

Constitution

Of

The Australasian Society of Cardiac and Thoracic Surgeons
The name of the Association is "THE AUSTRALASIAN SOCIETY OF CARDIAC AND THORACIC SURGEONS", (hereinafter referred to as "ASCTS").

1. Definitions

"the Act" means the Associations Incorporation Act 1981, Victoria or any statutory modification amendments or re-enactment thereof for the time being in force and any reference to a particular provision of the Act shall unless otherwise indicated in this Constitution be deemed to be a reference to that provision as amended or re-enacted or replaced from time to time;

"Special Resolution" has the meaning assigned to it by the Act;

"The Office" means the registered office for the time being of the ASCTS;

"The Executive" means the members for the time being of the Executive hereby constituted;

"The Register" means the Register of Members to be kept in pursuance of the Act;

"in writing" or "written" include every mode of representing or reproducing words in a visible form.

2. The objects for which the ASCTS is established are:

- a) To establish and maintain appropriate programmes of continuing education in Cardiothoracic Surgery.
- b) To organise and conduct Scientific programmes relating to cardiothoracic surgery at the Annual Scientific Meetings of the ASCTS and on such other occasions as may be decided upon from time to time.
- c) To bring together the Cardiac and Thoracic surgeons of Australia and New Zealand and other parts of the world for discussion and demonstration of Cardiothoracic subjects.
- d) To improve the quality and practice of Cardiac and Thoracic surgery.
- e) To promote and represent the professional development and interests of Cardiac and Thoracic surgeons.
- f) To encourage basic and clinical research in Cardiac and Thoracic surgery.
- g) To publish a scientific Journal of Cardiac and Thoracic surgery.
- h) To provide a forum for the presentation of scientific and clinical subjects in Cardiac and Thoracic surgery.

- i) To facilitate and regulate the training of Cardiac and Thoracic surgeons in Australia and New Zealand.
 - j) To assist in the training of Cardiac and Thoracic surgeons in Asia.
 - k) To advise the Council of the RACS on matters relating to Cardiothoracic Surgery generally and on all matters in any way affecting the interests of Cardiothoracic Surgery and Cardiac and Thoracic surgeons in Australia and New Zealand.
3. The income and property of the ASCTS whencesoever derived shall be applied solely towards the promotion of the objects of the ASCTS as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the ASCTS PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the ASCTS or to any member in return for any services actually rendered to the ASCTS. No member of the Executive or governing body of the ASCTS shall be appointed to any salaried office of the ASCTS. No remuneration or other benefit in money or money's worth shall be given by the ASCTS to any member of the Executive except re-payment of out-of-pocket expenses. The preceding provisions of this Clause shall not apply to prevent the gratuitous distribution among, or sale at a discount to, members of the ASCTS of any books or other publications whether published by the ASCTS or otherwise relating to all or any of its objects as set out above nor to prevent any member who may be a successful competitor or exhibitor at any competition or exhibition or examination held or promoted by the ASCTS under these objects or to the cost of establishing or holding of which the ASCTS may have subscribed out of its income or property from receiving as such competitor or exhibitor a prize medal or other recognition which may under the regulations affecting the said competition exhibition or examination be awarded to him or her.
4. The place in Victoria in which the registered office of the ASCTS is situated is Melbourne.
5. The liability of the members is limited.
6. Every member other than an Honorary undertakes to contribute to the assets of the ASCTS in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the ASCTS contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the annual membership fee plus \$500.
7. True accounts shall be kept of the sums of money received and expended by the ASCTS and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the ASCTS and subject to any reasonable restrictions as to the time and manner of inspection that may be imposed in accordance with the Constitution of the ASCTS for the time being in force, the same shall be open to inspection of members. Once at least every year the accounts of the ASCTS shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

8. No addition, alteration or amendment shall be made to the Constitution for the time being in force unless the same shall have been submitted to and approved by the Executive.
9. In this Constitution when any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force.
10. The Executive may whenever the business of the ASCTS requires it register an increase of the members.

MEMBERSHIP

11. The subscribers to this Constitution and such other persons as shall have agreed to be bound by this Constitution, shall be admitted to membership in accordance with the provisions of the Constitution, and none others, shall be members of the ASCTS and shall be entered in Register accordingly.
12. Membership of the ASCTS shall be limited to persons who are or have been engaged in the practice of Cardiac and/or Thoracic surgery, or take a special interest in Cardiac and/or Thoracic surgical practice and there shall be the following classes of membership which are limited as follows:

- a) ORDINARY MEMBERS shall be cardiac or thoracic surgeons practising in Australia or New Zealand, who:

- a. hold the qualification of FRACS in Cardiothoracic Surgery; or
- b. can provide demonstration of Certification of Training in Cardiothoracic Surgery to a level equivalent to the FRACS, acceptable to the Board of Studies of Cardiothoracic Surgery.

Ordinary Members shall be able to take part in any General Meeting of the ASCTS and shall have full voting and electoral rights in the affairs of the ASCTS.

- b) ASSOCIATE MEMBERS shall be persons who are currently enrolled in an accredited advanced training program in Cardiothoracic surgery in Australia or New Zealand. Associate members are able to take part in the discussion of the affairs of the ASCTS at any meeting of the Society, but shall have no voting or electoral rights.
- c) AFFILIATE MEMBERS will be nurses, technicians, medical students and other persons with an interest in cardiothoracic surgery or research. Affiliate members will not have the right to vote at meetings and will be referred to as non – voting members..
- d) SENIOR MEMBERS shall be persons who are eligible to be Ordinary Members and are aged sixty-five years or more or have retired from surgical practice. Ordinary Members automatically become Senior Members on reaching the age of sixty-five years. Senior Members will have the same rights as Ordinary members.

- e) OVERSEAS MEMBERS shall be surgeons whose primary practice is in Cardiac or Thoracic surgery and who have appropriate certification and recognition in a country outside Australia or New Zealand. Overseas Members shall be able to take part in the discussion of the affairs of the ASCTS, but shall have no voting rights at any meeting of the ASCTS. The electoral right of Overseas Members shall be restricted to the nomination, seconding and election of an Overseas Member to the Executive of the ASCTS and to the nomination or seconding of other Overseas Members to the Society.
 - f) HONORARY MEMBERS shall be distinguished persons nominated by the Executive and approved by the membership of the ASCTS at a General Meeting. Honorary members may take part in the discussion of the affairs of the ASCTS, but shall have no voting or electoral rights.
13. a) The subscribers to the ASCTS shall be entered upon the Register of the ASCTS as Members – as per clause 31.
 - b) All persons desiring to become Members of the ASCTS (other than as Honorary Members) shall apply in writing to the Executive - subject to clause 17.

ADMISSION TO MEMBERSHIP

14. Any surgeon, who holds appropriate qualifications and wishes to become an Ordinary, Associate, Affiliate or Senior Member of the Society shall be nominated by an Ordinary Member and seconded by an Ordinary or Senior member in writing.
15. Applicants for Overseas Membership shall be nominated or seconded, but not both, by an Overseas Member. The other nominator or seconder, as appropriate, shall be an Ordinary or Senior member.
16. Nomination forms shall be delivered to the Secretary of the ASCTS, bearing the signatures of the nominee, nominator and seconder and accompanied by a curriculum vitae of the nominee.
17. The Executive will then consider the application and if appropriate, will award the applicable membership category. The Executive shall have the power to reject or suspend an application for any class of membership or change of membership without assigning any reason thereto.
18. The Secretary of the ASCTS will request the payment within a period of twenty-eight (28) days after approval of membership by the Executive. The membership subscription will be on a pro-rata basis in line with the current subscription year.
19. Upon acceptance by the Executive of any such application the name of the applicant shall be entered in the Register specifying the class of membership to which he or she has been admitted.
20. A member may apply to the Executive to change his or her class of membership if he or she is eligible for the class of membership to which he or she wishes to seek admission.
21. The rights, privileges or obligations of a person by reason of membership of the ASCTS:
 - a. are not capable of being transferred or transmitted to another person;

- b. terminate upon the cessation of the person's membership whether by death, or resignation or otherwise.

ANNUAL SUBSCRIPTION

- 22. The annual subscription shall be determined, for each category of membership, by voting members of the ASCTS at a General Meeting, upon the recommendation of the Executive.
- 23. Members of every class shall be liable to pay an annual subscription and fines for late payment of annual subscriptions as may from time to time be determined in respect of each such class of members and such fees subscriptions and fines shall be payable on such day or days as may be fixed by the Executive. No such member whose entrance fee subscription or fine is unpaid at the date of the Annual General Meeting shall be permitted to vote at such meeting.
- 24.. The Executive may exempt a member from the payment of the whole or a proportion of the subscription fixed by or under this Constitution for such period or periods as the Executive shall think fit. A member who has been exempted from payment of the whole or a proportion of a subscription under this clause shall enjoy the same right under this Constitution to vote and to exercise all other rights and privileges attributable to his or her membership as if he or she had not been exempted from such payment.

TERMINATION OF MEMBERSHIP

- 25. Any member may at any time resign his or her membership of the ASCTS by notice in writing to the Secretary, and thereupon he or she shall cease to be a member of the ASCTS subject however to the provisions of the Constitution and without prejudice to his or her liability to pay any amount accrued due to the ASCTS prior to his or her ceasing to be a member.
- 26. Subject to clause 28 a member of any class who at any time after he or she was elected a member of that class ceases to possess any of the qualifications prescribed by this Constitution for members of such class shall upon resolution by the Executive cease to be a member.
- 27. A member whose annual subscription, and/or any other fees that may be applicable from time to time, have become due and who after the Secretary by registered letter addressed to his or her address appearing in the Register shall have required him or her to pay such subscription, fails without reasonable excuse to make such payment on or before the 30th day of June following the date on which such subscription became due, shall cease to be a member. Membership may be reinstated upon application to ASCTS.
- 28. A member shall ipso facto cease to be a member if:
 - a) He or she becomes bankrupt or insolvent or make any assignment of his or her property for the benefit of his or her creditors generally, or

- b) He or she ceases to be registered as a medical practitioner except where such ceasing to be registered has been voluntary on the part of the member (as to which the opinion of the Executive shall be conclusive) or where the Executive consents to such ceasing to be registered either prior thereto or within three months thereafter.
- 29. No member who for any reason ceases to be a member of the ASCTS shall be entitled to receive nor shall he or she receive a refund of fees or subscriptions paid by him or her to the ASCTS on account of his or her membership.
- 30. Where a member of the ASCTS ceases to be a member the Secretary shall make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

- 31. There shall be kept in the office under the control of the Executive a Register wherein shall be entered the name and address of each member and his or her class of membership.

GENERAL MEETINGS

- 32. A General Meeting (to be called the "Annual General Meeting") of the ASCTS shall be in addition to any other meeting be held at least once in every calendar year at such time (not being more than 15 months after the holding of the last preceding Annual General Meeting) and place as the Executive may determine. Every General Meeting of the ASCTS other than an Annual General meeting shall be called an "Extraordinary General Meeting".
- 33. Fourteen (14) days notice in writing specifying the place and the date and the hour of a General Meeting and in the case of special business and the general nature of such a business shall be given to the members in the manner providing in this Constitution.
- 34. The business of an Annual General Meeting shall be to receive and consider reports of the Executive and of the Auditors, to consider any statement of accounts and balance sheet submitted to the meeting, to endorse the appointment of officers in place of those retiring, and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting and any business which is brought under consideration by the report of the Executive. All other business transacted at any Annual General Meeting and all business transacted at any Extraordinary General Meeting shall be deemed special.
- 35. No business shall be transacted at any general meeting unless a quorum of members is present in person which shall not be less than 20% of all Ordinary and Senior Members of the ASCTS.
- 36. The President (if any) of the ASCTS or, in his or her absence, the past President and/or, in his or her absence, the Vice-President shall preside at all general meetings. If the President, the past President and the Vice-President are absent from any general meeting, the members present shall elect one of their number to be Chairman and the Chairman so elected shall continue in office until the conclusion of the meeting.

37. Every question submitted to a meeting excepting the election of the Executive shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he or she may be entitled to vote on a show of hands.
38. At any general meeting unless a poll is demanded by at least three members entitled to vote, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number and proportion of the votes recorded in favour of or against such resolution.
39. If a poll is demanded as aforesaid it shall be taken in such manner and either by ballot or otherwise and at such time (not exceeding twenty-eight days from the meeting at which the same is demanded) and place as the Chairman of the meeting directs; and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
40. The Chairman of a meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. Notice of such adjourned meeting will be sent to members.
41. An Extraordinary General Meeting may be convened by the Executive or the President at any time and Extraordinary General Meetings may also be convened and held in accordance with the provisions of the Act.
42. The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any member shall not invalidate the proceedings at any meeting.

VOTES OF MEMBERS

43. Ordinary Members and Senior Members shall be the only persons entitled to vote at any general meeting of the ASCTS, or in any case on matters relating to the ASCTS at any time and each such person shall have one vote.
44. A member is not entitled to vote at any General Meeting of the ASCTS or on any case on matters relating to the ASCTS unless all monies due and payable by the member to the ASCTS has been paid.
45. In the case of an equality of votes, the Chairman of the meeting shall be entitled to exercise a second or casting vote.
46. a) Upon a poll votes may be given either personally or by proxy but no person who is not a member of the ASCTS shall be appointed to act as a proxy and no member of the ASCTS shall be entitled to hold a proxy to vote upon any matter upon which he or she is not a member entitled to vote.

b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

c) The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a certified copy of such power of attorney shall be deposited with the Secretary or the Chairman of the meeting before the person named in such instrument purports to vote in respect thereof.

d) A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy in respect of which the vote is given provided no intimation in writing of the death or revocation shall have been received by the Secretary or by the Chairman of the meeting before the vote is given.

e) Every instrument of proxy whether for a specified meeting or otherwise must be under the hand of the appointer or his or her attorney duly authorised in writing and may be in the form or to the effect following:-

The Australasian Society of Cardiac and Thoracic Surgeons I
being a member of the above mentioned ASCTS hereby appoint
..... or failing him or her
..... as my proxy to vote for me and on
my behalf at the general meeting of the ASCTS to be held on theday of
..... and at any adjournment thereof, As witness my hand this
day of20.....

POSTAL BALLOTS (Excluding the election of the Executive)

47. Subject to the provisions of this Constitution and the Act, whenever the Executive thinks fit, it may submit any question or resolution to the vote of all Members entitled to vote at a General Meeting of the ASCTS by means of a postal ballot (a Postal Ballot), in such form and returnable in such manner as the ASCTS Executive decides. A resolution approved by a majority or specific majority of the Members voting by such Postal Ballot shall have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the ASCTS competent to pass such a resolution.
48. At least twenty-one (21) days prior to the closing date of a Postal Ballot the Secretary shall send to all voting Members ballot papers, giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in a form and with such content as the Executive may approve), and shall give all voting members notice of the closing date of the Postal ballot.
49. The Secretary shall receive all voting forms received from voting members in respect of a Postal Ballot, and shall promptly advise the Executive of the result of the Postal Ballot. Any voting form received after 5:00pm on the closing date of a Postal Ballot shall be deemed to be invalid and shall not be counted.

50. In the event of an equal number of votes in respect of any business for which the Postal Ballot is conducted, the President shall have a second and casting vote.
51. In all other respects, subject to this Constitution, the Executive shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have the power to make Regulations for that purpose.

THE EXECUTIVE

52. The Executive of the ASCTS shall consist of:
- (a) President;
 - (b) Vice-President (President Elect);
 - (c) Past President;
 - (d) Honorary Secretary / Treasurer (Elected Representative);
 - (e) The Chair of Board of Studies of Cardiothoracic Surgery;
 - (f) The Chair of Science and Education Committee;
 - (g) ASCTS representative to the RACS Council;
 - (h) Elected Representative – Australia
 - (i) Elected Representative – New Zealand;
 - (j) External Member
53. The Past President shall be the out-going President who has last held office as President of the ASCTS.
54. Subject to clause 72:
- a) The position of Past President shall be filled by the person who at the Annual General Meeting vacates the office of President;
 - (b) The position of President will be filled by the person who at the Annual General Meeting vacates the office of Vice-President.
55. The Vice-President shall be elected from amongst the membership by the members who are entitled to vote in accordance with clauses 43 and 64 for a term of one year with an option to remain in office for a second one year term, the option to be exercised in accordance with clause 57.
56. Subject to clause 57, the President, Vice-President and Past President may hold office for a maximum of two consecutive years in each office.
57. By the end of July in each alternate year the President, Past President and Vice-President together with the other members of the Executive will determine by mutual agreement whether the three office bearers will hold office for a second consecutive year, and should there be agreement that they do so there will be no election for Vice-President.
58. The Elected Representatives as per clause 52 (d) (h) and (i):

- a) shall be elected from amongst the membership by the members who are entitled to vote in accordance with clauses 43 and 64;
- b) will hold office for (1) one year and shall be eligible for re-election for one further period of (1) one year;
- c) should the offer of re-election not be taken up, nominations will be called for the Elected Representatives positions, from amongst the membership and they shall be elected by the members who are entitled to vote in accordance with clauses 43 and 64; and,
- d) one Elected Representative will be nominated by the Executive as Honorary Treasurer / Secretary.

59. The Chair of Board of Studies of Cardiothoracic Surgery:

- a) shall be appointed from amongst the members from The Board of Studies of Cardiothoracic Surgery by the members of that committee for a term of three years;
- b) will take office at the Annual General Meeting following appointment under this clause;
- c) must, every three years, vacate his or her office and the members of The Board of Studies of Cardiothoracic Surgery shall make an appointment in accordance with sub-clause a;
- d) may only hold office for two consecutive terms.

60 The Chair of the Science and Education Committee:

- a) shall be appointed from amongst the voting members of ASCTS and will be appointed for a term of three years;
- b) will take office at the Annual General Meeting following appointment under this clause;
- c) must, every three years, vacate his or her office and the members of the Science and Education Committee shall make an appointment in accordance with this clause;
- (d) may only hold office for two consecutive terms.

61. The ASCTS Representative to the Council of RACS:

- a) shall be elected from amongst the fellows of RACS who practice Cardiac and or Thoracic surgery (as managed by RACS or ASCTS from time to time) every three years for a term of three years;

- b) will take office at the Annual General Meeting of RACS following election under this clause;
 - c) must, every three years, vacate his or her office and the cardiothoracic fellows of RACS shall elect one of its members to this office in accordance with sub clause a);
 - d) may only hold office for three consecutive terms.
62. The Executive may, from time to time, appoint an Executive member who is a non-member of the ASCTS on the basis of need and skills required at any given time (known as 'external member'). The external member:
- (a) shall be appointed by the Executive before the Annual General Meeting every two years (subject to annual review of performance and review of the needs of the ASCTS in terms of roles and skills) for a term of two years on a pro bono basis;
 - (b) will take office at the Annual General Meeting following appointment under this clause;
 - (c) must, every two years, vacate their office and the Executive shall appoint another member to this office in accordance with this clause;
 - (d) may only hold office for two consecutive terms.
63. Any casual vacancy occurring on the Executive may be filled by the Executive until the next Annual General Meeting, provided that any person so appointed meets the relevant criteria for the office of the ASCTS that is vacant and the person is willing to act on the Executive.

ELECTION OF OFFICERS OF THE EXECUTIVE

64. Their method of Election shall be (with the exception of President and Past President):
- a) That the Executive will call for nominations three (3) months prior to the AGM of the ASCTS and nominations will close two (2) months prior to the AGM;
 - b) Any Ordinary or Senior member may be nominated for a position on the Executive;
 - c) A nomination signed by the nominee must be proposed and seconded by an Ordinary or Senior member of the ASCTS;
 - d) Where there is one nomination the candidate is elected unopposed;
 - e) Where there is more than one nomination:
 - (i) the election of properly nominated candidates be conducted by Postal Ballot of voting members appearing in the register of the ASCTS two (2) months prior to the date of the AGM of the ASCTS;
 - (ii) Such ballots may be conducted by post or other means (electronically, any web based system or other lawful method as approved by the Executive);
 - (iii) Balloting shall be in accordance with the provision of any regulation made by the Executive for this purpose.

65. The Officers so elected will be announced and take Office at the next AGM of the ASCTS.

POWERS AND DUTIES OF THE EXECUTIVE

66. The management and control of the ASCTS shall be vested in the Executive who in addition to the powers and authorities under this Constitution may exercise all such powers and do all such acts and things as may be exercised or done by the ASCTS by virtue of this Constitution and are not hereby or by Statute expressly directed or required to be exercised or done by the ASCTS in general meeting but subject to the provisions of any Statute and the provisions of this Constitution and to any regulations from time to time made by the ASCTS in General Meeting PROVIDED that no regulation so made by the ASCTS in General Meeting shall invalidate any prior act of the Executive which would have been valid if such regulation had not been made.
67. Where any member of the Executive is unable to attend a meeting or meetings of the Executive, he or she shall be entitled to appoint another member of the Executive to be his or her proxy for such meeting or meetings. The appointment of a proxy shall be in writing and shall be signed by the member of the Executive. Any proxy may be limited to any part of a meeting of the Executive or to any specific question and must be produced at the meeting at which the proxy holder proposes to vote. A proxy holder shall be entitled to exercise all the rights of the appointer to attend and vote at the meeting(s) for which he or she is appointed.
68. Disciplining of members - The Executive shall have power to censure, suspend or expel any member who:
- a) shall have been convicted of a felony or misdemeanour;
 - b) who may be considered guilty of dishonourable or disgraceful conduct;
 - c) who shall have failed to observe any of the Constitution;
 - d) shall be guilty of conduct which in the opinion of the Executive is detrimental to the interests of the ASCTS
69. PROVIDED however that no suspension or expulsion shall be enforced and no censure passed unless a meeting of the Executive be called for the purpose and two-thirds of the members of the Executive present in person or by proxy agree to such decision and that the member concerned shall have first been notified of the matter alleged against him or her and given an opportunity of being heard in his or her own defence.
70. Any member expelled from the ASCTS shall not be eligible for re- election as a member for a period of at least twelve months and then only upon such terms and conditions as the Executive may determine.
71. The decision of the Executive as to admission of members, election of members, termination of membership or exercise of the powers conferred upon the Executive by clauses 67 - 69 shall be conclusive.

DISQUALIFICATION OF OFFICERS OF THE EXECUTIVE

72. The office of a member of the Executive (including the office of President or Vice-President if held) shall ipso facto be vacated:
- a) If he or she becomes bankrupt or suspend payment or compound with his or her creditors;
 - b) If he or she fail to pay his subscriptions for the space of one month or such further time as the Executive shall allow after the time when the same should have been paid;
 - c) If he or she is found or declared to be of unsound mind;
 - d) If he or she absents him or her self, without leave, from four consecutive meetings of the Executive;
 - e) If he or she is removed by the members under the Act;
 - f) If for any reason he or she ceases to be a member of the ASCTS;
 - g) If he or she becomes prohibited from being a member of the Executive by reason of any order made under the provisions of the Act;
 - h) If he or she in writing resigns such office;
 - i) If he or she holds any office of profit under the ASCTS;
 - j) If he or she becomes deceased; or
 - k) If he or she is directly or indirectly interested within the meaning of the Act involved in any contract with the ASCTS or participates in the profits of any contract with the ASCTS. Provided however that a member of the Executive shall not vacate his or her office by reason of his or her being a member of any corporation firm society or association which has entered into contracts under or done any work for the ASCTS if such corporation firm society or association is among the class of companies referred to in the last proviso to Clause 3 of the Constitution of the ASCTS and if he or she shall have declared the nature of his or her interest in manner required by the Act.
73. A member of the Executive shall not vote in respect of any contract in which he or she is interested or any matter arising therefrom and if he or she does so vote his or her vote shall not be counted. Provided always that nothing in this Clause shall affect the operation of Clause 3 of the Constitution of the ASCTS.

PROCEEDINGS OF EXECUTIVE

74. The Executive may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes.
75. In a case of an equality of votes the Chairman shall have a second or casting vote.
76. At any time a member of the Executive may, and the Secretary on the requisition of a member of the Executive shall, summon a meeting of the Executives.
77. The quorum necessary for the transaction of the business of the Executive shall be the next whole number above 50% of the number of members comprising the Executive, that number of persons being present personally or on the telephone.
78. A resolution in writing signed by all the members of the Executives shall be as valid and effectual as though duly passed at a properly constituted meeting of the Executive.
79. The President, or in his or her absence the past President or (if the latter be absent) the Vice-President shall be Chairman of the meetings of the Executives; but if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members of the Executive present may choose one of their number to be Chairman of the meeting.
80. Questions arising at a meeting of the Council, or of any sub-committee appointed by the Council, shall be determined on a show of hands or, demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.
81. All acts done by any meeting of the Executive or by any person acting as a member thereof, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executives or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive.

THE BOARD OF STUDIES OF CARDIOTHORACIC SURGERY

82. The Board shall consist of at least five (5) Ordinary or Senior members elected by members of the ASCTS and confirmed by the Council of the RACS. Each member of this Board (with the exception of the Trainee representative) shall be elected for a period of three (3) years with eligibility for re-election for one (1) further period of three (3) years. Once elected, the Board shall discharge its duties independently of the ASCTS and will be responsible to the Council of the RACS.
83. The method of nomination and election of Members of the Board of Studies of Cardiothoracic Surgery shall be by Postal Ballot in all respects as for nomination and election of the Officers of the ASCTS.

84. The Board shall comprise:
- a. a Chairman;
 - b. a Deputy Chair;
 - c. a surgeon whose main practice is in Thoracic Surgery
 - d. a surgeon from New Zealand;
 - e. two (2) Ordinary Members of the ASCTS;
 - f. a representative from the younger surgeons' group, if not already represented;
 - g. a trainee representative elected by the trainee body. Must be SET 4 or above and will hold office for one (1) year;
 - h. co-opted members:
 - i. the President of the ASCTS;
 - ii. the Chief Cardiothoracic Examiner;
 - iii. the Chairman of the Science and Education Committee;
 - iv. the ASCTS Representative to the Council of the RACS.
85. Election of Chairman and Deputy Chair
- a) The Chairman of the Board shall be nominated and elected by members of the Board, and confirmed by the Council of the RACS for a period of three (3) years with eligibility for re-election for one (1) further period of three (3) years, for a total of no more than six (6) years. Notwithstanding the above and the provision of Clause 85 the duration of tenure of the Chairman of the Board, as Chairman, shall be independent of his or her previous period of membership on the Board, but only to the extent of a maximum total period of tenure on the Board of nine (9) years.
 - b) The Deputy Chair shall be nominated and elected by members of the Board for a period of three (3) years with eligibility for re-election for one (1) further period of three (3) years, for a total of not more than six (6) years. Notwithstanding the above and the provision of Clause 85, the duration of tenure of the Deputy Chair, shall be independent of his or her previous period of membership on the Board, but only to the extent of a maximum total period of tenure on the Board of nine (9) years.
86. The responsibilities of the Board shall be:
- a) To define the curriculum, content and duration of training of advanced trainees in cardiac and thoracic surgery;
 - b) The accreditation and content of training programmes, including integration between programmes and with overseas training posts;
 - c) The selection and continuing registration of advanced trainees in cardiac and thoracic surgery;
 - d) The certification of training of overseas qualified surgeons;
 - e) The assessment of satisfactory completion of training of trainees;
 - f) To establish the eligibility of trainees to present for the Part II examination in

- Cardiothoracic Surgery;
- g) To maintain a Register of advanced Trainees; and,
 - h) To maintain the standards of Supervisors of Training of advanced Trainees.

SCIENCE AND EDUCATION COMMITTEE

87. The committee shall comprise:
- A chairman, who shall be a voting member of the ASCTS and will be elected at the AGM of the ASCTS, for a period of three (3) years, with eligibility for re-election for one (1) further period of three (3) years.
88. The other members of the Science and Education Committee shall be:
- a) the convenor of the Annual Scientific Meeting of the ASCTS;
 - b) the cardiothoracic convenor for the RACS ASC;
 - c) the convenors of any other Scientific meeting in which the ASCTS participates and will be co-opted from time to time;
 - d) the Vice President; and
 - e) the Honorary Secretary / Treasurer
89. The responsibilities of the Science and Education Committee shall be:
- a) To co-ordinate and supervise the ASM of the ASCTS and to co-ordinate and supervise the Society's contribution to any scientific meeting in which the ASCTS participates. ASMs of the ASCTS may be held either in association with meetings of other professional bodies or independently. The purpose of the ASM is the presentation of scientific or educational papers and reports.
 - b) To arrange programmes of continuing education within the Speciality.
 - c) To promote research in cardiothoracic surgery.
 - d) To liaise with the Convenor of the ASM. The Executive, will appoint a convenor for any Scientific Meetings in which the ASCTS is to participate.
 - e) The duties of the Convenor shall include:
 - i. the organisation of the Scientific programme;
 - ii. the organisation of Guest Speakers;
 - iii. the arrangement of the Social programme;
 - iv. liaison with the Secretariat and conference organiser regarding all other aspects of the ASM; e.g. sponsorship and trade exhibitions..
 - e) Through the Secretariat to furnish the financial aspects of the meeting and any other matters deemed appropriate, to the Executive of the Society.

ALTERATION OF THE CONSTITUTION

90. This Constitution, including the statement of purposes of the ASCTS, shall not be altered except in accordance with the *Associations Incorporation Act 1981*.
91. Notice of the proposed alterations shall be given in writing to the Secretary and communicated to all members of the ASCTS twenty-eight (28) days before the date on which the members of the ASCTS are to vote on the alterations.

RULES

92. Subject to this Constitution, the ASCTS shall have power from time to time to make, amend and repeal all such Rules as it deems necessary or desirable for the proper conduct and management of the ASCTS, the regulation of its affairs and the furtherance of its objectives.
93. Without in any way limiting the power of the ASCTS pursuant to clause 92, the Executive may make, amend and repeal Rules which:
 - a) define the rights and benefits, duties, obligations and status of Members within the various categories of membership of the ASCTS and of the various classes of membership (if any) within those categories of membership which may exist from time to time;
 - b) regulate all matters relating to applications for and admission to, membership of the ASCTS not otherwise provided for in this Constitution;
 - c) define and regulate the procedure and order of business of General Meetings of the ASCTS and meetings of the Executive, to the extent to which this is not provided for in this Constitution;
 - d) define and regulate the functions, duties and responsibilities of any Officer of the ASCTS to the extent to which they are not provided for in this Constitution;
 - e) establish committees, regions or other structures;
 - f) establish monitoring and review procedures for committees;
 - g) sanction regions, committees or members of the ASCTS, if necessary.

94. No Rule shall be inconsistent with, nor shall it affect a repeal or modification of anything contained in this Constitution.
95. Any Rule made by the Executive may be set aside by a special resolution of a General Meeting of the ASCTS, or by resolution of the Executive.
96. All Rules, so long as they remain in force, shall be binding upon all members of the ASCTS.

THE SEAL

97. The seal of the ASCTS shall not be affixed to any instrument except by the authority of the President, or in his or her absence the Past President, or in his or absence the Vice-President or such other person as the Executive may appoint for the purpose.

98. The Common Seal of the Society shall be kept in the custody of the Chief Executive Officer.

DELEGATION BY EXECUTIVE TO COMMITTEE / SUB COMMITTEE

99. The Executive may, in writing, delegate to one or more Committees consisting of such member or members of the ASCTS as are eligible and the Executive sees fit, matters of concern to the Executive for such Committees to consider in detail.
100. Such committees appointed by the Executive:
- a. must be chaired by a member of the Executive or a person appointed by the Executive;
 - b. may meet and adjourn as the committee thinks proper;
 - c. shall at all times remain answerable to and report regularly at least annually to the Executive;
 - d. shall present a final written report on its deliberations and conclusions to the Executive, before the committee is finally revoked by the Executive.
101. The Executive may at any time, in writing, revoke wholly or in part, any committee appointed by it under the terms of clause 100 and must revoke the committee wholly on receipt of the committee's final report.

GENERAL

102. Proper records and minutes of all proceedings and resolutions shall be kept, particularly in respect of Committee, Executive and Members' meetings.
103. The Executive shall cause proper accounts to be kept in respect to all moneys received and expenditure thereof and the matter in respect of which receipt and expenditure takes place; all sales and purchases of goods by the ASCTS and the assets and liabilities of the ASCTS at all times.
104. The Executive shall cause accounts to be kept as provided by Clause 7 of the Constitution and shall, in accordance with the Act, cause to be prepared and laid before the ASCTS in general meeting such profit and loss or income and expenditure accounts and balance sheets and reports as are referred to in that section and are applicable to the ASCTS
105. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and Clause 7 of the Constitution.
106. Every member of the Executive or officer of the ASCTS or any person employed by the ASCTS as Auditor shall be indemnified out of the funds of the ASCTS against all liability incurred by him or her as such member of the Executive or officer or Auditor in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any application under the Act in which relief is granted to him or her by the Court.
107. Notices required to be served by the ASCTS or the Executive upon the members may be served either personally, by leaving the same or by sending them through the post in a letter

addressed to the members at their registered places of abode or by email. All the members if served by post shall be deemed to have been served at the time when the letter envelope wrapper or postcard containing the same being properly addressed and put into a post office would have arrived in due course of post. In the event of any Member not having his or her place of abode registered then a notice shall be efficiently served on him or her by being affixed as a general notice in the Registered Office of the ASCTS. For the purposes of this clause "place of abode" shall include any address any Member or Members may specify for the forwarding of notices including an office or place of business or post office numbered box.

108. Any such notice including the signature thereto may be wholly or partly typed or printed.

WINDING UP OF THE SOCIETY

109. At least twenty-one (21) days notice must be given of the calling of any meetings to dissolve the ASCTS.
110. An Annual General Meeting or any Extraordinary General Meeting called for that purpose, may by resolution of at least seventy-five (75) per cent of the votes of those eligible to vote, resolve to dissolve the ASCTS. If such resolution at a second Extraordinary General Meeting within two months thereof, but no sooner than one calendar month, by similar resolution passed by at least seventy-five (75) per cent of those eligible to vote at such subsequent Extraordinary General Meeting is confirmed, the ASCTS shall be dissolved and the assets realised.
111. In the event of dissolution of the ASCTS in accordance with clause 110, or the cessation of incorporation, an Extraordinary General Meeting shall pass a resolution nominating an incorporated society as the ASCTS in which to vest its surplus property.