By Law Title:	**Regions of the Company**

		Control No.:	3
Category:	Bylaw	**Related Constitutional Clause/s:**	17
Responsibility for Review:	Board	**Rev.:**	00#
Date Approved:	April 2012	**Review Date:**	March 2012

To be read in conjunction with Clause 17 of the Company Constitution

1. Establishment of a region

1.1. As per the constitution, clause 17.1.

1.2. Transitional region provision

1.2.1. All regions established as a region of the Company immediately prior to the incorporation of the Company shall be established as a Region of the Company automatically upon incorporation of the Company.

1.3. Criteria for consideration of establishment of a new region

Criteria for establishment of a region

1.3.1 A potential new region shall have ten (10) ordinary members

1.3.2 These members may reside in

- 1.3.2.1 A country other than Australia and New Zealand
- 1.3.2.2 A State or Territory within a Country
- 1.3.2.3 A group of countries, states or territories where individual countries, states or territories lack the requisite number of ordinary members.
  - 1.3.2.3.1 Such grouping may be at the request of the members within the proposed region.
  - 1.3.2.3.2 Such grouping could be suggested by the Board but recognition of such a region would be dependent on the agreement of those members within the proposed region.

2. Regions of the Company

Regions of the Company shall conduct their business subject to company directives as specified by the Board and the strategic plan of the Company and not operate in isolation.

3. Register of Regions of the Company

The Secretary of the Company shall keep a register of Regions of the Company including for each current and past Region:

3.1. Name of Region

3.2. Date of formation of Region

3.3. Date of abolishment of Region

3.4. Current Region office address

3.5. Register of past and current Regional Chairs including:

3.5.1. Name
3.5.2. Contact details
3.5.3. Dates of term of office

4. Regional Chair

4.1. Eligibility

A person is only eligible for election as a Regional Chair if the person:

4.1.1. Is a Voting Member of the Region;
4.1.2. Is not an employee of the Company or of any related entity employing staff of the Company;
4.1.3. Has not then already served for 6 consecutive terms of 2 years as the Regional Chair; and
4.1.4. Is not disqualified or ineligible from being in a position of office under the Act.

4.2. Term of Office

4.2.1. Subject to clause 4.2.2, the term of office of a Regional Chair shall be two (2) years.
4.2.2. An Elected Regional Chair retiring at the end of a term, and who is not disqualified by law, the Constitution or this by-law (clause 4.1) from being reappointed, is eligible for re-election.

4.3. Transitional Regional Chair Provision

4.3.1. All Regional Representatives in office immediately prior to the incorporation of the Company shall be established as the Regional Chair on incorporation of the Company until the first Monday in July following incorporation of the Company.

4.4. Election of Regional Chair

The election of the Regional Chair appointed by Voting Members of the Region shall take place in the following manner:

4.4.1. A postal ballot of the Voting Members who are entitled to vote shall, unless otherwise determined by the Board, be held at least two months prior to the first Monday in July of the year the term of office expires and, the postal ballot shall be conducted in the manner determined from time to time by the Board;
4.4.2. All nominations for election as an elected Regional Chair must be in writing and signed by no fewer than 2 Voting Members of the Region and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary not less than 1 month prior to the date fixed for the holding of the relevant vote
4.4.3. Only persons who are eligible for election or appointment as an Elected Regional Chair under this Bylaw (clause 4.1) may be nominated to stand for election;
4.4.4. The Board must ensure that the postal ballot is conducted in such a fashion as to enable all eligible Members sufficient opportunity to consider all nominations;
4.4.5. The Board must ensure that a sufficient period is allowed to complete the postal ballot at least 7 days prior to the end of the term of office of the current Regional Chair.
4.4.6. If at the expiration of time limited for nomination:

4.4.6.1. There are no nominations, the Board shall consider the amalgamation with an adjacent Region, in consultation with clause 17.2 of the constitution or fill the vacancy as if it were a casual vacancy;

4.4.6.2. There is only one nominee, the Board shall declare that person as duly elected.

4.4.6.3. There are more nominations than there are vacancies, the Board will cause to be conducted a postal ballot in such manner as determined by the Board provided it complies with clause 4.4.4 and 4.4.5 of this by-law.

4.5. Filling casual vacancies of Regional Chairs

4.5.1. The Board may at any time appoint a person who would be eligible to stand for election as a Regional Chair, to be a Regional Chair to fill a casual vacancy:

4.5.1.1. Created by the early retirement of a Regional Chair ;

4.5.1.2. Resulting from a vacant position for an Elected Regional Chair having not been filled at the time of nominations closing.

4.5.1.3. Created by a vacancy pursuant to clause 4.6.

4.5.2. If a Regional Chair has been duly appointed to fill a casual vacancy:

4.5.2.1. That Regional Chair shall, notwithstanding any other provision, be required to retire, but be eligible for election, on the first Monday of the July following their appointment;

4.5.2.2. If a Regional Chair appointed to fill a casual vacancy has been elected following their initial appointment, that Regional Chair shall be regarded thereafter as an Elected Regional Chair entitled to serve for 2 years from the first Monday in July of the year at which they were elected and thereafter subject to clauses 4.1 and 4.2 in respect of their eligibility for, and nomination for, re-election at future elections.

4.6. Vacation of office

Without limiting any other provision, the office of a Regional Chair becomes vacant if the Regional Chair:

4.6.1. Becomes an insolvent under administration;

4.6.2. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

4.6.3. Fails to deliver or respond to Board requests or directives or is absent without the consent of the Board over a continuous period of 6 months and the Board resolves that the office of that Regional Chair be vacated; or

4.6.4. Becomes prohibited from holding a position of office by reason of an order made under the Act.

5. Responsibilities of Regional Chair

The Responsibilities/Duties of the Regional Chair are outlined in the annexure of this bylaw.

ANNEXURE

ANZSRS Regional Chair Position Description

RELATED DOCUMENTATION

Contact person:	***Position:***
Email:	***Phone:***

Approved	
David Robiony-Rogers Digitally signed by David Robiony-Rogers DN: cn=David Robiony-Rogers, o=Australian and New Zealand Society of Respiratory Science, ou=ANZSRS, email=david.robiony-rogers@ccdhb.org.nz, c=NZ Date: 2012.05.16 16:25:24 +12'00'	Peter Rogers Digitally signed by Peter Rogers DN: cn=Peter Rogers, o=CRGH, ou=RFU, email=peter.rogers@sswahs.nsw.gov.au, c=AU Date: 2012.05.18 17:15:07 +10'00'
Bill Noffsinger Digitally signed by Bill Noffsinger DN: cn=Bill Noffsinger, o=SCGH, ou=Department of Pulmonary Physiology and Sleep Medicine, email=bill.noffsinger@health.wa.gov.au, c=AU Date: 2012.05.08 11:01:05 +08'00'	Maureen P Swanney Digitally signed by Maureen P Swanney DN: cn=Maureen P Swanney, c=NZ, o=Canterbury District Health Board, ou=Respiratory Physiology Laboratory, email=maureen.swanney@cdhb.health.nz Date: 2012.05.16 16:19:41 +12'00'
Kevin Ellyett Digitally signed by Kevin Ellyett DN: cn=Kevin Ellyett Date: 2012.05.09 08:43:58 +12'00'	Brigitte Borg Digitally signed by Brigitte Borg DN: cn=Brigitte Borg, o=The Alfred, ou=AIRmed, email=b.borg@alfred.org.au, c=AU Date: 2012.05.08 14:47:35 +10'00'