



CONSTITUTION

as at 27th October 2018

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CONSTITUTION AND RULES

1. NAME

- 1.1 The name of the Association shall be “Australian College of Perioperative Nurses of Western Australia”.
- 1.2 The Association has a common seal on which its corporate name appears.
 - a. The common seal of the Association must not be used without the express authority of the Association and every use of that common seal must be recorded within the meeting minutes.
 - b. The affixing of the common seal of the Association must be witnessed by any two of the President, Secretary and the Treasurer.
 - c. The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Association from time to time decides.

2. DEFINITIONS

- 2.1 In construing this Constitution and these Rules unless the context or subject matter otherwise indicates or requires:
 - a. “**ACORN**” means the Australian College of Perioperative Nurses.
 - b. “**The Act**” refers to the Association Incorporation Act 2015.
 - c. “**Annual General Meeting**” means the meeting of the Association held in each year.
 - d. “**Auditor**” means such person qualified to act as an auditor as the Association may from time to time appoint which person may also be the accountant for the Association.
 - e. “**The Association**” means “Australian College of Perioperative Nurses of Western Australia”.
 - f. “**The Executive**” means the Executive Committee of the Association elected and/ or appointed in accordance with or by these rules.
 - g. “**Executive Meeting**” means a Meeting of the Association to which Members are invited.
 - h. “**Extraordinary Meeting**” means all meetings of the Association other than an Executive Meeting convened in accordance with this Constitution and Rules.
 - i. “**Member**” means any person who has been admitted to membership of the Association pursuant to these rules.
 - j. “**Perioperative**” means the periods pre, intra and post-operative phase of the surgical experience.
 - k. “**Resolution**” means a resolution of Members other than a Special Resolution.
 - l. “**Special Resolution**” means a resolution of Members when it has been passed by a majority of not less than three-fourths (3/4) of such Members as being entitled to vote either in person or (if allowed) by proxy at an Executive Meeting.
 - m. “**Secretary**” means the Secretary for the time being of the Association and includes any deputy or person temporarily fulfilling the duties of the office.

- n. **“Tier 1 Association”** has the meaning given to it in section 62 of the Act.
- o. **“Year”** means the fiscal year commencing on 1st July and ending on 30th June.
- p. Words signifying the singular number one shall include the plural and vice versa, words importing the masculine gender shall include the feminine and neuter gender and “person” shall include a corporation.

3. OBJECTIVES

3.1 The objectives for which the Association is established are:

- a. To maintain, promote and enhance the nursing profession through education, communication, research, professional relations and wherever possible standardisation of activities and procedures relating to perioperative nursing.
- b. To act as an advisory body to associated healthcare disciplines on all matters relating to perioperative patient care.
- c. To promote and support perioperative nursing as a career choice.
- d. To promote and participate in the activities of the national perioperative nursing organisation.
- e. To maintain liaison with international, interstate, and intrastate perioperative and affiliated nursing organisations.
- f. To apply the property and income of the Association solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of these objects.
- g. To promote and foster good relations and co-operation between Members.
- h. To co-operate with any other Association or person if in the opinion of the Association or the Executive such co-operation is calculated to assist in or facilitate the fulfilment of the objects of the Association.
- i. To impose and collect from any Member of the Association, subject to these rules, subscriptions, funds, levies, fines or other moneys for the purpose of carrying on or furthering the objects of the Association and to apply the same for that purpose.
- j. To take appropriate action legal or otherwise against any Member or other person who may be acting in any way contrary to the interest of the Association.
- k. To acquire any property right or privileges necessary for the attainment of these objects or any of them.
- l. To invest the funds of the Association not immediately required in such investments or securities authorised by the Act as may from time to time be determined by the Executive.
- m. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- n. To protect the interests of any person in the community in relation to any dealings by such person with any Member of the Association.

4. POWERS

4.1 The Association shall have the following powers:

- a. To issue such publications or disseminate and publicise such information and generally to do all acts and things which the Association shall think desirable in the interest and welfare of Members of the Association.
- b. The Association as defined by the Act is classified as a Tier 1 Association.
- c. To purchase, manage, lease, mortgage, dispose of, hire or otherwise acquire or deal with or exchange all or any part of the property of the Association.
- d. To borrow and raise money in such a manner as the Association may think fit and in particular by way of fluctuating or fixed overdraft and guarantee either without security or secured by Mortgage or otherwise.
- e. To raise by public or private subscriptions, appeals, entertainments or otherwise funds which shall be used for or in furtherance of any one or more of the objects of the Association.
- f. To receive any gifts whether or not subject to any trust for any one or more of the objects of the Association.
- g. To expend funds for the purpose of carrying out all or any of the objects of the Association.
- h. To invest or otherwise deal with the funds and property of the Association not immediately required for any of its objects.
- i. To co-operate or join by means of affiliation or otherwise with any present or future organisations or bodies having any of the objects aforesaid or any objects similar thereto.
- j. To do all such lawful acts and things as are incidental and/ or conducive to the attainment of the objects of the Association.
- k. To apply for Incorporation under the Associations Incorporation Act 2015.
- l. To do all such other lawful things as are incidental to the attainment of the above objects.
- m. To lobby relevant organisations and Government institutions with regard to changes or improvements necessary in order to achieve the objects of this organisation.
- n. To insure against all and any risks, liabilities or eventualities as the Association may deem fit and to apply the proceeds from any claim under any insurance in such a manner and for such a purpose as the Association shall consider appropriate.

5. NOT FOR PROFIT

5.1 The property and income of the Association must be applied solely towards promoting the objectives or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objectives or purposes.

6. POLICY

- 6.1 The Association shall be non-partisan and shall not lend its support to any candidate for any public office.

7. MEMBERSHIP

- 7.1 Membership of the Association shall consist of the following categories of Members:

- a. Full Member
- b. Associate Member
- c. Honorary Life Member
- d. Student Member

- 7.2 The eligibility of persons to categories of membership shall be as follows:

- a. Full Member: A registered or enrolled nurse who is currently practising in perioperative nursing in the state of Western Australia.
- b. Associate Member: A registered or enrolled nurse who is not currently actively engaged in the practice of perioperative nursing, or any other person with an interest in perioperative nursing.
- c. Honorary Life Member: A Member or former Member of the Association who has made a significant contribution to the Association during their membership as determined by the Executive Committee.
- d. Student Member: Currently enrolled as an under graduated nursing student in an accredited Australian University

- 7.3 Applying for Membership

- a. Every applicant for membership, except Honorary Life Members, shall submit an application for membership of the Association to the current Secretary.
- b. The Secretary shall table all new applications for membership at the next Executive Meeting of the Association.
- c. The Association will consider and decide whether to approve or reject any membership application.
- d. When considering a membership application, the Association may seek clarification on any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- e. The Association must not approve a membership application unless the applicant meets the eligibility requirements under 7.2 and 7.3(a).
- f. The Association may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under rule 7.2.
- g. As soon as is practicable after the Association has made a decision the Association must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.
- h. All new applications for membership as a Full Member, Associate Member and Student Member within the financial year, shall be tabled and agreed to by a minimum of fifty

percent (50%) of the Full Members who attend and vote at the Annual General Meeting of the Association.

7.4 Members shall comply with:

- a. All the rules of the Association for the time being and any alterations and additions thereto and any regulations or by-laws made there under.
- b. Any Code of Ethics as approved by the Association at the Annual General Meeting.

7.5 No Member shall assign or transfer any of the rights, privileges or benefits of membership; such right, privileges and benefits being personal to the Member.

8. REGISTER OF MEMBERS

8.1 The Executive shall establish and maintain a register of Members of the Association and the Secretary shall enter therein the following particulars:

- a. The name and address of each Member and any changes therein.
- b. The date on which the name of such Member was entered in the register.
- c. The date upon which each Member ceases to be a Member,
- d. The category of membership applied for.
- e. Each Member shall notify in writing to the Secretary any change in his or her address or qualification within a period of one (1) month following such a change.

8.2 Inspecting the Register

- a. Any Member is able to inspect the register free of charge, at such time and place as is mutually convenient to the Member.
- b. A Member must contact the Secretary to request to inspect the register.

8.3 Copy of the Register

- a. A Member may make a request in writing for a copy of the register.
- b. The Committee may require a Member who request a copy of the register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- c. The Association may charge a reasonable fee to the Member for providing a copy of the register, the amount to be determined by the Executive Committee from time to time.

8.4 Use of Information on the Register

- a. A Member must not use or disclose the information on the register to any third parties.
- b. A Member must not use or disclose the information on the register:
 - (i) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
 - (ii) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
 - (iii) for any other purpose unless the purpose:

- (A) is directly connected with the affairs of the Association; or
- (B) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. NO PARTNERSHIP

9.1 Members of the Association are not partners and are not liable in any way to each other except as provided in these Rules.

10. CESSATION OF MEMBERSHIP

10.1 A person shall cease to be a Member of the Association:

- a. On death or resignation in writing provided all administrative levies and other monies due by the resigning Member of the Association have been paid; and
- b. If a Member fails to pay the membership levy within three (3) months of the due date for payment; or
- c. If the Executive so resolves by a unanimous vote which is ratified by an ordinary resolution of Members at the next Executive Meeting of the Association.
- d. By ceasing to satisfy the requirements for membership of a particular class of membership.
- e. For a period of one year after a person's membership ends, the Secretary must keep a record of:
 - i. the date on which a person ceases to be a Member under rule 7.1(c); and
 - ii. the reason why the person ceases to be a Member.

10.2 Suspending or Expelling Members

- a. The Executive may by resolution, suspend or expel a Member from membership if:
 - i. the Member refuses or neglects to comply with these Rules; or
 - ii. the Member's conduct or behaviour is detrimental to the interests of the Association.
- b. The Executive must hold an Extraordinary Meeting to decide whether to suspend or expel a Member.
- c. The Secretary must, not less than 28 days before the Extraordinary Meeting referred to in rule 10.2(b), give written notice to the Member:
 - i. of the proposed suspension or expulsion and the grounds on which it is based;
 - ii. of the date, place and time of the Extraordinary Meeting;
 - iii. that the Member, or the Member's representative, may attend the Extraordinary Meeting; and
 - iv. that the Member, or the Member's representative, may address the Executive at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- d. At the Extraordinary Meeting referred to in rule 10.2(b) the Association must:
 - i. give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;

- ii. give due consideration to any written statement submitted by the Member;
and
- iii. determine whether or not the Member should be:
 - A. expelled from the Association; or
 - B. suspended from membership, and if so, the period that the Member should be suspended from membership.
- e. Once the Association has decided to suspend or expel a Member under rule 10.2(d)(iii) the Member is immediately suspended or expelled from membership.
- f. The Secretary must inform the Member in writing of the decision of the Association and the reasons for the decision, within 7 days of the Extraordinary meeting referred to in rule 10.2(e).

10.3 Right of Appeal of against Suspension or Expulsion

- a. If a Member is suspended or expelled under 10.2(e), the person may appeal the Association's decision by giving written notice to the Secretary within 14 days of receiving notice of the Association's decision under rule 10.2(f) requesting the appointment of a mediator.

10.4 Reinstatement of a Member

- a. If the Association's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Association or Members in Executing Meeting during the period that the Member was suspended or expelled from Membership under rule 10.3, is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

10.5 When a Member is Suspended

- a. If a Member's membership is suspended under rule 10.2(e), the Secretary must record in the register:
 - i. the name of the Member that has been suspended from membership;
 - ii. the date on which the suspension takes effect; and
 - iii. the length of the suspension as determined by the Association under 10.2(d)(iii)(B).
- b. A Member that has been suspended under rule 10.2(e), cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- c. Upon the expiry of the period of a Member's suspension, the Secretary must record in the register that the Member is no longer suspended.

11. MEMBERSHIP LEVY

- 11.1 A membership levy payable by each category of Members shall be determined by resolution of the Members at the Annual General Meeting and the Association in Executive Meeting may increase the membership levy or impose special levies from time to time.
- 11.2 If the Association incurs any expense whatsoever (including but not limited to any solicitors' fees notwithstanding that such fees may be in excess of any applicable scale of fees) relating to the recovery of any levy or other sum owing to the Association such expense shall be a debt

due to the Association by the Member in respect to whom the expense has been incurred and shall be payable to the Association upon demand.

- 11.3 Honorary Life Members shall be exempt from the payment of the Membership Levy.
- 11.4 The Membership Levy shall be due and payable upon the anniversary of that Member's joining date.
- 11.5 Any Member in arrears of the Membership Levy for longer than three (3) months shall not be able to hold office, vote or receive the notices and publications of the Association, until such arrears are paid in full.

12. EXECUTIVE MEETINGS

- 12.1 The Association:
 - a. May at any time convene an Extraordinary Meeting:
 - b. Must convene an Annual General Meeting every year. This meeting must be held every calendar year within six (6) months after the end of the Associations financial year, or such longer period as may in a particular case be allowed by the commissioner.
- 12.2 The Executive may whenever it thinks fit and it shall upon a request made in writing by not less than six (6) Full Members convene an Extraordinary Meeting.
- 12.3 Any such request shall specify the purpose of the meeting required and shall be signed by the Members making the same and shall be handed to the Secretary. It may consist of several documents in like form each signed by one or more of the requesting Members. The meeting shall be convened for the purposes specified in the request and if convened otherwise than by the Executive, for these purposes only.
- 12.4 The Executive shall convene an Extraordinary meeting to be held within twenty-eight (28) days after the delivering of the requests to the Secretary or a decision being made by the Executive to convene such a meeting.
- 12.5 At least fourteen (14) clear days before every Executive Meeting or Extraordinary Meeting the Secretary shall give to each Member notice in writing of the meeting and such notice shall specify the place and date and the hour of the meeting and in case of special business, the general nature of such business shall be specified.
- 12.6 The non-receipt of such notice by any Member shall not invalidate the proceedings of any Executive Meeting or Extraordinary Meeting.
- 12.7 In order for a Special Resolution to be duly passed, at least fourteen (14) days' notice specifying the intention to propose the resolution as a special resolution must first be given. Such notice shall be given in the manner provided in this Constitution and Rules and provided that if all Members entitled to attend and vote at any meeting so agreed, a resolution may be proposed and passed at such meeting even if shorter notice than provided in this clause shall have been given.
- 12.8 In computing the majority on a poll demanded on the question that a special resolution be passed, reference shall be had to the number of votes cast for and against the resolution and to the number of votes to which each Member is entitled by this Constitution and Rules.

13. PROCEEDINGS AT THE ANNUAL GENERAL MEETING

- 13.1 All other business transacted at an Executive Meeting and all business transacted at an Extraordinary Meeting shall be deemed special and subject to notice as provided herein. It

shall not be necessary at any Executive Meeting to pass resolutions by more than a simple majority except where a Special Resolution is required by these Rules.

- 13.2 A special resolution is to be passed by a majority of not less than three fourths of the Members who are entitled to vote at an Executive Meeting of the Members.

14. QUORUM OF MEMBERS

- 14.1 No business shall be transacted at any Executive Meeting unless a quorum of not less than three (3) Members of the Executive together with five (5) other Members entitled to vote are present at the commencement of such meeting; and
- 14.2 No business shall be transacted at any Annual General Meeting unless a quorum of not less than four (4) Members of the Executive and fifteen (15) other members entitled to vote are present at the commencement of such meeting.
- 14.3 If within thirty (30) minutes after the time fixed for the meeting a quorum is not present, the meeting, if convened on the request of members, shall be dissolved. In any other case it shall be scheduled for the following month, of which not less than fourteen (14) days' notice shall be given to all members by the Secretary and if at such adjourned meeting a quorum is not present then the Members present shall be a quorum.
- 14.4 The President shall preside at all meetings of the Association and if absent the Past President shall preside but if the President and Past President are both absent, a proxy President shall be elected by the Members present.
- 14.5 The President of an Executive Meeting may, with the consent of the meeting, adjourn any meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.6 Every motion submitted to a meeting shall be decided in the first instance by a show of hands and unless a poll is demanded under subclause 14.7 hereof a declaration by the President that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the books of proceeding of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. In the case of an equality of votes the President shall (both on a show of hand and a poll) have a casting vote.
- 14.7 A poll may be demanded by any one of the following:
- a. The President.
 - b. Any Member entitled to vote present in person or by proxy.
- 14.8 If a poll is demanded as aforesaid it shall be taken by secret ballot in such manner and at such time and place as the President of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote the President shall determine the same and any such determination made in good faith shall be final and conclusive. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which a poll has been demanded.

15. VOTES OF MEMBERS

- 15.1 On a show of hands every Member present in person or by proxy and entitled to vote shall have one vote other than an Associate Member and Student Member who shall not be entitled to vote at any meeting.

- 15.2 On a poll each Member shall be entitled to exercise an equal vote other than an Associate Member and Student Member who shall not be entitled to vote at any meeting. Each Member shall be entitled to one vote only on a poll.
- 15.3 Any Member or the duly accredited representative of any Member shall have power to appoint any person (including another Member) as proxy to vote in his absence or on his behalf at any meeting or any adjournment thereof. The instrument appointing a proxy must be in writing and must be handed to the Secretary before the commencement of the meeting in respect of which such proxy is given.
- 15.4 No Member shall be entitled to be present or to vote at any Executive Meeting or Extraordinary Meeting whilst such Member is in default in the payment of any monies owing by such Member to the Association.

16. EXECUTIVE

- 16.1 At each Annual General Meeting the Executive shall be elected or appointed as herein provided.
 - a. The Executive shall not at any one time consist of more than the President, President Elect, Past President, Secretary, Treasurer, Event Coordinator, Education Coordinator, ACORN Director.
 - b. The Executive shall be entitled to call for nominations for a representative of a special interest group(s) to be elected to the Executive whenever the Executive consider it to be appropriate.
 - c. The Executive shall be entitled to appoint ex officio Members to the Executive for whatever purpose and whenever the Executive considers appropriate.
- 16.2 No person shall be eligible for election to the Executive unless a Full Member of the Association. An Associate Member and Student Member shall not be entitled to be or become a Member of the Executive.
- 16.3 Nominations of Members for appointment or candidates for election to the Executive, as the case may be, shall be in writing in such form as may from time to time be prescribed by the Executive and shall be signed by one or more Members of the Association entitled to appoint or vote at the election and shall bear the consent of the appointee or candidate to his nomination endorsed thereon. The nomination shall be lodged with the Secretary at least twenty-eight (28) days prior to the Annual General Meeting.
- 16.4 Late nomination of Members for election to the Executive may be presented at the Annual General Meeting and a proposal put to the meeting that the nominated person, if elected, be elected into a position acting capacity only, for a period of no less than 28 days. Appeals against the election can then be lodged in writing to the Secretary within the twenty-eight (28) day period. If no appeal is received the elected person will take on the Executive position as per the Constitution and Rules of the Organisation.
- 16.5 Subject to these Rules the Association shall be managed and controlled by the Executive:
 - a. At each Annual General Meeting the Executive Committee shall be elected for a one (1) year term, except for the ACORN Director.
 - b. The position of President is for one year with an option of a second year, if approved by the membership. The positions of President Elect and Past President will be either one year or two years, depending on whether the president, with the approval from the membership, takes up the option of a second year in office. The positions of

President and Past President shall be automatically appointed at the conclusion of the current President's term of office.

- c. Persons elected to all other positions (other than ACORN Director) shall not be entitled to be elected for more than two (2) successive terms of one (1) year. In the situation that no eligible applications are received for an outgoing Executive position, the person residing in that role may be re-elected to remain in the Executive position for a further one (1) year term of office and the position ratified at the next Annual General Meeting.
- d. In accordance with the ACORN Constitution, there shall be a Director who hold office for a period of at least two (2) years and not longer than four (4) years, with the longest serving Director to be replaced every two (2) years.

17. DISQUALIFICATION

17.1 Office Bearers

The office of an appointed, elected or co-opted Member of the Executive shall be vacated if the Member:

- a. to lack capacity to make decisions as defined under the Mental Health Act 2014;
- b. resigns his or her office by notice in writing;
- c. is removed by resolution of a meeting of the Members of the Association;
- d. changes status from Full Member to Associate Member; and
- e. ceases to be a Member of the Association.

17.2 Members

The Executive shall have the right to disqualify any Member if that Member does not abide by the rules and regulations of the Association.

PROVIDED any Member disqualified by the Executive shall have the right to appeal against disqualification to be heard at an Executive Meeting.

18. OFFICE BEARERS

18.1 Office bearers of the Association shall be as follows:

- a. There shall be a President, President Elect and Past President. Any casual vacancy in either the office of the President or President Elect may be filled by the Executive. The President shall chair all meetings of the Association and the Executive, have a casting vote in the event of any tied vote, may be a Member of subcommittees and working parties, present a report to the Members at the Annual General Meeting and act as the Executive Officer of the Association. The Past President shall deputize for the President or any other officer of the Association and if requested shall present a report to Members at the Annual General Meeting. The President Elect shall support the President and shall perform any other duties delegated by the President.
- b. The Association shall have a President who shall be elected by the Association at every Annual General Meeting. The President shall:
 - i. Present a membership report of the Association for the Annual General Meeting; and

- ii. Prepare and present an education report and the current status of the Association for the Annual General Meeting.
- c. The Association shall have a Secretary who shall be elected by the Association at every Annual General Meeting. The Secretary shall:
 - i. Keep all correspondence books and other papers belonging to or relating to the Association as requested by the Executive.
 - ii. Keep attendance records and minutes of all meetings of the Executive and any meetings of the Association.
 - iii. Retain a copy of the current Constitution available for the inspection of the Members.
 - iv. Receive and answer all correspondence, as directed by the Executive or the Members.
 - v. Generally, act as Secretary of the Association at the directions from time to time of the Executive and coordinate the affairs of the Association.
 - vi. Keep the membership records up to date and advise the Executive of any changes, including details of un financial Members at each Executive Meeting.
 - vii. Forward to Members of Association details of the Membership Levy payable of each Member.
 - viii. Provide all new Members with an up to date copy of these Constitution and Rules.
- d. The Association shall have a Treasurer who shall be elected by the Association at every Annual General Meeting. The Treasurer shall:
 - i. Keep books and accounts of the affairs of the Association.
 - ii. Prepare financial reports on a monthly basis and as required by the Members.
 - iii. Ensure that no expenditure of the Association is incurred without the approval of the Executive.
 - iv. Prepare for an annual external audit, as required of the funds of the Association.
 - v. Prepare and present the annual financial statements of the Association at the Annual General Meeting.
- e. The Association shall have an Events Coordinator who shall be elected by the Association at every Annual General Meeting. The Events Coordinator shall:
 - i. Coordinate the organisation and management of conferences, except for the Trade Exhibition, in consultation with the Executive.
 - ii. Present a written report to the Members at the Annual General Meeting.
- f. The Association shall have a Trade Exhibition Coordinator who shall be elected by the Association at every Annual General Meeting. The Trade Exhibition Coordinator shall:
 - i. Liaise with trade bodies and coordinate the Trade Exhibition at the Annual Conference.
- g. The Association shall have an Education Coordinator who shall be elected by the Association at every Annual General Meeting. The Education Coordinator shall:

- i. Organise the educational content of the Executive Meetings.
 - ii. Organise and coordinate other educational activities as directed.
 - h. The Association shall have one (1) ACORN Director who shall be elected by the Association for at least two (2) years and not more than four (4) years, with the longest serving representative being replaced every two (2) years at the Annual General Meeting. The ACORN Director shall:
 - i. Attend ACORN Board Meetings to represent the views of the Association.
 - ii. Disseminate information to and collect information from the Members of the Association pertaining to perioperative nursing and the National Conference.
 - iii. Coordinate the State presentation for the National Conference of ACORN.
 - iv. Act as moderator of the W A Panel at the National Conference of ACORN.
 - v. Coordinate the State News for the National Journal.
 - vi. Where the ACORN Director is unable to attend an ACORN Board Meeting, an Alternate Director may be appointed. The President of the Association will advise the ACORN Secretariat in writing prior to the Board Meeting. If the notification is within 24 hours of the ACORN Board Meeting, a verbal notification to the ACORN Secretariat will also be required.
- 18.2 The Executive shall meet together at least eight (8) times in each year for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business, provided however that at no time shall less than four (4) Executive Members be deemed a quorum.
- 18.3 A Member of the Executive may at any time and the Secretary upon request of a Member of the Executive shall convene a meeting of the Executive.
- 18.4 Questions arising at any meeting of the Executive shall be decided by a majority of votes. Every Member of the Executive shall have one vote and in the case of an equality of votes the President shall have a casting vote.
- 18.5 A meeting of the Executive at which a quorum is present shall be competent to exercise all or any of the authorities, discretions and powers of the Association which are not required by law or these Rules to be exercised by the Association in Executive Meeting.
- 18.6 The Executive may delegate its powers to subcommittees consisting of such Members of its body as it thinks fit. Any such subcommittee so formed shall, in the exercise of the power so delegated, conform to any regulations that may from time to time be imposed on it by the Executive. The President may be an ex officio Member of any subcommittee. The meetings and proceedings of any such subcommittee shall be governed by the provisions herein contained for the regulation of the meetings of the Executive insofar as they are applicable.
- 18.7 All acts done by any meeting of the Executive or by any subcommittee thereof shall be valid and effective notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any Member or Members of the Executive or the subcommittee or that any such Member had been duly appointed and was qualified to be a Member of the Executive or subcommittee as the case may be.
- 18.8 A resolution in writing signed by all Members of the Executive shall be as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.

18.9 The Executive shall cause minutes to be kept in books provided for the purpose of all resolutions and proceedings of Executive Meetings and Extraordinary Meetings and of meetings of the Executive.

18.10 All office bearers and Members of the Executive shall act in an honorary capacity.

19. ALTERATIONS TO RULES

19.1 The Association shall have power subject as hereinafter provided to alter amend or make additions to these Rules and the alterations, amendments or additions shall be as binding and effectual as if the same were inserted and contained in the original rules PROVIDED THAT no such alterations, amendments or additions to the Rules shall be made except by Special Resolution. The Australian Taxation Office shall be notified of all alteration's amendments or additions to these Rules forthwith upon such alteration being affected.

20. FUNDS AND ACCOUNTS

20.1 The Executive shall cause true accounts to be kept:

- a. Of all sums of money received and expenses incurred by the Association and the matters in respect of which such receipt and expenditure took place.
- b. Of all the assets and liabilities of the Association.
- c. The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Association.
- d. The funds of the Association are to be used in pursuance of the objects of the Association.
- e. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - i. any two Executive Members; or
 - ii. one Executive Member and a person authorised by the Association.
- f. All expenditure above the maximum amount set by the Association from time to time must be approved or ratified at an Executive Meeting.

20.2 The books of Account of the Association shall be kept by the Treasurer at any place as the Executive thinks fit and shall always be available for inspection by the Members of the Executive.

20.3 At the Annual General Meeting in every year there shall be placed before the Members of the Association an account of revenue and expenditure made up to the 30th day of June immediately preceding the meeting and a balance sheet as at that date containing a general summary of the assets and liabilities of the Association arranged in accordance with normal accounting practices.

20.4 Financial Statements and Financial Reports

- a. For each financial year, the Association must ensure that the requirements of the Act are met.
- b. Without limiting 20.4(a), those requirements include -
 - i. the preparation of the Financial Statements and Report;
 - ii. if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);

- iii. the presentation of the Financial Statements to the Annual General Meeting of the Association (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
- iv. if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner

20.5 Review or Audit of Financial Statements or Financial Report

- a. The Association must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Association if:
 - i. the by-laws (if any) of the Association require a review or audit;
 - ii. the Members require a review or audit by resolution at a General Meeting;
 - iii. an audit or review is directed by the Commissioner; or
 - iv. an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections license or registration as a charity under State or Commonwealth legislation.

21. AUDITOR

21.1 An Auditor shall be appointed by the Association at an Executive Meeting, if required, or as directed under Rule 20.5. The Association's Auditor shall provide a report which is tabled at the Annual General Meeting in every year. This report shall state:

- a. Whether all the information and explanations required have been obtained.
- b. Whether in the Auditor's or Auditors' opinion, the balance sheet is properly drawn up so as to exhibit a true and fair view of the state of affairs of the Association according to the best of the information and explanations available and as shown in the books of the Association.
- c. Whether in his or their opinion, the Register of Members required to be kept under these Rules has been properly kept.

22. GENERAL RULES

22.1 The income and property of the Association derived shall be applied solely towards the promotion of the objects of the Association.

22.2 No portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift bonus or profit to the persons who at any time are or have been Members of the Association.

22.3 All payments of remuneration are made in good faith to any Members or representative of Members of the Association in return for any services actually rendered to the Association.

22.4 Any Member of the Association is out-of-pocket any expenses properly incurred by a Member or representative of a Member employed under the authority of the Association is reimbursed accordingly

23. DISSOLUTION OF THE ASSOCIATION

23.1 The Association may be dissolved or wound up by a Special Resolution at any Executive Meeting or at any Extraordinary Meeting called for such purpose. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members or former Members. The surplus property must be given or transferred to another association

incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members.

24. NOTICES

- 24.1 Notice hereunder may be served by the Association on a Member either personally, electronically or by sending it through the post in a pre-paid letter, envelope or wrapper addressed to such Member at his place of address.
- 24.2 Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and posted.

25. INDEMNITY

- 25.1 Every Office Bearer, Member of the Executive, Member of the Association or servant of the Association shall be indemnified out of the funds of the Association for all costs, losses and expenses may incur or become liable for by reason of any contract entered into or act on things as a Member of the Association.
- 25.2 No Office Bearer, Member of the Executive, Member of the Association or servant shall be liable for the acts, neglects or defaults of the Association for the joining in any receipt or other act of conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on account of the Association
- 25.3 No Office Bearer, Member of the Executive, Member of the Association or servant shall be liable for the acts, neglects or defaults of the Association for the joining in which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of his duties, or in relation thereto unless the same happens through his own willful act or default.

26. REGULATIONS AND BY-LAWS

- 26.1 The Association and/or Executive may make such regulations or by laws as may seem necessary or expedient for the efficient conduct and management of the Association and its affairs and may at any time annul or vary such regulations or by- laws PROVIDED THAT such regulations or by- laws shall not be inconsistent with the terms of the Constitution or Rules.