

Annexure A

Constitution of the Australasian Neurogastroenterology and Motility Association Inc

1. Name

The name of the incorporated association is the Australasian Neurogastroenterology and Motility Association Inc referred to herein as 'the Association'.

2. Definitions

The term "Committee" means the Committee of management of the Association

The term "Representative" means the members of the Committee

The term, 'general meeting' means a general meeting of members of the Association that has been convened in accordance with these rules

The term 'member' means a current member of the Association, according to these rules

The term, 'the Act' means the Associations Incorporation Act 1985 of South Australia

The term 'special resolution' means a special resolution defined in the Associations Incorporation Act 1985 of South Australia

The term 'month' shall mean a calendar month.

3. Objects or purposes of the Association

The objects of the Association are the advancement of neurogastroenterology and motility research and clinical practice, by facilitating the dissemination of scientific information about neurogastroenterology and motility, by conducting clinical and scientific meetings, seminars and lectures, assisting with education of researchers, clinicians and patients and acting as an advocate for neurogastroenterology and motility with government and other scientific and medical institutions.

4. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act.

5. Membership

5.1 Types

a. There shall be four classes of Membership of the Association – Ordinary Members, Student Members, Honorary Members, and Sponsoring Members

b. Any person, with a professional interest research and/or clinical care, whether it be medical, surgical or allied health care in neurogastroenterology or motility, who supports the objects of the Association and agrees to be bound by its rules, may submit an application on the form approved by the Committee to become an Ordinary Member of the Association, provided this application is accompanied by payment of an annual subscription of an amount determined by the Committee. The application will be considered by the Committee and if approved, the applicant shall become an Ordinary Member.

c. Any student, enrolled in a registered tertiary education institution, who is studying half time, or greater proportion in an area relevant to neurogastroenterology or motility, who supports the objects of the Association and agrees to be bound by its rules, may submit an application on the form approved by the Committee to become a Student Member of the Association, provided this application is accompanied by payment of an annual subscription of an amount determined by the Committee. The application will be considered by the Committee and if approved, the applicant shall become an Student Member until the end of the financial year when their studies cease.

d. Distinguished scientists or clinicians, who have rendered notable service to the

Association or to the fields of neurogastroenterology and motility shall be eligible for honorary membership of the Association. Candidates to be elected to this position must be nominated by the Committee and elected by a majority of members voting at the Annual General Meeting of the Association. Honorary membership shall be tenable for the lifetime of the member.

e. Ordinary Members, Student members, Honorary Members and representatives of Sponsoring Members shall be entitled to vote at Annual General Meetings and Special General Meetings

f. Sponsoring Membership of the Association shall be open to any interested organization or company, upon approval by the Committee, and payment of an annual subscription as is from time to time determined by the Committee.

g. The privileges of Sponsoring Members shall be:

(i) to be listed in publications distributed within the Association;

(ii) to designate one representative to act on its behalf as an individual Member of the Association for the purpose of voting and exercising other privileges identical to those of Ordinary Members;

(iii) to exhibit its products at meetings of the Association, under conditions to be determined by the Committee.

5.2 Subscriptions

a. The subscription fees for membership shall be such sum (if any) as the Committee shall determine from time to time.

b. The subscription fees shall be payable annually within six months of the beginning of the financial year of the Association, or at a time that the Committee determines.

c. Any member whose subscription is outstanding for more than six months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association.

5.4 Expulsion of a member

a. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.

c. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the Committee has communicated its determination to the member.

d. It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.

e. In the event of an appeal under 5.4d above, the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

5.5 Register of members

A register of members shall be kept by the Public Officer and shall contain:

- i) the name and address of each member
- ii) the date on which each member was admitted to the Association, and
- iii) if applicable, the date of and reason(s) for termination of membership.

6. The Committee

6.1 Powers and duties

a. The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

b. The Committee has the management and control of the funds and other property of the Association.

c. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

d. The Committee shall appoint a public officer as required by the Act and notify any change in the identity or address of the public officer within one month after the change with the appropriate authority (currently Consumer and Business Services, South Australia). The public officer shall be a resident of South Australia.

6.2 Appointment

a. The Committee shall be comprised of a President, President-Elect, Honorary Secretary, Honorary Treasurer and six Committee members. All shall serve in an honorary capacity. The President shall chair all meetings of the Committee and Association when present, and shall be considered the main spokesperson and representative of the Association. The Honorary Secretary shall keep the records of all meetings of the Association, maintain communication with members and handle nominations for voting for membership of the Committee. The Honorary Treasurer shall keep records of all financial transactions of the Association, and, where appropriate, arrange the auditor's report and present it with a financial report at the Annual General Meeting.

b. A Committee member shall be a natural person.

c. The promoters of the Association shall appoint a full complement of the first Committee, who shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the Committee, who shall be chosen by ballot, shall retire from the Committee. At each subsequent Annual General Meeting one half of the members of the Committee, being the members who have just served a full, two year term, shall retire.

d. On being elected, members of the Committee shall hold office for 2 years (with the exception of the appointed members of the first Committee). They will be eligible for re-election for up to 3 consecutive terms. At the end of this period they will be ineligible to be members of the Committee for 1 year unless they are the President Elect, who will take over as President from the next Annual General Meeting for a period of two years.

e. Not less than 2 months before the expiration of a term of office the Secretary shall notify members of the impending vacancy or vacancies and call for nomination of candidates for the position or positions within a period of 1 month.

f. A retiring Committee member shall be eligible to stand for re-election without nomination (provided they meet the condition of 6.2d.). No other person shall be eligible to stand for election unless a paid-up member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Association on the appropriate form. The nomination shall be signed by the proposer and by the nominee. The nominee must be a paid-up ordinary member of the Association at the time of nomination. In this written nomination, the candidate shall indicate whether they wish to be considered as a "clinical" or "non-clinical" member of the Committee. When votes are counted, the "clinical" nominee (if there is any) with the largest numbers of valid votes shall be appointed to a 2 year term. Likewise, the

“non-clinical” candidate (if there is any) with the largest number of valid votes shall be appointed to a 2 year term to the Committee. The remaining positions shall be filled by the next candidates, either listed as “clinical” or “non-clinical” who receive the next largest numbers of valid votes until all vacant positions are filled. In the event that two candidates for a single position on the Committee receive an identical number of votes, the President of the Association shall have a casting vote. Failure to secure either a “clinical” or a “non-clinical” member by this means shall not invalidate the election and the powers of the Committee shall be unaffected by any such failure.

g. After election, the new Committee shall appoint one of its members to be Secretary and another member to be Treasurer. If more than one member applies for either office, a ballot of Committee members shall be held. In case of a tied result, the President shall have a casting vote. If no member of the Committee agrees to take on one of these roles, a member of the Association who does agree to take on the role may be co-opted

h. In the case of election of the President of the Association, nomination and the election shall happen before the Annual General Meeting at which the current President Elect shall take over as President. The President's position shall alternate, where possible, between a "clinical" and "non-clinical" member. Only nominations that are in the appropriate category of "clinical" or "non-clinical" shall be put to the vote. If no nominations of the appropriate category of "clinical" or "non-clinical" is received by the closing date, then nominations will be called for again, and all nominated members will be eligible candidates. The candidate with the largest number of votes shall be named as President-Elect at the Annual General Meeting that follows the vote. The President-Elect shall then become a full member of the Committee for the next two years and shall take over the office of President at the end of the Annual General Meeting at which the Current President retires.

i. The election for the Committee shall take place at or before the Annual General Meeting and the successful candidates shall take up their roles at the end of the next Annual General Meeting.

j. Notice of all persons seeking election to the Committee shall be communicated to all members of the Association with the notice calling the Annual General Meeting at which the election is to take place. The method of voting shall be decided by the Committee; and may involve a postal ballot of members, or voting by email, or a show of hands or by other means considered appropriate by the Committee. The Committee may decide that the vote occur prior to the Annual General Meeting or at the Annual General Meeting.

k. The Committee may appoint an ordinary member of the Association to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Committee without nomination.

l. The Committee may, from time to time, co-opt members of the Association to be members of the Committee provided that the total number of co-opted members does not exceed 3 at any time. Co-opted members shall cease to hold office at the next Annual General Meeting, and may be co-opted again by decision of the Committee.

m. If the President does not carry out his/her duties to a satisfactory standard for a period exceeding 3 months, due to illness or other reasons, the Committee may dismiss the President from office by moving a vote of no-confidence at a formal meeting of the Committee. This must be supported by more than 75% of the full membership of the Committee.

6.3 Proceedings of Committee

a. The Committee shall meet together for the dispatch of business at least once per year before the Annual General Meeting, either in person or by electronic connection

b. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

The President shall act as the Chairperson for all meetings of the Committee. If the President is not present, the President-Elect shall act as Chairperson. If neither President nor

President-Elect is present the Secretary shall act as Chairperson and if none of these 3 the Treasurer shall act as Chairperson. If none of these four office-holders is present, the rest of the Committee shall elect a chairperson from amongst themselves.

c. A quorum for a meeting of the Committee shall be six members of the Committee who may be present in person or attending by electronic connection.

d. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

6.4 Disqualification of Committee members

The office of a Committee member shall become vacant if a Committee member is:

- disqualified from being a Committee member by the Act or
- expelled as a member under these rules or
- permanently incapacitated by ill health or
- absent without apology from more than four meetings in one financial year or is
- no longer the duly appointed representative of a corporate member.

6.5 Local Committees

a. The Committee of the Association may appoint a Local Organising Committee from members of the Association for special purposes, including assisting with the organisation of scientific meetings.

b. The Committee (of the Association) may assign funds to the Local Organising Committee to meet its goals. The Local Organising Committee shall maintain proper records of the receipt and expenditure of the monies so allocated and shall account for the monies according to the direction of the Committee (of the Association).

c. The Committee may also appoint a member of the Association, including a member of the Committee, to liaise with another professional society or body on behalf of the Association, but the Committee shall retain all management and control of the Association's affairs. The appointment of a member to such a liaison role shall last for 1 year but may be renewed annually at the decision of the Committee.

7. The seal

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two of the following: the chairperson, the secretary or the treasurer.

The common seal shall normally be kept in the custody of the Secretary.

8. General meetings

8.1 Annual general meetings

a. The Committee shall call an annual general meeting in accordance with the Act and these rules.

b. The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within twelve months after the end of its financial year.

c. The order of the business at the meeting shall be:

i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting(s) held since that meeting

ii) the consideration of the accounts and reports of the Committee and the auditor's report (if auditor's report is required)

- iii) the election of Committee members
- iv) the appointment of auditors (if required - see rule 11.5)
- v) any other business requiring consideration by the Association in general meeting.

8.2 Special general meeting

- a. The Committee may call a special general meeting of the Association at any time.
- b. Upon a requisition in writing of not less than 15% of the total number of ordinary members of the Association, the Committee shall, within one 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 shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of general meetings

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall 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 shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members or by email to the member's email address listed on the membership form.
- d. Where a notice is sent by post: i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- a. Fifteen members, who may include members of the Committee shall constitute a quorum for the transaction of business at any general meeting. The Committee may decide, prior to the meeting, to allow members to attend by electronic connection (Skype, video-conferencing, telephone-conferencing or other means considered acceptable by the Committee) if the Committee arranges for appropriate facilities to be available for the duration of the meeting. Members attending by electronic connection shall count towards the quorum.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 8.4d, the President shall preside as chairperson at a general meeting of the Association.
- d. If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the President-Elect shall chair the meeting. If neither President nor President-Elect chairs the meeting, the Secretary shall chair it; if none of these 3 is available, the Treasurer shall chair it. If none of these 4 is available, the members may choose a Committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- a. Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at general meetings

- a. If a poll is demanded by at least five 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.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a. A special resolution as defined in the Act is one in which:
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association; and
 - (ii) it is passed by a majority of not less than three-quarters of members present at that meeting who are eligible to vote at that meeting.
- b. The constitution may be amended by a special resolution of the Association.
- c. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

Proxy voting is not permitted by the Association

9. Minutes

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

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 - (i) a member and another member
 - (ii) a member and the Association

b. 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.

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.

d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

e. Where the Committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Association, the rules of natural justice must be observed.

11. Financial reporting

11.1 Financial year

The first financial year of the Association shall be the period ending on the next 31st December following incorporation, and thereafter a period of 12 months commencing on 1st January and ending on 31st December of each year.

11.2 Accounts to be kept

a. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

b. The funds of the Association shall be deposited in a bank account, or in several bank accounts, on behalf and in the name of the Association.

c. Payments by the Association shall be authorized by the President or the Secretary or the Treasurer and one other elected member of the Committee.

d. The Committee will choose a suitably qualified person under the Act to be auditor of the Association and will announce this at the annual general meeting.

e. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

f. The auditor's report for the previous year's accounting period shall be presented to the Association at the annual general meeting by the Treasurer.

11.3 Accounts and reports to be laid before members

The accounts of the Association will be presented to the members at the Annual General Meeting by the Treasurer or another member of the Committee if the Treasurer cannot attend.

11.4 Appointment of auditor

The finances of the Association shall be audited annually by a suitably qualified person as designated in the Act:

a. The Committee shall appoint a suitably qualified person under the Act to be auditor of the Association for the next financial year

b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

c. If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

d. The auditor's report for the most recently completed financial year shall be presented at the Annual General Meeting by the Treasurer.

e. If the Association qualifies as a Prescribed Association (by having an income exceeding \$500,000 in one year, excluding subscriptions) an annual (periodic) return shall be lodged with CBS within six months after the end of the financial year. It will be accompanied by a copy of the accounts, the auditor's report, the Committee's statement, and the Committee's report as described in section 36(1) of the Act.

12. Prohibition against securing profits for members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

13. Winding up

- a. The Association may be wound up in the manner provided for in the Act.
- b. The members shall not be liable to contribute towards payment of the debts and liabilities of the Association upon a winding up of the costs, charges and expenses of such a winding up.

14. Application of surplus assets

a. If after the winding up of the Association there remain 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The Association may determine to distribute surplus assets to nominated charities.

b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15. Rules

The rules in this Constitution may be altered (including an alteration to the Association's name) by special resolution of the members of the Association.

- a. This includes rescission or replacement by substitute rules.
- b. The alteration shall be registered with CBS, Corporate Affairs Commission within 3 months of the special resolution being passed.
- c. The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.