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1. Board Function

- 1.1. Fulfill the purpose of the Australasian Trauma Society (ATS) as per Clause 6 of the Constitution; and
- 1.2. Is to control and manage the affairs of the ATS as per Clause 43; and
- 1.3. May exercise all such functions as may be exercised by the ATS, other than those functions which are required by the Constitution to be exercised by a general meeting of the members of the ATS; and
- 1.4. Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the ATS.

2. Eligibility to become a Director

- 2.1. Complete and comply with conditions set out in the Constitution as per Clause 39.4 outlined in the "Application Declaration of Board Director"; and
 - 2.2. The applicant has been a member of the ATS for the last two (2) consecutive years; and
 - 2.3. Where a director is to continue beyond nine (9) consecutive years a **Special Resolution** is to be held at the Annual General Meeting in accordance with Clause 41.6, where the following conditions are met:
 - 2.3.1. The director is considered essential to the ongoing management of the ATS by the board, including currently serving a term as an Executive Director; and
 - 2.3.2. Board vacancies exist below the allowed maximum in the constitution; and
 - 2.3.3. The Special Resolution states: "ATS Constitution C
 - 2.3.4. use 41 Terms of office, A director who has held office for a continuous period of nine (9) years or more may only be reappointed or re-elected by a special resolution.
The Board recommend the re-appointment of to the Board [director name] for a period of one (two year) term."
- As per Clause 70 Definitions, special resolution means a resolution:
- i. of which notice has been given under Clause 21.5(c) of the constitution, and
 - ii. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

3. Election of Director

In accordance with Clause 39 of the Constitution:

- 3.1. Nominations shall be received at least seven (7) days prior to the Annual General Meeting.
- 3.2. If insufficient nominations are received to fill all vacancies;
 - 3.2.1. The candidates are taken to be elected.
 - 3.2.2. Further nominations are to be sought and may be received at the Annual General Meeting.
 - 3.2.3. Any vacant position(s) remaining are taken to be casual vacancies.
- 3.3. If the number of nominations equals the number of vacancies, then the candidates are taken as to be elected.
- 3.4. If the number of nominations exceed the vacancies then a ballot is to be held.
 - 3.4.1. Any ballot for the election of director(s) is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
 - 3.4.2. Members for re-election are excluded from the process of the ballot.

- 3.5. Casual Vacancies
 - 3.5.1. Any vacancy shall be filled within 45 days.
 - 3.5.2. Expire at the next Annual General Meeting or twelve (12) months from appointment, whichever the sooner;
 - 3.5.3. Serving full or part of a year is considered a full year in relationship to calculating the terms of the constitution in Clause 41.
 - 3.5.4. May stand for re-election as permitted by the constitution.

4. Board Structure

- 4.1. The board must consist of at least:
 - 4.1.1. Two (2) Australian residents; and
 - 4.1.2. Two (2) New Zealand residents; and
 - 4.1.3. May not exceed 50% representation from any one jurisdiction (eg State or Territory of Australia).
- 4.2. Representation

The board may consist of representatives from each groups below;

 - 4.2.1. Medical
 - 4.2.2. Nursing
 - 4.2.3. Allied Health
 - 4.2.4. Trauma Registry
 - 4.2.5. Paramedicine
 - 4.2.6. Other, as specified by the Board
- 4.3. Of the groups within 4.2 none shall exceed 50% of the Board and no more than two (2) members from any one institution (eg Hospital or organisation).
- 4.4. Observers
 - 4.4.1. Are not Directors of the ATS.
 - 4.4.2. Observers can not participate in discussions, unless directed by the Chair.
 - 4.4.3. Observers can not vote on matters before the Board.
 - 4.4.4. Must have a specified term of attendance minuted by the Board.
 - 4.4.5. May include:
 - 4.4.5.1. Community representative; or
 - 4.4.5.2. Appointed Secretariat (as per section 5.7.6 of this by-law); or
 - 4.4.5.3. Committee Co-Chairs who are not Directors, if the Director Co-Chair is not available (as per section 8.4 of this by-law); or
 - 4.4.5.4. Life Members of the ATS; or
 - 4.4.5.5. Co-opted person for specified purposes.
- 4.5. By Special Resolution of the Board, the conditions (in full or part) stipulated above in Section 4, [excluding section 4.1 of this by-law] may be suspended until the next Annual General Meeting

5. Executive Directors

- 5.1. These roles are voted on by the members of the Board, immediately after the Annual General Meeting.
- 5.2. Term of office as an Executive Director is two (2) years, unless elected for another office.
- 5.3. Shall be a member of the ATS and with at least two (2) years on the Board.
- 5.4. President
 - 5.4.1. Shall serve as the Chair of the Company, as per Clause 40 of the Constitution.

- 5.4.2. Shall chair all meetings of the Board at which he/she is present, and shall be responsible for the smooth running of the ATS generally; and
- 5.4.3. Shall deliver an address at the annual general meeting and he/she shall be an ex-officio member of all committees; and
- 5.4.4. Shall take on the role of Immediate Past President, when stepping down from the role.
- 5.5. President Elect
 - 5.5.1. Shall assist and deputise for the President in the performance of their duties and shall, in the absence of the President, take upon the duties of the President.
 - 5.5.2. Shall in the temporary absence of the secretary or treasurer act in their stead.
 - 5.5.3. Should at the end of the President's term, stand for election to the role of President.
- 5.6. Immediate Past President
 - 5.6.1. Will involve supporting the President, and providing mentorship to the President Elect.
 - 5.6.2. Shall chair the Past Presidents Council.
- 5.7. Treasurer
 - 5.7.1. Ideally have qualifications or experience in financial management.
 - 5.7.2. It is the duty of the treasurer to ensure:
 - 5.6.3.1. That all money due to the ATS is collected and received and that all payments authorised by the ATS are made; and
 - 5.6.3.2. That correct books and accounts are kept showing the financial affairs of the ATS, including full details of all receipts and expenditure connected with the activities of the ATS.
- 5.8. Secretary
 - As per Clause 56 of the constitution.
 - 5.8.1. The secretary of the ATS must, as soon as practicable after being appointed as secretary, lodge their address with the ATS.
 - 5.8.2. Ideally have qualifications or experience in Corporate Governance.
 - 5.8.3. It is the duty of the secretary to:
 - 5.7.4.1. Ensure appropriate corporate governance of the ATS is established and/ or maintained;
 - 5.7.4.2. Ensure minutes are undertaken including:
 - 5.7.4.2.1. All appointments of office bearers and members of the committee;

- 5.7.4.2.2. The names of members of the committee present at a committee meeting or a general meeting; and
- 5.7.4.2.3. All proceedings at committee meetings and general meetings;
- 5.7.4.2.4. Minutes of proceedings at a meeting must be signed by the chair of a meeting or by the chair of the next succeeding meeting in accordance with Clause 57 of the Constitution.
- 5.8.4. The above clauses in (part or full) with consent of the Board may be delegated in writing (minutes) to a third party. e.g. a Secretariat.
- 5.8.5. If a Secretariat or equivalent is engaged by the Board, they are deemed the status of Observer (section 4.4 of this by-law) and serve at the discretion of the Board.
- 5.9. Multiple Roles
 - 5.9.1. Where membership of the Board does not exceed the number of Executive Director positions (i.e., five), and with written consent of the board an individual may hold more than one role.
- 5.10. Exemption to any item above (in part or full) requires a Resolution from the Board.

6. Directors Roles

These roles are appointed by the members of the Board and may not be filled at the Board's discretion.

- 6.1. Terms of office for Directors are three (3) years of which re-election can be sought as per the Constitution of the ATS, Clause 41.
- 6.2. Board meetings shall be attended to a minimum of 50%. The remainder should be attended subject to notification of apologies and leave of absence. This is supplementary to Clause 47 of the ATS Constitution Duties of Directors.
 - 6.2.1. Attendance of Directors to Board meetings is reported at the Annual General Meeting.
- 6.3. Executive roles, as specified in section 5 of this by-law above.
- 6.4. Membership Secretary
 - 6.4.1. Role will oversee the membership, coordinate membership drives, report to the Board on the various groups of membership.
- 6.5. Media Liaison
 - 6.5.1. Liaising on behalf of the Board with the ATS members and the media regarding any policy statements and/or media releases.
- 6.6. Committee Chair or Co-Chair
 - 6.6.1. Role is to ensure communication with the Board occurs.
 - 6.6.2. See also applicable section 8.4 of this by-law within Committees roles below
- 6.7. Others, as specified by the Board.
 - 6.7.1. Role must be specified by the Board with clear objectives in keeping with the purpose of the ATS.
- 6.8. Multiple Roles
 - 6.8.1. With written consent of the Board, any one Director or Executive Director may hold more than one such office at any one time, for a term that may be extended in writing from the Board.

7. Delegations

- 7.1. Despite any delegations under this section, the Board may continue to exercise any function delegated.
- 7.2. Delegations expire annually at the end of the Annual General Meeting, excluding section 8 of this by-law or unless otherwise stipulated.

- 7.3. Delegation under this section may be made subject to such conditions or limitations as to the exercise of any function thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 7.4. Any act undertaken by a committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done by the Board.
- 7.5. The Board may by instrument in writing, revoke wholly or in part any delegation under this by-law.

8. Committees and Groups

- 8.1. A Committee or Group may meet and adjourn as it thinks proper and report to the Board at each Board meeting (where applicable).
- 8.2. Findings or outcomes of Committee Meetings or Groups are to be tabled for notation at the Board meeting.
- 8.3. Committees shall review a Terms of Reference annually, tabled at the Board for approval. An ATS-templated Terms of Reference shall be utilised.
- 8.4. Committee Chair shall include a Director of the Board. If a non-Director is identified as a suitable chair then the Committee will have Co-Chairs.
- 8.5. Without limiting the number, scope, duties and powers of possible committees that may be established by resolution, such committees may include the following:-
 - 8.5.1. Research & Scholarship Committee.
 - 8.5.2. Registry Committee.
 - 8.5.3. Conference / Program Committee.
 - 8.5.4. Publications Committee.
 - 8.5.5. Education Committee.
 - 8.5.6. Corporate Governance Committee.
 - 8.5.7. Communications Committee.
 - 8.5.8. Injury Prevention Committee.
 - 8.5.9. Finance Committee.
- 8.6. **Special Interest Groups**
 - 8.6.1. These groups may be formed at the discretion of the Board by resolution.
 - 8.6.2. Subject to section 8.3 of this by-law.
- 8.7. **Executive Directors Group**
 - 8.7.1. This group may be formed at the discretion of the Executive Directors.
 - 8.7.2. The role of this group is to ensure issues between Board meetings are addressed, ensuring the Board agenda is achieved and supporting the President in the smooth running of the ATS.
- 8.8. **Nominating Panel Group**
 - 8.8.1. This group will be formed when required, at the discretion of the Executive Directors before the next election of directors, ideally at three (3) months prior to the Annual General Meeting.
 - 8.8.2. The role of this committee is to canvas potential nominees for the Directors of the Board, identifying one (1) nominee for each vacant position. This includes the notification to all members of vacating posts and seeking applications.
 - 8.8.3. Recommendations made by the panel shall be eligible to seek election to the Board.

8.9. Past Presidents Council (Group)

- 8.9.1. This Council may consist of a minimum of three (3) members who have held the role of President, Vice-President or President Elect of either the ATS Association Ltd or the ATS Company for a full term, or on written consent of the Board.
- 8.9.2. The Chair shall be the Immediate Past President.
- 8.9.3. This Council will be responsible to the President of the ATS to advise and support members of the Board.
- 8.9.4. This Council shall meet at the discretion of the Chair of the Committee or President of the ATS.

9. Meetings and Quorum

- 9.1. This section applies to both meetings of the Board, and any Committees or Groups of the Board. They may be varied by the Terms of Reference of a Committee, as approved by the Board.
- 9.2. Board Meetings
 - 9.2.1. The Board shall meet at least four (4), and normally six (6) times in each calendar year at such place and time as the committee may determine (as per Clause 49 of the Constitution).
 - 9.2.1.1. A schedule of meetings for the subsequent year shall be tabled at the first meeting of the Board after the Annual General Meeting.
 - 9.2.1.2. Additional meetings of the Board may be convened by the Chair, Deputy Chair or in their absence by any member of the Board.
 - 9.2.1.3. Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
 - 9.2.1.4. Notice of a meeting given under the above clause, shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 9.3. Voting and Decisions
 - 9.3.1. Questions arising for decision at a meeting of the Board or of any Committee thereof shall be determined by a majority of the votes of members of the Board or Committee present at the meeting and recorded as a resolution in the minutes.
 - 9.3.2. Each member present at a meeting of the Board or of any committee thereof (including the person presiding at the meeting) is entitled to only one vote but, in the event of any equality of votes on any question, the person presiding as chair may cast a second or casting vote. Absentee or proxy votes are not applicable to Board decisions.
 - 9.3.3. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee thereof, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member thereof.

9.4. Resolutions

9.4.1. Terms of any decision that the Board, or any Committee thereof resolves to undertake shall be documented as a resolution. Examples include:

- To document that a new member of the board was voted in;
- To record a decision made at a board meeting;
- When delegation of funds to a certain project occurs;
- Other decisions of the Board.

10. Inaugural Board

The following positions of the Australasian Trauma Society Committee will undertake the roles of Directors of the Board:

- 10.1. The terms of office for the following positions will be deemed time served as one year of the two year term of office.
- 10.2. President will be filled by the current elected President
- 10.3. President Elect will be filled by the current elected Vice-President
- 10.4. Treasurer will be filled by the current elected Treasurer
- 10.5. Secretary will be filled by the current elected Secretary
- 10.6. Committee Chairs and positions held by elected Australasian Trauma Society Committee members will roll over to respective positions within Company.
- 10.7. If at any time issues of positions occur within the first 30 (thirty) days, these shall be voted on by the Board; else deemed enacted.

10.8. Board Structure and Inaugural Directors 2020

