BY-LAWS

Definition

- Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Company.
- A reference to the Constitution of the Company is a reference to the Constitution as it may be varied, amended or substituted from time to time.
- These By-laws are in addition to and supplement those provisions contained in the Constitution and should be read together wherever possible.
- In the event of any inconsistency between any provision contained in these By-laws and any Constitution of the Company, the Constitution will prevail to the extent of such inconsistency.

1. Membership

1.1 Membership of the Company is offered in two classes:
   - Voting members, and
   - Non-voting members.

1.2 Voting members comprise Ordinary Members and Life Members and any other category of membership with voting rights as determined by the Board from time to time.

1.3 Non-voting members comprise Honorary Members, Corporate Members, Associate Members, Student Members and any other category of membership without voting rights as determined by the Board from time to time.

1.4 Criteria for membership:

1.4.1 Ordinary Members shall be:
   - Health professionals or academics engaged in or interested in the care and prevention or treatment of people with kidney and/or associated diseases
   - Nationally registered or appropriately recognised by the relevant professional association
   - Supportive of the objects of the Company.

1.4.2 Life Members shall be:
   - Awarded Life Membership by the Board in recognition of special services rendered to the Company or for outstanding development in the field of renal care
   - Previously held Voting membership of the Company as an Ordinary Member
   - Supportive of the objects of the Company.

1.4.3 Honorary Members shall be:
   - Awarded Honorary Membership by the Board in recognition of special services rendered to the Company or for outstanding development in the field of renal care
   - Not previously held membership of the Company
   - Supportive of the objects of the Company.

1.4.4 Corporate Members shall be:
   - A corporation or institution concerned with or interested in the renal field or associated areas
   - Supportive of the objects of the Company.
1.4.5 Student Members shall be:
- Individuals studying towards an undergraduate qualification specialising in renal healthcare
- Supportive of the objects of the Company.

2. Appointment of Honorary Members

Any voting member of the RSA may nominate a person to be considered for Honorary Membership. Nominations must be in writing, seconded by another voting member and include the reasons why the person is suitable.

The RSA Board may request additional information from the nominators or nominee to assist their deliberation. They will review each nomination with respect to the following criteria:

- Demonstrated support of the RSA’s vision
- Demonstrated commitment over a period of at least 10 years to the RSA or the field of renal care
- Significant contribution to the development of the RSA and/or advancing the care of people with kidney disease
- Personal conduct that reflects the values of the RSA
- Appreciative acceptance of honorary membership.

The RSA Board's decision is final. A maximum of one Honorary Membership will be conferred annually, with the announcement of new Honorary Members to be made at the Annual General Meeting. Honorary Members are not voting members, but will receive all member benefits. They may resign their membership at any time.

3. Procedure for election of directors

3.1 Nominations for Directors to serve on the Board of the Company shall be proposed and seconded by financial Voting members on the prescribed form and must include the written agreement of the nominee. Nomination forms will be made available twelve (12) weeks prior to the Annual General Meeting, and will close eight (8) weeks prior to the Annual General Meeting.

3.2 Should the number of nominations received exceed the number of vacancies to be filled an election will be required under Clause 32.2 of the Constitution. The process for an election is:

3.2.1 Voting via an online voting system shall commence six (6) weeks prior to the Annual General Meeting ensuring access to voting members for one vote only.

3.2.2 The Company Secretary will act as the Returning Officer.

3.2.3 Each nominee is required to provide an Election Statement of up to 250 words to support their nomination. The statement must be ethical and able to be substantiated, and shall be approved by the Returning Officer.

3.2.4 All Election Statements, once approved by the Returning Officer, together with a Ballot Paper listing nominees in alphabetical order will be posted on the Company's website prior to the commencement of online voting.
3.2.5 To be recognised, a vote must be completed in accordance with instructions.

3.2.6 If any number of nominees receive an equal number of votes, the President shall have a second or casting vote to elect the nominee.

3.2.7 Online voting will conclude three (3) weeks prior to the Annual General Meeting.

3.2.8 Immediately after the conclusion of the ballot the Returning Officer shall notify the nominees of the ballot results. Results shall be given to the chairperson of the Annual General Meeting for presentation to members and to enable the declaration of the nominees with the highest number of valid votes as directors.

3.2.9 All records pertaining to elections shall be retained by the RSA Office for a period of not less than six (6) months.