

Associations Incorporation Act 2015

**CONSTITUTION OF AUSTRALIAN ASSOCIATION OF STOMAL
THERAPY NURSES INCORPORATED**

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GOVERNANCE AND CAPACITY

1. Name

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

2. Definitions

2.1 In this Constitution:

- (a) **Act** means the Associations Incorporation Act 2015.
- (b) **Association** or **AASTN** means the Australian Association of Stomal Therapy Nurses Incorporated.
- (c) **By-Laws** means by-laws made by the Association under rule 29.
- (d) **Code of Ethics** means the document that outlines the mission and values of the AASTN and the core values and standards to which the AASTN is held.
- (e) **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act.
- (f) **Committee** means the committee appointed by the Executive Committee pursuant to rule 11.
- (g) **Executive Committee** means the executive committee of the AASTN, any Branch Committee or any Sub-Committee which is responsible for the management of AASTN.
- (h) **Executive Committee Member** means a member of the Executive Committee.
- (i) **General Meeting** means an Annual General Meeting or Special General Meeting of the AASTN.
- (j) **Member** means a member of the AASTN.
- (k) **Register of Members** means the register of members referred to in section 53 of the Act.
- (l) **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.
- (m) **Special General Meeting** means a general meeting of AASTN other than the annual general meeting.
- (n) **Special Resolution** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act.

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- (o) **Stomal Therapy** means the biopsychosocial nursing management and rehabilitation of the person who has the potential for, or actually has, a stoma, wound, urinary or faecal incontinence.
 - (p) **Stomal Therapy Nurse** means any Registered Nurse (Division 1) who has successfully completed a Stomal Therapy Nursing education programme and qualification as recognized by the AASTN.
 - (q) **Year** means a calendar year commencing on the first day of January and ending on the last day of December.

3. Financial year

- 3.1 The first financial year of AASTN is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- 3.2 Each subsequent financial year of AASTN is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PURPOSE

4. Objects of the Association

- 4.1 The objects of the AASTN are:
 - (a) to represent Stomal Therapy Nurses as a professional body;
 - (b) to promote, develop and maintain optimum professional standards in relation to Stomal Therapy Nursing;
 - (c) to promote Stomal Therapy nursing practice to assist in the care of persons requiring stoma, wound or continence management;
 - (d) to promote public knowledge and awareness of Stomal Therapy Nursing and the role of the AASTN and its Members;
 - (e) to promote and support independent or collaborative education and research programmes related to Stomal Therapy Nursing; and
 - (f) to promote professional communication through publications, meetings and educational forums.

5. Not-for-profit body

- 5.1 The property and income of the AASTN must be applied solely towards the promotion of the objects or purposes of the AASTN and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 5.2 A payment may be made to a Member out of the funds of the AASTN only if it is authorised under clause 5.3.

5.3 A payment to a Member out of the funds of the AASTN is authorised if:

- (a) the payment is made in good faith to the member as reasonable remuneration for any services provided to the AASTN, or for goods supplied to the AASTN in the ordinary course of business;
- (b) the payment of interest, on money borrowed by the AASTN from the member, is at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
- (c) the payment is for reasonable rent to the member for premises leased by the member to the AASTN;
- (d) the reimbursement is for reasonable expenses properly incurred by the member on behalf of the AASTN.

6. Powers of the Executive Committee

6.1 The Executive Committee has the power to do all things which are necessary or desirable for the attainment of any or all of the objects of the AASTN and for the purpose of conducting the business of the AASTN in a manner that abides by the AASTN's Constitution and By-Laws.

6.2 Subject to the Act and this Constitution, the Executive Committee:

- (a) has sole management of the AASTN and its affairs in relation to the funds, income and property thereof;
- (b) may exercise all powers vested in the AASTN and as directed or authorised by the Constitution to fulfill the objects of the AASTN excepting only such powers, acts and things as are expressly required by the Constitution to be exercised or done by the Members in General Meetings;
- (c) may from time to time make By-Laws, and a Code of Ethics consistent with this Constitution for the purpose of giving effect to or in the exercise of the objects and powers of the AASTN;
- (d) may delegate to:
 - (i) Branch Committees;
 - (ii) Committees; or
 - (iii) individual persons,such special tasks and objects 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 objects of the AASTN;

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- (f) may accept and raise contributions to the funds of the AASTN in the form of donations, annual subscriptions and otherwise;
 - (g) may use the money of the AASTN or any portion thereof for the purpose of carrying out the objects of the AASTN; and
 - (h) may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it deems fit.

7. Structure of the Executive Committee

7.1 The Executive Committee Members consist of:

- (a) the office holders of the AASTN; and
- (b) at least three (3) ordinary committee members.

7.2 The Executive Committee must determine the maximum number of members who may be ordinary committee members.

7.3 The office holders of the AASTN consist of:

- (a) the President;
- (b) the Vice President;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) the Editor of the AASTN Journal.

7.4 A person may be an Executive Committee Member if the person is:

- (a) an individual who has reached 18 years of age; and
- (b) a Full Member.

7.5 A person must not hold 2 or more of the offices mentioned in rule 7.3(a) at the same time.

7.6 The Executive Committee must ensure that an office holder is appointed as the Public Officer.

8. When membership of Executive Committee ceases

8.1 A person ceases to be an Executive Committee Member if the person:

- (a) dies;
- (b) resigns from the committee or is removed from office under rule 36;

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- (c) becomes ineligible to accept an appointment or act as an Executive Committee Member under section 39 of the Act;
 - (d) becomes permanently unable to act as a committee member because of a mental or physical disability;
 - (e) fails to attend 3 consecutive Executive Committee meetings, of which the person has been given notice, without having notified the Executive Committee that the person will be unable to attend; or
 - (f) ceases to be a Full Member.

9. Filling casual vacancies

- 9.1 The Executive Committee may appoint a Member who is eligible under rule 27(4) to fill a position on the Executive Committee that:
 - (a) has become vacant; or
 - (b) was not filled by election at the most recent Annual General Meeting.
- 9.2 If the position of Secretary becomes vacant, the Executive Committee must appoint a Member who is eligible to fill the position within 14 days after the vacancy arises.
- 9.3 Subject to the requirement for a quorum, the Executive Committee may continue to act despite any vacancy in its membership.
- 9.4 If there are fewer Executive Committee Members than required for a quorum, the Executive Committee may act only for the purpose of:
 - (a) appointing Executive Committee Members under this rule; or
 - (b) convening a General Meeting.

10. State or Territory Branches

- 10.1 Members are divided into Branches, each Branch representing one or more of the six Australian States, the Northern Territory and the Australian Capital Territory.
- 10.2 The Executive Committee may, from time to time:
 - (a) vary (by increase or decrease) the areas represented by the existing Branches; and
 - (b) establish additional Branches to represent other areas, including any area no longer represented.
- 10.3 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):

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- (a) the constitution of each Branch Committee and the processes for the annual election of its members;
 - (b) the procedures for the conduct of business and meetings of the Branch Committees;
 - (c) the powers of the Executive Committee which will be delegated to the Branch Committees; and
 - (d) the Executive Committee's requirements for the Branch Committee to:
 - (i) keep financial and other records; and
 - (ii) report to the Executive Committee.

11. Committees

- 11.1 The Executive Committee may appoint committees as required and determine the rules that will apply to the conduct of such committees.
- 11.2 Committees so appointed have the duties and powers as may from time to time be delegated to them by the Executive Committee.
- 11.3 The Executive Committee has the power to appoint and remove members of the Committee so appointed.
- 11.4 Each committee is required to appoint a chairperson. In the absence of the chairperson, the President of the Executive Committee, or in his/her absence, the Vice President can be appointed as chairperson at a meeting of the committee.
- 11.5 The quorum of a Committee is 30% of that committee or as may otherwise be determined by the Executive Committee.
- 11.6 Questions arising at any meeting of a Committee are to be decided by simple majority of votes and in the case of an equality of votes the Chairperson of the Committee has a second or casting vote in addition to their deliberative vote.
- 11.7 Committees must minute the proceedings of all meetings as required by rule 26.1 and a copy of the minutes is to be sent to the Executive Committee.

MEMBERS

12. Membership of the AASTN

- 12.1 Membership of the AASTN is open to persons who meet the criteria for eligibility in accordance with this Constitution and agree to abide by the Constitution and By-Laws.

13. Eligibility for membership

- 13.1 Any person who supports the objects or purposes of the AASTN is eligible to apply to become a Member.

13.2 An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

14. Applying for membership

14.1 A person who wants to become a Member must apply in writing to the AASTN.

14.2 The application must include a Full Member's nomination of the applicant for membership.

14.3 The application must be signed by the applicant and the Full Member nominating the applicant.

14.4 The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

15. Dealing with membership applications

15.1 The Executive Committee must consider each application for membership of the AASTN and decide whether to accept or reject the application.

15.2 Subject to rule 15.3 the Executive Committee must consider applications in the order in which they are received by the AASTN.

15.3 The Executive Committee may delay its consideration of an application if it considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

15.4 The Executive Committee must not accept an application unless the applicant:

(a) is eligible under rule 4; and

(b) has applied under rule 5.

15.5 The Executive Committee may reject an application even if the applicant:

(a) is eligible under rule 4; and

(b) has applied under rule 5.

15.6 The Executive Committee must notify the applicant of its decision to accept or reject the application as soon as practicable after making the decision.

15.7 If the Executive Committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

15.8 An applicant for membership of the AASTN becomes a Member when:

(a) the Executive Committee accepts the application; and

(b) the applicant pays any membership fees payable to the AASTN under rule 12.

16. Classes of Membership

16.1 Membership of the AASTN consists of the following classes:

- (a) Full Members;
- (b) Associate Members;
- (c) Commercial Members;
- (d) Life Members; and
- (e) Honorary Members.

16.2 A Full Member:

- (a) must be a qualified Stomal Therapy Nurse;
- (b) must be registered with APHRA to practice nursing in Australia;
- (c) is entitled to exercise a vote at any General Meeting of the AASTN and take part in the conduct and business affairs of the AASTN;
- (d) is entitled to one vote at a General Meeting, except during any period in which that Member is in financial arrears; and
- (e) is entitled to wear the badge of the AASTN.

16.3 An Associate Member:

- (a) is a medical, nursing or allied health professional who has an interest in Stomal Therapy; and
- (b) is not entitled to vote at General Meetings of the AASTN or take part in the conduct of the business affairs of the AASTN.

16.4 A Commercial Member:

- (a) is 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; and
- (b) is not entitled to vote at General Meetings of the AASTN or take part in the conduct of the business and affairs of the AASTN

16.5 A Life Member:

- (a) is a person who has been a Full Member and is awarded life membership in recognition of conspicuous contribution to and eminence in the field of Stomal Therapy;

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- (b) is entitled to exercise a vote at any General Meeting of the AASTN and take part in the conduct and business affairs of the AASTN; and
 - (c) is eligible to be a member of the Branch Committee of the State or Territory in which the person is resident.

16.6 An Honorary Member:

- (a) is a person who has rendered valuable services to the AASTN and has been awarded honorary membership in recognition of conspicuous contribution to Stomal Therapy; and
- (b) is entitled to attend all General Meetings of the AASTN and functions organised by the AASTN but is not permitted to vote or hold any office.

17. Annual Subscription

- 17.1 Subject to rule 17.3, Members must each pay to the AASTN by the last day of December in each Year an annual Membership fee in respect of the forthcoming Year.
- 17.2 The amount of the membership fee payable is determined by the Executive Committee and approved by the Members at the General Meeting.
- 17.3 No annual subscription is payable by a Life or Honorary Member.
- 17.4 Membership ceases automatically if the annual subscription is in arrears by more than 60 days.
- 17.5 Any Member who wishes to re-join the AASTN after the cessation of their membership will be required to pay any applicable re-joining fee, as determined by the Executive Committee from time to time.

18. Member's Liability

- 18.1 The liability of a Member of the AASTN to contribute towards the payment of the debts and liabilities of the AASTN or the costs, charges and expenses of the winding up of the AASTN is limited to the amount, if any, unpaid by the Member in respect of membership of the AASTN.

19. Register of Members

- 19.1 The Secretary, or another person authorised by the Executive Committee, is responsible for the requirements imposed on the AASTN under section 53 of the Act to maintain the Register of Members and record in that register any change in the membership of the AASTN.
- 19.2 In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each Member belongs and the date on which each member becomes a Member.

19.3 The Register of Members must be kept at the secretary's place of residence, or at another place determined by the committee.

19.4 A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.

19.5 If:

(a) a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the AASTN.

20. Elections

20.1 The Executive of the AASTN is to be elected in accordance with this rule.

20.2 Each member of the Executive so elected is to hold office for a period not exceeding 2 years.

20.3 The Executive Committee may, from time to time, develop and implement policies and procedures for the nomination and, subject to this rule, election of the Executive to promote the representation of each State and Territory on the Executive Committee.

20.4 At every Annual General Meeting of the AASTN, those that have held office for two years must retire from office. A retiring member of the Executive Committee is eligible for re-election whether to the office previously held or to another office of the executive.

20.5 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 rule.

20.6 The Returning Officer must call for nominations for election to the Executive at least 75 days prior to the Annual General Meeting.

20.7 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;

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- (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.
- 20.8 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 on the ballot paper. The Returning Officer must not include any statements, which are abusive or defamatory.
- 20.9 The order in which candidates are listed on the ballot paper must be determined by lot.
- 20.10 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.
- 20.11 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.
- 20.12 The Returning Officer must count the votes and report the results to the Annual General Meeting.
- 20.13 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 rule 20.8 a document containing:
- (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 statement 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.
- 20.14 If:
- (a) no further nominations are received at the Annual General Meeting in respect of any office to which rule 20.3 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 rule 20.3 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 rule 9 will apply in respect of that vacancy.

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

20.16 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 rule.

21. Custody of Books and Documents

21.1 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.

21.2 The Treasurer of the AASTN must ensure that:

- (a) correct books and accounts are kept showing the financial affairs of the AASTN including full details of all receipts and expenditures connected with the activities of the AASTN; and
- (b) the Public Officer is provided with a record of the AASTN annual financial statement within three weeks of the Annual General Meeting, along with a certificate of currency of the insurance required by this rule.

GENERAL MEETINGS

22. Annual General Meeting

- 22.1 The Annual General Meeting of the AASTN is to be held within 6 months after the end of the AASTN's financial year at such place as the Executive Committee determines.
- 22.2 The ordinary business of the Annual General Meeting will be to deal with:
- (a) the 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 AASTN;
 - (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.
- 22.3 Any other business of which notice has been given in accordance with these rules may be conducted at the Annual General Meeting.

23. Special General Meetings

- 23.1 A Special General Meeting may be convened by the Executive Committee when so required by a requisition signed by not less than 10 Members of the AASTN who are entitled to attend and vote at the meeting.
- 23.2 A requisition to convene a Special 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 Special 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 Special General Meeting.
- 23.3 The Executive Committee must, within 35 days after the date on which the requisition to convene a Special General Meeting was received at the registered office of the AASTN, appoint a place, date and time for holding the Special General Meeting.

23.4 If the Executive Committee fails to comply with the provisions of rule 23.3, the requisitioning Members may cause the Secretary of the AASTN to convene a Special General Meeting.

24. Proceedings at all General Meetings of the AASTN

24.1 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.

24.2 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 at such adjourned meeting a quorum is not present, the Members who are present will constitute a quorum.

24.3 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 within 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.

24.4 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.

24.5 Upon any General Meeting of the AASTN being adjourned in accordance with rule 24.4, notice of the adjourned meeting is to be given to all eligible 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.

24.6 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.

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- 24.7 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.
- 24.8 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.
- 24.9 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.
- 24.10 In all cases where a postal referendum is demanded in accordance with the provisions of rule 24.9, 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 AASTN 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.
- 24.11 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.
- 24.12 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.
- 24.13 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.
- 24.14 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.
- 24.15 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.
- 24.16 A member who participates in a general meeting as allowed under rule 24.15 is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

25. Notice of General Meeting

25.1 The Secretary must give to each Member:

- (a) at least 21 days' notice of a General Meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a General Meeting in any other case.

25.2 The notice must:

- (a) specify the date, time and place of the meeting;
- (b) indicate the general nature of each item of business to be considered at the meeting;
- (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the committee; and
- (d) if a Special Resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a Special Resolution.

26. Minutes of meetings

26.1 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.

26.2 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.

26.3 When the minutes have been entered and signed as correct under rule 26.2, 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.

26.4 The Executive Committee must arrange for the safe custody of records, books, documents and securities pertaining to the business of the AASTN and make them available for inspection by Members on written request.

27. Postal Referendum

- 27.1 A postal referendum of Members demanded in accordance with rule 24.9 is to be conducted:
- (a) as a secret referendum;
 - (b) in the manner set out in this rule 27; and
 - (c) otherwise as the Executive Committee from time to time determines.
- 27.2 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.
- 27.3 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.
- 27.4 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 rule 24.10;
 - (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 AASTN in order to be counted.
- 27.5 Completed voting papers must be returned for counting to the AASTN'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.
- 27.6 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:
- (a) all such assistance from the officials of the AASTN as the scrutineers may require; and

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- (b) a list of all Members including details of annual subscriptions, which are due and payable and unpaid.
- 27.7 The scrutineers appointed in accordance with rule 27.6 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 AASTN in such manner as the President deems most appropriate in each case.
- 27.8 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.
- 28. Proxy Votes**
- 28.1 A Member who is entitled to attend and vote at any General Meeting of the AASTN may do so in person or by proxy.
- 28.2 An appointment of a proxy must be made by the Member in writing in the form attached at Schedule 1 or similar format as determined from time to time by the Executive Committee.
- 28.3 Notice of a general meeting given to a Member must:
- (a) state that the Member may appoint an individual who is a Full Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Executive Committee has approved for the appointment of a proxy.
- 28.4 The appointed proxy must be a Full Member or Life Member of the AASTN.
- 28.5 The proxy form must be deposited at the headquarters of the AASTN 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.
- 29. By-Laws and Code of Ethics**
- 29.1 The AASTN may, by resolution at a General Meeting, make, amend or revoke By-Laws.
- 29.2 By-Laws may:
- (a) provide for the rights and obligations that apply to any classes of membership approved under this Constitution;
 - (b) impose restrictions on the Executive Committee's powers, including the power to dispose of the AASTN's assets;

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- (c) impose requirements relating to the financial reporting and financial accountability of the AASTN and the auditing of the AASTN's accounts; and
 - (d) provide for any other matter the AASTN considers necessary or convenient to be dealt with in the By-Laws.
- 29.3 A By-Law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 29.4 Without limiting subrule (3), a By-Law made for the purposes of subrule (2)(c) may only impose requirements on the AASTN that are additional to, and do not restrict, a requirement imposed on the AASTN under Part 5 of the Act.
- 29.5 At the request of a Member, the AASTN must make a copy of the By-Laws available for inspection by the Member.

30. Accounts

- 30.1 The funds of the AASTN may be derived from:
- (a) annual subscriptions of Members;
 - (b) journal subscriptions;
 - (c) donations; and
 - (d) subject to any resolution passed by the AASTN in General Meeting, such other sources as the Executive Committee determines.
- 30.2 All money received by the AASTN is to be deposited into the AASTN bank account as soon as is practicable.
- 30.3 The AASTN must, as soon as is practicable after receiving any money, issue an appropriate receipt.
- 30.4 The Executive Committee must cause proper accounts to be kept of the income, expenditure, property, assets and liabilities of the AASTN.
- 30.5 All cheques drawn on the funds of the AASTN 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.
- 30.6 The Executive Committee may authorise the treasurer to expend funds electronically on behalf of the AASTN up to a specified limit without requiring approval from the committee for each item on which the funds are expended.

31. Financial statements and financial reports

- 31.1 For each financial year, the Executive Committee must ensure that the requirements imposed on the AASTN under Part 5 of the Act relating to the financial statements or financial report of the AASTN are met.

31.2 Without limiting rule 31.1, those requirements include:

- (a) if the AASTN is a tier 1 association, the preparation of the financial statements;
- (b) if the AASTN is a tier 2 association or tier 3 association, the preparation of the financial report;
- (c) if required, the review or auditing of the financial statements or financial report, as applicable;
- (d) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
- (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or audit.

32. Audit

32.1 There must be an Auditor of the accounts of the AASTN who must be a registered Accountant and who may be a Member of the AASTN but must not be a member of the Executive Committee.

32.2 The Auditor of the AASTN:

- (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.

32.3 A retiring Auditor is eligible for re-appointment.

32.4 If a casual vacancy occurs in the office of Auditor by reason of death, resignation, 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 AASTN.

33. Property of the AASTN and Trustees

33.1 The Executive Committee may appoint any person or persons to act as a Trustee or Trustees of any property of the AASTN, which cannot be conveniently vested in the AASTN itself.

33.2 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 AASTN for any specific purpose or benefit of the AASTN. 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 AASTN.

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- 33.3 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 AASTN.
- 33.4 The property and income of the AASTN are to be applied solely towards the promotion of the objects or purposes of the AASTN 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.
- 33.5 The AASTN must publish an AASTN Journal, which will be under the control of the Editor.
- 33.6 A copy of each edition of the AASTN Journal is to be distributed to each Member at no charge.
- 33.7 The Editor is to determine the frequency of publication, content, format and editorial policy of the AASTN Journal subject always at the direction of the Executive Committee and the AASTN in a General Meeting.

34. Notices

- 34.1 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 either the postal or email 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 AASTN, a copy of which is sent by post to the address of the Member as set out in the Register of Members.

35. Disciplinary Powers

- 35.1 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, the By-Laws or the AASTN's Code of Ethics; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the AASTN.
- 35.2 If the Executive Committee reasonably determines that the allegations contained in a complaint would, if proved:
- (a) constitute a breach of this Constitution or the By-Laws and Code of Ethics of the AASTN; or

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- (b) be prejudicial to the AASTN; and
 - (c) are not frivolous or vexatious, then the Executive Committee must:
 - (i) 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:
 - (A) make submissions to the Executive Committee in connection with the complaint; and
 - (B) if desired by the Member, appear before the Executive Committee in person; and
 - (ii) take into consideration any submissions made by the Member in connection with the complaint.
- 35.3 If following any appearance being made or submissions being furnished in accordance with this rule, 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 AASTN for a period not exceeding one year; or
 - (c) expel the Member from the AASTN.
- 35.4 If the Executive Committee resolves to take any action permitted under this rule, 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.
- 35.5 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 AASTN confirms the resolution under rule 35.10,
- whichever is the later.
- 35.6 A Member may appeal to the AASTN in a General Meeting against a resolution of the Executive Committee under rule 35.3 within 14 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 35.7 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.

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- 35.8 On receipt of a notice from a Member under rule 35.6, the Secretary must notify the Executive Committee, which is to convene a General Meeting of the AASTN to be held within 42 days after the date on which the Secretary received the appeal notice.
- 35.9 At a General Meeting convened under rule 35.8:
- (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.
- 35.10 If at the General Meeting the AASTN passes a Special Resolution in favour of the confirmation of the Executive Committee's resolution, the Executive Committee's resolution is confirmed.

36. Consequences of suspension

- 36.1 During the period a Member's membership is suspended, the Member:
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the AASTN.
- 36.2 When a Member's membership is suspended, the Secretary must record in the Register of Members:
- (a) that the Member's membership is suspended;
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- 36.3 When the period of the suspension ends, the Secretary must record in the Register of Members that the Member's membership is no longer suspended.

37. Dissolution of the AASTN and Distribution of Surplus Property

- 37.1 The AASTN may be dissolved or become a member of or merge with any other association or organisation only by Special Resolution of the AASTN.
- 37.2 The General Meeting may stipulate terms and conditions of such dissolution, membership or merger as the case may be.
- 37.3 Subject to the Act, if, upon the dissolution or merger of the AASTN, 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 AASTN any surplus property whatsoever the surplus property:

- (a) is not be paid to or distributed among the Members of the AASTN; but
- (b) must be given or transferred to another incorporated association, organisation or institution having objects similar to those of the AASTN and whose rules and regulations and constitution prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the AASTN by this Constitution.

37.4 In this rule **surplus property**, in relation to the AASTN, means property remaining after satisfaction of:

- (a) the debts and liabilities of the AASTN; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the AASTN,

but does not include books relating to the management of the AASTN.

38. Amendment to Constitution

38.1 The Constitution may be amended or rescinded only by Special Resolution of the AASTN and by otherwise complying with the Act.

39. Common Seal

39.1 The AASTN may execute a document without using a common seal if the document is signed by:

- (a) two (2) Executive Committee Members; or
- (b) one (1) Executive Committee Member and a person authorised by the Executive Committee.

39.2 If the AASTN has a common seal:

- (a) the name of the AASTN must appear in legible characters on the common seal; and
- (b) a document may only be sealed with the common seal by the authority of the Executive Committee and in the presence of:
 - (i) two (2) Executive Committee Members; or
 - (ii) one (1) Executive Committee member and a person authorised by the Executive Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

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- 39.3 The Secretary must make a written record of each use of the common seal.
- 39.4 The common seal of the AASTN is to be kept in the custody of the Secretary or of such other person as the Executive Committee from time to time decides.

Schedule 1 – Proxy Form

I,of

being a Member of the AASTN hereby appoint:

.....(name of proxy)

.....(address of proxy)

as my proxy to vote for me and on my behalf at the (Annual General/or Special General (as the case may be) Meeting of the Company to be held on:

.....(date of meeting) and at any adjournment thereof.

.....

Signature

Dated:

Unless otherwise instructed in this form, the proxy may vote as he or she thinks fit.

This instrument appointing a proxy confers authority to demand or join in demanding a poll.