



*MENTAL HEALTH IN LATE LIFE*

# **The Psychogeriatric Nurses' Association Australia (Inc)**

## **PGNA**

# **Constitution and Rules**

**ABN 79 802 629 789**



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## **PART 1 - Preliminary**

### **1 TITLE, PURPOSE, AND INTERPRETATION OF DEFINITIONS**

- 1.1** The Association is to be titled The Psychogeriatric Nurses' Association Australia Incorporated. This title may be abbreviated to PGNA.
- 1.2** The purpose (objects) of PGNA is to develop and advance the specialty of psychogeriatric nursing by:-
- 1.2.1** - encouraging and providing an avenue for personal and professional communication between psychogeriatric nurses;
  - 1.2.2** - encouraging the exchange and dissemination of knowledge, skills, and ideas in the field of psychogeriatric nursing;
  - 1.2.3** - providing opportunities for continuing education by means of written articles, lectures and seminars;
  - 1.2.4** - developing psychogeriatric nursing as a discipline;
  - 1.2.5** - fostering the highest standards of psychogeriatric nursing care;
  - 1.2.6** - encouraging clinical research in the field of psychogeriatrics;
  - 1.2.7** - promoting interrelationships between other branches of the nursing profession;
  - 1.2.8** - promoting links between other professional bodies at regional, state, national and international levels;
  - 1.2.9** - providing a united and authoritative voice for the profession of nursing on all matters pertaining to the clinical specialty of psychogeriatric nursing;
  - 1.2.10** - affiliating with other nursing, medical, and other professional groups.
- 1.3** In these rules:-
- 1.3.1** - *Psychogeriatric* refers to that field of health whose primary focus is the mental and cognitive wellbeing of the older person – the older person usually being of age 65 years or greater age;
  - 1.3.2** - A *Psychogeriatric Nurse* is a registered or enrolled nurse whose practice – regardless of whether this is in the clinical, management, or academic setting – is focused on the older person with a mental illness and/or a cognitive impairment;
  - 1.3.3** - *Commissioner* means the Commissioner of the Office of Fair Trading;
  - 1.3.4** - *the Act* means the *Associations Incorporation Act 2009*;
  - 1.3.5** - *the Regulation* means the *Associations Incorporation Regulations 2010*
  - 1.3.6** - *Public Officer* means a non-elected role and function required under *the Act* which, for the purpose of these Rules, is invested in the President of the Association or their delegate within the PGNA.
  - 1.3.7** - *Executive Committee* means those offices and elected ordinary members described in Rule 14 of this document;
  - 1.3.8** - *Ordinary member* means a member of the Association who is not an office-bearer of the Association as described in Rule 14.3 of this document;

- 1.3.9** - *Financial member* means a member of the Association who has paid their membership fee for the current membership year and includes those members awarded Life Membership.
- 1.3.10** - *Secretary* means the person holding the office under these rules as Secretary of the Executive Committee of the Association;
- 1.3.11** - *Special General Meeting* means a meeting of the Association other than a General Meeting or an Annual General Meeting of the Association;
- 1.3.12** - *Special Resolution* is a resolution described in Rule 36 of this document;
- 1.3.13** - *Poll* means a secret postal ballot of all the financial members of the Association;
- 1.3.14** - a reference to a function includes reference to a power, authority and duty, and
- 1.3.15** - a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- 1.3.17** - the provisions of the *Interpretation Act 1987* apply to and in respect of these Rules in the same manner as those provisions would apply if these Rules were an instrument made under the *Act*.

## **PART 2 - Membership**

### **2 MEMBERSHIP QUALIFICATIONS**

There are three classes of membership:

**2.1 Class 1 – Full voting membership** – this is available to any person who is a registered or enrolled nurse primarily engaged in, or with an interest in, psychogeriatric nursing. A voting member is a person who has current financial membership. A voting member is entitled to:-

- 2.1.1** - speak to a motion at any PGNA Meeting;
- 2.1.2** - vote at any General Meeting, Special General Meeting, Annual General Meeting or *Poll* of the Association;
- 2.1.3** - receive all information and publications of the Association;
- 2.1.4** - attend all education forums and conferences at the member rate;
- 2.1.5** - have access to the scholarship and research funds granted by the Association.

**2.2 Class 2 – Associate non-voting membership** – this is available to any other health care worker or professional person who has an interest in psychogeriatric nursing. An associate member is a person who has current financial membership. An associate member is entitled to:-

- 2.2.1** - receive all information and publications of the Association;
- 2.2.2** - attend education forum and conferences at the member rate.

An associate member is not entitled to:-

- 2.2.3** - speak to a motion at any PGNA meeting;

- 2.2.4 - vote at any Meeting or *Poll* of the Association;
- 2.2.5 - have access to the scholarship and research funds granted by the Association.

**2.3 Class 3 – Life membership** – the Executive Committee may from time to time confer life membership upon Class 1 members who have, by their efforts, consistently promoted the interests and progression of the Association. This honour may be conferred on a maximum of two members each membership (financial) year, and such members will be presented with framed certificates attesting to this honour. Members of the Executive Committee are ineligible for this honour during the period of their elected office. A life member is entitled to:-

- 2.3.1- be regarded as a voting member but not required to pay membership fees;
- 2.3.2 - speak to a motion at any PGNA meeting,
- 2.3.3 - vote at any General Meeting, Special General Meeting, Annual General Meeting or *Poll* of the Association;
- 2.3.4 - receive all information and publications of the Association;
- 2.3.3 - attend education forums and conferences at the member rate;
- 2.3.4 - have access to the scholarship and research funds granted by the Association.

### **3 APPLICATION FOR MEMBERSHIP**

3.1 Application for membership of the Association is complete and confirmed when:-

- 3.1.1 - the completed PGNA membership form is lodged by the applicant with the Membership Secretary;
- 3.1.2 - the prescribed membership fee is paid (see Rule 8);
- 3.1.3 - the Membership Secretary has entered the applicant's name in the Register of Members.
- 3.1.4 - a numbered receipt is issued by the Membership Secretary to the applicant.

### **4 CESSATION OF MEMBERSHIP**

4.1 A person ceases to be a member of the Association if the person:-

- 4.1.1 - dies;
- 4.1.2 - resigns their membership;
- 4.1.3 - is expelled from the Association;
- 4.1.4 - remains unfinancial for a period of one month.

### **5 MEMBERSHIP RIGHTS**

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

- 5.1.1 - is not transferable to any other person or organization, except as Rule 16.3 of this document applies;

**5.1.2** - terminates upon cessation of the person's membership.

## **6 RESIGNATION OF MEMBERSHIP**

**6.1** A member of the Association is not entitled to resign that membership except in accordance with this Rule.

**6.2** A financial member of the Association may resign their membership by giving one month written notification to the Secretary.

**6.3** Membership ceases one month after receipt of the written resignation by the Secretary.

**6.4** Membership fees paid in advance are non-refundable.

**6.5** A member who owes outstanding dues, fees or payments to the Association may only resign upon payment of such outstanding dues, fees or payments.

**6.6** Clause 6.5 above notwithstanding, the Secretary will cause the Membership Secretary to enter into the Register of Membership the date and reason for the cessation of a person's membership.

**6.7** The Membership Secretary ceases the membership of an unfinancial member after one month of such unfinancial status.

## **7 REGISTER OF MEMBERS**

**7.1** The Membership Secretary establishes and maintains a Register of Members of the Association.

**7.2** The Register specifies the name of the member, the calendar year of initial membership and subsequent calendar year/s of membership, postal address, telephone/facsimile contact number/s of the member, and the receipt number of the member's current year of membership.

**7.3** The Register of Members may not be made public or transmitted to any person or organization for the purpose of advertising to the members.

**7.4** Upon prior arrangement with the Membership Secretary a member may inspect the Register entry concerning him/herself at any reasonable hour.

## **8 FEES**

**8.1** The Executive Committee of the Association sets the membership fee, including the associate membership fee.

**8.2** Fees are reviewed annually.

**8.3** The renewal of membership fee is payable on 1 July each year.

**8.4** The Membership Secretary will give at least one months notice in writing to members who have not renewed their membership fee.

## **9 MEMBERS' LIABILITY**

**9.1** 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 Rule 8 of this document.

## **10 RESOLUTION OF INTERNAL DISPUTES**

**10.1** 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*.

**10.2** At least seven days before a mediation session is to commence, the parties are to exchange written statements of the issues that are in dispute between them and supply copies to the Mediator.

## **11 DISCIPLINING OF MEMBERS**

**11.1** A complaint may be made to the Executive Committee by any person that a member of the Association: -

**11.1.1** - has persistently refused or neglected to comply with a provision of these Rules, or

**11.1.2** - has persistently and willfully acted in a manner prejudicial to the interests of the Association.

**11.2** On receiving such a complaint, the Executive Committee:-

**11.2.1** - must cause written notice of the complaint to be served on the member concerned; and

**11.2.2** - must give the member at least fourteen days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and

**11.2.3** - must take into consideration any submissions by the member in connection with the complaint.

**11.3** The Executive Committee 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.



**11.4** If the Executive Committee expels or suspends a member, the Secretary must, within seven 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 of appeal under Rule 12 of this document.

**11.5** The expulsion or suspension does not take effect:-

**11.5.1** - until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

**11.5.2** - if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 12.5 of this document, whichever is the later.

## **12 RIGHT OF APPEAL OF A DISCIPLINED MEMBER**

**12.1** A member may appeal to the Association in a Special General Meeting against a resolution of the Executive Committee under Rule 11 of this document, within seven days after written notice of the resolution is served on the member, by lodging with the Secretary a written notice to that effect.

**12.2** 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.

**12.3** On receipt of a notice from the member under clause 12.1 of this Rule, the Secretary must notify the Executive Committee which is to convene a Special General Meeting of the Association to be held within twenty eight days after the date on which the Secretary received the written notice.

**12.4** At a Special General Meeting of the Association convened under clause 12.3 of this Rule:-

**12.4.1** - no business other than the question of the appeal is to be transacted, and

**12.4.2** - the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

**12.4.3** - the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

**12.5** If at the Special General Meeting the Association passes a *Special Resolution* in favour of the confirmation of the resolution, the resolution of the Executive Committee is confirmed.

## **PART 3 - The Executive Committee**

### **13 POWERS OF THE EXECUTIVE COMMITTEE**

**13.1** The Executive Committee is the committee of management of the Association and subject to *the Act, the Regulation* and these Rules and to any resolution passed by the Association in General Meeting, Special General Meeting or Annual General Meeting:-

**13.1.1** - is to control and manage the affairs of the Association, and

**13.1.2** - may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a Special General Meeting or Annual General Meeting of members of the Association, and

**13.1.3** - has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **14 CONSTITUTION AND MEMBERSHIP OF THE EXECUTIVE COMMITTEE**

**14.1** The Executive Committee consists of:-

**14.1.1** - the office-bearers and

**14.1.2** - two ordinary members of the Association.

**14.2** The members of the Executive Committee are to be elected at the Annual General Meeting of the Association under Rule 15 of this document.

**14.3** The office-bearers of the Association are:-

**14.3.1** - The President;

**14.3.2** - The Vice-President;

**14.3.3** - The Treasurer;

**14.3.4** - The Secretary, and

**14.3.5** - The Membership Secretary.

**14.4** Each member of the Executive Committee is, subject to these Rules, 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.

**14.5** In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **15 ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

- 15.1** Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Executive Committee:-
- 15.1.1** - must be made in writing on the approved nomination form and accompanied by the written/electronic consent of the candidate, and
- 15.1.2** - must be delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 15.2** If insufficient nominations are received to fill all the vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations, together with the consent of the persons thus nominated, are to be received at the Annual General Meeting.
- 15.3** If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- 15.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.6** The ballot for the election of office-bearers and ordinary members of the Executive Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.

## **16 THE PRESIDENT**

- 16.2** The President presides as chairperson at all Executive Committee meetings as well as General, Special General, and Annual General Meetings of the Association.
- 16.2** The role and function of Public Officer, required under *the Act*, is invested in the President of the Association.
- 16.3** The President may formally delegate the role and function of Public Officer to any member of the Executive Committee or to any ordinary member of the Association and this delegation is an exception to Rule 5.1.1 of this document.
- 16.4** The Public Officer is the primary contact person in the Association for the Office of Fair Trading.

**16.5** The President is required to notify the Office of Fair Trading within fourteen days should the position of Public Officer become vacant and to notify the Office of the details of the new Public Officer.

**16.6** The President submits a report on the general affairs of the Association at each Annual General Meeting of the Association.

## **17 THE VICE-PRESIDENT**

**17.1** The Vice-President, in the absence of the President, presides as chairperson at all Executive Committee meetings as well as General, Special General, and Annual General Meetings of the Association.

**17.2** Unless formally delegated the role and position of Public Officer, the Vice-President does not depute for this function normally invested in the President even in the President's absence.

## **18 THE SECRETARY**

**18.1** The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice of his or her postal address with the members of the Association.

**18.2** It is the duty of the Secretary to keep minutes of:-

**18.2.1** - all appointments of office-bearers and ordinary members of the Executive Committee;

**18.2.2** - the names of members of the Executive Committee present at an Executive Committee meeting or at General, Special General and Annual General Meetings of the Association, and

**18.2.3** - all proceedings at Executive Committee, General, Special General and Annual General Meetings of the Association.

**18.3** It is also the duty of the Secretary to ensure that:-

**18.3.1** - a Post Office box address is maintained on behalf of the Association for incoming correspondence;

**18.3.2** - all incoming correspondence is dealt with promptly;

**18.3.3** - correspondence to the members of the Association is distributed accordingly;

**18.3.4** - the Agenda of all Executive Committee meetings as well as of General, Special General and Annual General Meetings are drafted or prepared in consultation with the President.

**18.3.5** - that all records, books, and documents of the Association are maintained safely except where otherwise determined by these Rules.

## **19 THE MEMBERSHIP SECRETARY**

**19.1** The Membership Secretary maintains the Register of Members of the Association and as such:-

**19.1.1** - receives new applications and renewal applications for membership and associate membership of the Association on the approved application form;

**19.1.2** - enters the applicant's details as per Rule 7.2 of this document;

**19.1.3** - sends an acknowledgment letter with a numbered receipt attached to the new member together with a copy of the Association's Constitution & Rules document, most recent Association Newsletter and copies of any fliers for upcoming Association or related events.

**19.1.4** - sends an acknowledgment letter with a numbered receipt attached to the renewing member.

**19.1.5** - issues renewal of membership application forms to members on or about 1 April each year

**19.1.6** - Issues a one-month-notice-to-renew document to members who have failed to renew their membership by 1 July each year.

**19.1.7** - removes the names of members who remain unfinancial after 1 August from the Register of Members.

**19.1.8** – maintains within the Register of Members a record of the details of each Life Member.

**19.2** The Membership Secretary forwards all membership fee payments to the Treasurer as soon as is practicable and notes on the reverse of each payment:-

**19.2.1** - the name of the member;

**19.2.2** - receipt number issued;

**19.2.3** - the year of membership for which the payment is made;

**19.2.4** - the status of the member, ie: new member, renewing member, new associate member, renewing associate member.

**19.3** The Membership Secretary submits a written report on the membership status of the Association at each Annual General Meeting of the Association.

## **20 THE TREASURER**

**20.1** It is the duty of the Treasurer of the Association to ensure:-

**20.1.1** - all money due to the Association is collected and received and that all payments authorised by the Association are made, and

**20.1.2** - 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.

**20.2** The Treasurer submits a written report on the financial status of the Association at each Annual General Meeting of the Association.

## **21 CASUAL VACANCIES**

**21.1** For the purpose of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:-

**21.1.1** - dies, or

**21.1.2** - ceases to be a member of the Association, or

**21.1.3** - becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

**21.1.4** - resigns office by notice in writing to the Secretary, or

**21.1.5** - is removed from office under Rule 22 of this document, or

**21.1.6** - becomes a mentally incapacitated person, or

**21.1.7** - is absent without the consent of the Executive Committee from all meetings held during a period of six months.

## **22 REMOVAL OF A MEMBER**

**22.1** The Association in a General or Special General Meeting may by resolution remove any member of the Executive Committee 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.

**22.2** If a member of the Executive Committee, to whom a proposed resolution referred to in Rule 22.1 above relates, makes representations in writing (not exceeding a reasonable length) to the President or Secretary and requests that the representation be notified to the members of the Association, the President or Secretary 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.

## **23 MEETINGS AND QUORUM**

**23.1** The Executive Committee must meet at least three times in each period of twelve months at such place and time as the Executive Committee may determine.

**23.2** Additional meetings of the Executive Committee may be convened by the President or by any other member of the Executive Committee.

**23.3** Oral or written notice (including e-mail) of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive Committee at least forty eight hours before the time appointed for the holding of the meeting.

**23.4** Notice of a meeting given under Rule 23.3 above must be accompanied by a written Agenda for the meeting.

**23.5** Business other than that specified in the Agenda for the meeting may be transacted at the discretion of the Executive Committee members present at that meeting.

**23.6** Any three members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

**23.7** No business is to be transacted by the Executive Committee 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 a time and place further appointed by the Secretary.

**23.8** 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.

**23.9** At a meeting of the Executive Committee:-

**23.9.1** - the President or, in the President's absence, the Vice-President is to preside, or

**23.9.2** - if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Executive Committee as may be chosen by the members present at the meeting is to preside.

**23.10** Motions arising at a meeting of the Executive Committee are determined by a majority vote of members of the Executive Committee present at the meeting.

**23.11** Each Executive Committee member present (including the person presiding at the meeting) is entitled to one vote per motion.

**23.11.1** - In the event of a tied vote on any motion, the person presiding may exercise a second or casting vote.

**23.12** Minutes of a meeting are confirmed at the next Executive Meeting by a motion from a member of the Executive Committee present at that meeting.

## **24 DELEGATION BY THE EXECUTIVE COMMITTEE TO SUB-COMMITTEE/S**

**24.1** The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:-

**24.1.1** - this power of delegation, and

**24.1.2** - a function which is a duty imposed on the Executive Committee by *the Act* or any other law.

- 24.2** A sub-committee will remain active until the Executive Committee revokes its delegation.
- 24.3** A sub-committee must confine its role and function to those specified in the instrument of delegation.
- 24.4** Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 24.5** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- 24.6** The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 24.7** Sub-committee meetings are to be conducted in a manner which is consistent with that of Executive Committee meetings as per Rule 23 of this document.
- 24.8** A sub-committee will meet and adjourn, as it thinks proper.

## **25 MEETINGS THROUGH TECHNOLOGY**

- 25.1** Executive Committee or sub-committee members may conduct meetings by telephone, audio-visual link up or any other technological means consented to by all the members of that meeting provided that all those members present at the meeting are able to hear and be heard by all the others attending the meeting.
- 25.2** A member participating in a meeting in accord with Rule 25.1 above is deemed to be present at that meeting, including for the purpose of constituting a quorum and is entitled to vote at the meeting.
- 25.3** A meeting conducted by telephone, audio-visual link up or any other technological means is to be treated as held at the place agreed upon by the members of the Executive Committee or the sub-committee provided that at least one member present at the meeting was at that place for the duration of the meeting.
- 25.4** An original document, or a photocopy or facsimile copy of that document, which is in the possession of or has been seen prior to or at the time of the meeting, by all members attending that meeting in accord with Rule 25.1 above may be treated as a document tabled at that meeting.



## **26 VOTING AND DECISIONS**

- 26.1** Motions arising at a meeting of the Executive Committee or any sub-committee appointed by the Executive Committee are to be determined as per Rules 23.10, 23.11 and including 23.11.1 above.
- 26.2** Subject to Rule 23.6 above the Executive Committee or a sub-committee may act despite any casual vacancy on the Executive Committee or on that sub-committee.
- 26.3** Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

## **PART 4 – Meetings of the Association**

### **27 THE ANNUAL GENERAL MEETING**

- 27.1** The Annual General Meeting of the Association is to be held each calendar year on a date determined by the Executive Committee.
- 27.2** The business of the Annual General Meeting shall be:-
- 27.2.1** - to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - 27.2.2** - to receive from the Executive Committee reports upon the activities of the Association during the preceding financial year;
  - 27.2.3** - to elect office-bearers of the Association and ordinary members of the Executive Committee for the forthcoming year;
  - 27.2.4** - to receive and consider the statement which is required to be submitted to members under section 26(6) of *the Act*;
  - 27.2.5** - to transact any other business as determined by the Executive Committee or the Association members.
- 27.3** An Annual General Meeting must be specified in the notice convening it.
- 27.4** A notice of at least twenty-eight days, of the Annual General Meeting, is to be given in writing to the members of the Association.
- 27.5** A quorum of ten members must be present for the conduct of business of the Annual General Meeting.

### **28 GENERAL MEETINGS**

- 28.1** General Meetings of the Association are those meetings of the membership other than a Special General Meeting or the Annual General Meeting.

## **29 SPECIAL GENERAL MEETINGS**

**29.1** The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

**29.2** A Special General Meeting, when convened as in Rules 12.3, 29.1 and 29.3 of this document, may replace a General Meeting of the Association but not an Annual General Meeting.

**29.3** The Executive Committee must, on the requisition in writing of at least five percent of the total financial members of the Association, convene a Special General Meeting.

**29.4** A requisition of members as in Rule 29.3 above:-

**29.4.1** - must state the purpose or purposes of the meeting, and

**29.4.2** - must be signed by the members making the requisition, and

**29.4.3** - must be lodged with the Secretary, and

**29.4.4** - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

**29.5** If the Executive Committee fails to convene a Special General Meeting to be held within one month after that date on which the 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 three months after that date.

**29.6** A Special General Meeting convened by a member or members as referred to in Rule 29.5 above must be convened as nearly as practicable in the same manner as meetings convened by the Executive Committee and any such convening member or members who consequently incur expenses is entitled to be reimbursed by the Association for any expenses incurred.

**29.7** All Meetings of the Association may be held by telephone, audio-visual link up or any other technological means consented to by all the members of that meeting provided that all those members present at the Meeting are able to hear and be heard by all the others attending the Meeting.

**29.8** The principles outlined in Rules 25.2, 25.3, 25.4 of this document apply to all such meetings stated in Rule 29.7 above held with the aid of technological means.

## **30 NOTICE OF MEETINGS**

**30.1** Except if the nature of the business proposed to be dealt with at a General Meeting or Special General Meeting requires a *Special Resolution* of the Association, the Secretary must, at least fourteen days before the

date fixed for the Meeting, give a written 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.

**30.2** If the nature of the business proposed to be dealt with at a Special General Meeting requires a *Special Resolution* of the Association, the Secretary must, at least twenty-one days before the date fixed for the holding of the meeting, cause written notice to be given to each member specifying, in addition to the matter required under Rule 30.1 above, the intention to propose the resolution as a *Special Resolution*.

**30.3** A member desiring to bring any business before a General Meeting or Special General Meeting of the Association may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General or Special General Meeting given after the receipt of the notice from the member.

**30.4** Business without notice (with the exception of a *Special Resolution*) may be raised at General Meetings and Special General Meetings of the Association at the discretion of the chairperson of such meetings, with the exception of adjourned meetings or those convened under Rule 29.5 of this document.

## **31 PROCEDURE AT MEETINGS**

**31.1** No item of business is to be transacted at a General Meeting or Special General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

**31.2** Five members present in person (being members entitled to vote at a General Meeting or Special General Meeting) constitute a quorum for the transaction of the business at General Meetings and Special General Meetings.

**31.3** If within half an hour after the appointed time for the commencement of a General Meeting or Special General Meeting a quorum is not present, the meeting:-

**31.3.1** - if convened on the requisition of members, is to be dissolved, and

**31.3.2** - in any other case, is to stand adjourned.

**31.4** An adjourned General Meeting or Special General Meeting is to be held at a date, time and place specified in the first place by the chairperson of the meeting adjourned or, failing this, by the Secretary.

**31.5** If, at the adjourned General Meeting or adjourned Special General 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 three) are to constitute a quorum.

**31.6** Minutes of all meetings of the Association are to be recorded in writing by the Secretary or, if the Secretary is absent or not willing to act, by a member elected to do so at the meeting.

**31.7** The President, or in the President's absence, the Vice-President, is to preside as chairperson at General Meetings and Special General Meetings of the Association, as well as at the Annual General Meeting.

**31.8** If the President and Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **32 ADJOURNMENTS**

**32.1** The chairperson of a General Meeting, Special General Meeting or Annual 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.

**32.2** If a General Meeting, Special General Meeting or Annual General Meeting is adjourned for fourteen days or more, the Secretary must give written notice of the adjourned meeting to each member of the Association stating the date, time and place of the Meeting and the nature of the business to be transacted at the Meeting.

**32.3** Except as provided in Rules 32.1 and 32.2 above, notice of an adjournment of a General Meeting, Special General Meeting or Annual General Meeting, or the business to be transacted at an adjourned Meeting, is not required to be given.

## **33 MAKING OF DECISIONS AT MEETINGS**

**33.1** Decisions at General Meetings and Special General Meetings may, usually, be decided by vote of the majority outcome of a show of hands, however:-

**33.1.1** - the chairperson may determine that a decision of a question or motion be made by a secret ballot of the members present at the meeting, or

**33.1.2** - at least three of the members present may determine by resolution that a secret ballot will be taken of the members present at the meeting, or

**33.1.3** - a *Poll* (Secret Postal Ballot) of the financial membership of the Association may be determined.

- 33.2** In the event of Rules 33.1.1 or 33.1.2 above, the decision or resolution to hold a secret ballot is determined before the question or original motion is put to the members present to vote upon.
- 33.3** When a secret ballot is taken at a meeting the minutes of the meeting must record for each such ballot the number of those voting in the positive, the negative and those abstaining from voting for each such ballot.
- 33.4** At least one other member present at the meeting is to act as a scrutineer for the counting of a secret ballot of members held at a meeting while the Secretary counts the votes at such a ballot.
- 33.5** From time to time a question or issue may be of such seriousness or consequence that it is referred to the entire financial membership for a decision by a *Poll*.
- 33.6** The decision to conduct a *Poll* may be made by:-
- 33.6.1** - the Executive Committee;
  - 33.6.2** - a resolution or Special Resolution at a Meeting of the Association (meaning a General, a Special General, or an Annual General Meeting);
- 33.7** When a *Poll* is decided the Secretary will:-
- 33.7.1** - draft a written Poll notice which is to include a statement of the question or issue to be decided as well as information for and against the question or issue;
  - 33.7.2** - within fourteen days of the decision made to conduct a *Poll*, send the Poll notice as in Rule 33.7.1 above to every financial member of the Association;
  - 33.7.3** - close the *Poll* fourteen days after the last notice as in Rule 33.7.1 above has been posted to the members of the Association;
  - 33.7.4** - with the aid of a scrutineer/s appointed by the President, count the ballots arising from the *Poll*;
  - 33.7.5** - notify the result of the *Poll* in writing, as soon as is practicable, to the members of the Association.
- 33.8** The outcome of a *Poll* is to be decided by at least a fifty-one percent response of the membership either for or against the question or issue notified in the *Poll*.
- 33.9** The outcome of a *Poll* becomes binding on all members of the Association as soon as Rule 33.7.5 above has been enacted.
- 33.10** The outcome of a *Poll* of the Association must be recorded in the minutes of the next Meeting of the Association, whether this be a General, Special General, or Annual General Meeting.

## **34 VOTING**

- 34.1** On any question or issue arising at any Meeting of the Association a member has one vote only.
- 34.2** All votes must be given personally or by proxy but no member may hold more than five proxies.
- 34.3** In the case of an equality of votes on a question or issue at a Meeting, the chairperson of the Meeting is entitled to exercise a second or casting vote, with the exceptions stated in Rules 34.4 and 36.3 of this document.
- 34.4** The President or chairperson may not exercise a second or casting vote in deciding the outcome of a *Poll* of the Association.
- 34.5** A member or proxy is not entitled to vote at any Meeting or in a *Poll* of the Association unless all money due and payable by the member or proxy to the Association is paid in full, including the amount of the annual subscription payable in respect of the then current membership year.

## **35 APPOINTMENT OF PROXIES**

- 35.1** Each member of the Association is entitled to appoint another member as proxy by notice given in writing to the Secretary (or in the case of Meetings held under Rule 29.5 of this document - the convener/s of such a Meeting) no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2** A proxy not lodged within the obligations of Rule 35.1 above is to be deemed not valid.
- 35.3** A proxy once delegated remains valid (Rule 35.2 above excepting) unless the President, Secretary or chairperson of the Meeting in respect of which the proxy is appointed receives prior to the commencement of the Meeting written notification of the death or unsoundness of mind or other sensible reason to invalidate the proxy vote.
- 35.4** The notice appointing the proxy is to be set out as follows:-
- 35.4.1** - *I name of voting member*  
*of address of voting member*  
being a voting member of The Psychogeriatric Nurses' Association Australia Incorporated hereby appoint  
*name of member exercising proxy vote at the Meeting*  
*of address of member exercising proxy vote at the Meeting*  
a voting member of the Association as my proxy to vote for me and on my behalf at the *specify type* Meeting of The Psychogeriatric Nurses' Association Australia Incorporated to be held on the....day of.... and any adjournment thereof.

This proxy vote is to be used in favour of / against (*strike out whichever is not desired*) the question, issue, resolution or special resolution

or the proxy may vote as the proxy thinks fit (*strike out if not desired*).

Signed *signature of voting member* this .... day of ....

## **36 SPECIAL RESOLUTION**

**36.1** A resolution of the Association is a *Special Resolution*:-

**36.1.1** - if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules to do so, vote in person or by proxy at a Special General Meeting of the Association of which at least twenty-one days' written notice specifying the intention to propose the resolution as a *Special Resolution* was given in accordance with these Rules, or

**36.1.2** - where it is made to appear to the *Commissioner* that it is not practicable for the resolution to be passed in the manner specified in Rule 36.1.1 above, if the resolution is passed in a manner specified by the *Commissioner*.

**36.2** A *Special Resolution* may be put at a Special General Meeting when:-

**36.2.1** - the Executive Committee determines that a *Special Resolution* should be put, or

**36.2.2** - on the request of no less than five percent of the total number of financial members that a *Special Resolution* be put.

**36.3** The chairperson of a Special General Meeting may not exercise a second or casting ballot in deciding the outcome of a *Special Resolution* when it is put to ballot.

## **PART 5 - Miscellaneous**

### **37 INSURANCE**

**37.1** The Association shall effect and maintain insurance pursuant to Section 44 of the *Act*.

### **38 FUNDS - SOURCE**

**38.1** The funds of the Association are derived from annual subscriptions of members and donations and, subject to any resolution passed by the Association in General or Special General Meetings, such sources as the Executive Committee determines.

**38.2** All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

**38.3** The Association must, as soon as practicable after receiving any money, issue an appropriate receipt for any money received.

### **39 FUNDS - MANAGEMENT**

**39.1** Subject to any resolution passed by the Association in General or Special General Meeting, the funds of the Association are to be used in pursuance of the Association in such manner as the Executive Committee determines.

**39.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Executive Committee authorised to do so by the Executive Committee

### **40 COMMON SEAL**

**40.1** The common seal of the Association is to be kept in the custody of the Public Officer.

**40.2** The common seal is not to be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures of two members of the Executive Committee or of one member of the Executive Committee and of the Public Officer.

### **41 CUSTODY OF BOOKS**

**41.1** Except as otherwise provided by these Rules, 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.

### **42 INSPECTION OF BOOKS**

**42.1** 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.

**42.2** A member may not exercise their right under Rule 42.1 above to obtain the contact details (including address or telephone / facsimile number) of any other member of the Association without the prior written consent of the other member.

### **43 SERVICE OF NOTICES**

**43.1** For the purpose of these Rules a notice may be served by or on behalf of the Association upon any member either personally or by post.



**43.2** A document properly addressed and sent prepaid to the registered address of a member by ordinary post will be deemed by these Rules to have been delivered and served to the member unless proved to the contrary.

#### **44 ALTERATION OF OBJECTS AND RULES**

**44.1** The statement of objects and these Rules may be altered, rescinded or added to only by a *Special Resolution* of the Association.