



To all members of the Australasian Diabetes in Pregnancy Society

NEW ADIPS CONSTITUTION

Overview

The current Constitution of ADIPS is out of date and now contains inconsistencies following several amendments to the original constitution. The last amendment was 1 November 2008. The inconsistencies have led to minor breaches of the constitution due to impossibility of following it in its current format. It is now timely to modernise the ADIPS Constitution.

In undertaking this task, Council decided that the structure needed to be updated in line with the Society's growth and development. We elected to follow the same format as the Australian Diabetes Society (ADS).

The new Constitution incorporates a number of changes:

- . It is considerably longer than the current document, mainly because of layout. Each point is set out in a separate section/sub-section under a clear heading, rather than in extended paragraphs. This makes it easier to find individual points, but this layout does take up a lot of space.
- . The new structure is clearly outlined.
- . Phraseology has changed to reflect the contemporary style.

Process for adopting the redrafted new Constitution

Members who wish to make any comments regarding the new Constitution are encouraged to forward them in writing to the ADIPS secretariat before 1 September. There will also be some opportunity to discuss the proposed constitution at the next Annual General Meeting, which will be held in Sydney on Saturday 4 September 2010 during the 2010 Annual Scientific Meeting. ADIPS Council will then consider the need

for any further amendments to the Constitution and in due course arrange for the new constitution to be presented to the membership for approval.

The terms of the special resolution to be put at that meeting would be:

That the members resolve to adopt the Constitution in the form circulated, tabled at the meeting, and signed by the Chair for the purposes of identification, to come into effect from the date of the adoption of this resolution to the exclusion of all other regulations

Summary of Sections:

To assist members to understand the changes, the following section provides a brief explanation of the main clauses of the proposed new Constitution.

Section 3-4 specify the Objects and Powers of the ADIPS. These are unchanged from the memorandum of Association and the Articles of Association of the existing Constitution.

Section 6 specifies that members cannot receive distributions. This reinforces that ADIPS is a genuine not-for-profit organisation (and hence eligible for income tax exemption). This section does not preclude payment for authorised out of pocket expenses incurred by members on behalf of the Society.

Section 8 limits liability of members to \$10 if the company is wound up and there are outstanding debts. This maintains the current situation (section 7 of the Memorandum of Association).

Sections 9-18 specify the membership types (unchanged in substance).
However corresponding member and sustaining member are new categories.

Sections 19-25 specify the power to levy annual subscriptions and to expel members if subscriptions are unpaid for 2 years, the member does not comply with the Constitution or behaves in an unbecoming manner or in a way that is prejudicial to the interest of the ADIPS (unchanged in substance).

*****Sections 26-39** specify rules for appointing the directors to the National Council.
The current constitution states that Council shall consist of up to 13 members with a preference that there be at least one member from each of the areas of Western Australia, South Australia, Northern Territory, Victoria, New South Wales, Tasmania, Australian Capital Territory, Queensland, The North Island of New Zealand and the South Island of New Zealand. No more than three members of Council shall come from any one area of Australia and New Zealand.

The new constitution states that Council will comprise 8 members, no more than three of whom are resident in the same State or Territory and not more than one of whom is a member of the same Department or Unit.

- Sections 40-44* specify the powers of the National Council (unchanged in substance).
- Sections 45-46* allows for the establishment of committees to undertake the work of the ADIPS.
- Sections 47-49* specify the rules for removal and resignation of Council members (unchanged in substance).
- Sections 50-54* these sections oblige directors to declare conflicts of interest (a new section, but one that makes explicit the appropriate standard of Board behaviour), and prohibit director remuneration (again, to reinforce not-for profit status).
- Sections 55-62* specify the rules for the conduct of Council meetings, which are updated to reflect modern communication technologies (eg teleconferencing) but are otherwise unchanged in substance.
- ****Sections 63-91** specify rules relating to meetings of members, including notice times, use of technology, quorums, appointment of chairs, proxies and voting. The quorum for a members meeting has been increased from 15% to 20% which should be a realistic level given typical attendance at the AGM during Conference.
- Sections 92-97* specify rules relating to the keeping of minutes, accounts audit and like procedural matters. These reflect current Company law requirements.
- Section 98* contains the current terms required by the Australian Taxation Office for not-for-profits ie on winding up any surplus funds are not distributed to members but rather to another institution deemed by members to have similar objectives to the Society. This reinforces the case for continued income tax exemption.

Yours sincerely

Glynis Ross
President

15 July 2010