

**THE AUSTRALASIAN DIABETES IN PREGNANCY SOCIETY
(ADIPS)**

CONSTITUTION

ARTICLE 1: Name

The Society is named the Australasian Diabetes in Pregnancy Society.

ARTICLE 2: Purposes

The purposes of the Society are to advance clinical and scientific knowledge of diabetes in pregnancy, and its effect on the child to encourage dissemination of this knowledge and to foster collaboration with other regional societies interested in diabetes in pregnancy and other regional societies interested in diabetes in pregnancy and other related subjects.

ARTICLE 3: Membership

Section 1: Ordinary Members

Any person who is engaged in research, or in the practice in the field of diabetes in pregnancy, or who has demonstrated particular interest in this area, is eligible for election as a Member.

Section 2: Honorary Members

Any person, distinguished in the study of diabetes in pregnancy at home or abroad, who has made material contributions to the advancement of diabetes in pregnancy, may be made an Honorary Member by the approval of the council (see Article 4 Section 1).

Section 3: Election of Members

a) Ordinary Members

Candidates for membership of the Society shall be proposed and seconded by Members of the Society. Any such proposal shall be made upon a form approved by the Council and shall contain information of the Candidate's qualifications, professional status, appointments and published works. The candidature shall be assessed by the Council. The Candidate may be declared an Elected Member of the Society by a majority vote of Council.

b) Honorary Members

Upon recommendation of the Council, persons deemed worthy of Honorary Membership may be elected by vote of those members present at an Annual General Meeting of the Society.

Candidates elected to Ordinary Membership or to Honorary Membership shall be notified of their election by the Council of the Society. Members of the Society shall notify the Secretary of their address, of any change of address, and of any additional academic qualifications or distinctions. A Member desiring to resign from Membership of the Society shall notify the Secretary of his intention in writing. The proposal for resignation shall be submitted to Council.

THE AUSTRALASIAN DIABETES IN PREGNANCY SOCIETY

Section 4: Obligation to Members

With membership of the Society goes the responsibility of maintaining a sustained interest in its affairs and objectives.

Section 5: Dues

Each Member shall pay an annual subscription in the amount set by the Council of the Society. This subscription becomes due in the first quarter of each Financial Year. The inaugural subscription shall be \$20. Members whose subscriptions are two years in arrears may, at the discretion of the Council, be considered to have withdrawn from the Society. In this Constitution a Member who has paid the annual subscription due and who does not otherwise owe money to the Society is called a Financial Member.

Section 6: Rights and Privileges of Financial Members

Financial Members may participate in the business and scientific sessions of the Society, may vote at meetings, and shall be eligible for election to Office in the Society.

Section 7: Member Registry

The Secretary or other officer appointed by the Council from time to time shall keep a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection and copying by the members upon request.

Section 8: Vacation of Council Office

For the purposes of this Constitution, the Office of an officer of ADIPS or of an ordinary member of ADIPS Council becomes vacant if the officer or member:

- (a) Ceases to be a member of ADIPS.
- (b) Becomes an insolvent under administration within the meaning of the Companies Code.
- (c) Resigns from office by notice in writing given to the Secretary.

ARTICLE 4: OFFICERS

Section 1: The Council

The business of the Society shall be conducted by Council. The Council shall consist of up to thirteen 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, Australian Capital Territory, Queensland, Tasmania, 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 or New Zealand. The Council shall be responsible for conducting the affairs and business of the Society. The Council may, at its discretion, delegate such duties as it may determine to a sub-committee of Members of Council or other financial Members of the Society.

THE AUSTRALASIAN DIABETES IN PREGNANCY SOCIETY

Section 2: Office Bearers

There shall be a president, a Secretary and Treasurer. The Office Bearers shall be Members of Council.

Section 3: Election of Officers

Election of the Members of Council shall be made every two years. Nominations shall be made in writing by a financial Member of the Society. Each shall be seconded by a financial Member of the Society. The nominees shall signify consent to such a nomination in writing. The nominations shall be in the hands of the Secretary three months before the Annual General Meeting of the Society and a postal ballot shall be held for all positions and the results announced at the Annual General Meeting.

The Members of Council shall appoint the President, Secretary and Treasurer from amongst the Members of Council.

Section 4: Terms of Office

The terms of office for the President, Secretary, Treasurer and Members of Council are for two years. Each is eligible for re-election for a subsequent three terms, each of two years. Thereafter, each may not be re-elected until two years have elapsed since his/her previous term. No member shall serve on Council for longer than four consecutive two year terms.

Section 5: Co-optional of Additional Council Members

In the event of a casual vacancy occurring in the office of an ordinary member or of an officer of the Council, The Council may appoint a member of ADIPS to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.

Section 6: Duties of Officers

The President shall be Chairman of the Council. In his/her absence, the other Council members shall elect a Chairman for that particular Meeting. The Secretary shall keep minutes of the proceedings of the Society's meetings and Annual General Meeting, and the meetings of the Council. At the Annual General Meeting, the Secretary shall report on the work done by the Society during the previous year. The Treasurer shall oversee the collection of dues from the financial Members and the other financial affairs of the Society. He/she shall present a Treasurer's report to the Annual General Meeting. The other officers shall have the powers to perform duties that may be prescribed by the Council.

Section 7: A Quorum of the Council

Three Members shall form a quorum at a meeting of the Council.

Section 8: Council Meetings

The Council shall meet at the time of the Society's Annual General Meeting. The Secretary shall notify the Council of the forthcoming Meeting more than one month beforehand.

THE AUSTRALASIAN DIABETES IN PREGNANCY SOCIETY

Additional meetings of the Council shall be called at the discretion of the President between Annual General Meetings and this may be by conference telephone link-up. A Council Member participating in a telephone conference of the Council is taken to be present at the Meeting in person. Disconnection by any Member from the Meeting will be at the consent of the Chairman of the Council and Members will be presumed to have been present at all times during the meeting.

Section 9:

- 9.1** Except as otherwise provided in this Constitution, the Secretary shall keep in his or her custody or under his or her control, all books, documentations and securities of ADIPS.
- 9.2** All accounts, books, documents and securities of ADIPS shall be available for inspection and copying by any member of ADIPS upon request.

ARTICLE 5: MEETINGS

Section 1: Annual Meetings

Additional Meetings may be held at the discretion of the Council.

Section 3: Substance of the Annual Meeting of the Society

This substance of an Annual Meeting shall consist of communications. The Secretary shall give six months notice of the place and date of the Meeting, and shall invite contributions. Each Member may submit papers or may sponsor papers by non-members at each Annual Meeting. Members may also introduce visitors to the Annual Meeting of the Society.

Section 4: The Organising Committee for the Annual Meeting

The Organising Committee may be drawn from Council Members or from Society Members appointed by Council.

Section 5: Venue of The Annual Meeting

The Venue of each Annual General Meeting shall be determined by Council.

Section 6: Annual General Meeting

During the Annual Meeting of the Society, an Annual General Meeting shall be held to discuss the business of the Society. The President shall be the Chairman of the Annual General Meeting.

The Business of an Annual General Meeting shall be:

- a) To receive the report of the Council.
- b) To receive the statement of receipts and expenditure and the balance sheet as at 30th June.

THE AUSTRALASIAN DIABETES IN PREGNANCY SOCIETY

- c) To receive the report of the result of the voting for Members of Council.
- d) To consider any other business, of which due notice has been given by a Member. Such notice shall be made in writing to the Secretary not less than thirty days before the Annual General Meeting.
- e) To announce the election of President, Secretary, Treasurer and Member of Council election for these positions has been held.
- f) To attend to any general business.

An Extraordinary General Meeting may be convened by the Secretary at the direction of Council, or at the request of any ten Members of the Society, provided due notice is given in writing to the Secretary at least sixty days before such Meeting, and that grounds for requesting such Meetings are clearly stated.

At any Annual General Meeting or Extraordinary General Meeting, a quorum shall consist of 15% of Financial Members, including at least three Members of Council.

At any Annual General Meeting or Extraordinary Meeting of the Society, each Financial Member shall be entitled to one vote. In the event of an equality of votes occurring on any motion, the Chairman of the Meeting shall have a casting vote.

At any Annual General Meeting or Extraordinary Meeting, a Financial Member may vote by proxy. This shall be done by advising the Secretary in writing, prior to the commencement of the meeting, stating the Member's intention to vote by proxy and naming the proxy, who shall be a Financial Member.

ARTICLE 6: FINANCE

Section 1: The Financial Year

The Financial Year of the Society shall close on June 30th of each year.

Section 2: Signing of Cheques

Cheques shall be signed by any two signatories as authorised by the Council.

Section 3: Balance Sheets

At the Annual General Meeting of the Society, a Balance Sheet shall be presented to the Society by the Treasurer.

Section 4: Investment

The Council is empowered to invest such capital of the Society and in such a manner as it deems prudent.

THE AUSTRALASIAN DIABETES IN PREGNANCY SOCIETY

Section 5: Dissolution of the Society

If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other organisation having similar objectives to those of the Society and which shall prohibit the distribution of its income and property amongst its members.

ARTICLE 7: AMENDMENTS TO THE CONSTITUTION

Notice of proposed alterations to the Constitution must be made in writing at least sixty days before an Annual Meeting or an Extraordinary Meeting called for the purpose. The proposed alterations must be in the form of a motion signed by Member of the Society, and seconded by a Member of the Society. Notices of the proposed amendment or amendments shall be sent to the Membership and its/their adoption shall require an affirmative vote of two thirds of those voting in person, or by proxy, at the Annual General Meeting or Extraordinary Meeting.

ARTICLE 8: FUNDING

The funds of ADIPS shall be derived from annual subscriptions, donations and such other sources as the Council determines.

ARTICLE 9: COMMON SEAL

Section 1: The Common Seal of ADIPS shall be kept in the custody of the Secretary.

Section 2: The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common seal shall be attested by the signatures either of two Members of the Council or of one Member of the Council and the Public Officer of ADIPS.

November 1, 2008