



AUSTRALIAN  
COLLEGE OF  
PERIANAESTHESIA  
NURSES

# ACPAN CONSTITUTION

**Last reviewed 24 October 2020**

AUSTRALIAN SOCIETY OF POST ANAESTHESIA & ANAESTHESIA NURSES (ASPAAN) incorporated In Victoria 23/5/97, Incorporation No. A0034921Z, trading as AUSTRALIAN COLLEGE OF PERIANAESTHESIA NURSES (ACPAN), ABN 46942030874

## STATEMENT OF PURPOSE

The purposes for which ACPAN was established are:

- a) To promote the highest standards of clinical, educational and administrative practices directly and indirectly related to perianaesthesia nursing.
- b) To develop and maintain a common set of competency-based standards for clinical practice, education, and administration related to perianaesthesia nursing.
- c) To provide education related to perianaesthesia nursing.
- d) To promote the professional development of perianaesthesia nurses.
- e) To promote the development, implementation, completion, and publication of special projects and research, which are directly and indirectly related to perianaesthesia practice.
- f) To provide resources, and to award prizes, for excellence in the practice, teaching, study, and administration of perianaesthesia nursing.
- g) To provide grants and assistance to members and associate members to undertake research or attend educational activities.
- h) To communicate with other bodies whether professional or scientific, international or regional, which are interested in, or are impacting upon perianaesthesia nursing.
- i) To increase the esteem in which perianaesthesia nurses are regarded.
- j) To provide a certification process of practitioners of perianaesthesia nursing.

In this statement:

- k) Perianaesthesia nursing is the total nursing care and management of the client/ patient being prepared for, undergoing, and recovering from anaesthesia. It is an integral part of the health care setting in which the practice of anaesthesia takes place.
- l) Nurse in this statement means a registered nurse or enrolled nurse as defined in the Australian Health Practitioner Regulation National Law Act 2009.

# RULES ACPAN

## 1. NAME

- 1.1. The name of the incorporated association is: "Australian Society of Post Anaesthesia and Anaesthesia Nurses (ASPAAN) incorporated", the trading name as registered with Australian Securities and Investments Commission (ASIC) is the Australian College of PeriAnaesthesia Nurses (ACPAN) hereafter in these Rules and appendices called ACPAN.
- 1.2. Each member of ACPAN shall agree to and pursue and promote the purposes as set out in the ACPAN statement of purposes, and the activity of any member is to be consistent with respect to those purposes.
- 1.3. All correspondence in the name of ACPAN must be endorsed by the Board prior to distribution.
- 1.4. All Statements in the name of ACPAN must come from the President or their proxy.

## 2. INTERPRETATION

- 2.1. In these Rules and the Appendices hereto, unless the contrary intention appears:
  - 2.1.1. "Board" means the Board of ACPAN.
  - 2.1.2. "Executive Board" means one of the three positions on the Executive Board (National President, Secretary, Treasurer)
  - 2.1.3. "Director" means a position on the Board of ACPAN.
  - 2.1.4. "Branch" means the State/ Territory Branches.
  - 2.1.5. "Financial Year" means the year ending on the 30th June.
  - 2.1.6. "General Meeting" means a general meeting of members convened in accordance with Rule 30 of the Model Rules.
- 2.2. "Member" means any member of ACPAN under the following categories:

- 2.2.1.** “General Member” - a member of the College who is a registered or enrolled nurse working in, or with an interest in a perianaesthesia area of clinical practice, other than a Certified Member, Clinical Fellow, Professional Fellow, Life Member or Student Member, Corporate Membership or Affiliate Member.
- 2.2.2.** “Certified Member” - a member of the College who has completed the certification process. Required to renew membership at three years at the set rate and by evidencing they have met certified member criteria. If a member fails to re-credential they will revert to a general member.
- 2.2.3.** “Clinical Fellow” - a member of the College who has completed the Clinical Fellowship program and been conferred as a Clinical Fellow of the College. Required to renew Clinical Fellowship at three years at the set rate and by evidencing they have met clinical fellowship criteria. If a member fails to re-credential they will revert to a general member.
- 2.2.4.** “Professional Fellow” - a member of the College who has completed the Professional Fellowship program and been conferred as a Professional Fellow of the College. Required to renew professional fellowship at three years at the set rate and by evidencing they have met Professional Fellow criteria. If a member fails to re-credential they will revert to a general member.
- 2.2.5.** “Life Member” - a member who is a registered or enrolled nurse and has been conferred life membership of ACPAN status by the College Board as recognition for outstanding contributions to ACPAN.
- 2.2.6.** “Student Member” - a member of the college who is currently undertaking an undergraduate qualification in nursing.
- 2.2.7.** "Corporate Membership" - membership to the College whom holds a special interest in, or partners with the College such as, but not limited to: government and non-government organisations, education providers, trades and other colleges or associations representing health or with a special interest in or associated with perianaesthesia.

- 2.2.8.** "Affiliate Member"- a non-nursing member who practices in the perianaesthesia domain.
- 2.2.9.** "Officer" - means an appointed Board member of ACPAN.
- 2.2.10.** "Ordinary Member of the State/Territory Branches" means a member of State/ Territory Branch of ACPAN who is not an Officer and shall be referred to hereafter as a State/Territory Committee Member.
- 2.3.** "The Act" means the Associations Incorporation Act 1981, Act No. 9713/198.
- 2.4.** In these Rules, a reference to the Secretary of ACPAN is a reference -
  - 2.4.1.** Where a person holds office under these Rules as Secretary of ACPAN to that person; and
  - 2.4.2.** In any other case, to the Public Officer of ACPAN.
- 2.5.** In these Rules unless the contrary intention appears:
  - 2.5.1.** Words or expressions which are defined in ACPAN's statement of purposes have the meanings respectively attributed to them in that statement;
  - 2.5.2.** Subject to paragraph (2.5.1) hereof words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Schedule 1 of the Associations Incorporation Reform Act 2012 (the Act) as in force from time to time.
  - 2.5.3.** The 'Own Rules' for incorporated associations have been adopted for this constitution, unless otherwise stated.

### **3. APPLICATION FOR MEMBERSHIP**

- 3.1.** A Nurse, who is eligible for membership as a General Member, Certified Member, Clinical Fellow, Professional Fellow or Life Member, as provided in these Rules is eligible to be a voting member of ACPAN on payment of the annual subscription payable under these Rules.

- 3.2.** Student Membership is open to students undertaking an undergraduate qualification in nursing. Student members are accorded all the privileges of membership except for voting rights, election to the Board, and calling for a special general meeting.
- 3.3.** Corporate Membership are accorded all the privileges of membership except for voting rights, election to the Board, and calling for a special general meeting as outlined in Rule 31 of the Model Rules.
- 3.4.** Affiliate membership is open to those individuals who are not registered nurses or enrolled nurses but who have an interest in perianaesthesia practice. Examples of such individuals include other health professionals registered with AHPRA, and non-nursing providers of care in perianaesthesia domain. Affiliate members are accorded all the privileges of membership except for voting rights, election to the Board, and calling for a special general meeting as outlined in Rule 31 of the Model Rules.
- 3.5.** Application for membership of ACPAN
  - 3.5.1.** Shall be made via the ACPAN website; and
  - 3.5.2.** Shall be approved by the Membership Director of ACPAN.
- 3.6.** The Membership Director shall, upon receipt of payment of the amounts referred to in 4.1 ensure the applicants name has been entered in the register of members under the appropriate membership category.
- 3.7.** A right, privilege, or obligation of a person by reason of membership of ACPAN:
  - 3.7.1.** Is not capable of being transferred or transmitted to another person; and
  - 3.7.2.** Terminates upon the cessation of membership or associate membership whether by death or resignation, or otherwise.

## **4. ANNUAL SUBSCRIPTION**

- 4.1.** The annual subscription fee will be determined by the Board and voted upon by eligible members at the AGM and is payable annually from the date of receipt issued by ACPAN.

- 4.2. A member shall not be compelled by virtue only of his or her membership to pay any money otherwise than is required by sub-clause 4.1.
- 4.3. Any money payable by a member under sub-clause 4.1 is a debt owed by the member of ACPAN and recoverable in a court of competent civil jurisdiction.

## **5. LIFE MEMBERS**

- 5.1. Life membership of ACPAN may be conferred by the Board on a nurse who has made an outstanding contribution to ACPAN.
- 5.2. A life member shall be accorded all the privileges of membership but is not bound by Rules 3, 4.1 and 4.2, except for sub-clause 3.8.
- 5.3. A life member may be deprived of her or his membership by a national general meeting.

## **6. REGISTER OF MEMBERS**

- 6.1. The Membership Director shall keep and maintain a register of members, fellows, certified nurses and corporate membership on which shall be entered the name as appears on the application for membership form, address and date of entry of the name of each member and the category of their membership. This information will be used exclusively for ACPAN business and reporting only.

## 7. RESIGNATION AND EXPULSION OF A MEMBER

- 7.1.** A member of ACPAN who has paid all monies due and payable by the member to ACPAN may resign from ACPAN by first giving one month's notice in writing to the Membership Director of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member. No refund of subscription is payable.
- 7.2.** Upon the expiration of a notice given under sub-clause 6.1, the Membership Director shall make in the database of members an entry recording the date on which the fellow, member or associate member by whom the notice was given, ceased to be a member.
- 7.3.** Subject to these Rules, if the Board or Membership Director by resolution be of the opinion that a member:
  - 7.3.1.** Has refused or neglected to comply with these Rules; or
  - 7.3.2.** Has been guilty of conduct whether in the practice of nursing or otherwise unbecoming of a member, or prejudicial to the interests of ACPAN then, subject to these Rules, the Board or Membership Director may by resolution
    - 7.3.2.1.** Expel the member from ACPAN; or
    - 7.3.2.2.** Suspend that member from membership of ACPAN for a specified period.
- 7.4.** A resolution of the Board under sub-clause 7.3:
  - 7.4.1.** Shall not take effect unless the Board, at a meeting held not earlier than 14, and not later than 28 days after the service on the member of a notice under sub-clause (3) confirm the resolution in accordance with this clause; and
  - 7.4.2.** Should the member exercise a right of appeal to ACPAN under this clause shall not take effect unless ACPAN confirm the resolution in accordance with this clause.



- 7.4.3.** Where the member has been guilty of conduct whether in the practice of nursing or otherwise unbecoming of a member, or prejudicial to the interests of ACPAN then, their right to appeal is revoked.
- 7.4.4.** Any member expelled from ACPAN will not be eligible for membership of any kind. This includes corporate membership. They will not be eligible for endorsement or accreditation.
- 7.5.** Should the Board pass a resolution under sub-clause 7.3, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
  - 7.5.1.** Setting out the resolution of the Board and the grounds on which it is based;
  - 7.5.2.** Stating that the member may address the Board at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
  - 7.5.3.** Stating the date, place and time of that meeting;
  - 7.5.4.** Informing the member that she or he may do one or more of the following;
    - 7.5.4.1.** Attend that meeting;
    - 7.5.4.2.** Give the Board before the date of that meeting, a written statement seeking the revocation of the resolution; and
    - 7.5.4.3.** Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to ACPAN in general meeting against the resolution.
- 7.6.** At a meeting of the Board held in accordance with sub-clause (6.4), the Board-
  - 7.6.1.** Shall give to the member an opportunity to be heard;
  - 7.6.2.** Shall give due consideration to any written statement submitted by the member; and
  - 7.6.3.** Shall by resolution determine whether to confirm or revoke the resolution.
- 7.7.** If the Membership Director receives a notice under sub-clause (6.4) he or she shall notify the Board and the Board shall convene a general meeting of ACPAN to be held within 21 days after the date on which the Secretary received the notice.
- 7.8.** At a general meeting of ACPAN convened under sub-clause 6.7: -
  - 7.8.1.** No business other than the question of the appeal shall be transacted;

- 7.8.2.** The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - 7.8.3.** The member shall be given an opportunity to be heard; and
  - 7.8.4.** The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 7.9.** If at the general meeting:
- 7.9.1.** One third of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - 7.9.2.** In any other case, the resolution is revoked.
- 7.10.** On the coming into force of the expulsion or suspension, then pursuant to this Rule, the person affected thereby shall be promptly informed thereof by the Secretary by notice in writing served on behalf of ACPAN.
- 7.11.** A member shall cease to be a member should she or he:
- 7.11.1.** Fail to pay any money due and payable by her or him to ACPAN within 7 days of the giving of a notice demanding that money;
  - 7.11.2.** In the case of a voting member, cease to be a nurse;
  - 7.11.3.** Be convicted of an indictable offence unless that conviction is subsequently quashed or unless the Board resolve that despite the conviction the member remains a member.
- 7.12.** A former member whose membership has ceased pursuant to sub- clause shall be promptly informed thereof by the Membership Director by notice in writing served on behalf of ACPAN.

## **8. ANNUAL GENERAL MEETING**

- 8.1.** ACPAN shall in one financial year, convene an annual general meeting of its members.
- 8.2.** The annual general meeting shall be held on such a day as the Board determines.
- 8.3.** The annual general meeting shall be specified as such in the notice convening it.
- 8.4.** The ordinary business of the annual general meeting shall be:

- 8.4.1.** to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - 8.4.2.** to receive from the Board reports upon the transactions of ACPAN since the last annual general meeting or during the last 12 months;
  - 8.4.3.** to elect the officers of the Board;
  - 8.4.4.** to receive and consider the statement submitted by ACPAN in accordance with section 30 (3) of Own Rules;
  - 8.4.5.** to receive and consider the auditor's report.
- 8.5.** The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- 8.6.** The annual general meeting shall be in addition to any other General Meetings that may be held in the same year.

## **9. SPECIAL GENERAL MEETING**

- 9.1.** All general meetings other than the annual general meeting shall be called special general meetings.
- 9.2.** The Board may, whenever it thinks fit, convene a special general meeting of ACPAN.
- 9.3.** The Board shall, on the requisition in writing representing not less than 10% of the total number of members, convene a special general meeting of ACPAN as per Own Rules.
- 9.4.** The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary, and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

- 9.5.** If the Board does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the member making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 9.6.** A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as close as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by ACPAN to the persons incurring the expenses.

## **10. NOTICE OF MEETING**

- 10.1.** The Secretary of ACPAN shall, at least 21 days before the date fixed for holding a special general meeting and at least 4 weeks before the date fixed for holding an annual general meeting serve upon each member written/ email notice convening it by stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting accompanied by (in the case of an annual general meeting) a copy of the minutes of the preceding annual general meeting, a copy of the minutes of any special general meeting held since that meeting, a copy of the statement to be submitted by the ACPAN pursuant to section 30 (3) of The Own Rules, a call for nominations of candidates for election to the Board and a statement of the requirements of Rule 50 (3) of The Own Rules.
- 10.2.** No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 10.3.** A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after receipt of the notice from the member providing that the written notice is received by the Secretary within 28 days of a special general meeting or 5 weeks of an annual general meeting.

## **11. BUSINESS AND PROCEEDINGS AT MEETINGS**

- 11.1.** All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules, as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 11.2.** No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 11.3.** One-tenth of the members (being members entitled under these Rules to vote at a general meeting) present in person or by proxy will constitute a quorum for the transaction of the business of a general meeting provided that (save in the case of a meeting convened upon the requisition of members) there be present in person at least 5 members of the Board including at least 3 Officers.
- 11.4.** If within half an hour after the appointed time for the commencement of a general meeting, a quorum be not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place be specified by the member presiding at the time of adjournment or by written notice to members served on behalf of ACPAN before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting a quorum be not present within half an hour after the time appointed for the commencement of the meeting, the members present being not less than three shall be a quorum.
- 11.5.** A member of the Executive Board shall preside at each general meeting.
- 11.6.** If no Officer be present at a general meeting convened upon the requisition of members or being conducted pursuant to Rule 11.4 without a quorum is defined in Rule 11.3, the members present shall elect one of their number to preside at the meeting.

- 11.7.** The member presiding at a general meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 11.8.** Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 11.9.** Except as provided in sub-clause 10.7 and 10.8, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting.
- 11.10.** A question arising at a general meeting of ACPAN shall ordinarily be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect be made in the minute book of ACPAN is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 11.11.** Subject to clauses 11.13 and 11.14 upon any question arising at a general meeting, a member has one (and only one) vote.
- 11.12.** All votes shall be given in person or by proxy.
- 11.13.** Save in the case of meeting being conducted pursuant to Rule 11.4, without a quorum as defined in Rule 11.3, the member presiding at the meeting shall not vote on a question unless without her or his vote there would be an inequality of voting on that question.
- 11.14.** In the case of an equality of voting on a question arising at a general meeting being conducted pursuant to sub-clause 11.4 or sub-clause 11.3, the member presiding at that meeting is entitled to exercise a second or casting vote.
- 11.15.** If at a general meeting a poll on any question be demanded by not less than three members, it shall be taken at that meeting in such a manner that the member presiding thereat may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- 11.16.** A poll that is demanded on the question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the general meeting as the member presiding thereat may direct.
- 11.17.** A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to ACPAN have been paid, other than the amount of the annual subscription payable in respect of the current financial year, have been paid and he or she has been a member throughout the three months immediately past.
- 11.18.** Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 11.19.** The notice appointing the proxy shall be in the form set out in Appendix 1.

## **12. GOVERNANCE STRUCTURE**

- 12.1.** The Executive Board is responsible for the affairs of ACPAN including setting the strategic direction of ACPAN, setting and endorsing the work of the Directors and State Branches. Board positions must only be held by members of ACPAN.
- 12.2.** The State/ Territory Branches develop and deliver state/ territory based educational seminars and workshops and assist the Directors with work pertaining to their jurisdiction. Branches shall represent the local interests and aid in the professional development of State members.
- 12.3.** College Board Office appointments as elected by the membership.
  - 12.3.1.** Executive Board as appointed by the AGM
    - President;
    - Secretary;
    - Treasurer;

- 12.3.2.** Non-Executive Board as appointed by AGM
  - Education Director
  - Membership Director;
  - Professional Documents Director;
  - State/Territory Directors;
  - Other officers as required.
- 12.4.** State/ Territory Branches as appointed by the Board
  - General committee members
- 12.5.** Voting Membership
  - General Member
  - Certified Member
  - Clinical Fellow
  - Professional Fellow
  - Life Member Non-voting membership
  - Student Member
  - Corporate Membership
  - Affiliate Member
- 12.6.** The Board shall abide by a resolution of a general meeting and subject thereto and to these Rules, the regulations and the act;
  - 12.6.1.** Shall control and manage the business and affairs of ACPAN
  - 12.6.2.** May exercise all such powers and functions as may be exercised by ACPAN other than those powers and functions that are required by these Rules to be exercised by a general meeting; and
  - 12.6.3.** Shall have power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of ACPAN, including without affecting the generality of the foregoing, the fixing of prices for the publications of ACPAN and for attendance and for goods sold or distributed at, and for the receipt of records of, the educational and social activities of ACPAN.
- 12.7.** To constitute a quorum for any meeting of ACPAN business, The Board shall consist of at least 1 executive officer and 6 non-executive officers.



- 12.8.** The Directors and State/ Territory Directors will report to the Board at every sitting of the Board.
- 12.9.** If a State/ Territory Branch meeting cannot be formed with a quorum as detailed in Rule 11.11, then the Membership Director will perform the duties of that State/ Territory Branch Director until such time that can be formed by the Board.
- 12.10.** The roles of the Board officers shall be appointed by the Board from its members as the first business of a meeting of the Board, which shall be held within one month after the conclusion of the annual general meeting at which the members of the Board were elected.
- 12.11.** Each Officer shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-appointment if re-elected.
- 12.12.** Save in exceptional and justifying circumstances, (the existence whereof shall be determined and recorded in its minutes by the Board) the Board in appointing Officers shall not let any person occupy the same office for more than 2 consecutive terms of office (3 years), unless by special resolution.
- 12.13.** Subject to section 23 of the Act, the Board shall consist of not more than fourteen members of ACPAN, the Board (executive Officer or a non- executive Officer ) shall be elected by a majority at the annual general meeting.
- 12.14.** Each member of either Board or State Committee shall, subject to these Rules, hold office until the conclusion of the annual general meeting 3-year terms of office after the date of his or her election but be eligible for re-election and in line with 12.12.
- 12.15.** In the event of a vacancy of an ordinary member of the Board, the Board may appoint a member of ACPAN to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his or her appointment, but be eligible at that meeting for election to the Board. This sub-clause shall apply in the event of a removal pursuant to Rule 29.1 in default of an appointment pursuant to that Rule.

- 12.16.** When appointing a Board member, the Board can request for additional documentation including professional or personal references in support of this appointment. Additionally, if a member has held previous Board positions, a reference from the Board executive where the member held this position, must be supplied prior to consideration of appointment irrespective of when this position was held.

### **13. ELECTION OF EXECUTIVE OFFICERS AND VACANCY**

- 13.1.** Nominations of candidates for election as officers of the Board shall be made in writing signed by two members of ACPAN and accompanied by the written undertaking of the candidate to ACPAN (which shall be expressed to be made with the intention of affecting legal relations and may be endorsed in the form of Appendix 2) that if and in consideration of being elected she or he will accept office as a member of the Board and will use his or her best endeavors faithfully to perform all and singular the functions and duties of that office and of any other office in ACPAN to which he or she may be appointed by the Board until the conclusion of the term following his or her election;
- 13.2.** If insufficient nominations are received to fill all vacancies on either Boards, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 13.3.** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 13.4.** If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- 13.5.** The ballot for the election of members to the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct provided that (save as regards any votes by a proxy whose notice of appointment nominates the candidate or candidates for whom he or she is authorised to vote) the ballot shall be secret and that each candidate shall be entitled to appoint, or act as a scrutineer.
- 13.6.** At least 14 days before the date fixed for holding the annual general meeting the Secretary shall on behalf of ACPAN serve on each member a notice which shall state which of sub-clause 13.2, 13.3 or 13.4 is applicable and if 13.2 or 13.3, shall give the name of each candidate deemed to be elected but if 13.4 shall be accompanied by a list of the candidates nominated and copies of their curriculum vitae.
- 13.7.** For the purposes of these Rules, the office of an executive Officer or a non-executive Officer of the Board becomes vacant should that Officer:
- 13.7.1.** Cease to be a member of ACPAN;
  - 13.7.2.** Become insolvent under the administration within the meaning of the Companies (Victoria) Code; or
  - 13.7.3.** Resign his or her office by notice in writing given to the Secretary or, if not the Secretary, to the Chair of the Membership Services Director; or
  - 13.7.4.** Render herself or himself incapable of performing the functions or duties of his or her office for a period of at least 3 months.
- 13.8.** Conduct prejudicial to the interests of ACPAN is hereby declared to include failure without reasonable excuse on the part of an Officer of the Board to perform all and singular the functions and duties of her or his office faithfully. The functions and duties of the office of each Officer of the Board include those respectfully set out in the relevant part of the ACPAN Operational Manual.

- 13.9.** ACPAN recognises the ongoing commitment required of Board officers, Directors and State/ Territory Branch Directors, and therefore will refund to any elected Board officer their annual fee on the condition that; (1) s/he attends at least 80% of all Board meetings in a twelve (12) month period, (2) serves on the Board for a period of more than eleven months and (3) s/he meets key performance indicators and strategic goals set by ACPAN Board.
- 13.10.** ACPAN recognises that officers of the Board will incur costs associated with performing ACPAN business, to this end an honorarium may be payable to the Board officers. Additionally, an honorarium can be payable commensurate with key performance indicators.
- 13.11.** Members must be a financial member of ACPAN and certified within 1 year of becoming an officer or Fellow to be nominated or appointed to the Board or Branches of ACPAN.

## **14. PROCEEDINGS OF THE BOARD**

- 14.1.** The Board shall meet at least six times in each year and at least every two months.
- 14.2.** Written notice of each Board meeting shall be served on each officer of the Board on behalf of ACPAN at least five business days before the date of the meeting.
- 14.3.** Special meetings of the Board may be convened by the President or by any three of the Executive officers of the Board.
- 14.4.** Notice shall be given to officers of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 14.5.** An executive Officer and any four other officers of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 14.6.** No business shall be transacted unless a quorum be present and if within half an hour of the time appointed for the meeting a quorum be not present the meeting shall stand adjourned for no longer than two weeks unless the meeting be a special meeting in which case it shall lapse.

- 14.7.** At a meeting of the Board an Executive present shall preside.
- 14.8.** Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined on a show of hands or, if demanded by an officer, by a poll taken in such manner as the officer presiding at the meeting may determine.
- 14.9.** Each officer present at a meeting of the Board, or of any committee appointed by the Board (including the person presiding at the meeting), is one vote and, in the event of equality of votes on any question, the person presiding may exercise a second or casting vote save in circumstances where the issue to be decided upon will directly affect the President or their Employer. In this instance the President or the executive officer presiding, shall stand aside and the original vote of the next most senior (in terms of governance) executive Officer present shall be deemed to be the casting vote on this issue. In the event of there being only one executive officer present, then the unresolved issue shall stand adjourned until the next executive Board meeting when there is more than one officer present.
- 14.10.** Subject to sub-clause 13.5 the Board may act notwithstanding any vacancy on the Board.

## **15. MINUTES**

- 15.1.** The Secretary or their proxy shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting and records of all transactions of ACPAN with a record of the names of persons present at each meeting. In the minutes of each Board meeting shall be included all incoming and outgoing correspondence received or sent during that meeting or between that meeting and the meeting preceding it.
- 15.2.** All minutes must be circulated within 7 days of a meeting unless agreed otherwise by the executive officers of the Board.

## **16. FINANCIAL ACTIVITIES**

### **16.1. The Treasurer of ACPAN:**

**16.1.1.** Shall collect and receive all moneys due to ACPAN and make all payments on behalf of ACPAN and give and obtain all receipts for all such moneys and payments; and

**16.1.2.** Shall keep correct accounts and books showing the financial affairs of ACPAN with full details of all receipts and expenditure connected with the activities of ACPAN.

**16.2.** The accounts and books referred to in sub-clause 15.1 shall save while being recorded or prepared by the Treasurer be delivered by her or him to the Secretary and be available for inspection by members. These accounts may be kept electronically.

**16.3.** The Board will each year engage an auditor of ACPAN for the next financial year who shall audit the accounts and books referred to in sub-clause and shall make available a report to be presented thereon to the next annual general meeting. The auditor shall not be a member of ACPAN and shall be eligible for reappointment. His or her proper fees for the report and audit on which it is based shall constitute a debt of ACPAN.

## **17. REMOVAL OF AN OFFICER OF THE BOARD**

**17.1.** ACPAN in a general meeting may by resolution remove any officer or member of the Board before the expiration of the officer's term of office and appoint another officer in her or his stead until the expiration of the term of the first-mentioned officer.

- 17.2.** Should a member subject to a proposed resolution pursuant to sub- clause 16.1 make representations in writing to the Secretary or President of ACPAN (not exceeding a reasonable length) and request that they be notified to members of ACPAN, the Secretary or the President may send a copy of the representations to each member of ACPAN or if they are not sent, the member may require that they be read out at the general meeting.

## **18. PAYMENTS**

- 18.1.** All financial transactions of ACPAN will be conducted by electronic means unless this is not feasible.
- 18.2.** All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments or contracts shall be signed by two signatories pursuant to sub-clause 18.3
- 18.3.** Signatories include President and Treasurer of the Executive Board.
- 18.4.** No debt may be incurred, or contract entered into on behalf of ACPAN without the specific authorisation thereof by the Board.
- 18.5.** All payments from ACPAN's funds shall be made by EFT or where not feasible cheques or debit card.
- 18.6.** The Treasurer shall report any transaction made to the next meeting of the Board.
- 18.7.** An honorarium may be payable for special activities of work as determined by the board. All such payments will be disclosed in the annual financial report to members.

## **19. COMMON SEAL**

- 19.1.** The Common Seal of ACPAN shall be kept in custody of the Secretary.

- 19.2.** The Common Seal shall not be fixed to any instrument except by the authority of the Executive Board Officers and the affixing of the Common Seal shall be attested by the signatures either of two officers of the Board or of one officer of the Board and of the Public Officer of ACPAN.

## **20. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 20.1.** These Rules and Statement of Purposes of ACPAN shall not be altered except in accordance with the Act.

## **21. NOTICES**

- 21.1.** A notice may be served by or on behalf of ACPAN upon any member or former member, either personally or by sending it by email or prepaid post to him or her at his or her address last shown in the Register of Members database.
- 21.2.** Where a document is properly addressed and emailed, or prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have reasonably been delivered in the ordinary course of post.

## **22. WINDING UP OR CANCELLATION**

- 22.1.** In the event of the winding up or the cancellation of the incorporation of ACPAN, the assets of ACPAN shall be disposed of for charitable purposes and subject to its being charitable for the purposes of an organisation established for the benefit of nurses or the improvement of nursing.
- 22.2.** The distribution of ACPAN's assets in the event of its winding up or dissolution otherwise than for a charitable purpose is precluded.



- 22.3.** This Rule shall not be altered without the consent of the Minister as required by section 51(6) of the Act.

## **23. CUSTODY OF RECORDS**

- 23.1.** Except as provided in these Rules, the Secretary shall keep in her or his custody or under his or her control all electronic files, books, documents and securities of ACPAN and make them available for inspection by any member or on request made by seven days' notice in writing at a time and place convenient to both parties.

## **24. FUNDS**

- 24.1.** The funds of ACPAN shall be derived from annual subscriptions, proceeds of educational activities, donations and such other sources as the Board determines provided that no payment shall be demanded from a member unless it be specifically authorised by these Rules.
- 24.2.** The funds of ACPAN so far as practicable shall be kept in the name of Australian Society of Post Anaesthesia and Anaesthesia Nurses (ASPAAN) at a bank in such accounts as determined by the Board from time to time.

## **25. TRADING**

- 25.1.** ACPAN is authorised to trade in accordance with section 54 of the Act. This Rule shall not be altered without the consent of the Minister as required by section 51(6) of the Act.

## APPENDIX 1

### FORM FOR THE APPOINTMENT OF PROXY

(except for your signature, please complete this form in BLOCK letters)

I, .....

of (place).....

being a current member of ACPAN, hereby appoint

.....

of (place).....

being a current member of ACPAN, as my proxy to vote for me on my behalf at the meeting of ACPAN (annual general meeting or special general meeting, as the case may be) to be held on the Saturday 17 October 2020 and at any adjournment of that meeting.

I certify that I have read and understood that the notice of that meeting served on behalf of ACPAN, by the Secretary and dated the

..... day of ..... 20.....,

Signed ..... Date.....

## APPENDIX 2

### NOMINATION FOR ELECTION TO THE BOARD OF ACPAN.

*(except for your signature, please complete this form in BLOCK letters)*

<b>We, the undersigned members of ACPAN, wish to nominate:</b>	
Name:	
<b>for the ACPAN board position of:</b>	
<b>1<sup>st</sup> Nominated by:</b>	
Name:	Signature:
Place:	Date:
<b>2<sup>nd</sup> Nominated by:</b>	
Name:	Signature:
Place:	Date:
<b>Nominee Declaration:</b>	
<p>I, being a current member of ACPAN and being ACPAN certified or an ACPAN fellow (or obtaining this within 1 year of election), and the above named nominated candidate, undertake to ACPAN that if I am elected, I shall accept office for three years and shall use my best endeavours faithfully to perform the duties and functions of that office and of any other office in ACPAN to which I may be appointed by the Board and I acknowledge that I have read and understood the statement of purposes within the ACPAN Constitution and the Rules of ACPAN and Appendix 3 to those Rules.</p>	
Name:	Signature:
Place:	Date:
<p><i>Constitution, Statement of Purposes, the Rules and Operational Policies are available for perusal upon request to the Secretary, at a mutually agreed time and date.</i></p>	