

Constitution of the **Australian College of Critical Care Nurses Limited**

(a company limited by guarantee)

Australian Company Number (ACN): 088 184 383

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 clauses 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 clauses 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 clause 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 Clause 17

“Branch President” means the President of any Branch of the College as defined in Clause 17

“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 clauses 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 clause 15.6

“Special Resolutions” means a resolution:

- of which notice has been given under clause 19.2, 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.

6. Restriction on Power

The College must not distribute to its members by way of dividend or otherwise any of the assets or income of the College.

7. Membership

- 7.1.** The members of the College are all persons who are admitted to membership in accordance with clause 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 application fee and annual subscription 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 clause 24 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 annual subscription or other fee set by the Board from time to time (in accordance with clause 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 Clause 23.

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 applicable fee or subscription set by the Board in accordance with Clause 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 Clause 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 Clause 12.2 to any Branch.

12.4. Where the Board of Directors has delegated its powers pursuant to Clause 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 Management Committee.

13.1.2. The President, and

13.1.3. Up to three external non-executive Directors as outlined in Clause 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 would be for three years for a maximum of two 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 Clause 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 Management 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 National Board);

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

14.1.9. Is removed from office by a resolution of a Special General Meeting of a Branch convened pursuant to Standard Branch Clause 13 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 Management Committee;

15.6.3 Will maintain a position of general committee member on the Branch Management 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 is 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 a 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 Clauses 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 is 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 Clause 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 clause 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 objectives as permitted by these

clauses;

- 16.7.1.2.** The performance of the Branches of their objectives as permitted by the Standard Branch Clauses;
- 16.7.1.3.** The accumulation of resources to the benefit of the College in order to better achieve its objectives 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 Clause 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 Clause 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 Clauses 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 Clause 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 clause 17.1, entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 17.5.3 or clause 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 email to the Directors and the Directors may agree to the resolution by sending a reply email 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 clause 17.5.3 or clause 17.5.4.

17.6. Voting

At all meetings of the Board of Directors whether present in person or by proxy, each Director shall have one vote on all motions submitted. 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 clauses which provide for members in a State to organise themselves in pursuit of the objectives of the College and such clauses 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.** Branches shall be governed by the Standard Branch Clauses set out in Schedule A of this Constitution.
- 18.3.** Each Branch may, subject to the resolution of the Board of Directors and this Constitution, apply to the Board of Directors to modify Schedule A in relation to that Branch.
- 18.4.** Any modification of Schedule A referred to in Clause 18.3:
- 18.4.1.** Shall be approved by the Board of Directors before it will have effect in respect of that Branch.
 - 18.4.2.** Shall not be inconsistent with any clauses of this Constitution.
 - 18.4.3.** Shall be inserted in Schedule B hereto.
- 18.5.** The Board of Directors is empowered to modify any modification to Schedule A set out in Schedule B for the purpose of achieving national consistency.
- 18.6.** The offices of the Branch are: - President, Vice President, Secretary, Treasurer and National Representative. A Branch may appoint a Branch member to the vacant office until the next election.
- 18.7.** The Board of Directors may authorise a representative of any Branch to undertake activities in accordance with these Clauses or as it declares from time to time.

19. General Meetings of Members

19.1. Convening of General Meetings

- 19.1.1** 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.

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

19.1.3 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:

19.1.3.1 Within 21 days of the members' request, give all members notice of general meeting, and

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

19.1.4 The percentage of votes that members have (in clause 19.1.3) is to be worked out as at midnight before the members request the meeting.

19.1.5 The members or Branches requesting the general meeting must:

19.1.5.1 State in the request any resolution to be proposed at the meeting

19.1.5.2 All sign the request, and

19.1.5.3 Give the request to the company.

19.1.6 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.

19.1.7 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 requisitionists 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.

19.2. Notice of General Meetings

19.2.1 Except where otherwise provided in these clauses 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.

19.2.2 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.

19.3. Representation of Member

19.3.1. 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.

19.4. Using technology to hold meetings

19.4.1. 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.

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

20. Proceedings at General Meetings

20.1. Meaning of "member"

20.1.1. For the purpose of ascertaining:

- (1) Any quorum at a general meeting required by these clauses; 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 Clause 7.1 who is present in person or by proxy or attorney.

20.2. Quorum

20.2.1. 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.

20.2.2. 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.

20.3. Absence of Quorum

20.3.1. 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.

20.4. Annual general meeting business

20.4.1. 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 clauses or the Corporations Act ought to be transacted at an annual general meeting.

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

20.5. Chairperson

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

20.5.2. 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.

21. Voting at General Meetings

21.1. Voting Rights

21.1.1 Subject to Clauses 20.1 and 20.2 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 Clause 21.1.2.

21.1.2 Any member holding a proxy or proxies has as many votes as the member holds proxy or proxies for in accordance with Clause 22.

21.2. Voting Disqualification

21.2.1 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.

21.3 Power to Demand a Poll

21.3.1 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:

- (1) By the chairperson; or
- (2) By at least three (3) members

21.4. Evidence of Resolutions

21.4.1. 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.

21.5. Conduct of Poll

21.5.1. If a poll is duly demanded it must be taken in such manner and subject to Clause 21.5.2 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.

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

21.5.3. 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.

21.5.4. The demand for a poll may be withdrawn.

21.6. Casting Vote

21.6.1. 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.

21.7. Objections to Exercise of Voting Rights

21.7.1. 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.

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

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

22. Proxies

22.1. Appointment of Proxy

22.1.1. A member may appoint 1 proxy. A proxy must be a member.

22.2. Deposit of Proxy and Attorney Instrument

22.2.1. 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.

- 22.2.2.** For the purpose of clause 22.2.1 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.

22.3. Proxy Instrument to Be in Writing

- 22.3.1.** 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.

22.4. Form of Proxy

- 22.4.1.** 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 primarily appointed as proxy.

- 22.4.2.** The form may provide that if the member leaves it blank as to the person primarily 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.

- 22.4.3.** Despite clause 22.4.1 an instrument appointing a proxy may be in the following form in Schedule A or in a form that is as similar to the following form as the circumstances allow:

22.5. Effect of Proxy Instrument

- 22.5.1.** An Instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

22.5.2. 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

22.5.3. A proxy may be revoked at any time by notice in writing to the College.

22.6. Voting Rights of Proxies and Attorneys

22.6.1. 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.

22.6.2. 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.

23. 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.

24. 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.

25. 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.

26. 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 clause, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.

In this clause, 'to the relevant extent' means:

- 26.1.** To the extent that the College is not precluded by law (including the Corporations Act) from doing so, and
- 26.2.** 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.

27. 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.

28. 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.

29. Amendment of Constitution

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

30. Winding up

- 30.1.** The College may by unanimous resolution of the Board of Directors resolve to be wound up voluntarily.
- 30.2.** The College may also be wound up voluntarily by resolution of the members at a general meeting of members.
- 30.3.** 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
- 30.4.** 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

31. Notices

- 31.1.** Notices can be served by post, electronic mail, facsimile or such other means as may be generally accepted in business from time to time.
- 31.2.** 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.

32. Income and Property of the College

- 32.1.** 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 clauses.
- 32.2.** 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.
- 32.3.** 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 clauses.

SCHEDULE A
Proxy Form
(Pursuant to Clause 22)

AUSTRALIAN COLLEGE OF CRITICAL CARE NURSES LIMITED
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

(day/month/year)

*Strike out whichever is not desired.

+To be inserted if desired.

SCHEDULE B

Standard Branch Clauses (Pursuant to Clause 18)

1. Name

The name of the Branch is the Australian College of Critical Care Nurses Limited ((here set out name of State or Territory in which Branch is located) Branch) in these Clauses called “the Branch”

2. Purposes and Objects

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

3. Branch Committee of Management

3.1 The affairs of the Branch shall be managed by the Branch Committee of Management.

3.2 The Branch Committee of Management shall consist of:

3.2.1 The officers of the Branch; and

3.2.2 Such number of other members as the Branch Committee of Management resolves.

4. The Officers of the Branch

4.1 The officers of the Branch shall hold the following offices:

- (a) Branch President
- (b) Branch Vice-President
- (c) Branch Secretary
- (d) Branch Treasurer
- (e) Branch National Representative

4.2 The officers of the Branch hold their offices until the close of the Annual General Meeting of the College in the year in which their office as Branch officer expires.

- 4.3** The offices 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.
- 4.4** The offices of the Branch of 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.

5. Powers of Branch Committee of Management

The Branch Committee of Management shall, subject to the College's Clauses, and resolutions of the Board of Directors:

- 5.1** Control and manage the business and affairs of the Branch;
- 5.2** Perform all acts and things as appear to the Branch Committee of Management to be essential for the proper management of the business and affairs of the Branch.

6. Meetings of the Branch Committee of Management

- 6.1** The Branch Committee of Management shall meet at least once every two (2) calendar months at such a place or by such a method and such a time as the Committee may determine.
- 6.2** Special meetings of the Branch Committee of Management shall be convened by the Secretary on requisition in writing signed by not less than one third of the members of the Branch Committee of Management, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 6.3** A quorum at the Branch Committee of Management Committee meetings shall be a simple majority of a number equal to the number of members elected to the Branch Committee of Management.
- 6.4** Subject as previously provided in this Clause, the Branch Committee of Management may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the committee shall be decided by a majority of votes and, in the case of equality of votes, the President of the Branch shall hold a casting vote.

- 6.5** Not less than ten (10) days' notice shall be given by the Secretary to the members of the committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 6.6** At a meeting of the Branch Committee of Management the most senior officer present shall preside.
- 6.7** If within half an hour from the time appointed for the commencement of a Branch Committee of Management meeting a quorum is not present, the meeting, if convened, upon requisition of members of the Branch Committee of Management, shall lapse. In any other case it shall stand adjourned to a date, time and place as the Branch Committee of Management may determine.
- 6.8** A member of the Branch Committee of Management shall not vote on any matter where a conflict exists between the personal interests of the member of the Branch Committee of Management and the interests of the College or the Branch.

7. Elections for Branch Committee of Management

- 7.1** The Branch Committee of Management members shall be elected or appointed for up to a two (2) year term.
- 7.2** The Board of Directors shall conduct half elections by postal ballot and those elections must be completed and the result declared no less than 6 weeks prior to the Annual General Meeting of the College.
- 7.3** Half elections will be held as per Clause 4.3 and 4.4. It is as follows:
 - 7.3.1** Vice President, Secretary, National Representative and half committee members in even years.
 - 7.3.2** President, Treasurer and half committee members in odd years.
- 7.4** The election of officers and other members of the Branch Committee of Management shall take place in the following manner:-
 - 7.4.1** Not less than forty-two (42) days prior to the close of nominations the Board of Directors must take steps to notify all members that nominations will be accepted for any vacancy on the Branch Committee of Management.

- 7.4.2** Any two members of the Branch shall be at liberty to nominate any other member to serve as an officer or other member of the Branch Committee of Management
- 7.4.3** Nominations shall be in writing and signed by the member and her/his proposer and seconder and shall be lodged with the Electoral Officer of the College before the close of nominations.
- 7.4.4** A list of candidates' names and professional profiles of the candidate shall be sent to all members at the same time as ballot papers are sent to members.
- 7.4.5** If insufficient nominations be received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected;
- 7.4.6** Balloting lists shall be prepared (if necessary) containing the candidate's names and each member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 7.4.7** If no nominations are received for a position then the Branch Committee of Management can appoint a member of the Branch to that position until such time as a further nomination is received for which an election can be held.

8. Termination and Suspension of Membership from the Branch Committee of Management or from Holding Office in the Branch

- 8.1** The Branch Committee of Management may suspend or terminate a member's membership of it and may suspend or terminate the holder of an office as defined in Standard Branch Clause 4 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:-
 - 8.1.1.** Non-payment of any fee or subscription or other moneys due by the member to the Branch and/or College when it falls due.
 - 8.1.2.** Non-compliance with any provision of this Constitution which is applicable to members.
 - 8.1.3.** Acting in a manner contrary to the objects or purposes of the Branch and/or College.

- 8.1.4.** Acting in a manner which would bring disrepute upon the Branch and/or College.
- 8.1.5.** Acting in a manner contrary to any ethical or professional standards governing the conduct of members.
- 8.1.6** Not attending at least 65% of the regular meetings of the Branch Committee of Management.
- 8.1.7** Consistently failing to complete their assigned duties.
- 8.1.8** Acting in an unreasonable manner in the course of the activities of the Branch Committee of Management.

8.2 In taking any action pursuant to Clause 10.1, the Branch Committee of Management is not required to comply with any of the clauses of natural justice save that the member must be given a reasonable opportunity to respond to any allegations.

8.3. Any Branch Management 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 Management Committee decision by making written application to the Board of Directors within one (1) month of being notified of the Branch Management Committee decision.

8.4. In performing its function pursuant to Clause 10.3, the Board of Directors is not required to comply with any of the clauses of natural justice save that the member must be given a reasonable opportunity to respond to any allegations. "

8.5 The power conferred on the Branch Management Committee by Clause 8.1 includes the power to suspend or terminate a member of that Committee who is also an office holder of the Branch.

9. Vacancies on the Branch Committee of Management

The Branch Committee of Management shall have the power at any time to appoint any member of the Branch to fill any casual vacancy on the Branch Committee of Management until the next election is held.

10. Sub-Committees

10.1. The Branch Committee of Management may delegate any of its powers to a sub committee consisting of such members of the Branch as it thinks fit.

10.2. A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for the holding of the meeting, the members may choose one (1) of their number to be Chairman of the meeting.

10.3. A sub-committee may meet and adjourn as it thinks proper.

11. Sub-Branches

11.1. The Branch Committee of Management may authorise the formation of Sub- Branches. Any Sub-Branch is subject to the control and direction of the Branch Committee of Management.

11.2. All members of a Sub-Branch are classified as ordinary members and must abide by the Constitution and clauses of the College.

11.3. There must be a minimum of twenty (20) members per Sub Branch.

11.4. The Management Committee of a Sub-Branch shall comprise of a President, Treasurer, Secretary and Committee members.

11.5. The Management Committee shall be elected or appointed for a two year term. Half elections will be conducted as follows:

11.5.1. President, Treasurer and half committee members in odd years.

11.5.2. Secretary, and remaining half committee members in even years.

11.5.3. Meeting minutes and all financial documents must be kept – these may be kept in written or electronic form.

11.5.4. Account books must be prepared for audit within three (3) weeks of the end of the financial year and sent to the Branch Treasurer in order to have them included in the College national audit.

11.5.5. The Branches and corresponding Sub-Branches will negotiate the sum of money to be paid per member to each Sub-Branch annually.

11.5.6. Sub-Branches shall be known as the Australian College of Critical Care Nurses Limited (Geographical location) Sub-Branch, or in abbreviated form ACCCN (State) Sub-Branch.

11.5.7. The geographical boundaries of the Sub-Branch shall be determined by postcodes. Sub-Branch membership shall be determined by membership preference.

12. Branch Special Members Meetings

The Secretary shall convene a Branch Special Members Meeting:

12.1. When directed to do so by the Branch Committee of Management; or

12.2. On the requisitioning in writing signed by not less than one third of the members presently on the Branch Committee of Management or not less than the number of ordinary members of the Branch which equals double the number of members on the Branch Committee of Management plus one. Such requisition shall clearly state the reasons why such Branch Special Members Meeting is being convened and the nature of the business to be transacted thereat.

13. Quorum Meetings

At any Branch Members Meeting the number of members required to constitute a quorum shall be half the number of members on the Branch Committee of Management plus one.

14. Notice of Meetings

The Secretary shall convene all members meetings (annual or special) of the Branch by giving not less than twenty one (21) days notice of any such meeting to the members of the Branch.

15. Order of Meetings

Unless otherwise provided by these Clauses, at every Branch Annual or Special Members meeting

15.1. The President shall preside as Chairperson, or if there is no President or if she/he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairperson or if she/he is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson for the meeting.

15.2. Each member present on a show of hands has one (1) vote and on a poll each member present has one (1) vote subject to clause 16.4

- 15.3.** 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 discretion both as to use of the casting vote and as to the way in which it is used.
- 15.4.** Any member holding a proxy has as many votes as the member holds proxies for in accordance with clause 16.5
- 15.5.** A member may appoint one (1) proxy. A proxy must be a member.
- 15.6.** 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 Branch Committee of Management is or are deposited at the registered office of the Branch 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.
- 15.7.** For the purpose of clause 16.2 it is sufficient if the proxy is received at the registered office of the Branch by facsimile transmission or by similar means of communication in a reasonably 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 facsimile transmission.
- 15.8.** 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.
- 15.9.** The instrument of proxy must be in the form determined by the Branch Committee of Management but the form must:
- 15.9.1.** Enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- 15.9.2.** Leave a blank for the member to fill in the name of the person primarily appointed as proxy.
- 15.10.** The form may provide that if the member leaves it blank as to the person primarily 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.
- 15.11.** Despite clause 16.6 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

PROXY FORM
AUSTRALIAN COLLEGE OF CRITICAL CARE NURSES (STATE) BRANCH
ACN _____

I, _____ of _____
(Name) (Address)

being a member of the above-named Branch

appoint _____ of _____
(Name) (Address)

or, in his or her absence,

appoint _____ of _____
(Name) (Address)

as my proxy to vote for me on my behalf at the *Branch Annual* or *Special Members Meeting*

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

_____ (day/month/year)

*Strike out whichever is not desired.

+To be inserted if desired.

- 15.12.** An Instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 15.13.** If a proxy is only for a single meeting it may be used at a postponement or adjournment of that meeting, unless the proxy states otherwise.
- 15.14.** A proxy may be revoked at any time by notice in writing to the Branch.
- 15.15.** 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.
- 15.16.** A vote given in accordance with the terms of an instrument or proxy or of a power of attorney is valid despite:
- 15.16.1.** The previous death or unsoundness of mind of the principal; or
 - 15.16.2.** The revocation of the instrument (or of the authority under which the instrument was executed) or of the power; if the Branch 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.
- 15.17.** The Secretary shall keep minutes of the proceedings at every meeting of the Branch Committee of Management and Branch Members Meetings which shall be confirmed at the next meeting of the Branch Committee of Management or Branch Members meeting respectively.

16. Documents

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

17. Funds and Accounts

The assets and funds of the College are to be managed in accordance with the policies and procedures of the College.

- 17.1.** All expenditure shall be approved or ratified at a Branch Committee of Management meeting as reported by the Treasurer.

- 17.2.** Two or all of the President, Vice President, Secretary, National Director and the Treasurer may authorise payment of debts.
- 17.3.** All payments are to be in accordance with the policies and procedures of the College.
- 17.4.** The Branch Committee of Management shall determine the method of payment for incidentals.
- 17.5.** The Treasurer is to prepare a statement of income, expenditure, assets and liabilities quarterly, and as required by the Branch Committee of Management or the Board of Directors.
- 17.6.** All such statements are to be presented to the College's Treasurer for auditing purposes.

SCHEDULE B

(This Schedule of Clauses shall apply to the (name) Branch only and in respect of the specific matters set out here under and shall take precedence over any clauses in Schedule "A".)