

RODMELL FUND FOR AGED CARE NURSE EDUCATION INC.
(Incorporated under the Associations Incorporation Act 1984)
(Reconstituted under the Associations Incorporation Act 2009)
ABN 38 382 109 590

Objects and Constitution of the Association
Revised Constitution adopted: 28th November 2017 & 6th February 2018
in accordance with the Associations Incorporation Act 2009

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

Association means Rodmell Fund For Aged Care Nurse Education Incorporated

Rodmell means Rodmell Fund For Aged Care Nurse Education Incorporated

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary member means a member of the Board of Directors who is not an office-bearer of the association, as referred to in clause 14(2).

secretary means:

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

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

the Act means the *Associations Incorporation Act 2009*.

the regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

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

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

Part 2 Objects

2 The Objects of the Association shall be:

- To provide and/or facilitate the education, support, mentoring and assistance to natural persons involved in the care of the aged.
- To raise awareness with governments, organisations and people in order to increase the quality of life of aged people in care through ongoing nurse education.
- To raise funds to further the Objects outlined above
- To accumulate money to provide an investment and to use the money earned from such an investment to further the Objects outlined above.

Part 3 Non-Distribution of Profits

3 Income and Property of the Association

(1) The income and property of the association, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by the constitution.

(2) No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the association.

(3) The requirement contained in (2) shall not, however, prevent the payment in good faith of:

(a) interest (provided it is based on the prevailing interest rate charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the association, or otherwise owing by the association to the member; or

(b) any remuneration to any officers or servants of the association or other person in return for any services genuinely rendered to the association.

Part 4 Membership

4 Membership qualifications

(1) A person is eligible to be a member of the association if:

(a) the person is a natural person, and

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

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

(a) the person is a natural person, and

(b) the person was:

(i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or

(ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or

(iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

(3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

5 Nomination for membership

(1) A nomination of a person for membership of the association:

(a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and

(b) must be lodged with the secretary of the association.

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board of Directors which is to determine whether to approve or to reject the nomination.

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

(a) notify the nominee, in writing, that the Board of Directors approved or rejected the nomination (whichever is applicable), and

- (b) if the Board of Directors approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

6 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association.
- (d) Fails to pay the annual membership fee under clause 10 (2) within three months after the fee is due.

7 Membership entitlements not transferable

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

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

8 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the Board of Directors 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 association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$5 or, if some other amount is determined by the Board of Directors, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$5 or, if some other amount is determined by the Board of Directors, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

11 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 10.

12 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

13 Disciplining of members

- (1) A complaint may be made to the Board of Directors by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Board of Directors may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board of Directors decides to deal with the complaint, the Board of Directors:
 - (a) must cause notice of the complaint to be served on the member concerned, and

- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board of Directors in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board of Directors may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board of Directors expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board of Directors for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

14 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the Board of Directors under clause 13, 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 (1), the secretary must notify the Board of Directors which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board of Directors 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 association.

Part 5 The Board of Directors

15 Powers of the Board of Directors

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Board of Directors:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and

- (c) has power to perform all such acts and do all such things as appear to the Board of Directors to be necessary or desirable for the proper management of the affairs of the association.

16 Composition and membership of the Board of Directors

- (1) Subject in the case of the first members of the Board of Directors to section 21 of the Act, the Board of Directors is to consist of:
 - (a) the office-bearers of the association, and
 - (b) up to 3 ordinary members, each of whom is to be elected at the annual general meeting of the association under clause 17.
- (2) The total number of Board of Directors members is to be 7.
- (3) The office-bearers of the association are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary
- (4) A Board of Directors member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the Board of Directors is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) In the event of a casual vacancy occurring in the membership of the Board of Directors, the Board of Directors may appoint a member of the association 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.
- (7) The Board of Directors may at any time co-opt members of the association to assist the Board of Directors in its deliberations and function. Such a person so co-opted is not a member of the Board of Directors of management of the association and does not have voting powers on the Board of Directors.

17 Election of members

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

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Board of Directors members of the Board of Directors is to be conducted at the annual general meeting in such usual and proper manner as the Board of Directors may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board of Directors member of the association must be a member of the association.

18 Secretary

- (1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Board of Directors,
 - (b) the names of members of the Board of Directors present at a Board of Directors meeting or a general meeting, and
 - (c) all proceedings at Board of Directors 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.

19 Treasurer

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

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

20 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board of Directors, the Board of Directors may appoint a member of the association 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) For the purposes of this constitution, a casual vacancy in the office of a member of the Board of Directors occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an 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 21, or
 - (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the Board of Directors from all meetings of the Board of Directors held during a period of 6 months.
- (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.

21 Removal of member

- (1) The association in general meeting may by resolution remove any member of the Board of Directors 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 a member of the Board of Directors to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association 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.

22 Meetings and quorum

- (1) The Board of Directors must meet at least 3 times in each period of 12 months at such place and time as the Board of Directors may determine.
- (2) Additional meetings of the Board of Directors may be convened by the president or by any member of the Board of Directors.
- (3) Oral or written notice of a meeting of the Board of Directors must be given by the secretary to each member of the Board of Directors at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board of Directors) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (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 Board of Directors members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Board of Directors constitute a quorum for the transaction of the business of a meeting of the Board of Directors.
- (6) No business is to be transacted by the Board of Directors 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 Board of Directors:
 - (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, such one of the remaining members of the Board of Directors as may be chosen by the members present at the meeting is to preside.

23 Delegation by Board of Directors to sub-committee

- (1) The Board of Directors may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board of Directors thinks fit) the exercise of such of the functions of the Board of Directors as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board of Directors by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board of Directors may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board of Directors.
- (6) The Board of Directors may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the Board of Directors or of any sub-committee appointed by the Board of Directors are to be determined by a majority of the votes of members of the Board of Directors or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board of Directors or of any sub-committee appointed by the Board of Directors (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22(5), the Board of Directors may act despite any vacancy on the Board of Directors.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Directors or by a sub-committee appointed by the Board of Directors, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Directors or sub-committee.

Part 6 General meeting

25 Annual general meetings – holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.

- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

26 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the Board of Directors thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board of Directors reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary members of the Board of Directors,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

27 Special General Meetings – calling of

- (1) The Board of Directors may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board of Directors must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or 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 Board of Directors fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Directors.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, 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 association, 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 (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29

Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,

and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

30

Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31

Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the 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 association 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 clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolution

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

34 Voting

- (1) On any question arising at a general meeting of the association 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 association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.

36 Postal ballots

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

Part 7 Dissolution

37 Dissolution of Association

- (1) The association shall be dissolved in the event of membership less than three persons or upon the vote of a three-fourths majority of members present at a Special general Meeting convened to consider such question.
- (2) Upon a resolution being passed in accordance with paragraph 36 (1) of this clause, the net assets or property available after satisfying all debts and liabilities shall, upon determination by the members of the association, be handed over to some other association or associations, which are endorsed

Public Benevolent Institutions, having objects similar to the objects of the association, which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the association under clause 3. However, in making the distribution, the association must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.

(3) Upon a resolution being passed in accordance with paragraph 36 (1) of this clause, or if endorsement as a Deductible Gift Recipient is revoked, the Gift Fund shall be wound up and the surplus assets of the Gift Fund are to be transferred, at the earlier of the Gift Fund being wound up and the revoking of endorsement, to Funds, authorities or institutions which are Public Benevolent Institutions to which deductible gifts can be made.

Part 8 Miscellaneous

38 Insurance

The association may effect and maintain insurance.

39 Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Board of Directors determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's specified bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board of Directors determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board of Directors or employees of the association, being members or employees authorised to do so by the Board of Directors.

41 Alteration of name, objects and constitution

- (1) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association.
- (2) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board of Directors member.

42 Custody of books

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

43 Inspection of books

- (1) The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,

(c) minutes of all Board of Directors meetings and general meetings of the association.

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

44 Service of notices

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

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

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

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45 Complaints

The Management Board of Directors shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

46 Financial Year

The financial year of the association is:

- (a) the period of time commencing on the date of the end of the Associations Financial Year 31 March 2017 and ending on the 30 June 2018, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June..

Appendix 1

(Clause 5 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Rodmell Fund For Aged Care Nurse Education Incorporated (incorporated under the *Associations Incorporation Act 1984, Reconstituted under Associations Incorporation Act 2009.*)

I,.....
(full name of applicant)

of.....
(address)

.....hereby apply to become a
(occupation)
member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....
Signature of applicant

Date.....

I,..... a member of the association,
(full name)

nominate the applicant for membership of the association.

.....
Signature of proposer

Date.....

I,..... a member of the association,
(full name)

second the nomination of the applicant for membership of the association.

.....
Signature of seconder

Date.....

Appendix 2

(Clause 33 (2))

FORM OF APPOINTMENT OF PROXY

I,.....of
(full name) *(address)*

being a member of Rodmell Fund For Aged Care Nurse Education Incorporated

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.