

Constitution

of

World Union of International Phlebolympology LTD

A Company Limited by Guarantee not having Share Capital

Floor 5

7 Help Street

Chatswood, NSW, 2067

ACN: 655067235

Overview

This is the Constitution of the World Union of International Phlebolympology LTD.

The Company is a company limited by guarantee. The liability of its members is limited to the amount they have agreed to pay in the guarantee. The Company must always have at least one member and three directors.

The Constitution sets out the basis on which the Company is to be managed. Nothing in the Constitution is intended to derogate from the *Corporations Act*. That Act:

- imposes many obligations on the Company which are not reproduced in this Constitution;
and
- overrules anything in this Constitution to the extent that they are inconsistent.

This Constitution replaces the replaceable rules in the *Corporations Act*. Words used in the Constitution which have a meaning in the *Corporations Act* have the same meaning in this Constitution (unless expressly stated otherwise).

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Constitution of World Union of International Phlebology LTD

A Company's name, Objects and powers

Name of the Company

- 1 The name of the Company is World Union of International Phlebology LTD.

Objects

- 2 The WUIP is an international organisation representing phlebology societies aiming to improve the standards of education, research and healthcare in the management of venous and lymphatic disorders and to provide a platform for scientific exchange and dialogue amongst its members and the wider community.

The WUIP aims to strengthen collaboration and foster harmony between its member societies to achieve a higher standard of healthcare, education, training and scientific research in phlebology.

The core values of the WUIP include promotion of organisational transparency, encouraging member accountability and practising objectivity.

The WUIP aims to achieve its objectives by advancing:

- 2.1 awareness, skills and the exchange of knowledge and experience in the field of phlebology;
- 2.2 teaching and education as well as training and continuing medical education;
- 2.3 consensus on all aspects of phlebology;
- 2.4 scientific research and academic initiatives in phlebology;
- 2.5 healthcare standards in the management of patients with venous and lymphatic disorders;
- 2.6 encourages formation of phlebology societies especially in countries where the field needs further development;
- 2.7 collaboration between the societies or associations, either existing or to be created, which have a special interest in phlebology.

Powers

- 3 The WUIP has:
 - 3.1 the legal capacity and powers of an individual; and
 - 3.2 all the powers of a body corporate (other than the power to issue shares).
 - 3.3 the power to carry out a range of activities to meet its objects and to receive appropriate remuneration for those activities;
- 4 However, the WUIP has those capacities and powers only to the extent:
 - 4.1 necessary, or convenient, to carry out the WUIP's objects; or
 - 4.2 incidental to carrying out those objects.
- 5 The WUIP will engage in a range of activities including organisation of scientific and educational events such as congresses, webinars and workshops, initiation and

coordination of international consensus activities leading to publication of guidelines, consensus documents and treatment standards in the management of venous and lymphatic disorders.

The WUIP shall exercise its powers to conduct or delegate the following activities:

- 5.1 organisation of World Congresses of Phlebology on a biennial basis;
- 5.2 organisation of regional (Chapter) meetings, hands-on or online workshops, webinars, in-person meetings or other events as deemed appropriate from time to time;
- 5.3 provision of teaching, educational, training and continuous professional development (CPD) activities;
- 5.4 coordination, promotion and publication of international consensus activities, guidelines, documents and position statements;
- 5.5 carrying out, supporting, or funding scientific research or academic initiatives in phlebology;
- 5.6 supporting humanitarian and other activities aimed at improving healthcare standards in the management of patients with venous and lymphatic disorders;
- 5.7 reaching out to practitioners in countries where phlebology is under-represented and encouraging them to form phlebology societies;
- 5.8 dissemination and promotion of member society activities to the entire WUIP membership and to individual phlebologists and other vascular societies;
- 5.9 any other activity required to meet the objects of the WUIP.

B Members' liability and guarantee

Liability of Members

- 6 The liability of each Member is limited to the amount of the guarantee set in clause 7.

Guarantee by Members

- 7 If the WUIP is wound up while a person is a Member (or within one year after they stop being a Member) then that person must contribute up to \$10 to the WUIP for:
 - 7.1 payment of the WUIP's debts and liabilities incurred before that person ceased to be a Member;

- 7.2 payment of the costs, charges and expenses of winding-up the WUIP; and
- 7.3 adjustment of the rights of the contributories among themselves.

C How the WUIP's income and property are to be applied

For the WUIP's objects

- 8 All of the WUIP's income and property must be applied solely towards the promotion of the WUIP's objects as set out in clause 2.

No dividends etc. to Members

- 9 The WUIP may not pay, or transfer, any of its income or property — directly or indirectly — by way of dividend, bonus or otherwise to any person who is or has been a Member.

Remuneration and expenses for Members allowed

- 10 Regardless of clause 9, the WUIP may pay remuneration in good faith to any Member, officer or employee of the WUIP in return for any good or services they provide to the WUIP in the ordinary and usual course of business.
- 11 The Board may authorise the repayment of any expenses a Member incurs for the WUIP, or in connection with performing their duties for the WUIP.

Payments to Directors: restrictions, remuneration, expenses

- 12 If the WUIP is to pay any remuneration to a Director for services rendered in the capacity as a Director, then the remuneration must be on reasonable commercial terms and the Board must first have:
 - 12.1 consented to the Director providing those services; and
 - 12.2 resolved to approve the amount of the payment.
- 13 If the WUIP is to pay any remuneration to a Director for services rendered in the capacity as an employee of the WUIP, then the Board must first have resolved to approve the terms of that employment.
- 14 The Board may authorise the repayment of any expenses a Director incurs for the WUIP, or in connection with performing their duties for the WUIP.

Loans and leases from Members

- 15 The WUIP may pay:
 - 15.1 interest on money borrowed from any Member; and
 - 15.2 reasonable and proper rent for premises a Member leases to the WUIP.
- 16 For the purposes of clause 15, if a Member pays the WUIP a deposit, bond or other security for the payment of fees and charges levied under the Constitution, then that payment is not a loan from the Member.

Intellectual Property

- 17 Directors, Office Bearers, Standing and Select Committee Members, Member Societies and Representatives of Members shall not be permitted to use the intellectual property of the WUIP including trademarks, logos or other forms of WUIP intellectual property without prior written consent of the Executive Committee. The WUIP retains the right to take appropriate action, disciplinary, legal or otherwise, to enforce the intellectual property rights of the WUIP.
- 18 The WUIP must receive remuneration at comparative commercial rates for the licence of its Intellectual Property by any person or body including but not limited to affiliated societies who licence WUIP Intellectual Property for use at their own congresses and or events.
- 19 The WUIP must receive remuneration at comparative commercial rates from contractual parties and / or organisers, promoters, sponsors or attendees or any other source of income derived from or as a consequence of congresses or events organised, managed or delegated by the WUIP.

D Fees imposed by the WUIP

Setting fees

- 20 The Board may prescribe:
- 20.1 a cost payable by Members by way of Membership fees and any other fees the Board thinks fit; and
 - 20.2 when and in what circumstances these fees are payable.
- 21 The Board must give Members at least one month's notice of any increase in the fees, or of a change in the due date for fees payable under clause 20.

E Membership

Members

- 22 The WUIP's Members are as follows (unless the Member has resigned under clause 53 or clause 54, or been expelled under clause 55):
- 22.1 the persons who are specified in the application to register the WUIP lodged under section 117 of the Act and who have consented to be Members; and
 - 22.2 any other person the Board admits to Membership in accordance with this Constitution.

Register of Members

- 23 The WUIP must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.
- 24 Any dispute that arises in relation to the Register must be referred to the Board. The Board's decision is final and binding on all Members (in the absence of manifest error).

Eligibility for membership

- 25 The following are eligible to be Members:

- 25.1 any person who has a demonstrated interest in the WUIP;
- 25.2 any person that the Board considers would benefit the WUIP by becoming a member; and
- 25.3 any person in a category of persons that the WUIP has determined to be eligible to be Members.

Governance and Organisational Structure of Membership Candidates

- 26 To be eligible for membership, the candidate must:
 - 26.1 be a not-for-profit registered incorporated organisation able to hold membership shares in the WUIP; and
 - 26.2 be an organisation with primary objectives and activities that align with those of the WUIP; and
 - 26.3 derive its membership base from, and carries out its activities at a predominantly nationwide, transnational or international membership base; and
 - 26.4 hold and maintain a governance structure that actively engages in advocacy and representation of its membership and meets appropriate registration requirements including election of a governing body, appointment of office bearers and holding of required membership meetings.

Organisational Record of Membership Candidates

- 27 To be eligible for membership, the candidate must demonstrate continuous activity for a minimum of three years and be currently active at the time of application;

Scope of Activities of Membership Candidates

- 28. To be eligible for membership, the candidate must demonstrate activity in the entire field of phlebology and not limited to particular interventions, procedures, diagnostic services or management of particular conditions.

Nature of Activities of Membership Candidates

- 29 To be eligible for membership, the candidate must demonstrate:
 - 29.1 engagement in provision of education, scientific research, academic initiatives, promotion of healthcare standards or humanitarian missions in phlebology; and
 - 29.2 organisation of at least two previous national or international congresses at the time of application where the congress theme or a substantial component of the activities was dedicated to phlebology.
 - 29.3 "Substantial" for the purposes of clause 29 means a minimum of 50% of the overall activities of the organisation be dedicated to the study, research and teaching of venous and lymphatic disorders.
- 30 With regards to subsidiary organisations:
 - 30.1 A subsidiary organisation that meets all membership criteria of the WUIP can apply for membership provided that the parent company is not an existing member.
 - 30.2 An organisation that meets all membership criteria of the WUIP but is a subsidiary of an existing member society of the WUIP, can apply for affiliate membership of the WUIP.
 - 30.3 Where a parent organisation meets all membership requirements with the exception of 'activities' set out in clause 28 but has a subsidiary

organisation which meets the 'activity' requirements and that subsidiary organisation does not otherwise meet all membership requirements, then the parent organisation will be eligible to apply for membership of the WUIP and can delegate participation in the WUIP activities to the subsidiary where permitted by law.

- 31 Individuals and Societies which do not meet the requirements to be admitted to membership with voting rights in accordance with this Constitution may be admitted to other types of membership without voting rights as set out in Schedule 4 of this Constitution.
- 32 To retain eligibility, Members must continue to meet the following minimum active participation requirements and to demonstrate such activity to the Board on an annual basis or upon request:
- 32.1 be a not-for-profit registered incorporated organisation able to hold membership shares in the WUIP; and
 - 32.2 be an organisation with primary objectives and activities that align with those of the WUIP; and
 - 32.3 derive its membership base from, and carries out its activities at a predominantly nationwide, transnational or international membership base; and
 - 32.4 hold and maintain a governance structure that actively engages in advocacy and representation of its membership and meets appropriate registration requirements including election of a governing body, appointment of office bearers and holding of required membership meetings; and
 - 32.5 be currently active in the entire field of phlebology and not limited to particular interventions, procedures, diagnostic services or management of particular conditions; and
 - 32.6 engagement in provision of education, scientific research, academic initiatives, promotion of healthcare standards or humanitarian missions in phlebology; and
 - 32.7 organisation of regular national or international congresses where the congress theme or a substantial component of the activities is dedicated to phlebology; and
 - 32.8 active participation in at least one WUIP World Congress every four years and attendance at the General Meetings of the WUIP.

Types of membership

- 33 At any time, the Board may (subject to the Act) create different types of membership with different rights, obligations and restrictions.

Membership is not transferable

- 34 A Member may not transfer their Membership to another person.

Voting rights

- 35 A Member is entitled to vote at a General Meeting of the WUIP in accordance with the voting rights allocated to its membership type as set out in Schedule 4.
- 36 However, the Board may suspend a member's entitlement to vote if the Member owes the WUIP any amount that is more than 3 months overdue (or such other period as the Board determines).

37 The immediate past President may not vote.

A Member's representative

38 A Member Society must appoint in writing one natural person as its Representative to attend and vote at General Meetings at all times in the form directed by the Board from time to time. Each Member Society shall be entitled to invite a maximum of two members to any General Meeting. One of those persons shall be the Representative appointed by the Member Society in accordance with this Constitution.

39 In the event the nominated Representative cannot attend or if the Member wishes to remove and replace its Representative, it may nominate a substitute Representative to attend the General Meeting and vote in lieu of the Representative as follows:

39.1 by giving written formal notice to the Board on the Member Society's letterhead or in accordance with the WUIP's policies; and

39.2 such notice must be given at least 7 days prior to the meeting date.

39.3 In the event of unforeseen circumstances, shorter written formal notice may be given on the Member Society's letterhead or in accordance with the WUIP's policies subject to the discretion of the Chairperson.

40 The Representative must be a member of the Member Society whom they have been nominated to represent.

41 The Representative may, on the Member's behalf, exercise all the powers that the Member may exercise at a meeting or in voting on a resolution — unless those powers are restricted in writing by the Member Society.

42 A Representative shall only represent one Member Society.

43 Directors / Executive Committee Members shall not be appointed as a Representative of a Member Society.

44 The appointment of a Representative shall cease if:

44.1 They become bankrupt, insolvent or make any arrangement or composition with their creditors;

44.2 They resign or are expelled as a member from the Member Society they represent;

44.3 A winding up order is made in respect of the Member Society they represent;

44.4 They are removed as a Representative by the Member Society they represent;

44.5 They are subject to professional disciplinary sanction;

44.6 They become of unsound mind;

44.7 They have been convicted of a felony offence;

44.8 They fail to comply with the WUIP's Code of Conduct, including but not limited to failure to disclose conflicts of interest as defined in the Code of Conduct;

44.9 They fail to comply with the participation requirements set out in the Constitution.

44.10 They hold themselves out to represent the WUIP without the express written consent of the Board, they incur any debt or commit the WUIP to any obligation that has not been approved by the Board or which exceeds any authority granted to the Representative by the Board.

45 In the event the appointment of a Representative ceases, the Board may direct the Member to appoint another natural person as its Representative.

- 46 The document appointing the Representative may set out either or both of:
- 46.1 what the Representative is appointed to do; and
 - 46.2 any restrictions on what the Representative may do.
- 47 If the appointment is made by reference to a position held, then the appointment must identify the position.
- 48 The WUIP must arrange for:
- 48.1 the name and address of the Representative to be entered in the Register; and
 - 48.2 all correspondence and notices from the WUIP to the Member to be served on that Representative.

Applying and being admitted to Membership

- 49 A person's Application to be a Member must be made in the form, and accompanied by any fee, the Board has set.
- 50 The Board will consider and, in its absolute discretion, accept or reject an Application. If the Board rejects an Application, then:
- 50.1 it must arrange for any money the Applicant tendered with the Application to be repaid to the Applicant, without interest; and
 - 50.2 the Board does not have to give any reasons for the rejection.
- 51 An Applicant does not become a Member until the WUIP has:
- 51.1 received any fee that applies; and
 - 51.2 the name and address of the Applicant (and its Representative if relevant) are entered in the Register.
- 52 Each Member is liable for all taxes, duty and charges payable in respect of their Application, their Membership and any related transaction or document. Each Member indemnifies the WUIP and will keep it indemnified in respect of any liability for all those amounts.

Resigning from Membership: and ongoing liability

- 53 A Member may resign from Membership by giving written notice to the WUIP. When the notice period expires, the Member stops being a Member but:
- 53.1 they remain liable for any money they owe the WUIP; and
 - 53.2 under clause 6, they remain liable for another 12 months.
- 54 A Member also resigns if they owe the WUIP any amount that is more than 6 months overdue (the Board may change the length of that period). If a Member resigns under this clause, then the Board may reinstate their membership if they pay the outstanding amount.

Expelling and disciplining a Member

- 55 The Board may — in the way described in clause 55 — expel a Member or implement

appropriate disciplinary action if the Member:

55.1 has committed a breach of any obligation or duty under this Constitution; or

55.2 has engaged in conduct detrimental to the interests of the WUIP.

56 For any expulsion or discipline to be valid:

56.1 at least 21 days before the Board meeting at which the resolution is considered, the Member must be given written notice of:

- the meeting;
- the intended resolution; and
- the particulars of the alleged act, omission or conduct complained of;

56.2 at the meeting (and before the resolution is passed), the Member must be given the opportunity to explain themselves in writing or orally (or both if they request it);,

56.3 if the Member does give an explanation, then the Board must take it into account;

56.4 the relevant resolution must be passed by 75% of the Directors present and voting;

56.5 the Board must arrange for the Member to be given written notice of any Board resolution on the matter; and

56.6 if the Board resolves to expel the Member, then the Member ceases to be a Member when the Board serves them with the notice. Also the Member's name will be removed from the Register as set out in clause 57.

Removing an expelled Member's name from the Register

57 If a Member is expelled from the WUIP, then their name (and that of any Representative they have appointed) must be removed from the Register. The WUIP has no liability to the Member in respect of their removal from the Register.

58 When a Member's name is removed from the Register, the Member no longer has:

58.1 any rights or privileges attaching to Membership; or

58.2 any rights which they had against the WUIP that arose out of their Membership.

F General Meetings: frequency and notice

Annual General Meeting required

59 The WUIP must hold an Annual General Meeting:

59.1 in every calendar year;

59.2 within five months after the end of its financial year; and

59.3 at the time and place the Board determines.

60 The WUIP shall hold General Council Meetings at least every two years or at the WUIP World Congress, whichever occurs earlier, to discuss general matters of the WUIP.

Convening Extraordinary Meetings

- 61 An Extraordinary Meeting may be convened:
- 61.1 by the Board at such time and place as the Board thinks fit, (as long as it complies with the Act); and
 - 61.2 by Members as allowed under the Act.

Notice of General Meetings

- 62 The Board must give at least 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor (unless a change to that arrangement is made under clause 64). The notice must specify:
- 62.1 the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 62.2 the general nature of the meeting's business;
 - 62.3 the details of any special resolutions to be proposed at the meeting; and
 - 62.4 that Members are entitled to appoint a proxy who must be a Member.
- 63 A Member that is a WUIP is responsible for notifying its Representative of any General Meeting.

Changing the notice procedure for General Meetings

- 64 A meeting may be convened in a way other than, and on shorter notice than, clause 62 requires as long as:
- 64.1 all the Members entitled to vote at the meeting consent to the change beforehand; and
 - 64.2 the notice and the shorter notice period comply with the Act.

Failure to receive Notice

- 65 A meeting and its proceedings and resolutions are valid even if any one or more of the following is the case:
- 65.1 the WUIP accidentally omitted to give notice of a meeting to any Member; or
 - 65.2 any Member did not receive notice of the meeting.

G General Meetings: proceedings

Use of technology in conferencing

- 66 The Chair may (with the approval of the meeting) confer with Members and others by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Members held on the day and at the time the conference was held — even if the Members were not present together in one place at the time. This clause does not limit the discretion of the Members to regulate their meetings.
- 67 The provisions of this Constitution regulating the proceedings of the Members apply so far as they are capable to such conferences.

Business at the meeting

- 68 The ordinary business of an Annual General Meeting must include:
- 68.1 considering the annual financial reports, and
 - 68.2 considering the Board's report on activities since the last Annual General Meeting;
- 69 The ordinary business of an Annual General Meeting may include:
- 69.1 considering any Auditor's report;
 - 69.2 appointing the Auditors and fixing the Auditor's remuneration (if the WUIP is required to have an auditor); and
 - 69.3 electing and appointing Directors in the event of a vacancy.
- 70 All other business at an Annual General Meeting and General Council meetings and all business at an Extraordinary Meeting, is regarded as special business.
- 71 The ordinary business of a General Council Meeting shall include in order as follows:
- 71.1 General Business
 - 71.2 Consideration of any changes to the WUIP constitution;
 - 71.3 Electing and appointing Directors and the office bearers of the board of Directors, every 4 years as required by this Constitution;
 - 71.4 deciding the location and dates of the Congresses of the WUIP every 2 years as required by this Constitution.
 - 71.5 deciding the admission of new Members and removal of members from the Membership Roll;
 - 71.6 Other Business.

Quorum required

- 72 For any business to be transacted at any General Meeting — except the adjournment of the meeting — a quorum must be present. The quorum for a General Meeting is 50% of the Membership, present in person or by Representative, proxy or attorney.
- 73 To the extent permitted by law, the quorum required at a General Meeting to wind-up and dissolve the Company is made shall be three-quarters of the members present and entitled to vote, and requires a special resolution (three-quarters majority vote).

If no Quorum present

- 74 If a quorum is not present within half an hour after the time appointed for a General Meeting then:
- 74.1 if the meeting was convened on the requisition of Members, then it will be dissolved; or
 - 74.2 in any other case, the meeting will be adjourned to the same day in the next week at the same time and place (or at such other place as the Chair decides). If at that

adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, then the Members present are a valid quorum.

Chair of the meeting

- 75 The Chair or in the Chair's absence, the Deputy Chair is to preside as chair at every General Meeting.
- 76 If at any General Meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting (or if neither is willing to preside), then the Members present are to choose a Director to preside. If no Director is present (or if all Directors present decline to preside), then those persons present will choose a Member who is present to preside as Chair.

Adjourning (and resuming) a meeting

- 77 The Chair of a General Meeting:
- 77.1 may, with the consent of the Members present and entitled to vote at any meeting, and at which a quorum is present, adjourn a meeting; and
 - 77.2 must adjourn a meeting if the meeting directs them to do so.
- 78 If the Chair adjourns a General Meeting, then they may do so to another time or place (or both).
- 79 If a General Meeting is adjourned for one month or more, then the WUIP must arrange for a new notice of the adjourned meeting to be given.
- 80 After an adjourned meeting is resumed, the only business that may be transacted at the meeting is business that was unfinished before the adjournment.

Auditor attending etc. meeting

- 81 The Auditor is entitled:
- 81.1 to attend any General Meeting of the WUIP;
 - 81.2 to receive the same notices of, and other communications relating to, any General Meeting that a Member is entitled to receive; and
 - 81.3 to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity. The Auditor's right to be heard exists even if the Auditor retires at that meeting or if a resolution to remove the Auditor from office is passed at that meeting.

H General Meetings: voting

Show of hands vote

- 82 Every item of business submitted to a General Meeting is to be decided in the first instance by a show of hands of the Members, or their Representatives, who are personally present and entitled to vote. The Chair will not have a casting vote.

Evidence of resolution

83 It is conclusive evidence that a resolution has been passed (regardless of whether there is any proof of the number or proportion of the votes recorded in favour of or against the resolution) if:

83.1 the Chair declares that a resolution has been passed or lost (having regard to the majority required); and

83.2 an entry to that effect has been made in the WUIP's books and signed by the Chair of that, or the next meeting.

Poll vote

84 The Chair or any Member present (personally or by Representative, proxy or attorney) may demand a poll before, or on the declaration of the result of, a show of hands. Any person who has demanded a poll may withdraw their demand.

85 A poll demanded on any question of adjournment must be taken before any adjournment.

86 The poll is to be taken:

86.1 in the manner and at the time and place as the Chair of the meeting directs; and

86.2 either at once or after an interval or adjournment or otherwise.

87 The result of the poll is to be the resolution of the meeting at which the poll was demanded.

88 If there is a dispute as to the admission or rejection of a vote, then the Chair will finally determine that dispute.

89 At a poll, the Chair will not have a casting vote.

Continuing with other business before a Poll

90 After a poll has been demanded, the meeting may continue with any business other than the issue on which poll has been demanded.

I General Meetings: appointing a proxy

Eligibility to be proxy

91 Any Member may:

91.1 appoint a natural person who is a Member, or a Representative, as a proxy to vote on the Member's behalf; and

91.2 may direct the proxy to vote either for or against each or any resolution.

WUIP receiving notice of proxy

92 For an appointment of a proxy to be valid, the WUIP must receive the document appointing the proxy (and an original, or certified copy, of the power of attorney, if any, under which it is signed):

- 92.1 at least 48 hours before the time for holding the relevant meeting or adjourned meeting or poll; and
- 92.2 at one of:
- the Registered Office;
 - a fax number at the Registered Office; or
 - a place, fax number or electronic address specified for such purpose in the notice of meeting.

93 An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates — unless it states something to the contrary.

Form of proxy

- 94 An instrument appointing a proxy must be signed by the appointor, or his or her attorney, and must contain the following information:
- 94.1 the WUIP name;
- 94.2 the Member's name and address;
- 94.3 the Member's type of Membership;
- 94.4 the proxy's name or the name of the office held by the proxy; and
- 94.5 the meetings at which the appointment may be used.

Proxy's voting instructions

- 95 A document appointing a proxy may specify the way in which the proxy is to vote for a particular resolution. If it does so, then the proxy must vote on the resolution as specified.

Proxy's authority

- 96 A document appointing a proxy will be treated as giving the proxy:
- 96.1 authority to demand, or join in demanding, a poll; and
- 96.2 the power to act generally at the meeting for the person giving the proxy (except to the extent to which the proxy is specifically directed to vote for or against any proposal).

J General Meeting: appointing an Attorney

Member appointing an Attorney

- 97 Any Member may, by duly executed Power of Attorney, appoint an Attorney to act on the Member's behalf at all, or certain specified, meetings of the WUIP. If the Attorney wishes to appoint a proxy for the Member granting the power of attorney, then the Attorney must at the Registered Office (or any other place the Board determines) produce:
- 97.1 the Power of Attorney for inspection; and

97.2 any evidence the Board requires that it has been properly executed.

Directors appointing an Attorney of the WUIP

98 The Directors may, by Power of Attorney, appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the WUIP. The appointment:

98.1 may be for any purposes and with powers, authorities and discretions (not exceeding those vested in, or exercisable by, the Directors under this Constitution);

98.2 may authorise any attorney to sub-delegate all or any of the powers, authorities and discretions vested in them;

98.3 may be for periods and on conditions as the Directors think fit; and

98.4 may contain provisions for the protection and convenience of persons dealing with any attorney as the Directors think fit.

K General Meeting: voting by attorney or proxy

Validity of vote after death or revocation

99 If a person who has appointed a proxy or Attorney has either died or revoked the appointment but any notice in writing of the death or revocation has not been received at the Registered Office before the meeting, then a vote given in accordance within the terms of appointment will be valid.

Person who has appointed proxy or Attorney may attend meetings

100 A person who has appointed a proxy or Attorney may attend and take part in a meeting. Doing so does not revoke the appointment — unless the person votes on the resolution to which the appointment applies.

L Directors

Number and qualifications of Directors

101 The number of Directors comprising the Board will be at least 3 and no more than 20. They may be elected by the Members in accordance with this Constitution, or appointed under clause 104 or clause 113.

102 Each Director must be a financial Member or a Representative of a financial Member except that where the WUIP has less than 3 financial Members, additional directors need not be financial Members or Representatives of a financial Member.

Length of appointment

103 Each elected Director will hold office:

103.1 from the end of the Annual General Meeting at which they were elected;

103.2 Each elected Director will hold office until the end of the General Meeting

which is four years from the General Meeting at which they were elected.

Election of Directors

- 104 A person who is eligible for appointment under clause 101, may be appointed as a Director if all the Members sign a resolution to that effect. The appointment takes effect on the date the last Member signs.
- 105 In addition to clause 104, Directors may be elected in the following way:
- 105.1 Any Member Society may nominate a person who is eligible for appointment under clause 101 to serve as a Director.
- 105.2 The nomination of any candidate for election as a Director must be:
- 105.2.1 in writing and signed by the proposer and submitted in accordance with this Constitution;
- 105.2.2 lodged with the Secretary at least 16 weeks before the Annual General Meeting at which the election is to take place (or any other scheduled General Meeting);
- 105.2.3 made by a Member whose membership fees are paid to date; and
- 105.2.4 the proposer must declare the nominee is not subject to any matters which would justify the disqualification of the Director.
- 105.3 For a nomination to be valid, nominations must:
- 105.3.1 Be submitted via the members portal of the WUIP website or as otherwise directed by the Board from time to time.
- 105.3.2 Once the nomination has been submitted, the nominee must accept the nomination within 14 days or as otherwise directed by the Board from time to time.
- 105.3.3 The nomination will not be announced until such time as the nominee has accepted the appointment.
- 105.3.4 The name and details of the nominee will be published on the WUIP website within 7 days after receipt of the nominees' acceptance or by any other means as directed by the Board from time to time.
- 105.4 If the number of nominated candidates:
- 105.4.1 is no more than the number of vacancies, then the Chair of the Annual General Meeting will declare those candidates elected as Directors.
- 105.4.2 is more than the number of vacancies, then the WUIP Secretary will arrange for balloting lists to be prepared containing the names of the candidates in an order determined by lot. The Board may determine the method of the ballot. Each Member is entitled to vote for any number of candidates not exceeding the number of vacancies.
- 105.4.3 is not enough to meet the required minimum number of Directors, then the Board must appoint a Member or Representative as Director (as long as they consent) until there is at least the minimum number of Directors.

- 105.5 The Members shall nominate Office Bearers for the Board in the same manner as the nomination of Directors.

Officers on the Board

- 106 At the first meeting of the Board after the Annual General Meeting, the Directors will elect from among their number a Secretary and Board of Directors (one Director may fill more than one position). Each of them will hold office until the end of the next Annual General Meeting.
- 106.1 The Board of Directors of the company shall include an elected "Executive Committee (EC)" tasked with the day to day management of the organisation and other non-executive members required to meet the minimum jurisdictional registration requirements and legal compliance as required by law.
- 106.2 The Executive Committee of the Board shall be elected by vote of the Members at a General Meeting in accordance with this Constitution and shall have the following office bearers:
- President / Chairperson
- General Secretary / Deputy Chair
- Secretary
- Treasurer
- Vice-Presidents- The number of Vice Presidents to be determined at a General Meeting of the members from time to time.
- Chair of the Science Committee
- Chair of the Education Committee
- Chair of Congress and Events Committee
- The Immediate Past President/ President-elect
- 106.3 All Executive Committee positions shall be held on a gratuitous basis, but reasonable out of pocket expenses pre-approved by the Treasurer may be reimbursed in accordance with the WUIP Policy as may be in place from time to time.
- 106.4 If there is a casual vacancy, the Board of Directors may appoint a replacement office bearer. That replacement office bearer holds office until the end of the next General Meeting.
- 106.5 No person who has been elected to the office of President shall be eligible for election to the office bearer position of President. Service as President to fill a casual vacancy shall not be considered as holding the office of President for the purposes of this clause.
- 106.6 No person who has been elected to the office of President shall be eligible for election to any office bearer position on the Executive Committee. Service as President to fill a casual vacancy shall not be considered as holding the office of President for the purposes of this clause.

Role Description for Office Bearers

107 President / Chairperson.

The President is an ex-officio member of all WUIP Committees. The President is responsible for:

- 107.1 The overall governance of the WUIP;
- 107.2 Provision of leadership to the Board and all other WUIP Committees;
- 107.3 Supervision of the day-to-day activities of the administrative team;
- 107.4 Approval of expenditure in conjunction with the WUIP Treasurer;
- 107.5 Maintaining and updating the WUIP Policy Manuals in accordance with decisions at EC and/or general meetings.
- 107.6 Obtaining legal advice on behalf of the WUIP when required; and
- 107.7 Speak publicly on behalf of WUIP.

108 Past President / President Elect.

The duties of the Past President and the President Elect shall include:

- 108.1 To provide support to the President in day to day management of the organisation;
- 108.2 To complete specific tasks delegated by the President or the EC; and
- 108.3 To chair Select Committees or Working Groups of the WUIP as required from time to time.

109 General Secretary / Deputy Chair.

The duties of the General Secretary shall include:

- 109.1 To review membership applications and advise on membership eligibility of new applicants;
- 109.2 Maintenance of the WUIP membership database and regular reports to the EC of membership numbers;
- 109.3 Management of all WUIP official correspondence with member societies and external parties;
- 109.4 General administrative duties and any other tasks as directed by the President.

110 Treasurer

The duties of the Treasurer shall include:

- 110.1 Overall management of WUIP finances;
- 110.2 Ensuring timely receipt of all membership fees and other payments due;
- 110.3 Ensuring timely payment of expenses;
- 110.4 Providing quarterly Profit and Loss and Balance Sheet reports to the EC;

110.5 Providing an annual Profit and Loss and Balance Sheet report to the Annual Meeting;

110.6 Providing information to the Auditor as required by the Act.

111 Committee Chairpersons

The Chairs of the Scientific and Education Standing committees and Chair of Congresses and Events will function to ensure that the objectives of the Committees are achieved as outlined in the Policy Manual. The duties of Committee Chairpersons shall include:

111.1 To oversee the appointment process for committee members;

111.2 To organise and Chair the committee meetings;

111.3 To circulate the agenda for each committee meeting;

111.4 To appoint a Deputy Chair;

111.5 To delegate responsibilities to the Deputy Chair as appropriate;

111.6 To provide a quarterly report of Committee activities to the the Executive Committee; and

111.7 To provide an annual report of the Committee activities for inclusion in the Annual Report to be submitted to the General Council.

112 Vice Presidents

The Vice-Presidents represent the WUIP on a regional basis. The duties of the Vice-Presidents shall include:

112.1 To foster Member engagement with the WUIP by:

112.1.1 Ensuring all member societies are well informed of the activities of WUIP;

112.1.2 Encouraging active participation of member societies in WUIP activities;

112.1.3 Promoting the WUIP Congresses and Events within each region;

112.1.4 Fostering growth of the WUIP within each region; and

112.1.5 Enhancing intercontinental interaction by engaging with other Vice-Presidents and other Member Societies.

112.2 To promote and facilitate the WUIP membership of non-member phlebology societies within their Region;

112.3 To report to the Executive Committee on the activities of the Member Societies from the Region whom they have been elected to represent on a quarterly basis;

112.4 To chair Select Committees or Working Groups of the WUIP as requested by the President and required from time to time;

112.5 To support the President and carry out tasks that may be delegated to them by the President from time to time.

Casual vacancies

- 113 If there is a casual vacancy in the office of Director, then the Board may appoint a replacement Director. That replacement Director holds office until the end of the next Annual General Meeting.

Disqualification of Directors

- 114 The office of a Director will be vacated if the Director:
- 114.1 is a Member, or a Representative of a Member, and they become bankrupt or make any arrangement or composition with their creditors;
 - 114.2 is a Representative of a Member and that Member resigns or is expelled as a Member;
 - 114.3 is a Representative of a Member which is not a natural person, and a winding up order is made in respect of that Member;
 - 114.4 becomes of unsound mind;
 - 114.5 is absent for three consecutive Board Meetings without leave of the Board (unless the Board resolves to the contrary);
 - 114.6 resigns from their Directorship by giving written notice to the WUIP; or
 - 114.7 ceases to hold office by reason of any order made under the Act.
 - 114.8 is a Representative of a Member, and is expelled from membership of the Member they represent;
 - 114.9 is a Representative of a Member, and is removed as a Representative by that Member;
 - 114.10 is subject to professional disciplinary sanction;
 - 114.11 has been convicted of a felony offence;
 - 114.12 fails to comply with the WUIP's Code of Conduct, including but not limited to failure to disclose conflicts of interest as defined in the Code of Conduct;
 - 114.13 They hold themselves out to represent the WUIP without the express written consent of the Board, or they incur any debt or commit the WUIP to any obligation that has not been approved by the Board by Special Resolution or which exceeds any authority granted to the Director by the Board;
 - 114.14 Fail to attend all meetings of the Board, for the entire scheduled duration of the meeting, unless previously excused for a valid reason;
 - 114.15 Fail to carry out the duties and tasks including generation of written reports allocated to them according to their position, or those decided by the Board.

First Directors

- 115 The first Directors are the persons set out as Directors in the application to register the WUIP lodged under section 117 of the Act. The first Directors will hold office until the end of the first Annual General Meeting, at which point they will cease being directors but will be eligible for re-election.

M Powers of the Board

The Board controls and directs the WUIP

- 116 The control and direction of the WUIP and the management of its property and affairs are vested in the Board.
- 117 The Board may exercise all powers of the WUIP that are not required to be exercised or done by the WUIP in General Meeting.

Borrowing

- 118 The Board may raise money in any manner it thinks fit including by borrowing money (whether on the security of the WUIP's assets or not) and the issuing of a security for any other purpose — so long as this is done to further the WUIP's objects set out in clause 2.

Investment

- 119 The Board may invest the WUIP's money in any manner, and for any period, it thinks fit.

Negotiable instruments

- 120 Two Directors, or one Director and some other officer authorised by the Board for the purpose, may sign, draw, accept, endorse or otherwise execute (as the case may be) the following documents for and on behalf of the WUIP: all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the WUIP.

N Proceedings of the Board

General

- 121 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 122 The Board must meet at least 4 times a year.

Use of technology in Board conferencing

- 123 The Board may, if it thinks fit, confer by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Board held on the day and at the time the conference was held — even if the Directors were not present together in one place at the time. This clause does not limit the discretion of the Board to regulate its meetings.
- 124 The provisions of this Constitution regulating the proceedings of the Board apply so far as they are capable to such conferences.

Notice of meeting

- 125 At any time, the Board may convene a Board meeting by notice served on each Director.

The Secretary is to arrange that notice at the request of the Chair or Deputy Chair.

126 The proceedings of a Board meeting are valid even if:

126.1 the WUIP accidentally omitted to give notice of a meeting to any Director; or

126.2 any Director did not receive notice of the meeting.

Quorum

127 A quorum for Board meetings is (unless the Board determines otherwise) if the number of Directors:

127.1 is an even number, half of the Board plus one other director; or

127.2 is an odd number, the odd number nearest to, and greater than, half of the number of Directors.

Chair

128 The Chair, or in the Chair's absence the Deputy Chair, is to chair every Board meeting.

129 If at a Board meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding that meeting (or if neither is willing to chair), then the Directors present will choose one of their number to chair the meeting.

Voting

130 Questions arising at any meeting will be decided by a majority of votes. Each Director present is entitled to one vote. The President / Chair of the meeting has a casting vote.

131 However, the Board may suspend a Director's entitlement to vote if the Director (or the Member for whom the Director is a Representative) owes the WUIP any amount that is more than 3 months overdue (or such other period as the Board determines).

Delegation by the Board

132 Subject to clause 133, the Board may, as it thinks fit, delegate any of its powers to individual Directors or Members or to committees. A committee may consist of the Directors or Members (or both) that the Board thinks fit. Any individual or committee must comply with any Board direction about how to execute the delegated powers.

133 The Board may not delegate its power to delegate.

134 The meetings and proceedings of any committee will be governed by the provisions of this Constitution that regulate the meetings and proceedings of the Board so far as they apply and so far as the Board has not replaced them.

Defects in appointment

135 An act done in good faith by any meeting of the Board, any meeting of any committee formed by the Board or by any person acting as a Director will not be invalidated merely

because of:

- 135.1 any defect in the election, appointment or tenure of a Director or person acting on any such committee; or
- 135.2 the disqualification of any of them.

O Board minutes and circulated resolutions

Making Board resolutions

- 136 The Board may make resolutions either:
 - 136.1 in a meeting, of which minutes must be kept as set out in clause 137; or
 - 136.2 by circulated resolution which must be made and kept as set out in clause 138.

Minutes to be kept

- 137 The Board must arrange for:
 - 137.1 proper minutes to be made of the proceedings and resolutions of all meetings of the WUIP, the Board and committees formed by the Board;
 - 137.2 the minutes to be entered in books kept for that purpose; and
 - 137.3 the minutes to be signed by the Chair of the meeting or by the Chair of the next meeting.

Circulated Resolution General

- 138 If all the Directors have signed a document containing a statement that they are in favour of a resolution set out in the document, then that resolution is to be treated as having been passed as a Circulated Resolution at a meeting of the Board held at the time and date on which the resolution was last signed by a Director. (However, the reference to “all the Directors” in this clause does not include any Director who is not entitled to vote on the Resolution.)
- 139 Any Circulated Resolution may consist of several documents in identical terms, each signed by one or more Directors and must be entered in the relevant book of minutes of the WUIP.

Evidence of proceedings and resolutions

- 140 A minute or Circulated Resolution that is recorded and signed in accordance with clause 137 or 138 to 139 (as the case may be) is evidence of the proceeding or resolution to which it relates (unless the contrary is proved).

Standing Committees

- 141 Standing committees of the WUIP are permanent sub-committees of the Executive Committee to address the specific aims and objectives of the WUIP to promote the specialty by advancing education, training and science. The Board shall to the extent permitted by law shall ensure the WUIP has the following Standing committees: The Science Committee, The

Education Committee and The Congresses and Events Committee.

Select Committees

- 142 The Board shall to the extent permitted by law shall ensure the WUIP has the following select committees: The Constitutional Reform Committee, The Communications and Public Relations Committee, and The Conflict Resolution Committee. Select Committees may be proposed by the President from time to time to address specific administrative needs of the WUIP.

Working Groups

- 143 The Board shall to the extent permitted by law from time-to-time form Working Groups to fulfil specific roles and duties. Working Groups may be proposed by the President from time to time to implement proposals of the EC and assist with the implementation of the objectives and projects of the standing and select committees.

P Accounts

Accounts to be kept

- 144 The Board must arrange for the WUIP to keep proper books of account that:
- 144.1 record true and complete accounts of the affairs and transactions of the WUIP; and
 - 144.2 give a true and fair view of the state of the WUIP's affairs and explain its transactions.

Location and inspection of accounts

- 145 The Board must arrange for the books of account:
- 145.1 to be kept at the Registered Office, or in a place or places it thinks fit; and
 - 145.2 to be open to the inspection of the Directors during usual business hours.

Auditor

- 146 The WUIP will comply with the Act in relation to the appointment, removal and resignation of an Auditor.

Q Indemnity

Definition of Liability and Officer

- 147 In clauses 148 to 151:
- 147.1 **Liability** means costs, losses, liabilities and expenses.
 - 147.2 **Officer** means a Director, secretary or other officer of the WUIP and includes a former Officer, but does not include an auditor or agent of the WUIP.

Indemnity of Officers

- 148 The WUIP must indemnify every Officer out of the assets of the WUIP against any Liability incurred by that Officer in their capacity as an Officer by reason of any act or thing done or omitted to be done by that person:
- 148.1 in that capacity; or
 - 148.2 in any way in the discharge of that person's duties; or
 - 148.3 by reason of or relating to the person's status as an Officer.
- 149 However, the indemnity in clause 148 does not extend to any Liability from, or against, which the WUIP is not permitted by the Corporations Act to exempt or indemnify the Officer.

Indemnity for Proceedings

- 150 Without limiting clause 148, the WUIP must indemnify every Officer out of the assets of the WUIP against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer.
- 151 However, the indemnity in clause 150 does not extend to any Liability from, or against, which the WUIP is not permitted by the Corporations Act to exempt or indemnify the Officer.

R Notices

- 152 The WUIP may serve notice on any Member in the ways shown in the left hand column of the table below. A notice will be taken to be served at the time shown in the right-hand column of that table on the relevant row. Any notice to be served on a Representative is served by serving it on the relevant Member.

Way of serving notice	Timing of notice taken to be
Personally	When served
By sending it through the ordinary post to the Member's Registered Address	3 days after the day it is posted. In proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.
By leaving it at their Registered Address in an envelope addressed to the Member.	Business Day: The same day it is left at the Registered Address. Non-Business Day: the Business Day after it is left at the Registered Address.
By sending it to the fax number or electronic address (if any) nominated by the Member.	On the Business Day after it is sent.

- 153 A certificate in writing signed by the Secretary or any officer of the WUIP that the envelope containing the notice was properly stamped, addressed and posted or delivered will be conclusive evidence of the service of such notice.

S Distribution of property on winding-up

- 154 If on the winding-up or dissolution of the WUIP after all its debts and liabilities have been satisfied there remains any property, then that property must not be paid to or distributed among the Members.
- 155 Instead, this property must be given or transferred to some other institution or institutions that have:
- 155.1 objects similar to the objects of the WUIP (if there is one); and
 - 155.2 a Constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the WUIP under clause 9 of this Constitution.
- 156 Choosing which institution or institutions the WUIP will transfer this property to must be done by:
- 156.1 a special resolution of the Members at or before the time of the WUIP's dissolution; or
 - 156.2 if no such special resolution is passed, then by a Judge or Registrar of the Supreme Court or such other court of competent jurisdiction.

T Replaceable Rules displaced

- 157 Each of the provisions of the Act that would, but for this clause, apply to the WUIP as a replaceable rule is expressly displaced and does not apply to the WUIP.

U Definitions and Interpretation

- 158 In this Constitution, unless the context requires otherwise:
- 158.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;
 - 158.2 a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;
 - 158.3 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
 - 158.4 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;
 - 158.5 a word or phrase that is defined has the corresponding meaning in its other grammatical forms
 - 158.6 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;
 - 158.7 the singular includes the plural and vice versa;

158.8 a gender includes all other genders; and

158.9 headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.

Schedule 1

Names and usual residential addresses of initial directors

Name of director	Usual residential address of director
[Director name]	[Director address]

Guarantee

The Members of the WUIP have each guaranteed the following amount on its establishment \$10.

Schedule 2

Statement by persons who have consented to be members of the WUIP

I consent to become a member of the WUIP. I agree to the form of this Constitution of the WUIP.

Name of member	Usual residential address
[Member name]	[Member address]

Schedule 3

Definitions

In this Constitution:

Act means the Corporations Act 2001 (Commonwealth).

Annual General Meeting means the annual general meeting of Members.

Applicant means a person who lodges an Application under this Constitution.

Application means an application for Membership.

Auditor means the auditor or auditors of the Company, if the Company is required to have one. If the Company is not required to have an auditor, but has one, then it includes any such auditor.

Board means the board of directors of the WUIP which includes the Executive Committee and Company Secretary/s.

Business Day means Monday to Friday excluding public holidays in the jurisdiction the Company is registered in.

Chair means the Director who is elected to this office in accordance with this Constitution and is used interchangeably with 'President'.

Company means World Union of International Phlebology LTD (generally referred to in this document as the WUIP).

Conflict Resolution Committee means the WUIP Conflict Resolution Committee (CRC) is a sub-committee of the WUIP EC tasked with the assessment and management of concerns, complaints and disputes.

Congress means scientific and educational meetings of at least one day duration in any format including in person, hybrid or online, not including purely educational webinars.

Congresses and Events Committee means the WUIP Congresses and Events Committee is a Select Committee of the WUIP EC tasked with the overall supervision and management of all WUIP Congresses and Events.

Core - Professional Congress Organiser means a third party contractor delegated the task of organisation and management of all WUIP Congresses and Events on behalf of the WUIP.

Constitution means this Constitution, as amended.

Country: The WUIP recognises the country borders as per the legislation of the nation hosting the same WUIP registration. The principle is above the personal and formal geopolitical vision of the WUIP and its officers and it simply represents the need to abide by the registration nation laws, otherwise potentially exposing the same WUIP to liability and detriment.

Directors means the members individually or collectively of the Board and is used interchangeably with 'Executive Committee Members'.

Executive Committee means the office bearers elected to manage the day to day affairs of the WUIP.

Extraordinary Meeting means a General Meeting of Members other than an Annual General Meeting or General Council Meeting.

General Council Meeting means a type of general meeting as described by this Constitution.

General Meeting means an Annual General Meeting or General Council Meeting or an Extraordinary Meeting of the Members of the WUIP.

General Secretary means the Director who is elected to this office in accordance with this Constitution.

Industry means for-profit companies or organisations that provide clinical services, produce drugs or medical devices.

Lymphology means specialty of medicine dealing with diagnosis and management of lymphatic disorders

Member means a society or individual admitted to Membership in accordance with this Constitution.

Membership means membership of the WUIP.

Members Society means a Society admitted to Membership of the WUIP in accordance with this Constitution.

Not-for-profit means a type of registered organisation which is not permitted to generate a profit.

Ordinary Resolution (simple majority) means a resolution passed at a meeting which is properly convened and satisfies the minimum quorum requirements and at least 50% of the votes cast must be in favour of the resolution.

Phlebology means the multidisciplinary specialty of medicine dealing with all aspects of diagnosis and management of venous disorders and in broad terms encompasses the affiliated sub-specialties of lymphology and vascular anomalies.

Political means the speech or conduct of a government or governments regarding the activities of the governments or people who try to influence the achieving and use of power in a country or society or between nations based on geography and borders.

Quorum means the minimum number of members that need to be present at a meeting for that meeting to proceed as may be specified by this Constitution.

Register means the register of Members kept in accordance with the Act.

Registered Address means the address of a Member shown in the Register.

Registered Office means the registered office of the Company.

Region means geographical regions for the purpose of representation of WUIP Vice Presidents including: *Europe* (Two Regions), *North America* (USA, Canada and Mexico; One Region), *South America*, *Central America* and the *Caribbean* (Two Regions), *Asia*, *Africa* and *Oceania* (One Region).

Related Body Corporate is defined in the Corporations Act and means a body corporate which is a holding company of another body corporate; or a subsidiary of another body corporate; or a subsidiary of a holding company of another body corporate;

Relative Majority a vote of relative majority requires a meeting quorum and the highest number of votes present cast in favour of the motion.

Representative means a person as described in this Constitution.

Special Resolution means a resolution which is passed at a meeting which is properly convened and satisfies the minimum quorum requirements and at least 75% of the votes cast must be in favour of the resolution.

Treasurer means the Director who is elected to this office in accordance with this Constitution.

Schedule 4

A. Types of Membership

Type	Definition	Registration Requirement	Voting Rights
Member Society TYPE A	Societies with a membership base from <u>one country</u> or a group of countries in which no other member society of the WUIP exists.	Must be a registered incorporated body which is able to hold shares	2 votes
Member Society TYPE B1	Societies with a membership base from a <u>group of countries</u> in which other member society(ies) of the WUIP exist.	Must be a registered incorporated body which is able to hold shares	1 vote
Member Society TYPE B2	Societies with a membership base from <u>one country</u> in which other member society(ies) of the WUIP exist, where the society was first admitted in time with the WUIP and whose membership has not been lapsed, suspended, resigned or terminated for any period.	Must be a registered incorporated body which is able to hold shares	1 vote
Member Society TYPE C	Societies with a membership base from <u>one country</u> in which other member society(ies) of the WUIP exist, and which was not admitted first in time with the WUIP.	Must be a registered incorporated body which is able to hold shares	1 shared vote
Associate Societies TYPE D	Societies that have not met the membership prerequisites.	Board may set a fee for Associate Societies.	May attend the Annual General Meeting but will have no voting rights.
Executive Members	These are the Executive Committee Members/Board of Directors. These persons may only hold membership for the term of their appointment on the Board.	Election to an executive position	Each Executive Committee member has one vote subject to clause 37.

A. Tiers of Membership

<i>Tier 1</i>	<i>Standard</i>	<i>Annual fees will be determined by the Executive Committee. The annual fee will be noted in the WUIP Policy Manual from time to time.</i>
<i>Tier 2</i>	<i>Developing Nations*</i>	<i>Societies from the developing world. Annual fees will be reviewed by the Executive Committee from time to time but must remain no more than 50% of the standard fee.</i>
<i>Tier 3</i>	<i>Countries in Crisis**</i>	<i>Societies from countries in major crises (e.g. war) or in difficult socio-economic circumstances. Annual fees for such member societies will be waived while their circumstances remain the same.</i>
<i>*Tier 2 category classification is determined by consideration of published GDP (Gross Domestic Product), per capita GDP, Human Development index and similar metrics.</i> <i>** Tier 3 category classification is to be based upon external data and reports from the United Nations, United Nations Security Council, the International Monetary Fund and the World Bank.</i> <i>To be determined by the Treasurer and adopted by the WUIP Executive Committee based upon the published data and reports.</i>		

Schedule 5

[WUIP Policy Manual](#)

Execution

Date:

Signature of member:

Sergio Gianiesini

Signature of witness:

Name of witness:
