

## Constitution and Rules of the Association

### 1. Title

The Society shall be known as the Laryngology Society of Australasia (LSA).

### 2. Aims

- a) To promote all aspects of Laryngology.
- b) To hold meetings at which those persons interested in Laryngology can meet, discuss clinical practice and present research papers.
- c) To take an overall interest in the development of Laryngology in Australia and New Zealand with special reference to research and the needs of those in training.
- d) To liaise with other national and international Laryngologic (al) Societies, and other medical organisations relevant to the practice of laryngology, especially throughout Australasia, Asia and the Pacific region.

### 3. Membership

a) Full Membership is open:

- (i) To recognised medical specialists who are Fellows of the Royal Australasian College of Surgeons in Otolaryngology –Head and Neck Surgery (hereafter referred to as OHNS), or who hold an equivalent qualification and are recognised as a specialist in OHNS in Australia or New Zealand by the Australian Medical Council or the Medical Council of New Zealand AND are Members in good standing of the Australasian Society of Otolaryngology –Head & Neck Surgery or the New Zealand Society of Otolaryngology Head and Neck Surgery.
- (ii) to Speech Pathologists who are eligible to be members of Speech Pathology Australia or the New Zealand Society Speech-Language Therapists Association.
- (iii) to approved Persons working as Voice Scientists in Australia or New Zealand.

b) Associate membership is open to overseas ENTs and speech pathologists along with voice scientists or other medical professionals outside OHNS with an interest in Laryngology or person who do not meet the above criteria providing that they have a connection to Laryngology in Australia – subject to approval by the Society Board. There will be no voting rights.



c) Trainee Membership is open to medical/surgical or speech pathology trainees. There will be no voting rights

d) Special Membership. From time to time the Board may propose persons to membership who do not meet the above criteria providing that person has a connection to Laryngology. Specialists practising in Specialities other than OHNS or Speech Pathology may be so considered under this category.

e) Honorary Life Membership. The Society has the authority to elect Honorary Life Members at its AGM. Such individuals should have demonstrated an outstanding commitment to the Society over a significant period of time. Nominations for Honorary Life Membership should be submitted at least 6 weeks prior to an AGM and require 10 signatures. Election requires a simple majority at the AGM. Honorary Life Membership can be revoked in rare circumstances by six weeks notice, 10 signatures and a two-thirds majority at an AGM / EGM.

f) Applicants for membership should send completed application forms to the Secretariat or electronically via website. No sponsorship is required but membership is subject to approval by the Board and ratification at an AGM or EGM, except during the period of foundation, up to 30 June 2013, when all who satisfy the criteria for membership and pay the fees, will be accepted as Full Members, unless there is an objection from the Board, in which case the decision must be decided by a vote of the membership at the next AGM or EGM.

g) Honorary Life Membership shall be free of charge. The Board may waive the fees for Special Membership at its discretion. The subscription will be payable by 30th June of each year. Members who are more than 3 months late with their payment will have their membership terminated.

h) Termination

Membership of the Society ceases if:

- (1) the Member dies;
- (2) the Member gives notice of resignation in writing to the Secretary;
- (3) the Board passes a resolution for the expulsion of the Member pursuant to Clause 3 (i) or
- (4) Members who are more than three (3) months late with their payment of membership fees will have their membership terminated.



i) Expulsion

The Board may by resolution censure, fine, suspend or expel a Member from the Society in any of the following situations:

- (1) if the Member wilfully refuses or neglects to comply with any provisions of the Constitution; or
- (2) if the Member is guilty of any other conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Society.

i) (a) A resolution of the kind referred to in this clause will have no effect unless:

- (1) The Member to whom the resolution relates is given at least two weeks' notice of the Board intention to consider the resolution and the substance of what is alleged against the Member;
- (2) The Board meets after giving the Member notice under Clause (i) to consider the resolution; and
- (3) At the Board meeting which considers the resolution, and before the passing of the resolution, the Member has an opportunity to give orally or in writing such explanation or defence as the Member may think fit.

i) (b) A Member who is the proposed subject of a resolution of the kind referred to in this Clause (i) may by notice in writing lodged with the Secretary at least 7 days before the time for the holding of the Board meeting at which such resolution is to be considered elect to have the question dealt with by the Members at an Annual General Meeting (AGM) or Extraordinary General Meeting (ESM).

i) (c) If an election of the kind referred to in Clause (i) (b) is made, the Board shall call an EGM to consider the resolution to censure, fine, suspend or expel the Member. Such resolution will be effective, and the Member will be censured, fined, suspended or expelled accordingly, if passed by at least two-thirds of those present and voting (such vote to be taken by ballot).

i) (d) The decision of the Board or of the Members at the AGM or EGM, as the case may be, in relation to any resolution of the kind referred to in this clause shall be final, conclusive and binding on the Member and shall not be subject to any challenge or review whatsoever.

i) (e) On resignation, termination or expulsion a member shall remain liable for and shall pay to the Society all money which at the time of the member ceasing to be a Member may be due to the Society.

j) If a Member allows their membership to lapse for one year, they will need to renominate prior to being accepted as a Member.



## 4. Board

### a) Membership of the Society Executive:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer

An executive member can step down from a regional representative position with 21 days' notice before the AGM or EGM and remain on the executive.

### b) Regional and Specialist Representatives.

(i) Regional and Specialist representatives shall be elected by the AGM to cover the following areas where there is no existing member of the Board in this category:

- i. New Zealand
- ii. NSW/ACT
- iii. VIC
- iv. QLD
- v. SA/NT
- vi. WA
- vii. TAS

(ii) At least two members of the Executive, at any time, must be Otolaryngologist Head and Neck surgeons and at least two must be Speech Pathologists.

(iii) Regional representatives should complete at least one year of their term before being eligible to be elected by the Board to be an Executive member for the purposes of corporate memory.

(iv) The Board is comprised of the Executive and Regional and Specialist representatives.

(v) The Regional and Special Representatives shall be elected by Full Members, by show of hands at an AGM or EGM, on a first past the post system

(vi) The Regional Representatives shall be responsible for recruitment within their region and to assist with the organisation of meetings of the Society.



c) Election of Executive

(i)The Board will vote to elect the Executive

(ii)At least two members of the executive, at any time, must be Otolaryngologist Head and Neck surgeons and at least two must be Speech Pathologists.

d) Term of Office

(i)The President may serve for two consecutive, two year terms, the term expiring on alternative AGM's if endorsed by the Executive officers and Regional and Specialist representatives. The President may be succeeded at that AGM by the Vice President, subject to ratification by the Board. The Immediate Past President may stay on the Board in an ex-officio capacity for up to one year if they wish.

(ii)The Board will then elect the Vice President and other members of the Executive.

(iii)Members of the Executive other than the President and Vice President may serve for three consecutive two-year terms, subject to ratification from the membership. They may also be re-nominated and re-elected to the Board in subsequent years. Regional and Specialist representatives must attend 50% of Executive meetings unless they have requested leave of absence. Failure to do so may result in dismissal from the Board.

e) Nominations for Board members must be received by no later than 14 days prior to the AGM or EGM

f) Meetings of Board

a. The Board will meet from time to time as decided by the President or at the request of one or more executive members through the President.

b. Meetings may be in person, by tele-conference, video-conference or email or any combination of these.

c. 5 Board members will constitute a quorum that must include the President and Secretary or their nominated representatives.

d. Where the President requests a decision about a particular matter by email the replies should be received within 2 weeks.



## 5. Meetings

The Society shall hold a major meeting at least every 2 years, with the option to hold annual meetings or smaller meetings in conjunction with other groups as decided at the AGM. If no meeting of any kind is planned in any given year, an AGM shall be held at a suitable time during the Annual Scientific Meeting of ASOHNS.

### a) Scientific meetings and Annual General Meetings:

i. Scientific meetings shall consist of a scientific program and an Annual General Meeting.

ii. The AGM shall:

- Review the minutes of the previous AGM and any EGM.
- Present the Board Officers' Reports
- Present the Society's Accounts and Auditor's Report.
- If applicable, elect the Regional Representatives of the Society
- Ratify the election of new Members.
- Nominate an individual or individuals to run the Scientific Meetings of the Society.
- Discuss relevant existing or new business of relevance to the Society.
- Fix the date and time of the next AGM.

iii. The site, date and content of the scientific program shall be the responsibility of the individual(s) nominated by the AGM

### b) Other Meetings

An Extraordinary General Meeting can be called by 50% of the Full Membership (whether present or not) to discuss specific business which must be fully disclosed at the time the meeting is called. No other business shall be discussed at an EGM unless it has the required 50% support from the membership and this new business is presented to the membership at least 2 weeks prior to the meeting.

## 6. Changes to the Constitution/Rules of Association

The Constitution can be changed by a two-thirds majority of Full Members attending or sending proxy votes to an Annual or Extraordinary General Meeting. Proposed changes to the Constitution require six weeks of advanced notice to all Full Members with full documentation to be provided no less than 14 days prior to the meeting. Minor amendments to the proposed and documented changes can be tabled on the day of the AGM / EGM but changes significantly altering the meaning of the proposed change require full notification as above to the next meeting.



## 7. Appointment of Auditor

The Society should audit its accounts annually. The auditor should be that of ASOHNS or another decided by the Secretary / Treasurer, with full approval from the Board subject to ratification at the AGM.

## 8. Charity

The Society shall be permitted to donate to charity if directed by the AGM. The amount of donation shall be decided on an annual basis.

## 9. Administrator

The Board may appoint an external company or organisation to run its day-to-day affairs and pay management fees to it. These fees will be reviewed regularly.

The arrangements may be cancelled by either party at any time by giving three months notice.

## 10. Items of Considerable Financial Expense

- After the full establishment of the Society, any financial decision involving <5% of the Society's assets can be decided by the Secretary / Treasurer.

- Any financial decision involving <20% of the Society's assets can be decided by a two-thirds majority of the Board.

- Any financial decision involving >20% of the Society's assets must be decided by a two-thirds majority of those attending or sending proxy votes to an AGM / EGM.

## 11. Dissolution of the Society

The Society shall be dissolved in the following circumstances:

- i.If required to do so by law.

- ii.If the Society becomes non-financial as deemed by the Board.

- iii.If a two-thirds majority of the complete full membership votes to do so (in attendance or by proxy) at an AGM / EGM where notification of the motion to dissolve the Society is given in writing at least 6 weeks prior to the scheduled meeting.

If the Society is to be dissolved, following payment of any debts, any remaining assets of the Society shall be donated to charity. This decision is to be made by a simple majority of all remaining (in person or by proxy) Full Members of the Society.

**Constitution as of 21 November 2021**

