

Constitution of the



College of Emergency Nursing Australasia Ltd.

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Amended October 2012

College of Emergency Nursing Australasia Ltd

(A company limited by guarantee)

1. Name

The name of the Company is “College of Emergency Nursing Australasia Ltd” (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 Section 135 of the Corporations Act 2001, it must be taken to prevail.

3. Dictionary

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. References in the Corporations Act 2001 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.
- “National Steering Committee” means the delegates present at the inaugural meeting held in Melbourne on May 4th and 5th, 2002, as minuted at that meeting, and any subsequent changes approved by the Committee.
- “Nurse” means a person registered as a nurse or enrolled nurse howsoever described who is presently permitted to practice as a nurse or enrolled nurse in accordance with the laws applicable to any State or Territory of Australia (e.g. Div 1 or Div 2 in Victoria) 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 laws applicable to the country of their residence.
- “Special Resolution” is as defined in Section 9 of the Corporations Act 2001.
- “State” includes any State or Territory of Australia, or otherwise any country or region in the Australasian area at the discretion of the Board.
- “State President” means the duly elected President of a State Body.
- “State Body” means each of:-
 - Queensland Emergency Nurses Association Inc
 - Emergency Nurses Association of NSW Inc
 - Emergency Nurses Association, Victoria Inc
 - Tasmanian Emergency Nurses Association Inc
 - South Australian Emergency Nurses Association Inc
 - Emergency Nurses Association of WA Inc
- “The Law” means the Corporations Act 2001 and its Regulations, or any subsequent Act.
- “Student” means an undergraduate nursing student who is undertaking a course of study in a tertiary education institution accredited by the Australian Nursing and Midwifery Accreditation Council (ANMAC) and approved by the Nursing and Midwifery Board of Australia (NMBA) whereby graduation renders the student eligible for registration with the NMBA as a registered nurse”

4. Purposes

The purposes and objectives of the College are:

- 4.1. To define and promote the standards of emergency nursing practice.
- 4.2. To initiate and support relevant nursing research and evidence based practice.
- 4.3. To define and promote the education and specialised skills of emergency nurses
- 4.4. To communicate with educational, scientific and professional bodies (local, national or international) which are involved in or associated with emergency healthcare or associated disciplines.
- 4.5. To provide the nursing perspective on emergency healthcare issues.
- 4.6. To publish educational materials, newsletters, journals and other writings in respect of emergency nursing.
- 4.7. To foster collegiality among emergency nurses.
- 4.8. To establish and maintain a national membership of emergency nurses.
- 4.9. To support and promote the activities of the State Branches.
- 4.10. 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 objectives of the College.
- 4.11. To provide leadership, representation and support for emergency nurses to promote optimum practice and challenge existing boundaries.
- 4.12. To promote equity of access for members to the College's services and forums.
- 4.13. To participate in the discourse on emergency health care standards and practices to promote optimal health care, safety and advocacy for our patient population

5. Powers

The Powers of the College are:

- 5.1. To do all things that a company or natural person may lawfully do.
- 5.2. To issue debentures.
- 5.3. To charge the assets of the College by way of security.

6. Restriction on Power

Except as pursuant to Section 29, the College must not distribute to its members by way of dividend or otherwise any of its assets or income.

7. Membership

7.1. The members of the College are:

- 7.1.1. All persons who are current members (other than enrolled nurses (i.e. Div. 2 in Victoria and Western Australia), life and honorary members) of any State Body on the date of commencement of the College.
- 7.1.2. All current life and honorary members of State Bodies will be reviewed by the Board in accordance with Section 11.2 and 11.3.
- 7.1.3. 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.
- 7.1.4. All other persons who are admitted to membership in accordance **with this constitution** and who otherwise remain eligible to be members.

7.2. The following persons or bodies are eligible for membership of the College:

- 7.2.1. A person registered as a nurse or enrolled nurse howsoever described who is presently permitted to practice as a nurse 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 laws applicable to the country of their residence.

- 7.2.2. A person enrolled in a program of study where on graduation they will be eligible for registration with the Nursing and Midwifery Board of Australia (NMBA) as a registered nurse, an undergraduate nursing student who can provide evidence of their current student status in a tertiary course.
- 7.2.3. All persons or bodies admitted to membership by the Board pursuant to clause 11 and within the constitution

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.

8.1.1. An undergraduate nursing student who is approved for membership as provided in this Constitution is eligible to be a student member of the College on payment of the application fee and annual subscription payable under this Constitution. An individual student membership has a start and end date at commencement on proof of student membership eligibility.

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 and the applicant's name must be entered on the Register.

8.4. The College shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member, as minimum data.

8.5. An applicant for membership who is ordinarily a resident of a State or Territory which has a Branch will be deemed to be a member of the Branch in that State or Territory, unless the applicant nominates another Branch in another State or Territory in her/his application for membership.

8.6. An applicant for membership who is ordinarily a resident of a Territory which does not have a Branch will be deemed to be ordinarily a resident of the State which she/he nominates in her/his application for membership and a member of the Branch in that State.

8.7. An applicant for membership who is ordinarily not a resident of Australia will be deemed to be ordinarily a resident of the State which she/he nominates in her/his application for membership and a member of the Branch in that State. If she/he does not so nominate a State the Board of Directors may determine the State she/he is to be considered ordinarily a resident of and thereby the Branch of which she/he is to be considered a member.

8.8. The last address recorded in the register of members will be determinative of the member's ordinary place of residence, and the last electronic mail address (if any) recorded in the register of members will be determinative of the member's electronic mail address (if any).

9. Liability of Members

The liability of members is limited as set out in Section 24.

10. Termination and Suspension of Membership

10.1. 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:-

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

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

10.1.3. Acting in a manner contrary to the objectives or purposes of the College.

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

- 10.1.5.** Acting in a manner contrary to any ethical or professional standards governing the conduct of members.
- 10.2.** The Board of Directors may delegate its power under Section 10.1 to any Branch.
- 10.3.** Where the Board of Directors has delegated its powers pursuant to Section 10.2 then any member who is suspended or terminated by that delegate is entitled to appeal the delegate's decision by making written application to the Board of Directors within one (1) month of notification of the delegate's decision.
- 10.4.** The Board of Directors or any delegate appointed under Section 10.2 is required to comply with any rules of procedural fairness, to give reasons for its decision, to give any member facing termination or suspension of membership reasonable notice that such termination or suspension is being considered and to permit the affected member a reasonable opportunity to respond to any allegation of conduct contrary to Section 10.1.
- 10.5.** 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 Section 8.2.3. within one (1) month of its due date.
- 10.6.** Except in accordance with Section 7.2, 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.

11. Fellows and Other Memberships

- 11.1.** The Board of Directors or its delegate may admit as Fellows of the College members who, in the opinion of the Board, are distinguished by reason of their notable contributions to emergency nursing. Application for admission as a Fellow shall be in writing on the form prescribed by the Board, and accompanied by the fee prescribed by the Board. Subsequent annual subscriptions are as defined by the Board. Such persons if admitted as Fellows shall have the rights of members regarding elections and voting.
- 11.2.** 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 emergency nursing. Such persons if admitted as Life Members shall have the rights of members regarding elections and voting, and shall be exempt from payment of any subscriptions for the term of their natural lives.
- 11.3.** The Board of Directors or its delegate may admit as Honorary Members persons or institutions who, in the opinion of the Board, are distinguished by reason of their notable contributions to emergency nursing. Such persons if admitted as Honorary Members shall not be entitled to take part in any elections or to vote on any matter and shall be exempt from payment of any subscriptions for a period of time determined by the Board.
- 11.4.** The Board of Directors or its delegate may admit as Associate Members any person or corporation whose associate membership, in the opinion of the Board, would be beneficial to the College. Such persons or corporations if admitted as associate members shall not be entitled to take part in any election or vote on any matter and the Board may exempt such persons or corporations from payment of any subscriptions. Nurses who are eligible to apply for full membership may not be admitted as associate members, unless otherwise resolved by the Board.
- 11.5.** The Board of Directors or its delegate may admit as Student Members any person whose student membership, in the opinion of the Board, would be beneficial to the College. Such persons or corporations if admitted as student members shall not be entitled to take part in any election or vote on any matter or hold a position on a Branch Committee of Management or the National Board. Student Members will need to provide proof of enrolment in an accredited course of study as determined by the NMBA on application to join the College and with renewal of Student Membership. Post Graduate Students will not be eligible for a Student Membership. Nurses who are eligible to apply for full membership will not be admitted as Student members. Student Members will only be eligible for student membership for a maximum of 3 years as in 7.2.2.
- 11.6.** The Board of Directors may revoke the life, honorary, associate or student membership of any person, organisation or corporation admitted to such membership under Sections 11.2 to 11.5 where, in the opinion of the Board, the life, honorary, associate or student member has been guilty of conduct unbecoming of such a member, or is prejudicial to the interests and objectives of the College. The Board's decision in this respect shall be final and binding upon the member concerned, and shall not be

12. Appointment of Directors

- 12.1. Each Branch is to be represented in the College by two Directors who are to be appointed in the following manner:-
 - 12.1.1. The duly elected President of each Branch is automatically appointed.
 - 12.1.2. A member of the College who is elected to hold office as a Director of the College by a majority of Branch Members who cast votes in an election.
- 12.2. Should the Director appointed under Section 12.1.2 cease to be a member of the College, resign their office or otherwise become incapable or unwilling to act, then the Branch must appoint a replacement for the residual term of Directorship of the departed Director.
- 12.3. Directors appointed to represent Branches will hold office until the close of the Annual General Meeting of the College in the year in which their office as a Branch officer expires.
- 12.4. The provisions that operate to vacate the office of an Office Bearer apply equally to Directors.

13. The Board of Directors

The Board of Directors of the College is constituted by all persons holding office as Directors from time to time.

14. Removal of Directors

- 14.1. The position of any Director is to be treated as vacated in the event that such Director:
 - 14.1.1. Becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - 14.1.2. 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;
 - 14.1.3. Becomes prohibited from being a Director of a company by reason of any order made under the Law;
 - 14.1.4. Ceases to be a member of the Board of Directors by operation of Section 203 of the Law;
 - 14.1.5. Resigns her/his office by notice in writing to the College;
 - 14.1.6. For more than two (2) consecutive meetings is absent without permission of the Board of Directors;
 - 14.1.7. Holds any office of profit under the College (unless permitted to do so under another provision of this Constitution);
 - 14.1.8. Ceases to be a member of the College; or
 - 14.1.9. Is removed from office by a resolution of a Special General Meeting of a Branch convened pursuant to Standard Branch Rule 13 for the specific purpose of removal of the Director.

15. Office Bearers of the College

- 15.1. The office bearers of the College are:-
 - Executive Director
 - Associate Executive Director
 - Administrative Director (Secretary)
 - Financial Director
- 15.2. The first office bearers of the College are to be appointed in accordance with Section 18.
- 15.3. There may be no more than one office bearer from any one Branch, unless otherwise resolved by the Board.
- 15.4. To be eligible to be an office bearer a person must be a Director.
- 15.5. 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, except as pursuant to Section 18. 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.
- 15.6. 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.

- 15.7.** During any period of temporary absence caused by illness or incapacity of the office bearer a temporary replacement must 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.
- 15.8. The Executive Director**
- 15.8.1** Is to be elected by a majority vote of the Board of Directors;
- 15.8.2.** 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;
- 15.8.3.** Is not disqualified from continuing to hold office as Executive Director by expiry of her/his two-year term of office as Executive Director;
- 15.8.4** May co-opt a suitable Full member to the Board to provide support and mentorship to the Board as required from time to time.
- 15.8.4.1** This nomination will be on approval by the Board of Directors;
- 15.8.4.2** This additional member will not hold a Director position or have voting rights on the Board of Directors;
- 15.8.5.** 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 objectives;
- 15.8.6.** By virtue of appointment is:
- 15.8.6.1.** The Executive Director of the College;
- 15.8.6.2.** To preside at all meetings at which she/he is present;
- 15.8.6.3.** Responsible to see that all acts, orders and resolutions of the Board of Directors are carried out;
- 15.8.6.4.** Obligated to perform such other services as may be required by the Board of Directors from time to time.
- 15.8.7.** Is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.
- 15.9 The Associate Executive Director:**
- 15.9.1.** Is to be elected by a majority vote of the members of the Board of Directors;
- 15.9.2.** 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;
- 15.9.3.** Is not disqualified from continuing to hold office as Associate Executive Director by expiry of her/his two-year term of office as Associate Executive Director;
- 15.9.4.** Shall carry out the functions of the Executive Director in her/his absence or as delegated by the Executive Director.
- 15.9.5.** Is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.
- 15.10. The Administrative Director:**
- 15.10.1.** Is to be elected by a majority vote of the members of the Board of Directors;
- 15.10.2.** 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;
- 15.10.3.** Is not disqualified from continuing to hold office as Administrative Director by expiry of her/his two-year term of office as Administrative Director;
- 15.10.4.** 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.
- 15.10.5.** Is responsible for all tasks to be carried out by a Secretary as required by the Law.

- 15.10.6.** Is responsible for ensuring the following duties and functions are performed:
- 15.10.6.1.** 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;
 - 15.10.6.2.** Keeping a record of all resolutions approved by the Members in accordance with these Rules or the Law;
 - 15.10.6.3.** Issuing any necessary notices for meetings of the Board of Directors, sub-committees or Members;
 - 15.10.6.4.** Keeping a register of membership and such details and statistics as may be required by the Board of Directors;
 - 15.10.6.5.** Taking charge of all correspondence and papers belonging to the College;
 - 15.10.6.6.** 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;
 - 15.10.6.7.** Rendering such other services as required by the Board of Directors from time to time.
- 15.10.7.** Is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.

15.11. The Financial Director:

- 15.11.1.** Is to be elected by a majority vote of the members of the Board of Directors;
- 15.11.2.** 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;
- 15.11.3.** Is not disqualified from continuing to hold office as Financial Director by expiry of her/his two-year term of office as Financial Director;
- 15.11.4.** 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.
- 15.11.5.** Is, at all times, subject to the direction and control of the Board of Directors when exercising the powers and functions of office.
- 15.11.6.** Is responsible for ensuring the following duties and functions are performed;
 - 15.11.6.1.** 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;
 - 15.11.6.2.** Overseeing the receipt of all monies 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;
 - 15.11.6.3.** Distributing and disbursing funds of the College and its subsidiaries as may be directed by the Board of Directors;
 - 15.11.6.4.** 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;
 - 15.11.6.5.** 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;
 - 15.11.6.6.** Rendering such other services as required by the Board of Directors from time to time.

16. Functions of the Board of Directors

- 16.1.** Subject to the Law and to any other provision of this Constitution, the business of the College shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the

- College, and may exercise all such powers of the College which are not, by the Law or by this Constitution, required to be exercised by the College in general meeting.
- 16.2.** No rule made or resolution passed by the College in general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.
 - 16.3.** The Board may make any rules it deems necessary for the proper functioning of the College, provided the rules neither conflict with this Constitution nor contravene the Law. Any such rules must be noted in the minutes of the meeting at which they were made.
 - 16.4.** 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.
 - 16.5.** The Board of Directors is responsible for fixing a basis for the allocation of part of the subscriptions and fees it collects to the operations of any Branches. Such allocation must have regard to:
 - 16.5.1.** The cost of any services provided by that Branch for the benefit of the College or all of the members;
 - 16.5.2.** The size of the Branch member base;
 - 16.5.3.** The need for a Branch to have sufficient allocation to enable it to conduct its day to day operations.
 - 16.6.** The Board of Directors may advance other funds to any Branch on such terms as to its use or repayment as it thinks fit.
 - 16.7.** The State Bodies shall pass to the College all of their assets and liabilities (including funds) and those assets and funds shall be managed by the Board.
 - 16.8.** The assets or funds of the State Bodies passed to the College pursuant to Section 16.9 are held for the following purposes:
 - 16.8.1.** The performance by the College of its objectives as permitted by these rules;
 - 16.8.2.** The performance by the Branches of their objectives as permitted by the Standard Branch Rules;
 - 16.8.3.** The accumulation of resources to the benefit of the College in order to better achieve its objectives in the long term;
 - 16.8.4.** To provide financial or other assistance to the Branches as regarded appropriate by the Board of Directors having regard to:
 - 16.8.4.1.** The activities of the Branch.
 - 16.8.4.2.** The financial and other resources of the Branch.
 - 16.8.4.3.** The need to maintain a national membership through a Branch structure.
 - 16.9.** The assets or funds of the State bodies passed to the College pursuant to Section 16.9 shall be managed by the relevant Branch subject to a unanimous vote of the Board of Directors resolving that the national interest of the College requires those assets and funds be managed otherwise.
 - 16.10.** The management by the relevant Branch of the assets or funds of the State Bodies passed to the College pursuant to Section 16.9 shall require the written approval and/or signatures of the two (2) Directors appointed by the relevant Branch pursuant to Section 12 subject to the Board of Directors resolving otherwise.

17. Proceedings of the Board of Directors

17.1. Quorum

A quorum for the meeting of the Board of Directors shall be a majority of the total number of appointed Directors provided that at least 80% of the Branches are represented at the meeting. Every such meeting shall be chaired by the Executive Director or in the Executive Director's absence the Associate Executive Director or in the Associate Executive Director'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.

17.2. Notice of Meetings

Notice in writing of the time and place of every meeting of the Board of Directors shall be posted or given to each Director together with a short agenda at least forty (40) days prior to the time appointed

provided that the Board of Directors may dispense with compliance with this Section in the case of meetings called to consider matters of urgency. The Board of Directors may, if it thinks fit confer by radio, telephone, closed circuit television or other electronic means or audio or audio-visual communication and a resolution passed by such a conference shall, notwithstanding that the members of the Board of Directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board of Directors held on the day on which and at the time at which the conference was held. The provisions of these Rules relating to proceedings of the Board of Directors apply so far as they are capable of application to such conferences.

17.3. 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 Section 17.2.

17.4. 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 on behalf of another Director.

17.5. Conflict of Interest

A Director shall not vote on any matter where a conflict exists between the personal interest of the Director and the interests of the College.

17.6. Power of Sub-Committees

The Board of Directors may exercise all the powers of the College and may appoint any sub-committee whether 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.

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

On the date of commencement of the College the Board of Directors is deemed to be constituted by two (2) delegates from each State Body drawn from the National Steering Committee (one (1) of whom is to be the members elected President of the State Body). The members of the National Steering Committee were:

- Julie Finucane (Qld)
- Judy Harris (Qld)
- Jan Presnell (Qld)
- Cathi Montague (SA)
- John Wright (SA)
- Fran Grant (Tas) ex
- Sherryl Macri (Tas) ex
- Sharon Groves (Tas)
- Jan Ponting (Tas)
- Rosalia Drimatis (WA)
- Gabrielle West (WA)
- Diane Langman (WA)
- Monika Taylor (Vic)
- Dianne Dixon (Vic)
- Cathy Lennon (Vic)
- Ron Wilson (NSW) ex
- Rebecca Leon (NSW) ex
- Clair Ramsden (NSW) ex
- Julie Friendship (NSW)
- Jenny Morris (NSW)
- Nadia Nocera (NSW)

At the date of Company registration, three Directors were listed: Julie Finucane, John Wright (Secretary), Julie Friendship.

The first Office Bearers will be elected at the first meeting of the Board of Directors. Unless prevented by this Constitution or otherwise resolved by the Board of Directors, the Directors and Office Bearers so appointed will hold office until the first Annual General Meeting of the College.

19. Branches

- 19.1.** The Board of Directors may make rules which provide for members in a State (as defined in Section 3) to organise themselves in pursuit of the objectives of the College and such rules may include the appointment of representatives of those members in a State. These groupings of members in a State shall be called Branches.
- 19.1.1.** The minimum number of members required to form a Branch is thirty (30).
- 19.1.2.** The viability of all Branches will be assessed at regular intervals (annually) by the Board. The viability of a Branch will be based upon the activity and financial achievements of the Branch and its members. Where a Branch is not considered viable by the Board, a plan must be established to achieve viability or closure of the branch within 6 months.
- 19.1.3.** Where a Branch is considered by the Board of Directors to be unable to perform its functions the Board of Directors may resolve to wind up a Branch and transfer the members thereof to another Branch.
- 19.2.** Branches shall be governed by the Standard Branch Rules set out in Schedule A of this Constitution.
- 19.3.** Each Branch may, subject to the resolution of the Board of Directors and this Constitution, apply to the Board of Directors to modify Schedule A in relation to that Branch.
- 19.4.** Any modification of Schedule A referred to in Clause 19.3:
- 19.4.1.** Shall be approved by the Board of Directors before it will have effect in respect of that Branch.
- 19.4.2.** Shall not be inconsistent with any clauses of this Constitution.
- 19.4.3.** Shall be inserted in Schedule B hereto.
- 19.5.** The Board of Directors is empowered to modify any modification to Schedule A set out in Schedule B for the purpose of achieving national consistency.
- 19.6.** On the date of commencement of the College the offices of the Branch President, Vice President, Secretary and Treasurer will be held by the current holder of those offices in each State Body provided such offices have been elected by the majority of its members, who vote in the election. Whereby those offices do not exist in such a State Body, those offices will be deemed to be vacant. A Branch may appoint by way of committee election a Branch member to the vacant office until the term of that office expires.
- 19.7.** The Board of Directors may authorise a representative of any Branch to undertake activities in accordance with these Rules or as it declares from time to time.

20. General Meetings of Members

20.1. Convening of General Meetings

- 20.1.1.** Except as permitted by the Law, a general meeting of members, to be called the “Annual General Meeting”, must be held at least once in every calendar year.
- 20.1.2.** The Board of Directors may whenever it thinks fit convene a general meeting of members.
- 20.1.3.** Except as provided in Section 249F of the Law, no member or members are entitled to convene a general meeting.
- 20.1.4.** The Board of Directors must, on the requisition in writing of not less than four (4) Branches, convene a general meeting of members of the College.
- 20.1.5.** A requisition for a general meeting must state the objectives of the meeting and must be signed by the requisitionists and deposited at the registered office of the College and may consist of several documents in the like form each signed by one or more of the requisitionists.
- 20.1.6.** If the Board of Directors does not cause a general meeting to be held within eight (8) weeks after the date on which a requisition is deposited at the registered office of the College the requisitionists or any of them may convene the meeting but any meeting so convened will not be held after four (4) months from the date of the deposit of the requisition.

20.2. Notice of General Meetings

- 20.2.1.** Except where otherwise provided in these rules at least six (6) weeks' notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the College.
- 20.2.2.** A notice of a general meeting must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

20.3. Representation of Member

Any member may be represented at any general meeting of the College by a proxy or attorney and if so represented is deemed to be personally present.

21. Proceedings at General Meetings

21.1. Meaning of “member”

21.1.1. For the purpose of ascertaining:

- (1) any quorum at a general meeting required by these rules; and
- (2) the person entitled to vote at a general meeting or join in demanding a poll;

“**Member**” means any voting ordinary member, referred to in Section 7 who is present in person or by proxy or attorney.

21.2. Quorum

21.2.1. No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

21.2.2. Twenty- five (25) members in addition to any Directors who may be present in person or by proxy constitute a quorum, provided that they represent at least five (5) different Branches.

21.3. Absence Of Quorum

21.3.1. If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:

- (1) where the meeting was convened upon the requisition of members the meeting is dissolved; or
- (2) in any other case:
 - (a) the meeting stands adjourned to the day, and at the time and place, which the Board of Directors determine or, if no determination is made by the Board of Directors to the same day in the next week at the same time and place; and
 - (b) if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting the meeting is dissolved.

21.4. Ordinary and Special Business

21.4.1. The business of an annual general meeting is:

- (1) to receive and consider the profit and loss account the balance sheet the reports of the Board of Directors and of the auditors and the Board of Directors statement required by the Law to be attached to the accounts of the College;
- (2) to record the appointment of Board of Directors in place of those retiring or otherwise;
- (3) when necessary, to appoint auditors; and
- (4) to transact any other business which under these rules or the Law ought to be transacted at an annual general meeting.

21.4.2. All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

21.5. Chairperson

21.5.1. The Executive Director of the College, if present, presides as chairperson at every general meeting.

21.5.2. Where a general meeting is held and:

- (1) there is no Executive Director of the College; or
- (2) the Executive Director is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act;

the members present must elect any one of their number to be chairperson of the meeting.

22. Voting at General Meetings

22.1. Voting Rights

- 22.1.1.** Subject to Sections 21.1 and 21.2 at any general meeting each member present on a show of hands has one (1) vote and on a poll each member present has one (1) vote, subject to Section 22.1.2.
- 22.1.2.** Any member holding a proxy or proxies has as many votes as the member holds proxy or proxies for in accordance with Section 23.

22.2. 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.

22.3. Power to Demand a Poll

At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):

- (1) by the chairperson; or
- (2) by at least three (3) members

22.4. Evidence of Resolutions

Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the College, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

22.5. Conduct of Poll

- 22.5.1.** If a poll is duly demanded it must be taken in such manner and subject to Section 22.5.2 either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 22.5.2.** A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.
- 22.5.3.** The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 22.5.4.** The demand for a poll may be withdrawn.

22.6. 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 the casting vote. The chairperson has discretion both as to the use of the casting vote and as to the way in which it is used.

22.7. Objections to Exercise of Voting Rights

- 22.7.1.** An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 22.7.2.** The objection must be referred to the chairperson of the meeting, whose decision is final.
- 22.7.3.** A vote not disallowed following the objection is valid for all purposes.

23. Proxies

23.1. Appointment of Proxy

A member may appoint one (1) proxy. A proxy must be a member.

23.2. Deposit of Proxy and Attorney Instrument

- 23.2.1.** An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Board of Directors is or are deposited at the registered office of the College or at any other place specified for that purpose in the notice convening the meeting not less than twenty four (24) hours before the time for the holding of the

meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.

- 23.2.2.** For the purpose of Section 23.2.1 it is sufficient if the proxy instrument is received at the registered office of the College by facsimile transmission or by similar means of communication in a reasonably legible form. If the proxy instrument is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile or other similar transmission.

23.3. Proxy Instrument to Be in Writing

An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

23.4. Form of Proxy

- 23.4.1.** The instrument of proxy must be in the form determined by the Board of Directors but the form must:

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

- 23.4.2.** The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the meeting is appointed proxy.

- 23.4.3.** Despite Section 23.4.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

College of Emergency Nursing Australasia Ltd

ACN _____

I, _____ of _____
(Name) (Address)

being a member of the above-named College, and a member of the _____
(Branch)

appoint _____ of _____
(Name) (Address)

or, in his or her absence,

appoint _____ of _____
(Name) (Address)

as my proxy to vote for me on my behalf at the *annual general meeting* or *general meeting*

of the College to be held on _____ and at any adjournment of that meeting.
(day/month/year)

+ This form is to be used *in favour of *against the resolution.

Signed _____ on _____
(day/month/year)

*Strike out whichever is not desired.

+To be inserted if desired.

23.5. Effect of Proxy Instrument

- 23.5.1.** An Instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 23.5.2.** If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 23.5.3.** A proxy may be revoked at any time by notice in writing to the College.

23.6. Voting Rights of Proxies and Attorneys

- 23.6.1.** An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 23.6.2.** A vote given in accordance with the terms of an instrument or proxy or of a power of attorney is valid despite:
 - (1) the previous death or unsoundness of mind of the principal; or
 - (2) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;

In the event that the College does not receive written notification of death, unsoundness of mind or revocation at its registered offices before the commencement of the meeting, or adjourned meeting, at which the instrument is to be used or the power is to be exercised, the instrument remains in force.

24. 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.

25. 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.

26. Amendment of Constitution

This Constitution may be amended or repealed by special resolution (a 75% majority of members who vote on the resolution at a general meeting of members). Section 6 of this Constitution is not capable of being amended and may only be repealed by repeal of the whole Constitution. A vote of members of the College as to whether this Constitution may be amended or repealed can only occur when a majority of the Board of Directors of the College resolve that such a vote should occur.

27. Winding up

- 27.1.** The College may by unanimous resolution of the Board of Directors resolve to be wound up voluntarily.
- 27.2.** The College may also be wound up voluntarily by special resolution of the members at a general meeting of members.
- 27.3.** 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.

28. Notices

- 28.1.** Notices can be served by post, electronic mail, facsimile or such other means as may be generally accepted in business from time to time.

- 28.2.** Notices directed to the last known address (including any virtual or electronic address) of a Branch or a member are to be treated as duly served in such time as it would usually take for such notice to be delivered.

29. Income and Property of the College

- 29.1.** 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.
- 29.2.** 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.
- 29.3.** 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.
- 29.4** The College is otherwise authorised and permitted to make money available to members for the provision of scholarships, as determined by the Board.
- 29.5** That the governance of the College's Journal, the Australian Emergency Nursing Journal (herein AENJ), occur by establishment of an International Editorial Council.
- 29.5.1** That the AENJ International Editorial Council be constituted by:
- a. the Editor-in-Chief (Chair, ex-officio);
 - b. the AENJ International Editorial Board;
 - c. the AENJ Editorial Management Team.
- 29.5.2** That the AENJ International Editorial Board be constituted by:
- a. the Editor-in-Chief (Chair, ex-officio);
 - b. Expert Members being individuals of national and international standing appointed by the Editor-in-Chief in consultation with the CENA Board of Directors and the AENJ Editorial Management Team.
- 29.5.3** That the AENJ Editorial Management Team be constituted by:
- a. the Editor-in-Chief (Chair, ex-officio)
 - b. the Deputy Editors (ex-officio);
 - c. the Associate Editors (ex-officio);
 - d. Other ex-officio office bearers so appointed by the Editor-in-Chief from time-to-time.
- 29.5.4** That appointments to the AENJ Editorial Council, the AENJ International Editorial Board, or AENJ Editorial Management Team be made by the Editor-in-Chief in consultation with the CENA Board of Directors.

SCHEDULE A

Standard Branch Rules

(Pursuant to Section 19.2)

1. Name

The name of the Branch is the College of Emergency Nursing Australasia Ltd (*here set out name of State or Territory in which Branch is located*) Branch) in these Rules called “the Branch”

2. Purposes and Objects

The purposes and objectives of the Branch shall be the objectives of the College as set out in Section 4 of the Constitution of the College.

3. Branch Committee of Management

3.1. The affairs of the Branch shall be managed by the Branch Committee of Management.

3.2. The Branch Committee of Management shall consist of:

3.2.1. the officers of the Branch; and

3.2.2. such number of other members as the Branch Committee of Management resolves.

3.2.3. on the date of commencement of the College the number of members referred to in rule 3.2.2 will be deemed to be the number of members of the Committee of Management of relevant State Body immediately prior to the commencement of the College.

4. The Officers of the Branch

4.1. The officers of the Branch shall hold the following offices:

- (a) Branch President
- (b) Branch Vice-President (optional)
- (c) Branch Secretary
- (d) Branch Treasurer

4.2. The officers of the Branch hold their offices until the close of the Annual General Meeting of the College in the year in which their office as Branch officer expires.

4.3. The offices of the Branch of Vice President, Secretary, and the positions of half of the ordinary members of the Committee of Management which have run for two (2) years expire at the close of the Annual General Meeting of the College in a given year.

4.4. The offices of the Branch of President, Treasurer, and half of the positions of ordinary members of the Committee of Management which have run for two (2) years, expire at the close of the Annual General Meeting of the College in the year ending in the alternate year.

4.5. The members of the Branch shall elect a second Director of the College as required pursuant to Section 12.1.2 of the Constitution of the College. This person shall be deemed a member of the Branch Committee of Management, if not already a member in accordance with Section 3.2.

5. Powers of Branch Committee of Management

The Branch Committee of Management shall, subject to the College's Rules and resolutions of the Board of Directors:

5.1. control and manage the business and affairs of the Branch;

5.2. perform all acts and things as appear to the Branch Committee of Management to be essential for the proper management of the business and affairs of the Branch.

6. Meetings of the Branch Committee of Management

6.1. The Branch Committee of Management shall meet at least once every two (2) calendar months at such a place and such a time as the Committee may determine.

6.2. Special meetings of the Branch Committee of Management shall be convened by the Secretary on requisition in writing signed by not less than one third of the members of the Branch Committee of Management, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- 6.3. A quorum at the Branch Committee of Management Committee meetings shall be a simple majority of members elected to the Branch Committee of Management.
- 6.4. Subject to Rule 6.1, the Branch Committee of Management may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the committee shall be decided by a majority of votes and, in the case of equality of votes, the President of the Branch shall hold a casting vote.
- 6.5. Not less than fourteen (14) days notice shall be given by the Secretary to the members of the committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 6.6. At a meeting of the Branch Committee of Management the most senior officer present shall preside. Seniority is assumed in the order listed in Rule 4.1.
- 6.7. If within half an hour from the time appointed for the commencement of a Branch Committee of Management meeting a quorum is not present, the meeting, if convened, upon requisition of members of the Branch Committee of Management, shall lapse. In any other case it shall stand adjourned to a date, time and place as the Branch Committee of Management may determine.
- 6.8. A member of the Branch Committee of Management shall not vote on any matter where a conflict exists between the personal interests of the member of the Branch Committee of Management and the interests of the College or the Branch.

7. Elections for Branch Committee of Management

- 7.1. The Branch Committee of Management members shall be elected or appointed for up to a two (2) year term
- 7.2. The Branch Committee of Management shall conduct half elections by postal ballot and those elections must be completed and the result declared no less than 6 weeks prior to the Annual General Meeting of the College
- 7.3. Half elections will be held as follows:
 - 7.3.1. Vice President, Secretary and half of the committee members
 - 7.3.2. President, Treasurer, and the other half of the committee members
- 7.4. The election of officers and other members of the Branch Committee of Management shall take place in the following manner:-
 - 7.4.1. Not less than forty-two (42) days prior to the close of nominations the Branch Committee of Management must take steps to notify all members that nominations will be accepted for any vacancy on the Branch Committee of Management.
 - 7.4.2. Any two members of the Branch shall be at liberty to nominate any other member to serve as an officer or other member of the Branch Committee of Management
 - 7.4.3. Nominations shall be in writing and signed by the member and her/his proposer and seconder and shall be lodged with the Secretary of the College or her/his delegate before the close of nominations.
 - 7.4.4. A list of candidates' names and professional profiles of the candidate shall be sent to all members at the same time as ballot papers are sent to members.
 - 7.4.5. If insufficient nominations be received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected;
 - 7.4.6. Balloting lists shall be prepared (if necessary) containing the candidates' names and each member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - 7.4.7. If no nominations are received for a position then the Branch Committee of Management can appoint a member of the Branch to that position until such time as a further nomination is received for which an election can be held.

8. Resignation from the Branch Committee of Management

Any member of the Branch Committee of Management may resign from membership of the Branch Committee of Management at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice when it shall take effect on that later date, or such member may be removed from office at a general meeting of the Branch where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members present at such general meeting.

9. Vacancies on the Branch Committee of Management

The Branch Committee of Management shall have the power at any time to appoint any member of the Branch to fill any casual vacancy on the Branch Committee of Management until that position is due for re-election.

10. Sub-Committees

- 10.1.** The Branch Committee of Management may delegate any of its powers to a sub committee consisting of such members of the Branch as it thinks fit.
- 10.2.** A sub committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for the holding of the meeting, the members may choose one (1) of their number to be Chairman of the meeting.
- 10.3.** A sub committee may meet and adjourn as it thinks proper.

11. Sub-Branches

- 11.1.** The Branch Committee of Management may authorise the formation of Sub-Branches. Any Sub-Branch is subject at all times and in all respects to the control and direction of the Branch Committee of Management.
- 11.2.** All members of a Sub-Branch are classified as ordinary members and must abide by the Constitution and rules of the College.
- 11.3.** There must be a minimum of fifteen (15) members per Sub Branch.
- 11.4.** The Management Committee of a Sub-Branch shall comprise of a President, Treasurer, Secretary and Committee members.
- 11.5.** The Management Committee shall be elected or appointed for a two year term. Half elections will be conducted as follows:
 - 11.5.1.** President, Treasurer and half committee members.
 - 11.5.2.** Secretary and remaining half committee members.
 - 11.5.3.** Separate record books must be kept as directed by the Board of Directors (Minute book, Books of Accounts, receipt book, petty cash book, cheque book, deposit book, record of members and attendance book - these may be kept in written or electronic form).
 - 11.5.4.** Account books must be prepared for audit within three (3) weeks of the end of the financial year and sent to the Branch Treasurer in order to have them included in the College national audit.
 - 11.5.5.** The Branches and corresponding Sub-Branches will negotiate the sum of money to be paid per member to each Sub-Branch annually
 - 11.5.6.** Sub-Branches shall be known as the College of Emergency Nursing Australasia Ltd (Geographical location) Sub-Branch, or in abbreviated form CENA (Location) Sub-Branch.
 - 11.5.7.** The geographical boundaries of the Sub-Branch shall be determined by postcodes. Sub-Branch membership shall be determined by membership preference.

12. Branch Annual General Meetings (optional)

- 12.1.** Branches may hold a Branch Annual General Meeting of their members if the Branch Committee of Management considers it necessary.
- 12.2.** Where a Branch holds a Branch Annual General Meeting, it must be held within three months of the close of the financial year.
- 12.3.** The business to be transacted at a Branch Annual General Meeting shall be:
 - 12.3.1.** the receiving of the Branch Committee of Management report and the statement of income and expenditure, assets and liabilities;
 - 12.3.2.** the receiving of the Treasurer's report upon the books and accounts for the preceding financial year.

13. Branch Special General Meetings

The Secretary shall convene a special general meeting:

- 13.1.** when directed to do so by the Branch Committee of Management; or
- 13.2.** on the requisitioning in writing signed by not less than one third of the members presently on the Branch Committee of Management or not less than the number of ordinary members of the Branch which equals

double the number of members on the Branch Committee of Management plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

14. Quorum for Meetings

At any general meeting the number of members required to constitute a quorum shall be double the number of members on the Branch Committee of Management plus one (1).

15. Notice of Meetings

The Secretary shall:

15.1. convene all general meetings of the Branch by giving not less than twenty one (21) days notice of any such meeting to the members of the Branch.

15.2. convene the Annual General Meeting of the Branch by giving not less than twenty eight (28) days notice of such meeting to the members of the Branch.

16. Order of Meetings

Unless otherwise provided by these Rules, at every general meeting

16.1. The President shall preside as Chairperson, or if there is no President or if she/he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairperson or if she/he is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson for the meeting.

16.2. Each member present on a show of hands has one (1) vote and on a poll each member present has one (1) vote subject to rule 16.4

16.3. 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 discretion both as to the use of the casting vote and as to the way in which it is used.

16.4. Any member holding a proxy has as many votes as the member holds proxies for in accordance with rule 16.5

16.5. A member may appoint one (1) proxy. A proxy must be a member.

16.6. An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Branch Committee of Management is or are deposited at the registered office of the Branch or at any other place specified for that purpose in the notice convening the meeting not less than twenty four (24) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.

16.7. For the purpose of rule 16.6 it is sufficient if the proxy is received at the registered office of the Branch by facsimile transmission or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile or similar transmission.

16.8. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

16.9. The instrument of proxy must be in the form determined by the Branch Committee of Management but the form must:

16.9.1. enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and

16.9.2. leave a blank for the member to fill in the name of the person primarily appointed as proxy.

16.10. The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the meeting is appointed proxy.

16.11. Despite rule 16.6 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

College of Emergency Nursing Australasia Ltd, (State) Branch

I, _____ of _____
(Name) (Address)

being a member of the above-named Branch _____

appoint _____ of _____
(Name) (Address)

or, in his or her absence,

appoint _____ of _____
(Name) (Address)

as my proxy to vote for me on my behalf at the *annual general meeting* or *general meeting*

of the Branch to be held on _____ and at any adjournment of that meeting.
(day/month/year)

+ This form is to be used *in favour of *against the resolution.

Signed _____ on _____
(day/month/year)

*Strike out whichever is not desired.

+To be inserted if desired.

- 16.12. An Instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 16.13. If a proxy is only for a single meeting it may be used at a postponement or adjournment of that meeting, unless the proxy states otherwise.
- 16.14. A proxy may be revoked at any time by notice in writing to the Branch.
- 16.15. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 16.16. A vote given in accordance with the terms of an instrument or proxy or of a power of attorney is valid despite:
 - 16.16.1. the previous death or unsoundness of mind of the principal; or
 - 16.16.2. the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;
 if the Branch has not received written notification of the death, unsoundness of mind or revocation at the registered office of the College before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- 16.17. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Branch Committee of Management meeting and general meeting to be entered into a book open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. Provided that the minutes of any general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next general meeting or annual general meeting.

17. Documents

The Branch Committee of Management shall provide for safe custody of books, accounts, documents, instruments of title and securities of the Branch and to make these available to the Board of Directors as necessary.

18. Funds and Accounts

The Branch shall hold the funds of the College in the name of the College in such Bank or Building Society as the Branch Committee of Management may from time to time direct, subject to the wishes of the Board of Directors.

- 18.1. All expenditure shall be approved or ratified at a Branch Committee of Management meeting as reported by the Treasurer.
- 18.2. The Treasurer **and** one or all of the President, the Vice President, and the Secretary may authorize payment of debts.
- 18.3. All payments are to be paid by cheques crossed “not negotiable”, unless otherwise directed by the Board of Directors.
- 18.4. The Branch Committee of Management shall determine the amount of petty cash (if any) which is to be kept on an imprest system
- 18.5. The Treasurer is to prepare a statement of income, expenditure, assets and liabilities quarterly, as required by the Branch Committee of Management or the Board of Directors and as soon as practicable after the end of the financial year and these are to be made available to members on request .
- 18.6. All such statements are to be presented to the College's Financial Director for auditing purposes.
- 18.7. The funds held by the Branch shall be derived from the distribution of annual subscriptions per Section 16.7 of the College's constitution, and from donations and other such sources as the Branch Committee of Management determines (such as fundraising activities and the provision of services).

SCHEDULE B

(This Schedule of Rules shall apply to the (name) Branch only and in respect of the specific matters set out here under and shall take precedence over any rules in Schedule "A".)