



Australian College of Neonatal Nurses Incorporated (INC1300211) Constitution

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Under the *Associations Incorporation Act 2009*

The constitution of an incorporated association forms the structure within which the association operates and covers the matters required by law.

The NSW Fair Trading **Model Constitution** has been adopted with modifications to develop this constitution. The constitution also sets out the association's objects or purpose(s) that meet the requirements for registration.

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Version Control

The ACNN Constitution 2012 amended October 2015; October 2017; October 2022, September 2024; December 2025

The current version of the ACNN (INC1300211) Constitution will remain current until 2030 (5 years) or earlier if amendments are required.

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Part 1.0: Preliminary

1.1 Definitions

In this constitution:

Branch means a state or territory subcommittee

College means the Australian College of Neonatal Nurses (ACNN) Incorporated (INC1300211).

Executive means the national executive committee.

Exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

Function includes a reference to power, authority and duty.

Committee means any of the subcommittees for branches, special interest groups and other delegations of authority to a group of members.

Office-bearer means a member of the National Executive Committee elected to one of the following positions after serving a minimum of 12 months

- 1) **President** means the national leader and representative of the college.
- 2) **Vice President** means the representative who performs the duties of the President in the absence of the President.
- 3) **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.
- 4) **Treasurer** means the national Treasurer of the college.

Ordinary committee member means a member of the Executive who is not an office-bearer.

Public Officer means:

- a) the college's legal official who resides in New South Wales (NSW)
- b) the person who carries out the responsibilities of the public officer as stated by the NSW Office of Fair Trading.

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

Special interest group (SIG) means a subgroup of ACNN members with a focus on a specific topic or area of interest for neonatal nurses and neonatal nursing.

Subcommittee means a committee that operates under and reports to the National Executive Committee.

The Act means the *Associations Incorporation Act 2009 (NSW)*.

The Regulation means the *Associations Incorporation Regulation 2016 (NSW)*.

Note: *The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution.*

(1) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: *The Act, Part 4 deals with various matters relating to the management of associations.*

1.2 Objects

In this constitution, the objects of the college are to:

1. Develop, maintain and promote standards of care for Australian neonatal nursing practice.
2. Promote global neonatal standards of care as a member of Council of International Neonatal Nurses.
3. Promote best practice, exchange of information and support for professional development of neonatal nurses in Australia and the South Pacific Island region.
4. Lead and promote opportunities to advance neonatal nursing education, leadership, research, and the role of neonatal nurse practitioners.
5. Provide expert advice on matters pertaining to neonatal nursing on request, from government bodies, educational institutions and other professional associations.
6. Advocate for neonatal nursing and the care of sick, preterm, high-risk neonates.
7. Collaborate with local, national and global professional associations, organisations, and foundations, as well as not-for-profits groups with relevance to nursing, midwifery, neonatology and perinatology.

Part 2.0: Membership

2.1 Membership generally

- 1) An individual person is eligible to be a member of the college if they:
 - a) meet the conditions of one of the categories of membership in accordance with clause 2.1(2)
 - b) have applied and been approved for membership of the college in accordance with clause 2.2
 - c) adhere to the fees and subscriptions in accordance with clause 2.7
- 2) Categories of membership:
 - a) **Individual Full membership** is available to nurses and midwives registered with the Australian Health Practitioner Regulation Agency (AHPRA) living in Australia and working clinically with neonates/neonatal education and/or neonatal research. Includes all rights, privileges and obligations with the right to vote, to serve on committees and access to scholarships.
 - b) **Individual Associate membership** is available to members who hold a pre-existing full membership and are either:
 - i) currently not living in Australia but working within neonatal care, education and/or research. Includes all rights, privileges and obligations with the right to vote, to serve on committees and access to scholarships, or
 - ii) working for a commercial or for-profit company in Australia providing neonatal care products and/or neonatal education in a full or part-time capacity. Includes all rights, privileges and obligations, except the right to vote, to serve on committees and access to scholarships.
 - c) **Individual Affiliate membership** is available to healthcare professionals, academics and researchers with/without an Australian Health Practitioner Regulation Agency (AHPRA) registration, living and working in Australia with an interest in neonatal education and/or neonatal research. Includes all rights, privileges and obligations, except the right to vote, to serve on committees and access to scholarships.
 - d) **Legacy membership** is available to members who hold a pre-existing full membership and are now retired or registered as 'non-practicing' with the Australian Health Practitioner Regulation Agency (AHPRA). Includes all rights, privileges and obligations, except the right to vote, to serve on committees and access to scholarships.
 - e) **Honorary life members** and **ACNN Fellows** may be granted by the National Executive Committee to members who hold a pre-existing full membership. Includes all rights, privileges and obligations while registered with the Australian Health Practitioner Regulation Agency (AHPRA) living in Australia and working clinically with neonates/neonatal education and/or neonatal research. Once retired or registered as 'non-practicing' with the Australian Health Practitioner Regulation Agency (AHPRA), includes all rights, privileges and obligations, except the right to vote, to serve on committees and access to scholarships.

2.2 Application for membership

- 1) An application for membership of the college:
 - a) is made by completing the online membership application form.
 - b) the online form is electronically submitted and then automatically stored on the college website.
 - c) includes an upfront payment. The applicant is required to pay the new member joining fee and annual/monthly membership subscription fee payable under clause 2.7(1)(2)(3) and (4).

- d) will not be approved until the applicant has paid the new member joining fee and annual/monthly membership subscription fee payable under clause 2.7(1)(2)(3) and (4).
- 2) As soon as practicable after an application for membership is received, the Secretary or delegated Executive member must process the application, to determine whether to approve or decline the membership.
- 3) As soon as practicable after the decision is made, the Secretary or delegated Executive member must:
 - a) notify the applicant, by electronic means, that the application was approved, or declined (whichever is applicable).
- 4) On approving the membership, the applicant's name is electronically added to the current members register (list) and the applicant becomes a member of the college.
- 5) As soon as practicable where an application is rejected or declined, any joining fee and membership subscription paid by applicant will be fully refunded.

2.3 Cessation of membership

- 1) 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/monthly membership subscription fee under clause 2.7(1)(2)(3) and (4).

2.4 Membership entitlements not transferable

- 1) 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.

2.5 Resignation of membership

- 1) A member of the college may resign their membership by giving the college written notice of at least 1 month (or any other period that the Executive 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 clause 2.5(1), and in every other case where a member ceases to hold membership, an appropriate entry must be made under the members record including recording the date on which the member ceased to be a member, in the register of members database.

2.6 Register of members

- 1) The college must establish and maintain a register of members of the college.
- 2) The register:
 - a) may be written or electronic form, and
 - b) must include for each member:
 - i) the member's full name, and
 - ii) a residential, postal or email address, and
 - iii) the date on which the person became a member, and

- iv) if the person ceases to be a member - the date on which the person ceased to be a member.
- 3) The register 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 (Public Officer).
- 4) The register of members must be open for inspection, free of charge, by any member of the college at any reasonable hour.
- 5) 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.
- 6) A member may request, at any time, that any information contained on the register about themselves (other than the member's name) be withheld from inspection.
- 7) 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*.

2.7 Fees and subscriptions

- 1) A member of the college must, on application for membership, pay to the college the amount determined by the Executive as the new member joining fee.
- 2) In addition to any amount payable by the member under clause 2.7(1), a member of the college must pay to the college an annual or monthly membership subscription fee as determined by the Executive.
- 3) Membership subscription payments are due on either annual or monthly reoccurring anniversary dates.
- 4) If a member of the college fails to pay the college the annual or monthly subscription fee within 28 days of the due date, the membership lapses see clause 2.3(1).

2.8 Members' liabilities

- 1) 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 of any outstanding member fees and subscriptions.

2.9 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 (NSW)*.
- 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 (NSW)* applies to any such dispute referred to arbitration.

2.10 Disciplinary action against members

- 1) A person may make a complaint to the Executive that a member of the college has:
 - a) refused or neglected to comply with a provision or provisions of this constitution, or
 - b) willfully acted in a manner prejudicial to the interests of the college.
- 2) The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) If the Executive decides to deal with the complaint, the Executive must:
 - a) serve notice of the complaint on the member concerned, and
 - b) give the member at least 14 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and
 - c) consider any submissions made by the member in connection with the complaint.
- 4) The Executive may, by resolution, expel the member from the college or suspend the member from membership of the college 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 Executive expels or suspends a member, the Secretary or delegated Executive member 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 Executive for having taken that action and of the member's right of appeal under clause 2.11(1)(2)(3)(4) and (5).
- 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 college confirms the resolution under clause 2.11(1)(2)(3)(4) and (5), whichever is the later.

2.11 Right of appeal of disciplined member

- 1) A member may appeal to the college in the general meeting against a resolution of the Executive under clause 2.9(1)(2) and (3), 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 clause 2.11(1), the Secretary must notify the Executive, 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 clause 2.11(3):
 - a) no business other than the question of the appeal is to be transacted, and
 - b) the Executive 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 3.0 The National Executive Committee

3.1 Powers of the Executive

- 1) Subject to the *Act*, the *Regulation*, this constitution and any resolution passed by the college in a general meeting, the Executive:
 - 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 Executive to be necessary or desirable for the proper management of the affairs of the college.

3.2 Composition and membership of the Executive

- 1) The Executive is to consist of:
 - a) the office-bearers of the college, and
 - b) at least 3 ordinary members, each of whom is to be elected at the annual general meeting of the college under clause 3.3(1)(2)(3)(4)(5) and (6).
- 2) The minimum number of Executive members is to be 7.
- 3) The office-bearers of the college are as follows:
 - a) President,
 - b) Vice-president,
 - c) Secretary,
 - d) Treasurer.
- 4) An Executive member may hold up to 2 offices (other than both the offices of President and Vice-president).
- 5) There is no number of maximum terms for which an Executive member must hold office.
- 6) Each member of the Executive is, subject to this constitution, to hold office until immediately before the annual general meeting next following the date of the members' election and is eligible for re-election.
- 7) The Executive may from time to time co-opt an ordinary member for a temporary role (as determined by the Executive) that may include but is not limited to the Professional Officer role or assistants to the Secretary and Treasurer.

3.3 Election of the Executive members

- 1) Nominations for election as office-bearers of the college or as ordinary members:
 - a) must be made in writing, signed by 2 members of the college and accompanied by the written consent of the nominee (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 Executive as specified in clause 3.2(3) may only be accepted after the nominee has served on the Executive for 12 months.

- 2) If insufficient nominations are received to fill all vacancies on the Executive, the nominee/s are taken to be elected and further nominations are to be received at the annual general meeting.
- 3) Any vacant positions remaining on the Executive are taken to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, nominee/s are taken to be elected. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 5) The ballot for the election of office-bearers and ordinary members of the Executive is to be conducted at the annual general meeting in any usual and proper manner that the Executive directs.
- 6) A person nominated for election as an office-bearer or as an ordinary member of the college must be a member of the college.

3.4 Executive 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 Executive, and
 - b) the names of members of the Executive present at an Executive meeting or a general meeting, and
 - c) all proceedings at Executive 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 clause 3.4(3).

3.5 Executive Treasurer

- 1) 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.

3.6 Casual Vacancies

- 1) In the event of a casual vacancy occurring in the membership of the Executive, the Executive 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 Executive 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 3.7(1) and (2), or
- f) becomes a mentally incapacitated person, or
- g) is absent without consent of the Executive from 3 consecutive meetings of the Executive, 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.

3.7 Removal of Executive members

- 1) The college in a general meeting may by resolution remove any member of the Executive 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 Executive to whom a proposed resolution referred to in clause 3.7(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.

3.8 Executive meetings and quorum

- 1) The Executive must meet at least 3 times in each period of 12 months at the place and time that the Executive may determine.
- 2) Additional meetings of the Executive may be convened by the President or by any member of the Executive.
- 3) Oral or written notice of a meeting of the Executive must be given by the Secretary to each member of the Executive at least 48 hours (or any other period that may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under clause 3.8(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 Executive members present at the meeting unanimously agree to treat as urgent business.
- 5) A quorum consists of not less than a majority (50% plus one) of the Executive members. Any members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- 6) No business is to be transacted by the Executive 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 Executive:
 - 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 Executive chosen by the members present at the meeting is to preside.

3.9 Appointment of college members as Executive members to constitute quorum

- 1) If at any time the number of Executive members is less than the number required to constitute a quorum for an Executive meeting, the existing Executive members may appoint a sufficient number of members of the college as Executive members to enable the quorum to be constituted.
- 2) A member of the Executive 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 3.6(1) and (2) applies.

3.10 Use of technology at Executive meetings

- 1) An Executive meeting may be held at 2 or more venues using any technology approved by the Executive that gives each of the Executive's members a reasonable opportunity to participate.
- 2) An Executive member who participates in an Executive 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.

3.11 Delegation by Executive to sub-committees

- 1) The Executive may, by instrument in writing, delegate to one or more subcommittees (consisting of the member or members of the college as the Executive thinks fit) the exercise of any of the functions of the Executive as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the Executive by the *Act* or by any other law.
- 2) A function the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee 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 Executive may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a subcommittee 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 Executive.
- 6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 7) A subcommittee may meet and adjourn as it thinks proper.
- 8) A subcommittee 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.

3.12 Voting a decisions

- 1) In the event of a casual question arising at a meeting of the Executive or of any subcommittee appointed by the Executive are to be determined by a majority of the votes of members of the Executive or subcommittee present at the meeting.
- 2) Each member present at a meeting of the Executive or of any subcommittee appointed by the Executive (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 3.8(5), the Executive 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 Executive or by a subcommittee appointed by the Executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or subcommittee.

Part 4.0 General meetings

4.1 Annual General Meetings – holding of

- 1) 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*.

4.2 Annual General Meetings – calling of and business at

- 1) The annual general meeting of the college is, subject to the *Act* and to clause 4.1(1)(a) and (1)(b), to be convened on the date and at the place and time that the Executive thinks fit, within 6 months of the end of the financial year.
- 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 Executive reports on the activities of the college during the last preceding financial year,
 - c) to elect office-bearers of the college and ordinary Executive 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.

4.3 Special General Meetings – calling of

- 1) The Executive may, whenever it thinks fit, convene a special general meeting of the college.
- 2) The Executive 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 must state the purpose and purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the Secretary, and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the Executive 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 no later than 3 months after that date.
- 5) A special general meeting convened by a member, or members as referred to in clause 4.3(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive.

- 6) For the purposes of clause 4.3(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.

4.4 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 clause 4.4(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 4.2(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.

4.5 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 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.

4.6 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.

4.7 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 clause 4.7(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.

4.8 Making decisions

- 1) A question arising at a general meeting of the college is to be determined by –
 - a) a show of hands, or if the meeting is one to which clause 4.13(1) and (2) applies, any appropriate corresponding method that the Executive 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 record 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) Clause 4.8(2) applies to a method determined by the Executive under clause 4.8(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.

4.9 Special Resolutions

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

4.10 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.

4.11 Proxy votes not permitted

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

4.12 Postal or electronic ballots

- 1) The college may choose to hold a postal or electronic ballot (as the Executive determines) to determine any issue or proposal (other than an appeal under clause 2.11(1)).
- 2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the *Regulation*.

4.13 Use of technology at General Meetings

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

Part 5.0 Miscellaneous

5.1 Insurance

- 1) The college may affect and maintain insurance.

5.2 Funds - Source

- 1) The funds of the college are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the college in general meeting, any other sources as the Executive 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.

5.3 Funds - Management

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

5.4 College is non-profit

- 1) 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.

5.5 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.

5.6 Change of name, objects and constitution

- 1) 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 an Executive member.

5.7 Custody of book etc.

- 1) 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 Executive determines), or
- b) if the college has no premises, at the college's official address, in the custody of the Public Officer.

5.8 Inspection of book 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 Executive 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 clause 5.8(1) on payment of a fee of not more than \$1 for each page copied.
- 3) Despite clause 5.8(1) and (2), the Executive 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.

5.9 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 some 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 some 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.

5.10 Financial year

- 1) 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.