



**Constitution of the
Australasian Cardiovascular Nursing College**

January 2017

Australasian Cardiovascular
Nursing College

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Constitution of the Australasian Cardiovascular Nursing College Limited

(a company limited by guarantee)

Preliminary

1. Name

The name of the Company is "Australasian Cardiovascular Nursing College Limited" (hereafter called "the College" in this document).

2. Constitution

This document is the College's Constitution and wherever its contents operate to modify or displace any replaceable rule applicable to the College pursuant to the Corporations Act it must be taken to prevail.

3. Definitions

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

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

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

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

"Nurse" means a person registered as a nurse or enrolled nurse howsoever described who is presently permitted to practice as a registered or enrolled nurse in accordance with the Australian Health Practitioner Regulation Agency or a person registered as a nurse or enrolled nurse or presently permitted to practice as a nurse or enrolled nurse in accordance with the law applicable to the country of their residence.

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

"The Law" means the Corporations Act and its Regulations.

"ACNC" means the Australian Charities and Not-for-Profits Commission

Purposes and Powers

4. Purposes

The Purposes and Objects of the College are:

- 4.1 To promote the advancement of Cardiovascular Nursing practice, research and education.
- 4.2 To foster, support and promote collegiality and cooperation among Cardiovascular Nurses.
- 4.3 To provide leadership, representation and support for Cardiovascular Nurses to promote optimum practice and challenge existing boundaries.
- 4.4 To collaborate with educational, scientific and professional bodies whether local, national or international which are involved in or associated with Cardiovascular Disease or associated disciplines.
- 4.5 To publish educational materials, newsletters, journals and other writings in respect of Cardiovascular Nursing.
- 4.6 To establish and maintain a national membership of Cardiovascular Nurses.
- 4.7 To engage in any other activity and do all such other acts in accordance with the laws of Australia and this Constitution as may be incidental or conducive to the promotion or carrying into effect of the objects of the College.

5. Powers

Subject to clause 6, the College has the following powers, which may only be used to carry out its purposes set out in clause 4:

- a) the powers of an individual, and
- b) all the powers of a company limited by guarantee under the Corporations Act.

6. Restriction on Power

- 6.1 The College must not distribute to its members by way of dividend or otherwise any of the assets or income of the College, except as provided in clause 6.2.
- 6.2 Clause 6.1 does not stop the College from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the College, or
 - (b) making a payment to a member in carrying out the College's purposes.

Membership

7. Members

The members of the College are:

- 7.1 All persons who are current members of any State Body on the date of commencement of the College.
- 7.2 All persons referred to in 7.1 who upon expiry of their membership of any State Body pay the subscriptions set by the College within one (1) month of such expiry and who would otherwise have been eligible to renew their membership of the State Body.
- 7.3 All other persons who are admitted to membership in accordance with rule 8 and who otherwise remain eligible to be members.
- 7.4 The subscribers to this Constitution will remain members for a period of six (6) months from the date of commencement of the College. At the end of that period any subscriber who has satisfied clause 7.2 will remain a member.
- 7.5 Applications for annual renewal of membership must be made in writing to the College and such an applicant must be notified in writing on approval of his/her application for renewal.

8. New Members

- 8.1 A nurse who is approved for membership as provided in this Constitution is eligible to be a member of the College on payment of the application fee and annual subscription payable under this Constitution.
- 8.2 An application for membership of the College:
 - 8.2.1 shall be made in writing on the prescribed form
 - 8.2.2 shall be lodged with the College; and
 - 8.2.3 shall be accompanied by any applicable fees or subscriptions as set by the Board of Directors from time to time.
- 8.3 An applicant for membership must be notified in writing that the applicant is approved for membership of the College.
- 8.4 Membership of the College is on an annual basis and subject to renewal.
- 8.5 The College shall keep and maintain a "Register of Members" in which shall be entered the full name, address, supplied contact details and date of entry of each member.
- 8.6 The last address recorded in the register of members will be determinative of the member's ordinary place of residence.

9. Liability of Members

The liability of members is limited to the amount of the guarantee in clause 10.

10. Guarantee

Every member of the College undertakes to contribute to the assets of the College in the event of the College being wound up during the time that he, she or it is a member or within one (1) year afterwards for payment of the debts and liabilities of the College contracted before the time at which he, she or it ceases to be a member and for the costs, charges and expenses of winding up the College and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$1.00.

11. Membership Classes

The membership of the College will consist of five (5) classes of members as provided herein:

11.1 Voting Members

Full Members and Life Members have the right to vote at meetings and hold a position on the Board of Directors, and are referred to as Voting Members.

11.1.1 Full Membership

A nurse who supports the purposes of the College is eligible to apply to be a Full Member of the College under clause 8.

11.1.2 Life Membership

The Board of Directors or its delegate may admit as Life Members persons, who, in the opinion of the Board, are distinguished by reason of their notable contributions to Cardiovascular nursing or the College. Such persons if admitted as Life Members shall have the rights of full members regarding elections and voting, and shall be exempt from payment of any subscriptions.

11.2 Non-Voting Members

Associate Members, Student Members and Indigenous Health Workers will not have the right to vote and will be referred to as Non-Voting Members.

11.2.1 Associate Membership

The Board of Directors or its delegate may admit as Associate Members any non-nursing health professional, who, in the opinion of the Board, would be beneficial to the College. Such persons shall not be entitled to take part in any election or vote on any matter and may not hold a position on the Board of Directors. Nurses who are eligible to apply for full membership may not be admitted as associate members, unless otherwise resolved by the Board.

11.2.2 Student Membership

Undergraduate nursing students must provide proof of enrolment in an accredited course of study as determined by the Australian Health Practitioners Regulatory Authority or the regulatory authority in their country of residence on application to join the College. Student Members will only be eligible for student membership for a maximum of three (3) years.

11.2.3 Indigenous Health Worker

The Board of Directors or its delegate may admit as Indigenous Health Worker any health practitioners working in indigenous communities, who, in the opinion of the Board, would be beneficial to the College. Such persons shall not be entitled to take part in any election or vote on any matter and may not hold a position on the Board of Directors.

12. Termination and Suspension of Membership

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

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

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

12.1.3 Acting in a manner contrary to the Purposes of the College.

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

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

12.2 A member ceases to be a member on resignation or failure to pay any applicable fee or subscription set by the Board in accordance with clause 8.2.3 within one (1) month of its due date.

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

Dispute Resolution and Disciplinary Procedures

13. Dispute Resolution

- 13.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Member or Director and:
- (a) one or more Members
 - (b) one or more Directors, or
 - (c) the College.
- 13.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 14 until the disciplinary procedure is completed.
- 13.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 13.4 If those involved in the dispute do not resolve it under clause 13, they must within 10 days:
- (a) tell the Directors about the dispute in writing,
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 13.5 The Mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the Directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the President of the Law Institute or Society in the State or Territory in which the College has its registered office.
- 13.6 A Mediator chosen by the Directors under clause 13.5(b)(i):
- (a) may be a member or former member of the College,
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.

13.7 When conducting the mediation, the Mediator must:

- (a) allow those involved a reasonable chance to be heard,
- (b) allow those involved a reasonable chance to review any written statements,
- (c) ensure that those involved are given natural justice, and
- (d) not make a decision on the dispute.

14. Disciplining Members

14.1 In accordance with this clause, the Directors may resolve to warn, suspend or expel a member from the College if the Directors consider that:

- (a) the member has breached this Constitution, or
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the College.

14.2 At least 14 days before the Directors' meeting at which a resolution under clause 14.1 will be considered, the Secretary must notify the member in writing:

- (a) that the Directors are considering a resolution to warn, suspend or expel the member,
- (b) that this resolution will be considered at a Directors' meeting and the date of that meeting,
- (c) what the member is said to have done or not done,
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the Directors, and details of how to do so.

14.3 Before the Directors pass any resolution under clause 14.1, the member must be given a chance to explain or defend themselves by:

- (a) sending the Directors a written explanation before that Directors' meeting, and/or
- (b) speaking at the meeting.

14.4 After considering any explanation under clause 14.3, the Directors may:

- (a) take no further action,
- (b) warn the member,
- (c) suspend the member's rights as a member for a period of no more than 12 months,
- (d) expel the member,

- (e) refer the decision to an unbiased, independent person on condition/s that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause), or
- (f) require the matter to be determined at a general meeting.

14.5 The Directors cannot fine a member.

14.6 The Secretary must give written notice to the member of the decision under clause 14.4 as soon as possible.

14.7 Disciplinary procedures must be completed as soon as reasonably practical.

14.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General Meetings of Members

15. General Meetings Called by Directors

15.1 The Board of Directors may whenever it thinks fit convene a General Meeting of members.

15.2 If members with at least 5% of the votes that may be cast at a General Meeting make a written request to the College for a general meeting to be held, the Directors must:

- (a) within 21 days of the members' request, give all members notice of a General Meeting, and
- (b) hold the General Meeting within 2 months of the members' request.

15.3 The percentage of votes that members have (in clause 15.2) is to be worked out as at midnight before the members request the meeting.

15.4 The members who make the request for a General Meeting must:

- (a) state in the request any resolution to be proposed at the meeting,
- (b) sign the request, and
- (c) give the request to the College.

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

16. General Meetings Called by Members

16.1 If the Directors do not call the meeting within 21 days of being requested under clause 15.2, 50% or more of the members who made the request may call and arrange to hold a General Meeting.

16.2 To call and hold a meeting under clause 16.1 the members must:

- (a) as far as possible, follow the procedures for general meetings set out in this Constitution,
- (b) call the meeting using the list of members on the College's member register, which the College must provide to the members making the request at no cost, and
- (c) hold the General Meeting within three months after the request was given to the College.

16.3 The College must pay the members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

17. Annual General Meeting

17.1 An Annual General Meeting, must be held:

- (a) within 18 months after registration of the College, and
- (b) after the first Annual General Meeting, at least once in every calendar year.

17.2 Before or at the Annual General Meeting, the Directors must give information to the members on the College's activities and finances during the period since the last Annual General Meeting.

17.3 The Chairperson of the Annual General Meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the College.

18. Ordinary and Special Business

18.1 Even if these items are not set out in the "Notice of Meeting", the ordinary business of an Annual General Meeting may include:

- (a) a review of the College's activities,
- (b) a review of the College's finances,
- (c) any Auditor's report,
- (d) the election of Directors, and
- (e) the appointment and payment of Auditors, if any.

18.2 All other business transacted at an Annual General Meeting and all business transacted at any other general meeting is special.

19. Notice of General Meetings

- 19.1 Notice of a General Meeting must be given to:
- (a) each member entitled to vote at the meeting,
 - (b) each Director, and
 - (c) the Auditor (if any).
- 19.2 Notice of a General Meeting must be provided in writing (via email) at least 21 days before the meeting.
- 19.3 Subject to clause 19.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an Annual General Meeting, all the members entitled to attend and vote at the Annual General Meeting agree beforehand, or
 - (b) for any other General Meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 19.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Director,
 - (b) appoint a Director in order to replace a Director who was removed, or
 - (c) remove an Auditor.
- 19.5 Notice of a General Meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this),
 - (b) the general nature of the meeting's business,
 - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution,
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the College,
 - ii. the proxy form must be delivered to the College at its registered address or the address (including an electronic address) specified in the "Notice of Meeting", and

- iii. the proxy form must be delivered to the College at least 48 hours before the meeting.

19.6 If a General Meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

20. Quorum at General Meetings

20.1 For a general meeting to be held, at least ten (10) Voting Members in addition to a minimum of two (2) Board Directors must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

20.2 No business may be conducted at a general meeting if a quorum is not present.

20.3 If there is no quorum present within 30 minutes after the starting time stated in the "Notice of Meeting", the general meeting is adjourned to the date, time and place that the Chairperson specifies.

20.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

21. Auditor's Right to Attend Meetings

21.1 The Auditor (if any) is entitled to attend any General Meeting and to be heard by the members on any part of the business of the meeting that concerns the Auditor in the capacity of the Auditor.

21.2 The College must give the Auditor (if any) any communications relating to the General Meeting that member of the College is entitled to receive.

22. Representatives of Members

22.1 Any voting member may appoint as a representative:

- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 29, and
- (b) the same individual or another individual for the purpose of being appointed or elected as a Director.

22.2 The appointment of a representative by a member must:

- (a) be in writing,
- (b) include the name of the representative,
- (c) be signed on behalf of the member, and

(d) be given to the College or, for representation at a meeting, be given to the Chairperson before the meeting starts.

22.3 A representative has all the rights of a voting member relevant to the purposes of the appointment as a representative.

22.4 The appointment may be standing (ongoing).

23. Using Technology to Hold Meetings

23.1 The College may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

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

24. Chairperson for General Meetings

24.1 The President of the College, if present, presides as Chairperson at every General Meeting.

24.2 The members present and entitled to vote at a General Meeting may choose a Director or member to be the Chairperson for that meeting if:

(a) there is no President of the College; or

(b) the President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act as Chairperson of the meeting.

25. Role of the Chairperson

25.1 The Chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the Auditor (if any)).

25.2 The Chairperson does have a casting vote.

26. Adjournment of Meetings

26.1 If a quorum is present, a General Meeting must be adjourned if a majority of members present direct the Chairperson to adjourn it.

26.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members Resolutions and Statements

27. Members' Resolutions and Statements

27.1 Members with at least 5% of the votes that may be cast on a resolution may give:

(a) written notice to the College of a resolution they propose to move at a General Meeting (members' resolution), and/or

- (b) a written request to the College that the College give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (members' statement).
- 27.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 27.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 27.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 27.5 The percentage of votes that members have (as described in clause 27.1) is to be worked out as at midnight before the request or notice is given to the College.
- 27.6 If the College has been given notice of a members' resolution under clause 27.1(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 27.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

28. College Must Give Notice of Proposed Resolution or Distribute Statement

- 28.1 If the College has been given a notice or request under clause 27:
 - (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a "Notice of Meeting", it must do so at the College's cost, or
 - (b) when too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the College in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a General Meeting, the members may pass a resolution that the College will pay these expenses.
- 28.2 The College does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
 - (a) it is more than 1,000 words long,
 - (b) the Directors consider it may be defamatory,
 - (c) clause 28.2(b) applies, and the members who proposed the resolution or made the request have not paid the College enough money to cover the cost of sending the

notice of the proposed members' resolution or a copy of the members' statement to members, or

- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

29. Circular Resolutions of Members

- 29.1 Subject to clause 29.3, the Directors may put a resolution to the members to pass a resolution without a General Meeting being held (a circular resolution).
- 29.2 The Directors must notify the Auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 29.3 Circular resolutions cannot be used:
 - (a) for a resolution to remove an Auditor, appoint a Director or remove a Director,
 - (b) for passing a special resolution, or
 - (c) where the Corporations Act or this Constitution requires a meeting to be held.
- 29.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 29.5 or clause 29.6.
- 29.5 Members may sign:
 - (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 29.6 The College may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at General Meetings

30. How Many Votes a Member Has

Each Voting Member has one vote.

31. Voting Disqualification

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

32. Challenge to Member's Right to Vote

32.1 A member or the Chairperson may only challenge a person's right to vote at a General Meeting at that meeting.

32.2 If a challenge is made under clause 32.1, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

33. How Voting Is Carried Out

33.1 Voting must be conducted and decided by:

- (a) a show of hands,
- (b) a vote in writing, or
- (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.

33.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

33.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.

33.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

34. When and How a Vote in Writing Must Be Held

34.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least three members present, or
- (b) the Chairperson.

- 34.2 A vote in writing must be taken when and how the Chairperson directs, unless clause 34.1 applies.
- 34.3 A vote in writing must be held immediately if it is demanded under clause 34.1:
- (a) for the election of a Chairperson under clause 24.2, or
 - (b) to decide whether to adjourn the meeting.
- 34.4 A demand for a vote in writing may be withdrawn.

35. Casting Vote

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

Proxies

36. Appointment of Proxy

- 36.1 A member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 36.2 A proxy does not need to be a member of the College.
- 36.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting,
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 34.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address,
 - (b) the College's name,
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 36.5 A proxy appointment may be standing (ongoing).

- 36.6 Proxy forms must be received by the College at the address stated in the notice under clause 19.5(d) or at the College's registered address at least 48 hours before a meeting.
- 36.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.8 A proxy may be revoked at any time by notice in writing to the College.
- 36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

37. Voting by Proxy

- 37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 37.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote,
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

38. Number of Directors

The College must have at least three (3) and no more than fourteen (14) Directors, including the positions of Past President and Past Treasurer. If the roles of Past President and/or Past Treasurer are not filled the maximum number of Directors shall be twelve (12).

39. Establishment of First Board of Directors and Appointment of First Office Bearers

On the date of commencement of the College the Board of Directors will be deemed to be constituted. The Office Bearers will be deemed to be the current President, Vice-President, Treasurer and Secretary of the Australasian College of Cardiovascular Nurses.

40. Election and Appointment of Directors

- 40.1 The initial Directors are the people who have agreed to act as Directors and who are named as proposed Directors in the application for registration of the College.

- 40.2 Apart from the initial Directors and Directors appointed under clause 40.5, the members may elect a Director by a resolution passed in a General Meeting.
- 40.3 Each of the Directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 40.4 A person is eligible for election as a Director of the College if they:
- (a) are a Voting Member of the College,
 - (b) are nominated by two Voting Members or representatives of members entitled to vote (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting),
 - (c) give the College their signed consent to act as a Director of the College, and
 - (d) are not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 40.5 The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:
- (a) is a Voting Member of the College,
 - (b) gives the College their signed consent to act as a Director of the College, and
 - (c) is not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 40.6 If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.
- 40.7 The Directors may appoint a retiring President and / or a retiring Treasurer to a further term of 12 months from the date of their retirement to fill the posts of Past President and Past Treasurer to assist with the ongoing functions of the College and ensure minimal loss of College knowledge and operational capacity. Such positions will not have the standing of an Office Bearer but will carry full Director voting rights during the 12-month period of the appointment.

41. Term of Office

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

- 41.2 A Director's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- 41.3 A Director who has served two years and whose position has been automatically vacated may nominate for re-election, subject to clause 41.4.
- 41.4 With the exception of office bearers, all Directors must retire from the Board of Directors no later than six (6) years following that Director's initial election or appointment to that office and are not eligible for re-election or re-appointment to the Board of Directors for a period of 2 years from their retirement.
- 41.5 Office bearers, other than the President and Vice-President, may nominate for re-election or re-appointment to the office or Board of Directors on expiry of their term of office, subject to clause 41.6.
- 41.6 A Director who has held office for a continuous period of seven (7) years may only be re-appointed or re-elected by a special resolution.

42. Removal of Directors

- 42.1 The position of any Director is to be treated as vacated in the event that such Director:
- 42.1.1 gives written notice of resignation as a Director of the College;
 - 42.1.2 becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - 42.1.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 42.1.4 becomes ineligible from being a Director of a College by reason of any order made under the Corporations Act or the ACNC Act;
 - 42.1.5 for more than three (3) months is absent without permission of the Board of Directors from meetings of the Board of Directors held during that period;
 - 42.1.6 holds any office of profit under the College (unless permitted to do so under another provision of this Constitution);
 - 42.1.7 ceases to be a member of the College;
 - 42.1.8 is removed from office by a resolution of a Special General Meeting of the College convened for the specific purpose of removal of the Director;
 - 42.1.9 dies.

Powers of Directors

43. Powers of Directors

- 43.1 The Directors are responsible for managing and directing the activities of the College to achieve the purposes set out in clause 4.
- 43.2 The Directors may use all the powers of the College except for powers that, under the Corporations Act or this Constitution, may only be used by members.
- 43.3 The Directors must decide on the responsible financial management of the College including:
- (a) any suitable written delegations of power under clause 44, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 43.4 The Directors cannot remove a Director or an Auditor. Directors and Auditors may only be removed by a members' resolution at a General Meeting.

44. Delegation of Directors' Powers

- 44.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the College (such as a Chief Executive Officer) or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the College's minute book.

45. Payments to Directors

- 45.1 The College must not pay fees to a Director for acting as a Director.
- 45.2 The College may:
- (a) pay a Director for work they do for the College, other than as a Director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the College.
- 45.3 Any payment made under clause 45.2 must be approved by a majority of the Directors at a formally constituted Directors' meeting.
- 45.4 The College may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

Duties of Directors

46. Duties of Directors

46.1 The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the College,
- (b) to act in good faith in the best interests of the College and to further the purposes of the College set out in clause 4,
- (c) not to misuse their position as a Director,
- (d) not to misuse information they gain in their role as a Director,
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 47,
- (f) to ensure that the financial affairs of the College are managed responsibly, and
- (g) not to allow the College to operate while it is insolvent.

47. Conflicts of Interest

47.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

- (a) to the other Directors, or
- (b) if all of the Directors have the same conflict of interest, to the members at the next General Meeting, or at an earlier time if reasonable to do so.

47.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

47.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 47.4:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

47.4 A Director may still be present and vote if:

- (a) their interest arises because they are a member of the College, and the other members have the same interest,

(b) the Directors who do not have a material personal interest in the matter pass a resolution that:

(i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the company, and

(ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Office Bearers

48. Office Bearers of the College

48.1 The Office Bearers of the College are: -

President
Vice-President (President Elect)
Secretary
Treasurer

48.2 The First Office Bearers of the College are to be appointed in accordance with clause 39.

48.3 To be eligible to be an Office Bearer a person must be a Director.

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

48.5 Whenever the positions of Office Bearers become vacant the Board of Directors must forthwith appoint new Office Bearers from among its number for the residual term of that Office Bearer's position.

48.6 During any period of temporary absence caused by illness or incapacity of the Office Bearer a temporary replacement may be appointed by the Board of Directors and that replacement will only be permitted to hold office until the return of the absent Office Bearer or the next Annual General Meeting.

49. The President:

49.1 Is to be elected by a majority vote of the Board of Directors;

49.2 Will hold office for two (2) years unless she or he is removed by a majority vote of the Board of Directors, becomes ineligible to hold office or resigns;

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

49.4 By virtue of appointment is:

49.4.1 the Executive Director of the College;

49.4.2 to preside at all meetings at which she/he is present;

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

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

50. The Vice-President (President Elect):

50.1 Shall become familiar with the duties of the President and shall succeed to the Presidency at the expiration of the President's term of office.

50.2 Is to be elected by a majority vote of the members of the Board of Directors;

50.3 Will hold office for two (2) years unless she/he is removed by a majority vote of the Board of Directors, becomes ineligible to hold office or resigns;

50.4 Shall carry out the functions of the President in her/his absence or as delegated by the President.

51. The Secretary:

51.1 Is to be elected by a majority vote of the members of the Board of Directors;

51.2 Will hold office for two (2) years unless she/he is removed by a majority vote of the Board of Directors, becomes ineligible to hold office or resigns;

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

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

51.5 Is responsible for ensuring the following duties and functions are performed:

51.5.1 keeping minutes of the proceedings at every meeting of the Board of Directors or any sub-committee which shall be confirmed at the next meeting of the Board of Directors or that sub-committee;

51.5.2 keeping a record of all resolutions approved by the Members in accordance with these Rules or the Law;

51.5.3 issuing any necessary notices for meetings of the Board of Directors, sub-committees or Members;

- 51.5.4 keeping a “Register of Members” and such details and statistics as may be required by the Board of Directors;
- 51.5.5 taking charge of all correspondence and papers belonging to the College;
- 51.5.6 seeing to the distribution of all information approved by the Annual General Meeting of the Board of Directors to the Members within three (3) months of the holding of that meeting;
- 51.5.7 rendering such other services as required by the Board of Directors from time to time.
- 51.5.8 shall provide for safe custody as per College policy of books, accounts, documents, register of membership, databases, instruments of title and securities of the College.
- 51.5.9 is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.

52. The Treasurer:

- 52.1 Is to be elected by a majority vote of the members of the Board of Directors;
- 52.2 Will hold office for two (2) years unless she/he is removed by a majority vote of the Board of Directors, becomes ineligible to hold office or resigns;
- 52.3 May be delegated any of the Board of Directors' duties discretions and powers upon such terms and conditions and with such power of sub-delegation as the Board of Directors may from time to time determine, including without restricting the generality of the foregoing the duties discretions and powers of the Board of Directors concerned with the day to day administration of the College.
- 52.4 Is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.
- 52.5 Is responsible for ensuring the following duties and functions are performed;
 - 52.5.1 Keeping a full and complete record of all receipts and disbursements of the College and its subsidiaries in files (in electronic or book form) kept for and belonging to the College and its subsidiaries;
 - 52.5.2 Overseeing the receipt of all moneys and other valuables and effects belonging to the College and its subsidiaries and depositing same in the name of, and to the credit of the College or its subsidiaries with a bank or similar financial institution as may be determined by the Board of Directors;
 - 52.5.3 Distributing and disbursing funds of the College and its subsidiaries as may be directed by the Board of Directors;
 - 52.5.4 Providing a written report on the state of the finances of the College and its subsidiaries at such meetings of the Board of Directors as the Board of Directors

shall require and at the Annual General Meeting of the College present a formal report including therein a report on the income and expenditure for the financial year to which that Annual General Meeting relates;

52.5.5 Ensuring that record keeping practices of the College and its subsidiaries comply with the Law and all other legal obligations including those owed to the Members;

52.5.6 Rendering such other services as required by the Board of Directors from time to time.

Directors' Meetings

53. When the Directors Meet

The Directors may decide how often, where and when they meet.

54. Calling Directors' Meetings

54.1 A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.

54.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

55. Chairperson for Directors' Meetings

Directors meetings shall be chaired by the President or in the President's absence the Vice-President or in the Vice-President's absence those members of the Board of Directors present at the meeting shall elect one of their number to act as Chairperson of the meeting.

56. Quorum at Directors' Meetings

56.1 Unless the Directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of Directors.

56.2 A quorum must be present for the whole Directors' meeting.

57. Using Technology to Hold Directors' Meetings

57.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

57.2 The Directors' agreement may be a standing (ongoing) one.

57.3 A Director may only withdraw their consent within a reasonable period before the meeting.

58. Adjournment of Meetings

When all members of the Board of Directors are present and the meeting is adjourned to meet at a later date no further notice in writing need be given to the Board of Directors members, but in the absence of one or more Directors notice shall be given in writing in accordance with clause 54.2.

59. Passing Directors' Resolutions

59.1 A Directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

59.2 Each Director shall have one vote on all motions submitted except that the Chairperson of the meeting shall in the case of equality of votes have a second or casting vote.

60. Circular Resolutions of Directors

60.1 The Directors may pass a circular resolution without a Directors' meeting being held.

60.2 Each Director may sign:

(a) a single document setting out the resolution and containing a statement that they agree to the resolution, or

(b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

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

60.4 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 60.2 or 60.3.

61. Voting by Proxy

At all meetings of the Board of Directors whether present in person or by proxy, each Director shall have one vote on all motions submitted except that the Chairperson of the meeting shall in the case of equality of votes have a second or casting vote and only Directors can vote by proxy of another Director.

62. Power of Sub-Committees

The Board of Directors may exercise all the powers of the College and may appoint any sub-committee or working party consisting entirely of members of the Board of Directors or otherwise to act within the terms of the authority given to that sub-committee by the Board of Directors.

Minutes and Records

63. Minutes and Records

- 63.1 The College must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each General Meeting, and
 - (d) a copy of a members' statement distributed to members under clause 28.
- 63.2 The College must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Directors' Meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of Directors.
- 63.3 To allow members to inspect the College's records:
- (a) the College must give a member access to the records set out in clause 63.1, and
 - (b) the Directors may authorise a member to inspect other records of the College, including records referred to in clause 63.2 and clause 64.1.
- 63.4 The Directors must ensure that minutes of a General Meeting or a Directors' Meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting, or
 - (b) the Chairperson of the next meeting.
- 63.5 The Directors must ensure that minutes of the passing of a circular resolution (of members or Directors) are signed by a director within a reasonable time after the resolution is passed.

64. Financial and Related Records

- 64.1 The College must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 64.2 The College must also keep written records that correctly record its operations.
- 64.3 The College must retain its records for at least 7 years.
- 64.4 The Directors must take reasonable steps to ensure that the College's records are kept safe.

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

By-Laws

65. By-Laws

- 65.1 The Directors may pass a resolution to make by-laws to give effect to this Constitution.
- 65.2 Members and Directors must comply with by-laws as if they were part of this Constitution.

Notice

66. What is Notice

- 66.1 Anything written to or from the College under any clause in this Constitution is written notice and is subject to clauses 66.3 to 66.4, unless specified otherwise.
- 66.2 Clauses 66.3 to 66.4 do not apply to a notice of proxy under clause 36.6.
- 66.3 Written notice or any communication under this constitution may be given to the College, the Directors or the Secretary by post, electronic mail, facsimile or such other means as may be generally accepted in business from time to time.
- 66.4 Notices directed to the last known address (including any virtual or electronic address) of a member are to be treated as duly served in such time as it would usually take for such notice to be delivered.

Financial Year

67. College's Financial Year

The College's financial year is from 1 January to 31 December, unless the Directors pass a resolution to change the financial year.

Indemnity, Insurance and Access

68. Indemnity

- 68.1 The College indemnifies each Officer of the College out of the assets of the College, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an Officer of the College.
- 68.2 In this clause, 'Officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.

- 68.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the College is not precluded by law (including the Corporations Act) from doing so, and
 - (b) for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 68.4 The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an officer of the College.

69. Insurance

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

70. Directors' Access to Documents

- 70.1 A Director has a right of access to the financial records of the College at all reasonable times.
- 70.2 If the Board of Directors agrees, the College must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors, and
 - (b) any other documents referred to in those documents.

71. Subscriptions and Application Fees

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

72. Amendment of Constitution

- 72.1 This Constitution may be amended or repealed by the majority of members who vote in a poll of the members of the College to amend or appeal this Constitution.
- 72.2 A vote of members of the College as to whether this Constitution may be amended or appealed can only occur when a majority of the Board of Directors of the College resolves that such a vote should occur.

Winding Up

73. Winding Up

- 73.1 The College may by unanimous resolution of the Board of Directors resolve to be wound up voluntarily.
- 73.2 The College may also be wound up voluntarily by special resolution of the members at a General Meeting of members.
- 73.3 Upon any winding-up the assets of the College that remain after satisfaction of all of the College's debts and liabilities are to be provided to a fund or other institution established and maintained for the purpose of supporting any one or more of the objects of the College in such manner and proportions as the Board of Directors determines at the time of winding up. The fund or institution must be exempt from income tax purposes of Division 50 of the Income Tax Assessment Act 1997.

74. Income and Property of the College

- 74.1 All income derived by the College and all property of the College must be applied in furtherance of the College's objects or as permitted by these Rules.
- 74.2 No part of the College's income may be paid or transferred directly or indirectly by way of dividend, bonus or other profit distribution to any member.
- 74.3 The College is otherwise authorised and permitted to make such payments to its officers and servants and contractors (whether they be a member of the College or not) by way of remuneration or payment for services as are permitted by these rules.
- 74.4 The College is otherwise authorised and permitted to make money available to members for the provision of scholarships, as determined by the Board.
- 74.5 The Board has sole authority for the use of the College's name or logo in any document, advertisement, publicity or public statement.