

SAFE AIRWAY SOCIETY

By-laws

Safe Airway Society, Australian business number (ABN) 63 632 276 398

1. AUTHORITY

These By-laws are enacted by the Board of the Company called the Safe Airway Society Limited as authorised by Clause 59.1 of the Constitution of the Company.

2. DEFINITIONS

In these By-laws unless otherwise provided or unless there is something in the subject matter or context which is inconsistent, the following expressions shall have the definitions or meanings provided below:

- “The Company” means the Company limited by guarantee called The Safe Airway Society Limited
- “Board” means the Board of Directors of the Company
- “Body” means a firm, a body corporate, an unincorporated Company or other such organisation or an authority
- “By-laws” means the administrative clauses to be used in conjunction with the Constitution for managing the affairs of the Company made by the Board pursuant to clause 59 of the Constitution
- “Director” means a person elected or appointed to the Board of the Company
- “Law” means the Corporations Law
- “Member” means any person or organisation admitted as a member of the Company in accordance with these Clauses
- “Person” means a natural person
- “President” means the person appointed as the Company’s chairperson in accordance with clause 40 of the Constitution
- “Register” means the register of members of the Company
- “Clause” means a clause contained in the Constitution
- “Secretary” means any person appointed to perform the duties of a secretary of the Company

The following terms are defined here (in the by-laws) rather than in the constitution, as they apply to concepts or entities that are likely to evolve over time and their definition therefore required to be modified at frequent intervals:

- “Discipline” means a distinct professional branch within healthcare, which is involved with airway management. Examples include, but are not limited to, anaesthesia, anaesthesia nursing, anaesthesia technician or assistant, surgery, emergency medicine, intensive care medicine, paramedic services, retrieval medicine and GP anaesthesia.
- “Health care organisation” means a centre or collection of centres that provide health services such as diagnosis and treatment of disease and surgical operations. Functions may also include research and/or education. Examples



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include, but are not limited to hospitals, health care networks or trusts, and medical education or research centres.

3. INTERPRETATIONS

If a By-law listed in this document is inconsistent with a clause in the Company Constitution, then the Clause in the Constitution will prevail. If any doubt arises as to the interpretation of any By-law, the decision of the Board shall be binding, provided it is recorded in the minutes of a Board meeting.

4. SUPPORTING DELEGATIONS, POLICIES AND PROCEDURES

The Board may develop and approve a range of delegations, policies, and procedures to support the By-laws and Clauses in the operation of the Company. If any doubt arises as to the interpretation of any delegation, policy, procedure or associated guidelines, the decision of the Board shall be final provided it is recorded in the minutes of a Board meeting.

The following Policies, Delegations of Authority and Procedural guidelines have been approved by the Board to support the Constitution and By-laws in the effective operation of the Company. This list is not exhaustive, and any policy or procedure approved by the Board as recorded in Board minutes whether listed below or not shall carry the same authority as these By-laws.

- Clinical Council Terms of Reference

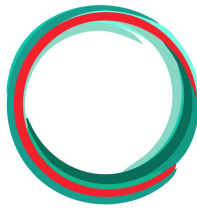
The following Policies, Delegations of Authority and Procedural guidelines are in development or under consideration

- Board Charter and Code of Conduct
- Declarations of Interests Policy
- Reportable Gifts Policy
- Board Committee Terms of Reference
- Board Induction Policy
- Financial Delegations Policy and Schedule
- Risk Management Policy and Procedures
- Travel and Reimbursements Policy
- Privacy Policy
- Logo Use
- Media Guidelines

5. GOVERNANCE

5.1 Board and Clinical Council Meetings

The cost of attending Board and Clinical Council meetings shall not, under normal circumstances, be paid by the Company.



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6. MEMBERSHIP

CLASSES, AND CATEGORIES - Within the three classes of membership, outlined below, the Board may create additional categories of membership. The current Categories established under three classes are as set out below. Details of membership benefits and fees are available on the Company's website.

6.1 Full Membership (Full voting rights and able to hold office)

a. Australian or New Zealand Medical Specialist

Definition: Qualified medical specialists working within Australia or New Zealand with an interest in safe airway management. This includes, but is not limited to, anaesthetists, GP anaesthetists, emergency physicians, intensive care physicians and surgeons

b. Australian or New Zealand Clinician (other than medical specialist)

Definition: Qualified clinicians working in Australia or New Zealand with an interest in safe airway management. This includes, but is not limited to, nurses, airway assistants, vocational trainee doctors, paramedics

6.2 Corporate Membership (No voting rights and unable to hold office)

The Corporate Membership categories are still under development

6.3 Associate Membership (No voting rights and unable to hold office unless co-opted to the board or the clinical council)

a. Overseas member

Definition: any clinician or non-clinician based outside of Australia or New Zealand with an interest in safe airway management

b. Student member

Definition: Any student engaged in tertiary studies with an interest in safe airway management

c. Affiliate member

Definition: Anyone who does not fit any of the above categories and has an interest in safe airway management

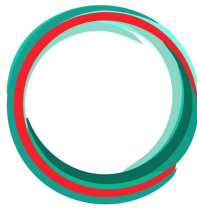
7. MEMBERSHIP ADMINISTRATION

a. Membership Changes

Members who change categories will retain their rights and cumulative membership record. A member who changes from a category to any other category shall be regarded as having had continuous membership and shall retain the full rights of the current category

b. Membership Fees

The Board shall set membership fees from time to time at its sole discretion and in sufficient time to allow the fee changes to be incorporated into the annual operating budget.



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- i. Renewing members shall pay the full annual fee for their membership class, and category regardless of the date on which the fee is paid.
- ii. New members shall pay the full annual fee when joining and their renewal date shall be at the equivalent date (rounded monthly) in the following year.

c. Membership Discounts

The requirements and the rate of any discounts shall be determined by the Board from time to time. Individual members paying a discounted subscription shall enjoy the same privileges as full fee-paying Individual members.

8. REVIEW OF BY-LAWS

These By-laws will be reviewed on an annual basis