

ACPAN CONSTITUTION

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

STATEMENT OF PURPOSES

1. The name of the incorporated association is: Australian Society of Post Anaesthesia and Anaesthesia Nurses (ASPAAN) incorporated, the trading name as registered with ASIC is Australian College of Peri Anaesthesia Nurses, hereafter called ACPAN.
2. The purposes for which ACPAN is to be established are:
 - (a) To promote the highest standards of clinical, educational and administrative practice 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 for 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 the credentialing process of practitioners of perianaesthesia nursing.

3. In this statement:

(a) 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.

(b) Perianaesthesia nurse means a nurse who is practicing and identifies as a perianaesthesia nurse.

(c) Nurse in this statement means a Registered nurse or Enrolled Nurse as defined in the Health Practitioner Regulation National Law Act 2009.

RULES

AUSTRALIAN COLLEGE OF PERI ANAESTHESIA NURSES (ACPAN)

NAME

1.1 The name of the incorporated association is: " Australian Society of Post Anaesthesia and Anaesthesia Nurses (ASPAAN) incorporated" trading as the Australian College of Peri Anaesthesia 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.

INTERPRETATION

2.1 In these Rules and the Appendices hereto, unless the contrary intention appears:-

"Board" means the Board of ACPAN.

"Council" means the Curriculum & Credentialing, the Membership Services and the Professional Standards Councils

"Branch" means the State/ Territory Branches.

"Financial Year" means the year ending on 30th June.

"General Meeting" means a general meeting of members convened in accordance with Rule 9

"Member" means any member of ACPAN under the following categories:

- General Member - means 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, Associate Fellow, Advanced Clinical Fellow, or Honorary Life Member.

- Certified Member, means a member of the College who has completed the foundation program.
- “Clinical Fellow” means a member of the College who has completed the Fellowship Program and been conferred as a Fellow of the College.
- “Associate Fellow” means a member of the College who has completed an equivalent postgraduate clinical qualification to the fellowship program and been conferred as an Associate Fellow of the College.
- “Advanced Clinical Fellow” means a member of the College who has completed the Advanced Clinical Fellowship Program and been conferred as an Advanced Clinical Fellow of the College.
- “Honorary Life Member” means a member who is a registered or enrolled nurse and has been conferred honorary life membership of ACPAN status by the Board as recognition for outstanding contributions to ACPAN.
- “Student Member” means a member of the college who is currently undertaking an undergraduate qualification in nursing.
- "Corporate Member" means a member of the College who holds a special interest in or partners with the College such as Government and Non Government Organisations, Universities and other colleges or associations representing health practitioners with a special interest in or associated with perianaesthesia.
- “Affiliate Membership is open to non-nursing providers of care in perianaesthesia New

"Officer" means an Officer of ACPAN and is appointed to the Board.

"Ordinary Member of the Councils" means a means a member of the Council who is not an Officer and shall be referred to hereafter as a general Council member.

“Ordinary Member of the State Branches” means a member of State/ Territory Branch of ACPAN who is not an Officer and shall be referred to hereafter as a general branch member.

"The Act" means the Associations Incorporation Act 1981, Act No. 9713/198.

"The Regulations" means the Associations Incorporation Regulations 1993, Statutory Rule No. 114/1993.

2.2 In these Rules, a reference to the Secretary of ACPAN is a reference -

- (a) Where a person holds office under these Rules as Secretary of ACPAN - to that person; and
- (b) In any other case, to the Public Officer of ACPAN.

2.3 In these Rules unless the contrary intention appears

(a) Words or expressions which are defined in ACPAN's statement of purposes have the meanings respectively attributed to them in that statement;

(b) Subject to paragraph (a) hereof words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 as in force from time to time.

APPLICATION FOR MEMBERSHIP

3.1 A Nurse, who is eligible for membership as a General Member, Certified Member, Clinical Fellow, Associate Fellow, Advanced Clinical Fellow, or Honorary 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 with the exception of voting rights, election to the Board, and calling for a special general meeting.

3.3 Corporate Membership is open to those individuals who are not General Nurses or Enrolled Nurses but who have an interest in Peri Anaesthesia or practice and representatives of trade companies or corporations. Corporate Members are accorded all the privileges of membership with the exception of voting rights, election to the Board, and calling for a special general meeting as outlined in Rule 11.

3.4 Affiliate membership is open to those individuals who are not General Nurses or Enrolled Nurses but who have an interest in Peri Anaesthesia or practice. Examples of such individuals include other health professionals registered with AHPRA, and non-nursing providers of care in perianaesthesia. Affiliate members are accorded all the privileges of membership with the exception of voting rights, election to the Board, and calling for a special general meeting as outlined in Rule 11.

3.5 A person who was not a member of ASPAAN (or who ceased to be a member) at the time of incorporation of ACPAN shall not be admitted to membership unless the Membership Council or the College Board approves their admission as a member.

3.6 Application for membership of ACPAN

- (a) Shall be made via the ACPAN website and
- (b) Shall be approved by the Membership Council of ACPAN.

3.7 The Membership Council 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.

3.8 A right, privilege, or obligation of a person by reason of membership of ACPAN –

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon the cessation of membership or associate membership whether by death or resignation, or otherwise.

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.

REGISTER OF MEMBERS

5 The Membership Council shall keep and maintain a register of members in 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 only.

RESIGNATION AND EXPULSION OF A MEMBER

6.1 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 months notice in writing to the Membership Council 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.

6.2 Upon the expiration of a notice given under sub-clause 6.1, the Membership Council 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.

6.3 Subject to these Rules, if the Board or Membership Council by resolution be of the opinion that a member-

- i. Has refused or neglected to comply with these Rules; or
- ii. 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 Council may by resolution

- (a) Expel the member from ACPAN, or
- (b) Suspend that member from membership of ACPAN for a specified period.

6.4 A resolution of the Board under sub-clause 6.3:-

- (a) 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
- (b) 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.

6.5 Should the Board pass a resolution under sub-clause 6.3, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) Setting out the resolution of the Board and the grounds on which it is based;

(b) 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;

(c) Stating the date, place and time of that meeting;

(d) Informing the member that she or he may do one or more of the following;

- (i) Attend that meeting;
- (ii) Give the Board before the date of that meeting, a written statement seeking the revocation of the resolution; and
- (iii) 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.

6.6 At a meeting of the Board held in accordance with sub-clause (6.4), the Board-

(a) Shall give to the member an opportunity to be heard;

(b) Shall give due consideration to any written statement submitted by the member; and

(c) Shall by resolution determine whether to confirm or revoke the resolution.

6.7 If the Membership Council 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.

6.8 At a general meeting of ACPAN convened under sub-clause 6.7: -

(a) No business other than the question of the appeal shall be transacted;

(b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) The member shall be given an opportunity to be heard; and

(d) The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

6.9 If at the general meeting -

(a) One third of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and

(b) In any other case, the resolution is revoked.

6.10 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.

6.11 A member shall cease to be a member should she or he:-

(a) 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;

(b) In the case of a voting member, cease to be a nurse;

(c) 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.

6.13 A former member whose membership has ceased pursuant to sub-clause

6.14 shall be promptly informed thereof by the Membership Council by notice in writing served on behalf of ACPAN.

ANNUAL GENERAL MEETING

7.1 ACPAN shall in one financial year, convene an annual general meeting of its members.

7.2 The annual general meeting shall be held on such day as the Board determines.

7.3 The annual general meeting shall be specified as such in the notice convening it.

7.4 The ordinary business of the annual general meeting shall be:-

(a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

(b) to receive from the Board reports upon the transactions of ACPAN since the last annual general meeting or during the last 12 months

(c) to elect the officers of the Board

(d) to receive and consider the statement submitted by ACPAN in accordance with section 30 (3) of The Act.

(e) to receive and consider the auditors report.

7.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

7.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

8. All general meetings other than the annual general meeting shall be called special general meetings.

8.1 The Board may, whenever it thinks fit, convene a special general meeting of ACPAN.

8.2 The Board shall, on the requisition in writing representing not less than 5% of the total number of members, convene a special general meeting of ACPAN.

8.3 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.

8.4 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.

8.5 A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly 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.

NOTICE OF MEETING

9.1 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 Act, a call for the nominations of candidates for election to the Board and a statement of the requirements of Rule 12(1).

9.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

9.3 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.

BUSINESS AND PROCEEDINGS AT MEETINGS

10.1 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.

10.2 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.

10.3 One-tenth of the members (being members entitled under these Rules to vote at a general meeting) present in person or by proxy 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.

10.4 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 and 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).

10.5 The most senior Officer present shall preside at each general meeting.

10.6 If no Officer be present at a general meeting convened upon the requisition of members or being conducted pursuant to Rule 10.4 without a quorum is defined in Rule 10.3, the members present shall elect one of their number to preside at the meeting.

10.7 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 the business left unfinished at the meeting at which the adjournment took place.

10.8 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.

10.9 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.

10.10 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.

10.11 Subject to clauses 10.13 and 10.14 upon any question arising at a general meeting, a member has one (and only one) vote.

10.12 All votes shall be given in person or by proxy.

10.13 Save in the case of meeting being conducted pursuant to Rule 10.4, without a quorum as defined in Rule 10.3, 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.

10.15 In the case of an equality of voting on a question arising at a general meeting being conducted pursuant to sub-clause 10.4 or sub-clause 10.3, the member presiding at that meeting is entitled to exercise a second or casting vote.

10.16 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.

10.17 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.

10.18 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.

10.19 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.

10.20 The notice appointing the proxy shall be in the form set out in Appendix 1.

GOVERNANCE STRUCTURE

11.1 The College Board is responsible for the affairs of ACPAN including setting the strategic direction of ACPAN and, setting and endorsing the work of the Curriculum & Credentialing, Membership Services, Professional Standards Councils and State Branches.

11.2 The Curriculum & Credentialing Council oversees the development of and operations of:

- Foundations of Perianaesthetic Nursing Program
- Clinical Fellowship Program
- Advanced Clinical Fellowship programs.

11.3 The Membership Services Council develops and operationalises the value added services for members, including the State Seminars, National Conference, website and membership support.

11.4 The Professional Standards Council develops and operationalises ACPAN National Standards for Australian Peri-Anaesthetic Nursing Practice, position statements and conducts review of professional conduct where required.

11.5 The State/ Territory Branches develop and deliver state/ territory based educational seminars and workshops and assist the Councils with work pertaining to their jurisdiction. Branches shall represent the local interests and aid in the professional development of State members.

11.6 College Board Office Appointments as elected by the membership.

Executive Board

College President

College Secretary

College Treasurer

Non-Executive Board as appointed by the executive

State Presidents

Council Chairs

Other officers as required.

11.7 College Councils Appointments as appointed by the Board

Council Chair

General Council Members

11.8 State/ Territory Branches as appointed by the Board

State President

General Branch members including a Secretary and Treasurer.

11.9 Voting**Voting Membership**

General Member

Certified Member

Clinical Fellow

Associate Fellow

Advanced Clinical Fellow

Honorary Life Member

Non-voting membership

Student Member

Corporate Member

Affiliate Member

11.10 The Board, Councils and Branches shall abide by a resolution of a general meeting and subject thereto and to these Rules, the regulations and the act;

- a) Shall control and manage the business and affairs of ACPAN:
- b) 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
- c) 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.

11.11 To constitute a quorum for any meeting of ACPAN business:

- The Board shall consist of at least 1 executive officer and 4 non executive officers.
- The Councils shall consist of the Chair or their proxy and 3 general members.
- The State/ Territory Branch shall consist of at least the President, Secretary and Treasurer of the branch.

11.12 The Councils and State/ Territory branches will report to the Board at every sitting of the Board.

11.13 If a State/ Territory Branch cannot be formed with a quorum as detailed in Rule 11.11, then the Membership Services council will perform the duties of that State/ Territory ranch until such time that one can be formed by the Board.

11.14 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.

11.15 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.

11.16 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 4 consecutive years, unless by special resolution.

11.17 In the event of a casual vacancy in any office referred to in sub-clause 11.14, the Board may appoint one of its members to the vacant office and the member so appointed may continue in office until the conclusion of the annual general meeting next following the date of his or her appointment.

11.18 Subject to section 23 of the Act, the Board shall consist of not more than twelve members of ACPAN, the executive whom shall be elected by a majority at the annual general meeting and non executive be appointed by the executive Board officers.

11.19 Each member of either Board, Council or Branch shall, subject to these Rules, hold office until the conclusion of the annual general meeting next after the date of his or her election but be eligible for re-election.

11.20 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.

ELECTION OF EXECUTIVE OFFICERS AND VACANCY

12.1 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 endeavours

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;

12.2 If insufficient nominations be 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.

12.3 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.

12.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

12.5 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.

12.6 At least 21 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 12.2, 12.3 or 12.4 is applicable and if 12.2 or 12.3, shall give the name of each candidate deemed to be elected but if 12.4 shall be accompanied by a list of the candidates nominated and copies of their curriculum vitae.

12.7 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:-

- a) Cease to be a member of ACPAN;
- b) Become insolvent under the administration within the meaning of the Companies (Victoria) Code; or
- c) 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 Council; or
- d) Render herself or himself incapable of performing the functions or duties of his or her office for a period of at least 3 months.

12.8 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 Appendix 3 which does form part of these Rules and which may from time to time be altered by the Board.

12.9 ACPAN recognises the ongoing commitment required of Board officers, Council members and State/ Territory Branch members, 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 twelve month period, (2) serves on the Board/ Council or Branch for a period of more than eleven months.

12.10 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.

12.11 Members must be financial member of ACPAN to be nominated or appointed to the Board, Councils or Branches of ACPAN.

PROCEEDINGS OF BOARD

13.1 The Board shall meet at least six times in each year and at least every two months.

13.2 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.

13.3 Special meetings of the Board may be convened by the President or by any three of the Executive officers of the Board.

13.4 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.

13.5 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.

13.6 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.

13.7 At a meeting of the Board the most senior Officer present shall preside.

13.8 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 a officer, by a poll taken in such manner as the officer presiding at the meeting may determine.

13.9 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

entitled to 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 effect 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 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.

13.10 Subject to sub-clause 13.5 the Board may act notwithstanding any vacancy on the Board.

MINUTES

14.1 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.

14.2 All minutes must be circulated within 7 days of a meeting unless agreed otherwise by the executive officers of the Board.

FINANCIAL ACTIVITIES

15.1 The Treasurer of ACPAN: -

a) 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

b) Shall keep correct account and books showing the financial affairs of ACPAN with full details of all receipts and expenditure connected with the activities of ACPAN.

15.2 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.

15.3 The Board will in each year engage an auditor of ACPAN for the next financial year who shall audit the accounts and books referred to in sub-clause 15.1 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.

REMOVAL OF AN OFFICER OF THE BOARD

16.1 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.

16.2 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 so sent, the member may require that they be read out at the general meeting.

PAYMENTS

17.1 All financial transactions of ACPAN will be conducted by electronic means unless this is not feasible.

17.2 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments or contracts shall be signed by two signatories pursuant to sub-clause 17.3

17.3 Signatories include President, Secretary, and Treasurer of the Board.

17.4 No debt may be incurred or contract entered into on behalf of ACPAN without the specific authorisation thereof by the Board.

17.5 All payments from ACPAN's funds shall be made by EFT or where not feasible cheque or debit card.

17.6 The Treasurer shall report any transaction made to the next meeting of the National Executive Board.

17.7 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.

COMMON SEAL

18.1 The Common Seal of ACPAN shall be kept in custody of the Secretary.

18.2 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.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

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

NOTICES

20.1 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.

20.2 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.

WINDING UP OR CANCELLATION

21.1 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.

21.2 The distribution of ACPAN's assets in the event of its winding up or dissolution otherwise than for a charitable purpose is precluded.

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

CUSTODY OF RECORDS

22. 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.

FUNDS

23.1 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.

23.2 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.

TRADING

24.1 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.

HONORARY MEMBERS

25.1 Honorary life membership of ACPAN may be conferred by the Board on a nurse who has made an outstanding contribution to ACPAN.

25.2 An honorary life member shall be accorded all the privileges of membership but is not bound by Rules 3, 4.1 and 4.2, with the exception of sub-clause 3.8.

25.3 An honorary life member may be deprived of her or his membership by a national general meeting.

APPENDIX 1

FORM FOR THE APPOINTMENT OF PROXY

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

I,

Of

being a current member of ACPAN, hereby appoint

.....

Of

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

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

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)

We, the undersigned members of ACPAN, wish to nominate:

.....

Of

for a position on the Board.

Nominated by

Of

Signature of Nominator Date

Seconded by:

Of

Signature of Seconder Date

I

Of

being a current member of ACPAN, and the abovenamed candidate, undertake to ACPAN that if I am elected, I shall accept office as such a member and shall use my best endeavours faithfully to perform 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 and the Rules of ACPAN and Appendix 3 to those Rules.

Signature Date

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.

APPENDIX 3

EXECUTIVE OFFICER ROLE DESCRIPTIONS

PRESIDENT

To provide the leadership of ACPAN, setting strategic direction and general management of ACPAN with and through officers of the Board, and Members of the Councils, and Branches, and financial members of ACPAN.

This role requires general management experience and skills in, strategic planning, leadership, organization, management, and financial management.

The president must not trade ACPAN whilst it is insolvent.

Liaison with the Royal Australian College of Anaesthetists, Australian Confederation of Operating Room Nurses, the Australian Nursing Federation, the Australian College of Nursing, and other bodies as required.

Act as Spokesperson for ACPAN

Availability as the first choice to attest the affixing of the Common Seal of ACPAN.

Providing Statement of Purposes from time to time determined by the Board.

Ensuring that Board meetings are held at intervals of no more than two months.

Ensuring that an Annual General Meeting is convened in accordance with the Rules of ACPAN and consulting with the Secretary on the agenda for that meeting.

Ensuring that other meetings of ACPAN are convened in accordance with the Rules of ACPAN.

Presiding at all meetings of ACPAN and the Board and ensuring that those meetings are conducted in a timely fashion with decorum.

For each addition of ACPAN newsletter, provision of an editorial, report or message commenting on pertinent issues for Perianaesthesia

Giving an address on nursing or social issues at the Annual General Meeting.

Writing the report upon the business of ASPAAN to be presented at the Annual General Meeting pursuant to Rule 9.

SECRETARY/ PUBLIC OFFICER

Performance of all of the duties and functions specifically imposed on and given to the Secretary by the Rules.

Preparation of agenda and minutes for each Board meeting and Annual meeting and any Special Meeting of ACPAN.

Receiving and reporting to the Board all correspondence addressed to ACPAN or an Officer in that capacity and at the direction of the Board preparation and sending of all correspondence from ACPAN.

Emailing of Board and general meeting notices, minutes and agenda prior to each meeting and in accordance with any relevant Rule of ACPAN

Circulation of relevant documents (including letters) to all Board Officers.

Being the Public Officer of ACPAN as directed by the Board.

Performance of all the duties and functions of the office of an ordinary officer of the Committee.

TREASURER

To track and record all of ACPAN expenses.

To present to the Board and members ACPANs financial status.

To file and keep up to date records of ACPANs bank statements.

To compile and ready ACPANs records for the auditor to audit.

Issue invoices and receipts as directed by the Board, and reconcile payments.

Performance of all of the duties and functions specifically imposed on and given to the Treasurer by the Rules.

Maintenance of the accounts of receipts and expenses incidental to the educational activities of ACPAN separate from any other account.

Reconciliation each month of each account with the relevant bank statement in respect of the preceding month and reporting of same to the Board meeting.

Liaison and co-operation with the ACPAN auditor

Availability as the first choice to sign negotiable instruments on behalf of ACPAN

Preparation of the Statement to be submitted to Consumer Affairs

Membership of the Grants subcommittee of the Membership Services Council & management of Grant funds.

Performance of all the duties and functions of the office of an ordinary officer of the Board.