



**Australasian
Transplant Coordinators
Association Incorporated**

CONSTITUTION

Amended 2015

**AUSTRALASIAN TRANSPLANT COORDINATORS ASSOCIATION
INCORPORATED**

CONSTITUTION

ARTICLE 1 NAME

The name of the Association shall be AUSTRALASIAN TRANSPLANT COORDINATORS ASSOCIATION (A.T.C.A.) INCORPORATED.

ARTICLE 2 OBJECTS

The objects for which the Association is established are:

- (a) To take over the assets and liabilities of the unincorporated body known as AUSTRALASIAN TRANSPLANT COORDINATORS ASSOCIATION.
- (b) To promote communication and collaboration amongst organ and tissue donor and transplant coordinators in Australasia as well as with other regional and international associations or societies interested in transplant coordination and related subjects.
- (c) To promote research and development and education in the field of organ and tissue donation and transplantation.
- (d) To promote discussion of professional and ethical issues within the field of organ and tissue donation and transplantation and to represent the views of its members.

ARTICLE 3 MEMBERSHIP

Section 1

A person is qualified to be a member of the Association if:

he or she is a person or a corporation who has been nominated for Membership of the Association as provided by Section 3 and has been approved for membership by the Committee.

Section 2 Membership Categories

(a) Ordinary Members

The following categories of professionals are eligible for nomination as an ordinary member of the Association.

(i) Clinical Member - An individual or organisation whose professional responsibilities are directly involved with coordinating and facilitating the organ and tissue donation and transplantation process.

(ii) Non Clinical Member – An individual or organisation whose professional responsibilities are directly involved with organ and tissue distribution, administration of donation and transplantation programmes, and organ and tissue donation and transplantation education.

An organisation that is nominated for membership of the Association shall name one person to represent that organisation as a member of the Association.

(b) Associate Members

Any person or organisation that has an interest in organ and tissue donation and transplantation is eligible for nomination for Associate Membership. Associate members shall have the privileges of Ordinary Members of the Association, except that of holding office, voting rights, and membership subscription to Progress in Transplantation.

(c) **Honorary Members**

The ATCA Executive may admit honorary members persons who, in the opinion of the Executive, are distinguished by reason of her/his notable contributions to the field of organ and tissue donation and transplantation and associated areas. Such persons if admitted as honorary members shall not be entitled to take part in any elections or to vote on any matter and shall be exempt from payment of any subscriptions.

(d) **Life Members**

The ATCA Executive may admit as life members, members of the association who, in the opinion of the Executive, are distinguished by reason of notable contributions to the association and the donation and transplant sector. Such persons if admitted as life members shall be entitled to take part in any elections and to vote on any matter and shall be exempt from payment of any subscriptions.'

Section 3 Nomination for Membership

Nomination of an individual or organisation for Ordinary or Associate Membership -

- (a) shall specify in the application the type of membership for which the applicant wishes to be nominated, the applicant's qualifications, professional status, appointments and special interests in relation to transplantation;
- (b) shall be lodged with the Treasurer who shall refer the nomination to the Committee for consideration.

Section 4 Rights and Privileges of Members

- (a) Any member may participate in the business and other sessions of the Association. Ordinary members may vote at General Meeting and shall be eligible for election to the Committee.
- (b) Any right or privilege of a member –
 - (i) is not capable of being transferred or transmitted and
 - (ii) terminates upon cessation of his or her membership

Section 5 Obligation of members

- (a) Each Ordinary member shall pay an annual membership fee as determined by the Committee in consultation with the members at an Annual General Meeting or Special Meeting in response to a Special Resolution. Such membership fee shall

be paid upon becoming a member. The membership fee shall then be paid on an annual basis in January or June dependent upon the initial payment of said membership fee.

- (b) Each associate member shall pay an annual membership fee as determined by the Committee in consultation with the members at Annual General Meeting or Special Meeting in response to a Special Resolution. Such membership fee shall be paid upon becoming a member. The membership fee shall then be paid on or before the annual anniversary date of the initial payment of said membership fee.
- (c) Members shall maintain a sustained interest in the affairs and objectives of the association.
- (d) Members shall notify the Secretary of any change of address or area of interest, and any other changes that may affect membership status.
- (e) A member desiring to resign from membership shall give in writing to the Secretary of his or her intention to resign.

Section 6 Members' Liabilities

The liabilities of a member to contribute towards the payment of the debts and liabilities of the Association is limited to the amount of any membership fees owed to the Association as required by Sections 5 (a) and 5 (b).

Section 7 Cessation of Membership

A person ceases to be a member if he or she –

- (a) dies,
- (b) resigns that membership
- (c) is expelled from the Association; or
- (d) Fails to pay membership fees for six months. The Treasurer will have the power to remove such members following written notification to that member

Section 8 Disciplining of Members

- (a) Where the Committee is of the opinion that a member –
 - (i) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

The Committee may by resolution –

- (i) suspend the member from membership of the Association for a specified period; or
- (ii) expel the member from the Association

- (b) A resolution of the Committee under clause (a) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (c), confirms the resolution.
- (c) Where the Committee passes a resolution under clause (a) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member –
 - (i) setting out the resolution of the Committee and the grounds on which it is based;
 - (ii) stating that the member may address the Committee at a meeting;
 - (iii) stating the date, place and time of that meeting, which shall be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice; and
 - (iv) informing the member that he or she may do either or both of the following:-
 - (a) attend and speak at that meeting;
 - (b) submit to the Committee at or prior to the date of that meeting written representation relating to the resolution.
- (d) At the meeting the Committee shall -
 - (i) give to the member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted by the member; and
 - (iii) by resolution determine whether to confirm or to revoke the resolution.
- (e) Where the Committee confirms a resolution under clause (d) the Secretary shall, within seven days after that confirmation inform the member in writing, of the fact and of the member's right of appeal.
- (f) A resolution confirmed by the Committee under clause (d) does not take effect –
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (ii) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution as specified in Section 9.

Section 9 Right of Appeal of Disciplined Member

- (a) A member may appeal to the Association at a general meeting against a resolution confirmed by the Committee pursuant in Section 8 Clause (d) within seven days after notice is served on the member, by lodging with the Secretary a notice to that effect.

- (b) The Committee shall convene a general meeting to be held within 21 days after the Secretary received the notice.
- (c) At a general meeting convened under Clause (b) –
 - (i) only the question of the appeal shall be transacted,
 - (ii) the Committee and the member shall state their respective cases; and
 - (iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

ARTICLE 4 THE ATCA COMMITTEE

Section 1 Powers and Responsibilities of the Committee

Subject to the Act, the Regulations and these Rules and to any resolution passed by the Association in general meeting, the Committee –

- (a) shall be responsible for conducting the affairs and business of the Association and for arranging the programme for meetings of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by the Rules; and
- (c) has power to perform all such acts as appear to the Committee to be desirable for the proper management of the affairs of the Association.
- (d) has the power to change the status of an ordinary member to that of an associate member when that member no longer fits the criteria of an ordinary member. The secretary shall notify the member within 14 days of the change to membership.

Section 2 Members of the Committee

- (a) Subject to Clause (a) the Committee shall consist of **seven** elected members consisting of **four executive positions** and **three councillor positions**. A minimum of one position must be filled by a member of the transplant sector The executive positions being the:
 - (i) President;
 - (ii) Vice-President
 - (iii) Secretary
 - (iv) Treasurer

Section 3 Election of members of the Committee

- (a) The election of President, Secretary and one Councillor positions will be held in alternate years to the election of Vice-President, Treasurer and two Councillor positions commencing in the year 2016, with the President and secretary nominations. Each position on the committee will hold office for a period of two years. This rotation will commence in 2016.
- (b) The Secretary will invite nominations for vacant positions in writing from all ordinary members of the association ten weeks prior to the date set for the Annual General Meeting. The call for nominations will be open for four weeks.

Candidates must be financial ordinary members to be eligible for nomination to the committee.

- (c) Nominations must be –
 - (i) made in writing;
 - (ii) signed by one Ordinary member of the Association; and
 - (iii) accompanied by the written consent of the candidate.
- (d) The closing date for nominations will be six weeks prior to the date fixed for the Annual General Meeting. All nominations shall be delivered to the Secretary.
- (e) If only one nomination is received for a vacant Committee position, the candidate nominated shall be deemed to be elected.
- (f) If more than one nomination is received for a vacant Committee position, the Secretary shall notify members five weeks prior to the date fixed for the Annual General Meeting that voting of candidates nominated will be held to fill the vacant position and will provide to all ordinary members voting papers.
- (g) Completed voting papers are to be sent to the nominated Returning Officer no later than two weeks prior to the date set for the Annual General Meeting.
- (h) The Returning Officer will tally the votes received and a vacancy will be filled by the candidate with the highest number of votes.
- (i) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations for the vacant position/s shall be called for at the Annual General Meeting.
- (j) If insufficient further nominations are received any vacancy shall be deemed to be a casual vacancy.
- (k) Each member of the Committee shall, subject to Section 8, hold office until the conclusion of the Annual General Meeting two years following the day of the member's election.

Section 4-1

Duties of Committee Members

Committee members will attend Committee meetings and other meetings of the Association. They will conduct the business of the Association and ensure that the aims of the Association are upheld.

Section 4-2 Duties of the President

- (a) The President will be the Chief Executive Officer of the Association, and shall be responsible to the Committee for the administration of the Association
- (b) The President shall:
 - (i) have been be working in donation / transplant clinical sector for a minimum of 3 years
 - (ii) preside at all meetings of the committee and at the Annual General Meeting
 - (iii) have the casting vote in all cases of a vote for or against any question
 - (iv) see that business to be transferred at any committee meeting shall be conducted in a proper manner and that the minutes of the meeting are correct and shall so confirm by affixing his/her signature thereto
 - (v) be responsible for the initiation of disciplinary action where necessary (See Article 3, Section 8)
 - (vi) act as a primary spokesperson for the Association, or delegate an appropriate spokesperson when required
 - (vii) be responsible for the organisation of dates and venues for meetings

Section 4-3 Duties of the Vice President

- (a) The Vice President shall:
 - (i) represent the President and the Association, whenever the President is not available
 - (ii) be subject to Section 4-2, (b) (preceding section) when representing the President.

Section 5 Duties of the Secretary

- (a) The Secretary shall, as soon as practicable after being appointed, lodge notice with the Association of his/her address.
- (b) It is the duty of the Secretary to keep records of –
 - (i) all appointments of office-bearers and members of the Committee;
 - (ii) the names of members of the Committee present at an Committee meeting or a general meeting; and

- (iii) the minutes and all proceedings at Committee meetings and general meetings.
- (c) The Secretary shall ensure that members of the Association are made aware of the Association's general activities.
- (d) The Secretary shall maintain a register of membership of the Association specifying the name and address of each member together with the date on which he /she became a member; and if applicable the date on which he/she ceased to be a member.
- (e) The Secretary shall arrange the elections as set out in Article 4 Section 3.
- (f) The Secretary shall be responsible for all correspondence about the Association's matters.
- (g) At the Annual General Meeting of the Association, the Secretary will present a report on the general activities of the Association.

Section 6 Duties of the Treasurer

- (a) The duty of the Treasurer is to ensure that –
 - (i) all moneys due to the Association is received and that all payments authorised by the Association are made;
 - (ii) correct books and accounts are kept showing the financial affairs of the Association; and
 - (iii) all members are made aware of the Association's financial activities.
- (b) At the Annual General Meeting of the Association, the Treasurer will present an audited Treasurer's report.

Section 7 Duties of the Councillors

- (a) The duty of the Councillors is to -
 - (i) attend and contribute to Committee meetings
 - (ii) represent the association on external committees as required and requested by the President
 - (iii) chair working parties and subcommittees as required and requested by the President
 - (iv) participate and contribute to administration of the Association

Section 8 Casual Vacancies

- (a) Casual vacancy in the office of a member of the Committee occurs if the member

- (i) dies;
 - (ii) ceases to be a member of the Association;
 - (iii) becomes insolvent under the administration within the meaning of the Companies (NSW) Code;
 - (iv) resigns office by notice in writing to the Secretary;
 - (v) is removed from office under Section 8;
 - (vi) is absent without good cause or apology from three consecutive meetings of the Committee held during a period of twelve months.
 - (vii) becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (b)
- (i) Where a casual vacancy arises the Secretary shall call for nomination within 30 days of the occurrence of such casual vacancy.
 - (ii) An election by postal ballot shall be held within a 42 day period.
 - (iii) Nominations must be
 - (a) made in writing;
 - (b) signed by one ordinary member of the Association;
 - (c) accompanied by the written consent of the candidate.
 - (iv) Nominations shall be delivered to the Secretary at least twenty one days before the date fixed for the holding of the postal ballot.
 - (v) Any casual vacancy shall be filled for the remainder for the relevant unexpired term and not for a new term.
 - (vi) The person elected to fill a casual vacancy shall not be precluded from seeking a subsequent full term of office either as President or Committee Member on cessation of his or her term created by the casual vacancy.
 - (vii) Any person elected to fill a casual vacancy must qualify in the usual way under Article 4, Section 3(b).

Section 9 Removal of Committee Members

- (a) The Association in general meeting may by resolution remove any member of the Committee from the office of Committee member before the expiration of the member's term of office and may by resolution appoint any person to hold office until the expiration of the term of office of the member so removed.
- (b) Where a member of the Committee to whom a proposed resolution referred to in clause (a) makes representations in writing to the Secretary or President and requests that the representations be notified to the members of the Association

- (i) the Secretary or the President may send a copy of the representations to each member of the Association; or
- (ii) if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Section 10 Meetings and Quorum

- (a) The Committee shall meet at least once in each period of twelve months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by any member of Committee.
- (c) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under clause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (f) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and time in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the appointed time, the meeting shall be dissolved.
- (h) At a meeting of the Committee –
 - (i) the President or, in the President's absence the Vice-president shall preside; or
 - (ii) if both of them are absent or unwilling to act, the members present at the meeting shall choose one member to preside.

Section 11 Delegation by Committee to Subcommittee

- (a) The Committee may by instrument in writing delegate to one or more Subcommittees (which may be constituted of members of the Committee or other members of the Association) the exercise of its functions as are specified in the instrument, other than –
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.

- (b) Notwithstanding any delegation under this Section, the Committee may continue to exercise any function delegated.
- (c) The Committee may, by instrument in writing revoke wholly or in part any delegation that it has made.
- (d) A Subcommittee may meet and adjourn as it thinks proper.

Section 12 Organising Committee

- (a) The Committee may appoint an Organising Committee to arrange symposia, invite guest speakers to address meetings and arrange other activities in association with those meetings.
- (b) The Organising Committee will provide the Committee with a budget and a programme of the meeting in advance. The Organising Committee cannot incur expenses without the approval of the Committee.

Section 13 Voting and Decisions

- (a) Questions arising at a meeting of the Committee or of any Subcommittee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Subcommittee present at the meeting.
- (b) Each member present is entitled to one vote but, in the event of an equal number of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to Section 9 Clause (e), the Committee may act notwithstanding any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Subcommittee, is valid notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Subcommittee.

ARTICLE 5 GENERAL MATTERS

Section 1 Annual General Meeting

- (a) The Association shall at least once in each calendar year convene an Annual General Meeting of its members.

Section 2 Business of the Annual General Meeting

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that Meeting;

- (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
- (c) to confirm the election of members of the Committee;
- (d) to receive and consider a statement of -
 - (i) the income and expenditure of the Association during its last financial year;
 - (ii) the assets and liabilities of the Association at the end of its financial year;
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year;
 - (iv) in respect of each trust of which the Association was trustee during a period, being the whole or any part of the last financial year of the Association -
 - (a) the income and expenditure of the trust during that period;
 - (b) the assets and liabilities of the trust during that period; and
 - (c) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of its last financial year
- (e) to hold an Annual Meeting, the main aim of which will be the presentation of papers.
- (f) by resolution to ratify any decisions of the Committee that are deemed to have a major impact on the association
- (g) to discuss and vote upon items of general business as requested by the membership (See Section 4 (d))

Additional Meetings may be held at the discretion of the Committee.

Section 3 Special General Meeting

- (a) A special meeting may be convened by the committee whenever it thinks fit, or at the request of not less than ten percent of the total number of members providing that the request
 1. Shall be in writing.
 2. Shall state the purpose of the meeting.
 3. Shall be signed by the members making the requisition.
 4. Shall be lodged with the Secretary.
- (b) If the Committee fails to convene a Special General Meeting to be held within twenty eight days after the date on which a requisition of Ordinary members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

- (c) A Special General Meeting as referred to in Clause (b) shall be convened in the same manner as general meetings are convened by the Committee.

Section 4 Notice of Meetings

- (a) The Secretary shall advise members of the closing date for the submission of papers at least 42 days in advance.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall notify each member in the same manner as set out in Clause (a). The notice must also specify the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting, except in case of an Annual General Meeting, where business which may be transacted pursuant to Article 5, Section 2.
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Section 5 Procedure

- (a) No item of business shall be transacted at a general meeting unless a quorum that consists of ten per cent of members including two members of the Committee, is present.
- (b) If within half an hour after the appointed time for general meeting a quorum is not present, the meeting
 - (i) if convened upon the requisition of members, shall be dissolved,
 - (ii) if in any other case, shall stand adjourned to the same day of the following week at the same time and place.
- (c) If at the adjourned meeting a quorum is not present within half an hour after the appointed time, the members present (being not less than three) shall constitute a quorum.

Section 6 Presiding Member

- (a) The President or, in his/her absence, the Vice-President shall preside as chairperson at each general meeting.
- (b) If both of them are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson, at the meeting.

Section 7 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting,

but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Clause (b) notice of an adjournment of a general meeting or of business to be transacted at an adjourned meeting is not required to be given.

Section 8 Making of Decisions

- (a) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the numbers of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Association a poll may be demanded by the chairperson or by not less than three members present in person or by proxy at the meeting.
- (c) Where a poll is demanded at a general meeting the poll shall be taken –
 - (i) immediately if it relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (ii) in any other case, before the close of the meeting as the chairperson directs, and the resolution shall be deemed to be the resolution of the meeting on the matter.

Section 9 Voting on Decisions at Meetings

- (a) Ordinary members only may vote, and have one vote only.
- (b) All votes shall be given personally or by proxy, but no person may hold more than five proxies.
- (c) In the case of an equal number of votes, the chairperson of the meeting is entitled to exercise a casting vote.
- (d) An ordinary member, or proxy is not entitled to vote unless all money due by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Section 10 Appointment of Proxies

- (a) Each member shall be entitled to appoint in writing another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting.

- (b) The notice shall be in the form set out in Appendix 2 to this Constitution.

Section 11 Special Resolution

- (a) A resolution is a special resolution if it is passed by at least three-quarters of members who vote in person or by proxy at a general meeting, and that the written notice specifying the intention to propose the resolution as a special resolution was given at least 21 days in advance.
- (b) Where it appears to the Commission that this is not possible or practicable for the resolution to be passed in the manner specified in Clause (a) – the resolution is passed in a manner specified by the Commission.

ARTICLE 6 THE FINANCIAL YEAR

Section 1

The financial year of the Association shall close on 31st of January of each year.

Section 2 Funds-Source

- (a) The funds shall be derived from entrance fees and annual subscriptions of members, donations and subject to any resolution passed in general meeting, such other sources as the Committee determines.
- (b) All money received shall be deposited as soon as practicable to the credit of the Association's bank account.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt if requested.

Section 3 Funds-Management

- (a) Subject to any resolution passed by the Association in general meeting, the Committee is empowered to invest the funds of the Association in such a manner as it deems prudent.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee as officers of the Association.

ARTICLE 7 MISCELLANEOUS

Section 1 Alteration to the Constitution

- (a) These Objects and Rules may be altered, repealed or added to by resolution passed by a majority of at least three-quarters (3/4) of those voting in person or by

proxy at an Annual General Meeting or a Special General Meeting convened specifically for this purpose.

- (b) Any proposed alteration, repeal or addition to these objects or rules shall be in the form of a motion, signed by at least ten percent of the total number of members and:
 - 1. Shall be in writing
 - 2. Shall state the purpose of the meeting
 - 3. Shall be signed by the members making the requisition
 - 4. Shall be lodged with the Secretary
- (c) Notice of any proposed alteration, repeal or addition to the rules must be sent in writing to all members at least 30 days prior to the annual meeting or special meeting convened for this purpose.
- (d) If the Committee fails to convene a Special General Meeting to be held within a period of not less than sixty (60) days and not more than ninety (90) days after the date on which a requisition of members for the meeting is lodged with the Secretary, then any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than one hundred and twenty (120) days after that date.
- (e) A Special General Meeting as referred to in sub-clause (d) shall be convened in the same manner as General Meetings are convened by the Committee.

Section 2 Insurance

The Association shall effect and maintain insurance with an approved insurer against the liability of the Association arising out of –

- (a) an occurrence causing death or bodily injury to a person or damage to property; and
- (b) such other occurrences as may be prescribed by the Association

Section 3 Common Seal

- (a) This shall be kept in the custody of the Secretary.
- (b) It shall not affix to any instrument except by the authority of the Committee and it shall be attested by the signature of two members of the Committee.

Section 4 Custody of Books, etc.

Except as otherwise provided by this Constitution, the Secretary and/or the Treasurer shall keep in his/her custody all records, books and other documents relating to the Association.

Section 5 Inspection of Books etc.

The records, books and other documents of the Association shall be open to the inspection, free of charge by a member of the Association at any reasonable hour.

Section 6 Service of Notices

- (a) A notice may be served by or on behalf of the Association upon any member either personally or by post at the member's address shown in the register of members.
- (b) Where a document is properly sent to a person by post, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Section 7 Surplus Property

At the First General Meeting of the Association, the Association shall pass a special resolution nominating an incorporated society which fulfils the requirements of the Act, so as to vest the surplus property of the Association in the event of winding up or cancellation of the incorporation.

Interpretation

- 1. "the Act" means the NSW Associations Incorporation Act
- 2. "the Rules" means Model Rules of the Associations Incorporation Act, 1984 NSW
- 3. "the Regulations" means the Associations Incorporation Regulation, 1985 NSW
- 4. "the Association" means the Australasian Transplant Coordinators Association (A.T.C.A.) Incorporated.
- 5. "the Committee" means the Committee of The Australasian Transplant Coordinators Association (A.T.C.A.) Incorporated.
- 6. "Commission" means the Corporate Affairs Commission constituted by the Corporate Affairs Commission Act, 1981 NSW.
- 7. Words importing the singular number or plural number shall include the plural number and singular number respectively and words importing any gender shall include each other gender.
- 8. "in writing" may be by way of written evidence provided by mail or via email, it must be signed by the person in question"

APPENDIX 1



**AUSTRALASIAN TRANSPLANT
COORDINATORS ASSOCIATION INC**

Representing Donor and Transplant Coordinators in
Australia and New Zealand

APPLICATION FOR MEMBERSHIP

TAX INVOICE **ABN: 97 023 659 976**

LAST NAME (Block Letters)

FIRST NAME (Block Letters)

PREFERRED TITLE:Ms Miss Mrs Mr Dr Professor Other.....

MAILING ADDRESS (Please indicate whether home or work address)

.....
.....
.....
.....

EMAIL:.....

PHONE:(W)..... **FAX**.....

**SPECIAL INTERESTS IN RELATION TO ORGAN AND TISSUE DONATION AND
TRANSPLANTATION**

.....
.....

EDUCATIONAL/PROFESSIONAL QUALIFICATIONS

.....
.....

CURRENT APPOINTMENTS

.....
.....

I agree to abide by the articles of association and by-laws of ATCA, and to pay my annual subscription so long as I remain a member.

Date of application: **Signed:**

Signature of Proposer:

Name of Proposer: (Please Print)

- Proposer must be financial member of ATCA.

- Your application will be considered at the next meeting of the ATCA Committee
- You will be notified about the status of your application following the next meeting of the ATCA Committee

APPENDIX 2



**AUSTRALASIAN TRANSPLANT
COORDINATORS ASSOCIATION INC**
Representing Donor and Transplant Coordinators in
Australia and New Zealand

FORM OF APPOINTMENT OF PROXY

I, _____

of (**address**) _____

being an Ordinary member of the Australasian Transplant Coordinators Association Inc hereby appoint:

(**full name of proxy**) _____

of (**address**) _____

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details) (**OPTIONAL: to be inserted if desired**)

Signature of member appointing proxy

Date _____

NOTE: A proxy vote may not be given to a person who is not a member of the Association.