



# **Constitution**

Of

**THE AUDIOMETRY NURSES ASSOCIATION OF  
AUSTRALIA INCORPORATED  
(ANAA INC.)**

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APPENDIX 1 - NOMINATION FORM FOR MEMBERSHIP (DOWNLOAD FROM ANAA Inc WEBSITE)  
APPENDIX 2 - FORM OF APPOINTMENT OF PROXY (DOWNLOAD FROM ANAA Inc WEBSITE)

## Part 1 PRELIMINARY

### Objects and Definitions

#### Objects

##### THE AUDIOMETRY NURSES ASSOCIATION OF AUSTRALIA INCORPORATED

1. To represent the professional interest of Audiometry Nurses
2. To promote the concept of Audiometry Nursing
3. To provide a forum for professional support
4. To provide continuing education to facilitate professional development
5. To set and monitor minimum standards of professional practice and conduct and act in an advisory capacity on matters relating to Audiometry Nursing
6. To be available to advise and consult with various Health Departments and other bodies on matters relating to Audiometry Nursing
7. To encourage the development of research within the area of Audiometry Nursing
8. To provide communication to members through a quarterly newsletter

#### Definitions

##### THE AUDIOMETRY NURSES ASSOCIATION OF AUSTRALIA INCORPORATED

#### Definitions

In this constitution, except insofar as the context of subject matter indicates or requires:

**Association** means the Audiometry Nurses Association of Australia Incorporated

**Director General** means the Director General of the Department of Services, Technology and Administration

**Ordinary Member** means a member of the committee who is not an office-bearer of the association

**Secretary** means the person holding office under these rules as secretary of the association

**Special general meeting** means a general meeting of the association other than an annual general meeting

**The Act** means the *Associations Incorporation Act 2009*

**The regulation** means the *Associations Incorporation Regulation 2010*

## PART 2 MEMBERSHIP

### 2 Membership

- (a) A person is eligible to be a member of the association if, and only if the person is a natural person and
  - (i) has been nominated for membership of the association as provided by clause 3, and
  - (ii) has been approved for membership of the association by the committee of the Association.
- (b) **Full members** shall be Audiometry Nurses who have completed a recognised course in Audiometry Nursing from a recognised educational facility and who are providing a secondary level service.
- (c) **Associate members** are those persons not meeting the criteria for full membership. Associate members shall not have voting rights and associate members shall hereinafter be referred to as "Associates". Associate membership will include:
  - (i) professional access
  - (ii) quarterly newsletter
  - (iii) reduced membership fee
- (d) **Life members** have the same rights as full members however the annual membership fees will be waived. Life membership may be granted by the committee after considering the following criteria:
  - (i) person nominating must be an Audiometry Nurse and a financial full member.
  - (ii) person nominated be recognised for outstanding achievements and service in Audiometry Nursing practice, advocacy for Audiometry Nurses, facilitation of educational advancements for Audiometry Nurses and has demonstrated skill in the promotion of hearing health care.
  - (iii) nominations to be received by the 31<sup>st</sup> July each year.

### 3 Nomination For Membership

- (a) A nomination of a person for membership of the association
  - (i) shall be made by a member of the association in writing in the form set out in Appendix I to this constitution, and
  - (ii) shall be lodged with the membership secretary of the association
- (b) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (c) Where the committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under the constitution by a member as entrance fee and annual subscription.

- (d) The secretary shall, on payment by the nominee of the amounts referred to in sub clause (c) within the period referred to in that clause enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.

#### **4 Cessation Of Membership**

A person ceases to be a member of the association if the person:

- (a) dies
- (b) resigns that membership
- (c) is expelled from the association
- (d) remains unfinancial for 6 months

#### **5 Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the persons membership.

#### **6 Resignation Of Membership**

- (a) A member of the association is not entitled to resign that membership except in accordance with sub clause (b) and (c).
- (b) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than one month not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (c) Where a member of the association ceases to be a member pursuant to sub clause (b), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7 Register Of Members**

- (a) The membership secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association.
- (b) The register of members must be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

## **8 Fees and Subscriptions**

- (a) The committee may determine from time to time the fee (if any) to be paid for admission for membership.
- (b) In addition to any amount payable by the member under sub-clause (a) a member of the association shall pay to the association an annual membership fee which shall be determined by the committee from time to time.
- (c) New members being admitted during the second half of the financial year of the association shall pay one half of the annual fee for that year.
- (d) Any member whose membership is more than three months in arrears shall not be entitled to take any part in the affairs of the association until payment is made. Failure to pay the annual membership fee before a period of six months after the date that it is due will result in the member being removed from the register and that person will no longer be a member unless renominated and accepted by the Association pursuant to clause 3.

## **9 Members' Liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

## **10 Resolution of Internal Disputes**

- (a) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11 Disciplining Of Members**

- (a) Where a complaint is made to the committee by any member that a member of the association:
  - (i) has persistently refused or neglected to comply with a provision or provisions of the constitution, or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the association the committee may, by resolution –
  - (iii) expel the member from the association; or
  - (iv) suspend the member from membership of the association
- (b) A resolution of the committee under sub clause (a) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub clause (c) confirms the resolution in accordance with this rule.

- (c) Where the committee passes a resolution under sub clause (a), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member –
  - (i) setting out the resolution of the committee and the grounds on which it is based;
  - (ii) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (iii) stating the place, date and time of the meeting, and
  - (iv) informing the member that the member may do either or both of the following –
    - attend and speak at the meeting;
    - submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (d) At a meeting held as referred to in sub clause (c ) the committee shall
  - (i) give to the member an opportunity to make oral representations
  - (ii) give due consideration to any written representations submitted to the committee by the member prior to the meeting; and
  - (iii) by resolution determine whether to confirm or to revoke the resolution.
- (e) Where the committee confirms a resolution under sub clause (d), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 12.
- (f) A resolution confirmed by the committee under sub clause (d) does not take effect –
  - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or
  - (ii) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to clause 11(d)

## **12 Right Of Appeal Of Disciplined Member**

- (a) A member may appeal to the association in general meeting a resolution of the committee which is confirmed under clause 11 (a), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) Upon receipt of a notice from a member under sub clause (a), the secretary must notify the committee which is to convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (c) At a general meeting of the association convened under clause
  - (i) no business other than the question of the appeal is to be transacted
  - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (d) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 3 THE COMMITTEE**

### **13 Powers Of The Committee**

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting:

- (i) is to control and manage the affairs of the association, and
- (ii) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (iii) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **14 Constitution And Membership**

- (a) The committee is to consist of the office bearers of the association and 3 ordinary members, each of whom shall be elected at the annual general meeting of the association pursuant to clause 15.
- (b) The office bearers of the association shall be -
  - (i) the president
  - (ii) the vice president
  - (iii) the treasurer
  - (iv) the secretary
- (c) Until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election. These members may only hold a committee position for a period of 4 years continuously but may be re-elected to another position.
- (d) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to the constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (e) That the disciplines represented on the executive committee where possible, proportionally reflect the disciplines represented in the membership.



## **15 Election Of Members**

- (a) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
  - (i) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), (form of appointment of proxy – Appendix 2) and
  - (ii) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates shall be deemed to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are deemed to be casual vacancies
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (g) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

## **16 Secretary**

- (a) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (b) It is the duty of the secretary to keep minutes of:
  - (i) all appointments of office-bearers and members of the committee,
  - (ii) the names of members of the committee present at a committee meeting or a general meeting, and
  - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) all money due to the association is collected and received and that all payments authorised by the association are made, and

- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.
- (c)
  - (i) that Auditors review books and accounts each year.
  - (ii) that the Auditor is to be a registered Company Auditor.

## **18 Casual Vacancies**

For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) 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, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **19 Removal Of Member**

- (a) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) Where a member of the committee to whom a proposed resolution referred to in sub clause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20 Meetings And Quorum**

- (a) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.

- (c) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under sub clause (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a meeting of the committee:
  - (i) the president or, in the president's absence, the vice-president is to preside, or
  - (ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

## **21 Delegation By Committee To Sub-Committee**

- (a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this clause, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

- (g) A sub-committee may meet and adjourn, as it thinks proper.

## **22 Voting And Decisions**

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote
- (c) Subject to clause 20 (e), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **PART 4 GENERAL MEETING**

### **23 Annual General Meetings – Holding Of**

- (a) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (b) The association must hold its first annual general meeting
  - (i) within the period of 18 months after its incorporation under the Act, and
  - (ii) within the period of 2 months after the expiration of the first financial year of the association.
- (c) Sub clauses (a) and (b) have effect subject to any extension or permission granted by the Director-General under section 26(c) of the Act.

### **24 Annual General Meetings – Calling Of and Business at**

- (a) The annual general meeting of the association shall, subject to the Act and to clause 23, be convened on such date and at such place and time as the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
  - (ii) to receive from the committee reports on the activities of the association during the last preceding financial year
  - (iii) to elect office-bearers of the association and ordinary committee members

- (iv) to receive and consider any financial statement which is required to be submitted to members the under Act.
- (c) An annual general meeting must be specified as such in the notice convening it.

## **25 Special General Meetings – Calling Of**

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (b) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (c) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting, and
  - (ii) must be signed by the members making the requisition, and
  - (iii) must be lodged with the secretary, and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in sub clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

## **26 Notice**

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be given to each member appearing in the register of members in the manner provided in Clause 43, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member in the manner provided in Clause 43 specifying, in addition to the matter required under sub clause (a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 24(b).
- (c) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27 Procedure**

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) Five members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members, is to be dissolved, and in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) is to constitute a quorum.

## **28 Presiding Member**

- (a) The president or, in the president's absence, the vice-president, is to preside at each general meeting of the association.
- (b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29 Adjournment**

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in sub clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30 Making Of Decisions**

- (a) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

- (v) Where a poll is demanded at a general meeting, the poll must be taken;
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **31 Special Resolution**

A resolution of the association is a special resolution:

- (a) If it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution, or
- (b) Where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in sub clause (a) if the resolution is passed in a manner specified by the Director-General.

### **32 Voting**

- (a) Only full members of the association may vote at a general meeting. Associate members may attend as observers only. Observers may only speak with the permission of the meeting. On any question arising at a general meeting of the association a full or life member has one vote only.
- (b) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (e) Postal ballots are not to be used for voting on any resolution.

### **32 Appointment Of Proxies**

- (a) Each full or life member must be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy must be in the form set out in Appendix 2 to this constitution.

## **PART 5 MISCELLANEOUS**

### **34 Insurance**

The association may effect and maintain insurance, taking into account the requirements of any regulatory bodies, including the Australian College of Nursing.

### **35 Funds – Source**

- (a) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (b) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **36 Funds – Management**

- (a) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### **37 Alteration Of Objects And Constitution**

- (a) The association name, statement of objects and constitution may be altered, rescinded or added to only by a special resolution of the association.
- (b) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **38 Common Seal**

- (a) The common seal of the association must be kept in the custody of the public officer.
- (b) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

### **39 Custody Of Books**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.



#### **40 Public Officer**

- (a) The committee must ensure that a person is appointed as public officer. The public officer may be an office bearer, committee member or any other person regarded as suitable for the position by the committee.
- (b) The first public officer must be a person who has completed the application for incorporation of the association.
- (c) The committee may at any time remove the public officer and appoint a new public officer provided the person appointed is 18 years of age or older and a resident of N.S.W.
- (d) The public officer must be deemed to have vacated their position in the following circumstances:
  - (i) death
  - (ii) resignation
  - (iii) removal by the committee or at a general meeting
  - (iii) bankruptcy or financial insolvency
  - (v) mental illness
  - (vi) resides outside N.S.W.
- (e) When a vacancy occurs in the position of public officer the committee shall within the prescribed time notify the Corporate Affairs Commission on the prescribed proforma and appoint a new public officer.
- (f) The public officer is required to notify the Corporate Affairs Commission on the prescribed form within the prescribed times, and for the prescribed events, including their appointment, change of residential address, a change in the association's constitution, a change in the membership of the committee, a change of the association's financial affairs, a change in the association's name.

#### **41 Inspection Of Books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

#### **42 Financial Year**

The financial year of the association is:

- (a) The period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) Each period of 12 months after the expiration of the previous financial year of the association, commencing on the 1 July and ending on the following 30 June.

#### **43 Service Of Notices**

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally, or
  - (ii) by sending it by pre-paid post to the address of the person, or
  - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **44 Income and Assets of the Organization**

The assets and income of the organization shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the organization except in a bona fide remuneration for services rendered or expenses incurred on behalf of the organization.

#### **45 Dissolution of the Organization**

In the event of the organization being dissolved, the amount which remains after the dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the organization in accordance with its powers to any organization which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

#### **Appendix 1 (Clause 3)**

##### **NOMINATION FOR MEMBERSHIP**

Contact the ANAA Inc treasurer for the current registration form or download from the ANAA Inc website

#### **Appendix 2 (Clause 33)**

**FORM OF APPOINTMENT OF PROXY WILL BE ATTACHED TO THE AGM PROCEEDINGS AT THE ANNUAL CONFERENCE OR DOWNLOAD FROM THE ANAA INC. WEBSITE.**