



Australasian Society for Ultrasound in Medicine
Constitution

ACN 001 679 161

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CORPORATIONS ACT 2001
A COMPANY LIMITED BY GUARANTEE
CONSTITUTION
of
AUSTRALASIAN SOCIETY FOR ULTRASOUND IN MEDICINE
(ACN 001 679 161)

INTRODUCTION

1 Name

The name of the company is Australasian Society for Ultrasound in Medicine (“ASUM”).

2 Definitions and Interpretation

2.1 Definitions

In this Constitution, unless the contrary intention appears:

- (a) “**Act**” means the *Corporations Act 2001* (Cth).
- (b) “**Affiliate Organisation Member**” means a Member in the Membership class outlined in Rule 11.9.
- (c) “**Allied Health Member**” means a Member in the Membership sub-class outlined in Rule 11.6.
- (d) “**Annual General Meeting**” means the annual general meeting of ASUM conducted in accordance with Rule 19.
- (e) “**Associate Member**” means a Member in the Membership class outlined in Rule 11.7.
- (f) “**Board**” means the body consisting of the Directors of ASUM under Rule 27.
- (g) “**Board Meeting**” means a meeting of the Board, in person, by telephone, video conference or other electronic means.
- (h) “**By-Law**” means any by-law, regulation or policy made by the Board under Rule 38.
- (i) “**Chair**” means, in relation to a General Meeting, the person presiding as chair under Rule 24.2, and in relation to a Board Meeting, the person presiding as chair under Rule 33.4.
- (j) “**Chief Executive Officer**” means the chief executive officer of ASUM appointed by the Board pursuant to Rule 35, having such functions as are set out under this Constitution.
- (k) “**Committee**” means a committee formed pursuant to Rule 37.1.
- (l) “**Common Seal**” means the common seal of ASUM.
- (m) “**Company Secretary**” means any person appointed to perform the duties of the company secretary pursuant to Rule 36.

- (n) “**Constitution**” means this Constitution of ASUM.
- (o) “**Corporate Member**” means a Member in the Membership class outlined in Rule 11.10.
- (p) “**Corresponding Member**” means a Member in the Membership class outlined in Rule 11.8.
- (q) “**Director**” means the person holding the position of director of ASUM (and includes Elected Directors and Independent Directors) and **Directors** mean the directors for the time being of ASUM or, as the context permits, such number of them have authority to act for ASUM.
- (r) “**Disciplinary Committee**” means the Committee referred to in Rule 17(c).
- (s) “**Elected Director**” means a person elected under Rule 28.
- (t) “**Financial Year**” means the period from 1 July in one calendar year to 30 June in the next calendar year.
- (u) “**General Meeting**” means the Annual or any Special General Meeting of ASUM, unless otherwise provided.
- (v) “**Honorary Fellow**” means a Member in the Membership class outlined in Rule 11.12.
- (w) “**Independent Director**” means a Director appointed under Rule 29.
- (x) “**Intellectual Property**” means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to ASUM or any course of approved training, product, publication, calendar of events or activity developed, conducted, promoted or administered by ASUM.
- (y) “**Life Member**” means a Member in the Membership class outlined in Rule 11.11.
- (z) “**Maximum Consecutive Term**” means the maximum consecutive term of an Elected Director pursuant to Rule 30.1(c).
- (aa) “**Medical Member**” means a Member in the Membership sub-class outlined in Rule 11.3.
- (bb) “**Member**” means a member of ASUM pursuant to Rules 11 and 12 (and includes Professional Members, Medical Members, Sonographer Members, Scientific Members, Allied Health Members, Associate Members, Corresponding Members, Corporate Members, Life Members, Honorary Fellows and Affiliate Organisation Members), and “**Membership**” has the corresponding meaning.
- (cc) “**Objects**” mean the Objects of ASUM set out in Rule 3.
- (dd) “**Past President**” means the Elected Director for the time being of ASUM who holds office pursuant to Rule 30.5.
- (ee) “**President**” means the Elected Director for the time being of ASUM who holds office pursuant to Rule 30.4.
- (ff) “**President-Elect**” means the Elected Director for the time being of ASUM who holds office pursuant to Rule 30.3.
- (gg) “**Professional Member**” means a Member in the Membership class outlined in Rule 11.2.

- (hh) **“Representative”** means a person authorised in accordance with section 250D of the Act to act as a representative of a Member that is a body corporate, as described in Rule 13.
- (ii) **“Scientific Member”** means a Member in the Membership sub-class outlined in Rule 11.5.
- (jj) **“Sonographer Member”** means a Member in the Membership sub-class outlined in Rule 11.4.
- (kk) **“Special Business”** is the type of business described in Rule 21.1(b).
- (ll) **“Special General Meeting”** means a meeting of ASUM convened in accordance with Rule 23.
- (mm) **“Special Resolution”** means a resolution passed in accordance with the Act:
 - (i) of which at least 21 days’ notice has been given; and
 - (ii) by at least 75% of the votes cast by Voting Members on the resolution.
- (nn) **“Ultrasound”** is high frequency sound waves used to produce images of anatomical structures and functions within the body.
- (oo) **“Voting Member”** means a Professional Member, a Life Member and an Honorary Fellow who is not prohibited from voting by any provision of this Constitution.

2.2 Interpretation

In this Constitution:

- (a) Except in so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act;
- (b) A reference to a function includes a reference to a power, authority and duty;
- (c) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (d) Words importing the singular include the plural and vice versa;
- (e) Words importing any gender include other genders and neuter;
- (f) References to persons include corporations and bodies politic;
- (g) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (i) Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages by electronic mail;

- (j) A reference to a “day” means any day of the week including public holidays; however, where something is due to be done on a day and that day falls on a public holiday, the task to be done is to be done on the next business day of the person required to take action;
- (k) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction; and
- (l) The replaceable rules referred to in the Act are displaced by this Constitution.

3 Objects

The Objects are to:

- (a) Be the national governing body in Australia and New Zealand for ultrasound in medicine;
- (b) Contribute through scientific, literary, research and educational activities to the advancement of the science and practice of ultrasound in medicine;
- (c) Promote the highest possible standards of medical ultrasound practice in Australia and New Zealand;
- (d) Encourage and assist persons (whether Members or not) to arrange, take part in, undergo and undertake skills-based activities in fields of knowledge which ASUM considers to relate to medical ultrasound practice in Australia and New Zealand;
- (e) Provide, endow or support scholarships, lectureships, readerships and professorships in subjects appertaining to or associated with the science and practice of ultrasound;
- (f) Give, grant, issue or bestow diplomas, certificates and other tokens and distinctions in recognition of proficiency, service or attainment in the science and practice of ultrasound or in any subject cognate to such science and practice;
- (g) Advise government and statutory authorities on any aspect of the practice and profession of ultrasound;
- (h) Act in good faith and loyalty to ensure the maintenance and enhancement of ultrasound, the standards, quality and reputation for the collective benefit of the Members and ultrasound; and
- (i) Act for and on behalf of the interests of ultrasound in medicine, ASUM and the Members.

POWERS

4 Constitutional Power

ASUM is empowered to require the Members to uphold and comply with all of the provisions of this Constitution, to the extent permitted by laws governing the Members in the jurisdiction in which they reside, are formed or operate, as the case may be.

5 General Powers

- (a) Solely for furthering the Objects, ASUM has the legal capacity and powers set out under section 124 of the Act, except for the power to distribute any of its property to its Members, which is prohibited by Rule 6(b).
- (b) Without limiting the powers of ASUM under Rule 5(a), it is expressly acknowledged that ASUM shall be empowered to publish, from time to time, such rules, By-Laws and procedures as it may in its absolute discretion deem appropriate for the proper organisation and administration of ultrasound in Australia and New Zealand.
- (c) As the governing body in Australia and New Zealand for ultrasound, ASUM will have a key role in overseeing, managing and controlling the operation of Australia and New Zealand's international representation in ultrasound. ASUM shall be empowered to ensure compliance by the Members with the rules, By-Laws and procedures established under this Constitution as amended from time to time.
- (d) ASUM agrees that it is bound by this Constitution and that this Constitution operates to create confidence and uniformity in the way in which the Objects and ultrasound are to be conducted, encouraged, promoted and administered in Australia and New Zealand.

6 Application of Income and Property

- (a) The income and property of ASUM however derived must be applied solely towards the promotion of the Objects.
- (b) No portion of the income and property of ASUM may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) The payment of Directors' fees, in whatever form, is prohibited to Directors for serving in that capacity.
- (d) Nothing contained in Rules 6(b) or 6(c) prevents payments in good faith to a Director or a Member for:
 - (i) out-of-pocket expenses incurred on behalf of ASUM including, in the case of a Director, in carrying out the duties of a director, where the payments do not exceed an amount previously approved by the Board;
 - (ii) any service rendered to ASUM in a professional, technical or employed capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms;
 - (iii) any amount expended on or in connection with the promotion of ASUM;
 - (iv) consideration for goods supplied in the ordinary and usual way of business;
 - (v) interest on money lent to ASUM at a rate not exceeding the rate of interest charged by ASUM's principal bankers from time to time on its overdrawn account or, if ASUM's account with its principal bankers is not overdrawn at the relevant time, the rate of interest certified by ASUM's principal bankers as

- the rate which they would charge ASUM if its account were overdrawn at that time; or
- (vi) reasonable and proper rent for premises leased to ASUM, provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7 Addition, Alteration or Amendment

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

8 Liability of Members

The liability of the Members is limited to the amount specified in Rule 9.

9 Guarantee by Members

Every Member undertakes to contribute an amount of not more than \$50.00, in the event of ASUM being wound up while the Member is a Member, or within one (1) year after the Member ceases to be a Member. This amount is applied toward payment of the debts and liabilities of ASUM contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves.

10 Distribution of Property on Winding Up

- (a) If upon the winding up or dissolution of ASUM there remains after satisfaction of all its debts and liabilities any property whatsoever, that property may not be paid to or distributed amongst the Members but must be given or transferred to one or more other funds, authorities or institutions:
- (i) which has objects similar to the Objects;
 - (ii) the income of which or each of which is exempt (or entitled to be exempt) from income tax;
 - (iii) whose constitution or each of whose constitutions prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on ASUM under or by virtue of Rule 6; and
 - (iv) which is also not carried on for profit.
- (b) Such organisation is to be determined by the Board at or before the time of dissolution and in default thereof by application for determination to the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

ASUM MEMBERSHIP

11 Membership Categories

11.1 Classes of Membership

There shall be the following classes of Membership in ASUM:

- (a) Professional Members;
- (b) Associate Members;
- (c) Corresponding Members;
- (d) Corporate Members;
- (e) Life Members;
- (f) Honorary Fellows; and
- (g) Affiliate Organisation Members.

11.2 Professional Members

- (a) The Membership class of Professional Members will consist of the following sub-classes of Membership:
 - (i) Medical Members;
 - (ii) Sonographer Members;
 - (iii) Scientific Members; and
 - (iv) Allied Health Members.
- (b) A Professional Member is entitled to:
 - (i) receive notice of, attend and/or speak at General Meetings;
 - (ii) vote at General Meetings and vote in Board elections; and
 - (iii)
 - (A) be appointed or elected as a Director; or
 - (B) nominate a candidate for appointment or election as a Director.

11.3 Medical Members

- (a) A Medical Member shall:
 - (i) be a natural person who ordinarily resides in Australia or New Zealand;
 - (ii) be a registered medical practitioner who applies ultrasound in the course of their medical practice; and
 - (iii) agree to comply with such continuing education requirements as may be prescribed from time to time by the Board.
- (b) For the avoidance of doubt, any medical members admitted to membership prior to the adoption of this Constitution will be Medical Members.

11.4 Sonographer Members

- (a) A Sonographer Member shall:
 - (i) be a natural person who ordinarily resides in Australia or New Zealand; and
 - (ii) hold (or have held) a sonography qualification accredited in Australia or New Zealand (or an equivalent qualification as determined by the Board); or
 - (iii) be registered with the New Zealand Medical Radiation Technologists Board or listed on the Australian Sonographer's Accreditation Registry; and
 - (iv) comply with such continuing education requirements as may be prescribed from time to time by the Board.
- (b) For the avoidance of doubt, any sonographer members admitted to membership prior to the adoption of this Constitution will be Sonographer Members.

11.5 Scientific Members

- (a) A Scientific Member shall:
 - (i) be a natural person who ordinarily resides in Australia or New Zealand;
 - (ii) hold an academic degree in medicine, physics, engineering or veterinary, biological or physical science (or a similar qualification relevant to these activities as deemed acceptable to the Board from time to time);
 - (iii) comply with such continuing education requirements as may be prescribed from time to time by the Board; and
 - (iv)
 - (A) be a person who carries out research approved by an ethics committee of an Australian or New Zealand university or institution; or
 - (B) be approved by the Board as a Scientific Member.
- (b) For the avoidance of doubt, any scientific members admitted to membership prior to the adoption of this Constitution will be Scientific Members.

11.6 Allied Health Members

An Allied Health Member shall:

- (a) be a natural person who ordinarily resides in Australia or New Zealand;
- (b) hold an allied health qualification (such as nursing, physiotherapy, chiropractic, genetic counselling, optometry, podiatry and speech pathology) accredited in Australia or New Zealand (or a similar qualification that is deemed equivalent by the Board); and
- (c) comply with such continuing education requirements as may be prescribed from time to time by the Board.

11.7 Associate Members

- (a) An Associate Member is not entitled to vote.
- (b) An Associate Member shall:
 - (i) be a natural person who ordinarily resides in Australia or New Zealand; and

- (ii)
 - (A) be interested in the application and use of medical ultrasound technologies and techniques;
 - (B) be enrolled in a sonography course accredited by the New Zealand Medical Radiation Technologists Board or the Australian Sonographers Accreditation Registry (or a sonography course which is deemed to be equivalent by the Board);
 - (C) be enrolled in a medicine degree by an accredited university or institution within Australia or New Zealand; or
 - (D) be a student enrolled in a healthcare related profession, as deemed appropriate by the Board.
- (c) For the avoidance of doubt, any trainee members admitted to membership prior to the adoption of this Constitution will be an Associate Member.

11.8 Corresponding Members

- (a) A Corresponding Member is not entitled to vote.
- (b) A Corresponding Member shall be a person who would otherwise be eligible for Professional Membership, but does not ordinarily reside in Australia or New Zealand.
- (c) A person is not permitted to remain in the Corresponding Membership class if the person becomes a resident in Australia or New Zealand. If the Corresponding Member becomes a resident in Australia or New Zealand, the Corresponding Member shall either:
 - (i) apply to transition to another class of Membership, by lodging a membership application form pursuant to Rule 12.1(a); or
 - (ii) resign from the Corresponding Membership class.

11.9 Affiliate Organisation Members

- (a) An Affiliate Organisation Member is not entitled to vote.
- (b) An Affiliate Organisation Member shall:
 - (i) be a body corporate registered or ordinarily based in Australia, New Zealand or internationally;
 - (ii) have objects and a purpose which aligns with ASUM; and
 - (iii) be engaged in the ultrasound industry.

11.10 Corporate Members

- (a) A Corporate Member is not entitled to vote.
- (b) A Corporate Member shall:
 - (i) be a body corporate registered or ordinarily based in Australia or New Zealand; and
 - (ii) be engaged in:
 - (A) the commerce of ultrasound; or
 - (B) the ultrasound industry.

11.11 Life Members

- (a) The Board shall be entitled to nominate as a Life Member of ASUM any Professional Member or Corresponding Member who in the opinion of the Board:
- (i) has been a Member for more than twenty (20) years (or another period as accepted by the Board);
 - (ii) has contributed to ASUM in a valuable way;
 - (iii) has made a long-standing contribution to the profession and ultrasound professional community;
 - (iv) contributes to the ASUM mission either locally or internationally;
 - (v) is recognised as a leader in the field of medical ultrasound either locally and/or internationally;
 - (vi) is a person of good standing; and
 - (vii) is entitled to Life Membership for:
 - (A) outstanding contributions to ASUM over a number of years; or
 - (B) for any other reason as the Board considers warrants such nomination,
- with the decision of whether to confirm or reject the nomination to be made by the Voting Members at an Annual General Meeting.
- (b) A Life Member is entitled to the same rights as a Professional Member.

11.12 Honorary Fellows

- (a) The Board shall be entitled to nominate as an Honorary Fellow of ASUM any Professional Member or Corresponding Member who in the opinion of the Board:
- (i)
 - (A) has been a Member for greater than ten (10) years (or another period as accepted by the Board); or
 - (B) has been a member of an associated overseas organisation for more than ten (10) years (or another period as accepted by the Board);
 - (ii) contributes to the ASUM mission either locally or internationally;
 - (iii) is viewed as a leader in the field of medical ultrasound either locally and/or internationally;
 - (iv) is a person of good standing;
 - (v)
 - (A) assists in education and sharing of knowledge; and/or
 - (B) advocates for the profession both locally and internationally and the highest standards of care in diagnostic ultrasound to ensure quality outcomes for all patients; and
 - (vi) is entitled to Honorary Fellowship for:

- (A) outstanding work in their ultrasound profession over a number of years; or
- (B) such other reason as the Board considers warrants such nomination,

with the decision of whether to confirm or reject the nomination to be made by the Voting Members at an Annual General Meeting.

- (b) An Honorary Fellow is entitled to the same rights as a Professional Member.

11.13 Creation of New Membership Categories

- (a) Subject to Rule 11.13(b) and the Act, the Board may create new categories of Membership from time to time with such rights, privileges and obligations as the Board may determine, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.
- (b) Any new category of Membership established by the Board under Rule 11.13(a) may not be granted voting rights at General Meetings.

12 Applications for Membership

12.1 Applications for Membership

- (a) Every applicant for Membership of ASUM (excluding applicants for Life Membership or Honorary Fellow Membership) must sign and lodge with ASUM an application for Membership in such form as the Board may from time to time prescribe.
- (b) When an applicant has been accepted for Membership, the Chief Executive Officer must forthwith send to the applicant written notice of the Membership acceptance and a request for payment of the first Membership fee (if any).
- (c) Upon payment of the first Membership fee (if any), the applicant becomes a Member.
- (d) If the payment of the first Membership fee (if any) is not made within two (2) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the application for Membership of ASUM.

13 Representative

- (a) This Rule 13 applies to Members that are bodies corporate.
- (b) A Member that is a body corporate may appoint more than one (1) Representative, but only one (1) Representative may exercise that Member's powers at any one (1) time.
- (c) A Member that is a body corporate or an applicant for Membership as a body corporate shall appoint as its Representative a natural person.
- (d) The name and address of the Representative will be entered in the register of Members as the Representative of the body corporate Member.
- (e) All correspondence and notices from ASUM will be served on that Representative and any notice served on a Representative will be deemed to be service on the body corporate Member which is represented by that particular Representative.

- (f) If the appointment of a Representative by the body corporate Member is made by reference to a position held, the appointment must identify the position.
- (g) A signature by a Representative on behalf of a body corporate Member is taken to be the signature of that body corporate Member for the purposes of this Constitution.
- (h) Any power or right of a body corporate Member as granted by this Constitution can be exercised by the Representative of that particular body corporate Member.
- (i) Body corporate Members are represented at General Meetings by their Representatives, subject to the right of a Representative to appoint a proxy pursuant to Rule 25.3.
- (j) The actions of a Representative bind the body corporate Member which is represented by that particular Representative.
- (k) Each Representative shall comply with the terms of this Constitution in all matters pertaining to ASUM as if a Member himself or herself.

14 Membership and Fees

- (a) The Board shall determine the Membership fees payable by Members (or any category of Members) including the time for and manner of payment to ASUM.
- (b) The Board may in its discretion determine that no Membership fee is payable by the Members in a given year.
- (c) Any Member which or who has not paid all money due and payable by that Member to ASUM will (subject to the Board's discretion, which shall be exercised reasonably) have all rights under this Constitution (including the right to vote at General Meetings, if any) immediately suspended from the expiry of the time prescribed for payment of that money. The Member's rights will be suspended until the money is fully paid or otherwise in the Board's discretion. In the meantime, the Member will have no automatic right to resign from ASUM, and will be dealt with in the Board's discretion, which includes the right to censure, expel, suspend, disqualify, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.
- (d) All annual Membership fees become due and payable in advance on 1 July in every year or at such other dates as determined from time to time by the Board.

15 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) the Constitution constitutes a contract between each of them and ASUM and that they are bound by the Constitution and the By-Laws;
 - (ii) they must comply with and observe the Constitution, the By-Laws, policies and any determination or resolution which may be made and passed by ASUM or by the Board;
 - (iii) the Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of ASUM, the Members and ultrasound;

- (iv) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement of ultrasound; and
 - (v) they are entitled to all benefits, advantages, privileges and services of the relevant Membership class.
- (b) The rights and privileges of every Member are personal to the Member. They are not transferable by the Member's own act or by operation of law, and no Member is entitled to exercise the rights and privileges of a Member unless all monies due by the Member to ASUM have been paid (unless Board exercises its discretion pursuant to Rules 14(b) or 14(c)).

16 Cessation of Membership

16.1 Resignation

Subject to Rules 9 and 16.2, a Member which has paid all (if any) money due and payable to ASUM and has no other liability (contingent or otherwise) to ASUM may resign at any time by giving notice in writing to the Chief Executive Officer of resignation of ASUM Membership.

16.2 Notice of Resignation

- (a) Notwithstanding Rule 16.1, the Board may exercise its discretion to allow a Member who has not paid all money due and payable to ASUM and/or has a liability to ASUM to resign.
- (b) Upon receipt of the notice from the Member, an entry recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register of Members.

16.3 Member to Re-Apply

A Member whose Membership has ceased or has lapsed must seek renewal or re-apply for Membership in accordance with this Constitution in order to be re-instated as a Member.

16.4 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claim upon ASUM and its property including Intellectual Property. Any ASUM documents, records or other property in the possession, custody or control of that Member shall be returned to ASUM immediately.

16.5 Reinstatement of Membership

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, which shall be exercised reasonably, on application and payment of all arrears in accordance with this Constitution and otherwise on such conditions as it sees fit.

17 Discipline of Members

- (a) Subject to Rule 17(b), if any Member wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of ASUM, the Board may by resolution, subject to Rule 17(d), censure, suspend, disqualify, expel or retain that Member as a Member or impose such other conditions or requirements as the

Board considers appropriate. In the meantime, the Member will have no automatic right to resign from ASUM.

- (b) At least one (1) week before the Board Meeting at which a resolution of the kind mentioned in Rule 17(a) is to be considered, the Member concerned must be given written notice of the meeting and of what is alleged against the Member and of the intended resolution, and the Member must at that meeting and before the passing of that resolution be given an opportunity to give orally or in writing any explanation which the Member may think fit.
- (c) A Member may appeal to the Disciplinary Committee against a decision of the Board made under Rule 17(a). Written notice of such an appeal must be lodged with the Company Secretary within seven (7) days of the Member being notified of the decision under Rule 17(a).
- (d) Within thirty-five (35) days of receipt of a notice of appeal from the Member pursuant to Rule 17(c), the Disciplinary Committee shall convene a meeting. At the meeting convened under this Rule 17(d):
 - (i) the Member shall be given the opportunity to state their case either orally or in writing, or both, using any technology (reasonably available) that gives the Member an opportunity to do so; and
 - (ii) the Disciplinary Committee shall vote by ballot on the question of whether the resolution of the Board will be confirmed.
- (e) The Disciplinary Committee's decision pursuant to Rule 17(d)(ii) is final, and the Member is not entitled to appeal the decision made pursuant to Rule 17(d)(ii).
- (f) Subject to Rule 17(g), the Member subject to disciplinary proceedings is entitled to bring a support person to any meeting that is held pursuant to this Rule 17
- (g) If the support person brought pursuant to Rule 17(f) is legally qualified, the Member must notify the Board at least seven (7) days before the meeting in question that the support person is to be legally qualified.
- (h) Natural justice shall be applied at every disciplinary proceeding held under this Rule 17, requiring the Board and the Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making their decisions.

18 Resolution of Disputes between Members

- (a) Disputes between Members (in their capacity as Members), shall be referred to the Board which must take steps to resolve the dispute.
- (b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within thirty (30) days of it being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- (c) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Society of New South Wales.
- (d) The costs of the mediator appointed pursuant to Rule 18(b) or 18(c) (as the case may be) shall be shared equally between the Members party to the dispute.

- (e) At least seven (7) days before a mediation session established by a mediator appointed pursuant to Rule 18(b) or 18(c) (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

MEETINGS OF MEMBERS

19 General Meetings

- (a) An Annual General Meeting of ASUM must be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.
- (c) ASUM may hold a General Meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (d) Any three (3) Directors may, whenever they think fit, convene a General Meeting. General Meetings may also be convened on such requisition or in default may be convened by such requisitionists as provided by sections 249D or 249E of the Act.

20 Notice of General Meetings

- (a) Subject to the provisions of the Act regarding agreements for shorter notice periods, not fewer than twenty-one (21) days' written notice (exclusive of the day on which the notice is served or taken to be served and inclusive of the day for which notice is given) must be given of any General Meeting to such persons as are entitled to receive such notices from ASUM.
- (b) A notice of a General Meeting must:
 - (i) be given to Members in accordance with this Rule 20 at the address appearing in the register of Members. Subject to the Act, no other person is entitled as of right to receive notices of General Meetings;
 - (ii) set out the place (which may be within or outside Australia), date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this);
 - (iii) state the general nature of the business to be transacted at the meeting;
 - (iv) set out an intention to propose any Special Resolution and state the resolution if a Special Resolution is to be proposed at the meeting; and
 - (v) contain a statement that a Member or Representative has the right to appoint a proxy.
- (c) Notice of every General Meeting must be given in the manner authorised by this Rule 20 to:
 - (i) every Member (except those Members for whom ASUM has no registered address or other address for the giving of notices to the Member);
 - (ii) the Directors; and

- (iii) the auditor or auditors (if any) for the time being of ASUM, and no other person is entitled to receive notices of General Meetings.

21 Business

21.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board and auditors (if any), appointment of the auditor (if any) and the election of the Elected Directors and the admission of Life Members or Honorary Fellows (if any).
- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in Rule 21.1(a) shall be Special Business.

21.2 Business Transacted

No business other than that stated on the notice of meeting shall be transacted at a General Meeting.

22 Notices of Motion

Members may submit motions for inclusion as Special Business at a General Meeting to the Chief Executive Officer or the Company Secretary, in accordance with the provisions of the Act.

23 Special General Meetings

23.1 Special General Meetings May Be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of ASUM and where, but for this rule, more than fifteen (15) months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

23.2 Requisition of Special General Meetings

- (a) The Board must call and arrange to hold a Special General Meeting on the requisition in writing of Members with at least five per cent (5%) of the votes that may be cast at the Special General Meeting.
- (b) A requisition for a Special General Meeting under Rule 23.2(a) must:
 - (i) be in writing;
 - (ii) state the object(s) of the meeting;
 - (iii) set out the wording of the proposed resolution;
 - (iv) be signed by the Members making the requisition; and
 - (v) be sent to ASUM.
- (c) If the Board does not cause a Special General Meeting to be held within twenty-one (21) days after the date on which the requisition is sent to ASUM, the Members may convene a Special General Meeting in accordance with section 249E of the Act. A

Special General Meeting convened by the Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board.

24 Proceedings at General Meetings

24.1 Quorum

- (a) No business may be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) No resolution may be passed at any General Meeting unless a quorum of Members is present at the time when the resolution is put to the vote of the meeting.
- (c) Save as herein otherwise provided, fifteen (15) Voting Members constitute a quorum.
- (d) If a Member attending a General Meeting is also a proxy for a Member or a Representative, he or she is to be counted only once in determining whether a quorum is present.

24.2 President to Preside

- (a) All General Meetings of ASUM will be presided over by a Chair.
- (b) The following Elected Directors (provided that they are present within fifteen (15) minutes after the time appointed for the holding of the meeting) are entitled in the following priority to preside as Chair at a General Meeting of ASUM:
 - (i) the President;
 - (ii) the Past President (if any);
 - (iii) the President-Elect (if any); or
 - (iv) any other Director chosen by the Directors present.

24.3 Adjournment of General Meeting

- (a) If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, is dissolved; in any other case, it stands adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present (being not fewer than three (3)) constitute a quorum.
- (b) The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (e) Except as provided in Rule 24.3(d) it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

24.4 Cancellation or Postponement of General Meetings

- (a) Subject to the provisions of the Act and this Constitution, the Board may cancel a General Meeting of ASUM:
 - (i) convened by the Board; or
 - (ii) which has been convened by the Members pursuant to Rule 23.2 upon receipt by ASUM of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) The Board may postpone a General Meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original General Meeting.
- (c) Where any General Meeting is cancelled or postponed or the venue is changed pursuant to this Rule 24.4:
 - (i) the Board shall endeavour to notify in writing each person entitled to receive notice of the General Meeting of the cancellation, the change of venue or the postponement of the General Meeting by any means permitted by this Constitution and in the case of the postponement of a General Meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the General Meeting.

24.5 Voting Procedure

At any General Meeting, a resolution put to the vote of the meeting is to 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:

- (a) the Chair; or
- (b) at least three (3) Voting Members present in person or by proxy or Representative.

24.6 Recording of Determinations

Unless a poll is so demanded under Rule 24.5 a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

24.7 Where Poll Demanded

If a poll is duly demanded under Rule 24.5 it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll is the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chair or on a question of adjournment must be taken forthwith.

24.8 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings must be determined by the majority of votes (as set out in this Rule 25).

24.9 Minutes

The Chief Executive Officer must keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

25 Voting at General Meetings

Subject to the Constitution, a Voting Member may vote in person or by proxy or Representative. On a show of hands or poll, every person present who is a Voting Member has one (1) vote.

25.1 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote in addition to a deliberative vote.

25.2 Disallowance of Vote

- (a) A challenge to a right to vote at a General Meeting:
 - (i) may only be made at the General Meeting; and
 - (ii) must be determined by the Chair, whose decision is final.
- (b) Every vote not disallowed pursuant to Rule 25.2(a) is valid for all purposes.

25.3 Proxy Voting

Subject to the Act, proxy voting shall be permitted at General Meetings in such manner as directed by the Board from time to time.

25.4 Written Resolutions

ASUM may pass a resolution (except a Special Resolution) without a General Meeting being held if all Members sign a document containing a statement that they are in favour of the resolution set out in the document. This Rule 25.4 does not apply to a resolution to remove the auditor or to remove a Director.

25.5 Separate Documents

Separate copies of the document may be used for signing by Members under Rule 25.4 if the wording of the resolution statement is identical on each copy. The resolution is passed when the last Member signs.

THE BOARD

26 Powers and Duties of the Board

26.1 Powers and Duties of the Board

- (a) Subject to the Act and this Constitution, the business of ASUM will be managed, and the powers of ASUM will be exercised, by the Board. In particular, the Board, as the controlling authority of ASUM, will be responsible for acting on all Australian and New

Zealand issues in accordance with the Objects and will operate for the collective benefit of ASUM and ultrasound throughout Australia and New Zealand and must:

- (i) govern ultrasound in accordance with the Objects;
 - (ii) enact ASUM's strategic direction of the time;
 - (iii) by itself or by delegation to a Committee, formulate, approve, issue, adopt, interpret and amend such By-Laws, regulations and policies for the proper advancement, management and administration of ASUM, the advancement of the Objects and ultrasound as it thinks is necessary or desirable;
 - (iv) review ASUM's performance in achieving its pre-determined aims, objectives, By-Laws and policies; and
 - (v) manage ASUM's international responsibilities.
- (b) Without limiting the generality of Rule 26.1(a) , the Board may exercise all the powers of ASUM to:
- (i) borrow and raise money;
 - (ii) charge any property or business of ASUM and to issue debentures or give any other security for a debt, liability or obligation of ASUM or of any other person;
 - (iii) determine who is entitled on behalf of ASUM to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents; and
 - (iv) pay the costs, charges and expenses incidental to the promotion, management and regulation of ASUM.

27 Composition of the Board

27.1 Composition of the Board

- (a) Unless otherwise determined by ASUM in a General Meeting (without contravening section 201P of the Act), the Board will consist of not fewer than nine (9) and not more than eleven (11) Directors as follows:
- (i) no fewer than seven (7) and up to nine (9) Elected Directors who are Professional Members comprised of:
 - (A) up to four (4) Medical Members;
 - (B) up to four (4) Sonographer Members;
 - (C) up to two (2) Scientific Member or Allied Health Member; and
 - (ii) up to two (2) Independent Directors.

27.2 Requirements of prospective Directors

- (a) A nominee for an Elected Director position on the Board must be a Professional Member.
- (b) The Independent Directors must be people who have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement

the Board composition but need not have experience in or exposure to ultrasound. Independent Directors do not need to be Members.

27.3 Board from Adoption of this Constitution in 2021

- (a) Alison Deslandes and Debra Paoletti will retire as Directors at the Annual General Meeting at which this Constitution is adopted in 2021.
- (b) The Directors to hold office from the date of adoption of this Constitution in 2021 until the conclusion of the first Annual General Meeting following the adoption of this Constitution shall be:
 - (i) Fred Joshua;
 - (ii) Poonam Charan;
 - (iii) Debbie Slade; and
 - (iv) Gillian Whalley.
- (c) The Directors to hold office from the date of adoption of this Constitution in 2021 until the conclusion of the second Annual General Meeting following the adoption of this Constitution shall be:
 - (i) Karen Mizia;
 - (ii) Joanne Ludlow; and
 - (iii) Joan McCann.
- (d) The initial Board to hold office from the date of adoption of this Constitution in 2021 shall be deemed to be Elected Directors and shall be eligible for re-election for further terms.
- (e) For the avoidance of doubt, time served on the Board before the adoption of this Constitution shall count towards the term limit set out in Rule 30.1(c).

28 Election of Elected Directors

- (a) Not more than six (6) months or fewer than three (3) months before each Annual General Meeting, the Chief Executive Officer must by notice in writing to Members call for nominations from amongst all Professional Members for successors to Elected Directors who are due to retire at the next Annual General Meeting.
- (b) Each nomination must be:
 - (i) signed by not fewer than two (2) Professional Members;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) certified by the nominee (who must be a Professional Member) as evidence of their willingness to stand; and
 - (iv) received at the registered office of ASUM at such time being not more than thirty (30) calendar days after the date on which the said notice referred to in Rule 28(a) to Professional Members is dispatched.
- (c) If the number of nominations received for the election of Elected Director positions is equal to the number of vacancies to be filled or if there are insufficient nominations

received to fill all Elected Director vacancies on the Board, then those nominated will be automatically elected.

- (d) If insufficient nominations are received, any unfilled positions remaining on the Board shall be deemed to be casual vacancies.
- (e) If the number of nominations exceeds the number of vacancies to be filled, voting shall be conducted by ballot, the procedure for which will be detailed in the By-Laws.
- (f) The term of the incoming Elected Directors elected under Rule 28(c) takes effect as from the conclusion of the Annual General Meeting at which they were elected.
- (g) Despite anything hereinbefore provided, the Board has the power to make By-Laws not inconsistent with this Constitution concerning the method of election of Elected Directors, and in particular the procedure to be adopted in the event of an equality of votes.

29 Appointment of Independent Directors

- (a) Independent Directors may be appointed by the Board in accordance with its requirements from time to time; however, always in accordance with this Constitution.
- (b) In appointing Independent Directors under this Constitution, the Board shall have regard to the desire to achieve diversity and equity amongst the membership of the Board.
- (c) Any person appointed to the Board under this Rule 29 is taken for the purposes of this Rule 29 to have been appointed on the date of their appointment.

30 Terms of Office

30.1 Elected Directors – Election and Term of Office

- (a) This Rule 30.1 is subject to Rules 27.3, 30.3, 30.4 and 30.5.
- (b) The Elected Directors hold office until the conclusion of the third Annual General Meeting after their respective elections, but may be re-elected, subject to Rule 30.1(c).
- (c) After an Elected Director has served for nine (9) consecutive years, the Elected Director is ineligible:
 - (i) for re-election as an Elected Director;
 - (ii) for reappointment as an Independent Director; or
 - (iii) to fill a casual vacancy, until the next Annual General Meeting after the conclusion of their said three (3) successive terms in office.

30.2 Independent Directors – Appointment and Term of Office

- (a) Independent Directors shall hold office for terms of one (1) year, but may be re-appointed at the end of their terms, subject to Rule 30.2(b).
- (b) After an Independent Director has held office for a continuous term of nine (9) years pursuant to Rule 30.2(a), the Independent Director is ineligible:

- (i) for re-election as an Elected Director; or
- (ii) for reappointment as an Independent Director,

until a minimum of one (1) year has passed since the end of the continuous term of nine (9) years.

- (c) The Board may waive the maximum continuous term of an Independent Director under Rule 30.2(b) by a resolution of which at least twenty-one (21) days' notice has been given, and which is passed by at least a seventy-five per cent (75%) majority of Directors who vote on the resolution.

30.3 President-Elect – Election and Term of Office

Immediately after the first Annual General Meeting after a President assumes office as the President, the Board must appoint from its own number an Elected Director to become the President-Elect. The President-Elect holds office until the conclusion of the first Annual General Meeting after the date of their appointment as President-Elect, even if that person's Maximum Consecutive Term expires at any time before their appointment as President-Elect ends.

30.4 President – Term of Office

The President-Elect will take office as President from the conclusion of the first Annual General Meeting after the date of their appointment as President-Elect. The President will hold office until the conclusion of the second Annual General Meeting after the date of their appointment as President, even if that person's Maximum Consecutive Term expires at any time before their appointment as President ends (including during that person's term as President-Elect).

30.5 Past President – Term of Office

- (a) Following the conclusion of the President's term of office, the President will become the Past President and will hold office until the first Annual General Meeting following their appointment as Past President, even if that person's Maximum Consecutive Term expires at any time before their appointment as Past President ends (including during that person's term as President-Elect or as President).
- (b) If the President is removed from the Board for any reason, that Elected Director is not eligible to become the Past President.
- (c) If the President is removed from the Board or the President does not accept the role of Past President, the role of Past President will remain vacant.

31 Vacation of Office of Director

The office of a Director becomes immediately vacant if the Director:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
- (c) ceases to be a Director by the operation of section 203D of the Act;
- (d) 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;

- (e) resigns their office by notice in writing to ASUM at its registered office;
- (f) is absent without permission of the Board for more than six (6) months from Board Meetings held during that period, and the Board resolves that this constitutes resignation;
- (g) holds any office of profit under ASUM or accepts payment or other benefits from ASUM otherwise than as provided by Rule 6(d);
- (h) being an Elected Director, ceases to be a Professional Member;
- (i) is directly or indirectly interested in any contract or proposed contract with ASUM otherwise than as provided by this Constitution and fails to declare the nature of the interest in the manner required by this Constitution; or
- (j) dies.

32 Casual Vacancies

- (a) If a casual vacancy occurs in the office of President-Elect (including in the situation described in Rule 32(b)), the Board shall appoint one of the Elected Directors to be President-Elect for the balance of the term of office which the President-Elect would otherwise have served. The person so appointed will, subsequent to completing the term of President-Elect, serve as the President pursuant to Rule 30.4.
- (b) If a casual vacancy occurs in the office of President, the Board must appoint as the President the President-Elect, or if there is no President-Elect, one of the Elected Directors, for the balance of the time left until the next Annual General Meeting. The person so appointed will, subsequent to completing the term of President, serve as the Past-President pursuant to Rule 30.5.
- (c) If a casual vacancy occurs amongst the Elected Directors, the Board may appoint a Professional Member for the balance of the term of office which the Elected Director would otherwise have served.
- (d) If a casual vacancy occurs amongst the Independent Directors, the Board may appoint a person, in accordance with Rule 29, to fill the vacancy for the balance of the term of the vacating Independent Director.
- (e) In the event of a vacancy occurring in the Past President position the position is to remain vacant until such time as the position is filled.
- (f) Time served pursuant to Rule 32 does not count for the purposes of Rule 30.1(c) and 30.2(b).
- (g) In the event of a vacancy or vacancies in the office of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board Meeting, they may act only for the purpose of increasing the number of Directors to the number sufficient to constitute a quorum.

33 Meetings and Proceedings of the Board

33.1 Board to Meet

- (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the Chief

Executive Officer shall on the requisition of a Director, convene a Board Meeting within a reasonable time.

- (b) The Directors may participate in a Board Meeting by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any Director participating in such a meeting is for the purposes of this Constitution taken to be personally present at the meeting.
- (c) The consent of a Director to the use of technology may be a standing one.
- (d) Any consent of a Director to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

33.2 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not fewer than seven (7) days verbal or written notice of the Board Meeting shall be given to each Director by the Chief Executive Officer. The agenda shall be forwarded to each Director not fewer than three (3) days prior to such meeting.

33.3 Decisions of the Board

Subject to this Constitution, questions arising at any Board Meeting are to be decided by a majority of votes and a determination by a majority of the Directors present is for all purposes taken to be a determination of the Board. In case of an equality of votes, the Chair has a second or casting vote in addition to a deliberative vote.

33.4 Chair of Board Meetings

- (a) Board Meetings will be presided over by a Chair.
- (b) The person entitled to preside as Chair of a Board Meeting will be determined in the same order of priority set out under Rule 24.2(b).

33.5 Resolutions of the Board

- (a) If all of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms is taken to have been passed at a Board Meeting held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purpose of Rule 33.5(a), two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) or more Directors are together taken to constitute one (1) document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in Rule 33.5(a) to all of the Directors does not include a reference to a Director who, at a Board Meeting, would not be entitled to vote on the resolution.

33.6 Presence at Meetings

- (a) Subject to Rule 33.6(b), a Board Meeting may be convened or held using any technology consented to by all of the Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board Meeting.

- (b) The particular technology used to convene or hold a Board meeting, pursuant to Rule 33.6(a), must be available and accessible to all Directors who wish to attend the Board Meeting.

33.7 Quorum

The quorum necessary for the transaction of the business of the Board is a majority of Directors being physically present (or in conference in accordance with Rule 33.6).

33.8 Validity of Decisions

All acts done at any Board Meeting or by a Committee or by any Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, Committee or Director, or that the Directors of any of them were disqualified, valid as if every such person had been duly appointed and was qualified to be a Director or Committee member.

33.9 Minutes

- (a) The Board must cause minutes within one (1) month of a Board Meeting to be made of:
 - (i) appointments of officers and servants;
 - (ii) the names of the Directors present at all meetings of ASUM and of the Board;
 - (iii) resolutions passed by Members without a General Meeting;
 - (iv) resolutions passed by the Board without a Board Meeting; and
 - (v) all proceedings at all meetings including General Meetings and Board Meetings (and meetings of a Committee).
- (b) Such minutes must be signed within a reasonable time after the meeting by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution was passed.

34 Conflicts of Interest

34.1 Director's Interests

A Director is disqualified by holding any place of profit or position of employment in ASUM or in any company or incorporated association in which ASUM is a shareholder or otherwise interested or from contracting with ASUM either as vendor, purchaser or otherwise except with express resolution of approval of the Board.

34.2 Conflict of Interest

A Director shall declare their interest in any:

- (a) contractual matter;
- (b) disciplinary matter; or
- (c) other financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent him or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent him or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

34.3 Disclosure of Interests

The nature of such interest of such Director must be declared by the Director at the Board Meeting at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first Board Meeting after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first Board Meeting held after the Director becomes so interested.

34.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under this Rule 34.4 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

34.5 Recording Disclosure

It is the duty of the Chief Executive Officer or Company Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with Rules 34.3 and 34.4.

MANAGEMENT

35 Chief Executive Officer

35.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer shall be entitled to receive notice of, attend and participate in and debate at (subject to the Board's discretion from time to time), all Board Meetings, but shall have no entitlement to vote.

35.2 Broad Power to Manage

ASUM shall be managed by the Chief Executive Officer who may exercise all powers of ASUM which are not, under the Act or these rules, required to be exercised by the Board or by ASUM in a General Meeting. The Chief Executive Officer shall administer ASUM in Australia and New Zealand in accordance with this Constitution, the By-Laws and all policy directions of the Board.

35.3 Chief Executive Officer May Employ

The Chief Executive Officer, in consultation with and the approval of the Board, may employ and/or contract such personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Chief Executive Officer determine.

36 Company Secretary

- (a) There must at all times be a Company Secretary appointed by the Board for a term and on conditions determined by the Board.
- (b) The Board may replace any Company Secretary so appointed.
- (c) The Board may appoint the Chief Executive Officer as the Company Secretary.
- (d) The Company Secretary appointed under Rule 36(a) shall be the Company Secretary for the purposes of the Act.

DELEGATED BODIES

37 Committees & Delegates

37.1 Board may Delegate Functions to Committees

The Board may delegate any of its powers and/or functions to one (1) or more Committees, including advisory Committees (such advisory Committees to act in an advisory capacity only) consisting of such Member as the Board thinks fit. Any Committee so formed must conform to any regulations that may be given by the Board and subject thereto has power to co-opt any Member or Members and all Members of such Committees have one (1) vote.

37.2 Delegation by Instrument

The Board may delegate functions to a Committee through a written instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or this Constitution.

37.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this Rule 37, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of this delegation.

37.4 Delegation may be Conditional

A delegation under this Rule 37 may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

37.5 Revocation of Delegation

The Board may, by instrument in writing, revoke wholly or in part any delegation made under this Rule 37, and may amend, repeal or veto any decision made by such Committee under this rule where such decision is contrary to this Constitution, the By-Laws, the Act, the Objects or the Committee's delegation.

BY-LAWS

38 By-Laws

38.1 Board to Formulate By-Laws

- (a) The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter or amend the By-Laws for the proper advancement, management and administration of ASUM, the advancement of the Objects and ultrasound as it thinks necessary or desirable. The By-Laws must be consistent with this Constitution and all policy directives of the Board.
- (b) Any By-Law for the time being in force is binding on the Members as if it were included in this Constitution.

38.2 By-Laws Deemed Applicable

All By-Laws and regulations of ASUM in force at the date of the approval of this Constitution (including existing By-Laws) insofar as such By-Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall continue in force under this Constitution.

38.3 Notices Binding

The Chief Executive Officer must bring to the notice of the Board and Members all By-Laws and any formulation, amendment, alteration and repeal of them. Notices are binding upon all Members.

MISCELLANEOUS

39 Common Seal

- (a) If ASUM has a Common Seal, the Board must provide for its safe custody.
- (b) The Common Seal must comply with the Act.

40 Execution under the Seal

The Board may execute a document if the Common Seal is fixed to the document and the fixing of the Common Seal is witnessed by:

- (a) two (2) Directors; or
- (b) a Director and the Company Secretary.

41 Execution without the Common Seal

The Board may execute a document without using the Common Seal if the document is signed by:

- (a) two (2) Directors; or
- (b) a Director and the Company Secretary.

42 Director's Interests

A Director may not sign a document on behalf of ASUM where the Director is interested in the contract or arrangement to which the document relates.

43 Negotiable Instrument

Any two (2) Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

44 Registers

- (a) Subject to the Act, the Board will cause a register of Members to be kept.
- (b) Where required by law, an extract of the register of Members shall be available for inspection and copying by Members.

45 Financial Report

- (a) Financial records must be kept by ASUM in accordance with the Act.
- (b) The Board must send to Members before the Annual General Meeting copies of every:
 - (i) annual financial report for the last financial year ended before the Annual General Meeting;
 - (ii) report of the Board for the year; and
 - (iii) report of the auditor or auditors on the financial report if and as required by the Act.

46 Access to Records

Subject to sections 253N and 251B of the Act, the Board will determine from time to time whether and to what extent, and at what time and place and under what conditions, the accounting and other records of ASUM or any of them will be open to the inspection of Members other than Directors. No Member other than a Director has the right to inspect any accounting or other records of ASUM except as provided by law or authorised by the Board or by a resolution passed at a General Meeting.

47 Auditor

- (a) If required by law, a properly qualified auditor or auditors must be appointed and his, her or their duties regulated in accordance with section 327A through to section 327I of the Act.
- (b) The accounts of ASUM including the profit and loss accounts and balance sheet shall be examined by the auditor at least once every year.

48 Giving of Notices

- (a) A notice may be given by ASUM to any Director or Member by serving it on the Director or Member:
 - (i) personally;
 - (ii) by sending it by post to the Director or Member at his, her or its registered address or the address if any supplied by the Director or Member to ASUM for the giving of notices to the Director or Member; or
 - (iii) by sending it via an electronic address nominated by the Director or Member.
- (b) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) A notice sent by electronic means is taken to be served immediately upon completion of sending.

49 Indemnity

- (a) Subject to the Act, ASUM indemnifies every person who is or has been a Director or employee of ASUM or of any related body corporate of ASUM out of the assets of ASUM against any liability:
 - (i) arising out of the conduct of the business of ASUM or incurred in that capacity; and
 - (ii) for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in, that capacity, unless the liability arises out of conduct on the part of the Director or employee of ASUM or of any related body corporate of ASUM which involves a lack of good faith, or a liability for a pecuniary penalty or compensation order under s1317G or s1317H of the Act.
- (b) Subject to section 199B of the Act, ASUM may pay or agree to pay a premium in respect of a contract of insurance for any such person against any such liability.