



# CONSTITUTION

Rules of the  
South Australian Perioperative Nurses Association Incorporated

24<sup>th</sup> March 2018

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## NAME

1. The name of the Association is South Australian Perioperative Nurses Association Incorporated. The Association is also known and may be referred to by its trading name, SAPNA.

## DEFINITIONS

2. In these Rules, unless the contrary intention appears:

'the Act'	means the Associations Incorporations Act 1985 and any amendments and Regulations that apply to it.
'the Association'	means the South Australian Perioperative Nurses Association Incorporated, and is also referred to as 'SAPNA'.
'ACORN'	means the Australian College of Perioperative Nurses Limited.
'chair'	means an individual appointed to control a meeting such as a General Meeting or Committee Meeting.
'Constitution'	means this Constitution and the Rules contained within it, as amended or supplemented from time to time.
'current legislation'	means any statutory state or federal Act, Laws and Regulations and any modification or replacement that applies to, or affects the Association.
'electronic means'	includes telephone, voice over internet, facsimile, email, SMS, (short message service), video or audio link, or any other technology that can be used to communicate a person's message or intent.
'Executive Committee'	means the collective President, Secretary, Treasurer and President Elect on the SAPNA Committee.
'in writing'	means either provided in hard-copy form as printed text, or via email or a comparable electronic form involving the use of technology.
'Member'	means a financial Member of the Association. The term 'Member' in these Rules may be used to refer to a person holding any type of membership permitted under these Rules.
'Member subscription'	means the fee necessary to be paid to the Association in order to become or remain a financial Member of the Association.
'perioperative'	refers to the period before, during and after surgery or other invasive procedure.
'Special Resolution'	means a resolution for which due notice has been given and that must be passed by a 75 percent majority of votes cast by Members.
'technology'	means modern electronic forms of communication, record keeping and utilities for conveying voice and data from one person or entity to another.

## OBJECTS

3. The Objects of the Association are to:
  - a. encourage and promote the pursuit of excellence in the perioperative phase of the surgical experience, for the advancement of the health and welfare of the community;
  - b. assist providers of care in the perioperative phase of the surgical experience to reach the highest standards of nursing and professional competence, and to assist them in the prevention and control of sickness and disease in the community;
  - c. promote national best practice standards for perioperative nursing in the community;
  - d. encourage and promote research projects relating to perioperative nursing, to assist industry participants in the prevention and control of sickness and disease in the community, and to increase knowledge and learning in the perioperative nursing field.
  - e. promote education opportunities for perioperative nurses to further their knowledge and skills associated with improving patient outcomes; and
  - f. pursue other charitable endeavours that support these Objects.

## POWERS

4. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its Objects, including:
  - a. acquire, hold and dispose of real or personal property;
  - b. open and operate accounts with financial institutions;
  - c. invest its money in any security in which trust monies may lawfully be invested;
  - d. raise and borrow money on any terms and in any manner as it thinks fit;
  - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - f. appoint agents to transact business on its behalf; and
  - g. enter into any other contract it considers necessary or desirable.
5. The Association may only exercise its powers and use its income and assets (including any surplus) to further its Objects.

## NOT FOR PROFIT

6. The assets and income of the Association shall be applied solely to further its Objects and no portion shall be distributed directly or indirectly to the Members except as genuine compensation for services rendered or expenses incurred.
7. These Rules do not prevent the Association from paying a Member:
  - a. by way of reimbursement for expenses properly incurred by the Member on behalf of the Association;
  - b. in return for any services rendered or goods supplied in the ordinary course of business; and
  - c. for any other bone-fide reason or purpose in pursuit of its Objects.

## **SAPNA RELATIONSHIP WITH ACORN**

8. SAPNA Members are awarded automatic membership to ACORN and are eligible to receive the benefits of ACORN membership.
9. In its capacity as a Local Association, SAPNA is a Member of ACORN.
10. The Objects of SAPNA are at all times to be in harmony with the Objects of ACORN.
11. Committee Members and Ordinary Members may be appointed to the ACORN Board, or to various ACORN Committees or Working Groups from time to time. The eligibility, selection, election, appointment, assignment and tenure of any Ordinary Member, Life Member or Committee Member to perform any role with ACORN is to be in accordance with the ACORN Constitution, ACORN by-laws, and direction or instruction provided by the ACORN Secretary.
12. Affiliate Members are not eligible to represent SAPNA in an ACORN appointment or role.

## **MEMBERSHIP**

13. The Association provides membership to eligible individuals and does not allow membership for organisations.
14. The Association has the following types of membership:
  - a. Ordinary
  - b. Affiliate
  - c. Life
15. The Committee may:
  - a. create new categories of membership and determine the rights and eligibility criteria for such categories;
  - b. re-name existing categories of membership;
  - c. delete a category of membership provided no Member exists in that category; and
  - d. transfer a Member from one category to another category provided the Member either applied for or consents to the transfer and satisfies the eligibility criteria for the new category.

### ***Ordinary Members***

16. Ordinary membership is available to any individual Enrolled or Registered Nurse working in the perioperative environment.
17. Ordinary Members have full voting rights and access to all benefits of membership.
18. Prospective Ordinary Members must apply for membership in a manner decided and promulgated by the Committee.

### ***Affiliate Members***

19. Affiliate membership is available, at the discretion of the Committee, to any individual person over the age of 18 years who has a professional association with, or interest in, perioperative nursing and the health industry in South Australia.
20. An Affiliate Member need not be an Enrolled or Registered Nurse.

21. Affiliate Members have all rights and benefits of membership except:
  - a. the right to vote at meetings;
  - b. the right to apply for election to the Committee;
  - c. eligibility for Life Membership;
  - d. eligibility to nominate for an appointment or role as a SAPNA member with ACORN, and
  - e. eligibility for grants or financial assistance offered by the Association.
22. Prospective Affiliate Members must apply for membership in a manner decided and promulgated by the Committee.

### ***Life Members***

23. Life Membership may be awarded to a SAPNA Member who has made an outstanding contribution to perioperative nursing. This award is made in accordance with criteria that the Committee shall decide from time to time.
24. Life Members have all the rights and privileges as for Ordinary Members but do not pay subscription fees.
25. Deliberately blank
26. Deliberately blank

### ***Membership Subscription Fees***

27. Subscription fees for membership are determined by the Committee from time to time, and promulgated on the Association's website and through other channels as the Committee decides.
28. Subscription fees are payable on joining, re-joining and before the Member's current annual membership subscription expires.
29. Any Member whose subscription has not been renewed and paid after 30 days have elapsed since the membership expired will cease to be a Member of the Association.
30. A Member has no rights or privileges while their subscription fees remain outstanding.
31. Past Members may re-apply for membership provided they are eligible under these Rules.

### ***Rights Not Transferable***

32. Rights, privileges or obligations which a Member has may not be transferred to another Member or person and will terminate when the Member's subscription ceases.

### ***Member Resignation***

33. A Member may resign his or her membership of the Association by giving written notice to the Secretary. Resignation takes effect on the date of receipt of the notice or a later date if specified in the notice.

### ***Disciplining Members***

34. The Committee must develop and document a fair and just process to deal with disciplinary matters which is available to members and includes procedures for mediation and appeal.

35. The Association may take disciplinary action against a Member if it has determined that the Member:
  - a. has failed to comply with these Rules; or
  - b. refuses to support the purposes of the Association; or
  - c. has engaged in conduct prejudicial to the Association.
36. The Committee may appoint up to three of its Members to form a Disciplinary Sub-Committee that will have the power to investigate any complaint received or other disciplinary matter, and will exercise procedural fairness and due diligence in its inquiry. Members of the Disciplinary Sub-Committee must have no conflict of interest with the parties involved.
37. The Member who is the subject of the complaint must be provided with details of the process that will be followed.
38. The penalties that may be imposed by the Disciplinary Sub-Committee include but are not limited to suspension of the membership rights of the Member for a specified period, or expulsion of the Member from the Association.
39. Where the process involves mediation, each party to the mediation must pay an equal share of the costs.
40. The Disciplinary Sub-Committee's decision is final.

### ***Dispute Resolution***

41. The Committee must develop and document a fair and just dispute resolution procedure to deal with disagreements between Members that have an impact on or are related to the Association. The dispute resolution procedure must include a process of mediation.
42. The Members involved in the dispute are expected to make a genuine effort to resolve the dispute themselves in a confidential and professional manner within 28 days of the dispute becoming apparent.
43. If the Members are unable to resolve the dispute themselves, they must advise the Committee in writing about the details of the dispute and request a mediator to be appointed.
44. All parties to the process are obliged to attempt in good faith to settle the dispute by mediation in accordance with the Committee's documented procedure.

### **THE COMMITTEE**

45. The affairs of the Association are vested entirely in the Committee, including the financial administration, control of property and general management of all procedures and matters, and the Committee has all powers provided in the Act and current legislation.
46. The Committee shall comprise up to 20 Members elected at an Annual General Meeting, Special General Meeting, or a Member invited to fill a vacancy and subsequently properly elected at a Committee meeting.
47. Each Member elected to the Committee at an Annual General Meeting shall hold office for a period of approximately two years, and be eligible to nominate for re-election for a further two-year term.
48. The composition of the Committee is:
  - a. President;



- b. President Elect;
  - c. Secretary;
  - d. Treasurer; and
  - e. Various officers and Committee Members elected to fill certain portfolios as required (such as Conference Convenor or Marketing Officer).
49. The President, President Elect, Secretary and Treasurer form the Executive Committee.
50. The Committee has the power to appoint officers and engage employees or contractors as necessary to pursue the Objects of the Association and may delegate any of its powers.
51. The Committee may establish Sub-Committees comprising Members serving on the Committee, Members from its wider membership, or persons external to the Association where special expertise is required.
52. The Committee may form Special Interest Groups to which Members may belong, with the purpose being to develop skills and share specific knowledge of perioperative matters in pursuit of the Association's Objects.

#### ***Nominations for Election to the Committee***

53. Nominations for election to the Committee must be lodged in the manner prescribed by the Committee and received by the Secretary at least 21 days prior to the date of the next Annual General Meeting.
54. A slate of nominees is to be distributed to Members 14 days prior to the date of the Annual General Meeting.
55. Nominations for election to the Committee will be subject to a vote of the Members at the Annual General Meeting.
56. At a Committee Meeting following the Annual General Meeting, newly elected Members of the Committee will be elected to a portfolio (except any portfolio that involves ACORN) on the Committee. Committee Members may be elected to more than one portfolio.
57. Any Committee appointment or portfolio that requires the Member to represent SAPNA in an ACORN role is to be decided in accordance with Rules 11 and 12.

#### ***Vacancies on the Committee***

58. A Member may be disqualified or removed from the Committee if that Member:
- a. is disqualified by the Act or other legislation;
  - b. is suspended or expelled under these Rules;
  - c. is permanently incapacitated or prevented from attending meetings either due to ill health or personal circumstances;
  - d. is absent without apology, or without leave of absence for more than 3 consecutive Committee meetings, or more than three Committee meetings in a calendar year; or
  - e. resigns their appointment to the Committee.

#### ***Filling a Casual Vacancy on the Committee***

59. The Committee may invite and elect an eligible Member of the Association to fill a casual vacancy on the Committee at any time, and this Member is to nominate for election to the

Committee at the next Annual General Meeting if they wish to continue serving on the Committee.

### ***Committee Meetings***

60. The Committee shall meet regularly at a time, place and manner determined by the Committee with the purpose of managing the affairs of the Association.
61. Each meeting shall be chaired by the President, and in his or her absence, the President Elect. If neither the President or President Elect are in attendance, then the Secretary or Treasurer shall take the chair.
62. A quorum for a meeting is 50 percent plus one of the current Members appointed to the Committee. If there are insufficient Members present to achieve a quorum, the Members present may hold the meeting to conduct discussions and to ensure that Committee work continues, but may not pass resolutions until the next meeting where a quorum is present.
63. Questions arising at any meeting of the Committee where a quorum of Members is present shall be decided by a majority of votes, and in the event of an equal number of votes, the Chair shall have a casting vote in addition to a deliberate vote.
64. Votes by proxy are not allowed at a Committee meeting.

### ***Electronic Meeting of the Committee***

65. The Committee may hold a meeting that partially or wholly uses electronic means and technology.
66. Any Committee Member using electronic means and technology is taken to be present at the meeting.
67. If there is an urgent need to make a resolution or discuss an issue before the next scheduled meeting, the Secretary may call an unscheduled meeting by electronic means provided a reasonable period of notice is given to all Members of the Committee and a quorum is available to attend and vote.
68. Passing a resolution at an unscheduled meeting using technology must be ratified and recorded in the minutes of the next scheduled meeting.

### ***Conflict of Interest***

69. A Committee Member must disclose to the Chair and attendees the nature and extent of any actual or perceived conflict of interest in a matter that is being considered, and the:
  - a. disclosure of the conflict of interest must be recorded in the minutes;
  - b. person declaring the conflict of interest may be asked to leave the meeting room whilst the matter is being discussed; and
  - c. person declaring the conflict of interest may not vote on the matter.

### ***Records of the Association***

70. The Committee must ensure that:
  - a. minutes are made of each meeting that clearly record the Committee Members present, apologies received, absences and the proceedings of the meeting including all resolutions made;

- b. all registers required by the Act and current legislation are kept and updated, and
  - c. financial records that correctly record and explain the transactions and financial position of the Association, and will enable financial statements to be prepared, reviewed and audited.
71. Minutes must be kept either in written form or accessible electronic form in an organised system.
72. Minutes of a previous meeting that have been passed by resolution must be signed either by the Chair of the meeting at which the proceedings took place, or by the Chair of the succeeding meeting.

### ***Seal***

73. The Committee must have a common seal upon which its corporate name appears in legible characters, and that must only be used with the express permission of the Committee.
74. When the seal is affixed to a document its use must be witnessed by two Committee Members and recorded in the minutes.
75. The seal must be kept in the safe custody of the Secretary of the Association.

## **MEETINGS**

### ***Annual General Meeting***

76. The first Annual General Meeting of the Association was held within 18 months after the incorporation of the Association, and in accordance with the Act, thereafter meetings are to be held within 5 months of the end of each financial year.
77. The business at an Annual General Meeting shall deal with:
- a. confirmation of the minutes of the preceding Annual General Meeting and of any Special General Meeting(s) held since;
  - b. receiving and considering the Annual Report of the Committee;
  - c. receiving and considering the financial statements;
  - d. appointing the Accountant or Auditor for the next financial year;
  - e. electing the nominees to the Committee; and
  - f. conducting special business of which notice has been given, or that the Committee has determined.
78. Notice of an Annual General Meeting must be issued to Members in written or electronic form at least 30 calendar days prior to the date of the meeting.
79. Where a notice is sent by post or electronically, service of the notice shall be deemed to be completed if it is properly addressed to the best of the Secretary's knowledge.
80. The accidental omission to give notice of an Annual General Meeting to any Member shall not invalidate the proceedings of the meeting.
81. The President is to Chair the meeting, and if the President is absent, then the President Elect shall chair the Annual General Meeting. If neither the President nor the President Elect are present, then the Members of the Committee are to elect one of the Committee to Chair the meeting.

82. A quorum for an Annual General Meeting is 10 percent of the number of Members eligible to vote, either present or by proxy, as at the day the notice of meeting is issued.
83. If a quorum is not present within 30 minutes of the commencement time of the meeting, the meeting must be adjourned to a date not more than 30 days after the adjournment date, and notice of the date, time and place to which the meeting is adjourned must be given at the meeting and then in writing or electronic means to all Members as soon as practicable after the meeting.
84. If a quorum is not present within 30 minutes after the time to which the Annual General Meeting has been adjourned, the Members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.
85. Unless a poll is demanded by not less than 10 members present and eligible to vote at the meeting, resolutions proposed at an Annual General Meeting shall be determined by a majority of votes cast by Members eligible to vote either present or by proxy by a show of hands.
86. A Special Resolution proposed at an Annual General Meeting shall be determined by a 75 percent majority of votes.
87. No business may be carried out once the Chair has declared the Annual General Meeting closed.

#### ***Special General Meeting Called by the Committee***

88. The Committee may call a Special General Meeting of the Association at any time.
89. Notice of a Special General Meeting must be issued to Members either in writing or electronic form at least 30 calendar days prior to the date of the Special General Meeting, and this notice must contain details of the proposed Special Resolutions.
90. Where a notice is sent by post or electronically, service of the notice shall be deemed to be complete if it is properly addressed to the best of the Secretary's knowledge.
91. The accidental omission to give notice of a Special General Meeting to any Member shall not invalidate the proceedings of the meeting.
92. Only the special business and Special Resolutions as notified to Members will constitute the business of a Special General Meeting.
93. The President is to Chair the meeting, and if the President is absent, then the President Elect is to chair the Special General Meeting. If neither the President nor the President Elect are present, then the Members of the Committee are to elect one of the Committee Members to Chair the meeting.
94. A quorum for a Special General Meeting is 10 percent of the number of Members eligible to vote either present or by proxy, as at the day the notice of meeting is issued.
95. If a quorum is not present within 30 minutes of the commencement time of the meeting, the meeting must be adjourned to a date not more than 30 calendar days after the adjournment date, and notice of the date, time and place to which the meeting is adjourned must be given at the meeting and then in writing to all Members as soon as practicable after the meeting.
96. If a quorum is not present within 30 minutes after the time to which the Special General Meeting has been adjourned, the Members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.
97. A Special Resolution proposed at a Special General Meeting shall be determined by not less than 75 percent of the Members eligible to vote either present or by proxy.

98. No business may be carried out once the Chair has declared the Special General Meeting closed.

### ***Special General Meeting Called by Members***

99. Members may request a Special General Meeting for a specific purpose.

100. A request for a Special General Meeting must be made to the Secretary in writing stating the purpose of the meeting and must be signed by at least 10 Members of the Association eligible to vote.

101. On receipt of a request from Members to convene a Special General Meeting, the Secretary must issue notice of the meeting to Members either in writing or electronic form at least 30 calendar days prior to the date of the meeting, and this notice must contain details of the business to be conducted and the proposed Special Resolutions.

102. If the Secretary or Committee does not action the request for a meeting as per these Rules, the Members requesting the meeting may convene the meeting and issue notice to Members in the same manner required of the Secretary. For this purpose, the Committee shall ensure that Members convening the meeting are supplied free of charge with the means and the necessary particulars of the Members entitled to receive a notice of meeting.

103. In all other respects, a Special General Meeting called by Members shall proceed as if it were a Special General Meeting called by the Committee.

104. The reasonable expenses of convening and conducting such a meeting are to be borne by the Association.

## **VOTING AND PROXIES**

### ***Voting***

105. Each Member entitled to vote shall have one vote, whether on a show of hands or a poll.

106. Members will not be entitled to vote if at the time of the meeting, their membership subscription is unpaid.

107. At any Annual General Meeting or Special General Meeting, a resolution put to a vote shall be decided on a show of hands unless a poll is demanded by the Chair or at least 10 of the Members present and eligible to vote. A demand for a vote by a poll must be communicated to the Chair before the declaration of the result of the show of hands.

108. On a show of hands, the Chair's decision is conclusive evidence of the result of the vote. The Chair and the meeting minutes are not required to state the number or proportion of the votes recorded in favour or against on a show of hands.

109. If a poll is demanded in accordance with these Rules, it is to be undertaken in the manner that the Chair directs.

110. A demand for a poll may be withdrawn.

### ***Appointment of Proxy***

111. A Member who is eligible to attend and vote at an Annual General Meeting or Special General Meeting may appoint a fellow Member who is also eligible to vote, as their proxy.

112. A Member wishing to appoint a proxy must advise the Secretary in the manner that the Committee decides.

## **FINANCIAL YEAR**

113. Each financial year shall commence on 1<sup>st</sup> July and end on 30<sup>th</sup> June of the following calendar year.

## **BORROWING POWERS**

114. The Association, having exercised due diligence, may borrow money from banks or other financial institutions upon such terms and conditions as the Committee decides.

## **AUDITOR**

115. The Association shall appoint an Auditor or Accountant whose appointment, removal and duties are in accordance with the Act and current legislation.

## **ALTERATION OF RULES IN THIS CONSTITUTION**

116. These Rules may be amended, replaced, rescinded or otherwise altered only by a Special Resolution proposed and at an Annual General Meeting or a Special General Meeting, and requiring not less than 75 percent of eligible votes to be adopted.

117. Details of any proposed alteration to these Rules shall be forwarded to all Members at least 30 calendar days prior to the Annual General Meeting or Special General Meeting at which the Members are asked to vote. Any Member eligible to vote has the right to move an amendment to the proposed alterations.

118. Any alteration to these Rules must be registered as required under the Act.

## **MEMBERS BOUND BY THESE RULES**

119. The registered Rules shall bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions.

## **WINDING UP**

### ***Association May be Wound Up***

120. The Association may be wound up voluntarily by Special Resolution and strictly in accordance with the Act and current legislation.

121. A Special Resolution to wind up the Association may only be passed with a 75 percent majority of votes.

### ***Distribution of Surplus Assets***

122. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association are not to be distributed to any Members or former Members of the Association.

123. When the Association is to be wound up, all assets that remain after the satisfaction of debts and liabilities are to be given to an organisation that has similar purposes to the Association, which is not carried on for the profit or gain of its individual Members, is charitable in nature, and which has rules prohibiting the distribution of its assets and income to its Members.

124. The body to which the surplus assets are to be given must be decided by Special Resolution.

### ***Non-Liability of Members***

125. Members, including Members appointed to the Committee, shall not be liable to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of winding up the Association.

### **INTERPRETATION OF RULES**

126. The decision of the Committee in regard to the interpretation of any Rule or Rules shall be final.

127. The Committee shall have the power to decide any matters not provided for in the Rules.

### **TRANSITIONAL ARRANGEMENTS**

128. At the adoption of this Constitution:

- a. Members in the category of Ordinary Member in the replaced Constitution, will remain in the category of Ordinary Member;
- b. Members in the category of Affiliate Member in the replaced Constitution, will remain in the category of Affiliate Member; and
- c. Members in the category of Life Member in the replaced Constitution, will remain in the category of Life Member.

129. At the adoption of this Constitution, Members of the Committee will continue their tenure on the Committee until the Annual General Meeting at which they are required to re-nominate, having completed approximately two years Committee membership since last being elected.