.3. Members whose subscription remains unpaid for one year shall automatically cease to be a member of the society. Such members may be reinstated upon payment of the arrears of their subscription and making formal application to the Secretary.
- 6.4. Members of the Association by vote may alter or vary the entrance fee and subscription by a majority vote.

## **7. TERMINATION OF MEMBERSHIP**

- 7.1. The membership of the Society will be terminated in effect of any of the following events.
- A. If the member is in arrears with regards to his or her annual subscription for a period of one year.
  - B. If, in the opinion of the Executive Committee, the member ceases to hold the qualifications necessary for him/her to remain eligible for membership.
  - C. If a member displays conduct detrimental to the interests of the Society.
  - D. If a member fails to attend any meetings of the Society for a period of 24 months without written explanation acceptable to the Executive.
- 7.2. A member may resign from membership of the Society by giving three (3) months' written notice thereof to the Secretary of the Society. The member so resigning shall be liable for any outstanding subscriptions and lose all rights and privileges as a member of that Society.
- 7.3. On termination of membership no further correspondence or notices shall be forwarded to the person concerned.
- 7.4. An appeal against termination of membership can be made at a General Meeting within twelve (12) months of termination being announced at a meeting.

## **8. MEETINGS**

- 8.1. There shall be held at least once in each and every year and within fifteen (15) months after the previous AGM of the Society a general meeting of members which shall be known as the Annual General Meeting at which all members and things required to be done at an Annual General Meeting of members shall be attended to.
- 8.2. At each Annual General Meeting of the Society, the following documents shall be presented by the Society for the consideration of the meeting:-
- (a) the audited statement of the Society's accounts in respect of the most recently ended financial year of the Society;
  - (b) a copy of the auditor's report to the Society in relation to the Society's accounts for that financial year.

- (c) a report signed by two (2) members of the Society stating:-
  - (i) the name of each member of the Society during the most recently ended financial year of the Society and, if different, at the date of the report;
  - (ii) the principal activities of the Society during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
  - (iii) the net profit or loss of the Society for the most recently ended financial year.

## **9. GENERAL MEETINGS**

- 9.1. The society may, whenever it thinks fit, convene a general meeting of the Society.
- 9.2. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 9.3. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Subrule (2) specifying, in addition to the matter required under that Subrule, the intention to propose the resolution as a special resolution.
- 9.4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 9.5. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 9.6. Five (5) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 9.7. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to a place and time to be appointed by the Secretary.

## **10. RULES FOR THE CONDUCT OF MEETINGS**

- 10.1. The President, or in the absence of the President, the Secretary, shall preside at each general meeting of the Society.
- 10.2. If the President and the Secretary are absent from a general meeting, the members present shall elect one (1) of their number to preside at the meeting.
- 10.3. Unless otherwise determined by the Society, a question arising at a general meeting of the Society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 10.4. At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.
- 10.5. Where the poll is demanded at a general meeting, the poll shall be taken:-
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or,
  - (b) in any other case, in such manner and at such time before the close of the meeting as the persons presiding directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- 10.6. Upon any question arising at a general meeting of the Society a member has one (1) vote only.
- 10.7. Subject to Rule 12(1), all votes shall be given personally or by proxy but no member may hold more than three (3) proxies.
- 10.8. In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 10.9. A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **11. PROXY VOTING**

Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **12. POSTAL VOTING**

12.1. For the purposes of these rules and the Act, a postal vote shall be deemed to be a vote in person and to have been given personally.

12.2. A provision shall be made by the Society for Postal Voting in:

- (a) All constitutional matters.
- (b) Such other matters that the Society considers important.
- (c) Annual Election of Council .

## **13. LECTURES/SOCIAL MEETINGS**

It shall be competent for the Society to arrange a lecture and/or social meetings to be held in conjunction with any general meeting of the Society.

## **14. OPEN MEETINGS**

- A. Scientific sessions of the Queensland Shoulder Society will be open to all members of Societies and interested parties invited by the members.
- B. Registrars and Fellows in training will be entitled to attend the meetings. They may be required to pay registration fees as determined by the Executive and costs of the social events.

## **15. MINUTES**

- 15.1. Proper Minutes of all proceedings of meetings of the Society shall be entered within one (1) month of relevant meetings into Minute books kept specifically for this purpose.
- 15.2. The Minutes shall be signed by the Chairman of the next succeeding meeting after approval of the members' attendance.



## **16. MANAGEMENT**

- 16.1. The affairs of the Society shall be managed and controlled exclusively by the Executive Committee which has power to make decisions in all matters unless it has been expressly forbidden to do so by a resolution of the General Meeting or unless expressly forbidden by the provision of this Constitution.
- 16.2. Each member of the Executive Committee shall assume office the day following the Annual General Meeting and shall hold such office until the day following the next Annual General Meeting.
- 16.3.
- A. The Society may decide the manner in which, and the persons by whom, cheques and other negotiable instruments may be signed, endorsed or negotiated on behalf of the Society provided however that the persons authorised are hereby indemnified by the Society against any claim whatsoever arising out of, or in connection with, any reasonable exercise of the powers contained in this rule.
- B. (a) The funds of the Society shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting and subject to the Act, such other sources as the Society determines.
- (b) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (c) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (d) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Society determines, provided that no portion shall be paid directly or indirectly by way of a dividend, bonus or distribution of profits or income or otherwise however by way of profit to members of the Society or their families.
- 16.4. A balance sheet shall be prepared annually setting out the assets and liabilities of the Society. This balance sheet shall be subject to an external audit by a person unconnected with the Society.

## **17. EXECUTIVE COUNCIL**

- 17.1. The Council shall consist of a President, a Secretary/Treasurer, and any other officers as may be elected in accordance with the rules. The Council has power to co-opt members under special circumstances at its absolute discretion.
- 17.2. The members of the Council will be members of the Society and shall be elected by the Society. They will assume office the day following the General Meeting and relinquish office the day following the next General Meeting.
- 17.3. Election to Office:  
  
The Officers of the Society shall be elected annually from nominations submitted to the Annual General Meeting of the Society. No member can be elected to Council unless he has indicated the acceptance of assuming membership of the Executive. An Executive Officer may hold any one position for a maximum period of three years subject to re-election on an annual basis.
- 17.4. They can cease in the event of a vacancy occurring in the Executive. The Executive may appoint a member to fill such a position for the unexpired portion of that term. A vacancy may occur through ill health or death, cessation of membership of the Society, resignation of the member, disqualification or other such salient reason.

## **18. EXECUTIVE MEETINGS**

- 18.1. The Executive shall meet at least twice per calendar year at a time and place as determined by the Council. Additional meetings may be convened as required by any member of the Council.
- 18.2. A written notice of the meeting shall be given by the Secretary to the other members of the Council at least 48 hours prior to the meeting. Such notice shall include the nature of business to be discussed.
- 18.3. All members of the Executive must be present for such a meeting to occur, otherwise the meeting will be considered dissolved and a new meeting should be constituted.
- 18.4. Questions arising from the meeting at Council should be resolved by a majority of votes of the members, with the President having a second or casting vote if necessary.
- 18.5. The Executive members shall receive no compensation financially or otherwise for their services.
- 18.6. Any member of the Executive Council having a vested interest in any business of the Society must disclose their interest to the Executive and shall not vote with respect to any contract or issue involving this interest.

## **19. ALTERNATION OF RULES**

- 19.1. Subject to compliance with the succeeding rules this Constitution may be altered at any General Meeting of the Society.
- 19.2. The Rules shall not be altered except at a General Meeting of the Society at which notice of motion to amend the rules has been included in the notice convening the meeting. The notice convening the meeting shall also include the reason or reasons for the proposed rule change or changes, and shall annex to it a voting slip to enable a member to register a postal vote.
- 19.3. Notice of motion of any proposed alteration of the rules shall be given in writing to each member at least twenty-eight (28) clear days before the meeting at which such notice of motion is to be considered and such notice shall specify the time and place of such meeting.
- 19.4. Any motion to amend the rules may be passed at any General Meeting either with or without amendment and shall be passed by a majority of the members voting either personally or by proxy or by postal vote and shall not require confirmation at any subsequent special Annual General Meeting.
- 19.5. The Chairman shall accept votes from members not present at the meeting if they have returned a voting slip on which their vote is clearly indicated. The Chairman's decision with regard to the validity of such vote shall be conclusive.

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