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Australasian Sleep Association

Extraordinary General Meeting

5.30pm AEST Thursday 27 April 2023 via Zoom

Access link:

<https://us02web.zoom.us/j/86898570045?pwd=UG9rNWhleTE1UUU1VVVsVVJCV1pzQT09>

Please note that only Full Members and Emeritus Members are entitled to vote at a general meeting.

AGENDA

1. Acknowledgement of traditional custodians

2. Apologies, quorum and proxies

SPECIAL RESOLUTIONS

3. Resolution 1

That the following paragraph be added to the Definitions section of the Constitution of the Australasian Sleep Association:

Electronic Voting means an electronic vote for the election of Member Appointed Directors and President Elect held pursuant to **clauses 30.3 and 30.4**.

4. Resolution 2

That clauses 30.2 to 30.8 of the Constitution of the Australasian Sleep Association be replaced with the following:

30.2 Constitution of Board

- (a) The Board shall consist of the following:
 - (i) the President;
 - (ii) the Past President or the President Elect, as the case may be (refer to **clauses 30.4 and 30.6**);
 - (iii) six (6) Member Appointed Directors;
 - (iv) up to two (2) Independent Directors; and
 - (v) The chair of the Branch Executive of the NZ Branch (hereinafter referred to as the NZ Director).
- (b) A Member Appointed Director must also be a Full Member.

30.3 Election of Member Appointed Directors

- (a) Nomination of candidates for election as a Member Appointed Director:

- (i) must be made in writing, signed by a Voting Member and accompanied by written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (ii) must be delivered to the Secretary at least twenty eight (28) days before the date fixed for commencement of the holding of Electronic Voting for Member Appointed Directors.

- (b) Electronic Voting for the election of candidates as Member Appointed Directors:
 - (i) is to be held electronically prior to the annual general meeting:
 - (A) *on a date, or over a range of dates, fixed by the Board; and*
 - (B) *in an electronic format:*
 - (1) accessible to all Voting Members; and
 - (2) agreed by the Board from time to time; and
 - (ii) requires a majority of votes cast (so long as the number of votes cast is at least equal to the number of Members Present required for a quorum of an annual general meeting, pursuant to clause 14(b)) electronically by Voting Members entitled to electronically vote for the successful election of a candidate as a Member Appointed Director.

- (c) Member Appointed Directors successfully elected pursuant to this **clause 30.3** shall:
 - (i) have their election announced at; and
 - (ii) commence their term as a Member Appointed Director as at the date of, the annual general meeting following their election.

30.4 President Elect

- (a) Prior to a Director being eligible to hold the position of President, that Director shall be required to have served a one (1) year term as President Elect.
- (b) In conjunction with the election of Member Appointed Directors, in the year before the expiry of the term of any President, the Voting Members will elect a President Elect pursuant to the process provided at **clause 30.3** for the purposes of **clause 30.4(a)**, who will hold the position on the Board referred to above.
- (c) Upon being elected as President Elect, the President Elect will assume the role of Vice President.
- (d) For clarity, a year for the purposes of a Director is the period from the conclusion of one annual general meeting to the conclusion of the next annual general meeting.

30.5 President

- (a) The President Elect shall, on the expiry of his or her one (1) year term, by default assume the position of President. If the President vacates his or her position prior to the expiry of the President's two (2) year term, the Board may allow the President Elect to assume the office of President upon such vacation occurring, even if the President Elect's one (1) year term has not yet expired.
- (b) The term of the President is two (2) years.
- (c) The President is not eligible for re-election as President on the expiry of the two (2) year term referred to in **clause 30.5(b)**.

30.6 Past President

- (a) Upon retiring as the President, that Director by default immediately becomes the Past President and will hold the position on the Board referred to above.
- (b) Notwithstanding any other clause in this Constitution, the Past President shall only have a term of one (1) year as Past President.
- (c) During the Past President's one (1) year term, the Past President will assume the role of Vice President.
- (d) The Past President is not eligible for re-election to the position of President or President Elect on the expiry of that one (1) year term, until two (2) years have lapsed from the expiry of that one (1) year term.

30.7 Independent Directors

- (a) The Board may appoint up to two (2) Independent Directors to the Board.
- (b) Subject to **clause 30.7(c)**, an Independent Director shall be an individual who will bring skills and experience to the Board to enable the Board to advance the Objects.
- (c) One of the Independent Directors elected to the Board can be a practising polysomnographic technologist.

30.8 NZ Director

The chair of the Branch Executive of the NZ Branch shall be appointed as the NZ Director upon commencement as Chair of the Branch Executive of the NZ Branch.

30.9 Term

- (a) Subject to a Director who holds the consecutive positions of President Elect, President, Past President and subject to the NZ Director, each Member Appointed Director shall hold office for a term of two (2) years but shall not hold office for more than six (6) consecutive years. Directors shall be eligible for reappointment or re-election as a director after a lapse of two (2) years from the date from which they last held office as a Director.
- (b) A Director who holds the consecutive positions of President Elect, President and Past President may hold office as a Director for a maximum of ten (10) years.
- (c) The NZ Director may hold office for so long as he or she is the Chair of the Branch Executive of the NZ Branch.
- (d) The term for an Independent Director shall be as determined by the Board up to a period of 24 months from the date of appointment. The Board may reappoint an Independent Director. A retiring Independent Director who is eligible may stand for election as a Member Appointed Director.

5. Resolution 3

That formatting and number corrections to the Constitution of the Australasian Sleep Association marked up in the Word document Australasian Sleep Association Constitution (with proposed changes marked) be approved.

6. Next meeting

The next meeting of members will be the Annual General Meeting to be held during Sleep DownUnder 2023 at 5.15pm ACDT on Thursday 9 November 2023 at the Adelaide Convention Centre.