

**AUSTRALIAN ASSOCIATION OF STOMAL
THERAPY NURSES INCORPORATED**

ABN 16 072 891 322



CONSTITUTION

2003

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Regulation 1 – Name

The name of the association is Australian Association of Stomal Therapy Nurses Incorporated.

Regulation 2 – Address

The official address and headquarters of the Association shall be as the Association at the Annual General Meeting from time to time determines.

Regulation 3 – Definitions

In this Constitution:

- 3.1 “Association” means the Australian Association of Stomal Therapy Nurses Incorporated.
- 3.2 “Committee” means the Executive Committee of the Association, any Branch Committee or any Sub-Committee.
- 3.3 “Director-General” means the Director-General of the Department of Fair Trading.
- 3.4 “Executive” means the offices of the Executive Committee as set out in Regulation 6.1.
- 3.5 “General Meeting” means an Annual General Meeting or Extraordinary General Meeting of the Association.
- 3.6 “Member” means member of the Association.
- 3.7 “Returning Officer” means the person, who may or may not be a Member but must not be a candidate for election or a member of the immediate family of a

- candidate, appointed by the Executive Committee having responsibility for the conduct of elections in accordance with Regulation 10.
- 3.8 A resolution of the Association is a “special resolution”:
- (a) if it is passed by a majority, which comprises at least three-quarters of the Members of the Association as, being entitled under this Constitution so to do:
 - (i) vote in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
 - (ii) vote by postal vote as part of a postal referendum conducted in accordance with this Constitution; or
 - (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.
- 3.9 “Stomal Therapy” means the biopsychosocial nursing management and rehabilitation of the person who has the potential for, or actually has, a stoma, wound, or urinary or faecal incontinence.
- 3.10 “Stomal Therapy Nurse” means any General/Comprehensive Registered Nurse (Division 1) who:
- (a) has successfully completed a Stomal Therapy Nursing Education Programme recognized by the Association; or
 - (b) is recognized by the Association to practice stomal therapy nursing.
- 3.11 “Year” means a calendar year commencing on the first day of January and ending on the last day of December.
- 3.12 Unless inconsistent with the context, the singular or plural number or feminine gender is to be read as also plural numbers and including the singular or plural number and the masculine gender as the case may be.

Regulation 4 – Objectives

The objectives of the Association are:

- 4.1 To promote, develop and maintain optimum professional standards in relation to Stomal Therapy nursing.

- 4.2 To promote public knowledge and awareness of Stomal Therapy and the role of the Association and its Members in providing such therapy and to engender public confidence and respect therein.
- 4.3 To promote the use of Stomal Therapy nursing to assist in the care of and/or effect optimal recovery and rehabilitation of persons with the potential for, or actual, stoma, wound or incontinence.
- 4.4 To promote and support independent or collaborative education and research programmes related to Stomal Therapy nursing.
- 4.5 To represent Stomal Therapy Nurses as a professional body and to effectively liaise with other individuals and professional bodies associated with Stomal Therapy nursing.
- 4.6 To promote professional communication through publications, meetings and educational forums to allow opportunities for Members to present and discuss the practice, education, research, technological and scientific developments in or pertaining to Stomal Therapy nursing.

Regulation 5 – Powers

- 5.1 Except as expressly required by the Constitution to be exercised or done by the Members in General Meeting, the Executive Committee has the power to do all things which are necessary or desirable for the attainment of any or all the objectives of the Association and for the purpose of conducting the business of the Association in a manner that abides by the Constitution and By-Laws of the Association.
- 5.2 Subject to this Constitution, the Executive Committee:
 - (a) has sole management of the Association and the affairs and concerns of the funds, income and property thereof for the purposes and benefit of the Association;
 - (b) may exercise all powers vested in the Association and do all such acts and things as are directed or authorized by the Constitution to be done by the Association or as are necessary, conducive or incidental to the attainment of the objectives of the Association excepting only such powers, acts and things as are expressly required by the Constitution to be exercised or done by the Members in General Meeting;
 - (c) may from time to time make By-Laws, Rules and a Code of Ethics consistent with this Constitution for the purpose of giving effect to or in the exercise of the objectives and powers of the Association;
 - (d) may delegate to:

- (i) Branch Committees;
 - (ii) Sub-Committees; or
 - (iii) individual persons,
- such special tasks and objectives upon such conditions as the Executive Committee may from time to time decide;
- (e) may purchase, hire, lease or otherwise acquire and maintain such accommodation, furniture, fittings, equipment and other things required for carrying out any one or more objectives of the Association;
 - (f) may accept and raise contributions to the funds of the Association in the form of donations, annual subscriptions and otherwise;
 - (g) may use the money of the Association or any portion thereof for the purpose of carrying out the objectives of the Association; and
 - (h) may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it deems fit.

Regulation 6 – Structure

6.1 The Executive Committee

The Executive Committee is to consist of Full Members elected in accordance with Regulation 10 for the purpose of conducting the business of the Association at a national level. The Executive Committee is to comprise the President, Vice-President, Secretary, Treasurer, the Editor of the Association's journal and three other Full Members.

6.2 Public Officer

- (a) The Executive Committee must ensure that a person is appointed as Public Officer.
- (b) The first Public Officer is to be the person who completed the application for incorporation of the Association.
- (c) The Executive Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of the State in which the Association is incorporated.
- (d) The Public Officer is deemed to have vacated the position in the following circumstances:
 - (i) upon the death of that person;

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- (ii) by resignation from that office or upon that person ceasing to be a Full Member;
 - (iii) by removal from that office by the Executive Committee or by resolution of the Members at a General Meeting;
 - (iv) upon the bankruptcy of that person;
 - (v) mental illness; or
 - (vi) upon that person ceasing to be a resident of the State in which the Association is incorporated.
- (e) When a vacancy occurs in the position of Public Officer the Executive Committee must, within 14 days, notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- (f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form:
- (i) of that person's appointment as Public Officer within 14 days after the appointment;
 - (ii) of any change of that person's residential address within 14 days after the date of the change;
 - (iii) of any change in the Association's objects or rules within one month after the date of the change;
 - (iv) of any change in the membership of the Executive Committee within 14 days after the date of the change;
 - (v) of the Association's financial affairs within one month after the Annual General Meeting; and
 - (vi) of any change in the Association's name within one month after the date of the change.
- (g) The Public Officer may be an office bearer, Executive Committee member, or any other Full Member regarded by the Executive Committee as suitable for the position.

6.3 State or Territory Branches

- (a) Members are divided into Branches, each Branch representing one or more of the six Australian States, the Northern Territory and the Australian Capital Territory.
- (b) The Executive Committee may, from time to time:

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- (i) vary (by increase or decrease) the areas represented by the existing Branches; and
 - (ii) establish additional Branches to represent other areas, including any area no longer represented following a variation under Regulation 6.3(b)(i).
- (c) Each Branch is to be administered by a Branch Committee and the Executive Committee may, from time to time, but subject to this Constitution, determine (whether by by-laws or otherwise):
- (i) the constitution of each Branch Committee and the processes for the annual election of its members;
 - (ii) the procedures for the conduct of business and meetings of the Branch Committees;
 - (iii) the powers of the Executive Committee which will be delegated to the Branch Committees; and
 - (iv) the Executive Committee's requirements for the Branch Committee to:
 - (A) keep financial and other records; and
 - (B) report to the Executive Committee.

6.4 Sub Committees

- (a) The Executive Committee may appoint standing committees or ad hoc committees ("Sub-Committees") and they are to conduct business in the same manner as the Executive Committee.
- (b) Sub-Committees so appointed have the duties and powers as may from time to time be delegated to them by the Executive Committee.
- (c) The Executive Committee has the power to appoint and remove members of the Sub-Committee so appointed.
- (d) The President of the Executive Committee is to be the Chairperson of all Sub-Committees but in the absence of the Chairperson the Sub-Committee may appoint its own Chairperson.
- (e) The quorum of a Sub-Committee is three members or as may otherwise be determined by the Executive Committee.
- (f) Questions arising at any meeting of a Sub-Committee are to be decided by simple majority of votes and in the case of an equality of votes the

Chairperson of the Sub-Committee has a second or casting vote in addition to their deliberative vote.

- (g) Sub-Committees must minute the proceedings of all meetings as required by Regulation 15 and a copy of the minutes is to be sent to the Executive Committee.

Regulation 7 – Membership

- 7.1 Membership of the Association is open to persons who:
 - (a) qualify for Full, Associate, Life, Honorary or Commercial membership;
 - (b) subscribe to the purpose of the Association and agree to abide by the Constitution and By-Laws; and
 - (c) are accepted by the Executive Committee.
- 7.2 Application for Full membership must be made to the Executive Committee on the Association's application for membership form, together with any supporting documentation specified thereon and signed by a Full Member acting as nominator.
- 7.3 Application for Associate Membership or Commercial Membership must be made to the Executive Committee on the appropriate application for membership form.
- 7.4 Nominations for Life or Honorary membership must be made in writing to the Executive Committee.
- 7.5 Notification of resignation from the Association must be forwarded in writing to the Executive Committee.
- 7.6 The Secretary must keep and maintain a current register of Members, including their postal address.
- 7.7 Full Members

A Full Member must be a Stomal Therapy Nurse:

- (a) registered to practice nursing in Australia; and
- (b) resident in Australia.

Full members are entitled to exercise a vote at any General Meeting of the Association and take part in the conduct and business affairs of the Association. Each Full Member is entitled to one vote, except during any period in which that Member is in financial arrears. Only Full Members and Life Members are entitled to wear the badge of the Association.

7.8 Associate Members

Any medical, nursing or allied health professional who has an interest in Stomal Therapy may apply to be an Associate Member of the Association.

Associate Members are not entitled to vote at General Meetings of the Association or take part in the conduct of the business affairs of the Association, and are not eligible to hold office or be a member of any Committee.

7.9 Commercial Members

Any person in the employ of a company involved, or who is self-employed, in the manufacture or sale of products, prostheses or pharmaceuticals for profit may apply to be a Commercial Member of the Association. Commercial Members are not entitled to vote at General Meetings of the Association or take part in the conduct of the business and affairs of the Association and are not eligible to neither hold office in the Association nor be a member of any Committee.

7.10 Life Members

Life membership may be awarded by the Executive Committee to a person who is or has been a Full Member in recognition of conspicuous contribution to and eminence in the field of Stomal Therapy. Life Members are entitled to exercise a vote at any General Meeting of the Association and take part in the conduct and business affairs of the Association and are eligible to be a member of the Branch Committee of the State or Territory in which they are resident.

7.11 Honorary Members

Honorary membership may be awarded by the Executive Committee to a person who has rendered valuable services to the Association or in recognition of conspicuous contribution to Stomal Therapy. Honorary Members are entitled to attend all General Meetings of the Association and functions organized by the Association but are not permitted to vote or hold any office.

Regulation 8 – Annual Subscription

8.1 Subject to Regulation 8.2, Members must each pay to the Association by the last day of December in each Year an annual subscription in respect of the forthcoming Year. The amount of the annual subscription payable is:

Full Member	\$60.00
Associate Member	\$40.00
Commercial Member	\$40.00

or such other amount determined by the Executive Committee from time to time.

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In addition, persons (other than Members) may subscribe for the Association's journal at an annual subscription of \$55.00, or such other amount determined by the Executive Committee from time to time.

- 8.2 No annual subscription is payable by a Life or Honorary Member.
- 8.3 Membership ceases automatically if the annual subscription is in arrears by more than 60 days.
- 8.4 Any Member who wishes to rejoin the Association after the cessation of their membership under Regulation 8.3 will be required to pay any applicable re-joining fee, as determined by the Executive Committee from time to time, unless notice of formal resignation was received prior to the expiry of the period referred to in Regulation 8.3.

Regulation 9 – Member's Liability

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 Regulation 8.

Regulation 10 – Elections

- 10.1 The Executive of the Association is to be elected in accordance with this Regulation 10 and each member of the Executive so elected is to hold office for a period not exceeding 2 years.
- 10.2 The Executive Committee may, from time to time, develop and implement policies and procedures for the nomination and, subject to this Regulation 10, election of the Executive to promote the representation of each State and Territory on the Executive Committee.
- 10.3 Only Full Members are eligible for election or to fill casual vacancies in respect of any office or position of the Executive.
- 10.4 At every Annual General Meeting of the Association, one-half of the Executive for the time being, or, if their number is not a multiple of 2, then such number as is appropriate to ensure that no member of the Executive holds office for more than 2 years, must retire from office. The members of the Executive to retire at an Annual General Meeting are those who have been longest in office since their last election, but, as between Members who became members of the Executive on the same day, those to retire must (unless they otherwise agree among themselves) be determined by drawing lots. A retiring member of the Executive is eligible for re-election, whether to the office previously held or another office of the Executive.
- 10.5 The Executive Committee must appoint a person to be the Returning Officer for the Executive elections. The Returning Officer need not be a Member and must

not be a candidate or a member of the immediate family of a candidate. The Returning Officer is responsible for the conduct of the elections and may decide any matter not determined by this Regulation 10.

- 10.6 The Returning Officer must call for nominations for election to the Executive at least 75 days prior to the Annual General Meeting.
- 10.7 Nominations of candidates for election:
 - (a) must be in writing;
 - (b) must contain the name and address of the nominator and the name and address of the candidate;
 - (c) must be delivered to the address specified by the returning officer by the date stated in the call for nominations, being a date not less than 45 days prior to the Annual General Meeting; and
 - (d) may include a statement not exceeding 200 words in support of the nomination.
- 10.8 If the number of nominations exceeds the number of positions vacant, the Returning Officer must prepare and send a ballot paper to each Member who is entitled to vote, at least one month prior to the date fixed by the returning officer for the close of voting. The Returning Officer must also send with the ballot paper a document containing any statements provided by the candidates, in the order in which the names appear of the ballot paper. The Returning Officer must not include any statements, which are abusive or defamatory.
- 10.9 The order in which candidates are listed on the ballot paper must be determined by lot.
- 10.10 In order to vote, the Member must strike out the names of candidates on the ballot paper so as to leave the required number of names, or a smaller number, remaining.
- 10.11 Completed ballot papers must be received at the address stated on the ballot paper by 5pm on the day fixed by the returning officer, which must be at least 14 days prior to the Annual General Meeting.
- 10.12 The Returning Officer must count the votes and report the results to the Annual General Meeting.
- 10.13 If the number of nominations received in respect of any office is equal to or less than the number of persons required for that office, the Returning Officer must prepare and send to each Member who is entitled to vote, and include with the ballot paper sent under Regulation 10.8 a document containing:

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- (a) the names of the persons nominated for each such office, or if no such nominations have been received, a statement to that effect;
- (b) any statements provided by the candidates, in the order in which the names appear on the document (provided that the Returning Officer must not include any statements which are abusive or defamatory); and
- (c) a statement that further nominations will be called for at the Annual General Meeting in respect of each such office.

10.14 If:

- (a) no further nominations are received at the Annual General Meeting in respect of any office to which Regulation 10.13 applies, the Returning Officer (or if not present, a person appointed by the meeting) must declare the existing candidates (if any) to have been elected;
- (b) after including any further nominations received at the Annual General Meeting in respect of any office to which Regulation 10.13 applies the total number of nominations received is equal to or less than the number of persons required for that office, the Returning Officer (or if not present, a person appointed by the meeting) must declare all such candidates to have been elected;
- (c) more nominations are received at the Annual General Meeting than there are vacancies, a ballot must be conducted by the Returning Officer (or if not present, by a person appointed by the meeting) at the Annual General Meeting; and
- (d) after the processes described in paragraphs (a) and (b) above, there remains any vacancy in any office, the Returning Officer (or if not present, a person appointed by the meeting) must advise the meeting of the vacancy and that the provisions of Regulation 10.17 will apply in respect of that vacancy.

10.15 The decision of the Returning Officer on any matter relating to the elections is final, and no appeal may be brought from that decision.

10.16 A casual vacancy occurs in an office of the Executive Committee and that office becomes vacant if the Member holding that office:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Executive Committee member is the President, to the Vice President;

- (c) is convicted of an offence under the Associations Incorporation Act, 1984;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than three consecutive Executive Committee meetings, or three Executive Committee meetings in the same Year, of which they received notice, without tendering an apology to the person presiding at each of those Executive Committee meetings;
 - (f) ceases to be a Full Member; or
 - (g) is removed from office under Regulation 26 of this Constitution.
- 10.17 If any position, except that of President, becomes vacant during a term of office, the Executive Committee will appoint an eligible Member to that position for the remainder of the term of office. A vacancy in the office of President is to be filled by the Vice-President until such time as a by-election can be held in accordance with the procedures in this Regulation 10.

Regulation 11 – Custody of Books and Documents

11.1 The Secretary is to have and keep custody of:

- (a) a record of all appointments of office-bearers and members of the Executive Committee;
- (b) the names of members of the Executive Committee present at an Executive Committee meeting or General Meeting; and
- (c) a record of all proceedings at Executive Committee meetings and General Meetings,

and must notify the Public Officer of any resolution passed at any General Meeting within three weeks of the date of the meeting.

11.2 The Treasurer of the Association must ensure that:

- (a) 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; and
- (b) the Public Officer is provided with a record of the Association's annual financial statement within three weeks of the Annual General Meeting, along with a certificate of currency of the insurance required by Regulation 21.

Regulation 12 – Annual General Meeting of the Association

- 12.1 The Annual General Meeting of the Association is to be held at such place and on the first day of March, or within 60 days thereafter, in each Year as the Executive Committee determines.
- 12.2 Not less than 28 days' notice of each Annual General Meeting is to be given to all Members. The notice of meeting must set out:
- (a) the place, date and time at which the Annual General Meeting will be held;
 - (b) particulars of the ordinary business to be considered; and
 - (c) a statement that the Annual General Meeting will consider such special business as may be introduced in accordance with the Constitution.
- 12.3 The ordinary business of the Annual General Meeting will be to deal with the:
- (a) minutes of the preceding Annual General Meeting and of all General Meetings held since the preceding Annual General Meeting;
 - (b) the annual report of the Executive Committee;
 - (c) the accounts of the Association;
 - (d) the declaration of the results of the annual elections and, if applicable, the conduct of any ballot required to be conducted;
 - (e) the appointment of the Auditor for the forthcoming Year; and
 - (f) any other business which the Chairperson of the Annual General Meeting in their absolute and unfettered discretion determines to be business of a formal nature only and any such determination will be final and binding upon the meeting.
- 12.4 All business transacted at an Annual General Meeting other than the business referred to in Regulation 12.3 will be deemed to be special business.
- 12.5 No special business is to be considered at an Annual General Meeting unless the following details in relation to the proposed special business were received by the Secretary not later than 42 days prior to the date of the Annual General Meeting:
- (a) the nature of the special business and the name and signature of the Member, or Members, proposing the item of special business; and
 - (b) the motion or motions (if any) proposed to be put to the meeting as special business, together with the names of the Members intending to move and second the motion, or motions, at the Annual General Meeting.

- 12.6 If the proposed special business referred to in Regulation 12.5 does not include the wording of a proposed motion, then no motion in relation to such special business is to be included in the notice of meeting or considered at the Annual General Meeting.
- 12.7 Notice of any item of special business proposed in accordance with Regulation 12.5 to be considered at the Annual General Meeting must be included in and form part of the notice of the Annual General Meeting.
- 12.8 If any item of proposed special business referred to in Regulation 12.5 is not received by the time referred to in that Regulation or the Executive Committee considers that the item of special business cannot conveniently be considered at the Annual General Meeting, the Executive Committee may refer the proposed item of special business to an Extraordinary General Meeting which must be held not less than 30 days and not more than 60 days after the date of the Annual General Meeting.

Regulation 13 Extraordinary General Meetings

- 13.1 All meetings of the Members of the Association other than the Annual General Meeting will be called Extraordinary General Meetings.
- 13.2 An Extraordinary General Meeting may be convened by the Executive Committee when so required by a requisition signed by not less than 10 Members of the Association who are entitled to attend and vote at the meeting.
- 13.3 A requisition to convene an Extraordinary General Meeting will be valid if it complies with the provisions of this Constitution and sets out:
 - (a) the nature of the business proposed to be dealt with at the Extraordinary General Meeting and the names of the requisitioning Members; and
 - (b) the motion or motions to be considered, together with the names of the Members intending to move and second the motion or motions at the Extraordinary General Meeting.
- 13.4 The Executive Committee must, within 35 days after the date on which the requisition to convene an Extraordinary General Meeting was received at the headquarters of the Association, appoint a place, date and time for holding the Extraordinary General Meeting.
- 13.5 If the Executive Committee fails to comply with the provisions of Regulation 13.4, the requisitioning Members may cause the Secretary of the Association to convene an Extraordinary General Meeting.
- 13.6 Not less than 28 days' and not more than 42 days' notice of each Extraordinary General Meeting must be given to all eligible Members and the notice must set out:

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- (a) the place, date and time at which the Extraordinary General Meeting will be held; and
 - (b) particulars of the business to be considered and any motions to be moved at the Extraordinary General Meeting.
- 13.7 An Extraordinary General Meeting must not consider any business other than the business set out in the notice of meeting unless the Chairperson in their absolute and unfettered discretion determines other business to be business of a formal nature only and any such determinations is final and binding upon the meeting.

Regulation 14 – Proceedings at all General Meetings of the Association

- 14.1 No business is to be transacted at any General Meeting unless a quorum of eligible Members is present. A quorum will consist of the lesser of:
- (a) 10 Members; and
 - (b) 30% of the Members,
- who are entitled to attend and vote at the meeting.
- 14.2 If within 20 minutes from the time appointed for the General Meeting, a quorum is not present, the meeting:
- (a) if convened upon a requisition of Members, will be dissolved; or
 - (b) in any other case, will stand adjourned for 14 days to the same place or to such other place as the Executive Committee may appoint and if such adjourned meeting a quorum is not present those Members who are present will constitute a quorum.
- 14.3 The President, or in their absence, the Vice President will be entitled to take the Chair at any General Meeting provided always that if neither of them is present with 15 minutes after a quorum is present or if neither of them is willing to act, the members of the Executive Committee present may choose one of their number to be Chairperson and in default of their doing so the Members present may choose one of the members of the Executive Committee to be Chairperson and if no member of the Executive Committee is willing to take the chair, must choose one of their number to be Chairperson.
- 14.4 The Chairperson may with the consent of the meeting and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business is to be transacted at any adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- 14.5 Upon any General Meeting of the Association being adjourned in accordance with Regulation 14.4, notice of the adjourned meeting is to be given to all eligible

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Members at least seven days prior to the date to which the meeting was adjourned setting out:

- (a) the date, place and time to which the meeting has been adjourned; and
- (b) particulars of the business remaining to be considered at the adjourned meeting.

14.6 Subject to this Constitution, every motion considered by any General Meeting is to be decided by a show of hands of Members present and include the proxy votes of those entitled to vote.

14.7 At any General Meeting the Chairperson or not fewer than 10 Members present and entitled to vote may demand that a motion be voted upon by secret ballot.

14.8 At any General Meeting the Chairperson or not fewer than 10 Members present and entitled to vote may demand that a show of hands be taken by way of division and in such an event a division is to be conducted forthwith in such a manner as the Chairperson of the meeting directs.

14.9 If, at any General Meeting, immediately after a decision by a show of hands or secret ballot upon any motion not fewer than 10 Members present and entitled to vote demand that a motion be the subject of a postal referendum of Members, the resolution of the meeting upon the motion ceases to be effective unless and until approved by the postal referendum.

14.10 In all cases where a postal referendum is demanded in accordance with the provisions of Regulation 14.10, any Member, whether present or not at the meeting at which the postal referendum was demanded, may deliver to the Executive Committee a resume in writing containing not more than 200 words expressing any views which the Member wishes to communicate to the Executive Committee in relation to the motion to be the subject of the postal referendum and any such resume must be received at the headquarters of the Association not more than seven days after the date of the meeting at which the postal referendum was demanded. The resume is to be taken into consideration by the Executive Committee when preparing a statement in relation to a postal referendum for the purposes of Regulation 17.4.

14.11 Every Full Member and Life Member present at any General Meeting has one vote, which may be cast personally or by proxy, and upon a postal referendum every Full Member and Life Member is entitled to one vote, which must be cast personally.

14.12 In the case of an equality of votes on a show of hands, the Chairperson of the meeting will have a casting vote in addition to a deliberative vote and in the case of an equality of votes on a postal referendum the motion will be deemed to have been lost.

- 14.13 A declaration by the Chairperson that a motion has on a show of hands been carried or carried unanimously or carried by a particular majority or lost by a particular majority and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against a motion.
- 14.14 At all General Meetings the Chairperson of the Meeting must, subject to the Constitution, determine the order of proceedings and their determination is final and binding upon the meeting.
- 14.15 General Meetings may be held at two or more venues using any technology that gives all of those persons entitled to be present at the meeting a reasonable opportunity to participate.

Regulation 15 – Minutes of meetings

- 15.1 The Secretary must cause proper minutes of all proceedings of all General Meetings and meetings of the Executive Committee to be taken in a minute record kept for that purpose.
- 15.2 The Chairperson must ensure that the minutes taken of a meeting are checked and signed as correct by the Chairperson of the meeting to which those minutes relate.
- 15.3 When the minutes have been entered and signed as correct under Regulation 15.2, they will, until the contrary is proved, be evidence that:
- (a) the meeting to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.
- 15.4 The Executive Committee must arrange for the safe custody of records, books, documents and securities pertaining to the business of the Association and make them available for inspection by Members on written request.

Regulation 16 – Rules of Debate

Subject to this Constitution the rules of debate at meetings of the Executive Committee and General Meetings of the Association are to be in accordance with Parliamentary practice.

Regulation 17 – Postal Referendum

- 17.1 A postal referendum of Members demanded in accordance with Regulation 14.10 is to be conducted:

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- (a) as a secret referendum;
 - (b) in the manner set out in this Regulation 17; and
 - (c) otherwise as the Executive Committee from time to time determines.
- 17.2 The result of a postal referendum will be deemed to be the result of the motion or motions in relation to which such a postal referendum was held.
- 17.3 The Executive Committee must, within a period of 21 days after conclusion of the meeting at which the postal referendum was demanded, send all Members who are entitled to vote the following details:
- (a) the motion or motions which are related to the subject of the referendum; and
 - (b) a voting paper containing the words and symbols to enable Members to state whether they are for or against the stated motion or motions.
- 17.4 In all cases where a postal referendum is conducted the Executive Committee must cause to be sent with the voting paper a statement prepared by the Executive Committee containing the following:
- (a) any relevant facts pertaining to each motion;
 - (b) a summary of the arguments for and against each motion, such summary to be derived from discussion on the motion at the meeting at which the postal referendum was demanded and from the views communicated to the Executive Committee in accordance with Regulation 14.11;
 - (c) a summary of the views of the Executive Committee in relation to each motion stating the numbers (not names) for and against the motion and the numbers (not names) of abstaining votes of Executive Committee members; and
 - (d) the date and time prior to which completed voting papers must be received at the headquarters of the Association in order to be counted.
- 17.5 Completed voting papers must be returned for counting to the Association's headquarters within 21 days from the date on which voting papers are sent to Members or in accordance with the rules and regulations of the Australian Electoral Commission.
- 17.6 Where a postal referendum is conducted, the Executive Committee must at the same time as it gives directions for the holding of a postal referendum appoint from among its members three scrutineers and must provide the scrutineers:

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- (a) all such assistance from the officials of the Association as the scrutineers may require; and
 - (b) a list of all Members including details of annual subscriptions, which are due and payable and unpaid.
- 17.7 The scrutineers appointed in accordance with Regulation 17.6 are solely responsible for the opening of voting papers and for the calculation of votes and must as soon as practicable after such calculation is completed report the result of the postal referendum to the President who must cause the results to be communicated to the Members of the Association in such manner as the President deems most appropriate in each case.
- 17.8 The accidental omission to send a voting paper in relation to a postal referendum to any Member or the failure of any Member to receive the voting paper does not invalidate the result of the postal referendum.

Regulation 18 - Proxy Votes

- 18.1 A Member who is entitled to attend and vote at any General Meeting of the Association may do so in person or by proxy.
- 18.2 An appointment of a proxy must be made by the Member in writing in the following form or similar format as determined from time to time by the Executive Committee.

I _____ of _____ being a member of the Australian Association of Stomal Therapy Nurses Incorporate hereby appoint _____ of _____ or failing them _____ of _____ as my proxy at the _____ General Meeting of the Association to be held on the _____ day of _____ 20 _____ and at any adjournment thereof.

Signed:

This _____ day of _____ 20 _____

- 18.3 The appointed proxy must be a Full Member of the Association.
- 18.4 The proxy form must be deposited at the headquarters of the Association or at such other place as is specified in the notice of meeting not less than 6 hours before the commencement time of the meeting. Failure to comply invalidates the appointment of proxy.

Regulation 19 – By-Laws, Rules and Code of Ethics

Each Members must faithfully observe and comply with the By-Laws, Rules and Code of Ethics of the Association and be bound by them. Any Member who commits any breach of the By-Laws, Rules or Code of Ethics will be subject to the provisions of Regulation 26.

Regulation 20 – Accounts

- 20.1 The funds of the Association may be derived from:
- (a) annual subscriptions of Members;
 - (b) journal subscriptions;
 - (c) donations; and
 - (d) subject to any resolution passed by the Association in General Meeting, such other sources as the Executive Committee determines.
- 20.2 All money received by the Association is to be deposited as soon as practicable into the Association's bank account.
- 20.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 20.4 The Executive Committee must cause proper accounts to be kept of the income, expenditure, property, assets and liabilities of the Association.
- 20.5 All cheques drawn on the funds of the Association are to be signed by any two of the President, Treasurer and Secretary or by any one of such persons together with a member of the Executive Committee.
- 20.6 As soon as practicable after the completion of each Year, an account of the income and expenditure of the Association and of any funds controlled by the Association for that Year, together with an account of property, assets and liabilities of the Association, is to be produced and provided to the Auditor to be examined, audited, certified and signed by the Auditor and presented to Members at the Annual General Meeting.

Regulation 21 – Insurance

The Association shall effect and maintain Public Liability Insurance as deemed by the Associations Incorporation Act, 1984.

Regulation 22 – Audit

- 22.1 There must be an Auditor of the accounts of the Association who must be a registered Accountant and who may be a Member of the Association but must not be a member of the Executive Committee.
- 22.2 The Auditor of the Association:
- (a) is to be appointed annually by the Executive Committee;
 - (b) must be announced at each Annual General Meeting; and
 - (c) holds office from the end of the Annual General Meeting at which their appointment is announced until the end of the next following Annual General Meeting.
- 22.3 A retiring Auditor is eligible for re-appointment.
- 22.4 If a casual vacancy occurs in the office of Auditor by reason of death, resignation or retirement or by any other cause, an interim Auditor is to be appointed by the Executive Committee and the Auditor so appointed will hold office until the next Annual General Meeting of the Association.

Regulation 23 – Property of the Association and Trustees

- 23.1 The Executive Committee may appoint any person or persons to act as a Trustee or Trustees of any property of the Association, which cannot be conveniently vested in the Association itself.
- 23.2 The Executive Committee may jointly with any donor or with the approbation or sanction of such donor appoint any person or persons to act as Trustees of any donation, gift or other property (conditional or unconditional), which may be made to the Association for any specific purpose or benefit of the Association. The Executive Committee may from time to time define the trusts and powers to be vested in the Trustees of any donation, gift or other property of the Association.
- 23.3 The Executive Committee may from time to time remove or discharge any Trustee and fill the vacancy in the office and decide on the mode of investment or dealing with monies, property and investments of the Association.
- 23.4 The property and income of the Association is to be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, except in good faith in the promotion of those objects or purposes.

Regulation 24 – Journal

- 24.1 The Association must from time to time publish an Association Journal, which will be under the control of the Editor.
- 24.2 A copy of each edition of the Association Journal is to be posted to each Member of the Association at no charge.
- 24.3 The Editor is to determine the frequency of publication, content, format and editorial policy of the Association Journal subject always at the direction of the Executive Committee and the Association in General Meeting.

Regulation 25 – Notices

- 25.1 Any notice required to be given under this Constitution to a Member will be deemed to be properly given if it is:
 - (a) given to the Member personally;
 - (b) delivered to the address of the Member as set out in the Register of Members;
 - (c) sent by post to the address of the Member as set out in the Register of Members; or
 - (d) Printed in any journal or publication of the Association, a copy of which is sent by post to the address of the Member as set out in the Register of Members.

Regulation 26 – Disciplinary Powers

- 26.1 A complaint may be made to the Executive Committee by any person that a Member:
 - (a) has persistently refused or neglected to observe and comply with this Constitution or the By-Laws, Rules and Code of Ethics of the Association; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association.
- 26.2 If the Executive Committee reasonably determines that the allegations contained in a complaint:
 - (a) would, if proved:
 - (i) constitute a breach of this Constitution or the By-Laws, Rules and Code of Ethics of the Association; or

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- (ii) be prejudicial to the Association; and
- (b) are not frivolous or vexatious,

then the Executive Committee must:

- (c) send to the Member to which the complaint relates a statement of the allegations made against the Member, including the particulars of the allegations and give the Member not less than 14 days from the time the statement is served within which to:
 - (i) make submissions to the Executive Committee in connection with the complaint; and
 - (ii) if desired by the Member, to appear before the Executive Committee in person; and
- (d) take into consideration any submissions made by the Member in connection with the complaint.

26.3 If following any appearance being made or submissions being furnished in accordance with Regulation 26.2, or in default of an appearance being made or a submission being furnished, the Executive Committee is satisfied that the allegations made against the Member have been proved, then the Executive Committee may by resolution:

- (a) caution and/or reprimand the Member;
- (b) suspend the Member from the Association for a period not exceeding one year; or
- (c) expel the Member from the Association.

26.4 If the Executive Committee resolves to take any action permitted under Regulation 26.3, 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 Executive Committee for having taken that action and of the Member's right to appeal under Regulation 26.6.

26.5 The resolution of the Executive Committee does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution; or
- (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Regulation 26.10,

whichever is the later.

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- 26.6 A member may appeal to the Association in General Meeting against a resolution of the Executive Committee under Regulation 26.3 within 14 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 26.7 The Member's appeal 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.
- 26.8 On receipt of a notice from a Member under Regulation 26.6, the Secretary must notify the Executive Committee, which is to convene a General Meeting of the Association to be held within 42 days after the date on which the Secretary received the appeal notice.
- 26.9 At a General Meeting convened under Regulation 26.8:
- (a) no business other than the question of the appeal is to be transacted;
 - (b) the Executive Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present and entitled to vote are to vote by secret ballot on the question of whether the Executive Committee's resolution should be confirmed or revoked.
- 26.10 If at the General Meeting the Association passes a special resolution in favour of the confirmation of the Executive Committee's resolution, the Executive Committee's resolution is confirmed.

Regulation 27 – Dissolution of the Association

- 27.1 The Association may be dissolved or become a member of or merge with any other association or organization only by special resolution of the Association.
- 27.2 The General Meeting may stipulate terms and conditions of such dissolution, membership or merger as the case may be.
- 27.3 If, upon the dissolution or merger of the Association, and the terms and conditions of such dissolution, membership or merger do not provide otherwise, there remains after the satisfaction of all of the debts and liabilities of the Association any property whatsoever the property:
- (a) is not be paid to or distributed among the Members of the Association; but
 - (b) must be given or transferred to another incorporated association, organization or institution having objectives similar to those of the Association and whose rules and regulations and constitution prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Association by this Constitution.

Regulation 28 – Amendment to Constitution

The Constitution may be amended or rescinded only by special resolution of the Association.

Regulation 29 – Common Seal of Association

- 29.1 The Association must have a common seal on which its corporate name is to appear in legible characters.
- 29.2 The common seal of the Association must not be used without the express authority of the Executive Committee.
- 29.3 The affixing of the common seal of the Association is to be witnessed by any two of the President, the Secretary, and the Treasurer.
- 29.4 The common seal of the Association is to be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.