

CONSTITUTION OF THE
ORTHOPAEDIC NURSES
ASSOCIATION
OF WESTERN AUSTRALIA
INCORPORATED



11 September 2011 Draft

Contents **Page**

Name of the Association..... 3

Philosophy3

Objectives3

Definitions4

Interpretation4

Registered Office4

Rule 1 – Structure5

Rule 2 – Powers of the Association 5

Rule 3 – Membership 6

Rule 4 – Committee9

Rule 5 – Office Holders11

Rule 6 – General Meetings 13

Rule 7 – Constitution and Common Seal15

Rule 8 – Disputes 16

Rule 9 – Winding Up16

Name of Association

The name of the Incorporated Association is Orthopaedic Nurses Association of Western Australia Incorporated.

The Philosophy of the Orthopaedic Nurses Association of Western Australia Incorporated

The Association believes the specialty of orthopaedic nursing should set forth the highest quality of musculoskeletal health care by promoting excellence in research, education and nursing practice.

Objectives of the Orthopaedic Nurses Association of Western Australia Incorporated:

The objectives of the Association are to:

1. Foster and maintain a multi-disciplinary network of individuals with knowledge and expertise in musculoskeletal health care;
2. Foster and maintain a collaborative, productive working relationship between the Association and all affiliated state and territory organisations and members;
3. Develop, publish and promote guidelines, standards and educational material in musculoskeletal health care;
4. Promote and support research in musculoskeletal health care;
5. Be recognised as a peak body that consults with, makes representation to and advises government, governing bodies, educators, health care providers and consumers in regard to best practice in musculoskeletal health care;
6. Develop and maintain collaborative relationships with relevant individuals, associations or groups both national and international;
7. Develop responsible initiatives and strategies to ensure the ongoing financial viability of the Association; and
8. Conduct the business of the Association in a professional and ethical manner.
9. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed directly or indirectly to members except in good faith in the promotion of those objects.

DEFINITIONS

In the context of the Constitution:

“**Act**” means the Associations Incorporations Act 1987 (WA);

“**Association**” refers to the Incorporated Association known as Orthopaedic Nurses Association of Western Australia Incorporated”;

“**Annual General Meeting**” is the meeting convened under Rule 6;

“**Commissioner**” means the Commissioner exercising powers under the Act;

“**Committee**” is defined in Rule 4;

“**Committee meeting**” is defined in Rule 5;

“**Department**” means the government department with responsibility for administering the Act;

“**Financial year**” means a period commencing on the 1st March of each year and ending on the last day of the following February;

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

“**Member**” is defined in Rule 3;

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

“**Poll**” means voting conducted in written form;

“**President**” is defined in Rule 5;

“**Secretary**” is defined in Rule 5;

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

“**Special resolution**” is defined in Rule 6

“**Treasurer**” is defined in Rule 5;

“**Vice-President**” is defined in Rule 5.

“**Written**” and “**In Writing**” mean include printing, lithography and other modes of reproducing or representing words in a visible form and include telex, telegraph, electronic mail facsimile transmission and on the Association’s website.

INTERPRETATION

The Rules are to be interpreted in accordance with meanings given in the Interpretation Act 1984 (WA) unless otherwise specified in this constitution.

REGISTERED OFFICE

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

RULE 1 – STRUCTURE

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

All affairs of the Association will be subject to the provisions of the Act and this Constitution.

RULE 2 – POWERS OF THE ASSOCIATION

The Association may do all things necessary or convenient for carrying out its objectives including:

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

RULE 3 – MEMBERSHIP

3.1 Membership Categories

a) **Full Membership**

Full membership of the Association is open to any person with recognised nursing, medical, academic scientific or allied health qualifications interested or involved in supporting the objects of the Association and has paid the full annual subscription.

Each full member is eligible for membership discounts, to vote at meetings, be a committee member, hold office and share in the assets of the Association.

b) **Associate Membership**

Associate membership is open to any professional person who is either retired, not actively involved in the management of musculoskeletal health care, is a student or resides in another country or does not have recognised nursing, medical, academic scientific or allied health qualifications.

An Associate member can not vote, be a committee member, hold office or share in the assets of the Association.

c) **Life Membership**

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

Each life member is eligible to have one vote, be a committee member and hold office.

d) **Honorary Membership**

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

An Honorary member can not vote, be a committee member, hold office or share in the assets of the Association

e) **Corporate Membership**

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

A corporate member can not vote, be a committee member, hold office or share in the assets of the Association. Only one set of regular correspondence will be distributed per corporate membership.

3.2 Membership Applications

A person becomes a full, association or corporate member after:

- (a) Submitting a written application to the Committee;
- (b) Payment of the annual subscription fee, if applicable; and
- (c) Acceptance by the Committee.

3.3 Register of Members

- (a) The Secretary must maintain an up-to-date register of members including their postal and residential addresses.
- (b) The Secretary must make the register available for the inspection of the member upon that member's written request. The member may make a copy of or take an extract from the register but shall not remove the register for that purpose.
- (c) The Register must be maintained at the Secretary's place of residence or at such other place as the Committee decides.

3.4 Membership Subscriptions

- (a) The Committee is to determine the amount of the annual membership subscription.
- (b) Each member must pay their subscription to the Treasurer on or before 1 March or such other date as the Committee determines.
- (c) A person ceases to be a member on the day after the date fixed in rule 3.4(b) if they have not paid their annual subscription

3.5 Membership Termination

Membership of the Association is terminated upon:

- (a) Written notice of resignation by the member received by the Committee;
- (b) Non-payment of the annual subscription fee by the due date;
- (c) Death of the member; or
- (d) Decision of the Committee in accordance with sub-rule 3.6.

3.6 Membership Termination or Suspension by Committee

- (a) The Committee may suspend or terminate a person's membership if the Committee considers that person's conduct is detrimental to the interests of the Association.
- (b) The President must notify the person whose membership is to be suspended or terminated in writing:
 - (i) That membership may be suspended or terminated;
 - (ii) Particulars of conduct said to be detrimental to the interests of the Association; and
 - (iii) The time and place of the Committee meeting at which the question of that suspension or termination will be decidedat least 30 days before the Committee meeting at which that person's membership status is to be determined.
- (c) The relevant person may state why their membership should not be suspended or terminated at the relevant Committee meeting in person or in writing.
- (d) The Committee may suspend, terminate, confirm or reinstate a person's membership.
- (e) The Committee must notify a person of their decision to suspend or terminate their membership in writing within 7 days after that decision is made.
- (f) A decision to suspend or terminate membership takes effect 14 days after that decision is made by the committee.
- (g) The person whose membership is suspended or terminated is not entitled to a refund of their subscription fee unless the Committee decides to do so.

RULE 4 – COMMITTEE

4.1 Powers of the Committee

The powers of the Association and control of funds shall be exercised exclusively by the Committee in accordance with these rules.

4.2 Committee Membership

- (a) The Committee consists of:
 - (i) a President;
 - (ii) a Vice-President
 - (iii) a Secretary;
 - (iv) a Treasurer; and
 - (v) Not less than 2 other persons.
- (b) All Committee members must be members of the Association.
- (c) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule 4.2(i).
- (d) The term for committee membership is from their appointment or election until the next annual general meeting.
- (e) Nominations for election to the Committee must be in writing and:
 - (i) Signed by the nominator;
 - (ii) Signed by the nominee signifying their willingness to stand for election; and
 - (iii) Delivered to the Secretary not less than 7 days before the next annual general meeting.
- (f) A person may nominate and vote for themselves to be a Committee member.
- (g) Further nominations may be accepted from those attending the annual general meeting if the number of persons nominated to the committee does not exceed the number of vacancies on the committee.
- (h) Persons are elected to the committee if they are voted by a majority show of hands of members at the annual general meeting
- (i) The Committee may appoint no more than 3 additional Committee members in each year where vacancies occur due to:
 - (i) Insufficient number of committee members elected at the annual general meeting to manage the Association; or
 - (ii) Termination of committee membership in accordance with sub-rule 4.3.

4.3 Termination of Committee Membership

Committee membership is terminated where the person:

- (a) Ceases to be a member of the Association;
- (b) Is deceased;
- (c) Is permanently incapacitated by mental or physical ill-health;
- (d) Resigns from the committee;
- (e) Is convicted of a felony or breach of the Act;
- (f) Is absent from 3 consecutive committee meetings;
- (g) Is absent from 3 committee meetings without tendering an apology to the person presiding at the meeting; or
- (h) Is subject to a successful resolution by members terminating their committee membership.

4.4 Committee Meetings

- (a) The Committee must meet at least 4 times in each year.
- (b) Four Committee members constitute a quorum.
- (c) The President or at least half the members of the Committee may at any time convene a meeting of the Committee.
- (d) Matters are decided by a majority of votes of those present.
- (e) Where there is no majority of votes, the President will have the deciding vote.
- (f) A Committee member having any direct or indirect pecuniary interest in a contract or proposed contract contemplated by the Committee must:
 - (i) Disclose the nature and extent of his or her interest to the Committee; and
 - (ii) Not take part in any deliberations or decisions of the Committee concerning that contract.
- (h) The Secretary shall record every disclosure of pecuniary interest in the minutes of the committee meeting where the disclosure was made.
- (i) The Committee is to vote on a Committee member to chair the meeting when the President and Vice-President are absent.
- (j) The order of business is determined by the person chairing the Committee meeting.

4.5 Delegation

- (a) The Committee may delegate its functions to subcommittees other than:
 - (i) Powers to delegate; and
 - (ii) Duties imposed on the Committee by the Act.
- (b) All delegations must be in writing specifying the extent and limitations of the delegation.
- (c) Committee may continue to exercise any function delegated.
- (d) The Committee may, in writing, revoke wholly or in part any delegation.

RULE 5 – OFFICE HOLDERS

5.1 Election and Appointment of Office Holders

- (a) Office holders must be committee members who are either elected by:
 - (i) Members at the annual general meeting;
 - (ii) The Committee where the office becomes vacant or no relevant office-holder is elected at the annual general meeting.
- (b) The Vice-President from the previous year becomes the President if they are elected to the committee and accept that role.

5.2 President

The President shall chair meetings.

5.3 Vice-President

The Vice-President assumes the role of the President when the President is unavailable or resigns.

5.4 Secretary

The Secretary shall:

- (a) Coordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Committee and the Association;
- (c) Have custody of all books, documents, records and registers of the Association; and
- (d) Maintain an up-to-date register including their names together with residential or postal addresses and for inspection by members upon their request of:
 - (i) Members;
 - (ii) Office holders;
 - (iii) Members authorised to use the Association's common seal; and
 - (iv) Members authorised to act as trustees.

5.5 Treasurer

The Treasurer shall:

- (a) Receive all moneys paid to the Association and issue receipts in the name of the Association;
- (b) Pay all moneys referred to in paragraph (a) into such accounts or the Association as the Committee may direct;
- (c) Make payments from the funds of the Association with the authority of a general meeting or the Committee;
- (d) Sign cheques with at least one other Committee members so authorised by the Committee;
- (e) Maintain accounting records that accurately explain the financial transactions and financial position of the Association in a manner that enables convenient auditing;
- (f) Reports the financial transactions and position of the Association to the Committee;
- (g) Have custody of all securities, books and documents of a financial nature and accounting records of the Association;
- (h) Report the financial position of the Association and present the accounts to members at the annual general meeting.

RULE 6 – GENERAL MEETINGS

6.1 General Meetings

- (a) The Committee shall convene a general meeting:
 - (i) At any time it deems suitable; or
 - (ii) To vote on a special resolution.
- (b) The Secretary shall provide written notice to members at least 21 days prior to the general meeting including the:
 - (i) Time and place of that meeting;
 - (ii) Purpose of the meeting; and
 - (iii) The intention and details of proposed special resolutions.
- (c) Six members present in person constitute a quorum at a general meeting.
- (d) A member elected from those present at a general meeting shall act as chairperson in the absence of the President and Vice-President
- (e) Each full member has an equal vote.
- (f) An ordinary resolution is passed by a majority of votes of members present at the meeting and, where allowed by the President, submitted by post or electronically.
- (g) A special resolution is passed by a majority of not less than three-fourths of the members of the association who are entitled to vote and vote in person or by postal vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution.
- (h) Resolutions are decided by votes demonstrated by a show of hands of those present unless a poll is requested by the President or at least 3 other members present at the meeting.
- (i) A poll of members present shall be taken immediately after it is requested.
- (j) A declaration by the Chairperson of the result of a poll is evidence of the matter declared.
- (k) The Chairperson shall sign the minutes of the general meeting.

6.2 General Meeting Requested By Members

- (a) The Committee shall convene a general meeting within 30 days of a written request signed by 6 or more members specifying the purpose of the meeting.
- (b) The Secretary shall provide written notice to members at least 14 days prior to the general meeting including the:
 - (i) Time and place of that meeting; and
 - (ii) Purpose of the meeting.
- (c) A member who requested a general meeting in accordance with Rule 6.2(a) may convene a general meeting if the Committee fails to do so within 30 days and be remunerated by the Association for the reasonable expenses of holding the meeting.

6.3 Annual General Meeting

- (a) The Committee must convene an annual general meeting in each calendar year before June 31.
- (b) The Secretary shall provide members with written notice of the annual general meeting at least 21 days before that meeting.
- (c) The written notice must include:
 - (ii) The time and place of the meeting;
 - (iii) That election of Committee members is to occur at the meeting; and
 - (iv) The details of any other business to be considered at the meeting.

6.4 Postal and Electronic Votes

Postal and electronic votes shall not be accepted unless:

- (a) The President declares postal and electronic votes will be accepted on a particular issue;
- (b) The vote complies with conditions set out by the President;
- (c) Votes clearly indicate the intention of the voter; and
- (d) The votes are either:
 - (i) Signed and dated by the voter if sent by ordinary mail; or
 - (ii) Sent from the member's email address as listed on the membership database.

RULE 7 – CONSTITUTION AND COMMON SEAL

7.1 Constitution Bind Members

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by their provisions.

7.2 Altering the Constitution

- (a) Association shall alter its constitution by special resolution.
- (b) Alteration of the Constitution do not take effect until the:
 - (i) Committee has lodged notice of the special resolution with the Commissioner setting out the particulars of the alteration with a certificate by a Committee member certifying the resolution was passed by special resolution; and
 - (ii) The Commissioner has approved changes to the Association's name, objectives or purposes.

7.3 Common seal of Association

- (a) The Association shall have a common seal on which its corporate name appears in legible characters.
- (b) The common seal of the Association shall not be used without the authority of the Committee.
- (c) The use of the common seal must be reported at the next Committee meeting and recorded in the minutes of that meeting.
- (d) The affixing of the common seal of the Association must be witnessed by any 2 Office Holders.
- (e) The common seal of the Association must be kept in the custody of the Secretary.

RULE 8 – DISPUTES

8.1 Application

The grievance procedure set out in this rule applies to disputes concerning these rules between:

- (a) Two or more members of the Association; or
- (b) A member and the Association.

8.2 Grievance Procedure

- (a) The parties shall act in good faith to resolve their dispute.
- (b) If the parties are unable to resolve the dispute then either party may request the matter be discussed at the next Committee meeting.
- (c) Upon request under Rule 8.2(b), the Secretary shall provide written notice to each party of the time and place of the committee meeting where the dispute will be discussed shall occur
- (d) Each party to the dispute shall be given opportunity to be heard by the Committee in person or in writing.
- (e) The Committee is to record its determination of the dispute in the minutes and inform each party in writing.
- (f) A party to the dispute may appeal from the decision of the Committee by requesting a general meeting in accordance with Rule 6.2.
- (g) A determination at a general meeting is made by ordinary resolution and is final.

RULE 9 – WINDING UP

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