

RCH Alumni

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ROYAL CHILDREN'S HOSPITAL ALUMNI

CONSTITUTION

1. NAME

The Association shall be called the ROYAL CHILDREN'S HOSPITAL ALUMNI hereafter called "the Association".

2. PURPOSES

The purposes of the Association shall be:

- 2.1: To foster social contact between past members of staff and to provide the opportunity to share experiences;
- 2.2: To offer a range of educational and social activities for members;
- 2.3: To keep members in touch with the activities of the hospital and broader issues relating to child health.

3. MEMBERSHIP

3.1: ELIGIBILITY

3.1.1: Full Membership of the association is open to:

- (a) Staff who have been members of the medical or dental staff at the Royal Children's Hospital campus (including Resident Medical Officers and Registrars who have subsequently pursued a career in

any branch of paediatrics or child health) and have ceased to have an active role at the Royal Children's Hospital campus¹, or have reached the age of 65 years;

(b) Former senior health professionals, scientific and administrative staff of the RCH campus who have ceased to have an active role at the Royal Children's Hospital campus, or have reached the age of 65 years

3.1.2: Complimentary Membership is offered to the spouse or partner of a deceased member;

3.1.3: Overseas Membership: Members residing overseas who meet the criteria in 3.1.1 are eligible to join.

3.2: APPLICATION FOR MEMBERSHIP

All who wish to join the Alumni should complete an application form.

3.3: CONSIDERATION OF MEMBERSHIP

All applications for membership shall be reviewed and approved by the RCH Alumni Committee: herein known as “the Committee”- see Clause (5). On approval members shall pay the relevant annual subscription as in Clause (8).

4. GENERAL MEETINGS OF THE ASSOCIATION

General meetings of the Association are Annual General or Special General Meetings.

4.1 ANNUAL GENERAL MEETINGS

(a) The Annual General Meeting (AGM) of the Association shall be held not later than 30th November in each calendar year;

(b) The Committee may determine the date, time and place of the AGM;

¹ RCH campus means Royal Children's Hospital, University of Melbourne Department of Paediatrics or Murdoch Children's Research Institute

(c) The ordinary business of the AGM shall be as follows:

- To confirm the minutes of the previous AGM and of any Special General Meeting held since then
- To receive and consider the annual reports of the Committee on the activities of the Association during the preceding financial year and the financial statements of the Association for the preceding financial year (reports require proposer and seconder)
- To elect the office bearers of the Committee;
- To determine the process for setting the annual subscription fee for the Association

The AGM may also conduct any other business of which due notice has been given in accordance with the notice of the meeting.

4.2 SPECIAL GENERAL MEETINGS

(a) A Special General Meeting (SGM) shall be convened by the Committee on the request of the President or ten (10) or more Full Members of the Association. The request shall be in writing to the Honorary Secretary and set out the purpose(s) for which the meeting is proposed to be called;

(b) No other business than that set out in the written request to the Honorary Secretary may be discussed at the meeting

4.3 NOTICE OF GENERAL MEETINGS

Four weeks written notice shall be given for all General Meetings

The notice must:

- Specify the date, time and place of the meeting; and
- Indicate the general nature of each item of business to be considered at the meeting; and
- If a special resolution is to be proposed, state the intention to propose the resolution and the proposed resolution in full.

The notice may be given by electronic transmission.

4.4 QUORUM

The quorum for General Meetings shall be 20 Full Members.

4.5: VOTING AT GENERAL MEETINGS

- (a) On any question arising at a General Meeting each Full Member has one vote; and
- (b) Eligible Members may vote personally or by proxy; and
- (c) Except in the case of a special resolution, the question must be decided on a majority of votes;
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote;
- (e) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote;
- (f) A special resolution is passed if not less than three quarters of the members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution;
- (g) Complimentary members and Overseas members (as defined in Clauses 3.1.2 and 3.1.3) are ineligible to vote at General Meetings.

4.6: PROXIES AT GENERAL MEETINGS

- (a) A member may appoint another member as proxy to vote and speak on the member's behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (d) Notice of a general meeting given to a member must:
 - state that the member may appoint another member as a proxy for the meeting; and
 - include a copy of any form that the Committee has approved for the appointment of a proxy.

(e) A form appointing a proxy must be given to the Chairperson of the meeting no later than 24 hours before the commencement of the meeting.

4.7: USE OF TECHNOLOGY

(a) A General Meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

(b) A member participating in a general meeting in person, by electronic means or by proxy is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

4.8: MINUTES OF GENERAL MEETINGS

(a) The Committee must ensure that minutes are taken and kept of each general meeting.

(b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken, the proposer and seconder of that resolution and the result of the vote.

(c) In addition, the minutes of each AGM must include:

- the names of the members attending the meeting; and
- the names of members providing proxies and the name of the proxy; and
- the financial statements submitted to the members.

5. COMMITTEE STRUCTURE

5.1: The Committee of the Association shall have four Office Bearers: President, Vice-President, Honorary Secretary and Honorary Treasurer.

5.2: Office Bearers shall be elected annually at the AGM and shall be eligible for re-election provided that no President shall be elected continuously for a period in excess of two years. Generally the Vice-President will become President-elect in the second year of office of the President.

5.3: In addition the Office Bearers may invite up to 8 General Members to join the Committee.

5.4: The Committee may appoint a member of the Association to fill any casual vacancy on the Committee.

6: COMMITTEE MEETINGS

6.1: The Committee may meet and regulate its business as it thinks fit. The Committee must meet a minimum of 3 times in each calendar year. The date, time and place of the first Committee meeting should be determined by the members of the Committee as soon as practicable after the AGM of the Association at which they were elected.

6.2: Notice of each Committee Meeting should be given to each Committee member no later than 7 days before the date of the meeting. Notice may be given of more than one Committee Meeting at the same time. The notice must state the date, time and place of the meeting.

6.3: A Committee Meeting may be held by the use of technology that allows Committee members to clearly and simultaneously communicate with each other participating member.

6.4: QUORUM

The quorum for a Committee meeting shall comprise:

- Two Office Bearers, plus
- A minimum of 3 General Members.

6.5: VOTING

- (a) On any question arising at a Committee Meeting, each Committee member present at the meeting has one vote.
- (b) A motion is carried if a majority of Committee members present and voting at the meeting vote in favour of the motion.
- (c) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (d) Voting by proxy is not permitted at Committee Meetings

6.6: CONFLICT OF INTEREST

- (a) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the Committee member's position and the nature and extent of that interest to the Committee
- (b) The member must not be present while the matter is being considered at the meeting; and must not vote on the matter.
- (c) This rule does not apply to a material personal interest that exists only because the member belongs to a class of persons for whose benefit the Association is established; or that the member has in common with all, or a substantial proportion of, the members of the Association.
- (d) The Committee must note any conflict of interest in the minutes of the meeting.

6.7: MINUTES OF MEETING

- (a) The Committee must ensure that minutes are taken and kept of each committee meeting
- (b) The minutes must record the following—
 - the names of the members in attendance at the meeting;
 - a summary of the business considered at the meeting;
 - any resolution on which a vote is taken and the result of the vote;
 - any material personal interest disclosed under 6.7
 - Acceptance of the Minutes of the previous meetings and the Treasurer's report, including names of nominator and seconder

6.8: WORKING GROUPS

The Committee may establish and determine the functions of Working Groups for the purposes of information, advice or assistance. The Committee can co-opt Members or outsource to non-Members to assist on an as needs basis.

7. FINANCIAL

7.1: SOURCE OF FUNDS

The funds of the Association may be derived from annual subscriptions, donations, fund raising activities, grants, interest and other sources approved by the Committee.

7.2: MANAGEMENT OF FUNDS

(a) The Association must hold an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(b) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association

(c) The Committee authorises the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer).

(d) All cheques, drafts, bills of exchange, promissory notes, payments (including by electronic funds transfer) and other negotiable instruments must be signed/authorised by 2 Committee members.

(e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

(f) The Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.

7.3: FINANCIAL RECORDS

The Association must:

(a) Keep financial records that correctly record and explain its transactions, financial position and performance; and

(b) Retain the financial records for 5 years after the transactions covered by the records are completed.

7.4: FINANCIAL YEAR

The financial year shall end on 30th June each year.

8. ANNUAL SUBSCRIPTIONS

8.1 The Annual Subscription shall be determined each year at the Annual General Meeting and shall apply from July 1st of the next financial year.

8.2 Annual subscriptions shall be due on 1st July in each financial year and members more than 12 months in arrears shall cease to be members. If in arrears for 6 months or longer a member will be sent a Reminder Notice depending on individual circumstances.

8.3: Members aged 80 years or more (including those reaching the age of 80 before the 30th June in any financial year) shall pay no annual subscriptions in any subsequent financial year but shall retain all the rights and privileges of Full Members.

8.4: Complimentary members and Overseas members (as defined in Clauses 3.1.2 and 3.1.3) shall pay no subscription and are ineligible to vote.

9. DISPUTE RESOLUTION

9.1: This clause relates to the event of a dispute relevant to the business of the Association or the Committee between-

- (a) a member and another member; or
- (b) a member and the Committee; or
- (c) a member and the Association.

9.2: The parties to a dispute must attempt to resolve the dispute between themselves as soon as possible.

9.3: If the parties to a dispute are unable to resolve the dispute between themselves they should notify the President or the Vice-President of the dispute, or another committee member in the event that the dispute involves either of these Office Bearers, or they have a conflict of interest.

9.4: If the dispute is between a member and the Committee or the Association an independent mediator may be appointed. The mediator must not have a personal interest in the dispute, not be biased in favour of or against any party.

9.5: The dispute resolution process, must:

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

10. ALTERATIONS TO THE CONSTITUTION

This Constitution may be altered by a Special Resolution passed by a two-thirds majority present at an Annual General Meeting or Special General Meeting provided that four weeks written notice of the proposed alteration be given to members prior to the Meeting.

11. WINDING-UP OF THE ASSOCIATION

If upon winding-up or dissolution of the Association there remains after satisfaction of its debts and liabilities any property whatsoever the same shall be paid or transferred to the Royal Children's Hospital Foundation.