

THE RULES of the
AUSTRALIAN AND NEW ZEALAND PROFESSIONAL
ASSOCIATION FOR TRANSGENDER HEALTH
INCORPORATED (“ANZPATH”)
as at 30/09/2017

**Rules and Constitution of Australian and New Zealand
Professional Association for Transgender Health Inc**

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1. Name

The name of the incorporated association is: Australian and New Zealand Professional Association for Transgender Health Incorporated. referred to herein as ‘the association’.

2. Definitions

- ‘Executive committee’ means the committee of management of the association
- ‘General meeting’ means a general meeting of members of the association convened in accordance with these rules
- ‘member’ means a member of the association
- ‘the Act’ means the Associations Incorporation Act 1985
- ‘special resolution’ means a special resolution defined in the Act
- ‘month’ shall mean a calendar month.
- ‘Transgender’ as used in the name of the association is inclusive of people variously described as transgender, transsexual, intersex and sex or gender variant, but is not intended to express an opinion about the aetiology or diversity of these experiences of sexual formation and/or gender expression.
- ‘health, rights and well-being’ means respect for the person, cultural understanding, medical treatment, public health as well as legal and civil rights.

3. Objects or purposes of the association

- a. To promote the subjects of the health, rights and well-being of people who experience difference in sexual formation and/or gender expression, within professional training programs.
- b. To serve as a forum for and promote communication and collaboration amongst professionals involved in the health, rights and well-being of people who experience difference in sexual formation and/or gender expression
- c. To encourage, promote and share research in the fields of the health, rights and well-being of people who experience difference in sexual formation and/or gender expression.
- d. To develop best practices and supportive policies which promote the health, rights and well-being of people who experience difference in sexual formation and/or gender expression.
- e. To establish a known network of professional service providers in the fields of the health, rights and well-being of people who experience difference in sexual formation and/or gender expression.

4. Powers of the association

The association shall have all the powers conferred by the Act.

5. The Executive Committee

5.1 Powers and duties

- a. The affairs of the association shall be managed and controlled by an executive committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The executive committee has the management and control of the funds and other property of the association.
- c. The executive committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. The executive committee shall appoint a public officer as required by the Act
- e. The executive committee may appoint members of the organization to positions on committees with various functions. The decisions of such committees will serve as advice to the executive committee.

5.2 Appointment

- a. The executive committee shall be comprised of the President, Vice President, Secretary, Treasurer and two other ordinary members.
- b. An executive committee member shall be a natural person.
- c. To ensure continuity and to eliminate the risk of all outgoing Executive Committee members not being re-elected, each Executive Committee member will be appointed for a four-year term with only three of the six positions being open for nomination at election starting in 2019. At the AGM in October 2017, however, all Executive Committee positions will become vacant and open for nomination. Exceptionally, the following positions will be held for two-year terms only (i.e. from 2017-2019): President, Secretary and the first Ordinary Member. At subsequent elections, these positions will revert to four-year terms. The Vice-President, Treasurer and second Ordinary Member will be elected for four-year terms (i.e. from 2017-2021) and at subsequent elections

- d. At an election for executive committee members, a retiring executive committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for such election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee. Only current or retiring members of the Executive Committee shall be eligible to nominate for the position of President of the Executive Committee.
- e. Notice of all persons seeking election to the executive committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. The executive committee may appoint a person to fill a casual vacancy, and such an executive committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the executive committee without nomination.
- g. In 2017, the election of Executive Committee members is to be supervised and co-ordinated by the Treasurer. Future elections are to be supervised and co-ordinated by the Treasurer in the years that the Treasurer position is not open for election and by the Secretary in the years that the Treasurer position is open for election.

5.3 Proceedings of executive committee

- a. The executive committee shall meet together, in person, by teleconference or email as often as is necessary. The President or Vice President will call such a meeting.
- b. Questions arising at any meeting of the executive committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the executive committee shall be one half of the members of the executive committee.
- d. A member of the executive committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the executive committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the executive committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

5.4 Disqualification of Executive Committee members

The office of an executive committee member shall become vacant if an executive committee member is either:

- a. Disqualified from being an executive committee member by the Act
- b. Expelled as a member under these rules
- c. Permanently incapacitated by ill health
- d. Absent without apology from more than four meetings in a financial year

6. Membership

6.1 Honorary Members.

The executive committee may, from time to time, designate persons as Honorary Members of the association. Such persons will have full voting rights in the Association and the requirement to pay dues to the Association will be waived.

6.2 Full Membership

- a. Persons may apply or be nominated for membership in the association.
- b. A person who applies or is nominated must also complete an application form approved by the executive committee and supply such information as may be requested by the executive committee in respect of such application and meet all of the requirements contained in this Rule in order for their application for membership to be considered for approval by the executive committee.
- c. Applicants must be able to demonstrate a relevant professional qualification in any disciplines of:
 - Endocrinology
 - Gynaecology/Urology
 - Internal Medicine/Family Practice
 - Law
 - Nursing
 - Psychology
 - Psychiatry
 - Speech/ Voice Therapy
 - Social Work
 - Surgery/ Plastic and Reconstructive
 - Or other relevant professional discipline in the field of the health, rights and well-being of people who experience difference in sexual formation and/or gender expression.
- d. Applicants must demonstrate experience and background in any of the disciplines listed in 6.2c that contributes to the health, rights or well-being of people who experience difference in sexual formation and/or gender expression.
- e. An applicants must possesses both a public and a professional reputation such that, in the opinion of the executive committee, admitting the applicant to membership of the association is likely to enhance and not detract from the good

reputation of the association and its members and the capacity of the association to achieve its objects.

- e. Applicants must also include a payment of their annual membership fee as prescribed by the executive committee with their application. On approval of their membership such payment will be transferred into the hands of the Association. If the application is not approved, such payment will be returned to the applicant
- f. Persons thus approved by the executive committee will be regarded as full members with full voting rights.
- g. The executive committee shall determine an application for membership and notify an applicant in writing of the result of that determination at its earliest convenience. The decision of the executive committee concerning any application for membership of the association is final.

6.3 Emeritus Membership.

Persons who are retired may apply or be nominated for Emeritus Membership and be eligible for a reduced membership fee upon providing evidence of retirement. In the absence of a resolution of the executive committee determining otherwise in an individual case, Emeritus Members must have been full members of the association for five years before retirement. Emeritus members have full voting rights.

6.4 Student Membership.

Students may apply or be nominated for Student Membership and be eligible for a reduced membership fee. Student Membership requires nomination and recommendation by a full member along with proof of current full-time status as a post-graduate student in a program directly related to the health, rights and well-being of people who experience difference in sexual formation and/or gender expression. Student Members have no voting rights.

6.5 Associate Membership.

Other persons applying for membership of the association, who pay due fees as prescribed by the Board of Directors, and who have contributed to the health, rights and well-being of those who experience differences in sexual formation and/or gender expression and who otherwise do not qualify for membership will be accepted as Associate Members without voting rights.

6.6 Subscriptions

The executive committee has the right to determine all fees and charges applicable to membership and other matters from time to time.

6.7 Resignations

Any resignation of a member the association or the executive committee shall be effected by the service upon the association of a written Notice of Resignation.

6.8 Termination of Membership by the Executive Committee

- a. Subject to giving a member at least one month's written notice, with brief particulars of reasons, of the date of its meeting when it intends to consider the termination of that member's membership and the opportunity to make a written submissions to the executive committee to be received not less than 5 working days before that meeting, the executive committee may resolve to terminate a person's membership of the association if it determines that any conduct of that person is detrimental to the interests of the association and/or the reputation of its members.
- b. Subject to the terms of sub-clause c of this clause, a person shall cease to be a member of the association 14 days after the giving to that person of written notice of the determination of the executive committee to that effect.
- c. A person who is otherwise a fully paid up member of the association may appeal a determination of the executive committee to expel the person by serving upon the association written notice of the person's intention to appeal the termination of the person's membership with brief grounds for such appeal along with the supporting statements of not less than two other full members within 14 days after the giving to that person of written notice of the decision of the executive committee to be appealed.
- d. In the event of an appeal under clause c. above, the person's membership of the association shall not be terminated unless the determination of the committee to do so is upheld by the members of the association in general meeting after the appellant has been given the opportunity to attend in person and be heard at that general meeting and in the event the termination of the person's membership is upheld, the same shall take place at the date of the general meeting at which the determination of the Executive Committee is upheld.

6.9 Register of members

A register of members must be kept and contain:

- a. The name, postal address, email address and telephone contact of each member
- b. The date on which each member was admitted to the association, and
- c. If applicable, the date of and reason(s) for termination of membership.

7. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the executive committee, and every use of the seal shall be recorded in the minute book of the Association. Both the president and the secretary shall witness the affixing of the seal.

8. General meetings

8.1 Annual general meetings

- a. The executive committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The annual general meeting shall be held in September of each year beginning in 2012 or at a time decided upon by the executive committee.
- c. The order of the business at the meeting shall be:
 - i) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) the consideration of the accounts and reports of the executive committee and the auditor's report (if auditor's report is required)
 - iii) The election of executive committee members at biennial meetings beginning in 2012.
 - iv) The appointment of auditors (if required)
 - v) Any other business requiring consideration by the association in general meeting.

8.2 Special general meeting

- a. The executive committee may call a special general meeting of the association at any time.
- b. Within three months of the receipt of the written requisition of not less than six fully paid up members of the association, the executive committee shall convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within three months as required by 8.2b above, the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the executive committee and for this purpose the executive committee shall ensure that

the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of general meetings

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, by email or by sending it by post to the address appearing in the register of members. (See rule 6.8.)
- d. Where a notice is sent by post:
 - i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at general meetings

- a. One half of the membership present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- a. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- b. Subject to 8.4d, the President shall preside as chairperson at a general meeting of the association.
- c. If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose an executive committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

- a. A special resolution is as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules relating to the association or membership thereof between -
 - (i) A member and another member
 - (ii) A member and the association
- b. The parties to a dispute must first seek to resolve it by a formal non-litigious method of conflict resolution, such as mediation, before recourse to litigious means.
- c. In this rule 'member' includes any person who is a former member of the association.

11. Financial reporting

11.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

12. Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. Winding up

The association may be wound up in the manner provided for in the Act.

14. Application of surplus assets

- a. If after the winding up of the association there remains ‘surplus assets’ as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- c. If the association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organisation to which income tax deductible gifts can be made:
 1. gifts of money or property for the principal purpose of the organisation
 2. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 3. Money received by the organisation because of such gifts and contributions.

15. Rules

These rules may be altered (including an alteration to the association’s name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Australian and New Zealand Professional Association for Transgender Health
Incorporated (ANZPATH)

Certificate and Incorporation Number A40508, under the South Australian Associations and Incorporation Act 1985, Section 20 (1), issued on the nineteenth day of January 2010

