

# Constitution of the Australian College of Critical Care Nurses Limited

(a company limited by guarantee)

Australian Company Number (ACN): 088 184 83

Australian Business Number (ABN): 61 088 184 383

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**1. Name**

The name of the company is "Australian College of Critical Care Nurses Limited" ("the College").

**2. Constitution**

**2.1.** This document is the College's Constitution.

**2.2.** The replaceable rules set out in the Corporations Act do not apply to the College.

**2.3.** While the College is a registered charity, the ACNC Act and the Corporations Act override any rules in this constitution which are inconsistent with those Acts.

**2.4.** If the College is not a registered charity (even if it remains a charity), the Corporations Act overrides any rule in the Constitution which is inconsistent with that Act.

**2.5.** A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning as in this constitution.

**3. Dictionary**

In this Constitution words and phrases will have the following meanings:

"ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)

"Board of Directors" means all of the Directors of the College

"Branches" means the groupings of members defined in Rule 18

"Branch President" means the President of any Branch of the College as defined in Rule 18

"College" means Australian College of Critical Care Nurses Limited

"Corporations Act" means the Corporations Act 2001 (Cth)

"Designated" means as appointed by the Board of Directors

"Director" means a person appointed to hold office as a Director in accordance with these rules and references in the Corporations Act to a Director are to be taken as a reference to a Director.

"Nurse" means a person registered as a nurse who is presently permitted to practice as a registered Division 1, or equivalent, nurse in accordance with the laws applicable to any State or Territory of Australia or a person registered as a nurse or presently permitted to practice as a nurse in accordance with the laws applicable to the country of their residence.

"Health Professional" means a person working or worked in the health sector who is registered with a professional body in accordance with the laws applicable to any State or Territory of Australia or a person presently permitted to practice as a Health Professional in accordance with the laws applicable to the country of their residence.

"President" means the member of the Board of Directors who is elected as President pursuant to rule 15.6

“Special Resolution” means a resolution:

- of which notice has been given under rule 20.2, and
- that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution

"State" includes any State or Territory of Australia and any foreign country

#### **4. Purposes**

The purposes and objects of the College are:

- 4.1.** To maintain and improve the standards of nursing care available in Australia to patients requiring Critical Care.
- 4.2.** To initiate and support relevant nursing research and evidence based practice.
- 4.3.** To maintain and improve the education and specialised skills of Critical Care nurses.
- 4.4.** To communicate with educational, scientific, government and professional bodies whether local, national or international which are involved in or associated with Critical Care or associated disciplines.
- 4.5.** To publish educational materials, newsletters, journals and other writings in respect of Critical Care nursing.
- 4.6.** To encourage networking and cooperation among Critical Care nurses.
- 4.7.** To establish and maintain a national membership of Critical Care nurses.
- 4.8.** To support and promote the activities of the Branches.
- 4.9.** To provide leadership, representation and support for Critical Care nurses to promote optimum practice and challenge existing boundaries.
- 4.10.** To raise awareness in the prevention, recognition, control, and management of critical illness and associated complications caused by conditions such as: sepsis; life threatening cardiac events; respiratory failure; trauma, acute kidney injury; and neurological deterioration in adults and children.
- 4.11.** To engage in any other activity and do all such other acts in accordance with the laws of Australia and this Constitution as may be incidental or conducive to the promotion or carrying into effect of the objects of the College.

#### **5. Powers**

The Powers of the College are:

- 5.1.** To do all things that a company or natural person may lawfully do.
- 5.2.** To issue debentures.
- 5.3.** To charge the assets of the College by way of security.
- 5.4.** Despite rules 5.1, 5.2 and 5.3 the powers of the College are ancillary to and exercisable only to pursue the purposes of the College set out in rule 4.

**6. Restriction on Power**

The College must not distribute to its members, directly or indirectly, by way of dividend, bonus or otherwise any of the assets, property or income of the College except as bona fide compensation for services rendered or expenses incurred on behalf of the College.

**7. Membership**

The members of the College are all persons who are admitted to membership in accordance with rule 8 and who otherwise remain eligible to be members.

**8. New Members**

**8.1.** A person who is approved for membership as provided in this Constitution is eligible to be a member of the College on payment of the membership fees payable under this Constitution.

**8.2.** An application for membership of the College:

**8.2.1.** Shall be made in writing on the form approved by the Board of Directors from time to time, which shall include a statement by the member that they support the purpose of the College and agree to comply with this Constitution;

**8.2.2.** May only be made by person who is a Health Professional;

**8.2.3.** Shall be lodged with the College; and

**8.2.4.** Shall be accompanied by any applicable fees or subscriptions as set by the Board of Directors from time to time. Note rule 25 provides for forty days' notice of increases in fees or subscriptions.

**8.3.** An applicant for membership must be notified in writing that the applicant is approved for membership of the College.

**8.4.** Members must pay any fees set by the Board from time to time (in accordance with rule 8.1).

**8.5.** The College shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member.

**8.6.** An applicant for membership who is ordinarily a resident of a State which has a Branch will be deemed to be a member of the Branch in that State unless the applicant nominates another Branch in another State in her/his application for membership.

**8.7.** An applicant for membership who is ordinarily a resident of a Territory which does not have a Branch will be deemed to be ordinarily a resident of the State which she/he nominates in his/her application for membership and a member of the Branch in that State

**8.8.** An applicant for membership who is ordinarily not a resident of Australia will be deemed to be ordinarily a resident of the State which she/he nominates in his/her application for membership and a member of the Branch in that State.

**8.9.** The last address recorded in the register of members will be determinative of the member's ordinary place of residence.

**9. Life members**

The Board of Directors may admit as life members, members of the College who, in the opinion of the Board, are distinguished by reason of notable contributions to the College and critical care nursing. Such persons if admitted as life members shall be exempt from payment of any subscriptions but otherwise entitled to all the rights and obligations of a member, including to take part in any elections and to vote on any matter.

**10. Honorary and Associate members**

**10.1.** The Board of Directors may invite and, upon acceptance of the invitation, admit as:

**10.1.1.** Honorary members are persons who, in the opinion of the Board, are distinguished by reason of her/his notable contributions to critical care nursing.

**10.1.2.** Associate members are any person or corporation whose associate membership, in the opinion of the Board, would be beneficial to the College.

**10.2.** Such persons if admitted as honorary or associate members as the case may be shall not be entitled to take part in any elections or to vote on any matter and shall be exempt from payment of any subscriptions.

**11. Liability of Members**

The liability of members is limited as set out in Rule 24.

**12. Termination and Suspension of Membership**

**12.1.** A member ceases to be a member if they:

**12.1.1.** Resign by writing to the Secretary.

**12.1.2.** Fail to pay any fees set by the Board in accordance with Rule 8.4 within one (1) month of its due date.

**12.1.3.** Are wound up or otherwise dissolved or deregistered (for an incorporated member).

**12.1.4.** Their membership is suspended or terminated under Rule 12.2.

**12.1.5.** Have not responded within three months to a written request to the secretary that they confirm in writing if they want to remain a member.

**12.2.** The Board of Directors may suspend or terminate a member's membership or any rights and privileges of a member for conduct contrary to the interests of the College or of the members as a whole. Such conduct may include but is not limited to:

**12.2.1.** Non-payment of any fee or subscription or other moneys due by the member to the College when it falls due.

**12.2.2.** Non-compliance with any provision of this Constitution which is applicable to members.

**12.2.3.** Acting in a manner contrary to the objects or purposes of the College.

**12.2.4.** Acting in a manner which would bring disrepute upon the College.

**12.2.5.** Acting in a manner contrary to any ethical or professional standards governing the conduct of members.

**12.3.** The Board of Directors may delegate its power under Rule 12.2 to any Branch.

**12.4.** Where the Board of Directors has delegated its powers pursuant to Rule 12.3 then any member who is suspended or terminated by that delegate is entitled to appeal the delegate's decision by making written application to the Board of Directors within one (1) month of notification of the delegate's decision.

**12.5.** A member whose membership terminates for any reason is not entitled to be repaid any part of the subscriptions or fees paid to the College upon admission to membership or renewal of membership.

**13. Appointment of Directors**

**13.1.** The Board of Directors shall comprise:

**13.1.1.** Two Directors from each Branch, namely:

**13.1.1.1.** Each Branch President.

**13.1.1.2.** The National Representative on each Branch Committee.

**13.1.2.** The President, and

**13.1.3.** Up to three external non-executive Directors as outlined in Rule 13.2.

**13.2.** The Board of Directors can appoint up to (3) three external non-executive Directors. The term for such an external Director will be for three years for a maximum of three terms. The purpose of such appointments is to provide non nursing expertise and to enhance the corporate governance of the College.

**13.3.** Directors, other than external non-executive Directors as outlined in 13.2, hold office until the close of the Annual General Meeting of the College in the year in which their office as a Branch officer expires.

**13.4.** Should any Director appointed under Rule 13.1.1 cease to be a member of the College, a Branch President, a National Representative, a Director of the College or otherwise become incapable or unwilling to act, then the Branch should appoint a replacement Director for the departed Director until the next election of a Branch President or National Representative on the Branch Committee.

**13.5.** The provisions that operate to vacate the office of an Office Bearer apply equally to Directors.

#### **14. Removal of Directors**

**14.1.** The position of any Director is to be treated as vacated in the event that such Director:

**14.1.1.** Becomes bankrupt or makes any arrangement or composition with his/her creditors generally;

**14.1.2.** Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

**14.1.3.** Becomes prohibited from being a Director of a company by reason of any order made under the Corporations Act;

**14.1.4.** Ceases to be a Director by operation of Section 206A of the Corporations Act;

**14.1.5.** Resigns his/her office by notice in writing to the College;

**14.1.6.** For more than three (3) months is absent without permission of the Board of Directors from meetings of the Board of Directors held during that period;

**14.1.7.** Holds any office of profit under the College (unless permitted to do so under another provision of this Constitution or as approved by the Board of Directors);

**14.1.8.** Ceases to be a member of the College, with the exception of external non-executive as outlined in rule 12.1; or

**14.1.9.** Is removed from office by a resolution of a Special General Meeting of a Branch convened pursuant to Rule 19 for the specific purpose of removal of the Director.

#### **15. Office Bearers of the College**

**15.1.** The office bearers of the College are:

**15.1.1.** The President

**15.1.2.** The Vice-President

**15.1.3.** The Secretary

**15.1.4.** The Treasurer

**15.2.** To be eligible to be an office bearer a person must be a Director.

**15.3.** All of the positions of office bearers on the Board of Directors will be automatically vacated two (2) years from the date of their original appointment. However, the Board of Directors may at any time prior to the expiration of that two-year period determine to declare all positions of office bearers vacant.

**15.4.** Whenever the positions of office bearers become vacant the Board of Directors must forthwith appoint new office bearers from among its number for the residual term of that office bearer's position.

**15.5.** During any period of temporary absence caused by illness or incapacity of the office bearer a temporary replacement must be appointed by the Board of Directors and that replacement will only be permitted to hold office until the return of the absent office bearer.

**15.6.** The President:

**15.6.1.** Is to be elected by a majority vote of the Board of Directors;

**15.6.2.** On election will resign the Branch President or National Representative role from the Branch Committee;

**15.6.3.** Will maintain a position of general committee member on the Branch Committee;

**15.6.4.** Will hold office for two (2) years unless they are removed by a majority vote of the Board of Directors, becomes ineligible to hold office or resigns;

**15.6.5.** Is not disqualified from nominating for or being re-elected to hold office as President by virtue of, or expiry of, their two-year term of office as President;

**15.6.6.** Must make an annual report to the Board of Directors of the status of the College which reflects an accurate overview of the extent to which the College has achieved its objects;

**15.6.7.** By virtue of appointment is:

**15.6.7.1.** to preside at all meetings at which she/he is present;

**15.6.7.2.** responsible to see that all acts, orders and resolutions of the Board of Directors are carried out;

**15.6.7.3.** obliged to perform such other services as may be required by the Board of Directors from time to time.

**15.7.** The Vice-President:

**15.7.1.** Is to be elected by the Board of Directors;

**15.7.2.** Will hold office for two (2) years unless they are removed by the Board of Directors, becomes ineligible to hold office or resigns;

**15.7.3.** Is not disqualified from nominating for or being re-elected to hold office as Vice President by virtue of, or expiry of, their two-year term of office as Vice President;

**15.7.4.** Shall carry out the functions of the President in their absence or as delegated by the President.

**15.8.** The Secretary:

**15.8.1.** Is to be elected by the Board of Directors;

**15.8.2.** Will hold office for two (2) years unless she/he is removed by the Board of Directors, becomes ineligible to hold office or resigns;

**15.8.3.** Is not disqualified from nominating for or being re-elected to hold office as Secretary by virtue of, or expiry of, their two-year term of office as Secretary;

**15.8.4.** May be delegated any of the Board of Directors duties discretions and powers upon such terms and conditions and with such power of sub- delegation as the Board of Directors may from time to time determine, including without restricting the generality of the foregoing the duties discretions and powers of the Board of Directors concerned with the day to day administration of the College.

**15.8.5.** Is responsible for all tasks to be carried out by a Secretary as required by the Law.

**15.8.6.** Is responsible for ensuring the following duties and functions are performed:

**15.8.6.1.** Keeping minutes of the proceedings at every meeting of the Board of Directors or any designated sub-committee which shall be confirmed at the next meeting of the Board of Directors or that sub- committee;

**15.8.6.2.** Keeping a record of all resolutions approved by the Members in accordance with these Rules or the Corporations Act;



- 15.8.6.3.** Issuing any necessary notices for meetings of the Board of Directors, designated sub-committees or Members;
- 15.8.6.4.** Keeping a register of membership and such details and statistics as may be required by the Board of Directors;
- 15.8.6.5.** Taking charge of all correspondence and papers belonging to the College;
- 15.8.6.6.** Seeing to the distribution of all information approved by the Annual General Meeting of the Board of Directors to the Members within three (3) months of the holding of that meeting;
- 15.8.6.7.** Rendering such other services as required by the Board of Directors from time to time.
- 15.8.6.8.** Shall provide for safe custody as per College policy of books, accounts, documents, register of membership, databases, instruments of title and securities of the College.
- 15.8.7.** Is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.

**15.9. The Treasurer:**

- 15.9.1.** Is to be elected by the Board of Directors;
- 15.9.2.** Will hold office for two (2) years unless they are removed by the Board of Directors, becomes ineligible to hold office or resigns;
- 15.9.3.** Is not disqualified from nominating for or being re-elected to hold office as Treasurer by virtue of, or expiry of, their two-year term of office as Treasurer;
- 15.9.4.** May be delegated any of the Board of Directors' duties discretions and powers upon such terms and conditions and with such power of sub-delegation as the Board of Directors may from time to time determine, including without restricting the generality of foregoing the duties discretions and powers of the Board of Directors concerned with the day to day administration of the College.
- 15.9.5.** Is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.
- 15.9.6.** Is responsible for ensuring the following duties and functions are performed;
  - 15.9.6.1.** Keeping a full and complete record of all receipts and disbursement of the College and its subsidiaries in files (in electronic or book form) kept for and belonging to the College and its subsidiaries;
  - 15.9.6.2.** Overseeing the receipt of all moneys and other valuables and effects belonging to the College and its subsidiaries and depositing same in the name of, and to the credit of the College or its subsidiaries with a bank or similar financial institution as may be determined by the Board of Directors;
  - 15.9.6.3.** Distributing and disbursing funds of the College and its subsidiaries as may be directed by the Board of Directors;
  - 15.9.6.4.** Providing a written report on the state of the finances of the College and its subsidiaries at such meetings of the Board of Directors as the Board of Directors shall require and at the Annual General Meeting of the College present a formal report including therein a report on the income and expenditure for the financial year to which that Annual General Meeting relates;
  - 15.9.6.5.** Ensuring that record keeping practices of the College and its subsidiaries comply with the Corporations Act and all other legal obligations including those owed to the Members;
  - 15.9.6.6.** Rendering such other services as required by the Board of Directors from time to time.

**16. Functions of the Board of Directors**

**16.1.** Subject to the law and to any other provision of this Constitution, the business of the College shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the College, and may exercise all such powers of the College as are not, by the Corporations Act or by this Constitution, required to be exercised by the College in general meeting.

**16.2.** No Rule made or resolution passed by the College in general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

**16.3.** The Board of Directors may exercise all the powers of the College to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the College.

**16.4.** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by no less than two Directors or in such other manner as the Board of Directors from time to time determines.

**16.5.** The Board of Directors may engage or appoint an employee or any person to perform any function and delegate to that employee or person any power or authority the Board determines appropriate from time to time.

**16.6.** The Board of Directors may advance other funds to any Branch on such terms as to its use or repayment as it thinks fit.

**16.7.** The assets and funds of the College held by a Branch shall:

**16.7.1.** Be used for the following purposes:

**16.7.1.1.** The performance by the College of its purposes as permitted by these rules;

**16.7.1.2.** The performance of the Branches of their purposes as permitted by Rule 18.2;

**16.7.1.3.** The accumulation of resources to the benefit of the College in order to better achieve its purposes in the long term;

**16.7.1.4.** To provide financial or other assistance to the Branches as regarded appropriate by the Board of Directors having regard to:

**16.7.1.4.1.** The activities of the Branch.

**16.7.1.4.2.** The financial and other resources of the Branch.

**16.7.1.4.3.** The need to maintain a national membership through a Branch structure.

**16.7.2.** Be managed by the relevant Branch subject to a unanimous vote of the Board of Directors resolving that the national interest of the College requires those assets and funds be managed otherwise.

**16.7.3.** Not be used other than with the written approval and or signatures of the two (2) Directors appointed by the relevant Branch pursuant to Rule 13 subject to the Board of Directors resolving otherwise.

## **17. Proceedings of the Board of Directors**

### **17.1. Quorum**

A quorum for the meeting of the Board of Directors shall be a majority of the total number of appointed Directors provided five (5) out of that majority are representatives of at least five (5) branches and in attendance. Every such meeting shall be chaired by the President or in the President's absence the Vice-President or in the Vice-President's absence those members of the Board of Directors present at the meeting shall elect one of their number to act as chairperson of the meeting.

### **17.2. Notice of Meetings**

Notice of the time and place of every meeting of the Board of Directors shall be given to each Director together at least ten (10) days prior to the time appointed provided that the Board of Directors may dispense with compliance with this Rule in the case of meetings called to consider matters of urgency.

### **17.3. Meeting by technology**

The Board of Directors may, if it thinks fit, hold their meetings by using any technology (such as video or teleconferencing and a resolution passed by such a meeting shall, notwithstanding that the members of the Board of Directors are not present together in one place at the time of the meeting, be deemed to have been passed at a meeting of the Board of Directors held on the day on which and at the time at

which the meeting was held. The provisions of these Rules relating to proceedings of the Board of Directors apply so far as they are capable of application to such meetings.

**17.4. Adjournment of Meetings**

When all members of the Board of Directors are present and the meeting is adjourned to meet at a later date no further notice in writing need be given to the Board of Directors members, but in the absence of one or more Directors notice shall be given in accordance with Rule 17.2.

**17.5. Circular resolutions of directors**

**17.5.1.** The Board of Directors may pass a circular resolution without a meeting of the Board of Directors being held.

**17.5.2.** A circular resolution is passed if the majority of Directors, identified as per rule 17.1, entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 17.5.3 or rule 17.5.4.

**17.5.3.** Each director may sign:

**17.5.3.1.** a single document setting out the resolution and containing a statement that they agree to the resolution, or

**17.5.3.2.** separate copies of that document, as long as the wording of the resolution is the same in each copy.

**17.5.4.** The College may send a circular resolution by electronic mail to the Directors and the Directors may agree to the resolution by sending a reply electronic mail to that effect, including the text of the resolution in their reply.

**17.5.5.** A circular resolution is passed when majority of Directors sign or otherwise agree to the resolution in the manner set out in rule 17.5.3 or rule 17.5.4.

**17.6. Voting**

Each Director shall have one vote on all resolutions submitted to the Board (whether submitted at a meeting in person or by technology or by circular resolution). In the case of equality of votes the motion will be deemed not passed.

**17.7.** A Director shall not vote on any matter where a conflict exists between the personal interest of the Director and the interests of the College.

**17.8. Power of Sub-Committees**

The Board of Directors may appoint any sub-committee whether consisting entirely of members of the Board of Directors or otherwise to act within the terms of the authority given to that sub-committee by the Board of Directors.

**18. Branches**

**18.1.** The Board of Directors may make rules which provide for members in a State to organise themselves in pursuit of the purposes of the College and such rules may include the appointment of representatives of those members in a State. These groupings of members in a State shall be called Branches.

**18.2.** The purposes and objects of the Branch shall be purposes of the College Rule as set out in Rule 4.

**18.3.** The Branch Committee shall consist of:

**18.3.1.** The officers of the Branch; and

**18.3.2.** Such number of other members as the Branch Committee resolves.

**18.4.** The officers of the Branch shall hold the following offices: - Branch President, Branch Vice President, Branch Secretary, Branch Treasurer and Branch National Representative.

**18.5.** The officers of the Branch of Vice President, Secretary, National Representative and the positions of half of the ordinary members of the Committee of Management which have run for two (2) years, expire at the close of the Annual General Meeting of the College in the year ending in an even number.

**18.6.** The officers of the Branch President, Treasurer and half of the positions of ordinary members of the Committee of Management which have run for two (2) years, expire at the close of the Annual General Meeting of the College in the year ending in an odd number.

**18.7.** A Branch may appoint a Branch member to the vacant office until the next election.

**18.8.** The Branch Committee shall provide for safe custody as per College policy books, accounts, documents, instruments of title and securities of the Branch and to make these available to the Board of Directors as necessary.

## **19. Termination and Suspension of Membership from the Branch Committee or from Holding Office in the Branch Committee**

**19.1.** The Branch Committee may suspend or terminate the holder of an office from holding that office for conduct contrary to the interests of the College or of the members as a whole. Such conduct may include but is not limited to:

**19.1.1.** Non-payment of any fees or other moneys due by the member to the Branch and/or College when it falls due.

**19.1.2.** Non-compliance with any provision of this Constitution which is applicable to members.

**19.1.3.** Acting in a manner contrary to the objects or purposes of the Branch and/or College.

**19.1.4.** Acting in a manner which would bring disrepute upon the Branch and/or College.

**19.1.5.** Acting in a manner contrary to any ethical or professional standards governing the conduct of members.

**19.1.6.** Not attending at least 65% of the regular meetings of the Branch Committee.

**19.1.7.** Consistently failing to complete their assigned duties.

**19.1.8.** Acting in an unreasonable manner in the course of the activities of the Branch.

**19.1.9.** In taking any action, the Branch Committee is not required to comply with any of the rules of natural justice save that the member must be given a reasonable opportunity to respond to any allegations.

**19.1.10.** Any Branch Committee member whose membership of that Committee is suspended or terminated and any holder of an office in the Branch whose holding of office is suspended or terminated is entitled to appeal the Branch Committee decision by making a written application to the Board of Directors within one (1) month of being notified of the Branch Committee decision.

**19.1.11.** The power conferred on the Branch Committee by Rule 18.1 includes the power to suspend or terminate a member of the Committee who is also an office holder of the Branch.

## **20. General Meetings of Members**

### **20.1. Convening of General Meetings**

**20.1.1.** Except as permitted by law a general meeting of members, to be called the “annual general meeting”, must be held at least once in every calendar year.

**20.1.2.** The Board of Directors may whenever it thinks fit convene a general meeting of members.

**20.1.3.** If members with at least 5% of the votes that may be cast at a general meeting or if not less than four (4) branches make a written request to the College for a general meeting to be held, the directors must:

**20.1.3.1.** Within 21 days of the members' request, give all members notice general meeting, and

**20.1.3.2.** Hold the general meeting within twelve (12) weeks of the request.

**20.1.4.** The percentage of votes that members have (in rule 20.1.3) is to be worked out as at midnight before the members request the meeting.

**20.1.5.** The members or Branches requesting the general meeting must:

**20.1.5.1.** State in the request any resolution to be proposed at the meeting

**20.1.5.2.** All sign the request, and

**20.1.5.3.** Give the request to the company.

**20.1.6.** Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

**20.1.7.** If the Board of Directors does not cause a general meeting to be held within twelve (12) weeks after the date on which a requisition is deposited at the registered office of the College the requisitions or any of them may convene the meeting but any meeting so convened will not be held after four (4) months from the date of the deposit of the requisition.

## **20.2. Notice of General Meetings**

**20.2.1.** Except where otherwise provided in these rules at least 21 days' notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the College.

**20.2.2.** A notice of a general meeting must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

## **20.3. Representation of Member**

**20.3.1.** Any member may be represented at any general meeting of the College by a proxy or attorney and if so represented is deemed to be personally present.

## **20.4. Using technology to hold meetings**

**20.4.1.** The company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

**20.4.2.** Anyone using this technology is taken to be present in person at the meeting.

## **21. Proceedings at General Meetings**

### **21.1. Meaning of "member"**

**21.1.1.** For the purpose of ascertaining:

- (1) Any quorum at a general meeting required by these rules; and
- (2) The person entitled to, vote at a general meeting or join in demanding a poll;

"member" means any voting member, referred to in Rule 7.1 who is present in person or by proxy or attorney.

### **21.2. Quorum**

**21.2.1.** No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

**21.2.2.** Twenty- five (25) members in addition to any Directors who may be present constitute a quorum, at least five (5) of whom of those members each must be a member of a different Branch.

### **21.3. Absence of Quorum**

**21.3.1.** If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:

- (1) Where the meeting was convened upon the requisition of members the meeting is dissolved; or
- (2) In any other case:

- (a) The meeting stands adjourned to the day, and at the time and place, which the Board of Directors determine.
- (b) If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting the meeting is dissolved.

#### **21.4. Annual general meeting business**

##### **21.4.1. The business of an annual general meeting is:**

- (1) To receive and consider financial report, the report of the Board of Directors and the report of the auditors, for the last financial year that ended before the annual general meeting;
- (2) To record the appointment of directors in place of those retiring or otherwise;
- (3) When necessary, to appoint auditors; and
- (4) To transact any other business which under these rules or the Corporations Act ought to be transacted at an annual general meeting.

**21.4.2.** All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

#### **21.5. Chairperson**

**21.5.1.** The President of the College, if present, presides as chairperson at every general meeting.

**21.5.2.** Where a general meeting is held and:

- (1) There is no President of the College; or
- (2) The President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act; the members present must elect any one of their number to be the chairperson of the meeting.

#### **22. Voting at General Meetings**

##### **22.1. Voting Rights**

**22.1.1.** Subject to Rules 21.1 and 21.2 at any general meeting each member present on a show of hands has one (1) vote. On a poll each member present has one (1) vote, subject to Rule 22.1.2.

**22.1.2.** Any member holding a proxy or proxies has as many votes as the member holds proxy or proxies for in accordance with Rule 23.

##### **22.2. Voting Disqualification**

**22.2.1.** A member is not entitled to vote at a general meeting if the annual subscription, if any, of the member is more than one (1) month in arrears at the date of the meeting or the postponed or adjourned meeting.

##### **22.3. Power to Demand a Poll**

**22.3.1.** At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: By the chairperson; or (2) By at least three (3) members

##### **22.4. Evidence of Resolutions**

**22.4.1.** Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the meeting minutes of the proceedings of the College, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.



**22.5. Conduct of Poll**

**22.5.1.** If a poll is duly demanded it must be taken in such manner and subject to Rule

**22.5.2.** either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.

**22.5.3.** A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.

**22.5.4.** The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

**22.5.5.** The demand for a poll may be withdrawn.

**22.6. Casting Vote**

**22.6.1.** In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has a discretion both as to use of the casting vote and as to the way in which it is used.

**22.7. Objections to Exercise of Voting Rights**

**22.7.1.** An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

**22.7.2.** The objection must be referred to the chairperson of the meeting, whose decision is final.

**22.7.3.** A vote not disallowed following the objection is valid for all purposes.

**23. Proxies****23.1. Appointment of Proxy**

**23.1.1.** A member may appoint one (1) proxy. A proxy must be a member.

**23.2. Deposit of Proxy and Attorney Instrument**

**23.2.1.** An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Board of Directors is or are deposited at the registered office of the College or at any other place specified for that purpose in the notice convening the meeting not less than twenty four (24) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.

**23.2.2.** For the purpose of rule 23.2.1 it is sufficient if the proxy is received at the registered office of the College by electronic means or by similar means of communication in a legible form. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by electronic transmission.

**23.3. Proxy Instrument to Be in Writing**

**23.3.1.** An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing.

**23.4. Form of Proxy**

**23.4.1.** The instrument of proxy must be in the form determined by the Board of Directors but the form must:

(1) Enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and

(2) Leave a blank for the member to fill in the name of the person appointed as proxy.

**23.4.2.** The form may provide that if the member leaves it blank as to the person appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the meeting is appointed proxy.

**23.5. Effect of Proxy Instrument**

- 23.5.1.** An Instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 23.5.2.** If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise
- 23.5.3.** A proxy may be revoked at any time by notice in writing to the College.

**23.6. Voting Rights of Proxies and Attorneys**

- 23.6.1.** An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 23.6.2.** A vote given in accordance with the terms of an instrument or proxy or of a power of attorney is valid despite:
- (1) The previous death or unsoundness of mind of the principal; or
  - (2) The revocation of the instrument (or of the authority under which the instrument was executed) or of the power; if the College has not received written notification of the death, unsoundness of mind or revocation at the registered office of the College before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

**24. Guarantee**

Every member of the College undertakes to contribute to the assets of the College in the event of the College being wound up during the time that he, she or it is a member or within one (1) year afterwards for payment of the debts and liabilities of the College contracted before the time at which he, she or it ceases to be a member and for the costs, charges and expenses of winding up the College and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$AUD1.00.

**25. Subscriptions and Application Fees**

All annual subscriptions, application fees and times for payment will be set of Directors from time to time, provided the College gives forty (40) days' notice to the members of its intention to change any annual subscriptions application fees and times for payment.

**26. Financial Year**

The College's financial year is from **1 July** to **30 June**, unless the Board of directors pass a resolution to change the financial year.

**27. Indemnity**

The College indemnifies each officer of the College out of the assets of the College, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the College.

In this rule, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office. In this rule, 'to the relevant extent' means:

**27.1.** To the extent that the College is not precluded by law (including the Corporations Act) from doing so, and

**27.2.** For the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy). The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the College.



**28. Insurance**

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the College may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the College against any liability incurred by the person as an officer of the College.

**29. Directors' access to documents**

A Director has a right of access to the financial records of the College at all reasonable times. If the Directors agree, the College must give a Director or former Director access to:

- (a) Certain documents, including documents provided for or available to the Directors, and
- (b) Any other documents referred to in those documents.

**30. Amendment of Constitution**

This Constitution may only be amended by the passing of a Special Resolution to amend the Constitution.

**31. Winding up**

**31.1.** The College may by unanimous resolution of the Board of Directors resolve to be wound up voluntarily.

**31.2.** The College may also be wound up voluntarily by resolution of the members at a general meeting of members.

**31.3.** Upon any winding up, the assets of the College that remain after satisfaction of the College's debts and liabilities shall be transferred to one or more organisations with similar purposes and objects, which is charitable at law, to which income tax deductible gifts can be made.

**31.4.** If the College's endorsement as a deductible gift recipient is revoked, any surplus of the following assets shall be transferred to another organization with similar purposes and objects, which is charitable at law, to which income tax deductible gifts can be made:

- Gifts of money or property for the purposes of the college
- Contributions made in relation to an eligible fundraising event held for the purposes of the college
- Money received by the college because of such gifts and contributions

**32. Notices**

**32.1.** Notices can be served by post, electronic mail, facsimile or such other means as may be generally accepted in business from time to time.

**32.2.** Notices directed to the last known address (including any virtual or electronic address) of a Branch or a member are to be treated as duly served in such time as it would usually take for such notice to be delivered.

**33. Income and Property of the College**

**33.1.** All income derived by the College and all property of the College must be applied in furtherance of the College's objects or as permitted by these rules.

**33.2.** No part of the College's income may be paid or transferred directly or indirectly by way of dividend, bonus or other profit distribution to any member.

**33.3.** The College is otherwise authorised and permitted to make such payments to its officers and servants and contractors (whether they be a member of the College or not) by way of remuneration or payment for services as are permitted by these rules.

**SCHEDULE A  
Proxy Form  
(Pursuant to Clause 22)**

**AUSTRALIAN COLLEGE OF CRITICAL CARE NURSES  
ACN 088 184 383**

I, \_\_\_\_\_ of \_\_\_\_\_  
(Name) (Address)

Being a member of the above named company, and a member of the \_\_\_\_\_  
(Branch)

Appoint \_\_\_\_\_ of \_\_\_\_\_  
(Name) (Address)

OR,

In the absence of the above named persons my proxy is to be held by the chairperson appoint of

\_\_\_\_\_  
(Name) (Address)

As my proxy to vote for me on my behalf at the \*annual general\* or \* general meeting\* of the  
College to be held on \_\_\_\_\_ and at any adjournment of that meeting.  
(day/month/year)

+ This form is to be used \*in favour of \*against the resolution.

Signed on

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(day/month/year)

\*Strike out whichever is not desired.

+To be inserted if desired.