



# **Breast Surgeons of Australia & New Zealand Incorporated (BreastSurgANZ)**

## **CONSTITUTION**

## 1. Name of the Association

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The name of the incorporated association is Breast Surgeons of Australia & New Zealand Incorporated (known as BreastSurgANZ).

## 2. Definitions

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‘ACNC’ means the Australian Charities and Not-for-profits Commission

‘BQA’ means the BreastSurgANZ Quality Audit

‘Council’ means the Committee of Management of the Society

‘general meeting’ means a general meeting of Members of the Society convened in accordance with the Constitution

‘Member’ means a member of the Society ‘Month’ means a calendar month

‘OBPS’ means Oncoplastic Breast Surgery

‘PFT’ means Post Fellowship Training in Breast Surgery

‘RACS’ means the Royal Australasian College of Surgeons ‘SET’ means Surgical Education Training

‘Society’ means Breast Surgeons of Australia & New Zealand Incorporated ‘the Act’ means the Associations Incorporation Act 1985, South Australia

‘special resolution’ means a special resolution as defined in the Act.

## 3. Objects of the Society

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The Society is established to be a charity whose purposes are to promote the prevention or the control of breast diseases in human beings; and advancing health, primarily through quality assurance, education and training. The Society also has the following objects which support its charitable purposes:

- a) To define the scope of breast surgery and the standards of practice of the breast surgeon in Australia and New Zealand
- b) To encourage and oversee best practice in breast surgery
- c) To maintain communication with other breast surgery societies internationally
- d) To ensure ongoing commitment to the BQA and audit the breast surgery practices of Full Members of the Society
- e) To provide education and training in breast surgery for Members through educational events and courses
- f) To define and oversee the curriculum and obligations for Post Fellowship Training
- g) By mutual agreement with RACS, oversee the appointment of a Breast Convenor and oversee the organisation of the breast disease component 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
- h) 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 disease education, research, management and prevention
- i) To liaise with other consumer groups, research organizations and other professional and governmental bodies relevant to the practice of breast surgery
- j) To act as a collaborative lobby group to raise awareness of breast disease, and
- k) To provide a contact point for Government, the Public and Media regarding breast disorders

## 4. Powers of the Society

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- a) The Society has all the powers conferred by section 25 of the Act.
- b) The Society has such other powers conferred as a result of being a charity registered with the ACNC.
- c) The Society has the power to do all other things that are incidental or conducive to carrying out the Society's charitable purposes including, but not limited to, fundraising and conference activities.

## 5. Membership

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### 5.1 Categories of Membership

There are 5 categories of Membership

Full Membership

Specialist Training Membership

Associate Membership

Affiliate (non-operative) Membership

Honorary Membership.

#### 5.1.1 Full Membership

- a) Full Membership will be granted to applicants on successful completion two (2) years of Post Fellowship Training (PFT), or such other training as required by the Society from time to time, and satisfactory completion of an application for Full membership in accordance with the Society's Membership Policy.
- b) Where an applicant does not meet the requirements of 5.1.1(a) above, the applicant may apply for Associate Membership on endorsement by two (2) financial Full Members of the Society, in a form as required by the Society. All Associate members may apply for Full Membership on meeting such criteria that the Membership Committee see fit in accordance with the Membership Policy.
- c) Full Membership requires the Member to maintain:
  - (i) Registration as a specialist in the Member's health jurisdiction
  - (ii) Full involvement in and compliance with the BQA processes as defined in the BQA policy document;
  - (iii) Management of at least 10 breast cancer cases per year, pro-rated where Membership has been for less than a year;
  - (iv) Evidence of Continuing Medical Education in breast disease, including attending a related meeting every two (2) years. These requirements are assessed in accordance with the Society's Membership Policy, as approved by Council from time to time.
- d) Full Members have voting rights and may use the BreastSurgANZ Members' logo to indicate their Full Membership. These entitlements do not extend to other Membership categories.

#### 5.1.2 Specialist Training Membership

- a) A surgeon who is accepted into the BreastSurgANZ Post Fellowship Training Program and complies with the training requirements set out in the Society's Post Fellowship Training Policy as approved by Council from time to time.

#### 5.1.3 Associate Membership

- a) Associate Membership includes general surgeons who participate in breast surgery but who are, at the time of application for membership with the Society, unable to comply with the requirements of Full membership. Associate membership is the alternative pathway, if desired by the member, to transition to Full membership of the Society.
- b) Associate Membership requires the Member to maintain:
  - (i) Registration as a specialist in the Member's health jurisdiction;
  - (ii) Full involvement in and compliance with the BQA processes as defined in the BQA policy

document;

- (iii) Management of breast cancer cases per year, pro-rated where Membership has been for less than a year; and
  - (iv) Evidence of Continuing Medical Education in breast disease, including attending a related meeting every two (2) years. These requirements are assessed in accordance with the Society's Membership Policy, as approved by Council from time to time.
- c) Membership also be sought by overseas breast surgeons and plastic surgeons with an interest in breast surgery.

#### **5.1.4 Affiliate (non-operative) Membership**

- a) The Affiliate (non-operative) category of membership is applicable to Full and/or Associate members retiring from clinical practice or ceasing clinical practice to undertake administrative, management or research roles but who wish to remain affiliated with the Society. This category of membership is also available to international breast or other non-surgeon health professionals not eligible to contribute to the BQA.
- b) Affiliate (non-operative) members do not contribute to the BQA and do not have voting rights.

#### **5.1.5 Honorary Membership**

Honorary Members have made extra-ordinary contributions to their field. They are nominated by any financial Full Member, including any Council Member, approved by Council, and noted at the Annual General Meeting (AGM) of the Society.

### **5.2 Membership Application Process and Criteria**

- a) The membership and application process and criteria are detailed in the Society's Membership Policy, as amended from time to time.
- b) Membership criteria are overseen and assessed by the Society's Membership Committee which operates in accordance with its Terms of Reference, as approved by the Council from time to time.
- c) Membership appointments are approved at Council meetings. A list of all new Members or Members who have changed their Membership category in the 12-month period prior to the annual AGM will be presented for noting to the Membership at the AGM.

### **5.3 Membership Subscriptions**

Member subscriptions are set by the Council and are due annually.

### **5.4 Resignation of Members**

- a) A Member may resign from Membership of the Society at any time with notice in writing to the CEO, or such other person as detailed in the Society's Membership Policy.
- b) Any resigning Member will be liable for any outstanding subscriptions which may be recovered as a debt to the Society.

### **5.5 Change of Membership Category**

- a) Full Members who are suspended in accordance with 5.6 (d) below, will become Associate Members until such time as they meet the requirements of Full Membership.

### **5.6 Termination or Suspension of Membership**

- a) If a Member ceases to be a registered medical practitioner, their Membership of the Society will be terminated.
- b) A Member who is suspended or expelled from the RACS will be suspended or terminated from the Society, as appropriate.
- c) Membership will be suspended if subscriptions remain unpaid twelve (12) months from the due date and will be terminated if subscriptions remain unpaid for eighteen (18) months from the due date.

- d) Full and Associate Members who do not maintain the requirements of Full and Associate Membership, in particular compliance with the BQA, will have their Membership suspended.

### **5.7 Right of Appeal to Membership Termination or Suspension**

- a) A Member is entitled to appeal the termination of their Membership.
- b) The process of appeal and the rights of the appellant are detailed in the Society's Dispute Resolution Policy as approved by Council from time to time.

### **5.8 Register of Members**

A Register of Members must be kept and contain the name and email address of each Member; the date on which each Member was admitted to the Society, and if applicable, the date of and reason(s) for termination or suspension of Membership.

## **6. The Council**

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### **6.1. Powers and Duties**

- a) The affairs of the Society will be managed and controlled by the Council which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act, other legislation, or this Constitution, required to be done by the Society at a general meeting.
- b) The Council has the management and control of the funds and other property of the Society.
- c) The Council will have authority to interpret the meaning of the Constitution and any other matter relating to the affairs of the Society on which the Constitution is silent.
- d) The Council will appoint a Public Officer as required by the Act.

### **6.2. Composition of Council**

- a) The Council will consist of:
  - (i) Three (3) Executive Elected Members who are financial Full members of the Society;
  - (ii) Four (4) Non-Executive Elected Members who are financial Full members of the Society; and
  - (iii) A maximum of three (3) other Councillors.
- b) All Council Members have voting rights
- c) The Executive Members of the Council consist of the President, Vice President, Secretary/Treasurer and immediate Past President (being the 'Office Bearers'), or other office bearer elected in the case of vacancy of one of these positions.
- d) The Immediate Past President role is assumed by the President at the end of the President's term, for a maximum period of one (1) year.

### **6.3. Council Tenure and Appointment Process**

#### **6.3.1 Executive Members**

- a) The Executive Members of Council (the 'Office Bearers') are elected by the new Council from existing Council members at the first convenient meeting of the new Council, which should be no less than one month from the AGM.
- b) The Office Bearers are elected for a three (3) year term. A Council Member may serve up to one (1) term as President, one (1) term as Vice President and two (2) terms as Secretary/Treasurer.
- c) Where an Office Bearer does not remain for the full term elected, the Council will elect another eligible Council Member to the role as a casual vacancy for the balance of the current term, subject to that Council Member being eligible for election to that role for a further term.

### **6.3.2 Non-Executive Elected Members**

- a) At the 2019 AGM (relevant date), seven (7) Members were elected to the Council by the Members of the Society for one (1) to three (3) year terms.
- b) At each AGM following the 2019 AGM, Council members will be required to retire-by- rotation at the conclusion of their elected term and may stand for re-election in accordance with 6.3.6 below.
- c) At every election following the 2019 AGM, Members will be elected to Council for three (3) year terms unless in extraordinary circumstances as determined by Council in its absolute discretion.

### **6.3.3 Appointment Process**

- a) Voting for an election of member/s to Council may be conducted prior to the AGM with the election results presented to the membership at the AGM.
- b) The Secretary will call for nominations at least eight (8) weeks prior to the AGM.
- c) Nominations proposed and seconded and approved by the nominee, in the form as approved by the Council, are to be received by the CEO and Secretary no later than four (4) weeks before the AGM. The CEO will provide all nominations to the Council. Notice of nominations will be provided to all Members of the Society prior to the AGM in a format approved by Council.
- d) In the event that an elected Council Member does not hold a position for the full term, the Council may appoint another financial Full Member of the Society to fill a casual vacancy for the balance of the term, subject to that Council Member being eligible for election to that role for a further term.
- e) A retiring elected Council Member is eligible to stand for re-election subject to a maximum term in accordance with 6.3.6 below.

### **6.3.4 Non-Executive Council Nominees**

- a) Every year following the 2019 AGM, up to three (3) Non-Executive Councillors may be appointed to the Council, by the approval of Council, based on suitable skills, qualifications, expertise, experience and diversity as are viewed appropriate in the Society's interests from time to time.
- b) Council nominees can be appointed for a an initial one (1) year term and thereafter may be reappointed for a further three (3) year term after which the Council nominee will be required to retire from Council.
- c) Where a Council nominee does not remain for the full term elected, the Council may elect another eligible Council nominee to the role as a casual vacancy for the balance of the current term, subject to that Council nominee being eligible for election to that role for a further term.
- d) A Council nominee may be an externally appointed person (non-surgeon), or, a Full financial member of BreastSurgANZ.

### **6.3.5 Co-opting New Zealand Members to Council**

- a) Where a New Zealand Full Financial Member is not formally elected to Council, Council may Co-opt a New Zealand member to Council as it determines appropriate to ensure adequate regional representation of the BreastSurgANZ membership.
- b) The elected term of office of a Co-opted Councillor shall be three (3) years.
- c) Co-opted Council Members have the same rights and privileges as elected non-Executive Council members, including the right to vote, except voting for, or being elected to, Office Bearer positions.

### **6.3.6 Maximum Term of Council Members**

- a) Subject to 6.3.6 (b) below, an elected Council Member may serve a maximum of nine (9) years on Council in total.
- b) If a Member has been appointed to an Executive role prior to serving nine (9) years on Council,

the Member can remain in that Executive or Committee Chair role for the period of that role, and be elected to further Executive roles notwithstanding that this will result in the Member being on Council for more than nine (9) years in total.

### **6.3.7 Proceedings of Council**

- a) Council is authorised to determine how often and when they need to meet in order to discharge their duties.
- b) Council meetings will be conducted by any means, including by circular resolution, by email or other electronic means at times and places to be determined by the Council.
- c) A quorum for a Council meeting is one half of the Members of Council, with at least two (2) being Executive Members. 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, or in the absence of the President the Chair appointed for that meeting, shall have a casting vote in addition to a deliberative vote.
- d) A Member of the Council having a direct or indirect pecuniary interest in a contract or proposed contract with the Society must disclose the nature and extent of that interest to the Council as required by the Act and will not vote with respect to that contract or proposed contract. The Council Member must disclose the nature and extent of his or her interest in the contract to the Chair and the next AGM.

### **6.3.8 Disqualification of Council Members**

The office of a Council Member will become vacant if a Council Member:

- (i) Fails to attend at least one (1) in three (3) successive Council meetings.
- (ii) Is disqualified from being a Member of the Council by the Act or any other legislation; or
- (iii) Is terminated or suspended as a Member under this Constitution.

## **7 Committees**

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### **7.1 Formation of Committees**

- a) Committees of the Council may be formed from time to time to address specific issues pertaining to Society activities.
- b) The size and composition of Committees is at the full discretion of Council.
- c) Committees will comprise at least one (1) Members of the Council, as appointed by Council.
- d) The Council will also appoint other financial Full Members of the Society who are not Council Members to sit on each Committee, for a period of three (3) years
- e) Committee Members are eligible for reappointment for two additional three (3) year terms up to a maximum of nine (9) years, as recommended to the Council by the Committee Chair. Maximum tenure terms for Committee Members and Council Members are separate and considered independent of one another.

### **7.2 Proceedings of Committees**

- a) Committees will meet as specified by the Committee Terms of Reference, and/or as otherwise directed by the Council or the Committee Chair/s.
- b) A quorum for a Committee meeting is the half the number of Members of the Committee.
- c) Committee meetings will be conducted in accordance with the Committee Terms of Reference.

### **7.3 Committee Chairs**

- a) Committee Chairs will be appointed by the Council from Members of the Council, or other Full, financial Members where appropriate.
- b) Any Executive, Non-Executive or Co-opted Council Member is eligible to be appointed as a Committee Chair, and may be Chairperson of more than one Committee.

- c) A Committee Chair will be appointed for a three (3) year term for a maximum period of nine (9) years.

#### **7.4 Co-opted Committee members**

- a) The Council may co-opt Members to a Committee, as it determines appropriate:
  - (i) To ensure adequate regional representation of Australian, New Zealand and rural Membership;
  - (ii) To ensure adequate diversity of Members;
  - (iii) Where the Member holds a leadership role with a key affiliated organisation; or
  - (iv) For a special purpose, including for appointment as a convenor of a scientific meeting on behalf of the Society or a Committee Chair.
- b) The term of the Co-opted Member will be determined by the Council.

## **8 General Meetings**

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### **8.1 Annual General Meetings**

- a) The Council will call an Annual General Meeting in accordance with the Act and this Constitution.
- b) The business at the Annual General Meeting will include:
  - President's Report
  - Committee Chair Reports
  - Statement of Income & Expenditure and Balance Sheet for the financial year, and Auditor's Report (if required)
  - Election of Council Members (when relevant)
  - Confirmation of minutes of the last AGM and any extraordinary meetings held since that meeting
  - Appointment of Auditors if required under the Act, and
  - Other business which the Society wishes or needs to consider in general meetings including any motion or other business properly proposed by the Membership

### **8.2 Special General Meetings**

- a) The Council may call a special general meeting of the Society at any time.
- b) Upon a requisition in writing of not less than five (5) percent of the total number of Members of the Society, the Council will, within one (1) month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting will be signed by the relevant Members and will state the purpose of the meeting.

### **8.3 Notice of General Meetings**

- a) Subject to 8.3b below, at least fourteen (14) days' notice of any general meeting will be given to Members. The notice will set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed will be given at least twenty- one (21) days prior to the meeting. A notice may be given by serving a Member with the notice personally, by sending it by post to the address appearing in the Society's Register of Members, or by sending it by email to the email address nominated by the Member.
- c) A notice properly addressed and posted is taken to be served, in the case of a notice of general meeting, on the day after the date it was posted, and in any other case, in the ordinary course of the post.

### **8.4 Proceedings at General Meetings**

- a) General meetings may be held in-person, online via electronic means or as hybrid (in-person and online via electronic means).

- b) A quorum for transaction of any business at any general meeting is at least ten (10) financial Full Members present personally or by proxy, together with a quorum of the Council
- c) If within thirty (30) minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members will lapse. In any other case, the meeting will stand adjourned to the next available time of meeting of the Membership, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Members present will form a quorum.
- d) Subject to 8.4.d, the President will preside as Chair at a general meeting of the Society.
- e) If the Chair is not present within five (5) minutes after the time appointed for holding the general meeting, or he or she is present but declines to take or retires from the Chair, the Vice President will assume the Chair, failing which the Members may choose another Council Member to be the Chairperson of the meeting.

### **8.5 Voting at General Meetings**

- a) Every financial Full Member is entitled to one vote at a general meeting of the Society.
- b) Associate, Honorary and Affiliate Members are not entitled to vote at a general meeting of the Society.
- c) 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.
- d) The Chair will have the casting vote in the event of an equality of voting.

### **8.6 Poll at General Meetings**

If a poll is demanded by at least five (5) financial 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.

### **8.7 Proxies**

A Member will be entitled to appoint in writing a natural person who is also a financial Full Member of the Society to be their proxy and attend and vote at any general meeting of the Society.

### **8.8 Motions or Other Business to be considered at the Annual General Meeting**

- a) In the event that the Membership wishes to propose a motion or item of other business to be considered at the AGM, written notice must be received by the Secretary/Treasurer no later than six (6) weeks prior to the meeting.
- b) Notices of Motion must:
  - (i) Be supported by five (5) Full Members of the Society, whose signatures appear on the notice; and
  - (ii) State the terms and purpose of the motion.

## **9 Minutes**

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- a) Proper minutes of all proceedings of a general meeting of the Society and of meetings of the Council, will be entered within one (1) month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the Members of the Society or the Members of the Council (as relevant) at a subsequent meeting.
- c) The minutes will be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed
- d) Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

## 10 Dispute Resolution

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- a) The dispute resolution procedure set out below applies to disputes under this Constitution between:
  - (i) a Member and another Member; or
  - (ii) a Member and the Society.
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- c) 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

## 11 Financial Reporting

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### 11.1 Bank Accounts and Investment of Funds

- a) The Society shall deposit 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.
- b) The Society may invest some of the Society's funds elsewhere according to reputable independent financial advice.
- c) Nothing in this Constitution prevents the Society from seeking funds for special purposes as approved by Members at the Annual General Meeting.

### 11.2 Financial Year

The financial year of the Society will be the period of twelve (12) months commencing on 1 January and ending on 31 December each year.

### 11.3 Accounts to be Kept

The Society will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act, regulation under the Act and any other relevant legislation.

### 11.4 Requirements where Society Prescribed Association

- a) If the Society is a Prescribed Association (as that term is defined in the Act), the accounts of the Society will be audited by the auditor elected at the Annual General Meeting.
- b) 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, will be laid before each Annual General Meeting by the Council.
- c) The auditor elected at an Annual General Meeting will hold office until the next Annual General Meeting and is eligible for reappointment. If no auditor is appointed at an Annual General Meeting, the Council will appoint an auditor for the current financial year.
- d) An annual return is to be lodged as required under the Act and any other legislation.

## 12 Prohibition Against Securing Profits for Members

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The income, assets and capital of the Society will be applied exclusively to the promotion of the Society's objectives and no portion shall be distributed directly or indirectly to Members or their associates except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

## 13 Winding up

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The Society may be wound up in the manner provided for in the Act.

## **14 Application of Surplus Assets**

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- a) Subject to 14.b. below, 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.
- b) If the Society is wound up or 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 which is charitable at law, to which income tax deductible gifts can be made:
  - (i) Gifts of money or property for the principal purpose of the Society;
  - (ii) Contributions made in relation to an eligible fundraising event held for the principal purpose of the Society; and
  - (iii) Money received by the Society because of such gifts and contributions.

## **15 Constitution**

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### **15.1 Alterations to the Constitution**

- a) These Constitution may be altered (including an alteration to the Society's name) by special resolution of the Members of the Society. This includes rescission or replacement.
- b) The alteration will be registered as required by the Act, or any other legislation.

### **15.2 Application of the Constitution**

The registered Constitution will bind the Society and every Member to the same extent as if they have respectively signed them and agreed to be bound by all the provisions thereof.