

*ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS
AND VASCULAR DISEASES INC*

*130 Thonemans Road
HODDLES CREEK VIC 3139*

RULES

ADOPTED AT A MEMBERS' MEETING
HELD ON 15TH JULY 2016

ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS AND VASCULAR DISEASES INC

**RULES
INDEX**

Contents	Page Nos
PRELIMINARY	1
1. NAME	1
2. DEFINITIONS.....	1
3. INTERPRETATION.....	2
4. STATEMENT OF PURPOSES	3
MEMBERSHIP	3
5. FIRST MEMBERS.....	3
6. ELIGIBILITY	4
7. CLASSES OF MEMBERSHIP	4
8. APPLICATION.....	4
9. ADMISSION AS ORDINARY MEMBER.....	5
10. ADMISSION AS HONORARY MEMBER	5
11. RIGHTS OF MEMBERS	5
12. MEMBERSHIP FEES	6
13. LIABILITY OF MEMBERS	6
14. REGISTER OF MEMBERS	6
15. SERVICE ADDRESS	7
16. CESSATION OF MEMBERSHIP	7
17. CONSEQUENCES OF LOSS OF MEMBERSHIP.....	7
18. PROHIBITION ON CLAIMS ON SOCIETY.....	8
19. PROHIBITION ON REPRESENTATION AS A MEMBER	8
20. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS	8
21. DISPUTES AND MEDIATION	9
MEETINGS OF MEMBERS	10
22. ANNUAL GENERAL MEETINGS	10
23. SPECIAL GENERAL MEETINGS	11
24. REQUISITIONED GENERAL MEETINGS	11
25. MEMBER-CONVENED GENERAL MEETINGS	11
26. SPECIAL BUSINESS	12
27. NOTICE OF GENERAL MEETINGS.....	12
28. QUORUM AT GENERAL MEETINGS	12
29. ADJOURNMENT DUE TO LACK OF QUORUM	12
30. ADJOURNMENT ARISING FROM MEMBERS' DETERMINATION	13
31. PRESIDING AT GENERAL MEETINGS.....	13
32. VOTING AT GENERAL MEETINGS	13
33. SECRET BALLOT AT GENERAL MEETINGS.....	13
34. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED	14
35. PROXIES	14
SCIENTIFIC CONGRESS.....	14
36. SCIENTIFIC CONGRESS – GENERAL.....	14
37. FORMAT OF SCIENTIFIC CONGRESS.....	14
38. PURPOSE OF SCIENTIFIC CONGRESS	15
39. DETERMINATION OF VENUE FOR SCIENTIFIC CONGRESS.....	15
40. ORGANISATION OF SCIENTIFIC CONGRESS.....	15
41. NOTICE OF SCIENTIFIC CONGRESS	15
42. PARTICIPATION AT SCIENTIFIC CONGRESS.....	15
43. GOVERNANCE OF MEETINGS CONDUCTED AT SCIENTIFIC CONGRESS	15

ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS AND VASCULAR DISEASES INC

**RULES
INDEX**

Contents	Page Nos
COUNCIL	16
44. POWERS.....	16
45. COMPOSITION.....	16
46. TENURE OF OFFICE.....	16
47. MEETINGS	17
48. GOVERNANCE AT COUNCIL MEETINGS.....	17
49. INPUT FROM COUNCIL	17
EXECUTIVE COMMITTEE.....	17
50. POWERS AND FUNCTION.....	17
51. QUALIFICATION OF COMMITTEE MEMBERS.....	18
52. FIRST COMMITTEE.....	18
53. COMPOSITION OF COMMITTEE.....	18
54. OFFICERS	19
55. TENURE OF OFFICE.....	19
56. ELECTION OF COMMITTEE MEMBERS	20
57. ELECTION OF OFFICERS	20
58. CASUAL VACANCIES	20
59. LOSS OF OFFICE	21
60. REMOVAL FROM OFFICE.....	21
61. DISCLOSURE OF INTEREST IN A CONTRACT	22
62. REMUNERATION OF COMMITTEE MEMBERS	22
MEETINGS OF THE EXECUTIVE COMMITTEE	22
63. CONVENING EXECUTIVE COMMITTEE MEETINGS	22
64. NOTICE OF EXECUTIVE COMMITTEE MEETINGS.....	23
65. QUORUM FOR EXECUTIVE COMMITTEE MEETINGS	23
66. PRESIDING AT EXECUTIVE COMMITTEE MEETINGS.....	23
67. VOTING AT EXECUTIVE COMMITTEE MEETINGS	23
DUTIES OF OFFICERS	23
68. SECRETARY	23
69. TREASURER.....	24
ADMINISTRATION.....	24
70. SEAL	24
71. INSPECTION OF BOOKS AND RECORDS	25
72. NOTICE TO MEMBERS	25
73. ALTERATION OF RULES AND PURPOSES	25
FINANCIAL MATTERS.....	25
74. SOURCE OF FUNDS	25
75. APPLICATION OF INCOME AND PROPERTY	25
76. MANAGEMENT OF FUNDS.....	26
INDEMNIFICATION AND INSURANCE.....	26
77. APPLICABLE PERSONS	26
78. INSURANCE	26
79. INDEMNITY.....	26
80. LOAN TO AN APPLICABLE PERSON	27
81. DEFINITION OF PROCEEDINGS	27

ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS AND VASCULAR DISEASES INC

**RULES
INDEX**

Contents	Page Nos
WINDING UP	27
82. PROCEDURE FOR WINDING UP SOCIETY	27
83. DISTRIBUTION OF PROPERTY OF SOCIETY	27

ASSOCIATIONS INCORPORATION ACT 1981

**ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS
AND VASCULAR DISEASES INC**
RULES

PRELIMINARY

1. NAME

The name of the incorporated association is **Asian Pacific Society of Atherosclerosis and Vascular Diseases Inc.** (in these Rules called the "Society").

2. DEFINITIONS

In these Rules, unless the contrary intention appears:-

Act means the *Associations Incorporation Act 1981* (Vic).

By Laws means the regulations determined from time to time by the Executive Committee.

Committee Member means a natural person who holds office as a member of the Executive Committee.

Company means Asian Pacific Society of Atherosclerosis and Vascular Diseases Limited, ACN 085 644 355, being a company limited by guarantee which applied for incorporation under section 10 of the Act as the Society.

Corporate Member means an incorporated entity which has been admitted to, and holds membership as, a corporate member in accordance with these Rules.

Corresponding Member means a Person who has been admitted to, and holds membership as, a corresponding member in accordance with these Rules.

Council means the decision-making body with the powers and functions set out in Rule 44.

Council Meeting means a duly convened meeting of the Council.

Councillor means a natural person who is a member of the Council pursuant to Rule 45.

Executive Committee means the executive committee of the Society.

Executive Committee Member means a natural person who is a member of the Executive Committee.

Financial Member means a Member whose outstanding Membership Fees are no more than one (1) year overdue for payment.

Financial Year means the year ending on 30th June.

General Meeting means a General Meeting of Members convened in accordance with Rules 22, 23, 24 or 25.

Honorary Member means a natural person who has been admitted to, and holds membership as, an honorary member in accordance with these Rules.

Medical Field includes the causes, treatment, prevention and study of human atherosclerosis, coronary heart disease, stroke, cardiology, diabetes, lipid imbalance, hypertension and peripheral vascular diseases.

Member means a member of the Society.

Membership Fee means a sum which a Member is required to pay to the Society to gain or retain membership and shall include but not be limited to entrance fees and annual subscriptions.

Nominee means a person who has been nominated for membership of the Society.

Officer means a natural person who has been elected to and holds an office listed in Rule 54.

Ordinary Committee Member means a Committee Member who is not an Officer.

Ordinary Member means a natural person who has been admitted to, and holds membership as, an ordinary member in accordance with these Rules.

Region includes, but is not limited to, the countries listed in Schedule 1.

Register means the register of Members.

Regulations means the regulations under the Act.

Relevant Documents has the same meaning as in the Act.

Scientific Meeting is a meeting held at each Scientific Congress to discuss relevant technical issues.

Special Resolution means a resolution passed at a General Meeting:–

- (1) of which not less than twenty one (21) days notice specifying the intention to propose the resolution as a Special Resolution is given to all Members; and
- (2) of the Voting Members who vote in person or by proxy at the meeting, not less than three quarters vote in favour of the resolution.

Voting Member means a Member who:–

- (1) is not precluded under these Rules or the Act from voting upon a resolution; and
- (2) is a Financial Member.

3. INTERPRETATION

- (1) Except so far as the contrary intention appears in these Rules, an expression has, in a provision of these Rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
 - (2) In these Rules, a reference to the Secretary of the Society is a reference-
-

- (a) if a person holds office under these Rules as Secretary of the Society - to that person; and
 - (b) in any other case, to the Public Officer of the Society.
- (3) Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.

4. STATEMENT OF PURPOSES

The purpose of the Society is primarily to advance and exchange knowledge concerning the causes, natural history, treatment and prevention of human atherosclerosis, coronary heart disease, stroke and peripheral vascular disease. The Society's goal is the prevention of these cardiovascular diseases in the Asian Pacific region. These objectives will be promoted by any or all of the following means:-

- (1) the holding of meetings dealing with clinical studies and scientific research in the field of atherosclerosis and vascular diseases;
- (2) encouraging other meetings between members of the Society and exchanges with others engaged in clinical studies and scientific research in this field;
- (3) fostering collaborative work between national and international centres engaged in clinical studies and scientific research in this field;
- (4) encouraging and assisting the publication, on occasions, of the proceedings of the Society's meetings, or other works furthering the knowledge of clinical studies and scientific research in this field;
- (5) promoting professional and, as appropriate, public education relevant to the prevention of atherosclerosis, coronary heart disease, stroke and peripheral vascular disease;
- (6) funding research fellowships, bursaries and other support, and fostering the organization of training courses in research methods and techniques, particularly to assist young research workers engaged in studies of atherosclerosis and vascular diseases and allied scientific fields;
- (7) acceptance and investment of sums accruing from dues, endowments, grants, funds, and bequests and their disbursement for the above purposes;
- (8) to complement the activities of existing local bodies interested in related fields - particularly cardiology, stroke, atherosclerosis, diabetes, lipids, nutrition and hypertension - and to provide an over arching interest which will facilitate collaboration over these areas.

MEMBERSHIP

5. FIRST MEMBERS

The first Members of the Society shall be those Persons who, immediately prior to the incorporation of the Society, were the members of the company registered under the name of Asian Pacific Society Of Atherosclerosis And Vascular Diseases Limited, ACN 085 644 355 and those Persons:-

- (1) need not consent in writing to become a Member of the Society;
- (2) shall not be required to apply for membership;
- (3) shall be admitted to a class of membership which is identical to the class of membership held as a member of the Company.

6. ELIGIBILITY

Any Person residing in the Region who is engaged in research and/or clinical practice in the Medical Field and are committed to the objects of the Society shall be eligible to become a Member of the Society provided all eligibility requirements and other membership qualifications as set out in the By-Laws or elsewhere have been met.

7. CLASSES OF MEMBERSHIP

- (1) The membership of the Society shall be comprised of those classes which the Executive Committee determines to be appropriate from time to time. Schedule 2 lists those classes of membership which the Executive Committee has determined as being appropriate as at the date of the adoption of this Rules.
- (2) The Executive Committee shall have the power to:—
 - (a) create other classes of membership;
 - (b) abolish existing classes provided that all Members of that class first consent in writing to the proposed abolition.
- (3) The Executive Committee shall determine from time to time the eligibility criteria applicable to each membership class. Schedule 2 lists the eligibility criteria which the Executive Committee has determined as being appropriate as at the date of the adoption of this Rules.
- (4) A Nominee may nominate a class of membership to which they wish to be admitted when completing the Application for Membership of the Society.
- (5) The Executive Committee shall assign a Nominee to a class of membership pursuant to the eligibility criteria set out in Schedule 2 hereof and shall be under no obligation to admit the Nominee to the class nominated by the Nominee.

8. APPLICATION

- (1) Nomination forms for admission as an Ordinary Member shall be issued by the Secretary to existing Members of the Society upon request. Such nomination forms shall be as similar as circumstances permit to that appearing as Schedule 3.
 - (2) Nominees must be proposed by a Member and Councillor of the Society. The proposer must be fully conversant with the work of the Nominee.
 - (3) The Nominee must:—
 - (a) sign a statement consenting to his nomination; and
 - (b) sign a statement agreeing to be bound by the Rules of the Society; and
-

- (c) submit payment of the annual subscription for the first year, where relevant.
- (4) All nominations shall be sent to the Secretary.

9. ADMISSION AS ORDINARY MEMBER

- (1) Nominations shall be considered and determined by the Executive Committee.
- (2) If a nomination has been accepted, the Secretary shall, as soon as possible:—
 - (a) enter the name of the Nominee in the Register;
 - (b) notify the Nominee of their admission as an Ordinary Member.
- (3) A Nominee becomes an Ordinary Member and is entitled to exercise the rights of membership when the name of the Nominee is entered in the Register.
- (4) The Executive Committee may decline to admit a Nominee and is not bound to give reasons why the nomination was not accepted.
- (5) The Secretary shall, as soon as possible after a nomination has been declined:—
 - (a) notify the Nominee of the determination;
 - (b) return to the Nominee the annual subscription paid by the Nominee, if any.

10. ADMISSION AS HONORARY MEMBER

- (1) The Executive Committee shall be entitled to nominate a distinguished person, of any age, judged suitable for honorary membership. Each such nomination shall be listed on the agenda for the next Annual General Meeting.
- (2) A nominee for Honorary Membership shall be admitted as an Honorary Member if a simple majority of Voting Members approve of the admission at the next Annual General Meeting.

11. RIGHTS OF MEMBERS

- (1) The rights of any Member are not transferable.
 - (2) Schedule 2 lists the rights attaching to each class of membership which the Society has determined to be appropriate as at the date of the adoption of this Rules.
 - (3) The privileges, rights, obligations, terms or conditions of a class of membership may be altered, varied or amended, by:—
 - (a) the consent of not less than seventy five per cent (75%) of the Members of that class; and
 - (b) a Special Resolution to be passed by Voting Members.
-

- (4) Where there are no Members admitted to a particular class of membership, the privileges, rights, obligations, terms or conditions of a class of membership may be altered, varied or amended by a Special Resolution passed by Voting Members.
- (5) A Member shall be entitled to introduce visitors to meetings of the Society after prior notification to the Secretary and shall also be entitled to arrange with the Secretary for communications or demonstrations to be given by visitors.
- (6) A Member shall not be entitled to carry out research projects under the auspices of the Society without the prior agreement of the Executive Committee.

12. MEMBERSHIP FEES

- (1) The Executive Committee shall determine the quantum of entrance fees, annual subscriptions and any other amount which a Nominee or a Member is required to pay to be admitted to membership or remain as a Financial Member. The Membership Fees applicable at the time of the adoption of these Rules are set out in Schedule 4.
- (2) The due date for payment of an annual subscription shall be 31st March in each year. Payment of the annual subscription shall accompany a completed Membership Subscription Renewal form, similar to that appearing in Schedule 5 for Members resident in Australia and in Schedule 6 for Members not resident in Australia.
- (3) The Executive Committee shall determine the due date for payment of amounts by Members other than the annual subscription.
- (4) Where payment of a Membership Fee is overdue by one (1) year and prior notice in writing has been sent to the Member of the consequences, a Member's entitlement to the benefits of membership shall be suspended. Where the payment of a Membership Fee is overdue by two (2) years and prior notice in writing has been sent to the Member to advise of the consequences, membership shall be determined ipso facto.
- (5) Any alteration to a Membership Fee shall be notified to Members at least three (3) months after the close of the Scientific Congress at which the alteration was determined by the Executive Committee.

13. LIABILITY OF MEMBERS

The liability of a Member is limited to any unpaid Membership Fees which remain the liability of the Member under Article 12 hereof.

14. REGISTER OF MEMBERS

- (1) The Secretary must keep and maintain a Register at the registered office of the Society. The Register must contain:—
 - (a) the name and address of each Member; and
 - (b) the date on which each Member's name was entered in the Register.
 - (2) When a Nominee has been accepted for membership the Secretary will cause the Nominee's name to be entered in the Register, thereupon conferring membership.
-

- (3) The Register is available for inspection free of charge by any Member upon request.
- (4) A Member may make a copy of entries in the Register.

15. SERVICE ADDRESS

- (1) The Service Address of a Member in the Register will be the address nominated by the Member for the purpose of receiving notices from the Society and may be:—
 - (a) a residential address;
 - (b) a postal address;
 - (c) a business address;
 - (d) a facsimile number;
 - (e) an email address.
- (2) The Society shall use its best endeavours to use the Service Address nominated by each Member for the purpose of delivering notices.
- (3) A Member must notify the Secretary within fourteen (14) days of any change of its name or Service Address and each such change shall be recorded in the Register.

16. CESSATION OF MEMBERSHIP

Membership of the Society will terminate:—

- (1) one (1) month after the receipt by the Secretary of a letter of resignation from a Member;
- (2) upon a Member being expelled or suspended in accordance with this Rules;
- (3) when the membership of such a Member is determined under Clause 20 hereof; or
- (4) upon the death of a Member.

17. CONSEQUENCES OF LOSS OF MEMBERSHIP

- (1) A Member (or the Member's estate in the case of a deceased or bankrupt Member) whose membership of the Society is terminated will be liable for all Membership Fees due by that Member to the Society.
 - (2) A Person who ceases to be a Member (or the Person's estate in the case of a deceased or bankrupt Member) shall remain liable for all moneys owing to the Society at the time of cessation of Membership.
 - (3) By a simple majority of the Executive Committee, the application of Clause 17(1) and/or Clause 17(2) may be waived in respect of a Member or the Member's estate (in the case of a deceased or bankrupt Member).
-

18. PROHIBITION ON CLAIMS ON SOCIETY

A Member whose membership is terminated will not make any claim, monetary or otherwise, on the Society, its funds or property except as a creditor thereof.

19. PROHIBITION ON REPRESENTATION AS A MEMBER

Any person or corporation who for any reason ceases to be a Member shall no longer represent themselves in any manner as being a Member.

20. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (1) Subject to these Rules, if the Executive Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Society, the Executive Committee may by resolution:-
 - (a) fine that Member an amount which the Executive Committee deem warranted; or
 - (b) suspend that Member from membership of the Society for a specified period; or
 - (c) expel that Member from the Society.
- (2) A resolution of the Executive Committee under Rule 20(1) does not take effect unless:-
 - (a) at a meeting held in accordance with Rule 20(3), the Executive Committee confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Society under this Rule, the Society confirms the resolution in accordance with this Rule.
- (3) A meeting of the Executive Committee to confirm or revoke a resolution passed under Rule 20(1) must be held not earlier than fourteen (14) days, and not later than twenty eight (28) days, after notice has been given to the Member in accordance with Rule 20(4).
- (4) For the purposes of giving notice in accordance with Rule 20(3), the Secretary must, as soon as practicable, cause to be given to the Member a written notice:-
 - (a) setting out the resolution of the Executive Committee and the grounds on which it is based; and
 - (b) stating that the Member, or his or her representative, may address the Executive Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the notice has been given to that Member; and;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that he or she may do one or both of the following:-
 - (i) attend that meeting;
 - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution;

- (e) informing the Member that, if at that meeting, the Executive Committee confirms the resolution, he or she may not later than forty eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Society in General Meeting against the resolution.
- (5) At a meeting of the Executive Committee to confirm or revoke a resolution passed under Rule 20(1), the Executive Committee must:-
 - (a) give to the Member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Executive Committee, the Executive Committee confirms the resolution, the Member may, not later than forty eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Society in General Meeting against the resolution.
- (7) If the Secretary receives a notice under Rule 20(6), he or she must notify the Executive Committee and the Executive Committee must convene a General Meeting of the Society to be held within twenty one (21) days after the date on which the Secretary received notice.
- (8) At a General Meeting of the Society convened under Rule 20(7):-
 - (a) no business other than the question of the appeal may be conducted; and;
 - (b) the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the General Meeting not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

21. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:-
 - (a) a Member and another Member; or
 - (b) a Member and the Society.
 - (2) The parties to the dispute must discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
 - (3) If the parties are unable to resolve the dispute, or if a party fails to participate in the discussion,
-

then the parties must as soon as possible but within ten (10) days if possible hold a meeting, if necessary by telephone or video-conferencing, in the presence of a mediator.

- (4) The mediator must be:-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:-
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Executive Committee of the Society; or
 - (ii) in the case of a dispute between a Member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the Society can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act and otherwise at law.

MEETINGS OF MEMBERS

22. ANNUAL GENERAL MEETINGS

- (1) The Society shall in each calendar year convene an Annual General Meeting of its Members. The Executive Committee may determine the date, time and place of the Annual General Meeting of the Society.
 - (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
 - (3) The ordinary business of the Annual General Meeting shall be:-
 - (a) to confirm the minutes of the previous Annual General Meeting and of any General
-

Meeting held since that meeting; and

- (b) to receive from the President a report upon the activities of the Society during the last preceding financial year; and
 - (c) to receive and consider the statement submitted by the Society in accordance with Section 30(3) of the Act.
 - (d) to elect the Non-Executive Committee Councillors.
- (4) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
 - (5) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

23. SPECIAL GENERAL MEETINGS

- (1) In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
- (4) If, but for this Rule, more than fifteen (15) months would elapse between Annual General Meetings, the Executive Committee must convene a Special General Meeting before the expiration of that period.

24. REQUISITIONED GENERAL MEETINGS

- (1) The Executive Committee must, on the request in writing of Members representing not less than fifteen per cent (15%) of the total number of Members, convene a Special General Meeting of the Society.
- (2) The request for a Special General Meeting must:-
 - (a) state the objects of the meeting; and
 - (b) be signed by the Members requesting the meeting; and
 - (c) be sent to the address of the Secretary.

25. MEMBER-CONVENED GENERAL MEETINGS

- (1) If the Executive Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
 - (2) If a Special General Meeting is convened by Members in accordance with these Rules, it must be convened in the same manner so far as possible as a meeting convened by the Executive
-

Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Society to the persons incurring the expenses.

26. SPECIAL BUSINESS

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under these Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

27. NOTICE OF GENERAL MEETINGS

- (1) The Secretary must notify Members of the place, date and time of the next:-
 - (a) Annual General Meeting at least three (3) months in advance; and
 - (b) General Meeting other than an Annual General Meeting at least twenty one (21) days in advance,

and shall send the agenda for each such meeting to Members at least twenty one (21) days before the date fixed for holding a General Meeting of the Society.

- (2) Notice must be sent in accordance with Rule 72.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

28. QUORUM AT GENERAL MEETINGS

- (1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Persons being or representing one-tenth of the Voting Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting. Members other than Voting Members shall be admitted to a General Meeting but shall not be counted for the purpose of determining whether a quorum is present.

29. ADJOURNMENT DUE TO LACK OF QUORUM

- (1) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:-
 - (a) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the next day in the same week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the

meeting is adjourned) at the same place.

- (2) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present, being not less than five (5), shall be a quorum.

30. ADJOURNMENT ARISING FROM MEMBERS' DETERMINATION

- (1) The person presiding may, with the consent of a simple majority of Members present at a General Meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned General Meeting other than the unfinished business from the meeting which was adjourned.
- (3) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 27.
- (4) Except as provided in Rule 30(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

31. PRESIDING AT GENERAL MEETINGS

- (1) The President shall preside at each General Meeting of the Society.
- (2) If the President is absent from a General Meeting, or is unable to preside, those present who have the right to vote must elect one (1) of their number to preside as President.

32. VOTING AT GENERAL MEETINGS

- (1) Upon any question arising at a General Meeting of the Society:–
 - (a) only the Voting Members are entitled to vote;
 - (b) a Voting Member may cast one (1) vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at a General Meeting unless the Member is a Voting Member.

33. SECRET BALLOT AT GENERAL MEETINGS

- (1) If at a meeting a secret ballot on any question is demanded by not less than three (3) Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the secret ballot shall be deemed to be a resolution of the meeting on that question.
 - (2) A secret ballot that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a secret ballot that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
-

34. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a General Meeting of the Society is determined on a show of hands:-

- (1) a declaration by the Chairperson that a resolution has been:-
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost; and
- (2) an entry to that effect in the minute book of the Society,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

35. PROXIES

- (1) Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than seven (7) days before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be:-
 - (a) for a meeting of the Society convened under Rule 20(7), in the form set out in Schedule 7; or
 - (b) in any other case, set out in Schedule 8.

SCIENTIFIC CONGRESS

36. SCIENTIFIC CONGRESS – GENERAL

The Scientific Congress shall be held over a period of not more than one (1) week and shall provide an opportunity for all Members and Councillors to meet both formally and informally to discuss matters of scientific and clinical interest.

37. FORMAT OF SCIENTIFIC CONGRESS

The Scientific Congress shall always include:-

- (1) an Executive Committee meeting;
 - (2) a Council Meeting;
 - (3) an Annual General Meeting;
 - (4) a Scientific Meeting; and
-

- (5) other meetings as required.

38. PURPOSE OF SCIENTIFIC CONGRESS

The purpose of the Scientific Congress shall be to enable Members, Council Members and the Executive Committee to inform and discuss with each other a broad variety of issues, including but not limited to the dissemination of knowledge of the advances in the understanding of the underlying causes and treatment of atherosclerosis and vascular disease.

39. DETERMINATION OF VENUE FOR SCIENTIFIC CONGRESS

Either one or more Members in conjunction with the relevant peak body or peak bodies in a country in the Region may bid to host a Scientific Congress. The Voting Members at each Annual General Meeting, by simple majority, shall determine which bid shall be accepted after consideration of the recommendation by Council and the Executive Committee.

40. ORGANISATION OF SCIENTIFIC CONGRESS

A Scientific Congress Organising Committee shall be formed by the successful bidders. It shall be compulsory that the President and Secretary of the Society shall be full voting members of the Scientific Congress Organising Committee. The Chairman and the Secretary of the Scientific Congress Organising Committee shall be co-opted onto the Executive Committee for a period of two (2) years prior to the Scientific Congress.

- (1) Seed funding should be returned if possible
- (2) Once seed funds have been return, a 15% share of the net profit should be returned to APSAVD.
- (3) This formula is to be applied to any scientific meetings in which APSAVD has a financial interest

41. NOTICE OF SCIENTIFIC CONGRESS

- (1) The Secretary of the Association, at least three (3) months, before the date for holding a Scientific Congress, must cause to be sent to each Member a notice stating the place, and dates for the Scientific Congress and the agenda and programmes for the various meetings at the Scientific Congress.
- (2) Notice may be sent to the preferred Service Address of each Member in accordance with Rule 15.

42. PARTICIPATION AT SCIENTIFIC CONGRESS

All Members and Councillors are encouraged to attend and participate actively in all meetings conducted at the Scientific Congress which they are entitled to attend.

43. GOVERNANCE OF MEETINGS CONDUCTED AT SCIENTIFIC CONGRESS

The provisions contained in Rules 28, 29, 30, 31, 32, 33, 34 and 35 shall have equal application to meetings conducted at the Scientific Congress.

COUNCIL

44. POWERS

- (1) A Council Meeting shall not be construed as a General Meeting nor a meeting of the Executive Committee. Decisions, if any, made at a Council Meeting shall not be construed as the decisions of a General Meeting nor a Board Meeting. The powers of the Councillors shall not encroach upon nor duplicate the powers of the Directors and shall not be exercised as if the Councillors were at a General Meeting.
- (2) The purpose of a Council Meeting shall be to enable Councillors to:-
 - (a) discuss and assist to shape the policies of the Society in order to support the Purposes of the Society as set out in Rule 2;
 - (b) discuss publication policies;
 - (c) discuss the funding of research fellowships, bursaries and other forms of support to investigators;
 - (d) discuss policies on acceptance and investment of sums from dues, endowments, grants, funds and bequests and on their disbursement in support of the objectives of the Society;
 - (e) consider other matters which may be brought to the attention of Council by the Executive Committee.
- (3) The discharge of the powers of the Council may be dealt with at Council Meetings.

45. COMPOSITION

The Council shall be composed of:-

- (1) the Executive Committee (ex-officio), being the President, the President-Elect or Past-President, Secretary, Treasurer and the ordinary members of the Executive Committee, as elected or appointed, during their respective terms of office (the "EC Councillors");
- (2) subject to a determination of the Executive Committee, up to forty (40) additional Councillors may be elected by the Voting Members to encompass all countries in the Region and taking into account the scientific disciplines in which the Society is engaged (the "Non-EC Councillors").

46. TENURE OF OFFICE

- (1) The provisions of this Rule 46 shall apply only to the Non-EC Councillors.
 - (2) The names of candidates to replace Non-EC Councillors may be proposed by a Voting Member who has obtained a written consent signed by the candidate. Postal nominations must be sent to the Secretary at least twenty-eight (28) days before the next Scientific Congress. At least twenty-one (21) days before the Scientific Congress, the Secretary shall send to each Voting Member a ballot paper containing:-
-

- (a) the names of all Councillors nominated by post and their country/regional affiliation;
 - (b) the names of retiring Non-EC Councillors; and
 - (c) the names of those candidates nominated to fill the vacancies and their country/regional affiliation, and confirmation that a written consent signed by the candidate has been received.
- (3) Non-EC Councillors shall be elected by the Voting Members at the Annual General Meeting held during each Scientific Congress. Nominations for the Non-Executive Committee Councillors may be received in advance of the Annual General Meeting and at the Annual General Meeting at the time immediately preceding the election. Each nomination shall indicate the country/region of affiliation of the candidate and the length of continuous membership of the Council at the time of the election.
 - (4) The two (2) candidates from each country/region with the greatest number of votes shall be declared elected. The remaining positions on the Council will be filled by those remaining candidates as recommended by Council and determined at the Annual General Meeting.
 - (5) In the event of a casual vacancy occurring on the Council, this shall be filled at the next Executive Committee meeting by the election of an Ordinary Member. This Non-EC Councillor shall only hold office for the unexpired term of office of the Non-EC Councillor replaced but shall be eligible for re-election.
 - (6) Each Non-EC Councillor shall hold office for a period of two (2) years concluding at conclusion of each Scientific Congress. A Non-EC Councillor may be re-elected.

47. MEETINGS

The Council shall meet at each Scientific Congress, and the outcome of each such Council Meeting shall be reported to the Members at the Annual General Meeting held at the same Scientific Congress.

48. GOVERNANCE AT COUNCIL MEETINGS

The provisions contained in Rules 28, 29, 30, 31, 32, 33, 34 and 35 shall have equal application to Council Meetings.

49. INPUT FROM COUNCIL

The Executive Committee may, as appropriate, solicit the advice of Councillors in writing when a meeting of the Council appears impractical.

EXECUTIVE COMMITTEE

50. POWERS AND FUNCTION

- (1) The affairs of the Society shall be managed by the Executive Committee.
 - (2) The Executive Committee:-
 - (a) shall control and manage the business and affairs of the Society; and
-

- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by other decision-making organs of the Society; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Society including but not limited to:–
 - (i) formulate the policies of the Society in order to support the Purposes of the Society as set out in Rule 2;
 - (ii) formulate publication policies;
 - (iii) determine the funding of research fellowships, bursaries and other forms of support to investigators;
 - (iv) determine policies relating to the acceptance and investment of sums from dues, endowments, grants, funds and bequests and on their disbursement in support of the objectives of the Society;
 - (v) approve the location of General Meetings and approve of meetings to be held in conjunction with other relevant societies and bodies; and
 - (vi) inviting any other scientific society or organisation to join in the work of a meeting.

51. QUALIFICATION OF COMMITTEE MEMBERS

No person shall be elected to, or remain a member of, the Committee unless he is at all relevant times an Ordinary Member of one (1) or more years' standing.

52. FIRST COMMITTEE

The first Committee Members shall be the persons who held office as members of the executive committee of the Company immediately before the Company became incorporated as the Society.

53. COMPOSITION OF COMMITTEE

- (1) Subject to Section 23 of the Act, the Committee shall consist of:–
 - (a) six (6) Officers of the Society;
 - (b) between five (5) and six (6) Ordinary Committee Members;
 - (c) co-opted Ordinary Members (if any) as provided in Rule 53(3); and
 - (d) the Chairman and Secretary of the Scientific Congress as provided in Rule 53(4).
 - (2) The Society may from time to time by Special Resolution passed at a General Meeting increase or reduce the minimum or maximum number of Officers or Ordinary Committee Members.
-

- (3) The Executive Committee shall be empowered to co-opt additional Ordinary Members to serve on the Committee for specific purposes (eg. to assist with the arrangement of meetings). Members so co-opted shall not exceed three (3) in number and shall not ordinarily serve for longer than one (1) year.
- (4) The Chairman and Secretary of the Scientific Congress shall be co-opted onto the Executive Committee for a period of two (2) years prior to the Scientific Congress.

54. OFFICERS

The Officers of the Society are:-

- (1) the President;
- (2) the President-Elect or the Immediate Past President;
- (3) the Secretary;
- (4) the Treasurer
- (5) the Membership Secretary; and
- (6) the Scientific Secretary

55. TENURE OF OFFICE

Offices shall be held for the following periods:-

- (1) The President shall hold office for a term of two (2) years and shall be eligible for re-election for not more than one (1) succeeding term.
 - (2) The President-Elect will hold office for the remaining year of the incumbent President's term and shall become President upon the retirement of the incumbent President. If the President-Elect has held office within the Executive Committee prior to his appointment as President-Elect, then his post will be filled by a Committee Member by ballot of the Voting Members.
 - (3) The person retiring as President (and not being re-elected to that office) shall hold office without the requirement for an election as Past President for a period of one (1) year.
 - (4) The Secretary shall hold office for a term of three (3) years and shall be eligible for re-election for not more than one (1) further term.
 - (5) The Treasurer shall hold office for a term of three (3) years and be eligible for re-election.
 - (6) The Membership Secretary shall hold office for a term of three (3) years and be eligible for re-election.
 - (7) The Scientific Secretary shall hold office for a term of three (3) years and be eligible for re-election
-

- (8) The Ordinary Committee Members will hold office for a term of three (3) years and shall be eligible for re-election. Each year, the two (2) longest serving Ordinary Committee Members shall retire and shall not be eligible for re-election until one (1) year has elapsed after their retirement from the Executive Committee.

56. ELECTION OF COMMITTEE MEMBERS

- (1) The names of Ordinary Members to replace retiring Ordinary Committee Members may be proposed by a Voting Member who has obtained a written consent signed by the nominee. Nominations for Ordinary Committee Members may be sent to the Secretary at least twenty-eight (28) days before the next Annual General Meeting or may be nominated at the time immediately preceding the election. At least twenty-one (21) days before the next Annual General Meeting, the Secretary shall send to each Voting Member a ballot paper containing:-
- (a) the names of retiring Ordinary Committee Members; and
 - (b) the names of those nominated to fill the vacancies, their country/regional affiliation and confirmation that a written consent signed by the candidate has been received.

57. ELECTION OF OFFICERS

- (1) If the President:-
- (a) has indicated his intention to retire, such indication must be advised not less than fifteen (15) months prior to his intended date of retirement; or
 - (b) is due to retire pursuant to Rule 55(1),

the President-Elect shall be appointed from within the Executive Committee by ballot of the Voting Members one (1) year before the retirement from office of the existing President. The President-Elect shall assume office as President upon the retirement of the incumbent President.

- (2) The names of Ordinary Committee Members to replace retiring Officers may be proposed by a Member who has obtained the written consent of the Nominee. Such nominations shall be sent to the Secretary at least twenty-eight (28) days before the next Annual General Meeting. At least twenty-one (21) days before the meeting, the Secretary shall send to each Voting Member a ballot paper containing:-
- (a) the names of retiring Officers; and
 - (b) the names of those nominated to fill the vacancies.
- (3) The Voting Members shall, from the names submitted, select by ballot Ordinary Committee Members to fill vacancies.
- (4) All Officers shall hold office until the conclusion of the Annual General Meeting at which they retire.

58. CASUAL VACANCIES

- (1) In the event of a casual vacancy in any office referred to in Rule 54, the Executive Committee may appoint an Ordinary Committee Member to the vacant office and the Ordinary Committee
-

Member thus appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

- (2) In the event of a casual vacancy occurring in the office of an Ordinary Committee Member, the Executive Committee may appoint an Ordinary Member to fill the vacancy and the Ordinary Member so appointed shall hold office, subject to these Rules, for the unexpired term of office of the Ordinary Committee Member replaced, but shall be eligible for re-election.
- (3) The continuing Committee Members may act notwithstanding any vacancy in the Executive Committee but if and so long as their number is reduced below the number fixed by these Rules as the quorum for a meeting of the Executive Committee, the continuing Committee Members may act for the purpose of increasing the number of Committee Members to that number or of convening a General Meeting of the Society, but for no other purpose.
- (4) In the event that the President ceases to be a Committee Member prior to the expiry of his term, the President-Elect shall replace the outgoing President.

59. LOSS OF OFFICE

The office of an Officer or an Ordinary Committee Member, becomes vacant if the Officer or Ordinary Committee Member:-

- (1) dies;
- (2) resigns from office by notice in writing given to the Secretary;
- (3) ceases to be an Ordinary Member of the Society;
- (4) becomes an insolvent under administration within the meaning of the *Corporations Act, 2001* (C'th);
- (5) becomes prohibited from being a director of a company by reason of any order made under the Act or by the operation of section 203D of the *Corporations Act, 2001* (C'th);
- (6) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (7) fails to attend within any period of six (6) months three (3) meetings of the Executive Committee without leave of the Executive Committee;
- (8) is removed under Rule 60;
- (9) holds any office of profit under the Society; or
- (10) fails to disclose an interest in a contract as required in Rule 61.

60. REMOVAL FROM OFFICE

- (1) The Society may by ordinary resolution remove any Committee Member before the expiration of his term.
-

- (2) The Society may by ordinary resolution appoint an Ordinary Member as an Ordinary Committee Member. The Ordinary Member so appointed shall hold office only until the conclusion of the next following Annual General Meeting.
- (3) A Committee Member who is the subject of a proposed resolution referred to in Rule 60(1) may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Society.
- (4) The Secretary or the President may give a copy of the representations to each Member of the Society or, if they are not so given, the Member may require that they be read out at the Annual General Meeting.

61. DISCLOSURE OF INTEREST IN A CONTRACT

- (1) A Committee Member who is interested in any contract or arrangement made or proposed to be made with the Society shall disclose his or her interest within thirty (30) days of being appointed as a Committee Member by completing and lodging with the Secretary a written disclosure providing all relevant details.
- (2) If a current Committee Member becomes interested in a contract or arrangement, he or she shall disclose his or her interest within thirty (30) days after he or she becomes so interested.
- (3) No Committee Member shall vote as a Committee Member in respect of any contract or arrangement of which he or she is interested and if he or she does vote, it shall not be counted.

62. REMUNERATION OF COMMITTEE MEMBERS

No Committee Member shall be entitled to receive any payment or any form of benefit in money or money's worth by way of remuneration for discharging his duties as a Committee Member except:-

- (1) reimbursement of out-of-pocket expenses incurred in carrying out the duties of a Committee Member where the payment does not exceed the amount previously approved by the Committee and upon presentation of receipts;
- (2) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Society's bankers for money lent to the Society; and
- (3) reasonable and proper rent for premises let to the Society.

MEETINGS OF THE EXECUTIVE COMMITTEE

63. CONVENING EXECUTIVE COMMITTEE MEETINGS

- (1) The Executive Committee must meet as often as it deems necessary and at least once each year at such place and such times as the Executive Committee may determine.
 - (2) Special meetings of the Executive Committee may be convened by the President or by any two (2) Committee Members.
-

64. NOTICE OF EXECUTIVE COMMITTEE MEETINGS

- (1) Notice of each Executive Committee meeting must be given to each Committee Member so as to allow a reasonable period of notice before the date of the meeting.
- (2) Notice must be given to Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

65. QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

- (1) Any three (3) Executive Committee Members constitute a quorum for the conduct of the business of a meeting of the Executive Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:–
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

66. PRESIDING AT EXECUTIVE COMMITTEE MEETINGS

The President shall normally preside at meetings of the Executive Committee but shall be empowered to nominate another Committee Member to preside in his absence. If the President has failed to nominate another Committee Member, those persons present must choose one of their number to preside.

67. VOTING AT EXECUTIVE COMMITTEE MEETINGS

- (1) Questions arising at a meeting of the Executive Committee, or at a meeting or any sub-Executive Committee appointed by the Executive Committee, shall be determined on a show of hands or, if an Executive Committee Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each Executive Committee Member present at a meeting of the Executive Committee, or at a meeting of any sub-Executive Committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

DUTIES OF OFFICERS

68. SECRETARY

- (1) In accordance with these Rules and upon the direction of:–
 - (a) the Executive Committee; or
 - (b) any two Executive Committee Members,
-

the Secretary shall convene, as directed, a General Meeting, a Council Meeting or an Executive Committee meeting.

- (2) The Secretary of the Society must keep minutes of the resolutions and proceedings of each General Meeting, Council Meeting and Executive Committee Meeting, together with a record of the names of persons present at each such meeting.
- (3) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Society.

69. TREASURER

The Treasurer of the Society shall be responsible for all the Society's financial matters including:–

- (1) the collection and receipt of all moneys due to the Society including Membership Fees and make all payments authorised by the Society;
- (2) the notification to the Executive Committee of cases of any Members whose subscriptions are one (1) year in arrears; and
- (3) the payment of all expenses authorised by the Executive Committee. In the case of any expenditure the advisability of which is deemed doubtful, the Treasurer shall seek and accept the guidance of the Executive Committee;
- (4) the maintenance of correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society;
- (5) the annual presentation of a statement of the Society's accounts.

ADMINISTRATION

70. SEAL

- (1) The Common Seal of the Society must be kept in the custody of the Secretary or the Treasurer.
 - (2) The Common Seal must not be affixed to any instrument except by the written authority of:–
 - (a) the Executive Committee; or
 - (b) when time is of the essence, by not less than two Executive Committee Members.
 - (3) The affixing of the Common Seal must be attested by the signatures of either:–
 - (a) two (2) Committee Members; or
 - (b) one (1) Committee Member and of the Public Officer; or
 - (c) the Treasurer alone; or
 - (d) the Secretary alone.
-

71. INSPECTION OF BOOKS AND RECORDS

- (1) All accounts, books, and securities and any other Relevant Documents of the Society must be available for inspection free of charge by any Member upon request.
- (2) A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Society.

72. NOTICE TO MEMBERS

Any notice that is required to be given to a Member, by or on behalf of the Society, under these Rules may be given by:-

- (1) delivering the notice to the Member personally; or
- (2) sending it to the Member's Service Address; or
- (3) any other address or method nominated in writing by the Member.

73. ALTERATION OF RULES AND PURPOSES

These Rules and the Statement of Purposes of the Society must not be altered except in accordance with the Act. Voting must take place at a General Meeting and the alteration must be approved by the passing of a Special Resolution.

FINANCIAL MATTERS

74. SOURCE OF FUNDS

The funds of the Society shall be derived from annual subscriptions, donations, fundraising activities, event fees and such other sources as the Executive Committee determines.

75. APPLICATION OF INCOME AND PROPERTY

All moneys and property received or derived in connection with the Society shall be applied solely towards the promotion of the purposes of the Society as set out in Rule 4 hereof. No portion thereof shall be paid or transferred directly or indirectly by any means whatsoever by way of profit to Members. The Society shall be prohibited from remunerating a Committee Member or a Councillor of the Society whilst such person holds office as such. However, nothing herein shall prevent the payment in good faith to any person, including a Member or employee of the Society:-

- (1) of reasonable and proper remuneration in return for any services actually rendered to the Society;
 - (2) for goods supplied in the ordinary and usual conduct of the Society;
 - (3) of interest at rates not exceeding those for the time being prevailing in the community on money borrowed for the objects of the Society; and
 - (4) of reasonable and proper rent for premises demised or let to the Society for the objects of the Society.
-

76. MANAGEMENT OF FUNDS

- (1) The funds of the Society shall be managed by the Treasurer on behalf of the Executive Committee and shall only be expended for the purposes and in the interests of the purposes of the Society.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer or his nominee.

INDEMNIFICATION AND INSURANCE

77. APPLICABLE PERSONS

The provisions of Articles 78, 79, 80 and 81 shall apply to Applicable Persons, which expression shall include:-

- (1) every person who is or has been an Executive Committee Member of the Society;
- (3) if the Executive Committee determines, an employee or former employee of the Executive Committee Member.

78. INSURANCE

- (1) To the extent permitted under the law and Act, the Society may pay, or agree to pay, a premium in respect of a contract insuring any one or more Applicable Persons against any liability incurred by the Applicable Person PROVIDED THAT the liability does not arise out of conduct involving:-
 - (a) a wilful breach of duty in relation to the Society; or
 - (b) a contravention of section 29A or 29B of the Act.
- (2) To the extent permitted under the law and the Act, the Society may pay, or agree to pay, an Applicable Person for costs and expenses incurred by that Applicable Person in defending proceedings, whatever the outcome of the proceedings.

79. INDEMNITY

- (1) The Society does not exempt an Applicable Person from a liability to the Society incurred in their capacity as an Applicable Person.
 - (2) To the extent permitted by the law and the Act, the Society indemnifies any Applicable Person against non legal costs incurred as an Applicable Person except:-
 - (a) for a liability owed to the Society;
 - (b) for a liability for a pecuniary penalty order under the Act;
 - (c) for a liability owed to a third party arising out of conduct involving a lack of good faith.
 - (3) To the extent permitted by the Act, the Society indemnifies any Applicable Person against legal costs incurred in defending an action for a liability incurred as an Applicable Person except:-
-

- (a) in defending or resisting proceedings in which the Applicable Person is found to have a liability for which they could not be indemnified under Article 79(2); or
 - (b) in defending or resisting criminal proceedings in which the Applicable Person is found guilty; or
 - (c) in defending or resisting proceedings brought by the Registrar of Incorporated Associations or a liquidator for a court order if the grounds for making the order are found by a court to have been established.
- (4) Where the costs and expenses incurred by an Applicable Person under Articles 79(1), 79(2) or 79(3) are recovered by the Society under an insurance policy taken out or paid for by the Society pursuant to Article 78, the extent of the indemnification of an Applicable Person shall be reduced accordingly.

80. LOAN TO AN APPLICABLE PERSON

- (1) To the extent permitted by the law and the Act, the Executive Committee may give a loan or advance to an Applicable Person to assist with the payment of costs and expenses of the Applicable Person which may be incurred under Article 79, where, in the opinion of the Executive Committee, the costs and expenses are likely to become an amount for which the Society may become liable.
- (2) If, upon a determination of the proceedings, the costs and expenses for which the loan or advance was given are not the liability of the Society, the loan or advance given to the Applicable Person shall be recoverable according to the terms of the loan or advance.

81. DEFINITION OF PROCEEDINGS

In Articles 78, 79 and 80, the term "proceedings" means any proceedings and any appeal in relation to any proceedings, whether civil or criminal, being proceedings in which it is alleged that the Applicable Person has done or omitted to do some act, matter or thing in his capacity under which the person has become an Applicable Person (including proceedings alleging that the Applicable Person was guilty of negligence, default, breach of trust or breach of duty in relation to the Society).

WINDING UP

82. PROCEDURE FOR WINDING UP SOCIETY

The Society may be dissolved by a Special Resolution of the Voting Members at a General Meeting. If such a resolution is passed, the Voting Members shall also be required to appoint a liquidator or liquidators for the purpose of winding up the affairs and distributing the property of the Society.

83. DISTRIBUTION OF PROPERTY OF SOCIETY

If upon the winding up or dissolution of the Society, there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst Members of the Society but the same shall be given or transferred to some other body having objects similar to those of the Society and by its constituent rules prohibiting the distribution of its income and property amongst its Members to an extent at least as great as in imposed upon the Society, as is

determined by the Voting Members by Special Resolution at or before the winding up or dissolution, or in default of such determination, by a court of competent jurisdiction.

Schedule 1

Countries within the Region include:-


Australia
China
Hong Kong
India
Indonesia
Iran
Japan
Korea
Malaysia
New Zealand
Pakistan
Philippines
Singapore
Taiwan
Thailand
Vietnam

Schedule 2

CLASSES OF MEMBERSHIP – Article 9

Name of Class	Eligibility criteria
Ordinary Members	Persons who are engaged in research and/or clinical practice in the Medical Field.
Honorary Members	Persons of distinction engaged in research and/or clinical practice in one or more of the Medical Fields or who have been of particular service to the Society.
Corporate Members	Corporations whose business is allied to the Medical Field.
Corresponding Members	Distinguished scientists from outside the Region who have contributed to the Society.

RIGHTS OF CLASSES OF MEMBERSHIP – Article 10

Name of Class	Rights
Ordinary Members	<ol style="list-style-type: none"> 1. The right to receive notice of, to attend and speak at all meetings of the Society. 2. The right to cast one (1) vote at all meetings of the Society. 3. The right to participate in the social and scientific activities of the Society. 4. The right to hold office.
Honorary Members	<ol style="list-style-type: none"> 1. The right to receive notice of, to attend and speak at all meetings of the Society. 2. The right to cast one (1) vote at all meetings of the Society. 3. The right to participate in the social and scientific activities of the Society. 4. The right to hold office. 
Corporate Members	<ol style="list-style-type: none"> 1. The right to receive notice of, to attend and speak at all meetings of the Society, and to be represented by no more than three (3) persons. 2. No right to vote at a meeting of the Society. 3. The right to participate in the social and scientific activities of the Society. 4. No right to hold office.
Corresponding Members	<ol style="list-style-type: none"> 1. The right to receive notice of, to attend and speak at all meetings of the Society, and to be represented by no more than three (3) persons. 2. No right to vote at a meeting of the Society. 3. The right to participate in the social and scientific activities of the Society. 4. No right to hold office.

Schedule 3

NOMINATION FOR MEMBERSHIP OF ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS AND VASCULAR DISEASES INC

I,
(Full name of Nominee)

of
(Address)

.....wish to be admitted as
(Occupation)

an Ordinary Member a Corporate Member a Corresponding Member

and attach my annual subscription of \$_____. In the event of my admission as a Member, I agree to be bound by the Rules of the Society for the time being in force.

.....
Signature of Nominee

Date

I,, a Member of the
(Name)
Society, nominate the Nominee, who is personally known to me, for membership of the Society.

.....
Signature of Proposer

Date

Schedule 4

<i>Fee</i>	<i>Amount</i>
<i>As at the date of the adoption of these Rules (but subject to change subsequent to the date of adoption):-</i>	
Entrance fee	\$Nil
Annual subscription fee	
For Australian Members (includes GST)	\$55.00 (AUD)
For non-Australian Members	\$50.00 (AUD)



Schedule 5 Membership Subscription Renewal Australian Members

This tax invoice has been issued by Meetings First (ABN 51 059 443 097)
as agent for
Asian Pacific Society of Atherosclerosis and Vascular Disease Inc (ABN 94 085 644 355)

Please send this form to:
APSAVD Secretariat Office at Meetings First
4/184 Main Street, Lilydale, Victoria 3140, AUSTRALIA

Name _____
Job Title _____
Address _____

Phone _____ Fax _____
Email _____

Membership types (all payments must be made in Australian dollars)

- | | | |
|--------------------------|-------------|--------------|
| <input type="checkbox"/> | One year | AUD \$55.00 |
| <input type="checkbox"/> | Two years | AUD \$110.00 |
| <input type="checkbox"/> | Three years | AUD \$165.00 |

Membership options

- Would you like to receive the APSAVD e newsletter? Yes No
Would you like your contact details displayed on the APSAVD website? Yes No

Payment options

- Cheque payable to Meetings First in AUD. Send to the secretariat address below.
 Pay by credit card – Card type
 AMEX Visa Master Card Diners

Name on card _____
Number _____
Expiry date _____ Signature _____

Subscriptions are due by 31 March each year

APSAVD Secretariat

Athina Patti
Meetings First
4/184 Main Street Lilydale Victoria 3140 Australia
Telephone (+613) 9739 7697 Facsimile (+613) 9739 7076
Meetings First is a registered business name of Turner Seabrook Pty Ltd

apsavd@meetingsfirst.com.au

www.apsavd.org



Schedule 6 Membership Subscription Renewal International Members

This invoice has been issued by Meetings First (ABN 51 059 443 097)
as agent for
Asian Pacific Society of Atherosclerosis and Vascular Disease Inc (ABN 94 085 644 355)

Please send this form to:
APSAVD Secretariat Office at Meetings First
4/184 Main Street, Lilydale, Victoria 3140, AUSTRALIA

Name _____
Job Title _____
Address _____

Phone _____ Fax _____
Email _____

Membership types (all payments must be made in Australian dollars)

- | | | |
|--------------------------|-------------|--------------|
| <input type="checkbox"/> | One year | AUD \$50.00 |
| <input type="checkbox"/> | Two years | AUD \$100.00 |
| <input type="checkbox"/> | Three years | AUD \$150.00 |

Membership options

- Would you like to receive the APSAVD e newsletter? Yes No
Would you like your contact details displayed on the APSAVD website? Yes No

Payment options

- Cheque payable to Meetings First in AUD. Send to the secretariat address below.
 Pay by credit card – Card type
 AMEX Visa Master Card Diners

Name on card _____
Number _____
Expiry date _____ Signature _____

Subscriptions are due by 31 March each year

apsavd@meetingsfirst.com.au
APSAVD Secretariat
Athina Patti
Meetings First
4/184 Main Street Lilydale Victoria 3140 Australia
Telephone (+613) 9739 7697 Facsimile (+613) 9739 7076
Meetings First is a registered business name of Turner Seabrook Pty Ltd

www.apsavd.org

Schedule 7

FORM OF APPOINTMENT OF PROXY FOR MEETING OF SOCIETY CONVENED UNDER RULE 20(7)

I,,
(Name)

of,
(Address)

being a Member of ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS AND VASCULAR DISEASES INC

appoint,
(Name of proxy holder)

of,
(Address of proxy holder)

being a Member of that Incorporated Society, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Society convened under Rule 20(7), to be held on

..... 20 and at any adjournment of that meeting.
(Date of meeting)

I authorised my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under Rule 20(1)).

Signed

Date

Schedule 8

FORM OF APPOINTMENT OF PROXY

I,
(Name)

of
(Address)

being a Member of ASIAN PACIFIC SOCIETY OF ATHEROSCLEROSIS AND VASCULAR DISEASES INC

appoint
(Name of proxy holder)

of
(Address of proxy holder)

being a Member of that Incorporated Society, as my proxy to vote for me on my behalf at the annual/special*
General Meeting to be held on

..... 20 and at any adjournment of that meeting.
(Date of meeting)

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Signed

Date

* Delete if not applicable
