

Neurodevelopmental and Behavioural Paediatric Society of Australasia

September 2012

A. Name

1. The name of the incorporated association is "Neurodevelopmental and Behavioural Paediatric Society of Australasia", and is referred to in this document as "The Society".

B. Definitions

1. The term '**Neurodevelopmental**' is intended to broadly encompass child development. The prefix 'neuro' implies that functional developmental impairment is believed to result from disordered growth or damage to the developing central nervous system. This presumption includes situations where causal processes may result from early childhood environment and experience. Because neurological aetiology is often inferred rather than clearly identifiable, the term 'neurodevelopmental' is used synonymously with the term 'developmental' which more generally reflects the observable consequences.

Accordingly, the membership for this group may include those who identify themselves currently as Developmental, Developmental-Behavioural, Neurodevelopmental and Community Paediatricians.

2. The term '**Behavioural**' indicates that many disorders of child development are associated with behaviours that fall beyond normal social expectations. Understanding these behaviours requires consideration of the full complex psychological and social context of the child, past and present, in addition to consideration of biological factors.
3. The term '**Australasia**' is intended to reflect a focus for the organisation on Australia and New Zealand, but may also include neighbouring countries such as those in South-East Asia and the Pacific Region.

C. Aims and Objectives

1. The aims and objectives of The Society are
 - (a) to provide specialist representation on issues pertaining to the health and welfare of children with disorders impacting primarily on their development and behaviour.
 - (b) to promote and support the development of excellence in the practice of Neurodevelopmental and Behavioural paediatrics
 - (c) to provide a collegiate and supportive structure for paediatricians and other medically trained professionals who work with Neurodevelopmental and Behavioural disorders, and share similar professional and related personal challenges.
2. The Society will engage in the following activities towards the achievement of these aims and objectives:
 - (a) Advocacy for children with Neurodevelopmental-Behavioural Disorders (NBD), on issues related to their health and service delivery at a local, regional & rural, national and Australasian level.
 - (b) Advancement of public education and awareness of the clinical challenges, science and practice of Neurodevelopmental and Behavioural Paediatrics (NBP) in Australasia.
 - (c) Creation of collaborative relationships with other organisations involved in NBD, child health and welfare.
 - (d) Provision and facilitation of education, mentorship and professional development, particularly for members of The Society.
 - (e) Representation and advocacy for paediatricians working in NBP, within the Royal Australasian College of Physicians (RACP), including offering input into the Specialist Advisory Committee, educational and accreditation sections of the RACP, and the Chapter of Community Child Health.
 - (f) Supporting the principle that undergraduate and postgraduate teaching, supervision and accreditation in NBP should be maintained at the highest possible standard.

(g) Creation and maintenance of mechanisms for effective communication including website, forums, email discussion and other strategies for internal discussion amongst members.

(h) Provision of support and advocacy for research in NBD, particularly towards excellence and standardisation of clinical practice.

3. Provided that, notwithstanding any clause to the contrary in these rules, the funds, income, and property of The Society shall be applied solely towards the aims, objectives and works of The Society within Australasia. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects.

D. Powers

Solely for the purpose of carrying out the foregoing objects and not otherwise, The Society shall have the power:

1. To consider all questions affecting (whether directly or indirectly) the interests of The Society, including any legislative or other measures;
2. To confer or correspond with any association, institution, society, body or individual (whether incorporated or not, and whether domiciled in Australia and New Zealand or not), in relation to any of the objects of The Society or on any other matter of interest to its membership;
3. To accept any gift, endowment or sponsorship made to The Society generally or for the purpose of any specific object and to carry out any trusts attached to any such gift, endowment or bequest;
4. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
5. To invest and deal with the moneys of the Society not immediately required for any of its objects in such manner as may from time to time be determined.

E. Income and Property

The income and property of The Society shall be applied solely towards the promotion of the objects of The Society as set out in these Rules. No member or person associated with a member of The Society shall derive any income, benefit, or advantage from The Society where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:

1. Professional services to The Society rendered in the course of business charged at no greater than current market rates; or
2. Interest on money lent at no greater than current market rates

F. Liquidation

The Society may be put into liquidation if:

1. a resolution in favour of winding up The Society is passed by a majority of members at a general meeting; and
2. the resolution is confirmed at a subsequent meeting held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.
3. If upon the liquidation or dissolution of The Society and after satisfaction of all its debts and liabilities, any property remains it shall not be paid to or distributed amongst the members of The Society but shall be given or transferred to any charitable institution or institutions having objectives similar to the objectives of The Society to be used by it or them for purposes similar to the objectives for which The Society was established and in such manner and upon such conditions as determined by the members of The Society at or before the time of dissolution.

G. The Accounts

True accounts ("the accounts") shall be kept of the sums of money received and expended by The Society and the matters in respect of which such receipt or expenditure takes place and of the property, credits and liabilities of The Society.

H. Membership

1. The membership of The Society shall consist of:

(a) Paediatricians who are Fellows of the RACP, and whose work demonstrates a specialist interest (clinical and/or academic) in NBD; and

(b). Medical Practitioners who work primarily in the area of NBD, or who have a demonstrated specialist interest in NBD. This may include specialists in training, General Practitioners, and Child Psychiatrists.

(c). International medical practitioners with qualifications and experience deemed equivalent to that in (a) and (b) above

2. Categories of membership include:

(a) **Ordinary Membership** – those eligible to be ordinary members in section 1 will be so considered following their notification of their interest and accompanying details to the Secretary of The Society.

(b) **Trainee Membership** – those in designated training programs towards specialist qualifications in NBP and child health, or in child psychiatry

(c) **Honorary Membership** may be conferred on those persons who are not eligible for ordinary membership of The Society. but who are deemed to have made a significant contribution to paediatrics and child health in the clinical area of NBD.

(d) **Life Membership** may be conferred on any member for distinguished service to The Society.

(e) **Associate Membership** - may be considered at the discretion of the executive, for persons not otherwise eligible for membership.

3. Active contribution towards the aims & objectives of the society is expected from both ordinary & trainee members, as a condition of their ongoing membership.

4. Any application for membership shall be made to the Secretary in writing, signed by the applicant, the nominator and seconder. Both the nominator and seconder must know the applicant, and must themselves be either ordinary, or **Honorary** life members. The application must be received one month before the Executive

meeting at which it is to be discussed, and, if provisionally accepted, will be put forward for confirmation at the next Annual General Meeting.

5. The Secretary shall maintain a register of all members containing names and contact details of those members and noting the category of membership.

I. The Executive

1. Roles within the executive will include (but may not be restricted to)
 - (a) The President
 - (b) The Vice President or President Elect
 - (c) The Secretary
 - (d) The Treasurer
 - (e) The RACP and/or other relevant key stakeholder representative
 - (f) The Trainee representative
 - (g) Head/s of committees as required by the society, undertaking activities such as Advocacy and Liaison, Education, Communication.
 - (h) Other members, as required by the society in working towards its aims
2. The total number of people on the executive any one time shall be no less than six.
3. The roles of President, Secretary and Treasurer will be undertaken as separate positions. The role of Vice President may be taken as single position, or incorporated into any position other than that of President or Trainee Representative. The Vice President shall act in the President's role when that person is unavailable.
4. The President, Vice President, Secretary and Treasurer shall manage the ordinary business and financial affairs of The Society.
5. The President, Vice President, Secretary and Treasurer shall, during the intervals between meetings of the Executive, exercise such of the functions, powers and discretions of the Executive in the management and direction of the

business and the conduct of the affairs of The Society as may be entrusted to them from time to time by the Executive.

6. The executive will meet at least 2 (two) times per year. No business shall be transacted at any meeting of the Executive Committee unless a quorum of members of that Committee is present. More than 50% of the number of people on the executive shall constitute a quorum for all purposes.
7. The Treasurer will maintain financial records.
8. Executive positions will remain for a 2 year term. All positions will be open for election of office bearers at the Annual General Meeting.
9. Casual vacancies of executive positions will be filled by agreement of the executive until the next Annual Meeting, upon which a 2 year term will commence if elected.
10. The grounds on which, or reasons for which, the office of a member of the Executive Committee shall become vacant are when the member:
 - (a) Dies;
 - (b) Ceases to be a member of the Association;
 - (c) Resigns from position or role by notice in writing to the Society;
 - (d) Is removed from office by a resolution passed by a two-thirds (2/3) majority of members at a properly constituted General Meeting specially called for this purpose; or
 - (e) Is absent for more than six (6) months without leave of the Management Committee from meetings of the Management Committee held during that period;

J. Patron

1. The executive has the power to appoint a Patron of the Society from time to time.

K. Fees and subscriptions

1. Membership of the Society will include an entrance fee and annual subscription fee.
2. Whenever changes in entrance and / or annual subscription fees are deemed necessary, these shall be recommended by the Executive for consideration and decision by resolution at a general meeting of The Society.

L. Expulsion from The Society

1. Notwithstanding the provisions of Rule 2 the Executive may by resolution expel from The Society any member who;
 - (a) Willfully refuses or neglects to comply with these rules or is guilty of any conduct which in the opinion of the Executive is unbecoming of a member or prejudicial to the interests of The Society or;
 - (b) Is found guilty of disgraceful conduct in a professional respect or;
 - (c) Is found guilty of any criminal offense that is likely to bring The Society into disrepute.
2. The Executive will provide at least twenty-eight days notice of the meeting at which a resolution for the member's expulsion is to be considered. The Executive will, at the same time (at least twenty-eight days notice), provide to the member notice of the allegations made against the member and of the intention to put a resolution for the member's expulsion. At such meeting and before the passing of such resolution the member shall have an opportunity of giving orally or in writing any explanation or defense the member may think fit. The decision of the Executive shall be final.

M. Resignation from The Society

1. At any time by giving notice in writing to the Secretary a member may resign from membership of The Society but shall continue to be liable for any subscription and all arrears due and unpaid at the date of resignation and for all other moneys due by that member to The Society.

N. General Meetings of The Society

1. The Society shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such (Annual General Meeting) in notices calling it.
2. Not more than 20 months shall elapse between the date of one Annual General Meeting of The Society and that of the next.
3. The Annual General Meeting shall be held at such time and place as the Executive appoints.
4. Remits and other communications to the Annual General Meeting of The Society, including notices of motion, shall be received in writing by the Secretary at least four weeks before the Annual General Meeting.
5. All general meetings other than annual general meetings shall be called Extraordinary General Meetings. An Extraordinary General Meeting shall be convened by the Secretary if a requisition in writing signed by not less than ten members of The Society and served on The Society either by delivering the requisition personally to the registered office of The Society, by sending it through the post in a prepaid letter envelope addressed to the Secretary, or by email, providing receipt of the email is acknowledged and documented.
 - (a) Requisition for an Extraordinary General Meeting may consist of several documents in like form, each signed by one or more requisitioners.
 - (b) Any requisition shall specify the purpose of the meeting and any meeting shall consider only the matters referred to in the requisitions.
6. Twenty-one clear days' notice of all general meetings shall be given to all members of The Society. The notice shall specify
 - (a) the place, day and hour of the meeting;
 - (b) the place (if other than the registered office of The Society) at which any instrument appointing a proxy, or power of attorney or other authority being given by a member is to be deposited.
 - (c) the general nature of any special business, and
 - (d) shall include a statement clearly setting out the effect of any special resolution proposed to be passed at the meeting.

7. The Chairperson may decide that the voting on significant issues affecting the whole membership should be held by secret ballot of all members.
8. The quorum for a meeting of The Society shall be ten members personally present or present by audio or video-conference.
9. The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

O. Proceedings at General Meetings

1. The business of an Annual General Meeting shall include:
 - (a) Consideration of the annual report of the President and each member of The Executive;
 - (b) Consideration of the balance sheet and the income and expenditure account and the report of the Auditors;
 - (c) Appointment of an Auditor or Auditors;
 - (d) Transaction of any other business which ought to be transacted at an Annual General Meeting;
 - (e) Consideration of any notices of motion received by the Secretary in accordance with these Rules.
2. Apart from the business referred to in Rule O.1. above, all business to be transacted at an Annual General Meeting or at an Extraordinary General Meeting shall be deemed to be Special Business.
3. The President of The Society shall Chair every general meeting, but if that person is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, the other members of the executive present shall choose one of the Executive members to be the Chairperson. If no member of the executive present is willing to act as Chairperson, the members of The Society present shall choose one of their number to be the Chairperson for the purposes of the meeting.
4. With the consent of any general meeting at which a quorum is present, the Chairperson may and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted

at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5. If any general meeting is adjourned for more than thirty days, notice of such adjournment shall be given to the members of The Society in the same manner as notice was or ought to have been given to them of the original meeting.

P. Votes at General Meeting(s)

1. Each Member, Honorary Member and Life Member shall be entitled to a single vote in respect of any resolution at any general meeting. Trainee or associate membership does not include an entitlement to vote.
 - (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least five members present in person or by proxy.
 - (b) Unless a poll is demanded in accordance with Rule 9.1.1, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution. The number or proportion of votes recorded for or against such resolution as declared by the Chairman shall be recorded if requested by any member present in person.
2. A member entitled to vote may vote in person or by proxy. On a show of hands every member present shall have one vote.
3. Proxy Voting.
 - (a) Members acting as proxy for an absent member shall have one vote in respect of each member for which they are proxy. On a poll every member present in person or by proxy shall have one vote.
 - (b) Unless otherwise instructed, the proxy may vote as he/she thinks fit.
 - (c) Only another member of The Society entitled to vote may be appointed as a proxy.

- (d) The instrument appointing a proxy shall be in writing. This instrument shall be deemed to confer authority also to demand or join in demanding a poll. An example form for this proxy is included as an Appendix to these Rules.
- (e) The instrument appointing a proxy shall be deposited at the registered office of The Society or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
4. In the case of an equality of votes, whether on a show of hands or a poll or a postal ballot the Chairperson shall have a casting vote, in addition to his/her deliberative vote.
5. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.

Q. Alteration of Rules

1. These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a three-fourths majority at a general meeting of which the notice required has been given, provided that no such amendment shall detract from the exclusively charitable nature of The Society or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.
2. In addition, the rules of The Society may be altered by referendum providing that a response from more than two-thirds of members is received and greater than two thirds of responders signify acceptance of such change. The Returning Officer for such a referendum is to be a member of The Society who is not on the Executive.

R. Common Seal

1. The Society shall have a common seal, which shall be in the custody of the Executive, and shall be applied by a member of the Executive in the presence of at least one other member.

S. Records

1. The Executive shall be responsible for the custody of all records, books, documents and securities of the Society.
2. Any member shall be entitled to inspect the records and documents of the society, upon written request to the Executive. The records will then be available to that member within reasonable time frame of that request.

T. Indemnity

1. Every member of the Executive, Auditor, or such other person(s) duly appointed by Executive to act on its behalf for the time being of The Society shall be indemnified out of the funds of The Society against any liability arising out of the execution of his/her duties and for costs incurred by him/her in defending any proceedings whether civil or criminal in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust.

U. Appendix - Proxy Form

Neurodevelopmental and Behavioural Paediatrics Society of Australasia

Iof being a member of the above named Society, hereby appoint

of

or failing him/her

of

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of The Society, to be held on the () of () 20 -- and at any adjournment of that meeting.

SIGNED this day -- of -- 20 --.

.....