

# Constitution of Australasian Society of Parenteral and Enteral Nutrition

(ABN 26 910 972 701)

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# CONSTITUTION

## 1 ARTICLE 1: Identification

The Society shall be known as the "Australasian Society of Parenteral and Enteral Nutrition" being an incorporated association pursuant to the Act.

## 2 ARTICLE 2: Definitions

Throughout this Constitution the following definitions shall apply:

“Act” means the *Associations Incorporation Act 1985* (SA) (as amended from time to time).

"Chair" means the person occupying the position of chair or deputy chair of the Council under Article 9.9(b).

"Clinical Nutrition" means the discipline that deals with the prevention, diagnosis and management of nutritional and metabolic changes related to acute and chronic diseases and conditions caused by a lack or excess of energy and nutrients.

“Council” means the council of the Society created and maintained pursuant to Article 9.

“Councillor” means a member elected to the Council in accordance with Article 9.3.

"Financial Year" has the meaning given to that term in Article 11(a).

"Ordinary Resolution" has the meaning given to that term in Article 8.8(b).

“President” means the person holding office under this Constitution as president of the Society.

"Public Officer" means the person who occupies the position of public officer of the Society.

"Office Bearer" has the meaning given to that term in Article 9.4(a).

“Secretary” means the person holding office under this Constitution as secretary of the Society.

“Society” means the incorporated association named in Article 1.

"Special Resolution" has the meaning given to that term in Article 8.8(a).

“State” means a state or territory of the Commonwealth of Australia.

“Treasurer” means the person holding office under this Constitution as treasurer of the Society.

### **3 ARTICLE 3: Objects and Powers of the Society**

#### **3.1 Objects**

The objects of the Society are to:

- (a) promote the highest standards of clinical nutrition by all disciplines to alleviate malnutrition in the community and improve standards in the practice of Clinical Nutrition;
- (b) encourage education and professional competence in the scientific field of Clinical Nutrition;
- (c) provide professional communication through scientific publications and meetings by providing opportunity for the membership to present and discuss clinical studies and research in Clinical Nutrition;
- (d) promote interest in research in Clinical Nutrition;
- (e) collaborate with international and other regional societies, organisations and professions interested in Clinical Nutrition; and
- (f) provide expert advice and advocate to governmental and other bodies on matters pertaining to Clinical Nutrition.

#### **3.2 Powers**

For the purposes of carrying out its objects, the Society has the powers provided for at law and, subject to the Act, the following powers:

- (a) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (b) to invest any money of the Society in such manner as may from time to time be determined;
- (c) to take steps to procure contributions to the Society whether by way of donations, sponsorships, subscriptions, testamentary bequests or otherwise;
- (d) to enter into arrangements or agreement with, join in, and grant affiliation to any other society, amalgamation of societies, association, institution or company having objects similar to the Society;
- (e) to do all such other lawful things as the Society may from time to time think incidental or conducive to the attainment of the objects of the Society or any one of them; and
- (f) to carry out all or any of the objects of the Society in any State and New Zealand or elsewhere.

#### **4 ARTICLE 4: Income and Property**

(a) The income and property of the Society will be applied solely towards the promotion of the objects the Society as set out in this Constitution.

(b) No portion of the income and property of the Society will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Society.

(c) Nothing in this Constitution prevents the payment in good faith of remuneration to:

- (i) any Councillor or officer of the Society; or
- (ii) any other person whether a member of the Society or not,

for the carrying out or giving effect to any of the objects of the Society.

#### **5 ARTICLE 5: Dissolution**

(a) Subject to the Act, the Society may, by Special Resolution, resolve that it be dissolved.

(b) If upon the dissolution of the Society any property remains, after the satisfaction of all its debts and liabilities, that property will:

- (i) be given or transferred to any one or more associations, societies, institutions or companies whose:
  - (A) objects are similar to the objects of the Society; and
  - (B) income and/or property is not permitted to be distributed to its members to an extent at least as great as is imposed on the Society under this Constitution; and
- (ii) not, under any circumstances be paid to or distributed amongst the members of the Society, except as permitted under the Act.

#### **6 ARTICLE 6: Membership**

##### **6.1 Classes of Membership**

(a) Members of the Society shall be medical practitioners, scientists, dietitians, pharmacists, qualified nurses, other professionally qualified persons and students actively engaged in the field of Clinical Nutrition and subscribing to the purposes of the Society and agreeing to abide by the Constitution.

(b) There shall be four classes of membership namely:

- (i) active members;
- (ii) student members;
- (iii) honorary members; and
- (iv) life members.

## **6.2 Active Members**

(a) An active member is a person who, at the time they become a member, is actively engaged in the scientific field of Clinical Nutrition.

(b) An active member is entitled to:

- (i) receive notice of all general meetings; and
- (ii) attend, speak and vote at general meetings.

## **6.3 Student Members**

(a) A student member is a person who, at the time they become a member, is enrolled and engaged in full-time study, which in the opinion of the Council is relevant study.

(b) A student member is entitled to:

- (i) receive notice of all general meetings; and
- (ii) attend, speak and vote at general meetings.

## **6.4 Honorary Members**

(a) Any person distinguished in the field of Clinical Nutrition who has made material contributions to the advancement of Clinical Nutrition and who, in the opinion of the Council, is worthy of such distinction, may be nominated by the Council to become an honorary member. This nomination must be confirmed by an Ordinary Resolution at the next annual general meeting of the Society.

(b) An honorary member is entitled to:

- (i) notice of all general meetings; and
- (ii) attend and speak at general meetings,

but is not entitled to vote.

## **6.5 Life Members**

(a) Any person who, in the opinion of the Council, has made an outstanding contribution to the Society may be nominated by the Council to become a life member. This nomination must be confirmed by an Ordinary Resolution at the next annual general meeting of the Society.

- (b) A life member is entitled to:
  - (i) receive notice of all general meetings; and
  - (ii) attend, speak and vote at general meetings.

## **6.6 Application for Membership**

- (a) A person is eligible to become a member of the Society if they:
  - (i) are qualified in the manner described in Article 6.1(a); and
  - (ii) satisfy the criteria in either Article 6.2(a), 6.3(a), 6.4(a) or 6.5(a) (as applicable).
- (b) All applications for membership of the Society as an active member or a student member must be submitted in writing by the applicant to the Secretary in the manner and form proposed by the Secretary from time to time.
- (c) A person shall become a member of the Society upon the following:
  - (i) for active members or student members:
    - (A) the applicant's application being processed; and
    - (B) the applicant being notified that their membership is active; and
  - (ii) for honorary members or life members:
    - (A) the passing of the Ordinary Resolution required under Article 6.4(a) or 6.5(a), respectively; and
    - (B) the prospective honorary member or life member being notified that their membership is active.

## **6.7 Privileges, Duties and Voting**

- (a) All active, student and life members are:
  - (i) each entitled to one vote; and
  - (ii) eligible to serve as a Councillor or the Public Officer.
- (b) Honorary members, whilst they may speak to a motion, are not entitled to vote.
- (c) Proxy voting will be permitted, providing that the member appoints the proxy in accordance with Article 8.10.
- (d) In the case of an equality of votes, the Chair shall be entitled to a second or casting vote.

## **6.8 Termination**

(a) Membership of the Society shall be terminated automatically upon:

- (i) the resignation of a member, effected by notice in writing to the Secretary;
- (ii) a determination by the Council that an active member or a student member did not satisfy the membership requirements under Article 6.2(a) or Article 6.3(a), respectively, at the time of their application under Article 6.6(b);
- (iii) the revocation or suspension of a member's professional licence or such other qualifications as the Council shall consider are necessary prerequisites to membership; or
- (iv) in the case of an active member or student member, the failure by such a member to pay the annual subscription described in Article 7 or any other subscriptions, levies or dues duly levied by the Council or the Society in accordance with this Constitution, or otherwise notified in writing, within three months from the due date for payment.

(b) A person whose membership of the Society is terminated under this Article may re-apply to become a member under Article 6.6.

## **6.9 Register of Members**

A register of members must be kept and maintained, specifying all information provided to the Society by members when applying for membership including, but not limited to:

- (a) the name and address of each member;
  - (b) the date on which each member was admitted to the Society;
  - (c) the date of resignation of a member; and
  - (d) the date of and reason(s) for the termination of a membership,
- (as applicable).

## **7 ARTICLE 7: Dues**

### **7.1 Annual Subscriptions**

(a) Annual subscriptions shall be payable by active members and student members of the Society. Honorary members and life members shall be exempt from payment of subscriptions.

(b) The subscription fees for active members and student members:

- (i) shall be determined by the Council and approved by an Ordinary Resolution at an annual general meeting; and



- (ii) will be payable on the date as determined by the Council from time to time.

(c) The amount of the annual subscription shall also include a subscription to any publication of the Society.

## **8 ARTICLE 8: Meetings of the Society**

### **8.1 Annual General Meetings**

(a) The Council shall call an annual general meeting in accordance with the Act and this Constitution.

(b) The annual general meeting shall be held within five months after the end of the Financial Year.

(c) In addition to any other business requiring consideration, the business of an annual general meeting is to include the following:

- (i) confirmation of the minutes of the previous annual general meeting and any special general meeting held since that meeting;
- (ii) consideration of the reports received by the Council in relation to the activities of the Society during the preceding financial year; and
- (iii) election of the Councillors.

### **8.2 Special General Meetings**

(a) The Council may call a special general meeting of the Society at any time.

(b) The Council must, on the written requisition of at least 20% of the members of the Society who are entitled to vote at meetings, convene a special general meeting of the Society for the purpose specified in the requisition.

(c) Every written requisition for a special general meeting shall state the purpose of the meeting and must be signed by the relevant members.

(d) If the Council fails to convene a special general meeting within one month of the requisition, any one or more of the members who made the original requisition may convene a special general meeting. A special general meeting convened by members will be convened in the same manner, or as close as practical, as a general meetings of the Society convened by the Council. Any member who consequently incurs expenses in convening and conducting such a meeting is entitled to be reimbursed by the Society for those expenses.

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

At least 21 days notice of any general meeting shall be given to the members of the Society. The notice must set out where and when the meeting will be held, and the general nature and order of the business to be transacted at the meeting.

### **8.4 Quorum**

10% of the active members and life members of the Society present (personally or by proxy) at any general meeting shall constitute a quorum.

### **8.5 Proceeding at General Meetings**

(a) Subject to Article 8.5(b), the Chair is entitled to preside as chair at every general meeting.

(b) Where a general meeting is convened and:

- (i) there is no Chair; or
- (ii) the Chair is not present within 15 minutes after the time appointed for the meeting, or does not wish to act as chair of the meeting,

the Councillors present may choose one of their number to be Chair of the meeting, or in the absence of all Councillors or if none of the Councillors present wish to act, the members present must elect one of their number to be chair of the meeting.

(c) The general conduct of each general meeting and the procedures to be adopted at the meeting are as determined at, during or prior to, the meeting by the Chair.

(d) At any time the Chair considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote.

### **8.6 Motions**

All motions for consideration at a general meeting must be duly proposed and seconded, and provided to the Secretary at least 45 days prior to a general meeting. Responsibility for the delivery of the notice of motion shall be that of the proposer.

### **8.7 Voting**

(a) Every member of the Society, who has the right to vote, has one vote only, except as otherwise provided in this Constitution.

(b) Subject to this Constitution, a question for decision at a general meeting of the Society, other than a Special Resolution, must be passed as an Ordinary Resolution.

(c) Unless a poll is demanded under Article 8.9(a), a question for decision at a general meeting must be determined by a show of hands.

## **8.8 Special and Ordinary Resolutions**

(a) A special resolution is a resolution passed at a duly convened meeting of the Society if:

- (i) it is passed at a meeting of the members of the Society by a majority which comprises at least three quarters of the members of the Society that are entitled under this Constitution to vote on the resolution, who vote in person or by proxy; and
- (ii) the written notice of meeting, provided in accordance with Article 8.3, specifies the intention to propose the resolution as a special resolution and states the resolution,

**(Special Resolution).**

(b) An ordinary resolution is a resolution passed by a simple majority of members of the Society that are entitled to vote under this Constitution (**Ordinary Resolution**).

## **8.9 Poll**

(a) A poll may be demanded by the Chair or at least five members of the Society present in person or by proxy.

(b) When a poll is demanded, the poll must be taken:

- (i) immediately, in the case of a poll that relates to the election of the Chair or the question of an adjournment; and
- (ii) in any other case, in the manner specified that the Chair directs, before the close of the meeting.

## **8.10 Proxies**

Each member is entitled to appoint another member or the Chair to be their proxy by notice in writing to the Secretary at least 48 hours before a general meeting.

# **9 ARTICLE 9: Council and Office Bearers**

## **9.1 Powers**

Subject to the Act, this Constitution and any resolution passed by the Society in a general meeting, the Council:

- (a) shall control and manage the affairs of the Society;
- (b) shall control and manage the funds and other property of the Society;
- (c) has the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Society on which this Constitution is silent;

(d) may exercise all the functions that may be exercised by the Society, other than those functions required by this Constitution to be exercised by a general meeting of members;

(e) may delegate such duties as it may determine to sub-committees of members of the Council, or other members of the Society; and

(f) may, from time to time, make such by-laws as the Council considers necessary for the attainment of the Society's objects. In the event of any inconsistency between the by-laws and this Constitution, the provisions of this Constitution will prevail.

## **9.2 Council**

(a) The Council shall consist of at least six Councillors, including the Office Bearers.

(b) No more than half of the Councillors shall reside in a single State or New Zealand at any one time.

## **9.3 Election of the Council**

(a) Subject to Article 9.3(c), an election of the Council shall occur every three years at the annual general meeting of the Society.

(b) Nomination for election to Council shall be made in writing by the nominee to the Secretary at least 45 days before the relevant annual general meeting of the Society. The nomination must be signed by the person as nominee and by two seconders, who must be either active members or life members of the Society.

(c) A casual vacancy occurring in the Council may be filled at the discretion of the Council. That person shall hold office until the next annual general meeting and shall be eligible for election to the Council without nomination.

## **9.4 Office Bearers**

(a) The office bearers of the Society are:

- (i) the President;
- (ii) the Secretary; and
- (iii) the Treasurer,

**(Office Bearers).**

(b) The Councillors must appoint, among themselves, the Office Bearers within 14 days of the annual general meeting of the Society being held, provided that the Councillors appointed give the Society their prior signed consent to act as the Officer Bearer that they have been appointed to act.

(c) The Council must notify the members of the Society of the names of the Office Bearers as soon as practicable after the appointment of the Office Bearers.

(d) Subject to this Constitution, each Office Bearer holds office until the next annual general meeting, but is eligible for re-appointment as an Officer Bearer.

(e) The Council may appoint a Councillor to fill a casual vacancy of an Office Bearer and the Councillor so appointed shall hold office until the next annual general meeting.

## **9.5 Resignation from the Council**

(a) Any Councillor may resign from their position on the Council by providing the Secretary with written notice of their resignation.

(b) Subject to Article 9.5(c), the Councillor who has provided a notice of resignation under Article 9.5(a) will cease to be a Councillor, effective immediately.

(c) The Council may, in good faith, require the resigning Councillor to complete any duties which were being completed by the resigning Councillor at the time of their resignation, or otherwise assist the incoming Councillor with the transition process.

## **9.6 Removal of a Councillor**

(a) Subject to giving a Councillor an opportunity to be heard or to make a written submission, the Council, except for the Councillor in question, may resolve to remove a Councillor from the Council upon the Councillor:

- (i) engaging in misconduct that the Council determines is detrimental to the interests of the Council; or
- (ii) failing to perform their role to an appropriate standard on a consistent basis.

(b) Particulars of the removal shall be communicated to the Councillor at least one month before the Council meeting at which the matter will be determined. The Councillor shall not attend that Council meeting.

(c) The determination of the Council shall be communicated to the Councillor, and in the event of an adverse determination, the Councillor shall, subject to Article 9.5(d), cease to be a Councillor immediately after the Council has communicated its determination to the Councillor.

(d) It shall be open to a Councillor to appeal their removal to the Society at a general meeting. The intention to appear must be communicated to the Secretary within 14 days after the determination of the Council has been communicated to the Councillor.

(e) In the event of an appeal under Article 9.5(d), the appellant may be reinstated to their position on the Council if the determination of the Council is not upheld by the members of the Society in a general meeting after the appellant has been heard by the members of the Society.

## **9.7 Vacancy**

For the purpose of this Constitution, the office of a Councillor (including an Office Bearer) becomes vacant if the Councillor:

- (a) ceases to be a member of the Society;
- (b) resigns in accordance with Article 9.5(a);

- (c) is removed as a Councillor under Article 9.5;
- (d) is permanently incapacitated by ill health or dies;
- (e) is absent without apology for more than four Council meetings in a Financial Year; or
- (f) becomes an "insolvent under administration" within the meaning of the Act or is otherwise disqualified from being a Councillor under the Act.

## 9.8 Public Officer

(a) The Council must appoint a public officer, and must ensure that the Society must not be without a public officer for a period longer than one month, or as required by the Act.

(b) The Public Officer:

(i) must be:

(A) a natural person over the age of 18;

(B) a resident of South Australia; and

(C) a member of the Society; and

(ii) may hold any office of the Society except auditor,

but need not be a Councillor.

(c) Within one month after the election of a new Public Officer or after a change in address of the Public Officer, the Society must give notice of the change in the appropriate form to Consumer and Business Services, or as required by the Act.

(d) If the Public Officer ceases for any reason to be the Public Officer, the Council shall within 14 days thereafter appoint a new Public Officer who shall hold office until the next annual general meeting of the Society.

(e) The Public Officer shall cease to hold that office immediately if they cease to be a resident of South Australia, become bankrupt, or is sentenced to a term of imprisonment.

## 9.9 Meetings of the Council

(a) A quorum at the meeting of Council shall be three Councillors.

(b) The President shall preside as chair at each Council meeting and the Treasurer is appointed as the deputy chair (**Chair**).

(c) Where a Council meeting is held and the Chair is not present within 15 minutes of the time appointed for the holding of the meeting or does not wish to chair the meeting, the Councillors may elect one of their number to be chair of the meeting.

(d) Questions arising at any meeting of the Council shall be decided by a simple majority of votes of the Councillors and in the event of equality of votes the Chair shall have a casting vote in addition to a deliberative vote.

## **10 ARTICLE 10: Minutes of Proceedings**

(a) The Secretary is responsible for:

- (i) keeping proper minutes of all proceedings of general meetings and meetings of the Council; and
- (ii) entering in such minutes in books kept for that purpose.

(b) The minutes kept pursuant to this Article 10 must be:

- (i) confirmed by the members of the Society or the Council (as applicable) at a subsequent meeting; and
- (ii) signed by the Chair of the next meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed.

## **11 ARTICLE 11: Financial Reporting**

(a) The financial year of the Society commences on 1 January and ends on 31 December of each year, or such other dates as the Council may notify in writing from time to time (**Financial Year**).

(b) 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 in accordance with the Act.

(c) Accounts for the Financial Year shall close on the last day of the relevant Financial Year.

(d) Independently audited accounts of the Society shall be submitted to the Society by the Treasurer at each annual general meeting.

## **12 ARTICLE 12: Notices**

(a) A notice given under this Constitution is validly given to a member of the Society if it is:

- (i) handed to the member concerned;
- (ii) posted by ordinary post to the address appearing in the register of members or the members' last known address;
- (iii) sent by email to the members' last known email address; or
- (iv) given in such other manner as the Council determines.

(b) A notice, application, nomination or other document given under this Constitution is validly given to the Society or the Secretary (as required under this Constitution) if it is delivered by hand or email, or posted by ordinary post to the address set out below:

Australasian Society for Parenteral and Enteral Nutrition  
Suite J, Building 3, 19 Bruce St  
Morningson 3931 VIC  
AUSTRALIA  
Attention: Secretary of the Society for Parenteral and Enteral  
Nutrition

Email: admin@auspen.org.au

or such other address as the Council may notify.

(c) A notice will be deemed to be duly given:

- (i) on the day of delivery by hand;
- (ii) five days after the date of posting by ordinary post; or
- (iii) if sent by email, at the time when the email is sent (unless the sender receives a delivery failure notification indicating that the email has not been delivered to the addressee),

as the case may be.

### **13 ARTICLE 13: Amendment of Constitution**

(a) This Constitution may be added to, repealed or amended by Special Resolution of the members of the Society at an annual general meeting or a special general meeting.

(b) Any alternation to this Constitution shall be registered with Consumer and Business Services as required by the Act.

### **14 ARTICLE 14: Indemnity of Officers**

The Society may indemnify any Councillor, or other officer of the Society out of the property of the Society against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:



(c) the Society is forbidden by statute to indemnify the person against the liability or legal costs; or

(d) an indemnity by the Society of the person against the liability or legal costs would, if given, be made void by statute.

**15      ARTICLE 15: Execution of Documents and the Seal**

(a) The Society may execute a document if the document is signed by any person acting under the authority of the Society, whether express or implied.

(b) The Society shall have a seal, which shall be in the custody of the Council. The seal shall not be affixed to any instrument except by authority of a resolution of the Council and in the presence of at least two Councillors. Every use of the seal shall be recorded in the minute book of the Society.