

# CONSTITUTION

Australian College of Perioperative Nurses  
Queensland Incorporated

*Organisation number IA29273*

Adopted at the Annual General Meeting 13 October 2018AGM

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## Part A – General

### 1. Name

1.1. The name of the incorporated association is *Australian College of Perioperative Nurses Queensland Incorporated* (College).

### 2. Interpretation

**ACNC** means the Australian Charities and Not-for-profits Commission.

**Ancact** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

**ACORN National** means *Australian College of Perioperative Nurses Limited* ACN 071 142 768

**AHPRA** means the *Australian Health Practitioner Regulation Agency*.

**Aiact** means the *Associations Incorporation Act 1981* (Qld).

**Business Day** means a day not being Saturday, Sunday or a public holiday on which the banks (as defined in the *Banking Act 1959*) are open for business in Queensland.

**College** means *Australian College Of Perioperative Nurses Queensland Incorporated*

**Constitution** means this constitution as amended or supplemented from time to time.

**Electronic Contact Address** means an electronic destination such as an email address to which notices and other material from the College can be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient.

**Management Committee** means the committee established in accordance with **Part C** of this Constitution which, in accordance with section 60 of the aiact, is responsible for controlling the College.

**Member** means a member of the College in accordance with **Part B** of this Constitution.

**Objects** means the objects of the College specified in **rule 3**.

**Office Bearer** means an individual duly appointed to any one of the roles addressed in **rule 19.1**.

**President** means the individual appointed by the Management Committee to the office of President in accordance with **rule 19** **Register** means the register of Members in accordance with **rule 13**.

**Secretary** means the individual appointed by the Management Committee in accordance with **rule 19** to perform the duties of secretary of the College.

2.1. A word or expression that is not defined in this Constitution, but is defined in the aiact has, if the context permits, the meaning given by the aiact.

2.2. A reference in a rule in general terms to a person holding or occupying a Particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.

2.3. The provision at section 47(1) of the aiact does not apply and as a Consequence a matter in the model rules that is not addressed in this Constitution does not apply to the College.

2.4. In this Constitution, the following rules of interpretation apply unless the Context requires otherwise:

- a) A gender includes all genders;
- b) Singular includes plural and vice versa;
- c) Where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- d) A reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;
- e) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it; and
- f) The words 'writing' and 'written' include any mode of representing or
- g) Reproducing words, figures, drawings or symbols in a visible or communicable form.

2.5. Cross references are for convenience only. A cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a keyway. Not all rules that may affect the interpretation of the particular rule are cross referenced.

2.6. Headings, bold type and italics are for convenience only and do not affect The interpretation of this Constitution.

### 3. Objects

3.1. The College is established to be and to continue as a charitable association set up to pursue excellence in the perioperative nursing of patients who are undergoing surgical procedures with the aim of improving outcomes for patients by reducing their stress, reducing their risks of infections and complications and aiding and speeding their recovery and return to good health. In pursuing these charitable objects the College will be involved in a range of services and activities that may include but are not be limited to:

- a) Assisting providers of patient care in the perioperative phase of the surgical experience to reach the highest standards of nursing and professional competence, to assist them in the prevention and control of sickness and disease of the patients in their care;
- b) Promoting and supporting national 'best practice' standards for perioperative nursing;
- c) Providing a Queensland reference point for, and consultancy service on, perioperative policies, procedures and practices, to assist related organisations and service providers to advance and improve related health outcomes;
- d) Encouraging and promoting research relating to perioperative nursing to assist industry participants in the prevention and control of sickness and disease in the community and to increase knowledge, learning and effectiveness of perioperative nursing processes;

- e) Promoting and providing educational opportunities for perioperative nurses to further their knowledge and skills to improve their effective in delivering perioperative nursing care; and
- f) Pursuing other activities that are ancillary or incidental to the above objects.

#### 4. Powers

4.1. Consistent with the aiact, the College is a body corporate with the powers of An individual.

4.2. The College may, for example:

- a) Enter into contracts; and
- b) Acquire, hold, deal with and dispose of property; and c. Make charges for services and facilities it supplies; and
- c) Do other things necessary or convenient to be done in carrying out its
- d) Affairs.

4.3. The College may also issue secured and unsecured notes, debentures and Debenture stock for the College.

#### 5. Application of income and property

5.1. The income and property of the College must be applied only towards Promoting the Objects.

5.2. No income or property of the College shall be paid, transferred or distributed, Directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member of the College or any former Member.

5.3. Nothing in this Constitution shall prevent payment in good faith of:

- a) Reasonable and proper remuneration to any employee of the College;
- b) Reasonable and proper amounts to any Member in return for any services
- c) They render to the College;
- d) Interest at a rate not exceeding interest at the rate for the time being payable to the College's bankers for money lent or that would be lent to the College;
- e) Reasonable and proper rent for premises leased by any Member to the College;
- f) Reimbursement in good faith of out-of-pocket expenses incurred on behalf
- g) Of the College where such expenses have been appropriately authorised in accordance with processes as determined by the Management Committee from time to time;
- h) Travel and other scholarships granted to Members; and g. Any other sums payable under this Constitution.

## Part B - Membership

### 6. Classes of Membership

6.1. The membership of the College consists of the following classes of Members:

- a) Full Members;
- b) Life Members; and
- c) Associate Members.

6.2. There must be at least 7 Members entitled to vote but the number of Members in each class is unlimited.

6.3. An individual may apply to become a Full Member if they are:

- a) A registered nurse or enrolled nurse currently engaged in perioperative nursing in a full or part time capacity;
- b) A registered nurse or enrolled nurse with perioperative experience, currently involved in nursing or nursing education; or
- c) A registered nurse or enrolled nurse with perioperative experience who has an interest in and a desire to further their knowledge of perioperative nursing.

6.4. The Management Committee may confer the distinction of Life Member on any Full Member who in the opinion of the Management Committee has made an outstanding contribution to perioperative nursing or to the College.

6.5. An individual may apply to become an Associate Member if they are a nurse, Student or other individual who has an interest in and a desire to further their knowledge of perioperative nursing.

6.6. The Management Committee may provide for additional categories of Membership within each class of Member on such conditions as the Management Committee determines provided that the rights of those categories of Members shall be in accordance with **rule 8**.

### 7. New membership

7.1. An applicant for membership of the College must be proposed by 1 Life Member or 1 Full Member who is financial (see **rule 10.1.i**).

7.2. The application for membership must be submitted in writing (including by

Electronic means, if the Management Committee so determines) in the form the Management Committee prescribes from time to time.

7.3. The Management Committee may require applications to be supported by additional documentation such as but not limited to evidence of an applicant's AHPRA registration.

7.4. Applications may be considered and approved by written resolution of the Management Committee.

7.5. The Management Committee may delegate the consideration and Determination of any membership application.

7.6. In no case shall the Management Committee be required to give a reason for The rejection of any application for membership.

7.7. An individual whose application for membership has been rejected has no Right of appeal.

7.8. When a decision regarding an applicant for membership has been made Written notice of that decision shall be sent to the applicant.

7.9. The acceptance of an applicant to be a Member is subject to payment of any Fees in accordance with **rule 9** and if such payment is not made then the Management Committee may, in its discretion, cancel its acceptance of the applicant for membership of the College.

7.10. If the applicant has not previously been a Member and is not admitted to Membership in due course then any moneys paid by them for membership must be returned to them in full.

7.11. Subject to **rule 7.9**, an applicant becomes a Member and is entitled to Exercise the rights and privileges of that membership when their name is entered in the Register.

7.12. If the applicant so requests, the Management Committee will advise the Applicant:

- a) Whether or not the College has public liability insurance; and
- b) If the College has public liability insurance—the amount of the insurance.

## 8. Member rights

8.1. A Full Member and a Life Member has a right:

- a) To attend, speak and to vote at general meetings subject to rule **10.1.i**;



- b) To nominate or to be nominated as a member of the Management Committee.

#### 8.2. An Associate Member:

- a) Has the right to attend general meetings but does not have the right to vote and may only speak at the invitation of the chair of the meeting; but
- b) Does not have the right to nominate or be nominated as a member of the Management Committee.

8.3. For the purposes of clarity, the Management Committee may extend Privileges of membership, including privileges related to access to services provided, that may differ between classes and categories of membership and within categories of membership based on fees paid but no such privilege shall affect the rights of Members in this **rule 8**.

### 9. Membership fees

9.1. The Management Committee may determine from time to time to charge Members fees including joining fees and annual subscriptions.

9.2. The Management Committee may determine different fees for amounts charged to Members as between different classes and categories, if any, of Members and as between Members within a class and/or category of membership. The Management Committee may determine that no fee is payable by a Member.

9.3. Any amounts charged to Members are payable in such manner and at such Times as are determined by the Management Committee.

9.4. No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with **rule 10**.

### 10. When membership ends

#### 10.1. A Member will cease to be a Member:

- a. If the Member resigns, by notice in writing, on the date the notice is received by the Secretary or such later date as stated in the notice;
- b. If the Member ceases to be eligible for their class of membership in accordance with **rule 6** unless the Management Committee resolves to change their class of membership;
- c. If the Member dies;
- d. If the Member becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- e. If the Member is expelled under **rules 11 or 12**;

- f. In any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member on the date that the Management Committee resolves to cease the membership unless the Management Committee resolves otherwise;
- g. If the Member is involuntarily deregistered by AHPRA;
- h. If the Member is convicted of an indictable offence on the date that the Management Committee resolves to cease the membership unless the Management Committee resolves otherwise; or
- i. If the Member has not paid moneys (including fees applicable under **rule**

**9)** due and payable to the College within 2 months of a final request for payment of those moneys being sent to the Member and during that 2 months' period the Member is deemed to be not financial while the moneys remain unpaid.

## 11. Disciplining of Members

**11.1.** The Management Committee may resolve to terminate or suspend a Member's membership if the Member in the opinion of the Management Committee:

- a. Has failed to comply with this Constitution;
- b. Has failed to comply with the terms of membership applicable to the Member;
- c. Subject to **rule 10.1.f** has failed to satisfy any undertaking given by the Member upon their admission to membership; or
- d. Has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of the College.

**11.2.** If the Management Committee passes a resolution in accordance with **rule**

**11.1** to expel or suspend a Member, then the Secretary must give the Member written notice:

A. Setting out the resolution and the grounds upon which it was based; and b. Stating that the Member has 28 calendar days from the date of the notice

To give written submissions to the Management Committee in response to the resolution.

**11.3.** If the Member gives written submissions in response to the resolution, then

The Management Committee must consider those submissions at its next meeting and the Secretary must then give the Member written notice: a. As to whether or not the Management Committee still intends to proceed

With the resolution; and b. If the Management Committee does so intend, that the Member has 28 calendar days from the date of the notice to advise the Management Committee in writing that the Member requires the matter be referred to the Appeals Sub-committee under **rule 12**.

11.4. If the Member does not give written submissions within the time specified in **Rule 11.2** or does not give advice in writing within the time specified in **rule 11.3** in response to the resolution then the Management Committee may proceed with its decision to expel or suspend the Member.

## 12. Appeals Sub-committee

12.1. The Management Committee will appoint 2 to 4 Members all of whom must be previous members of the Management Committee to constitute the Appeals Sub-committee within 7 calendar days from the date of receiving written notice under rule **11.3.b**.

12.2. The Appeals Sub-committee will determine disciplinary matters referred to it within 28 calendar days of the Management Committee receiving the notice of appeal. The Appeals Sub-committee may by a majority vote confirm, dismiss or vary the Management Committee's decision under **rule 11.1**. If the vote is tied then the Management Committee's decision under **rule 11.1** is confirmed.

12.3. The Secretary must give written notice to the relevant Member of the Decision of the Appeals Sub-committee within 7 calendar days after the decision is made.

12.4. The proceedings of the Appeals Sub-committee will be conducted in such Manner as the Appeals Sub-committee reasonably determines and in accordance with the rules of procedural fairness and section 71(3) of the aiact, as determined by the Appeals Sub-committee.

## 13. Register of members

13.1. The Secretary must keep the Register.

13.2. The Register must include the following particulars for each Member:

A. The full name of the Member; b. The postal and residential address and, where available, the Electronic Contact Address of the Member; c. The date of admission as a Member and the class of Member and date of any change to that class; d. Any other particulars the Management Committee or the Members at a general meeting decide.

13.3. The register must be open for inspection by Members at all reasonable Times.

13.4. A Member must contact the Secretary to arrange an inspection of the Register.

13.5. However, the Management Committee may, on the application of a Member,

Withhold information about the Member (other than the Member's full name) from the Register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm or disadvantage.

13.6. A Member must not:

- a. Use information obtained from the Register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- b. Disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; provided that
- c. **Rule 13.6a** does not apply if the use or disclosure of the information is approved by the Management Committee or if it is for purposes directly related to membership of the College.

## Part C – The Management Committee

### 14. Number of Management Committee members

14.1. There must be not less than 3 (or such other minimum number as Determined by the aiact) and not more than 10 members of the Management Committee.

14.2. A member of the Management Committee must:

- a. Be a financial Full Member or Life Member;
- b. An adult; and
- c. Not be ineligible to be a member of the Management Committee under the aiact or acncact, if it is applicable.

### 15. Retirement of Management Committee members

15.1. At each annual general meeting half the members of the Management Committee must retire with effect from the conclusion of the meeting. The members of the Management Committee to retire are:

- a. Those members appointed to fill a casual vacancy under **rule 18.1**; and
- b. Amongst the remaining members - those who have been longest in office since their last appointment, and as between members who became members of the Management Committee on the same day, those to retire are (unless otherwise agreed amongst themselves) to be determined by lot, provided that any member of the Management Committee who is about to reach their second annual general meeting since they were last elected must retire even if that results in more than half the members of the Management Committee retiring.

15.2. If at the time of the retirement of any member of the Management Committee from office under **rule 15.1** the number of Management Committee members is not a multiple of 2, then the number of members to retire shall be rounded down to the nearest multiple of 2, subject to **rule 15.1.b**.

15.3. A member of the Management Committee retiring under this rule is eligible For reappointment or re-election under this Constitution.

15.4. Normal terms for members of the Management Committee shall be Approximately 2 years commencing at the conclusion of the annual general meeting at which the member was elected and terminating at the conclusion of the annual general meeting at which they retire.

## 16. Election

16.1. Members entitled to vote may, at an annual general meeting at which a Member of the Management Committee retires or at which a vacancy in the position of a member of the Management Committee exists, determine an eligible Member to fill the vacated position by electing an individual to that office in accordance with procedures determined by the Management Committee for the conduct of a ballot or by resolution.

16.2. Any 2 financial Full Members or Life Members shall be at liberty to nominate Any other financial Full Member or Life Member (the candidate) to serve as a member of the Management Committee.

16.3. The nomination form shall be in writing in the form determined by the Management Committee from time to time, contain the signed consent of the candidate to be a member of the Management Committee and be signed by the 2 nominating Members. For this purpose, signatures may be contained in more than 1 document containing identical information and can include electronically transmitted signatures.

16.4. At least 6 weeks before the AGM, the Management Committee must Determine, and the Secretary must give notice to voting Members, of the number of vacancies that may be filled and invite nominations from eligible Members for election as members of the Management Committee.

16.5. Nominations for the position of Elected Director must be lodged with the Secretary no later than 4 weeks before the date of the AGM.

16.6. A Member may submit with their nomination form a resume of not more than 200 words. Such resume: a. May only include details in relation to:

- a. The candidate's qualifications and relevant experience;
- b. The candidate's contribution to the College and to the field of perioperative nursing; and
- c. Key issues the candidate sees as facing the College;
- d. Must not endorse, disparage or otherwise refer to any other candidate or any other member of the Management Committee;
- e. Must not contain anything that is defamatory; and
- f. Must comply with any applicable bylaws.

16.7. The Secretary may in good faith edit any resume in such manner as they See fit to ensure compliance with **rule 16.6.**

16.8. The information provided in the resume will be included as the only Information from the candidate in ballot material made available by the College to the eligible voting Members in conjunction with the notice of meeting for the annual general meeting and

the proxy form must allow the Member appointing a proxy to indicate their choice of candidates if they so choose.

16.9. The Management Committee shall determine the voting instructions and Processes, provided that all eligible voting Members present in person or by proxy at the annual general meeting are entitled to vote for up to the number of candidates equal to the number of positions up for election and the Management Committee shall determine by lot the order in which names of candidates appear on any election material and ballot paper.

16.10. Any ballot will be conducted at the annual general meeting at a time Determined by the chair of the meeting. Candidates shall have no right to address the annual general meeting on their candidacy.

16.11. To the extent possible, with such adjustments as are required for electronic Attendance from a separate venue and proxy voting, the ballot shall be secret and there will be no obligation on the returning officer to announce to the meeting the actual number of votes exercised for individual candidates.

16.12. The Management Committee shall appoint a returning officer for the ballot, who must not be a member of the Management Committee or a candidate, and may appoint an individual who is neither a member of the Management Committee nor a candidate but who may be the College's auditor as scrutineer of the ballot.

16.13. The successful candidates shall be determined by the number of valid votes Cast in favour of the candidates. The eligible candidate with the highest number of votes will fill the first available position. The candidate with the next highest number of votes will fill the next available position until positions are filled. Where positions cannot be filled they become casual vacancies to which **rule 18** applies.

16.14. If at the close of nominations there are the same number or fewer Candidates for election than there are vacant positions to be filled then all Nominations shall be deemed to have been elected, subject to **rule 16.16**, and no ballot shall be held. Any resulting vacancies shall be casual vacancies to which **rule 18** applies.

16.15. All candidates will be notified of the results of the call for candidates by not later than 2 weeks before the annual general meeting and shall be advised whether a ballot shall be required or whether appointment will be by resolution.

16.16. The result of the election process shall be declared prior to the close of the Annual general meeting and, if a ballot has not been completed, shall be subject to endorsement by separate ordinary resolution for each candidate.

16.17. The Management Committee must ensure that, before a candidate is elected As a member of the Management Committee, the candidate is advised—

- a. Whether or not the College has public liability insurance; and
- b. If the College has public liability insurance—the amount of the insurance.
- c.

## 17. Resignation, removal or vacation of office of Management Committee member

17.1. Subject to **rules 17.2 and 17.2**, an individual vacates their office as a member of the Management Committee at the conclusion of the annual general meeting at which they retire or their term of office expires subject to them being re-appointed or re-elected in accordance with this Constitution.

17.2. Any member of the Management Committee may resign by giving written notice to the College through the Secretary of their intention to resign and the resignation will take effect at the time of receipt of the notice or a later time expressed in the notice.

17.3. A member of the Management Committee may be removed from office at a General meeting of the College if a majority of the Members present in person or by proxy and eligible to vote at the meeting vote in favour of removing the member.

- a. Before a vote of Members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- b. A member has no right of appeal against the member's removal from office under this rule.

17.4. The office of a member of the Management Committee becomes vacant if  
The member:

- a. Is subject to any of the circumstances prescribed by the aiact or acncact;
- b. Becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- c. Is absent from all meetings of the Management Committee during a 6 months' period without the consent of the Management Committee, unless at the next meeting of the Management Committee, the Management Committee resolves otherwise;
- d. Has failed to disclose a material personal interest that would be required to be disclosed under the aiact or acncact unless at the next meeting of the Management Committee, the Management Committee resolves otherwise;
- e. Ceases to be a Member;
- f. Ceases to be a financial Member;
- g. Is removed from office under **rule 17.3**; or
- h. Is or becomes a paid employee of the College.

## 18. Vacancies on management committee



18.1. If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another eligible Member to fill the vacancy until the next annual general meeting.

18.2. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

18.3. However, if the number of Management Committee members is less than The minimum number of 3, the continuing members may act only to:

- a. Increase the number of Management Committee members to 3; or
- b. Call a general meeting of the College.

## 19. Office Bearers

19.1. The Office Bearers of the College are:

- a) President;
- b) Vice President;
- c) Secretary; and
- d) Treasurer.

19.2. Subject to **rules 19.6 and 19.7**, the Management Committee will appoint the Office Bearers other than the Secretary from amongst their number at least annually and in any event at the first meeting of the Management Committee after each annual general meeting or at any time after a vacancy in the position of an Office Bearer arises. A Secretary, once appointed, will continue to hold office subject to this Constitution and the aiact.

19.3. Each Office Bearer while they remain a member of the Management Committee will hold their position:

- a) For the period from when they are elected or appointed to the relevant position until the commencement of the first Management Committee meeting after the next annual general meeting except for the Secretary who will continue to hold their office;
- b) Until they resign from their position as Office Bearer by written notice to the College in which case they would remain a member of the Management Committee unless they also resign as a member of the Management Committee;
- c) Until they are removed from their position as Office Bearer by resolution of the Management Committee, in which case they would remain a member of the Management Committee; or
- d) In the case of a Secretary, until they become ineligible for the office in accordance with section 69 of the aiact, in which case they would remain a member of the Management Committee.

19.4. The Office Bearers have such powers and duties as specified in this Constitution, as required by law and as determined by the Management Committee.

19.5. The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border.

19.6. If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed within 1 month after the vacancy happens.

19.7. If none of the members of the Management Committee is willing to act as Secretary then the Management Committee may appoint any eligible individual as Secretary and any such individual:

- a) Will remain Secretary until they are removed from the position by the Management Committee or the circumstances under section 69 of the aiact apply; and
- b) Does not become a member of the Management Committee unless otherwise elected or appointed in accordance with this Constitution.

## 20. ACORN National Director

20.1. Subject to the ACORN National constitution, the Management Committee Will appoint an eligible individual to be the College's nominee director of ACORN National. Such individual will hold office on the ACORN National board of directors in accordance with the ACORN National constitution.

## 21. Functions of Management Committee

21.1. Subject to this Constitution and a valid resolution of the Members at a General meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the College in accordance with section 60 of the aiact.

21.2. The Management Committee has authority to interpret the meaning of this Constitution and any matter relating to the College on which the Constitution is silent, but any interpretation must have regard to the aiact, including any regulation made under the aiact. Note—The aiact prevails if the association's rules are inconsistent with the aiact— see section 1B of the Act.

21.3. The Management Committee may determine how money and other assets of The College are managed and how payments are made by or on behalf of the College.

21.4. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the College but any by-law may be set aside by a general meeting of Members.

21.5. The Management Committee may exercise the powers of the College:

- a) To borrow, raise or secure the payment of amounts of money in a way the Management Committee decides; and
- b) To secure the amounts of money mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the College in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the College's property, both present and future; and
- c) To purchase, redeem or pay off any securities issued; and
- d) To borrow amounts from Members and pay interest on the amounts borrowed; and
- e) To mortgage or charge the whole or part of its property; and
- f) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the College; and
- g) To provide and pay off any securities issued; and
- h) To invest in a way the Management Committee may from time to time decide.

21.6. For **rule 21.5.d**, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

- a) A. The financial institution for the College; or
- b) If there is more than 1 financial institution for the College—the financial institution nominated by the Management Committee.

## 22. Management Committee meetings

22.1. The Management Committee may meet and conduct its proceedings as it Considers appropriate.

22.2. The Management Committee must meet at least once every 2 months to Exercise its functions.

22.3. Unless special circumstances apply, at least 7 days' notice of a meeting of The Management Committee should be given.

22.4. A notice of a meeting of the Management Committee:

- a) Must specify the time and place of the meeting;
- b) Should where practicable state the nature of the business to be transacted at the meeting;
- c) May be given immediately before the meeting;
- d) May be given in person or by post or by telephone, fax, email or other electronic means; and
- e) If technological connection is to be involved, must identify how that connection is to be made.

22.5. The planned contemporaneous linking together of members of the

Management Committee by technologies, such as telephone or other electronic means, that allow reasonable interaction between all participating members of the Management Committee, constitutes a Management Committee meeting provided the number of members participating is sufficient to constitute a quorum.

All provisions of this Constitution relating to meetings of the Management Committee apply, so far as they can and with such changes as are necessary, to meetings of the Management Committee by such technologies.

22.6. A member of the Management Committee who participates in the meeting as Mentioned in **rule 22.5** is taken to be present at the meeting.

22.7. Questions arising at any meeting of the Management Committee shall be Decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

22.8. A member of the Management Committee shall not participate in the consideration of or vote in respect of any contract or proposed contract with the College or other matter in which the member has a material personal interest, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted. A member of the Management Committee with a material personal interest, including through a related party, in a matter before the Management Committee must inform the Management Committee of that interest, which must be recorded in the minutes, and may only participate in the consideration of the matter on the invitation of the other members of the Management Committee and such participation must be recorded in the minutes. The Member must be informed of any such material personal interests.

22.9. The President shall preside as chair at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Vice President shall be chair or if the Vice President is not present at the meeting or is unwilling to act, then the members may choose 1 of their number to chair the meeting.

### 23. Convening of a Management Committee meeting

23.1. The President or any 2 or more members of the Management Committee may, whenever they think fit, convene a meeting of the Management Committee.

23.2. The Secretary must, when requested by the President or on the written Requisition of any 2 or more members of the Management Committee, convene a meeting of Management Committee.

### 24. Quorum at a meeting of Management Committee

24.1. No business may be transacted at a meeting of Management Committee

Unless a quorum of Management Committee is present during the time the business is dealt with.

24.2. A quorum at a meeting of Management Committee is the lowest whole Number that is a majority of the members of the Management Committee in office and physically in Australia at the time of the meeting.

24.3. A member of the Management Committee who is present and is disqualified From voting on a matter pursuant to **rule 22.8** shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting.

## 25. Minutes of management committee meetings

25.1. The Secretary must ensure minutes of all, matters, resolutions and other proceedings of each Management Committee meeting and of subcommittees of the Management Committee are entered in a timely manner in a book kept for that purpose.

25.2. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chair of the meeting, or the chair of the next Management Committee meeting, verifying their accuracy.

## 26. Appointment of subcommittees

26.1. The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Management Committee and Members as the Management Committee thinks fit.

26.2. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.

26.3. If the chair of a sub-committee is not appointed by the Management Committee then a sub-committee may elect a chair of its meetings. If no such chair is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act, the members present may choose 1 of their number to chair the meeting.

26.4. Questions arising at any meeting shall be determined by a majority of votes of the members present, and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

26.5. Sub-committees shall report to the Management Committee as required by The Management Committee.

## 27. Acts not affected by defects or disqualifications

27.1. An act performed by the Management Committee, a sub-committee or an Individual acting as a member of the Management Committee is taken to have been validly performed.

27.2. **Rule 27.1** applies even if the act was performed when:

- a. There was a defect in the appointment of a member of the Management Committee, sub-committee or individual acting as a member of the Management Committee; or
- b. A member of the Management Committee, sub-committee member or a person acting as a member of the Management Committee was disqualified from being a member.

## 28. Resolutions of the Management Committee without meeting

28.1. The Management Committee may pass a resolution without a meeting of the Management Committee being held. The resolution may be passed by written or electronic communication.

28.2. The resolution is passed if at least a majority of the members of the Management Committee entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in **rules 28.3 or 28.4**, provided that if any member votes against the resolution, it must be referred to a Management Committee meeting for decision.

28.3. The members of the Management Committee may sign a single document setting out the resolution and containing a statement that they agree to the resolution or there may be multiple copies of the same document, each signed by one or more of the members of the Management Committee.

28.4. The proposed resolution may be sent by email or other electronic message to the members of the Management Committee and the members may agree to the resolution by sending a reply email or message to that effect or by notifying the Secretary of the member's assent in person.

28.5. The resolution is taken to be passed when the last member of the Management Committee who constitutes a majority in favour signs or otherwise agrees to the resolution in the manner set out in **rules 28.3 or 28.4**.

## Part D - General Meetings

### 29. Annual general meetings

29.1. An annual general meeting must be held—

- a. At least once each year; and
- b. Within 6 months after the end date of the College's reportable financial year.

29.2. The Management Committee may determine the date, time and place of the annual general meeting.

29.3. The ordinary business of the annual general meeting is as follows—

- a. To receive the College's financial statement, and any audit report or signed statement, for the last reportable financial year;
- b. To present the financial statement and any audit report or signed statement to the meeting for adoption;
- c. To elect members of the Management Committee;
- d. To appoint an auditor, an accountant or an approved person when required.

29.4. The annual general meeting may conduct any other valid business of which Notice has been given in accordance with this Constitution.

### 30. Special general meetings

30.1. Any general meeting of the College, other than an annual general meeting is A special general meeting.

30.2. The Management Committee may convene a special general meeting Whenever it thinks fit.

30.3. No business other than that set out in the notice of meeting may be Conducted at the meeting.

30.4. The Secretary must call a special general meeting after:

- a. Being directed to call the meeting by the Management Committee; or
- b. Being given a written request signed by:
  - i. At least one-third of the number of members presently on the Management Committee; or
  - ii. At least the number of Full Members or Life Members equal to double the number of members presently on the Management Committee plus 1.

30.5. A request mentioned in **rule 30.4.b** must state:

- A. Why the special general meeting is being called; and
- B. The business to be conducted at the meeting, which must be valid business.

30.6. A special general meeting must be held within 3 months after the Secretary:

- A. Is directed to call the meeting by the Management Committee; or b. Is given the written request mentioned in **rule 30.4.b**.

30.7. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

### 31. Notice of general meetings

31.1. Subject to **rule 52**, the Management Committee may decide the way in Which the notice must be given.

31.2. The Secretary must give to each Member at least 14 days' notice of a General meeting.

31.3. The notice must:

- a. Specify the date, time and place of the meeting; and
- b. Indicate the general nature of each item of business to be considered at the meeting; and
- c. If a special resolution is to be proposed— the details of and intention to propose it; and
- d. If the meeting is to be held in 2 or more places then the technology that that will be used to facilitate this.

### 32. Use of technology

32.1. A general meeting of the College may be convened to occur at 2 or more Venues using any technology that gives the Members in attendance a reasonable opportunity to participate in the meeting.

32.2. A Member participating in a general meeting as permitted under **rule 32.1** is Taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### 33. Quorum for, and adjournment of, general meeting

33.1. The quorum for a general meeting is the greater of:

- a. The number of Full Members and/or Life Members present (see **rule 34.2**) that is equal to double the number of Management Committee members in office at the time plus 1; or



- b. The number of Full Members and/or Life Members present (see **rule 34.2**) that is equal to the number of members elected or appointed to the Management Committee at the close of the last general meeting plus 1.

33.2. However, if all Members are members of the Management Committee, the quorum is the total number of members less 1.

33.3. No business may be transacted at any general meeting unless a quorum of Members is present at all times during the meeting.

33.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or of Members under **rule 30.4.b**, the meeting lapses.

33.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or Members under **rule 30.4.b**, the meeting stands adjourned to such day, and at such time and place, as the President determines or, if no determination is made by the President, to the same day in the next week at the same time and place.

33.6. The chair may, with the consent of any meeting at which there is a quorum, And must if directed by the meeting, adjourn the meeting from time to time and from place to place.

33.7. If a meeting is adjourned under **rule 33.6**, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

33.8. The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

33.9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

#### 34. Procedure at general meeting

34.1. A Member may take part and vote in a general meeting in person, by proxy, by attorney including where applicable by using any technology as provided for by **rule 32**.

34.2. A Member who participates in a meeting as mentioned in **rule 34.1** is taken To be present at the meeting.

34.3. At each general meeting:

- a. The President is to preside as chair; and
- b. If there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President is to preside as chair; and
- c. If there is no Vice President or if the Vice President is not present or is unwilling to act the other members of the Management Committee present must decide between themselves who is to chair the meeting; and
- d. If there is no member of the Management Committee present or willing to act then the Full and Life Members present must elect 1 of their number to chair the meeting.

34.4. The chair is responsible for the conduct of the general meeting. Any question Arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting whose decision is final.

### 35. Voting at general meeting

35.1. Questions arising at a general meeting are to be decided by at least a majority of votes cast by the Members present (see **rule 34.2**) at the meeting who are eligible to vote and any such decision is for all purposes a decision of the Members, except in the case of any resolution which under this Constitution or as a matter of law requires a special resolution.

35.2. Each Member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chair does not have a casting vote.

35.3. A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.

35.4. A Member who is entitled to vote may vote in person or by proxy or by attorney and on a show of hands every individual present who is an eligible voting Member shall have 1 vote and in a poll every eligible voting Member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote.

35.5. A resolution put to the vote of a general meeting must be decided on a show of hands of the Members present in person and eligible to vote.

35.6. However, if the chair or at least 20% of the Members present and eligible to vote demand a poll, voting must be by poll.

35.7. If a poll is held, the chair must appoint 2 Members to conduct the poll in the Way the chair directs.

35.8. The result of a poll as declared by the chair is taken to be a resolution of the meeting at which the poll was held.

### 36. Proxies

36.1. An instrument appointing a proxy must be in writing and be in the form determined by the Management Committee or contain the information in the form determined by the Management Committee. The form must identify the Member and the name or role of the proxy, the meeting or meeting to which the proxy will apply, must provide the Member with an option to indicate how they wish their vote to be exercised and be signed and dated.

36.2. The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.

36.3. A proxy may be but need not be a Member.

36.4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.

36.5. Each instrument appointing a proxy must be given to the Secretary at the location/s or electronic address advised on the notice calling for proxies at least 48 hours (or such lesser period specified in the notice) before the start of the meeting or adjourned meeting at which the individual named in the instrument proposes to vote.

36.6. Unless otherwise instructed by the appointor, the proxy may vote as the Proxy considers appropriate.

## Part E - Postal ballots

### 37. Validity of resolution decided by way of postal vote

37.1. A resolution of the Members decided by postal ballot shall be as valid and effective as if it had been passed at a general meeting of the College duly called and held.

### 38. Regulation of postal ballots

38.1. If a postal ballot is to be held the Management Committee must adopt by- laws consistent with these rules regulating the method of conducting postal ballots.

38.2. A postal ballot may be held by electronic means.

38.3. A postal ballot must not be combined with any other method of voting provided for in this Constitution.

38.4. A postal ballot may be held in the following circumstances:

- a. When the Management Committee approves an ordinary resolution being decided by postal ballot;
- b. When the voting Members by ordinary resolution approve an ordinary resolution being decided by postal ballot.
- c.

38.5. The Management Committee must cause the details of the proposal on which the ballot is to be held to be set out in a statement and fix the dates for the forwarding of ballots to Members eligible to vote and the closing of the ballot.

### 39. The returning officer

39.1. Every postal ballot must be conducted by a returning officer appointed by the Management Committee.

39.2. Any individual, other than a member of the Management Committee may be appointed by the Management Committee to act as returning officer.

39.3. If a returning officer is not appointed in enough time to allow the postal ballot procedure to be followed, the Secretary is the returning officer.

39.4. The returning officer may appoint any individual/s to assist with the performance of functions or powers under this rule by the individual/s provided that such individual/s would also be eligible to be a returning officer.

#### 40. Returning officer to prepare roll

40.1. The returning officer must prepare a roll of the full names and addresses of the eligible voting Members as disclosed by the Register.

40.2. An individual whose name is on the roll, may vote in a postal ballot, and no- one else is eligible or entitled to vote.

#### 41. Ballots

41.1. The returning officer must cause ballot papers to be prepared and distributed to Members in accordance with this Constitution and the by-laws.

41.2. The returning officer must ensure that postal ballots are received and processed in accordance with this Constitution and the by-laws.

41.3. Ballots papers received after time set for the ballot to close must not be taken into account at the ballot.

41.4. If a postal ballot is conducted using electronic processes, then it must be done in such a way that no eligible Member can vote more than once validly.

#### 42. Counting the ballot

42.1. The decision of the returning officer as to the formality of a ballot paper is final and not open to appeal.

42.2. The returning officer must count votes cast and make out and sign a declaration of:

- a. The number of formal votes cast in favour of the proposal; and
- b. The number of formal votes cast against the proposal; and
- c. The number of informal votes cast: and
- d. The proportion of the formal votes polled which were in the affirmative; and whether any resolution is adopted or fails.
- e. On the declaration of the returning officer of the result of the postal ballot the Secretary must make an entry in the minute book showing the particulars mentioned in this **rule 42.2.**

#### 43. Result of the ballot

43.1. The returning officer must forward the declaration required under **rule 42.2** to the Secretary who must either announce the result of the ballot either at the next general meeting or by giving notice of the result in writing to each Member, which may be by posting the result on the College's website, within 60 days of the ballot closing, whichever is the earlier.

43.2. The proposal which received the required majority of votes must be declared won.

## Part F - Administration

### 44. Minutes of general meetings

44.1. The Secretary must ensure minutes of all matters, resolutions and other proceedings of each general meeting are entered in a minute book kept for that purpose.

44.2. To ensure the accuracy of the minutes, the minutes of each general meeting must be signed by the chair of the meeting, or the chair of the next general meeting, verifying their accuracy.

44.3. If asked by a Member, the Secretary must, within 28 days after the request is made:

- a. Make the minutes for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and/or
- b. Give the Member copies of the minutes of the meeting if requested.

44.4. The College may require the Member to pay the reasonable costs of Providing copies of the minutes.

### 45. Alteration of rules

45.1. Subject to the aiact, this Constitution may be amended, repealed or added To by a special resolution carried at a general meeting.

45.2. However an amendment, repeal or addition is valid only if it is registered by The chief executive as required by the aiact.

### 46. Common Seal

46.1. The Management Committee shall provide for the safe custody of the Common seal.

46.2. The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### 47. Funds and accounts

47.1. The funds of the College shall be derived from annual subscriptions, donations and such other sources as the Management Committee determines.

47.2. The funds of the College must be kept in an account in the name of the College in a financial institution decided by the Management Committee that meets the requirements of the aiact.

47.3. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the College.

47.4. All amounts must be deposited in the financial institution account as soon as practicable after receipt.

47.5. A payment by the College of \$100 or more must be made by cheque or electronic funds transfer.

47.6. If a payment of \$100 or more is made by cheque, the cheque must be Signed by any 2 of the following individuals:

- a. The President;
- b. The Vice President
- c. The Secretary;
- d. The Treasurer; e. Any 1 of 3 other Members who have been authorised by the Management committee to sign cheques issued by the College.

47.7. However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

47.8. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

47.9. A petty cash account must be kept on the impress system, and the Management Committee must decide the amount of petty cash to be kept in the account.

47.10. All expenditure must be approved or ratified at a Management Committee meeting.

47.11. Electronic Funds Transfer requires the approval of any two Management Committee members authorised by the Management Committee for this purpose.

## 48. General financial matters

48.1. On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure financial statements for the last reportable financial year are prepared in accordance with the aiact.



48.2. The income and property of the College must be used solely in promoting the Objects and exercising the College's powers.

#### 49. Audit

49.1. The accounts of the College must be prepared in accordance with the requirements of the aiact and as required must be audited in accordance with the aiact by an auditor appointed in accordance with the aiact and the law.

#### 50. Documents

50.1. The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the College.

#### 51. Financial year

51.1. The end date of the College's financial year is 30 June in each year.

#### 52. Notices

52.1. A notice may be given by the College to a Member:

- a. By serving it on the Member personally;
- b. By sending it by prepaid post to the Member's address as shown in the Register;
- c. By sending it to the fax number, Electronic Contact Address or such other address the Member has supplied to the College for the giving of notices;
- d. By making a copy of it accessible electronically on a website of, or related to, the College and advising the Member of its availability via the Electronic Contact Address; or
- e. By publishing it in a regular newsletter publication of the College to Members which publication may be printed or be electronic or internet based.

52.2. Where a notice is sent by post, service of the notice is to be taken to be Effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:

- a. In the case of a notice of a general meeting – on the second Business Day after the date of its posting; or
- b. In any other case – 3 Business Days after it is posted.

52.3. Where a notice is sent by fax or email or other electronic means, service of the notice is to be taken to be effected on the Business Day after the date it is sent.

52.4. Where the College gives a notice under **rule 52.1.d**, service of the notice is to be taken to be effected when the notice was first so made accessible.

52.5. When the College gives notice under **rule 52.1.e**, service of the notice is to be taken to be effected on the Business Day after the day on which the notice was first published.

52.6. This **rule 52** applies so far as it can and with such changes as are necessary as determined by the Management Committee, to the service of any other communication or document.

### 53. Distribution of surplus assets to another entity

53.1. This section applies if the College is wound-up under part 10 of the aiact and there are surplus assets.

53.2. The surplus assets must not be distributed among the Members but must be given to another entity:

- a. That has objects similar to the Objects; and
- b. The rules of which prohibit the distribution of the entity's income and assets to its members at least to the same extent as required by **rule 5.2**.

53.3. In this section - "surplus assets" has the meaning given by section 92(3) of the aiact.

53.4. If the College is endorsed as a deductible gift recipient and operates a gift fund or other account for such gifts and that endorsement is withdrawn then funds in the gift fund or other account for such gifts must be distributed to another entity:

- a. That has objects similar to the Objects; and
- b. Is endorsed to operate a similar gift fund or account for such gifts.

53.5. The identity of the entity to receive the surplus assets or the proceeds of the Gift fund or other account for such gift funds shall be determined following the procedures in section 92 of the aiact

### 54. Indemnity

54.1. Every person who is or has been a member of the Management Committee  
Will be indemnified out of the assets of the College against:

- a. A liability to another person (other than the College or a related body corporate) incurred by the person in their capacity as a Management Committee member unless the liability arises out of conduct involving a lack of good faith; and
- b. A liability for costs and expenses incurred by the person;
  - i. In defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
  - ii. In connection with any application, in relation to those proceedings referred to in the previous **rule 54.1b(i)** in which the Court grants relief to the person.

## 55. Insurance premiums

55.1. The College may pay premiums in respect of a contract insuring a person who is or has been a member of the Management Committee against liabilities incurred by that person as a member of the Management Committee to the extent permitted by law.