

Australian Vascular Access Society

Bylaws

Article 1

Name and Affiliation

Section 1:

The name of the organisation shall be the Australian Vascular Access Society (AVAS).

Section 2:

AVAS shall be a not for-profit body, organised and administered by an Australian Board of Directors.

Article 2

Mission and Goals

Section 1: Mission Statement

The AVAS mission is to promote and improve patient safety and clinical outcomes; develop a standard of excellence in the field of vascular access; promote the development in national standards of practice; provide professional development and quality education; develop and share best practices; and promote ongoing research within the vascular access realm.

Section 2: Goals

The Objectives of the AVAS shall be to:

- Represent AVAS as a professional body and assume a leadership role in the advancement and promotion of the specialty of vascular access.
- Promote an Australian network of vascular access professionals through a website, newsletters, conferences and the facilitation of regional groups and meetings.
- Liaise and collaborate with national and international professional bodies and individuals who share concern and interest for people with vascular access requirements.
- Enhance public awareness of vascular access issues and encourage members to be active within the field of vascular access education and improving patient and device related outcomes.
- Assume the leadership role in defining and advancing the evidenced-based education of healthcare professionals involved in the care of patients with vascular access devices.
- Facilitate and encourage vascular access research in benchmarking both nationally and internationally, and the translation of research results into policy and practice.

Section 3: Powers of the AVAS

For the purpose of carrying out its objectives, the AVAS may, subject to any Act of Parliament and its regulations:

- Open and operate bank accounts,
- Invest its monies -
 - a) in any security in which trust monies may, by Act of Parliament, be vested,
 - b) in any other manner authorized by the Bylaws of the AVAS
- Raise, accept, borrow, lend, or donate any monies, gifts or properties upon such terms and conditions as the AVAS deems appropriate.

- Give such security for the discharge of liabilities incurred by the AVAS as the AVAS sees fit.
- Appoint agents to transact any business of the AVAS on its behalf (including an auditor).
- Enter into any other contract the AVAS considers necessary or desirable.
- Print, publish or otherwise produce any journals, periodicals, newsletters, books, leaflets or educational material that the AVAS believe of value for the promotion of its objectives.
- Do all such other things incidental or conducive to the attainment of the objectives and exercise the powers of the Australian Vascular Access Society.

Section 4: Doing Business with AVAS

Any member or non-member of AVAS may apply or submit a proposal to provide goods and services to the organization, in conjunction with the organization or on the behalf of the organization. The President or Board of Directors shall have authority to enter into any and all contracts on behalf of AVAS.

Members of the Board of Directors will adhere to AVAS's Conflict of Interest Policy in the Policy and Procedures of the Society.

Section 5: Australian State/Territory bodies/networks

There shall be no more than one body formed in each Australian State or Territory. An Australian state/territory body shall be autonomous in affairs of the body but subject to control by the Board of Directors committee in matters affecting more than one body or matters affecting the constitution as a whole. The body may have its own Articles of Constitution, if it desires, which must be in harmony with the Constitution of AVAS.

Article 3

Membership

Section 1: Active member

Membership is available to any person involved in vascular access practice or with an interest in vascular access who completes a membership application and the timely payment of such dues as fixed by the Board of Directors.

Active members shall be required to pay annual fees/dues to remain a financial member. These dues are payable directly to the AVAS itself if other membership is not desired.

An agreed amount of funds for management of the societies business shall be forwarded to the AVAS each year. This amount shall be determined by the membership at each Annual General Meeting.

Section 2: Associate Member

Associate membership is available for those interested in supporting the purpose of the Society, but who are not yet qualified healthcare professionals (e.g. students, interested persons). Associate members receive all benefits of membership but may not vote or hold office.

Section 3: Corporate Member

Corporate membership is available to any company, corporation, business or other body corporate whose financial basis stems from the manufacturer, direct wholesale, sale and distribution of any product that may be used in vascular access management or promotion. A Corporate member can include an individual person in his / her capacity or comprising membership of a partnership, unincorporated association or institution and their employees.

Only one set of correspondence will be distributed per corporate membership. A corporate member does not have any voting rights and must not hold office within the exception of the Corporate Liaison Position (voluntary position only)

Section 4: Renewal of membership

- The AVAS Board of Directors shall determine membership dues in consultation with the representative Australian state/ territory bodies.
- Full membership fees are due on the anniversary date each year and payable within three months of that date
- Each Australian state or territory body shall forward to the AVAS secretary a current membership list.
- The AVAS Secretary shall maintain a register of members containing the:
 - a) Names and addresses of each member;
 - b) The dates of the member's admission to the Society; and
 - c) Any other detail as required by the Board of Directors or Society.

Section 5: Termination, suspension or reprimand of Society membership

1. A member will cease to be a member if:
 - a) The member resigns in writing to the Secretary; or
 - b) the member fails to pay the prescribed annual subscription within 3 months past the due date of the individuals' membership renewal period

2. Should a member behave in a manner which in the opinion of the Board of Directors and Membership Committee contravenes the stated aims of the Society, the member(s) will be given the opportunity to defend and justify the said conduct before the presiding committee or in writing. The member(s) will be informed in writing of the decision to terminate, suspend or reprimand the individual(s) concerned.

Article 4

Meetings and Financial Year

Section 1: Annual General Meeting

- An Annual General Meeting (AGM) of the Australian Vascular Access Society, shall be held on the essential business of the Society in the second half of each year, and where possible in conjunction with the annual conference and every financial member will receive not less than twenty-eight days' notice of such meetings.
- A quorum for the AGM will be a minimum of 10 full members with at least 5 states /territories or bodies represented.

Section 2: Proxy voting

- A member may vote at a meeting of the AVAS in person or by proxy.
- A proxy vote must be completed by the Full member issuing the proxy vote on the nominated form.
- The appointed trustee of the proxy vote must be a Full member of the Society.
- The proxy voting form shall be provided to the AVAS Secretary not less than forty eight hours before the commencement time of the meeting. Failure to comply invalidates the proxy vote.

Section 3: General and Committee Meetings

Committee meetings of the AVAS shall be held at the discretion of the Board or committee. These will be able to be performed via telecommunication or electronic means.

- Notice of meetings shall be given verbally at the end of the preceding meeting
- A quorum for all general meetings shall be 6.
- Minutes of the meetings shall be forwarded to the committee within twenty-eight days of the conducted meeting. Minutes will consist of;
 - Members present
 - All incoming and outgoing correspondence
 - Treasurers report
 - General business

All minutes shall be kept as an official record of any meeting conducted by the Secretary

Section 4: Special Meetings

The AVAS Board of Directors may call a special meeting of the membership for any purpose so long as notification of the special meeting is given 28 days in writing prior to the date of the meeting.

Section 5: Special resolutions:

A resolution of the Society is a "special resolution" if it is passed through voting processes, which comprises at least three-quarters of the Members of the Association as, being entitled under this Constitution so to do:

- i. Vote in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- ii. Vote by postal vote as part of a postal referendum conducted in accordance with this Constitution.

Section 6: Financial year

The financial year shall be the 1st of July to the 30th of June, as per the normal Australian Fiscal Year.

Article 5

Elected Officers

Section 1: Structure of AVAS Board of Directors

The governing body of the AVAS is the Board of Directors, which shall consist of the President, Vice- President, Secretary, and Treasurer, and individual State and Territory elected representative members. It has the power and authority over the affairs of the Society between and during meetings.

The committee will have representation from all 8 Australian states and territories. All Board members shall be members in good standing.

The committee shall be responsible for establishing the Society's policies, directing its activities and approving all actions pertaining to the business and management of AVAS

AVAS Board of Directors may appoint standing committees or ad hoc committees and they are to conduct business in the same manner as the AVAS Board. The AVAS Board of Directors shall determine the terms of reference and functions of any sub committees and receive minutes of any proceedings.

Section 2: Eligibility

To be eligible for elective office as a member of the AVAS Board, a nominee must be a registered healthcare practitioner (with the registering body/accrediting body) with a full current active membership.

Nominees should not be currently employed within vascular access medical device, manufacturers or pharmaceutical corporate industry.

Section 3: Terms of Office

All office bearers shall hold office for two years. No office bearer shall serve more than 2 consecutive terms in the same office (unless deemed by unanimous vote and acceptance of the office bearer). Terms of office shall commence at the completion of the Annual General Meeting (AGM)

The Vice- President shall serve for up to two terms and then may become President for up to a further 2 terms. This will go to a vote by the Board of Directors should a decision be delayed or not accepted by the Vice –President.

Section 4: Resignation

When a member of the Committee is unable to meet the requirements of the Board position, that person may submit a resignation to the Board of Directors for approval.

Section 5: Vacancy

A casual vacancy occurs in an office of the Board of Directors and that office becomes vacant if the Member holding that office:

- (a) Dies;
- (b) Resigns by notice in writing delivered to the President, if the Committee member is the President, to the Vice-President;
- (c) Is convicted of an offence under the Associations Incorporation Act, 1984;
- (d) Is permanently incapacitated by mental or physical ill-health;
- (e) Ceases to be a Full Member or;
- (g) Is removed from office having persistently refused or neglected to observe and comply with this Constitution or has persistently and wilfully acted in a manner prejudicial to the interests of the Society and the professionals registering body or organisation.

In the event of a vacancy in any of the offices, the Board of Directors shall appoint a qualified member of the Society to the position. He/she will assume this position for the unexpired term of the predecessor until filled through normal voting processes.

Section 6: Duties of Board Members

6.1 President

The President acts as the chief presiding officer of AVAS, working collaboratively with the Board of Directors and AVAS's members. The President shall, in general, perform all duties and have all powers customarily incident to the office of President and such other duties and powers as may be prescribed by the Board of Directors from time to time.

The function of President is to promote the purpose and goals adopted by AVAS, act as chief elected office of the Society, preside at all business meetings officially held by the Society, act as an ex-officio member of all committees, and perform such duties as prescribed by the Board of Directors.

6.2 Secretary

The function of the Secretary shall be to record and distribute minutes, maintain all records for AVAS, and complete all correspondence as delegated/required.

6.3 Vice- President

The function of the Vice-President is to fill the office of President should that office becomes vacant, and assist the President to perform the duties pertaining to that office or as directed by the Society.

6.4 Treasurer

The functions of the treasurer shall be to assume responsibility for the financial affairs of AVAS, manage and control the funds and present a written report of the financial status of the AVAS at all relevant meetings of the Society.

Article 6

Nominations and Elections

Section 1: Eligibility

Only active financial members are eligible to participate in election.

Section 2: Nominations

Nominations shall be submitted in writing by an active or associate member to the Board of Directors prior to the commencement of the AGM. Members may nominate themselves or another member.

Section 3: Manner of Election

Elections shall be by ballot at the AGM, or by proxy, or by post/electronic communication (email/online voting process).

Section 4: Proxy Voting

A proxy vote must be completed on the AVAS proxy voting form and signed by the member issuing the vote. The form must be received by the Board prior to the commencement of the meeting at which it is intended to be used.

Section 5: Postal Vote

A postal vote can be obtained to assist in the formation of policy or in election of committee(s).

Where a postal vote is conducted, all members must receive with the voting papers all relevant information pertaining to the matter.

Completed voting papers must be returned to the Board not less than 10 days or more than 21 days from the date voting papers are sent to members

Section 6: Electoral Quorum

A plurality vote for any office shall constitute an election. In the case of a tie, the election shall be determined by lot, by the Board.

Section 7: Notification

Candidates shall be announced to the members in various media formats (email/letter/newsletter) and at the AGM.

Article 7

Non-Profit Clause

Section 1: Use of assets

The income and property of the AVAS shall be applied solely towards the promotion of the objectives of the Society. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or profit, to the members, or relatives of members of the Society, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society, or to any member, in return for any services actually rendered to the Society.

Article 8

Winding-up/Dissolution Clause

Section 1: Distribution of property

If upon winding up or dissolution of AVAS, there remains after satisfaction of all debts and liabilities, any property whatsoever, such property shall be distributed to other body or bodies having similar objects or to such charitable body or bodies and which shall prohibit the distribution of its income and property among its members.

Article 9

Amendment to Bylaws

Section 1: Process of Amendment

These bylaws can be amended at an AGM of the AVAS by a simple majority vote of those present.

Section 2: Amendment

These Bylaws shall be amended by a two-thirds vote of the Board of Directors followed by a simple affirmative majority of the votes cast by the membership at a meeting or in any manner permitted by applicable law. Any amendment proposed by a member will be submitted in writing, including rationale, at least 30 days before the AGM, and voted on by the Board of Directors. The bylaws will undergo at least biennial review by the Board of Directors or their designee(s).

Article 10

Parliamentary Authority

Section 1:

The rules contained in Roberts' Rules of Order, Newly Revised 2011, current edition, shall provide reference to the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of the Society, or with the Associations Incorporation Act, Revised 2012, unless a more recent edition is available.

Article 11

Liability

Section 1:

The AVAS does not accept liability in respect to information or opinions provided at AVAS education forums and will not be held accountable should information be taken out of context or used in an inappropriate manner.

Section 2:

The AVAS does not accept any liability for any injuries sustained to any persons attending AVAS educational forums, committee meetings or during the course of activities related to AVAS. This waiver also includes any unauthorised access to confidential records, the Society website and its related areas, datasets or materials of the like stored in paper, microfiche or any electronic or other non-electronic formats.

Article 12

Policy and Procedures

Section 1: Policies and Procedures

Policies and procedures will be identified and developed by the President and/or his/her designees. All policies and procedures will be reviewed annually by AVAS operations staff for continued relevance and alignment with AVAS strategic goals, objectives, and operational needs.

Revisions of Bylaws

Revisions voted on by AVAS Board of Directors	Revisions approved by AVAS Full Voting Membership
Dated:	Dated: