



# **AUSTRALASIAN REHABILITATION NURSES' ASSOCIATION (ARNA)**

## **CONSTITUTION**

Under The Associations Incorporation Act 2009 (NSW)

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# ***Rules of Australasian Rehabilitation Nurses' Association***

## **Part 1 – Preliminary**

### **1. Definitions**

(1.1) In this constitution:

**Act** means the *Associations Incorporations Act 2009 (NSW)*.

**Associate Member** means a person with an interest in rehabilitation nursing who is not a Registered Nurse or Enrolled Nurse and is a member of the Association.

**Association** means the Australasian Rehabilitation Nurses' Association (ARNA).

**Chapter** means a geographic grouping of Members chartered by the National Committee to facilitate continuing professional development (CPD) and to facilitate member participation.

**Corporate Member** means any hospital, company, business, library or other corporation with an interest in rehabilitation nursing and is a member of the Association.

**Director-General** means:

- a) The Commissioner for Fair Trading, Department of Finance and Services (New South Wales) or
- b) If there is no such position in the Department the Director General of the Department.

**Ex-officio** means the Immediate Past President or a person who is a member of the National Committee by virtue of their appointment.

**General Meeting** means the Annual General Meeting, a Special General Meeting or a meeting called under Part 4.

**Governance** means the framework of rules and practices by which the Association's National and Chapter Committees ensure accountability, fairness, and transparency in its relationships with its stakeholders (members, other relevant professional bodies, government and the community).

**Life Member** is a recognition awarded by the National Committee in recognition of meritorious contribution and/or eminence in the field of rehabilitation nursing.

**Member/s** means a member of the Association as defined under Part 2 Rule 1.

**Membership Year** means the period commencing on the 1st of January and concluding on the 31 of December in each year.

**National Committee** means the management body comprised of the Officers, Immediate Past President, Chapter Presidents or their delegates Ordinary Committee Members and the Editor in Chief JARNA.

**Ordinary Member** means a member of the Association primarily engaged in or with an interest in Rehabilitation Nursing who is a Registered or Enrolled Nurse.

**Ordinary Committee Member** means a member of the National Committee who is not an Officer of the Association, a Chapter President, the Immediate Past President or the Editor in Chief JARNA.

**Public Officer** means a person aged 18 or over who is ordinarily a resident of New South Wales and has been appointed by the National Committee to fulfil the role of Public Officer in accordance with the Act.

**Regulations** means the *Associations Incorporation Regulations, 2010*.

**Senior Ordinary Member** means a former Ordinary Member who wishes to retain their membership of the Association, is no longer registered as a Registered or Enrolled Nurse, is of good standing and had been (prior to their application) an Ordinary Member for a minimum period of 5 years or such lesser period as the National Committee may determine at their discretion.

**Special General Meeting** means a general meeting of the Association other than an Annual General Meeting.

**Special Interest Group** means a group of Members chartered under the auspices of the National Committee that is focused on a particular aspect of rehabilitation nursing or established for a particular purpose such as submissions or academic research.

**Voting Member** means any Ordinary, Senior Ordinary or Life Member aged 18 years or older.

(1.2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(1.3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## 2. Objective of Association

The Objective of the Association is to advance the practice of rehabilitation in nursing.

## Part 2 - Membership

### 1. Membership

There are 5 categories of Member:

- Ordinary Member;
- Senior Ordinary Member;
- Associate Member;
- Corporate Member; and
- Life Member.

An Ordinary Member, provided they are financial is entitled to:

- (a) attend, speak and vote at any Association General Meeting or at their Chapter Meeting;
- (b) nominate for their Chapter committee or for the National Committee;
- (c) receive information and publications for Ordinary Members;
- (d) attend any Chapter or Association general or education meeting at the member rate; and
- (e) apply for Association and Chapter scholarships and research grants.

A Senior Ordinary Member, provided they are financial is entitled to:

- (a) attend, speak and vote at any Association General Meeting or at their Chapter Meeting;
- (b) nominate for their Chapter committee or for National Committee;
- (c) receive information and publications for Ordinary Members;
- (d) attend any Chapter or Association general or education meeting at the member rate; and
- (e) apply for Association and Chapter scholarships and research grants.

An Associate Member provided they are financial is entitled to:

- (a) receive information and publications for Ordinary Members;
- (b) attend Association General or Chapter meetings but have no voting rights or eligibility to nominate as a Chapter committee or the National Committee; and
- (c) attend any Chapter or Association general or education meeting at the member rate but are not eligible for Association and Chapter scholarships or research grants.

A Corporate Member provided they are financial is entitled to:

- (a) receive all information and publications provided to Ordinary Members;
- (b) send two individuals to Association or Chapter education meetings at the Ordinary Member rate; and
- (c) attend Association and Chapter General Meetings. They have no voting or speaking rights or eligibility to nominate as a Chapter committee or a National Committee member or access to Association or Chapter scholarship and research grants.

A Life Member has the same rights as an Ordinary Member but is not required to pay membership fees.

- (a) Criteria for life membership shall be as determined by the National Committee from time to time and may include period of ARNA membership, contribution to ARNA during that time, their period of service in rehabilitation nursing, excellence in clinical practice, leadership or education.
- (b) Any Association member may nominate a person for Life Membership but right of conferral is exercised at the discretion of the National Committee.

## **2. Application for Membership**

- (2.1) An application by a person or corporation for membership of the Association:
- (a) must be made in the form set out in Appendix 1 to this Constitution together with the prescribed fee and
  - (b) must be lodged with the ARNA secretariat.
- (2.2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the National Committee which is to ratify or to reject the nomination.
- (2.3) If the National Committee approves the nomination, the Secretary must advise the Public Officer and, enter or cause to be entered the applicants name in the register of members and, on the name being so entered, the nominee becomes a Member of the Association.

## **3. Cessation of Membership**

A person ceases to be a Member of the Association if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee under Part 2 Rule 7.2 within 3 months after the fee is due.

## **4. 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 person's membership.

## **5. Resignation of Membership**

- (5.1) A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the National Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member. Membership fees are not refundable.
- (5.2) If a Member of the Association ceases to be a Member under Part 2 Rule 5.1 and in every other case where a Member ceases to hold membership, the Secretary must advise the Public Officer and ensure an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

## **6. Register of Members**

- (6.1) The Public Officer of the Association must ensure the establishment and maintenance of a Register of Members of the Association (Register)

specifying the name and postal or residential address of each person who is a member of the Association, their membership category, work place, the date on which the person became a member and the date where applicable of their ceasing to be a member.

- (6.2) The Register must be kept in New South Wales:
  - (a) at the main premises of the Association or
  - (b) if the Association has no premises, at the Association's official address in New South Wales.
- (6.3) The Register must be open for inspection, free of charge, by any Member of the Association at any reasonable time.
- (6.4) A Member of the Association may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- (6.5) If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection that information must not be made available for inspection.
- (6.6) A Member must not use information about a person obtained from the Register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulations.

## **7. Fees and Subscriptions**

- (7.1) A Member of the Association must, on admission to membership, pay to the Association a membership fee as determined from time to time by the National Committee.
- (7.2) In addition to any amount payable by the member under Part 2 Rule 7.1, a Member of the Association must pay to the Association an annual membership fee as is determined by the National Committee from time to time:
  - (a) except as provided by paragraph (b), before 1st of January in each Membership Year or
  - (b) A Member who becomes a member on or after the 31<sup>st</sup> of October in any calendar shall pay the full annual fee and be a financial member until the end of the next Membership Year.

## **8. 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 Part 2 Rule 7.



## **9. Resolution of Disputes**

- (9.1) The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a Member and another Member;
  - (b) a Member and the National Committee; or
  - (c) a Member and the Association.
- (9.2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (9.3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (9.4) If the parties to a dispute are unable to resolve the dispute between them within the time required by Part 2 Rule 9 3, the parties must within 10 days:
- (a) notify the National Committee of the dispute;
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (9.5) The mediator must be:
- (a) a person chosen by agreement between the parties or
  - (b) in the absence of agreement:
    - (i) if the dispute is between a Member and another Member, a person appointed by the National Committee or
    - (ii) if the dispute is between a Member and the National Committee or the Association, a person appointed or employed by the appropriate State or Territory, Dispute Resolution Centre.
- (9.6) A mediator appointed by the National Committee may be a Member or former Member of the Association but must not be a person who:
- (a) has a personal interest in the dispute or
  - (b) is biased in favour of or against any party.
- (9.7) The mediator to the dispute in conducting the mediation must:
- (a) give each party every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
  - (d) The mediator must not determine the dispute.
- (9.8) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act as that Act is amended from time to time or otherwise at law.

## **10. Disciplining of Members**

- (10.1) A complaint may be made to the National Committee by any person that a Member of the Association:
- (a) has refused or neglected to comply with a provision or provisions of this constitution or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (10.2) The National Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (10.3) If the Committee decides to deal with the complaint, the National Committee:
- (a) must cause notice of the complaint to be served on the Member concerned;
  - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (10.4) The National Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (10.5) If the National Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the committee for having taken that action and of the Member's right of appeal under Part 2 Rule 11.
- (10.6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Part 2 Rule 11, whichever is the later.

## **11. Right of Appeal of Disciplined Member**

- (11.1) A Member may appeal to the Association in general meeting against a resolution of the National Committee under Part 2 Rule 10, within 7 days after notice of the resolution is served on the Member, by lodging with the secretary a notice to that effect.
- (11.2) The notice may, but need not be, accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (11.3) On receipt of a notice from a Member under Part 2 Rule 11.1, the Secretary must notify the Committee which is to convene a General Meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

- (11.4) At a General Meeting of the Association convened under Part 2 Rule 11.3:
- (a) no business other than the question of the appeal is to be transacted;
  - (b) the National Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present, who are eligible to vote are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (11.5) The appeal is to be determined by a simple majority of votes cast by voting Members of the Association.

## Part 3 – Governance

### 1. Powers of the National Committee

Subject to the Act, the Regulations and this Constitution and to any resolution passed by the Association in a general meeting, the National Committee:

- (a) is to control and manage the affairs of the Association;
- (b) 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
- (c) has power to perform all such acts and do all such things as appear to the National Committee to be necessary or desirable for the proper management of the affairs of the Association.

### 2. Composition and Membership of the National Committee

- (2.1) The National Committee is to consist of:
- (a) the Officers of the Association;
  - (b) the Chapter Presidents or delegate;
  - (c) the immediate Past President;
  - (d) the Editor in Chief JARNA; and
  - (e) at least 4 Ordinary Committee Members, each of whom is to be elected at the annual general meeting of the Association under Part 3 Rule 3.
- (2.2) The Officers of the Association are as follows:
- (a) the President;
  - (b) the Vice-President;
  - (c) the Treasurer;
  - (d) the Vice-Treasurer; and
  - (e) the Secretary.
- (2.3) A National Committee member may hold up to 2 offices (other than simultaneously holding the office of President and Vice-President).

- (2.4) The immediate Past President shall be Ex-officio a member of the National Committee in the twelve months following their Presidency.
- (2.5) The National Committee shall appoint for a two year term a suitably qualified Voting Member as Editor in Chief of JARNA; the person so appointed shall be an Ex officio member of the National Committee during their term.
- (2.6) Each Officer is, subject to this constitution, to hold office until the conclusion of the second annual general meeting following the date of their election, but is eligible for re-election.
- (2.7) Each Ordinary Committee Member is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (2.8) Chapter Presidents or their delegate shall subject to this constitution be a member of the National Committee until the conclusion of the second annual general meeting following the date of their election as a Chapter President.  
Chapter Presidents are not precluded from holding a concurrent role as an Officer.
- (2.9) The National President shall be eligible for a maximum of two consecutive terms, that is, 4 years as National President.

### **3. Election of National Committee Members**

- (3.1) Nominations of candidates for election as Officers and nominations for Ordinary Committee Members:
  - (a) must be made in writing, signed by 2 Voting Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) and
  - (b) must be delivered to the Secretary of the Association at least 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (3.2) If insufficient nominations are received to fill the vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3.3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (3.4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (3.5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (3.6) The ballot for the election of National Committee members is to be conducted at the Annual General Meeting in such usual and proper manner as the National Committee may direct.
- (3.7) A person nominated as a candidate for election as an Officer of the Association or as an Ordinary Committee Member of the Association must be a Voting Member of the Association.

#### **4. President**

The role of the President to:

- (a) chair all meetings of the National Committee, and Annual or Special General Meetings;
- (b) provide leadership in the development, implementation and review of the strategic plan of the Association;
- (c) coordinate representation of the Association to other groups, bodies or institutions;
- (d) review the financial statements of the Association with the Treasurer;
- (e) review the agenda and minutes of the Association with the Secretary; and
- (f) provide leadership in the conduct of scientific meetings and educational programs.

#### **5. Vice President**

The role of the Vice President is to support the President through delegated responsibilities and deputise for the President of the Association when that person is unable to perform those functions. There is an expectation that the Vice President would have the intent to become President at a future time.

#### **6. Treasurer**

It is the role of the Treasurer of the Association to:

- (a) oversee and review all Association financial transactions including those of Chapters, to ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made;(b) ensure that 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; and
- (c) ensure that annual financial statements are adopted by the National Committee, audited and tabled for adoption at the General Meeting of the Association.

#### **7. Vice Treasurer**

It is the role of the Vice- Treasurer to support the Treasurer through delegated responsibilities and deputise for the Treasurer of the Association when that person is unable to perform those functions. There is an expectation that the Vice Treasurer would have the intent to become Treasurer at a future time.

#### **8. Secretary**

It is the role of the Secretary to keep minutes of:

- (a) all appointments of Officers and members of the National Committee and advise the Public Officer of those appointments;
- (b) the names of members of the National Committee present at a National Committee meeting or a General Meeting; and

(c) all proceedings at National Committee meetings and General Meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **9. Editor in Chief JARNA**

(a) It is the role of the Editor in Chief JARNA to publish JARNA and exercise editorial control over its content including advertising.

(b) The Editor in Chief JARNA is accountable to the National Committee for ensuring JARNA is published within an agreed budget.

## **10. Casual Vacancies of National Committee**

(10.1) In the event of a casual vacancy occurring in the membership of the National Committee, the National Committee may appoint a Voting Member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

(10.2) A casual vacancy in the membership of the National Committee occurs if a member of the National Committee:

(a) dies;

(b) ceases to be a Voting member of the Association;

(c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;

(d) resigns office by notice in writing given to the Secretary;

(e) is removed from office under Part 3 Rule 11;

(f) becomes a mentally incapacitated person;

(g) is absent without the consent of the National Committee from 3 consecutive meetings of the National Committee;

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or

(i) is prohibited from being a director of a company under Part 2D.6 of the *Corporations Act 2001* (Cth).

## **11. Removal of National Committee Members**

(11.1) The Association, in a Special General Meeting, may by resolution remove any member of the National 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.

(11.2) If a member of the National Committee to whom a proposed resolution referred to in Part 3 Rule 11.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations 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 of the National Committee is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **12. National Committee Meetings and Quorum**

- (12.1) The National Committee must meet at least 6 times in each period of 12 months at such place and time as the National Committee may determine.
- (12.2) Additional meetings of the National Committee may be convened by the President or by any member of the National Committee.
- (12.3) Oral or written notice of a meeting of the National Committee must be given by the Secretary to each member of the National Committee at least 10 days (or such other period as may be unanimously agreed on by the members of the National Committee) before the time appointed for the holding of the meeting.
- (12.4) Notice of a meeting given under Part 3 Rule 12.3 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 National Committee members present at the meeting unanimously agree to treat as urgent business.
- (12.5) 50% of the National Committee membership plus 1 other member of that Committee as it is constituted from time to time shall be a quorum for the transaction of the business of a meeting of the National Committee.
- (12.6) No business is to be transacted by the National 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 a place, date and time as determined by the National Committee, save that the date shall be no later than 45 days after the adjournment.
- (12.7) 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.
- (12.8) The National Committee may hold meetings, or permit members of the National Committee to participate in its meetings, by using any technology that allows the National Committee to clearly and simultaneously communicate with each participating National Committee member. A member of the National Committee who participates in a meeting in a manner permitted under this Rule is taken to be present at the meeting.
- (12.9) At a meeting of the National Committee:
  - (a) the President or, in the President's absence, the Vice-President is to preside or
  - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the National Committee as may be chosen by the members present at the meeting is to preside.

### **13. Circular Resolutions**

Where it is not possible for the National Committee to meet and there is urgent business to resolve, a resolution duly signed by all members of the National Committee presently in Australia shall be as valid as if passed by a duly constituted meeting.

### **14. Delegation by National Committee**

- (14.1) The National Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the National Committee thinks fit) the exercise of such of the functions of the National Committee as are specified in the instrument, other than:
- (a) this power of delegation and
  - (b) a function which is a duty imposed on the National Committee by the Act or by any other law.
- (14.2) A function, the exercise of which has been delegated to a sub-committee under this Rule, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (14.3) A delegation under this Rule 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.
- (14.4) Despite any delegation under this Rule, the National Committee may continue to exercise any function delegated.
- (14.5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the National Committee.
- (14.6) The National Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (14.7) A sub-committee may meet and adjourn as it thinks proper.

### **15. Voting and Decisions**

- (15.1) Questions arising at a meeting of the National Committee, or of any sub-committee appointed by the National Committee, are to be determined by a majority of the votes of members of the National Committee or sub-committee present at the meeting.
- (15.2) Each member present at a meeting of the National Committee or of any sub-committee appointed by the National 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.
- (15.3) Subject to Part 3 Rule 12.5, the National Committee may act despite any vacancy on their committee.
- (15.4) Any act or thing done or suffered, or purporting to have been done or suffered, by the National Committee or by a sub-committee appointed by the



National Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the National Committee or sub-committee.

## **16. Public Officer**

The Public Officer is appointed by the National Committee. The person may be, but are not ordinarily, a member of the National Committee. Each Annual General Meeting shall note the name of the Public Officer and their appointment will be reaffirmed by the National Committee at their first meeting following that Annual General Meeting.

## **17. Payment of Office Bearers and Members**

- (17.1) No Member of the Association shall be paid salary or fees.
- (17.2) No Member of the National Committee shall be entitled to be paid any remuneration other than reimbursement of expenses incurred on behalf of the Association and specifically approved by the National Committee.
- (17.3) Other than reimbursement of expenses incurred under the authorization of the National Committee, distribution of any Association income to Members is strictly prohibited.

## **18. Chapters**

- (18.1) A Chapter can be chartered as determined by a resolution of the National Committee.
- (18.2) A Chapter is bound by this constitution, ARNA rules and guidelines for chapters as adopted by the National Committee from time to time and shall actively support the philosophy, aims and objectives of ARNA but otherwise may act autonomously.
- (18.3) A Chapter committee shall comprise of a President, Vice President, Secretary Treasurer and such others as each Chapter determines.
- (18.4) The first Officer Bearers of a Chapter may be appointed by the National Committee; thereafter they shall be elected at the Chapter annual general meeting.
- (18.5) Part 3, Rule 3 so far as applicable and with the necessary modification to refer to Chapter, Office Bearers and Chapter annual general meeting apply to and in relation to the election of Office Bearers.
- (18.6) Each Office Bearer is, subject to this constitution to hold office until the conclusion of the second annual general meeting following the date of their election but is eligible for re-election.
- (18.7) The quorum of a Chapter committee Meeting shall be 50% of that Chapters Office Bearers plus one.
- (18.8) Each Chapter shall hold an annual general meeting within two (2) months of the conclusion of each financial year.
- (18.9) The quorum of a Chapter annual general meeting shall be the quorum for a Chapter committee meeting plus any other members present.

- (18.10) The National Committee shall determine the minimum numbers of members required to charter and maintain Chapter status.
- (18.11) The Chapter shall report on its activities at each meeting of the National Committee.
- (18.12) The National Committee may at any time give 30 days' written notice directing a Chapter committee to make available all books, financial records and minutes of the meetings of that Chapter.
- (18.13) On dissolution of a Chapter all funds and assets of that Chapter become the property of the Association.
- (18.14) A capitation fee from the individual and corporate membership fees is paid by ARNA to each Chapter to fund their activities. This is calculated on the number of members in that chapter at 31<sup>st</sup> of March each year. The amount to be paid will be determined by a resolution of the National Committee in each financial year.

## **19. Special Interest Group**

The National Committee may from time to time authorise the formation of a Special Interest Group. The National Committee shall establish the terms of reference, and reporting guidelines of each Special Interest Group.

## **Part 4 General Meetings**

### **1. Annual General Meetings - Holding of**

- (1.1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (1.2) The Association must hold its annual general meetings:
  - (a) within 6 months after the close of the Association's financial year or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **2. Annual General Meetings - Calling of and Business at**

- (2.1) The Annual General Meeting of the Association is, subject to the Act and to Part 4 Rule 1, to be convened on such date and at such place and time as the National Committee thinks fit.
- (2.2) 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:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive from the National Committee reports on the activities of the Association during the last preceding financial year;
  - (c) to elect Officers the Association and the Ordinary Members of the National Committee; and

- (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (2.3) An Annual General Meeting must be specified as such in the notice convening it.

### **3. Special General Meetings - Calling of**

- (3.1) The National Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (3.2) The National Committee must, on the requisition in writing of at least 5 per cent of the total number of Voting Members of the Association, convene a Special General Meeting of the Association.
- (3.3) A requisition of Voting Members of the Association for a Special General Meeting:
  - (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the members making the requisition;
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (3.4) If the National Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Voting Members of the Association for the meeting is lodged with the Secretary, any one or more of the Voting Members of the Association who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (3.5) A Special General Meeting convened by a Voting Member of the Association must be convened as nearly as is practicable in the same manner as general meetings are convened by the National Committee.

### **4. Notice**

- (4.1) 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 must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (4.2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Part 4 Rule 4.1, the intention to propose the resolution as a special resolution.
- (4.3) 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 under Part 4 Rule 4.2.

- (4.4) A Voting Member of the Association 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.

## **5. Service of Notices**

- (5.1) A notice may be served by or on behalf of the Association upon any Member either personally, by post at the Members postal address as shown in the Register of Members or by sending it by electronic mail (e-mail) to the Member at that Member's email address which is shown in the Register of Members.
- (5.2) Where a document is properly forwarded by electronic mail (e-mail) to a Member, that document shall be deemed to have been given to that Member upon return of an electronic acknowledgement of that document's receipt or, unless the contrary is proved, be deemed to have been given to that Member on completion of that documents successful transmission.
- (5.3) Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of business.
- (5.4) It is the obligation of each Member to notify the Secretary in writing of every change in the Member's address or email address. The Secretary must promptly record every such change in the Register of Members.

## **6. Quorum for General Meetings**

- (6.1) 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.
- (6.2) 20 Voting Members present (being Voting Members entitled under this constitution to vote at a General Meeting) plus one Officer constitute a quorum for the transaction of the business of a General Meeting.
- (6.3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present the meeting:
- (a) if convened on the requisition of Voting Members of the Association, is to be dissolved and
  - (b) 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.
- (6.4) 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 Voting Members of the Association present being at least 5 plus one Officer are to constitute a quorum.

## **7. Presiding Member**

- (7.1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting of the Association.
- (7.2) 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.

## **8. Adjournment**

- (8.1) 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.
- (8.2) If 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.
- (8.3) Except as provided in Part 4 Rule 8.1 and Rule 8.2, 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.

## **9. Making of Decisions**

- (9.1) A question arising at a General Meeting of the Association is to be determined by either:
  - (a) a show of hands or
  - (b) if on the motion of the chairperson or if 5 or more Voting Members present at the meeting decide that the question should be determined by a written ballot.
- (9.2) If the question is to be determined by a show of hands, 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.
- (9.3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **10. Special Resolutions**

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

## **11. Voting**

- (11.1) On any question arising at a General Meeting of the Association a Voting Member of the Association has one vote only.

- (11.2) 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.
- (11.3) A Voting Member of the Association is not entitled to vote at any General Meeting of the Association unless all money due and payable by that member to the Association has been paid.

## **12. Proxy Votes**

- (12.1) Every Voting Member of the Association is entitled to appoint another Voting Member of the Association as a proxy by written notice given or lodged with the Secretary as deemed in the notice of Meeting of a General or Special Meeting at least twenty-four hours before the start of the meeting for which the proxy is directed.
- (12.2) A proxy not lodged in accordance with this Rule is invalid.
- (12.3) An instrument appointing a proxy is in the form of Appendix 2 of this Constitution.

## **13. Postal Ballots**

- (13.1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under Part 2 Rule11).
- (13.2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulations.

# **Part 5 - Miscellaneous**

## **1. Insurance**

The Association may effect and maintain insurance including but not limited to insurance for National Committee, Chapters, Special Interest Groups and sub-committee members and insurance for Association property and commercial risk.

## **2. Funds – Source**

- (2.1) The funds of the Association are to be derived from entrance fees, annual subscriptions of Members, education programmes, conferences, publishing, research, donations and other sources relevant to ARNA aims and objectives, and, subject to any resolution passed by the Association in general meeting, such other sources as the National Committee determines.
- (2.2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (2.3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **3. Funds – Management**

- (3.1) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association are to be used solely in pursuance of the Objectives of the Association in such manner as the Committee determines.
- (3.2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the 4 authorised signatories of the Association. The Authorised signatories are National President, National Secretary, Treasurer and an employee of the Association's secretariat service provider or administrator as approved by the National Committee from time to time.

### **4. Change of Name, Objectives and Constitution**

- (4.1) These Rules shall not be altered except in accordance with the Act.
- (4.2) An application to the Director-General for registration of a change in the Association's name, objectives or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.

### **5. Financial Year**

The financial year of the Association commences on the 1 July in each year and concludes on 30 June of the following year.

### **6. Records of the Association**

- (6.1) Except as otherwise provided in these Rules, the Public Officer shall ensure that there are adequate policies, procedures and processes for the safe custody and control of all books, documents and securities of the Association.
- (6.2) This Rule applies if:
  - (a) a person, by virtue of the person's office or role in or membership of the Association, has in the person's custody documents of the Association and
  - (b) the person ceases to hold that office or have that role or ceases to be a Member of the Association.
  - (c) Within 28 days of the person ceasing to hold that office or have that role or ceasing to be a Member, the person, or the estate of the person, must return those documents to the National Committee of the Association.
- (6.3) Any Member is entitled to inspect these Rules, the Register of Members, and any register of the National Committee and the minutes of General Meetings (including accounting records and financial statements) of the Association upon giving not less than 7 day's prior application to that effect to the Secretary.

Subject to approval by the National Committee (which the National Committee may give or refuse without assigning any reason for so doing or give subject to such conditions as the Committee shall require) any Member is also

entitled to inspect any other records of the Association (including but not restricted to minutes of the National Committee meetings) upon giving not less than 14 day's application to that effect to the Secretary.

Notwithstanding the provisions of this Rule the then current National Committee and any member thereof have the same right to inspect any records of the Association as that afforded to directors under Corporations Law and best practice corporate governance.

A Member of the Association may obtain a copy of any record and document so approved by the National Committee on payment of \$1 dollar per page copied.

## **7. Common Seal of the Association**


- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two Officers or of one Member of the Committee and of the Secretary of the Association.

## **8. Winding Up of the Association**

- (8.1) The Association may be wound up voluntarily by special resolution of a duly constituted General Meeting of the Association.
- (8.2) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.



## Appendix 1 - Application for Membership of Association

  
**ARNA**  
 Australasian Rehabilitation  
 Nurses' Association  
Founded in 1966  
 ABN 78 676 522 506  
 PO Box 193  
 Surrey Hills VIC 3127  
 Ph: 03 9895 4483  
 Fax: 03 9898 0249  
 E: [arna@arna.com.au](mailto:arna@arna.com.au)  
 W: [www.arna.com.au](http://www.arna.com.au)

### Application for Membership

YEARLY FEES	
Individual Member	AUD \$130 inc. GST
Associate Member (non-nurse)	AUD \$130 inc. GST
Corporate Member	AUD \$390 inc. GST
<i>(Overseas members incur same AUD price to cover postage)</i>	
<b>Membership renewal is due by 31 January</b>	
Payments made after 31 October, attract full membership rate for the following financial year (includes three months' free membership)	

I wish to apply for:

Individual Member	
Associate Member (non-nurse)	
Corporate Member	

CHAPTERS	NSW/ACT	SA/NT/WA
Please tick	QLD	VIC/TAS

#### BUSINESS DETAILS

COMPANY \_\_\_\_\_  
 POSITION/TITLE \_\_\_\_\_  
 BUSINESS ADDRESS \_\_\_\_\_  
 STATE \_\_\_\_\_ POSTCODE \_\_\_\_\_  
 PHONE \_\_\_\_\_ FAX \_\_\_\_\_  
 EMAIL ADDRESS \_\_\_\_\_



#### PERSONAL DETAILS

TITLE \_\_\_\_\_ FIRST NAME \_\_\_\_\_ LAST NAME \_\_\_\_\_  
 HOME ADDRESS \_\_\_\_\_  
 STATE \_\_\_\_\_ POSTCODE \_\_\_\_\_ MOBILE \_\_\_\_\_  
 PHONE \_\_\_\_\_ FAX \_\_\_\_\_  
 EMAIL ADDRESS \_\_\_\_\_

I acknowledge that by seeking membership with Australasian Rehabilitation Nurses' Association (ARNA), I agree to be bound by the policies and procedures of the Incorporated association as set out in the ARNA constitution and policy.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

DATE OF BIRTH	WHO INTRODUCED YOU TO ARNA?
QUALIFICATIONS	
SPECIAL INTERESTS	
CURRENT AREA OF SPECIALTY PRACTICE	

TOTAL	\$	<i>This form becomes your Tax Invoice when you make payment</i>			
		ABN 78 676 522 506			
CHEQUE	Please make all cheques payable to 'ARNA'.				
CREDIT CARD	CARD TYPE				
	NAME ON CARD				
	CARD NUMBER		EXPIRY DATE		
	CARDHOLDER SIGNATURE		DATE		

Please send your completed application with payment via post/fax/email (details above)

Effective: October 2014

## Appendix 2 - Proxy Form



### ANNUAL GENERAL MEETING

### APPOINTMENT OF PROXY

(date)

I, \_\_\_\_\_  
(full name)

of \_\_\_\_\_  
(address)

being a financial voting member of the Australasian Rehabilitation Nurses Association Inc and entitled to attend and vote at a meeting of the Association, hereby appoint:

\_\_\_\_\_  
(full name of proxy)

of \_\_\_\_\_  
(address)

being a financial voting member of the Association as my proxy to vote for me on my behalf at the Annual General Meeting of the Australasian Rehabilitation Nurses Association to be held on:

(date)

(and at any adjournment of that meeting)

If no directions are given, my proxy may vote as the proxy thinks fit or may abstain.

If you wish to give directions to your proxy please complete the following:

My proxy is authorised to vote as the proxy seems fit: Yes/No (delete as appropriate) or in favour of/against (delete as appropriate) the resolution/s:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Signature of member appointing proxy

\_\_\_\_\_  
Dated

#### Note:

A proxy vote may not be given to a person who is not a financial member of the Association.

Please return to ARNA by 5pm (date)

Post: ARNA PO Box 193, Surrey Hills, VIC, 3127 ; Fax: to (03) 9898 0249 ; Email: arna@arna.com.au