

RULES OF ASSOCIATION

THE AUSTRALIAN & NEW ZEALAND WORKING GROUP OF CARDIOVASCULAR MAGNETIC RESONANCE INC.

Incorporated pursuant to the
Associations Incorporation Act 1985 (SA)

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RULES OF ASSOCIATION

1. NAME

The name of the incorporated association is "The Australian & New Zealand Working Group of Cardiovascular Magnetic Resonance Inc.", referred to herein as the "**Working Group**".

2. DEFINITIONS

"**Auditor**" means any Certified Practicing Accountant that satisfies the requirements under sections 35(2)(b) and 35(4) of the Act.

"**Executive Committee**" means the committee of management for the Working Group comprised of Executive Committee Members.

"**Executive Committee Member**" means each of the elected President, Vice-President, Secretary/Treasurer and the immediately preceding President.

"**Financial Year**" has the meaning given to it in clause 11.1.

"**General Meeting**" means either an annual general meeting or special general meeting of the Working Group convened in accordance with these rules, but excludes a meeting of the Executive Committee.

"**Member**" or "**Class of Membership**" includes a current Regular Member, Trainee Member or Technologist Member of the Working Group.

"**Membership Committee**" means a standing committee created from time to time by Ordinary Resolution of the Working Group, in which at least 3 Members are appointed for a period of 2 years.

"**month**" means a calendar month.

"**Nominating Committee**" means a standing committee created from time to time by Ordinary Resolution of the Working Group, in which at least 2 Members are appointed for a period of 1 year.

"**Office**" means the principal office of the Working Group which shall be located at the main office of the President from time to time or as the Executive Committee may otherwise decide.

"**Ordinary Resolution**" means a resolution that is passed by a simple majority at a General Meeting.

"**Public Officer**" means a Member appointed to fulfil the duties and obligations of the role as stated in the Act.

"**Regular Member**" means a member who is not a Trainee Member or Technologist Member.

"Special Resolution" means a resolution that is passed at a duly convened General Meeting of the Working Group, in which 30 days notice specifying the intention to propose the resolution as a Special Resolution has been given to all Members, and at the General Meeting the resolution is passed by a majority of at least 75% of Members eligible to vote.

"Subscription Period" means from 1 January to 31 December in any given year.

"Technologist Member" means a member who is a Technologist.

"the Act" means the *Associations Incorporation Act 1985* (SA).

"Trainee Member" means a member who is in training as a physician or scientist.

3. OBJECTS OF THE WORKING GROUP

- 3.1 The central object of the Working Group is to promote, finance, facilitate, undertake and/or disseminate research and information relating to the use of, and continuing education in, Cardiovascular Magnetic Resonance in health care in Australia.
- 3.2 The Working Group will advance its central object by the following means:
- (a) accepting and soliciting grants and donations;
 - (b) making and accepting grants for continuing education in relation to Cardiovascular Magnetic Resonance;
 - (c) to guide the delivery of educational resources and training to Members in relation to Cardiovascular Magnetic Resonance including to foster optimal clinical effectiveness;
 - (d) to encourage high standards in the practice of Cardiovascular Magnetic Resonance;
 - (e) to develop and maintain relationships with the Cardiac Society of Australia and New Zealand, the Society for Cardiovascular Magnetic Resonance and other similar organisations within Australia and overseas;
 - (f) to establish standards for quality assurance and professional training, continued medical education to enhance care and improve quality of Cardiovascular Medical Resonance practice;
 - (g) to provide a forum for scientific exchange and information on Cardiovascular Medical Resonance through for example, conferences, meetings and publication of articles and journals; and
 - (h) to develop Member services, resources and assistance to enhance the development of the field of Cardiovascular Medical Resonance.

4. POWERS OF THE WORKING GROUP

The Working Group will have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1 Membership

To become a Member of the Working Group the applicant must:

- (a) support the objects of the Working Group;
- (b) submit an application form in writing in the format prescribed by the Executive Committee from time to time;
- (c) satisfy the other requirements determined by the Executive Committee from time to time; and
- (d) agree to be bound by the Rules of Association for the Working Group.

5.2 Types of Membership

If the application is accepted by the Executive Committee or Membership Committee, and upon payment of the prescribed subscription fee, the applicant will be either a:

- (a) Regular Member;
- (b) Technologist Member; or
- (c) Trainee Member.

The qualifications, experience and other criteria and prescribed subscription fee required for each Class of Membership will be as determined by the Executive Committee from time to time.

5.3 Membership Rights

All Members of the Working Group will have the following rights:

- (a) to attend at all General Meetings;
- (b) to vote at all General Meetings including in respect of the appointment of an Executive Committee Member;
- (c) to stand for election as an Executive Committee Member; and
- (d) access to secure "member only" areas on the Working Group's website (when operational).

5.4 **Subscriptions**

- (a) Subscription fees for each Class of Membership will be set at meetings of the Executive Committee.
- (b) Subscription fees will be payable in respect of a Subscription Period on the 1st day of that Subscription Period.
- (c) New Members joining after the commencement of a Subscription Period will have their subscription fees calculated on a pro-rata basis.
- (d) Any Member whose subscription is outstanding for more than 3 months after the due date for payment will cease to be a Member of the Working Group. The Executive Committee may reinstate such a person's membership on such terms as it sees fit.
- (e) Members will not be liable to pay, nor receive a refund, due to an amendment of the subscription fees, Membership Rights or Class of Membership during the current Subscription Period.

5.5 **Resignations**

- (a) A Member may resign from the Working Group by giving written notice to the Public Officer or Executive Committee Member. Any resigning Member will still be liable for any outstanding subscription fees, which may be recovered as a debt due to the Working Group.
- (b) There will be no refund (in full or part) of subscription fees paid by a resigning Member for the current Subscription Period.

5.6 **Expulsion or Suspension of a Member**

- (a) The Executive Committee may expel or suspend a Member who engages in conduct determined by a majority of the Executive Committee (acting reasonably) to be unethical or detrimental to the objects or interests of the Working Group.
- (b) Particulars of the charge will be communicated to the Member at least 30 days before the meeting of the Executive Committee where the matter will be determined. At the meeting of the Executive Committee, the Member must be given an opportunity to be heard or to make a written submission.
- (c) The determination of the Executive Committee will be communicated to the Member, and in the event of an adverse determination the Member will, subject to clause 5.6(d), cease to be a Member 7 days after the Executive Committee has communicated its determination to the Member.
- (d) The Member may appeal the Executive Committee's decision to expel or suspend their membership at a General Meeting. The intention to appeal will be communicated to the Public Officer or an Executive Committee Member

within 7 days of Executive Committee communicating its determination to the Member.

- (e) In the event of an appeal under clause 5.6(d), the appellant's membership will be suspended until the matter can be determined by the Members of the Working Group in a General Meeting.
- (f) If the majority of Members, after hearing the appellant submissions, uphold the Executive Committee's decision to suspend or expel the appellant then the decision will come into immediate effect.
- (g) The duration and conditions of a Member's suspension will be determined by the Executive Committee in their sole and absolute discretion.
- (h) A Member who is expelled or has their membership suspended under this rule is not entitled to any refund (in full or part) of subscription fees paid for the current Subscription Period.

5.7 Register of Members

A register of Members must be kept and contain:

- (a) the name and address of each Member;
- (b) the date on which each Member was admitted to the Working Group; and
- (c) if applicable, the date of and reason(s) for expulsion or suspension of membership.

6. THE EXECUTIVE COMMITTEE

6.1 Powers and duties

- (a) The affairs of the Working Group will be managed and controlled by the Executive 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 Working Group, and are not by the Act or by these rules required to be done by the Working Group in a General Meeting.
- (b) The Executive Committee has the management and control of the funds and other property of the Working Group.
- (c) The Executive Committee will have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Working Group of which these rules are silent.
- (d) The Executive Committee will appoint a Public Officer as required by the Act. The Public Officer may, but need not, be an Executive Committee Member.

- (e) The Executive Committee may appoint or create such sub-committees it deems necessary or desirable for the pursuit of the objects of the Working Group.
- (f) The President is the chief elected Member of the Executive Committee. The President will have general supervision, direction and control of the Working Group. The President will have all powers necessary to fulfil the duties usually vested in the office of president.

6.2 Appointment

- (a) The Executive Committee will be comprised of the President, Vice-President, Secretary/Treasurer and the immediately preceding President.
- (b) An Executive Committee Member must be a natural person.
- (c) The first Executive Committee of the Working Group will be appointed from the promoters of the Working Group, or be comprised of such persons as hold office prior to incorporation.
- (d) Executive Committee Members will serve a maximum term of 2 years in their position. Their appointment will begin from the inaugural General Meeting of the Working Group or the date of the annual general meeting in which they were elected.
- (e) At the end of the term, the role of President will go to the Vice-President. The President will then occupy the position of immediately preceding President on the Executive Committee.
- (f) Any Member is eligible to stand for election to the Executive Committee as Vice-President or Secretary/Treasurer. An Executive Committee Member is eligible for re-election if the Member is nominated for a position different to their last.
- (g) To stand for election, the Member ("**Nominee**") must be nominated by another Member ("**Proposer**") of the Working Group. The nomination form must be received by the Secretary/Treasurer or Nominating Committee (if applicable) at least 45 days before the General Meeting at which the election is to take place. The nomination form must be signed by the Proposer and Nominee.
- (h) Notice of elections and the Nominees will be given to all Members including details of the time and place where the annual general meeting will occur.
- (i) The Executive Committee may appoint a Member to fill a casual vacancy on the Executive Committee. Notwithstanding clause 6.2(d), the Executive Committee may appoint the Member that formerly occupied that position on the Executive Committee. The Member will continue to hold that position on the Executive Committee until the next annual general meeting and, except

where clause 6.2(d) applies, will be eligible for election to the Executive Committee without nomination.

6.3 **Proceedings at meetings of the Executive Committee**

- (a) The Executive Committee will meet for the dispatch of business at least once during the Financial Year.
- (b) At meetings of the Executive Committee, each Member has 1 vote.
- (c) Matters before the Executive Committee will be decided by a majority of votes, and in the event of equality of votes the President will have the casting vote.
- (d) A quorum for a meeting of the Executive Committee will be at least 50% of the Executive Committee Members.
- (e) Any Executive Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Working Group must disclose the nature and extent of that interest to the Executive Committee as required by the Act and must not vote with respect to that contract or proposed contract. The Executive Committee Member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Working Group.

6.4 **Disqualification of Executive Committee Members**

The position of an Executive Committee Member will become vacant if the Executive Committee Member:

- (a) is disqualified from being an Executive Committee Member by the Act;
- (b) is expelled or suspended as a Member under these rules;
- (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is absent without the permission of the Executive Committee without apology from more than 2 successive meetings;
- (e) resigns his or her office by notice in writing to the Working Group addressed to it at the Office; or
- (f) becomes insolvent under administration or suspends payment of his or her debts.

7. THE SEAL

- 7.1 The Working Group will have a common seal upon which its corporate name will appear in legible characters.
- 7.2 The seal will not be used without the express authorisation of the Executive Committee and every use of the seal will be recorded in the minute book of the Working Group. The affixing of the seal will be witnessed by the President and the Secretary/Treasurer, or the President and the Vice-President.

8. GENERAL MEETINGS

8.1 Annual general meetings

- (a) The Executive Committee will call an annual general meeting in accordance with the Act and these rules.
- (b) The first annual general meeting will be held within 18 months after the incorporation of the Working Group, and thereafter within 5 months after the end of its Financial Year.
- (c) The order of the business at the annual general meeting will be:
- (i) the confirmation of the minutes from the previous General Meeting;
 - (ii) the consideration of the accounts and reports of the Executive Committee and the Auditor's report;
 - (iii) the election of Executive Committee Members (if required);
 - (iv) the appointment of an Auditor (if required); and
 - (v) any other business requiring consideration by the Working Group.

8.2 Special general meeting

- (a) The Executive Committee may call a special general meeting of the Working Group at any time upon the written request of at least 50% of the Members of the Working Group.
- (b) The Executive Committee will, within 45 days of receipt of the Members' request, convene a special general meeting for the purpose specified in that request.
- (c) Every request for a special general meeting will be signed by the relevant Member(s) and will state the purpose of the meeting.

- (d) If a special general meeting is not convened within 1 month, as required by clause 8.2(b), the Members requesting the meeting may convene a special general meeting. This meeting will be conducted in the same manner, as nearly as practicable, as a meeting convened by the Executive Committee. For this purpose the Executive Committee will ensure that the Members making the request are supplied free of charge with particulars of the Members entitled to receive a notice of the special general meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Working Group.

8.3 **Notice of General Meetings**

- (a) At least 30 days notice of any General Meeting will be given to Members. The notice will set out where and when the meeting will be held, the nature and order of the business to be transacted at the meeting, and whether a Special Resolution is to be passed.
- (b) A notice of a General Meeting may be given to any Member by serving the notice personally, or sending it by post to the address appearing in the register of Members.
- (c) Where a notice is sent by post, service is affected by properly addressing, prepaying and posting a letter or packet containing the notice. Unless the contrary is proved, service will be taken to have been effected 2 days after posting.

8.4 **Quorum at General Meetings**

- (a) A quorum for the transaction of business at any General Meeting will be constituted by 5 Members, present personally or by proxy.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a special general meeting convened upon the request of Members under 8.2(d) will lapse. In any other case, the meeting will be adjourned to the same day, time and place the following week. If, at the adjourned meeting the following week a quorum is not present within 30 minutes of the time appointed for the meeting, the Members present will form a quorum.
- (c) The President will preside as chairperson at a General Meeting of the Working Group. If the President is not present within 5 minutes after the time appointed for holding the meeting, or the President is present but declines to take or retires from the chair, the Members may choose another Executive Committee Member to be the chairperson of that meeting. If no Executive Committee Members are present at that meeting, the Members may choose a Member to be the chairperson of that meeting.

8.5 **Voting at General Meetings**

- (a) Every Member has only 1 vote at a General Meeting of the Working Group.
- (b) A matter for decision at a General Meeting, other than by way of Special Resolution, must be determined by a majority of Members who vote in person, or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least 5 Members, a matter for decision at a General Meeting will be determined by a show of hands.

8.6 **Poll at General Meetings**

- (a) If a poll is demanded by at least 5 Members, it will be conducted in a manner specified by the chairperson and the result of the poll will be the resolution of the meeting on that matter.
- (b) A poll demanded for the election of a Member or on a matter of adjournment must be taken immediately, but any other poll may be conducted at any time before the closing of the General Meeting.

8.7 **Proxies**

A Member will be entitled to appoint in writing a natural person who is also a Member of the Working Group to be their proxy, and attend and vote at any General Meeting of the Working Group.

9. **MINUTES**

- 9.1 Proper minutes of all General Meetings and of meetings of the Executive Committee will be entered into minute books kept for this purpose within one month after the relevant meeting.
- 9.2 Minutes kept pursuant to this rule must be confirmed by the Members of the Working Group or Executive Committee Members at the next meeting. Once confirmed, the chairperson of the meeting at which the proceedings took place, or the chairperson of the meeting where the minutes are confirmed, must sign the minutes.
- 9.3 Where minutes are entered and signed they will, unless the contrary is proved, be evidence that:
 - (a) the meeting was convened and duly held;
 - (b) all proceedings were duly held; and
 - (c) all appointments made at the meeting were valid.

10. DISPUTE RESOLUTION

- 10.1 The dispute resolution procedure set out in this clause applies to disputes between:
- (a) a Member and another Member; and
 - (b) a Member and the Working Group.
- 10.2 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.
- 10.3 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.
- 10.4 If applicable, each party will bear its own cost in resolving the dispute.

11. FINANCIAL REPORTING

11.1 Financial year

The first Financial Year of the Working Group will be the period ending on the 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

- (a) The Secretary/Treasurer will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Working Group in accordance with the Act.
- (b) These records, and all related documents, remain the property of the Working Group and must be returned by the Secretary/Treasurer at the end of their elected term.
- (c) The Working Group will retain all accounting records and related documents for a period of 7 years.

11.3 Accounts and reports to be laid before Members

The accounts, together with the Auditor's report on the accounts, the Executive Committee's statement and the Executive Committee's report, will be tabled to Members at the annual general meeting.

11.4 **Annual returns**

If the financial activities of the Working Group for the previous Financial Year satisfy the definition of "prescribed association" under the Act, the Secretary/Treasurer will lodge an annual (periodic) return with the Office of Consumer and Business Affairs within 6 months after the end of each Financial Year thereafter. It must be accompanied by a copy of the accounts, the Auditor's report, the Executive Committee's statement and the Executive Committee's report.

11.5 **Appointment of Auditor**

At each annual general meeting, the Secretary/Treasurer must appoint a person to be Auditor of the Working Group. The Auditor will hold office until the next annual general meeting and is eligible for re-appointment. If an appointment is not made at the annual general meeting, the Executive Committee will appoint an Auditor for the current Financial Year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- 12.1 The Working Group is a non-profit organisation and must not carry on business for the purpose of profit or gain to its Members.
- 12.2 The income, property, profits and financial surplus of the Working Group, whenever derived, must be applied solely towards the promotion of the objects of the Working Group as set out in these rules and no portion of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits or otherwise to Members of the Working Group except that nothing in these rules shall prevent the payment in good faith of remuneration to any officer or employee of the Working Group or to any Member of the Working Group in return for services actually rendered to the Working Group or of allowances and travelling expenses to Members of the Working Group.

13. WINDING UP

- 13.1 The Working Group may be wound up by a Special Resolution of Members at a properly constituted General Meeting.
- 13.2 Subject to clause 13.3, residual funds after payment of the Working Group's liabilities and expenses shall be applied to the furtherance of the Working Group's objectives.
- 13.3 If the Working Group is wound up or dissolved, the assets of the Working Group (both capital and surplus) available for distribution after satisfaction of all debts and liabilities shall not be distributed among the Members, but are to be distributed to another fund, authority or institution:
- (a) with objects similar to the objects of the Working Group as set out in clause 3;

- (b) whose constituent documents prohibit the distribution of its income and capital to an extent at least as great as that imposed by these rules; and
 - (c) to which income tax deductible gifts can be made.
- 13.4 The Executive Committee may determine the identity of the institution for the purposes of clause 13.3 at the time of winding up.
- 13.5 If the Executive Committee fails to determine the identity of the institution under clause 13.4, the District Court of South Australia may make the determination.
- 13.6 The winding up the Working Group must otherwise take place in accordance with the requirements of the Act.

14. INSPECTION OF BOOKS

A Member (who is not an Executive Committee Member) has no right to inspect books of the Working Group except as may be authorised by:

- 14.1 a resolution of the Executive Committee;
- 14.2 a resolution passed at a general meeting of Members; or
- 14.3 the Act or other law or by a court having jurisdiction to do so.

15. NEGOTIABLE INSTRUMENTS

Any 2 Executive Committee Members may sign, draw, accept, endorse or otherwise execute a negotiable instrument. The Executive Committee may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way. The Working Group may only sign, draw, accept, endorse or otherwise execute a negotiable instrument in the manner decided by the Executive Committee.

16. RULES

- 16.1 These rules may be altered (including an alteration to the Working Group's name) by Special Resolution of the Members of the Working Group. This includes rescision or replacement by substitute rules.
- 16.2 The alteration will be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.
- 16.3 The registered rules will bind the Working Group and every Member to the same extent as if they have respectively signed and sealed them and agree to be bound by all of the provisions thereof.