

**CONSTITUTION OF THE  
AUSTRALIAN & NEW ZEALAND  
ORTHOPAEDIC NURSES  
ASSOCIATION INCORPORATED**

**(ANZONA)**

**(incorporated in the State of Western Australia)**



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## **Name of Association**

The name of the Incorporated Association is Australian & New Zealand Orthopaedic Nurses Association Incorporated. (ANZONA)

## **The Philosophy of the Australian & New Zealand Orthopaedic Nurses Association Incorporated**

ANZONA believes the specialty of Orthopaedic nursing should set forth the highest quality of musculoskeletal health care by promoting excellence in research, education, and nursing practice in a range of cultural, community and health care settings.

## **Mission statement**

ANZONA is committed to the development and support of nurses caring for patients with musculoskeletal conditions. Through this support and guidance nurses will be empowered to promote a high standard of practice in musculoskeletal care to the individual and the community.

ANZONA respects and values the diversity of cultural identity and supports the right of individuals to expression of their culture.

## **Objectives of the Orthopaedic Nurses Association of Australian New Zealand Orthopaedic Association Incorporated:**

The Objectives of the Association are to:

- Promote and be recognised as the leading authority that consults with, makes representation to and advises government, governing bodies, educators, health care providers and consumers in regards to best practice in musculoskeletal nursing care (*Political power*)
- Create a dynamic association responsive to our members needs and leading developments in orthopaedic nursing (*Communication with our members*)
- Promote orthopaedic nursing as a specialised field (recognition of skills)
- Establish and promote standards which promote positive outcomes for individuals with musculoskeletal conditions (*Standards*)
- Respond to the educational needs of our members (*Communication*)
- Develop and disseminate recourses which contribute to advances in musculoskeletal nursing care (*Education & Communication*)
- Promote evidence based practice and research in the care of patients with musculoskeletal conditions (*EBP & Research*)
- Promote active involvement of members in health promotion and disease prevention activities as appropriate to musculoskeletal nursing (*Health promotion*)
- Foster and maintain a collaborative, productive working relationship between all ANZONA regional groups (*Communication process*)
- Develop and maintain representation on relevant national and international associations or groups (*Communication process*)
- Promote communication and collaboration with in a multidiscipline arena (*Communication*)
- Promote the development of special interest groups in musculoskeletal nursing (*Skills recognition*)

## DEFINITIONS

In the context of the Constitution, unless the contrary intention appears:

**“Association”** refers to the Incorporated Association known as Australian & New Zealand Orthopaedic Nurses Association Incorporated” and referred to herein as **“ANZONA”**;

**“Annual general meeting”** is the meeting convened under paragraph (b) of rule 6 (1);

**“Chapter”** is the State or Territory official Representative Association for that State or Territory as referred to in 1.1

**“Committee meeting”** means a meeting referred to in rule 5;

**“Committee member”** means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 4 (1);

**“Convene”** means to call together for a formal meeting;

**“Department”** means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

**“Financial year”** means a period commencing on the 1<sup>st</sup> of July of each year and ending on 30<sup>th</sup> June;

**“General meeting”** means a meeting to which all members are invited;

**“Member”** means member of the Association;

**“Ordinary resolution”** means resolution other than a special resolution;

**“Poll”** means voting conducted in written form (as opposed to a show of hands);

**“Special general meeting”** means a general meeting other than the annual general meeting;

**“Special resolution”** has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

**“The Act”** means the *Associations Incorporation Act 1987*;

**"The Association"** means the Association referred to in rule 1;

**"The President"** means-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 5 (1); or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (b) of rule 5 (1) or, if that person is unable to perform his or her functions, the Vice President;

**"The Commissioner"** means the Commissioner for Fair Trading exercising powers under the Act;

**"The Committee"** means the Committee of Management of the Association referred to in rule 4 (1);

**"The Secretary"** means the Secretary referred to rule 5.2;

**"The Treasurer"** means the Treasurer referred to in 5.3;

**"The Vice-President"** means the Vice-President 5.1.

**When any provision of the Law is referred to the reference is to that provision as modified by any Law for the time being in force;**

An expression defined at Law will bear the same meaning in this Constitution unless that expression is otherwise defined in this Constitution.

Words importing the singular number include the plural number and visa versa.

Words importing one gender include the other gender. Words importing persons include companies, corporations and public bodies wherever incorporated or domiciled.

The expressions "in writing" and "written" include printing, lithography and other modes of reproducing or representing words in a visible form and include telex, telegram, electronic mail and facsimile transmission.

The registered office of the Association shall be a mailing box located at the discretion of the committee.

## **RULE 1 – Structure**

The Association is a multi-disciplinary, non-profit association consisting of persons who are committed to the highest quality of musculoskeletal health care by promoting excellence in research, education, and nursing practice.

All affairs of the Association will be subject to Law, all provisions set forth in the Act, this Constitution, the Code of Conduct of the Association, and Standing Orders at the time being in force.

### **1.1 Chapters**

There will be no more than one Chapter formed in each state or territory. A Chapter of ANZONA shall be autonomous in matters relating to the affairs of the Chapter association but shall be subject to the control and direction of the Executive Committee in matters affecting more than one Chapters or the interests of the Association as a whole. The Chapter may have its own Articles of Association which must be in harmony with the Constitution of ANZONA.

### **1.2 Sub-Branches**

Upon the authority of the Chapter Executive there may be sub-branches formed within any region of that Chapter. A Sub-Branch of the Association shall be subject to the control and direction of the Chapter Executive.

## **RULE 2 - Powers of Association**

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint, employ, remove or suspend agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association, and
- (i) print, publish or otherwise produce any journals, periodicals, newsletter, books, leaflets or educational material that the Association may think desirable for the promotion of its objectives.



## **RULE 3 - Membership of the Association**

3.1. Membership of the Association shall be under one of the following categories:

a) **Full Financial**

Full Financial membership of the Association is open to any person with recognised Nursing, Medical, Academic Scientific or Allied Health qualifications interested or involved in supporting the objects of the Association.

Each Full Financial member is eligible to have one vote at each meeting and Special Meeting and is also eligible to hold a position of office, with the exception of those members who maybe regarded as corporate members.

b) **Associate**

Associate membership is open to any professional person who is either retired, not actively involved in the management of musculoskeletal health care, is a student or resides in another country or does not have recognised Nursing, Medical, Academic, Scientific or Allied Health qualifications.

An Associate member does not have any voting rights and must not hold office, be an active member of any of the Association's committees or have any share in the assets of the Association.

c) **Life**

Life membership is awarded by the Committee to a Member in recognition of conspicuous contribution to and eminence in the field of orthopaedic nursing.

Each Life member is eligible to have one vote at each meeting and Special Meeting and is also eligible to hold a position of office.

Life membership shall be confirmed by a resolution passed at an Annual General Meeting of the Association and nomination made by a full member.

d) **Honorary**

Honorary membership is awarded by the Committee to any individual or group in recognition of special services rendered to the Association or for outstanding development/achievement in the field of orthopaedic nursing.

Honorary membership does not include the privilege of voting or holding office.

Honorary membership shall be confirmed by a resolution passed at an Annual General Meeting of the Association and nomination made by a full member.

**e) Corporate**

Corporate membership is open to any company, corporation, business or other body corporate whose financial basis stems from the manufacture, sale and distribution of any product that may be used in the management of orthopaedic health care.

A Corporate member can include an individual person in his or her capacity or comprising membership of a partnership, unincorporated association or institution and their employees.

Only one set of regular correspondence will be distributed per corporate membership

A Corporate member does not have any voting rights and must not hold office, be an active member of any of the Association's committees or have any share in the assets of the Association.

### **3.2 Membership Applications**

All applications for Full Financial, Associate and Corporate membership must be made in writing and signed by the applicant. Upon acceptance of the application and, if applicable, upon payment of the membership fee, the applicant shall be considered a member.

Membership application shall be via a Chapter membership. If the applicant chooses to not join their local chapter they will be given the contact details of other chapters for membership.

### **3.3 Register of members of Association**

(a) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining-

in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(b) The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.

(c) The Secretary must cause the name of a person who dies or who ceases to be a member under rule (3.5) to be deleted from the register of members referred to in sub-rule (a).

### **3.4 Subscriptions of members of Association**

- (a) The members may from time to time at a general meeting determine or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (3.4a) the amount of the subscription to be paid by each member and Chapter Association.
- (b) Membership fees payable to each Chapter Association shall be determined by the Committee of each individual Chapter Association.
- (c) Membership for each member shall be paid either on a capitation basis from each Chapter Association to ANZONA (at a discounted rate) or directly to ANZONA if local Chapter membership is not desired.
- (d) Any member who chooses to be a direct member of ANZONA shall remit annual subscription annually on or before 1<sup>st</sup> July.
- (e) Each Chapter shall forward to the ANZONA Secretary a current membership list together with the capitation fee. Three monthly amendments / additions to membership shall be sent
- (f) Each Chapter shall forward the annual capitation fees to the Association Treasurer 3 months before the end of the calendar year (i.e. by 1<sup>st</sup> April each year).
- (g) Any Chapter which is in arrears on 1<sup>st</sup> July shall be notified by the Association's Treasurer that if the payment is not received within 30 days the Chapter's memberships will be cancelled along with such benefits as might normally be due.
- (h) Subject to sub-rule (3.1), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (3.4b) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (i) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (3.4b) or within 3 months thereafter, or such other time as the Committee allows.
- (j) Honorary and life memberships – no fees are required to be paid to the Chapter or ANZONA.

### **3.5 Termination of membership of the Association**

Membership of the Association may be terminated upon-

- (a) receipt by the Secretary or another Committee member secretary of the Chapter or ANZONA of a notice in writing from a member of his or her resignation from the Association.

Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or

- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule (3.6);  
or
- (c) expulsion of a member in accordance with (3.6).

### 3.6 Suspension or expulsion of members of Association

- (a) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-
- (i) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
  - (ii) particulars of that conduct,
- not less than 30 days before the date of the Committee meeting referred to in paragraph (i).
- (b) At the Committee meeting referred to in a notice communicated under sub-rule a, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (c) Subject to sub-rule (e), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (b).
- (d) A member who is suspended or expelled under sub-rule (b) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (c).
- (e) When notice is given under sub-rule (d)-
- (i) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
  - (ii) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

## **RULE 4 - Committee of Management**

4.1 Subject to sub-rule (4.9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-

(a) 6 Executive Positions:

- a. President;
- b. Secretary
- c. Treasurer;
- d. Public Relations / Media;
- e. Immediate Past President (ex-officio position – automatic selection)
- f. President Elect (elected to follow on resignation of current president);

9 (Nine) Chapter Representatives (proxy required for each). Elected at State or Territory level prior to, and ratified at, the Annual General Meeting.

- g. Australian Capital Territory
- h. New South Wales
- i. New Zealand
- j. Northern Territory
- k. Queensland
- l. South Australia
- m. Tasmania
- n. Victoria
- o. Western Australia

(b) Journal Editor - Appointed by the Committee

all of whom must be members of the Association.

4.2 Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (4.8).

4.3 Subject to sub-rule (4.8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (4.2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

4.4 Except for nominees under sub-rule (4.7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

- 4.5 A person who is eligible for election or re-election under this rule may -
- (a) propose or second himself or herself for election or re-election; and
  - (b) vote for himself or herself.
- 4.6 If the number of persons nominated in accordance with sub-rule (4.4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary must report accordingly to; and
  - (b) the President must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- 4.7 If vacancies remain on the Committee after the declaration under sub-rule (4.6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 4.8 If a vacancy remains on the Committee after the application of sub-rule (4.7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
- (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule will -
    - (i) hold office until the election referred to in sub-rule (4.2); and
    - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.
- 4.9 The President of the Committee shall not be sourced from the same Chapter as the Immediate Past President.
- 4.10 The term of office of each position
- (a) shall be a maximum of four years for the term of office in any one position
  - (b) the Committee member may nominate for another position on the Committee.
  - (c) the Committee member will be deemed eligible to reapply for nomination to a position previously occupied after a period of four years of vacating the position.
- 4.11 The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
- (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- 4.12 Any delegation under sub-rule (4.11) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 4.13 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (4.11).

## **Rule 5 - Executive Committee and Office Bearers Roles**

### **5.1 President**

Subject to this rule, the President must preside at all general meetings and Committee meetings.

- (a) In the event of the absence from a general meeting of-
  - (i) the President, the President Elect, or
  - (ii) both the President, the President Elect, and a member elected by the other members present at the general meeting,
 must preside at the general meeting.
  
- (b) In the event of the absence from a Committee meeting of-
  - (i) the President, or the President Elect, or
  - (ii) both the President, the President Elect and a Committee member elected by the other Committee members present at the Committee meeting,
 must preside at the Committee meeting.

### **5.2 Secretary**

The Secretary must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
  - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 3;
  - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose;
 and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule (5.3 and 5.4) to be kept and maintained by, or in the custody of, the Treasurer; and
  
- (e) perform such other duties as are imposed by these rules on the Secretary.

### 5.3 Treasurer

The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and comply on behalf of the Association with-
  - i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 3;
  - (ii) section 29 of the Act by maintaining a record of –
    - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
    - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
 and the Membership Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (g) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, related to membership other than those required by rule (5.2 and 5.3) to be kept and maintained by, or in the custody of, the Secretary or Treasurer;



- (h) actively solicit membership to the Association; and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

#### **5.4 Publicity Officer**

The role of the Publicity Officer shall be:

- (a) To promote ANZONA by:

##### *Short Term Goals*

- Approaching AOA and trade for sponsorship
- Improving the relationship between the AOA and ANZONA
- Developing a relationship between ANZONA and ICON and other relevant international bodies e.g. NAON, CONA, SOTN

##### *Long Term Goals*

- Developing a relationship between ANZONA and other relevant national organisations e.g. Wound Care Nurses Association
- Approaching other companies for sponsorship

- (b) Improving ANZONA communication by:

- Developing ANZONA newsletter
- Organising a regular Chapter Update
- Working with the webmaster to use website as effectively as possible

#### **5.5 Immediate Past President**

The Immediate Past President must-

- (a) facilitate the changeover process from their term of office for the newly elected President.
- (b) provide a role as a mentor and resource for the newly elected President.

#### **5.6 President Elect**

The President Elect may-

- (a) utilise the President and Immediate Past President as a mentor and resource to facilitate the transition to the position of President.

### **5.7 Casual vacancies in membership of Committee**

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;
    - of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

### **5.8 Proceedings of Committee**

- (1) The Committee must meet together for the dispatch of business not less than 3 times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting four (4) Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **RULE 6 – Meetings**

### **6.1 General meetings**

- (1) The Committee-
- (a) may at any time convene a special general meeting;
  - (b) shall convene the annual general meeting to be held in conjunction with a ANZONA conference on Orthopaedic Nursing;
  - (c) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
  - (d) must, within 30 days of
    - (i) receiving a request in writing to do so from not less than twenty (20) members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 3.6, convene a general meeting to deal with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
- (a) State in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
  - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
- (a) when and where the annual general meeting is to be held;
  - (b) the particulars and order in which business is to be transacted, as follows-
    - (i) first, the consideration of the accounts and reports of the Committee;
    - (ii) second, the election of Committee members to replace outgoing Committee members; and
    - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
- (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **6.2 Quorum and proceedings at general meetings**

- (1) At a general meeting eight (8) members present in person constitute a quorum.  
At an Annual General Meeting the twenty (20) members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 5.6 -
- (a) as a result of a request or notice referred to in rule 5.6 (c) or as a result of action taken under rule 5.6 (3) a quorum is not present, the general meeting lapses; or

- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
  - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

### **6.3 Minutes of meetings of Association**

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the President of the

general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or Committee meeting, as the case requires.

- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
  - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

#### **6.4 Conferences & meetings of the Association**

- (1) A conference shall be hosted on an annual or bi-annual basis with ANZONA. The conference will be hosted by one chapter with support from other chapters.
- (2) Time frame shall be by proposal and voting at the Annual General Meeting.
- (3) Selection of the hosting chapter shall be by proposal and voting at the Annual General Meeting. The host shall be selected for the next two conferences.
- (4) ANZONA shall provide seed funding for the conference if financially viable. This decision shall be by proposal and voting at the Annual General Meeting or Special Executive Meeting.
- (5) On the event of the conference achieving a profit when all expenses are finalized; the proceeds shall be distributed thus: 40% to ANZONA Inc and 60% to the hosting chapter.
- (6) On the event of the conference incurring a loss the decision to refund ANZONA seeding funds shall be discussed and voted on at the Annual General Meeting or Special Executive Meeting.

## **RULE 7 – Voting Procedures**

### **7.1 Voting rights of members of Association**

- (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

- (3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-
- (a) which resolution is authenticated under the common seal of that body corporate; and
  - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **7.2 Proxies of members of Association**

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

## **7.3 Postal Referendum**

- (a) A postal referendum of members shall be conducted:
- (i) As a secret referendum
  - (ii) In the following manner and as the Committee from time to time determines.
- (b) The result of the postal referendum shall be deemed to be the result of the motion in relation to which the postal referendum was held.
- (c) The Committee shall send all members within a period of twenty-one (21) days after the conclusion of the meeting which such postal referendum is demanded following details:
- (i) The motion(s) which are related to the subject of the referendum
  - (ii) A voting paper which shall contain words and symbols which shall enable members to state whether they are for or against the stated motion(s).
- (d) In all case where a postal referendum is conducted the Committee shall cause to be sent to all members with the voting paper a statement which shall be prepared by the Committee and shall contain the following:
- (i) Any relevant facts pertaining to each motion;
  - (ii) A summary of the arguments for and against each motion. This summary to be derived from the discussion on the motion at the meeting at which the postal referendum was demanded and from the views communicated to the Committee.
  - (iii) A summary of the view of the Committee in relation to each motion stating the numbers (not names) for the motion and the numbers (not names) of abstaining votes of the Committee members
  - (iv) The date and time prior to which the completed voting papers must be received at the Headquarters of the Association in order to be counted.
- (e) Completed voting papers must be returned for counting to the Association's Headquarters in not less than ten (10) days or more than twenty-one (21) days from the date on which voting papers are sent to members or in accordance with the rules and regulations of the Electoral Commission.

- (f) In all cases where a postal referendum is conducted the Committee shall at the same time as it gives directions for the holding of the postal referendum appoint from amongst members three scrutineers and such scrutineers shall be provided with:
- (i) All such assistance from the executive Committee of the Association as they may require; and
  - (ii) A list of all members including details of annual subscriptions which are due and payable and unpaid.
- (g) The scrutineers appointed in accordance with the Rules of the Association shall be solely responsible for the opening of voting papers and for the calculation of votes and shall as soon as practicable after such calculation is complete, report the result of the postal referendum to the President who shall cause such results to be committed to the members of the Association and in such manner as s/he deems most appropriate in each case.
- (h) The accidental omission to send a voting paper in relation to a postal referendum to any member or the failure of any member to receive such voting paper shall not invalidate the result of such postal referendum.

## **RULE 8 - Rules of the Association**

### **8.1 Rules of the Association**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
  - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are



complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **8.2 Common seal of Association**

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 6.3.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **8.3 Inspection of records, etc. of Association**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **8.4 Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
  - (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;

(ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **RULE 9 - Distribution of surplus property on winding up of Association**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## **RULE 10 - Amendments**

Amendments to the constitution shall be referred to the Committee. Amendments may be voted upon either at the Annual General Meeting, or at a Special General Meeting convened for this purpose, or by postal referendum. The Committee shall determine which method is to be used. If amendments are to be voted upon at the Annual General Meeting or at a Special General Meeting, they shall be then submitted in writing to the Committee Secretary at least 49 days prior to the Annual General Meeting for this purpose. The amendments shall be debated and put to the vote and must be approved by two thirds (2/3) of the membership voting. If the amendments are to be voted upon by postal referendum, the provisions of Rule 7 relating to the conduct of a postal referendum shall apply.