

Australian College of Neonatal Nurses Inc.

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PART 1 – Preliminary

1. Definitions and objects

(1) In this constitution:

the college means the Australian College of Neonatal Nurses Inc.

the committee means the national executive committee.

ordinary committee member means a member of the committee who is not an office-bearer of the college.

treasurer means the national executive committee treasurer

secretary means:

- (a) the person holding office under this constitution as national secretary of the college, or
- (b) if no such person holds that office – the public officer of the college.

special general meeting means a general meeting of the college other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(4) In this constitution, the objects of the college are:

- (a) To promote the formulation and dissemination of standards of care for neonatal nursing practice.
- (b) To act in an advisory capacity on the formulation and implementation of post graduate neonatal nursing education programs.
- (c) To promote and facilitate research related to neonatal care.
- (d) To provide and promote forums at regional, national and international levels, for the exchange of information and ideas pertaining to neonatal care.

Part 2 – Membership

2. Membership generally

(1) A person is eligible to be either a full member or an associate member of the college if:

- (a) the person is a registered nurse, registered midwife, nurse practitioner, or enrolled nurse, working with neonates and families, and

(b) the person has applied and been approved for membership of the college in accordance with clause 3.

(2) A person is taken to be a member of the college if:

(a) the person is a registered nurse, registered midwife, nurse practitioner or enrolled nurse, and

(b) the person was, in the case of an association that is amalgamated to form the college – a member of that other association immediately before the amalgamation.

(3) Categories of membership: New members are accepted as either full members or associate members of the college.

(a) Full membership includes all rights, privileges and obligations including voting rights and is available to registered nurses, registered midwives or nurse practitioners living in Australia and working with neonates and families, researching neonatal-related topics or teaching neonatal nursing.

(b) Associate membership is available to pre-existing members (registered nurses, registered midwives or nurse practitioners) currently not living in Australia, or enrolled nurses working with neonates and families, or Australian nursing or midwifery pre-registration students, or if working for a for-profit company in a full or part-time capacity but otherwise eligible. Associate members have all rights as for 3 (a) except the right to vote.

(c) Honorary life membership may be granted to an existing full member by the committee. Honorary life members retain the rights, privileges and obligations of full members including the right to vote.

3. Application for membership

(1) An application for membership of the college:

(a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and

(b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the college.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or reject the application.

(3) As soon as practicable after the committee makes that determination, the secretary must:

(a) notify the applicant, in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the nomination (whichever is applicable), and

(b) if the committee approved the application, and if a fee has not been paid at the time of application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the college.

4. Cessation of membership

A person ceases to be a member of the college if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the college, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the college:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

(1) A member of the college may resign from membership of the college by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the college ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

(1) The secretary must establish and maintain a register of members of the college (whether in written or electronic form) specifying the name and postal, residential and email address of each person who is a member of the college together with the date on which the person became a member.

(2) The register of members must be kept in or be accessible from New South Wales:

- (a) at the main premises of the college, or
- (b) if the college has no premises, at the college's official address.

(3) The register of members must be open for inspection, free of charge, by any member of the college at any reasonable hour.

(4) A member of the college may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purpose of sending the person a newsletter, a notice in respect of a meeting or other event relating to the college or other material relating to the college, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of the college must, on admission to membership, pay to the college the amount determined by the committee as the entrance fee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the college must pay to the college an annual membership fee as determined by the committee:
 - (a) except as provided by paragraph (b) and (c), before the 1 July in any calendar year, or
 - (b) if the member becomes a member on or between 1 January and 31 March, half the annual membership fee on becoming a member and the full membership fee after 1 July in the same and each succeeding calendar year, or
 - (c) if the member becomes a member on or after 1 April in any calendar year, on becoming a member and before 1 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member of the college to contribute towards the payment of the debts and liabilities of the college or the costs, charges and expenses of the winding up of the college is limited to the amount, if any, unpaid by the member in respect of membership of the college as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the college, or a dispute between a member or members and the college, are to be referred to a Community Justice Centre for mediation under the *Community Justices Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the college:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the college.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the college or suspend the member from membership of the association if, after considering the complaint and any submissions made in

connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the committee expels or suspends a member, the secretary must, within 7 days after the action was taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

(6) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,

whichever is the later.

12. Right of appeal of disciplined member

(1) A member may appeal to the college in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the college to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the college convened under subclause (3):

(a) no business other than the question of the appeal is to be transacted, and

(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the college.

Part 3 – The national executive committee and branch committees

13. Powers of the national executive committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the college in general meeting, the national executive committee:

(a) is to control and manage the affairs of the college, and

(b) may exercise all the functions that may be exercised by the college, other than those functions that are required by this constitution to be exercised by a general meeting of members of the college, and

(c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the college.

14. Composition and membership of the national executive committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the college, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the college under clause 15, and
 - (c) the public officer (who may also hold a second committee position).
- (2) The minimum number of national committee members is to be 7.
- (3) The office-bearers of the college are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than the offices of president and vice-president).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, and is eligible for re-election.
- (6) There is no number of maximum terms for which a committee member must hold office.
- (7) The committee may from time to time co-opt an ordinary committee member for a temporary role (as determined by the committee) that may include but is not limited to the professional officer role or assistants to the secretary and treasurer roles.

15. Election of national executive committee members

- (1) Nominations of candidates for election as office-bearers of the college or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the college and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - (b) must be delivered to the secretary of the college at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (c) nominations for office-bearing positions on the national committee may only be accepted after the nominee has served on the national committee for 12 months.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.

(7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the college must be a member of the college.

16. National secretary

(1) The secretary of the college must, as soon as practicable after being appointed as secretary, lodge notice with the college of his or her address.

(2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:

- (a) all appointments of office-bearers and members of the committee, and
- (b) the names of members of the committee present at a committee meeting or a general meeting, and
- (c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(4) The signature of the chairperson may be transmitted by electronic means for the purpose of subclause (3).

17. National treasurer

It is the duty of the treasurer of the college to ensure:

- (a) that all money due to the college is collected and received and that all payments authorised by the college are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the college, including full details of all receipts and expenditure connected with activities of the college.

18. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the college to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the college, or
- (c) is or becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or

- (g) is absent without consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of national executive committee members

- (1) The college in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If the member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the college, the secretary or the president may send a copy of the representations to each member of the college or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. National executive committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

21. Appointment of college members as national executive committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the college as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22. Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at a meeting, is taken to have voted in person.

23. Delegation by national executive committee to sub-committees

- (1) The national committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the college as the committee thinks fit) the exercise of any of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) A sub-committee may include (but is not limited to) the formation of a branch in a state or territory of Australia for the purpose of undertaking local activities of the college, or the formation of a special interest group for members of the college.

24. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the national committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General meetings

25. Annual general meetings – holding of

The college must hold its annual general meetings:

- (a) within 6 months after the close of the college's financial year, or
- (b) within any later time that may be allowed by the Director-General or prescribed under 37(2)(b) of the Act.

26. Annual general meetings – calling of and business at

- (1) The annual general meeting of the college is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
 - (b) to receive from the committee reports on the activities of the college during the last preceding financial year,
 - (c) to elect office-bearers of the college and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the college.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the college.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and

- (b) must state the purpose and purposes of the meeting, and
- (c) must be signed by the members making the requisition, and
- (d) must be lodged with the secretary, and
- (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

(6) For the purposes of subclause (3):

- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the college, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the college, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) Twenty members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members – is to be dissolved, and

(b) in any other case – is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10) are to constitute a quorum.

30. Presiding member

(1) The president or, in the president's absence, the vice-president, is to preside as the chairperson at each general meeting of the college.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the college stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

(1) A question arising at a general meeting of the college is to be determined by either:

(a) a show of hands, or if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or

(b) if on the motion of the chairperson or if 20 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the college, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.

(4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special resolutions

A special resolution may only be passed by the college in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of the college a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the college unless all money due and payable by the member to the college has been paid.

35. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

36. Postal or electronic ballots

- (1) The college may choose to hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

37. Insurance

The college may effect and maintain insurance.

38. Funds – source

- (1) The funds of the college are to be derived from entrance fees and annual subscriptions of members, donation and, subject to any resolution passed by the college in general meeting, any other sources as the committee determines.
- (2) All money received by the college must be deposited as soon as practicable and without deduction to the credit of the college's bank or other authorised deposit-taking institution account.
- (3) The college must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Any funds received from an Australian state association of neonatal nurses upon the ceasing of business of that association, are to be used for the benefit of members in the same state or provided to a college branch established in that state for the purpose stated in 23 (8).

39. Funds – management

- (1) Subject to any resolution passed by the college in general meeting, the funds of the college are to be used in pursuance of the objects of the college in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

40. Change of name, objects and constitution

An application to the Director-General for registration of a change in the college's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

41. College is non-profit

Subject to the Act and the Regulation, the college must apply its funds and assets solely in pursuance of the objects of the college and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

42. Distribution of property on winding up of the college

(1) Subject to the Act and the Regulation, in a winding up of the college, any surplus property of the college is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of the college is a reference to that property of the college remaining after satisfaction of the debts and liabilities of the college and the costs, charges and expenses of the winding up of the college.

43. Change of name, objects and constitution

An application for registration of a change in the college's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

44. Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the college must be kept in New South Wales:

- (a) at the main premises of the college, in the custody of the public officer or a member of the college (as the committee determines), or
- (b) if the college has no premises, at the college's official address, in the custody of the public officer.

45. Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the college at any reasonable hour:

- (a) records, books and other financial documents of the college,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the college.

(2) A member of the college may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

(3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the college to inspect or obtain a copy of records of the college that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the college.

46. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47. Financial year

The financial year of the college is each period of 12 months after the expiration of the previous financial year of the college, commencing 1 July and ending on the following 30 June.