BREAST SURGEONS OF AUSTRALIA & NEW ZEALAND (BreastSurgANZ)
RULES OF THE ASSOCIATION (CONSTITUTION)

Name
The Society shall be called the BREAST SURGEONS OF AUSTRALIA & NEW ZEALAND INC. (BreastSurgANZ) (hereinafter referred to in this document as the Society)

1. Aims of the Society

1.1 To define the scope of Breast Surgery and the role of the Breast Surgeon in Australia and New Zealand.

1.2 Encourage high standards in the practice of Breast Surgery.

1.3 Maintain communication with other Breast Surgery Societies internationally.

1.4 To guide the delivery of education and training in Breast Surgery.

1.5 To maintain formal arrangements with the Royal Australasian College of Surgeons (RACS) in relation to Breast Surgery Training.

1.6 To set and be responsible for Breast Surgery curriculum at both pre- and post-Fellowship training levels, in collaboration with the RACS.

1.7 To identify and accredit suitable locations for post Fellowship Breast Surgery Training.

1.8 To oversee a selection process of post-Fellowship Breast Surgery Trainees often in co-operation with those societies and groups selecting trainees for other post-Fellowship training programs e.g. Australian Endocrine Society, Surgical Oncology Society (not formed as yet).

1.9 With other specialties of the RACS, oversee the organization of scientific programs at the Annual Scientific Congress of the RACS and on such other occasions as may be decided from time to time by arrangement with the Council of the RACS or other associated societies or organizations.

1.10 To advocate for the implementation of proper and effective Breast Surgical management and multidisciplinary models of care, including developing strategies for the implementation of Breast Cancer education, research, management and prevention.

1.11 Ensure ongoing commitment to the National Breast Cancer Audit and audit the Breast Surgery practices of full members.

1.12 Develop and maintain programs of Continuing Professional Development (CPD) and standards of practice where they relate to Breast Surgery
1.13 To liaise with co-operative research groups relevant to the practice of Breast Surgery.

1.14 To make recommendations on standards of practice for Breast Surgeons and other Breast Disease Specialists.

1.15 To assist the Surgical Specialties within the RACS in relation to Breast Surgery issues and to assist liaison between those various Specialties.

1.16 To assist other Surgical Societies and Associations, other Breast Societies and Associations and other Medical Colleges in relation to Breast Surgery issues and to provide liaison between those various groups.

1.17 To foster close working relationships between breast surgeons and nationally-based breast cancer organizations such as the National Breast and Ovarian Cancer Centre, Breast Screen Australia, Breast Screen Aotearoa and Breast Cancer Network Australia.

1.18 To act as a collective lobby group to raise awareness of Breast Disease and improve conditions for Breast Surgery Specialists and Trainees.

1.19 To provide a contact point for Government, Public and Media regarding Breast Disorders.

1.20 The assets and income of the Society shall be applied solely in furtherance of the abovementioned objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

1.21 The Council shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985 (SA) (the Act).

1.22 The Council has the management and control of the funds and other property of the Society.

2. Membership

2A There will be 3 Categories of Membership, they being Full Membership, Associate Membership and Honorary Membership.

2B All prospective members must first agree to be bound by this Constitution.

2C A register of members must be kept and contain the name and address of each member, the date on which each member was admitted to the association, and if applicable, the date of and reason(s) for termination of membership.
2.1 **Full Membership**

2.1a The criteria for **Full Membership** will be based on the requirement of registration as a specialist surgeon in the applicant’s health jurisdiction and in two main areas:

a) Full Involvement in the National Breast Cancer Audit process and
b) Evidence of Continuing Medical Education in Breast Disease.

These criteria will be assessed as follows:

i) Audit

Full Members of the *Society* will demonstrate ongoing participation in the College Audit Program. All cases of breast cancer treated will be submitted to audit each year. Each part of the audit form must be completed for those cases and that information will be assessed against key clinical indicators and previously determined quality thresholds.

The key clinical indicators and quality thresholds will be determined and reviewed by the Council of the *Society* after consideration by National Breast Cancer Audit Evidence and Performance Subcommittee.

Members who feel that they could not comply with that requirement should apply in writing to the Membership Sub-committee (see below) stating their reasons why they are unable to do so. Such cases will be considered and the fellow notified.

ii) CPD Activities:

Members should demonstrate an ongoing commitment to CPD activities in breast disease or in accordance with the requirements recommended by the Royal Australian and New Zealand College of Surgeons.

2.1b Surgeons who are still involved in the management of breast diseases but are no longer operating, can apply for (non operative) full membership and will not be required to participate in the audit process.

2.1c Voting rights at Business Meetings and Annual General Meetings of the *Society* are confined to Full Members only.

2.2 **Associate Membership**

2.2a **Associate Membership** includes surgeons who participate in breast surgery and request access to the educational program of the society but are unwilling or unable to comply with the requirements of full membership.

2.2b Associate members may include post fellowship trainees in accredited positions.
2.3 Honorary Membership

2.3ai The Society may elect visitors who are not Fellows of the Royal Australian and New Zealand College of Surgeons but who have a special interest in any aspects of the understanding and management of diseases of the breast as Honorary Members of the Society.

2.3a(ii) Honorary members will have ordinary privileges of membership but will not have the right to vote at Business Meetings or Annual General Meetings of the Society or at elections of office bearers.

2.4 All full and associate members will receive any correspondence, newsletters or any other information distributed by the Society.

2.5a A "Membership Sub-committee" of the Council of the Society will be established to oversee the implementation and function of the proposed membership criteria and should comprise 5 members, one of whom should be the President of the Society and at least one rural representative.

2.5b The Membership Subcommittee will receive correspondence from members with concerns regarding the process and requirements and discuss any appeals that may arise. Any dispute between the applicant and the Membership Subcommittee will be referred to the Executive of the Council of the Society.

2.6 New Candidates for Membership should be nominated and seconded by 2 Full Members of the Society. The nomination must be made in writing to the Secretary and accompanied by curriculum vitae outlining the fellows training and experience in breast surgery. This application will be assessed by the Membership Sub-committee and the Council of the Society and placed before the Annual General Meeting of the Society. Surgeons who are successful in applying for membership to the Society will be given Provisional Full Membership for a period of 12 months. During this time, the applicant must demonstrate the necessary requirements for full membership as determined in 2.1a. If the requirements are met, the applicant will be given Full Membership.

3. Governance

3.1 The governing body of the Society shall be the Council.

3.2 The Executive of the Council shall consist of:
   - President
   - Immediate Past President
   - Vice President
   - Honorary Secretary / Treasurer

3.2a Office Bearers and members of the Executive of the Council shall be Fellows of the Royal Australasian College of Surgeons and Full Members of the Society.
3.2b Office Bearers will comprise a President and Vice President, each of whom shall serve for a maximum of two years and a Secretary/Treasurer who shall serve for a maximum of four years. Office Bearers shall be elected by the Council from existing elected and co-opted Executive members, who must have been on the Council for at least two years. Every two years the Secretary / Treasurer shall call for nominations, for positions becoming vacant, eight weeks prior to the Annual General Meeting, and nominations proposed, seconded and approved by the nominee are to be in the hands of the Secretary / Treasurer four weeks before the Annual General Meeting. If more than one candidate for Office Bearer positions is nominated, an election will be held at the Council meeting immediately prior to the Annual General Meeting, and the results announced at the Annual General Meeting.

3.2c The Council shall consist of the above and four Council members. In the event that the elected members do not include a New Zealand Fellow or a representative of each Australian state, then an appropriate member will be co-opted to serve on the Council, so that the Council shall always have at least one representative from New Zealand and from each Australian state. No more than two members of the Council shall reside in the same state or New Zealand. At all times, both sexes will be represented in the Council and at all times there will be a rural representative.

3.2d Where members need to be co-opted for reasons stated above, the Secretary / Treasurer will call for expressions of interest from Full Members residing in that area. The Council will select an appropriate candidate. All co-opted members will serve for a maximum of four years. If at that time the particular region is not represented by an elected member, then further expressions of interest will be called for.

3.2e The non-executive members of the Council shall be elected at the Annual General Meeting every second year. The Secretary / Treasurer shall call for nominations eight weeks prior to the date fixed for the Annual General Meeting of the Society. Nominations proposed and seconded and approved by the Nominee are to be in the hands of the Secretary / Treasurer four weeks before that date. The Secretary / Treasurer will post to all members the names of those nominated for election to the Council two weeks prior to the Annual General Meeting together with the proposed agenda for that meeting. Election will take place at the Annual General Meeting. Members not present may submit a proxy either by post to the Secretary / Treasurer or via another member. If the latter occurs the Secretary / Treasurer must be notified of the proxy by the member carrying it, prior to the commencement of the Annual General Meeting. Each member of the Council will serve for a term of two years and shall be eligible for election for further periods of two years for a maximum term of six years, with the exception of the executive officers, who may serve additional years of office as their tenure requires. Following completion of their term, members of the Council will not be eligible for re-election for a further two years.
3.2f The Council shall have the ability to co-opt Full Members of the Society to the Council for specific purposes.

3.2g In addition, in consultation with the local State Committee, the Council shall appoint a Convenor for the Society to the Organising Committee of the Annual Scientific Congress. Such Convenors will be appointed two years prior to the due date of the Congress and will liaise with the representative on the Standing Committee of the Royal Australasian College of Surgeons. The Convenor will stay on the Council for two years after the Annual Scientific Congress to assist Convenors planning future Congresses.

3.3. Subcommittees of the Council may be formed from time to time to address specific issues pertaining to Society activities. Subcommittees will comprise at least one member of the Executive of the Council and may comprise two other Full Members of the Society. The non-Executive members of the subcommittee will be co-opted by the Council and shall serve for a period of one year. Members will be eligible for re-appointment at yearly intervals for a maximum of four years.

3.4 Executive members of the Council may be required to meet from time to time either face-to-face or by teleconference or at times and places to be determined by the Executive members of the Council to discuss issues pertaining to the Society.

3.5 A Board of Breast Surgical Training will be created as defined below.

3.6 Meetings of the Council will take place just prior to the Annual General Meeting either face-to-face or by teleconference or at times and places to be determined by the Council. The full Council must meet at least three times each calendar year.

3.7 A quorum of Council, Board of Breast Surgery Training or of any duly commissioned Sub-Committee shall consist of at least 4 members for the required meeting. Questions arising at any meeting of the Council shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.

3.8 Membership of Council, Board of Breast Surgery Training or of any Sub-Committee shall lapse if the Member does not attend at least one meeting of that particular body in a calendar year. In addition, the office of a Council member shall become vacant if a Council member is disqualified from being a member of the Council by the Act; is expelled as a member under this Constitution; or is permanently incapacitated by ill health.
4. **Board of Breast Surgery Training**

4.1 The Board shall consist of a minimum of six full members of the *Society* appointed by the Council. The maximum period of appointment to the Board will be eight (8) years.

4.2 The Board shall consist of a Chair, President and Secretary of the *Society* and three other Full Members. At least one member of the Council will be an examiner for the RACS in General Surgery. There shall at all times be at least one member resident in New Zealand. The Chair shall be a Councilor elected as Chair by the Council.

4.3 The Board shall guide the delivery of:
- The curriculum and content of breast surgical training for SET trainees in General Surgery
- The curriculum, content and duration of training of post-Fellowship Trainees in Breast Surgery
- The accreditation and content of approved post-Fellowship training programmes, including integration between local programs and overseas training posts
- The selection and continuing registration of post-Fellowship Trainees in Breast Surgery
- The assessment of satisfactory completion of training of post-Fellowship Trainees
- The maintenance of a Register of post-Fellowship trainees
- The maintenance of the standards of Supervisors of Training of Breast Surgery post-Fellowship Trainees
- The determination of the minimum requirement for Continuing Professional Development in Breast Surgery
- Recommendations on the requirements for credentialing and privileging in Breast Surgery
- Maintenance of adequate audit of members through the data entered into the National Breast Cancer Audit.
- Assessment of outliers from standardized, publicized audit criteria and appropriate counseling and training to assist outliers to meet agreed criteria of performance.
- Persistent outliers despite this process may be disqualified from full membership of the Society.
- Other training matters referred to it by the Council from time to time

5. **Meetings**

5.1 An Annual General Meeting shall be held at a time to be determined by the *Society* but will generally be held in conjunction with the RACS Annual Scientific Congress

5.2 The business at the Annual General Meeting will include:
- Report from the President
• Report of the Council
• Report of the Subcommittees
• Statement of Income & Expenditure and the Balance Sheet for the financial year
• Election of Officer Bearers (when relevant)
• Confirmation of minutes of the last AGM and any extraordinary meetings held previously
• Other business which the meeting wishes to consider

5.3 Other Scientific Meetings may be held from time to time on such occasions as deemed necessary by the Council.

5.4 Extraordinary Business Meetings may be held on such occasions as deemed necessary by the Council.

5.5 All Full Members shall be entitled to one vote by show of hands, by proxy(of Full Membership status) or in writing. Associate and Honorary Members shall not be entitled to vote. The President shall have the casting vote in the event of an equality of voting. Subject to this Constitution, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of Full Members who vote in person or, where proxies are allowed, by proxy, at that meeting. If a poll is demanded by at least five Full Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

5.6 Notices of motion must be received by the Honorary Secretary/Treasurer no less than six weeks prior to an Annual General Meeting or Extraordinary Meeting and distributed to the Membership no less than 4 weeks prior to the meeting.

5.7 A Quorum will consist of at least 10 Full Members, and a quorum of the Council.

6. Resignation and Expulsion of Members

6.1 Members may resign at any time with notice in writing to the Secretary.

6.2 Members of any category will be expelled from the Society for any break of behaviour which results in that member’s removal or suspension from the general and/or specialist medical register.

6.3 Members may be suspended and/or expelled from the Society if they are suspended and/or expelled from Fellowship of their College for behaviour which compromises the aims or reputation of the Society, including failure to maintain appropriate surgical standards.

6.4 Members may be suspended from the Society if they fail to comply with the requirements of Full Membership or fail to comply with the requirements of the National Breast cancer Audit “Outlier Process”.

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6.5 Members may be removed from the register of members if their subscription remains unpaid for twelve (12) months from the due date.

7 GRIEVANCE, RIGHT OF APPEAL, MECHANISMS

7.1 The dispute resolution procedure set out in this clause applies to disputes under this Constitution between a member and another member, and a member and the Society.

7.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

7.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

7.4 A member shall be entitled to appeal to the Society in General Meeting against an expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Society within 14 days after the determination of the Council has been communicated to the member.

7.5 In the event of an appeal under clause 7.4 above, the appellant's membership of the Society shall not be terminated unless the determination of the Society to expel the member is upheld by the members of the Society in general meeting after the appellant has been heard by the members of the Society, and in such event membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

8. Finances

8.1 Subscription dues shall be set by the Council.

8.2 Subscriptions shall be due annually at the beginning of each calendar year.

8.3 Subscription dues shall be announced at the Annual General Meeting and shall subsequently come into effect at the beginning of the following calendar year.

8.4 The Council may set different subscription levels according to membership status.
8.5 The Society shall deposit such subscriptions to the credit of the Society into trading or savings or investment accounts recommended by the Council and approved by the members at the Annual General Meeting.

8.6 The Society may invest some of the Society’s funds elsewhere according to reputable independent financial advice.

8.7 The Treasurer shall keep books of accounting according to accepted accounting practice and will submit audited statements to the Annual General Meeting of the Society for approval.

8.8 No part of the funds may be used for the private use or benefit of any member of the Society.

8.9 Nothing in this constitution prevents the Society from seeking funds for special purposes as determined at its Annual General Meeting.

8.10 The financial year of the Society shall be the period of 12 months commencing on 1 July and ending on 30 June for each year. The Society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society for each financial year in accordance with the Act.

8.11 The records kept under clause 8.10 above must be kept for a period of at least seven years or such other period as required by the Act or Regulations made under that Act after the completion of the transactions to which they relate.

8.12 If the Society is a prescribed association (as that term is defined in the Act), the accounts of the Society shall be audited by the auditor elected at the Annual General Meeting. The accounts and financial report of the Society showing all receipts and payments for the preceding financial year, together with the auditor's report on the accounts, must be laid before each Annual General Meeting by the Council. The auditor elected at an Annual General Meeting shall hold office until the next Annual General Meeting and is eligible for re-appointment. If no auditor is appointed at an Annual General Meeting, the Council shall appoint an auditor for the current financial year.

9. PROCEDURES

Alterations of Constitution

9.1 The Constitution shall not be altered except by resolution proposed at the Annual General Meeting and carried by a two-thirds majority of the members present.

9.2 Notices of Motion shall be given in writing to the Secretary at least six weeks before the Annual General Meeting and shall be circulated to members at least 4 weeks prior to the meeting.
10. Winding up

10.1 The Society may be wound up by a special resolution of members at a properly constituted Annual General Meeting or a duly notified Extraordinary Meeting.

10.2 Subject to clause 10.3, residual funds after payment of the Society’s liabilities and expenses shall be applied to the furtherance of the Society’s objectives or to an approved charity.

10.3 If:
(a) the Society is wound up; or
(b) the endorsement of the Society as a deductible gift recipient is revoked for any reason,
the following assets remaining after the payment of the Society’s liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
(c) gifts of money or property for the principal purpose of the Society;
(d) contributions made in relation to an eligible fundraising event held for the principal purpose of the Society, and
(e) money received by the Society because of such gifts and contributions.

10.4 The winding up of the Society must otherwise take place in accordance with the requirements of the Act.

Prepared from:
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