



PARAMEDICS
A U S T R A L A S I A

Constitution of

**PARAMEDICS
AUSTRALASIA
LIMITED**

ACN 095 065 580

A Company Limited by Guarantee



Constitution of

PARAMEDICS AUSTRALASIA LIMITED

Adopted at the AGM 14th October 2010

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1. NAME

The name of this Company shall be Paramedics Australasia Ltd

2. MISSION

Paramedics Australasia is the leading representative body for practitioners engaged in the delivery of professional out-of-hospital emergency medical services (EMS).

3. REGISTERED OFFICE

The registered office of Paramedics Australasia shall be at such place as the Board shall from time to time determine.

4. DEFINITIONS

4.1 Definitions and Interpretations

- (a) "Paramedics Australasia" shall mean Paramedics Australasia Ltd.
- (b) "Act" shall mean the Corporations Act 2001 or any statutory modification, amendment or re-enactment currently in force.
- (c) "AGM" shall mean a duly constituted Annual General meeting of the Company.
- (d) "ASIC" shall mean the Australian Securities and Investment Commission.
- (e) "Auditor" shall mean a registered company auditor appointed at the most recent AGM of Paramedics Australasia.
- (f) "Board" shall mean the Board of Directors of Paramedics Australasia.
- (g) "Chapter" shall mean a functional membership area of Paramedics Australasia as described in section 6.5.
- (h) "Code of Conduct" means an ethical code of conduct established by Paramedics Australasia to guide members in their dealings with others.
- (i) "Company" shall mean Paramedics Australasia Ltd.
- (j) "Constitution" shall mean this Constitution and any supplementary, substituted or amended Constitution for the time being in force.
- (k) "EMS" shall mean the provision of professional emergency medical services generally in an out-of-hospital environment.
- (l) "Executive Officer" shall mean the person appointed by the Board to run the Company.
- (m) "Guarantee" shall mean the maximum amount each member agrees to pay the Company in accordance with Clause 7.5(b).
- (n) "Member" shall mean a person who has been awarded membership of Paramedics Australasia and has been accepted as a member of Paramedics Australasia in accordance with Section 8.
- (o) "Management Committee" shall mean the management body of Paramedics Australasia in accordance with Section 6.8.
- (p) "President" shall mean the president at that time of Paramedics Australasia.
- (q) "Registrar" shall mean the membership registrar at that time of Paramedics Australasia.
- (r) "Rules" shall mean the rules given effect by this Constitution as established, maintained and/or modified by the Board of Paramedics Australasia.
- (s) "Secretary" shall mean the secretary appointed by the Board.
- (t) "State" shall mean a state or territory of the Commonwealth of Australia.
- (u) "Treasurer" shall mean the treasurer appointed by the Board.

4.2 Interpretation

- (a) persons include companies and corporations and vice versa;
- (b) the masculine gender includes the feminine gender and vice versa, and
- (c) the singular number includes the plural number and vice versa.

5. OBJECTS

The objects of Paramedics Australasia are:

5.1 Representation.

- 5.1.1** To provide a national platform for policies and representation to enhance the quality of out-of-hospital emergency patient care.
- 5.1.2** To represent the interests of the members as necessary on matters relating to professional out-of-hospital care and associated issues.

5.2 Professional Standards and Policies

- 5.2.1** To enhance the standards of education, training, and continuing professional development of its members.
- 5.2.2** To maintain policies and practices which continually enhance the skills and professional performance of its members.
- 5.2.3** To contribute to the optimal use of resources available for out-of-hospital emergency patient care.

5.3 Code of conduct

- 5.3.1** To maintain the highest levels of integrity and ethical behaviour in the provision of patient care services; and
- 5.3.2** To establish and enforce a Code of Conduct for members.

5.4 Affiliation

To encourage communication, cooperation and interaction between its own members and allied associations.

5.5 Advocacy

- 5.5.1** To foster wide understanding and recognition of the professional and ethical standards, commitment and performance of the profession;
- 5.5.2** To establish and promote Paramedics Australasia's role as a representative professional body whose members have nationally registered qualifications and expertise in the provision of EMS.

5.6 To do other lawful things as would further these objects

6. PARAMEDICS AUSTRALASIA GOVERNANCE

6.1 Incorporation

Paramedics Australasia shall establish and maintain incorporated status.

6.2 Organisation

- 6.2.1** Paramedics Australasia shall be legally established and maintained as a Public Company Limited by Guarantee and shall have Chapters with a member of a Chapter being automatically a member of Paramedics Australasia.
- 6.2.2** Paramedics Australasia shall maintain Chapters, a Management Committee, Board of Directors, office bearers, committees and officers.
- 6.2.3** Subject to decisions of members at properly constituted general meetings, the management of Paramedics Australasia shall be vested in the Board.
- 6.2.4** The executive functions of Paramedics Australasia shall be discharged by the Board, office bearers appointed by the Board and committees established by the Board.

6.3 The Board of Paramedics Australasia

6.3.1 Transition – the Board structure and procedures pertaining as at the date of the adoption of this amended constitution shall remain in place until the date of the Annual General Meeting for the Company for 2011. With effect from the date of the Annual General Meeting for the Company for 2011 the following provisions in this clause 6.3 will apply.

6.3.2 Membership of the Paramedics Australasia Board

- 6.3.2.1** Subject to 6.3.2.2 the board shall be comprised of up to 11 Directors.
The board will comprise
(a) up to seven (7) persons elected from and by members.
(b) two (2) members elected from the wider community.
The President and Vice President are to be elected from and by the Board.
The Secretary and Treasurer will be considered Board members and may be co-opted by the Board for three (3) year terms.
- 6.3.2.2** The Board may co-opt up to two (2) additional members, drawn from either the Paramedics Australasia membership or the wider community, by a 75 percent majority of Board members voting for this specific purpose. The tenure of these co-opted directors shall be limited to a maximum of twelve months on any one occasion.
- 6.3.2.3** Members of the Board of Paramedics Australasia shall be aware of, and govern Paramedics Australasia in accordance with, contemporary principles of corporate governance. All Board members shall be accountable for their performance on behalf of members to the AGM. New members of the Board will be provided with information about their obligations as a Board member of Paramedics Australasia.
- 6.3.2.4** The Board will meet not less than four (4) times a year.
- 6.3.2.5** Obligations and Duties – Directors: each board member is subject to, and shall fully comply with, the requirements, obligations and duties imposed on directors of public companies under the Act, and also including this Constitution, Rules and Code of Conduct and at common law.

6.3.3 Electing Board Members

A member of the Board may only be elected as follows:

- (a)** from nominations called and received by the Secretary prior to the relevant AGM;
(b) the nomination form is to include a signed declaration that the Nominee is aware of their duties and obligations as a Director and agrees to the nomination;
(c) the Secretary will provide a list of nominations in the Notice of AGM.
(d) appointments shall take effect immediately after the relevant AGM at which they are appointed whereupon the new Board shall elect the office-bearers;
(e) where insufficient nominations are received under section 6.3.3.(a) then nominations shall be permitted to be taken from the floor at any AGM.

6.3.4 Office Bearers

- 6.3.4.1** The office bearers of Paramedics Australasia shall be a President, Vice President, Secretary and Treasurer.
- 6.3.4.2** The President shall be elected for a three (3) year term from the Board members by Board members at the Board meeting immediately following the AGM.
- 6.3.4.3** The Secretary and Treasurer may or may not be members of Paramedics Australasia.
- 6.3.4.4** The Secretary will administer the affairs of the Board and Board meetings and ensure the affairs of Paramedics Australasia are conducted in compliance with relevant legislation.
- 6.3.4.5** The Treasurer will chair the Finance Committee, supervise the financial compliance, financial recording and obligatory financial reporting of Paramedics Australasia.
- 6.3.4.6** Casual vacancies in the position of President shall be filled for the remainder of the vacating President's term by election of a replacement President from the Board by the Board Members.
- 6.3.4.7** Casual vacancies in the position of Secretary or Treasurer shall be filled for the remainder of the vacating officer's term through an appointment by the Board.

6.3.5 Resignation or Removal from Office of a Board Member

- 6.3.5.1** A Board member may resign from the Board by giving written notice of resignation to the Secretary. The Secretary shall immediately notify ASIC of this change in Paramedics Australasia Board membership;

6.3.5.2 The resignation takes effect on:

- (a) the day and at the time the notice is received by the Secretary; or
- (b) if a later day is stated in the notice - the later day.

6.3.5.3 A Board member may be removed from office at a General Meeting of Paramedics Australasia if a majority of the members present at the meeting vote in favour of removing the member;

6.3.5.4 Before a vote of members is taken related to the removal of a Board member from office, the Board member must be given a full and fair opportunity to show cause why he or she should not be removed from office; and

6.3.5.5 There is no right of appeal against the decision to remove a person from office under this Section.

6.3.6 Quorum

A quorum for a Board meeting will be six(6) Directors holding office at the time of the meeting, with at least 2 of these Board members being Office Bearers.

6.3.7 Vacancies on the Board

6.3.7.1 If a vacancy occurs on the Board as the result of a Paramedics Australasia member representative resignation, the Board will request the Management Committee to nominate a replacement representative to fill the vacancy until the next AGM.

If a vacancy occurs on the Board as the result of the resignation of a wider community representative, the continuing members of the Board may appoint a replacement from the wider community to fill the vacancy until the next AGM.

6.3.7.2 The continuing members of the Board may act despite a vacancy on the Board;

6.3.7.3 However, if the number of Board members is less than the number fixed under this Constitution as a quorum of the Board, the members may act only to:

- (a) increase the number of Board members to the number required for a quorum; or
- (b) call a General Meeting of Paramedics Australasia.

6.3.8 Standing and Other Committees

The Board may from time to time appoint standing and other committees for general or special purposes in accordance with the Rules and establish Terms of Reference to guide the functions and tenure of such committees.

6.3.8.1 Executive/Finance Committee

The Executive Committee shall be a standing Committee made up of the President, Vice-President, Secretary, Treasurer and 1 Board member.

Functions of the Executive/Finance Committee

- (a) In addition to the administrative functions delegated by the Board from time to time, the Executive Committee may also exercise the functions of the Paramedics Australasia Finance Committee including monitor financial and budgetary performance against provisions and ensuring prudent financial management, ensuring compliant reporting and auditing on behalf of Paramedics Australasia and to refer all financial matters of significance to the Board.
- (b) To lead and direct the national operations of Paramedics Australasia and national member services
- (c) To make recommendations to the Board
- (d) The Executive Committee will meet as needed including face to face at least two times per year and through electronic media two times per year, in addition to scheduled Board meetings.

6.3.8.2 Audit & Risk Sub-Committee

The Audit and Risk Sub-Committee shall be a standing Committee made up of the President, Vice-President, Secretary, Treasurer, 1 Board Member and auditor.

Functions of the Audit & Risk Sub-Committee

- (a) To oversee and direct the Operational Audit and Strategic Risk Management functions including, review, assessment, accountability, compliance, reporting and performance and to establish and maintain contemporary best-practice audit and risk management policy and procedures for Paramedics Australasia.

- (b) To make recommendations to the Board on matter relevant to audit and risk.

6.3.9 Officers

The Board may appoint or authorise the appointment of any executive officer, manager or other employee or servant to perform any acts, duties or functions on behalf of Paramedics Australasia under the direction of the Board.

6.4 Management Committee

- 6.4.1 The Management Committee shall be comprised of the Chair of each Chapter, the President, Secretary and Treasurer of the Board and a representative of Student Paramedics Australasia (SPA).
- 6.4.2 The Management Committee shall be chaired by the executive officer of the Company.
- 6.4.3 The Management Committee, reporting to the Board, reviews and recommends the Chapter and SPA budgets to the Board, oversees the operations of the Chapters and special interest groups and provides advice and recommendations to the company office through the Board.
- 6.4.4 The Management Committee will meet not less than six (6) times a year.

6.5 Chapters

- 6.5.1 Each functional membership area of Australasia will be known as a Chapter. Chapters will initially be based on the Branches existing in Australia as at 1st July 2010. As additional Chapters are commissioned they will become part of the Australasian organisation.
- 6.5.2 The boundaries of Chapters and membership numbers may change over time based on achieving long term optimal service support for members and the community of interest of the members.
- 6.5.3 Chapters committees will include a Chairman, Secretary, Treasurer and up to five (5) other persons elected on the nominations of the Chapter members, appointed at the Annual Chapter Meeting (ACM).
- 6.5.4 Secretaries and Treasurers of Chapters must be appointed within one month of Chapter establishment, or in the event of a vacancy, within one month of the vacancy arising.
- 6.5.5 Chapter committees will prepare and administer the Chapter budgets within guidelines provided by the Management Committee, assist the National Registrar in respect to membership matters and facilitate member service delivery – professional development seminars, Special Interest Groups and targeted member activities.
- 6.5.6 The ACM will be held within three (3) months of the AGM.
- 6.5.7 Chapter committees will meet not less than six (6) times a year.

6.6 Meetings of Members

6.6.1 Annual General Meetings

Each Annual General Meeting must be held:

- (a) at least once each year; and
- (b) within six months after the end of Paramedics Australasia's previous financial year.

6.8.1.1 Business to be Conducted at the Annual General Meeting

The following business shall be conducted at each Annual General Meeting:

- (a) receiving a report from the President on the performance of Paramedics Australasia, the performance of the Board and the future directions of Paramedics Australasia;
- (b) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of Paramedics Australasia for the last financial year;
- (c) receiving the auditor's report on the financial affairs of Paramedics Australasia for the last financial year;
- (d) presenting the audited statement to the meeting for adoption;
- (e) electing members of the Board;
- (f) appointing an auditor.

6.6.2 Calling of General Meetings of Members

General meetings of members shall be called in accordance with the following:

- (a) the Board shall call duly scheduled general meetings of members such as Annual General Meetings;
- (b) Directors shall call a general meeting of members when requested by members;
- (c) a Director may call a meeting of members, or

- (d) members comprising at least 5% of the votes that may be cast at a general meeting of Paramedics Australasia may call and arrange to hold a general meeting in accordance with Section 249F of the Act, or
- (e) Calling of meetings by the Court – the Court may order a meeting of members to be called in accordance with Section 249G of the Act if it is impracticable to call the meeting in any other way.

6.6.3 Failure of Directors to call a General Meeting

Members with more than 50% of the votes of all members who make a request under Section 249D of the Act, may call and arrange to hold a general meeting where the directors do not do so with 21 days notice after the request is given to the Secretary (in accordance with Section 249E of the Act).

6.6.4 Notice of General Meeting

6.6.4.1 The Secretary must give at least 21 days notice of the meeting to each Paramedics Australasia member;

6.6.4.2 The Secretary may call a general meeting with less than 21 days notice if;

(a) In the case of an AGM, all of the members entitled to attend and vote at the AGM agree to do so;

(b) In the case of any other general meeting, if members with at least 95% of the votes that may be cast at the meeting agree before hand.

6.6.4.3 Notice of a meeting may be given personally, by post, by fax or by email if an email address has been nominated by the member;

6.6.5.4 A notice of a General Meeting must state the business to be conducted at the meeting.

6.6.5 Extraordinary General Meetings

The Secretary may only call an Extraordinary General Meeting by giving each member notice of the meeting within 21 days after:

(a) being directed to call the meeting by the Board; or

(b) being given a written request signed by:

(i) at least 33% of the members of the Paramedics Australasia Board; or

(ii) by two or more Chapters, or by more than two (2) percent of the total membership.

(c) being given a written notice of an intention to appeal against the decision of the Board:

(i) to reject an application for membership; or

(ii) to terminate a person's membership.

A request mentioned in subsection 6.6.5 (b) must state:

(a) why the Extraordinary General Meeting is being called; and

(b) the business to be conducted at the meeting.

6.6.6 Auditor to receive Notices and Other Communications

The Paramedics Australasia Auditor shall be given;

(a) Notice of a general meeting in the same way that a member is entitled to receive notice, and

(b) Any other communication relating to the general meeting that a member is entitled to receive.

(c) The Auditor is entitled to attend the meeting and be heard on any part of the business concerning an audit of Paramedics Australasia.

(d) The Auditor, if present, may be questioned by the members, as a whole, about the Audit.

6.7 Quorum for, and Adjournment of, General Meetings

6.7.1 The quorum at a General Meeting shall be 12.

6.7.2 No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.

6.7.3 If a quorum is not present within thirty (30) minutes of the time appointed for the respective meeting, or a longer period allowed by the Chairperson, the meeting shall stand adjourned to another day, time and place as determined by the Chairperson.

- 6.7.4** At an adjourned meeting, if a quorum is not present within thirty (30) minutes of the time appointed for the respective meeting, the members present and entitled to vote, provided they number at least 6 and include 2 office bearers shall be a quorum and may transact the business for which the meeting was called.
- 6.7.5** In determining whether a quorum is present, an individual who is attending as a member, and as a proxy, is to be counted only once.
- 6.7.6** The Chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 6.7.7** If a meeting is adjourned under subsection 6.7.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6.7.8** The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days; and
- 6.7.9** If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way as notice is given for the original meeting.

6.8 Procedure at General Meetings

At each General Meeting:

- (a)** the President, or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-President is to preside as Chairperson;
- (b)** if the Vice-President is absent or unwilling to act as Chairperson, the members present must elect one of their number to be Chairperson of the meeting;
- (c)** the Chairperson must conduct the meeting in a proper and orderly way;
- (d)** each question, matter or resolution must be decided by a majority of votes of the members present;
- (e)** each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote;
- (f)** a member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting;
- (g)** voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot;
- (h)** if a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in the way the Chairperson decides;
- (i)** the result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held;
- (j)** a member may vote in person;
- (k)** on a show of hands, each person present who is a member has one vote;
- (l)** in a secret ballot, each member present in person has one vote; and
- (m)** the Secretary must ensure the Minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection;

6.9 Voting

- (a)** Subject to the rights or restrictions attached to any category of member, at a meeting of members:
 - (i)** On a show of hands each voting member has one vote; and
 - (ii)** On a poll, each voting member has one vote.
- (b)** A challenge to a right to vote at a meeting of members;
 - (i)** May only be made at the meeting; and
 - (ii)** Must be determined by the Chairman whose decision is final.
- (c)** Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the voting members present and entitled to vote. In the case of equal votes, the Chairman has, both on the show of hands and at a poll, the casting vote in addition to the vote or votes to which the Chairman may be entitled as:
 - (i)** A voting member
 - (ii)** A proxy
- (d)** Proxy Voting – a member who is entitled to attend and cast a vote at a general meeting of Paramedics Australasia may appoint a proxy in accordance with section 249X of the Act. Pursuant to Section 249Y (2) of the Act, a proxy is not entitled to vote on a show of hands. A proxy can only be applied to votes by secret ballot. A proxy may make or join a demand for a poll. The Paramedics Australasia form for appointing a proxy is provided in the Rules.

7. POWERS

7.1 Rules

The Board may make, alter or rescind at any time Rules which are necessary or expedient for giving effect to this Constitution and which Rules will be binding on all members as if the rules were set out in this Constitution.

7.2 General Powers

- (a) Subject to the provisos and constraints in this Constitution, Paramedics Australasia may employ all the powers of a natural person to further the attainment of the objects specified in Clause 5 of this Constitution.
- (b) The Company may set out additional powers in the Rules.

7.3 Not-for-Profit

The assets and income of Paramedics Australasia shall be applied solely in furtherance of the abovementioned objects of Paramedics Australasia set forth in this Constitution, and no portion shall be distributed directly or indirectly, to the members of Paramedics Australasia except as a bona fide compensation for services rendered or expenses incurred on behalf of the Company.

7.4 Disciplinary Powers

The Board may take disciplinary action as provided in the Rules against any member for any alleged breach of the member's obligations under this Constitution or any rule made thereunder, or the Code of Conduct, or for any other conduct alleged to be unbecoming, dishonourable, or in any way injurious to the character or interests of Paramedics Australasia and its members, before or during their membership of Paramedics Australasia and, if in the opinion of the Board the member is found guilty of such breach, may determine punishment as provided in the Rules.

7.5 Appointment of Trustees

The Board may appoint a member or members of Paramedics Australasia to act as a trustee or trustees of such property of Paramedics Australasia as cannot be conveniently vested in Paramedics Australasia itself, and may also jointly with any donor or with approbation or sanction of such donor appoint a member or members of Paramedics Australasia to act as trustee or trustees of any donation, gift or other property (conditional or unconditional) which may be made to Paramedics Australasia for the purpose of any specific object, purpose or benefit of or for Paramedics Australasia or in aid of its general objects.

7.6 Indemnity/Liability

- (a) Indemnity - To the maximum extent permitted by law, every member of the Board, Secretary or other office bearer, committee member or officer of Paramedics Australasia or any person (whether an officer of Paramedics Australasia or not) employed by Paramedics Australasia as Auditor shall be indemnified out of the funds of Paramedics Australasia against personal liability arising in circumstances outlined in the Rules.
- (b) Liability - In the event that Paramedics Australasia is wound up, each member undertakes to contribute a maximum amount of \$10.00 to Paramedics Australasia for payment of:
 - (i) The debts and liabilities of Paramedics Australasia
 - (ii) The costs, charges and expenses of any winding up; and
 - (iii) The adjustment of the rights of members among themselves,

while the member is a member or within one year after the member ceases to be a member.

7.7 Crest

Any crest or logo adopted by the Board for use by Paramedics Australasia may be used by the Board and Chapters as determined by the Board from time to time.

7.8 National Emergency

The Board may in time of "declared" national emergency waive, suspend or act contrary to any or all of the Rules in so far as they relate to membership of individual members and matters ancillary thereto.

7.9 Procedural Irregularities

A proceeding (within the meaning of Section 1322 of the Corporations Act,) under this Constitution or under the Act is not invalidated because of any procedural irregularity (within the meaning of section 1322 of the Corporations Act) unless a court is of the opinion that the irregularity has caused or may cause substantial injustice that cannot be remedied by any order of the court and by order declares the proceeding to be invalid.

8. MEMBERSHIP

8.1 Members

Membership of the Company will be limited to individual members.

8.2 Membership Levels

Paramedics Australasia shall offer membership at one of six levels. These levels are:

- (a) Life Member;
- (b) Fellow;
- (c) Honorary Fellow;
- (d) Full Member;
- (e) Associate;
- (f) Student.

The number of members in each level is unlimited. Determination of the appropriate level will be in accordance with Section 2.3 of the Rules.

8.3 Membership Criteria

8.3.1 The eligibility, designations and conditions for membership in each the above categories and such other categories as may be determined, shall be prescribed by the Board from time to time in the Rules.

8.3.2 All members of Paramedics Australasia shall be members of a Chapter.

8.3.3 All members will be obliged to observe the Code of Conduct.

8.4 Overseas Membership

Overseas paramedics, or people providing or contributing directly to the provision of out-of-hospital care and emergency medical service delivery, may apply for membership of Paramedics Australasia in the appropriate category. Applicants must meet the requirements of the Rules pertaining to the category of member referred to in section 8.2.

8.5 Subscriptions and Levies

(a) Member subscription fees and levies (where deemed necessary by the Board) will be set by the Board in accordance with the prudent financial management of Paramedics Australasia and in accordance with the Rules.

(b) A percentage of member subscription income to Paramedics Australasia shall be available to the Chapters for the provision of services to members and for the administration of the Chapter. The Chapters will submit an annual budget to the Secretary and the Management Committee will determine the annual allocation.

8.6 Members in Arrears

Any member who fails to pay to Paramedics Australasia a subscription or levy duly payable by that member by a prescribed date becomes an "unfinancial member". Should that member remain unfinancial for a twelve month period from the due date of payment, then that person shall cease to be a member of Paramedics Australasia and can only be re-admitted to membership upon such terms and conditions as are determined by the Board.

9. PROFESSIONAL STANDARDS AND POLICIES

9.1 Policy Generally

(a) The Board shall give high priority to setting and regularly reviewing Paramedics Australasia's Rules and policies which determine the currency, quality and effectiveness of the governance and professional standards of Paramedics Australasia and its members, as reflected in the objects of Paramedics Australasia.

(b) Chapters shall also regularly assess such standards and policies and ensure that any desirable review is considered.

9.2 Code of Conduct

The Board and Chapters shall ensure that all members are properly advised of the mission, objects, Code of Conduct and related Rules by which all members agree to be bound under this Constitution.

9.3 Disciplinary Action

Disciplinary action may be taken against any member for any breach of a member's obligations under the Constitution or Code of Conduct or Rules pursuant.

9.4 Confidentiality

- (a) No member, servant or employee of Paramedics Australasia shall, without the authority of the Board publish or communicate to any person not authorised by the Board to receive the same, any matter or thing purporting to be the policy of Paramedics Australasia or otherwise privileged or confidential.
- (b) Paramedics Australasia will appropriately manage any information relative to any member or intending or past member of Paramedics Australasia in accordance with the Privacy Act 1988.

10. FINANCIAL MANAGEMENT

10.1 Finance Committee

The Board shall establish and maintain a Finance Committee (which may form part of the Executive Committee) to oversee the prudent and compliant financial management of Paramedics Australasia and to make recommendations to the Board on financial matters and give financial effect to Paramedics Australasia 's strategic plan through the preparation of Budget submissions and reports to the Board.

10.2 Financial Year

The financial and accounting year of Paramedics Australasia shall begin on the first day of July in each year and shall end on the thirtieth day of June in the following year, or (subject to the Act) on such other day as the Board may determine from time to time.

10.3 Accounts and Audit

- (a) The Board shall cause to be prepared and presented to each Annual General Meeting a statement of income and expenditure of Paramedics Australasia during the preceding financial year and a balance sheet as at the end of the same period, together with a report of the Board as to the state and progress of Paramedics Australasia and a report of the Auditor of Paramedics Australasia in accordance with the Act.
- (b) The accounts of Paramedics Australasia shall be recorded on an Australian Standard, auditor- approved electronic accounting system. The Board may also establish Auditor-approved electronic banking processes for Paramedics Australasia.
- (c) The Board shall distribute to all members, at the end of each financial year, copies of the financial report including a copy of the Auditor's report and any other documentation required under the Act.

10.4 Signatories and Financial Delegations

The signatories of Paramedics Australasia's annual accounts and report and other formal document shall be authorised by the Board from time to time. Other signature and financial delegations and authorisations standards shall be set out in the Rules.

10.5 Auditor

Paramedics Australasia shall appoint and retain a properly qualified company auditor to audit Paramedics Australasia's financial statements in accordance with the Act.

11. ALTERATIONS TO CONSTITUTION

This Constitution may from time to time be altered, added to, or rescinded and a new Constitution substituted in its place at any general meeting of members duly convened and constituted, provided that the resolution effecting such alteration, addition, rescission or substitution shall be carried by a majority of not less than two-thirds of the members present in person who are entitled to vote.

12. DISSOLUTION

- 12.1 Paramedics Australasia shall be wound up voluntarily if a resolution to wind up is proposed at a general meeting of members duly convened and constituted and is carried by a majority of not less than three-fourths of the members present in person who are entitled to vote, and if such resolution is confirmed by a similar majority at a further general meeting of members separately called for that express purpose.
- 12.2 If upon the dissolution of Paramedics Australasia there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of Paramedics Australasia but shall be given to or transferred to some institution or institutions having objects similar to the objects of Paramedics Australasia and whose rules regulations and constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on Paramedics Australasia under this Constitution. Such institution or institutions shall be determined by the Board at or before the time of the dissolution and in default thereof by such Judge of the Supreme Court of the State or Territory of the Commonwealth of Australia in which the registered office of Paramedics Australasia is situated at the date of dissolution as may have or acquire jurisdiction in the matter.