

Constitution

New South Wales Operating Theatre Association Incorporated.



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Part 1 – Preliminary

1. Title

The name of the organisation is NEW SOUTH WALES OPERATING THEATRE ASSOCIATION INCORPORATED. It comprises of nurses who are registered (Registered Nurse/Division 1, Enrolled Nurse/ Division 2, Nurse Practitioner) with the Australian Health Practitioner Regulation Agency (AHPRA) and engaged in or interested in perioperative nursing.

NSW OTA is operating as a “not for profit” organisation.

2. Definitions

1. In this constitution:

ACORN means the Australian College of Perioperative Nurses

ACORN director means the committee member who represents the New South Wales Operating Theatre Association Inc on the ACORN board.

APHRA means Australian Health Practitioner Regulation Agency

Association means the New South Wales Operating Theatre Association Incorporated.

Associate member is a person who is granted membership of the Association pursuant to Clause 6.

Executive Committee means the persons elected by the members of the Association pursuant to Clause 18.

Executive Committee member means a member of the committee who is not an office-bearer of the Association as outlined in Clause 18.

Director-General means the Director-General of the NSW Department of Finance and Services.

Full member is a person who is granted membership of the Association pursuant to Clause 6.

Life member is a person granted membership of the Association pursuant to Clause 6.

Member means a full member, associate member, retired member, and life member unless otherwise indicated.

Natural person means a real human being, as opposed to a legal person, which may be a business entity or government organisation.

Office Bearers means those persons holding the offices outlined in Clause 19.

Perioperative nurse is a person involved, directly or indirectly, in the provision of care to perioperative patients.

Retired member is a person granted membership of the Association pursuant to Clause 6.

Secretary means:

- a) the person holding office under this constitution as Secretary of the Association, or
- b) if no such person holds that office - the Public Officer of the Association.

Sub-committee means those Committees established by the Association's Executive Committee at its discretion, or at the request of a General Meeting of members, to perform specific tasks and functions.

Subscription fee means the subscription fee to be paid by each member to the Association pursuant to Clause 12.

Zone Committee means the persons elected by the members of the Association pursuant to Clause 30.

The Regulation means the Associations Incorporation Regulation 2016

In this constitution:

- a) a reference to a function includes a reference to a power, authority and duty, and
 - b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
2. The provisions of the Interpretation NSW Act 1987 (no. 15) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Mission and objects

3. *Mission statement*

Leading Perioperative Nurses to achieve excellence in patient care.

4. *Objects*

The objects for which the Association is established is to:

1. Promote and provide perioperative nursing professional development opportunities for the advancement of the health and welfare of the community
2. Disseminate perioperative nursing innovations, advancements, and best practice
3. Assist in the establishment of standards of care for perioperative nursing in the community
4. Support research and promote evidence-based perioperative nursing practice for the advancement of the health and wellbeing of the community
5. Facilitate communication and networking between perioperative nurses across state, national and international nursing bodies
6. Collaborate with, and provide expert advice to, government, industry and regulatory bodies to advance the health and wellbeing of the community
7. Encourage the highest quality of perioperative care for the community
8. Advocate professional issues for perioperative nurses
9. Promote perioperative nursing as a career choice.
10. Pursue other charitable objects that are ancillary or incidental to any of the above.

Part 3 - Membership

5. *Membership generally*

1. A person is eligible to be a member of the Association if:
 - a) the person is a natural person, and
 - b) the person has been approved for membership of the Association in accordance with Clause 7.

6. Classes of membership

1. There are 4 classes of membership:
 - a) full member, being a Registered Nurse (Div 1), Enrolled Nurse (Div 2), Nurse Practitioner, involved in perioperative nursing in New South Wales or the Australian Capital Territory, and
 - b) life member, being a full or retired member who has made a significant contribution to perioperative nursing as determined by the Executive Committee, and
 - c) retired member, being a full member who has retired, or partially retired, from perioperative nursing, and
 - d) associate member, being a Registered Nurse (Div 1) , Enrolled Nurse (Div 2) or Nurse Practitioner, not involved in perioperative nursing, or, nursing outside New South Wales/ Australian Capital Territory, or is a nursing student.

7. Application for membership

1. An application for membership of the Association:
 - a) May be lodged in hardcopy or electronically
 - b) Must be lodged with the NSW OTA secretary, or their delegate.
2. As soon as practicable after receiving an application for membership, the secretary must refer the application to the Executive committee who will determine whether to approve or to reject the nomination.
3. As soon as practicable after the Executive Committee makes that determination, the secretary must:
 - a) notify the nominee, in writing, that the Executive Committee approved or rejected the application (whichever is applicable), and
 - b) if the Executive Committee rejects the application, return the applicants full subscription fee.
4. After approval by the Executive Committee as referred to in subclause (2), the Secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

8. Cessation of membership

1. A person ceases to be a member of the Association if the person:
 - a) fails to pay the membership fee under Clause 12 within 6 weeks of it being due, or
 - b) resigns membership, or
 - c) is expelled from the Association, or
 - d) pass away

9. Membership entitlements not transferable

1. A right, privilege or obligation which a person has by reason of being a member of the Association:
 - a) is not capable of being transferred or transmitted to another person, and
 - b) terminates on cessation of the person's membership.

10. Resignation of membership

1. A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least 4 weeks (or such other period as the Executive Committee may determine) of the member's intention to resign and, or on the expiration of the period of notice, the member ceases to be a member.
2. If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Register of members

1. The Public Officer of the Association, or their delegate, must establish and maintain a register of members of the Association, specifying their name, a current postal and email address of each member, together with the date on which the person became a member. The register may be kept electronically, and must be able to be produced in hardcopy if required.
2. The register of members must be kept:
 - a) at the main premises of the Association, or

- b) if the Association has no premises, at the Association's official address.
- 3. The register of members may be held electronically
- 4. The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 5. A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 6. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 7. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 8. The Public Officer, or delegate, shall notify the ACORN Secretariat of changes to the membership register quarterly.

12. Fees and subscriptions

- 1. A member of the Association must, on application for membership, pay the membership subscription as determined by the Executive Committee.
- 2. The subscription fee for retired members shall be 50% of the full annual member's subscription fee.
- 3. Life members shall be exempt from the annual membership subscription fee.

13. Members' liabilities

- 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 Clause 12.

14. *Disciplining of members*

1. A complaint may be made to the Executive Committee by any person that is a member of the Association:
 - a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the Association.
2. The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial, vindictive or vexatious in nature.
3. If the Executive Committee decides to deal with the complaint, the Executive Committee:
 - a) must cause notice of the complaint to be served on the member concerned, and
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
4. 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 and the expulsion or suspension is warranted in the circumstances.
5. If the Executive Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Clause 15.
6. The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 15, whichever is the later.

15. *Right of appeal*

1. A member may appeal to the Association at a General Meeting against a resolution of the Executive Committee under Clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under subclause (1), the Secretary must notify the Executive Committee which is to convene a General Meeting to be held within 28 days after the date on which the Secretary received the notice.
4. At a General Meeting convened under subclause (3):
 - a) no business other than the question of the appeal is to be transacted, and
 - 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 are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. The appeal is to be determined by a simple majority of votes cast by members of the Association.

16. *Resolution of disputes*

1. A formal dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the NSW Community Justice Centres Act 1983(no. 127).
2. If a dispute is not resolved by mediation within 12 weeks of the referral to a community justice centre, the dispute is to be referred to arbitration.
3. The Commercial NSW Arbitration Act 2010 applies to any such dispute referred to arbitration.

Part 4 - Committees

17. *Powers of the Executive Committee*

1. Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in General Meetings, the Executive Committee:

- a) is to control and manage the affairs of the Association, and
- b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a General Meeting of members, and
- c) 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.

18. Election of Executive Committee members

1. The Executive Committee shall consist of not less than four and not greater than twenty members, each of whom is to be elected at an Annual General Meeting.
2. Nominations of candidates for election as Executive Committee members:
 - a) must be made in writing including by electronic means, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - b) must be delivered to the Secretary at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
3. If insufficient nominations are received 7 days prior to the Annual General Meeting to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
4. If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
7. The ballot for the election of 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.

8. A person nominated as a candidate for election as an Executive Committee member of the Association must be a full member of the Association or a life member who is not retired from perioperative nursing.
9. Each member of the Executive Committee shall serve a term of no more than two years.
10. Executive Committee members are eligible for re-election on completion of each two year term.

19. *Election of office-bearers*

1. The office-bearers of the Association are as follows:
 - a) President
 - b) Vice President,
 - c) Secretary,
 - d) Treasurer,
 - e) ACORN Director,
2. The Vice President, Secretary, ACORN Director and Treasurer shall be elected by the Executive Committee from among the Executive Committee members.-
3. On completion of their term in office, the Vice President will progress to the office of President
4. An Executive Committee member may hold up to 2 offices at any one time, except the positions of President and Vice President
5. Nominations of candidates for election as office bearers:
 - a) must be made in writing including by electronic means, signed by 2 members of the Executive Committee and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
 - b) must be delivered to the Secretary at least 7 days before the date fixed for the election.
6. Nomination/s must be received for an office bearer position 7 days prior to the date fixed for the election. The nominee/s will then be required to present to the executive committee how they meet the minimum requirements of the nominated position. A secret ballot will be then taken to determine if the nominee fulfils the requirements of the position.

7. If the office bearer position remains vacant the current executive committee will then determine the management of the casual vacancy.
8. The ballot for the election of office-bearers is to be conducted in the usual and proper manner as the Executive Committee may direct.
9. Each office bearer shall hold their office for no more than two years.
10. Office bearers are eligible for re-election on completion of their term in office.

20. President

1. It is the duty of the president to:
 - a) serve as the official representative of the Association, and
 - b) preside at all meetings of the Association.

21. Vice President

1. It is the duty of the vice president to fulfil the duties of the president should they be unable or unwilling to act.

22. Secretary

1. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her current postal address.
2. It is the duty of the Secretary to ensure minutes are kept of:
 - a) all appointments of office-bearers and members of the Executive Committee, and
 - b) the names of members of the committee present at an Executive Committee meeting or a General Meeting, and
 - c) all proceedings at Executive Committee meetings and General Meetings.
3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting. The chairperson can sign the minutes of meeting proceedings electronically
4. Minutes must be kept in written or electronic form

23. Treasurer

1. It is the duty of the Treasurer of the Association to ensure:

- a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association, and
- c) that the annual accounts of the Association are presented at each Annual General Meeting.

24. ACORN Director

- 1. It is the duty of the ACORN Director to;
 - a) attend ACORN board meetings to represent the views of the Association,
 - b) actively participate in the business and management of ACORN.

25. Casual vacancies

- 1. A casual vacancy in the office of a member of the Executive Committee occurs if the member:
 - a) dies, or
 - b) ceases to be a member of the Association, or
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under Clause 26, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the Executive Committee from 4 committee meetings in any 12 month period, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 12 weeks, or
 - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

2. 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 this constitution, until the conclusion of the next annual general meeting following the date of the appointment.

26. *Removal of Executive Committee members*

1. The Association, in a General Meeting, may, by resolution, remove any member of the Executive Committee before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the Executive Committee, to whom a proposed resolution referred to in subclause (1) relates, makes representations in writing to the secretary or president and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the General Meeting at which the resolution is considered.

27. *Executive Committee meetings and quorum*

1. The Executive Committee must meet at least 6 times in each 12 month period at such place and time as the committee may determine.
2. Executive Committee meetings can be held at more than one venue using technology approved by the Executive Committee.
3. Executive Committee members attending meetings using technology have the same rights as members who are physically present at the Executive Committee meetings main venue.
4. Additional meetings of the Executive Committee may be convened by the president or by any member of the Executive Committee.
5. Written notice of an Executive Committee meeting must be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
6. Notice of a meeting given under subclause (3) must specify the nature of the business to be transacted at the meeting and no business other than that

business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.

7. One half of the total number of Executive Committee members shall constitute a quorum for the transaction of the business of a meeting of the Executive committee.
8. 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 and rescheduled to a place and time determined by the Executive Committee.
9. 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.
10. At a meeting of the Executive Committee:
 - a) the President or, in the President's absence, the Vice President is to preside, or
 - b) if the President and the Vice President are absent or unwilling to act, one of the remaining members of the committee will be chosen by the committee members present at the meeting to preside.

28. *Voting and decisions*

1. Questions arising at a meeting of the Executive Committee or of any sub-committee are to be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.
2. Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to Clause 27 (5), the Executive Committee may act despite any vacancy on the Executive Committee.
4. 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.

5. Electronic ballots can be conducted to determine any issue or proposal as decided by the Executive Committee

29. *Delegation by the Executive Committee to a sub-committee*

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 deems appropriate) the exercise of such functions of the Executive Committee as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
2. A function, the exercise of which has been delegated to a sub-committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this Clause, the committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
6. The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
7. A sub-committee may meet and adjourn as it deems appropriate.

30. *Zone committees*

1. The Association shall be divided into a number of zones, being the Sydney metropolitan area and such regional zones as are determined by the Executive Committee.
2. Each zone shall have a Zone committee which shall be composed of a Chairperson and a Secretary/ Treasurer and may be supported by ordinary committee members.

3. The Zone Committee shall be elected by the members of that zone, at a zone Annual General Meeting, for a period of not more than 2 years.
4. Zone committee members are eligible for re-election on completion of their term in office.
5. The Zone committee shall:
 - a) manage the day to day affairs of the zone and carry out other duties as delegated by the Zone or Executive Committees, and
 - b) conduct the affairs of the zone in accordance with the Rules and administrative instructions of the Executive Committee of the Association, and
 - c) advise the Executive Committee of any matters that concern the interests of the Association, and
 - d) submit any statement, document or proposal affecting the Association's policy to the Executive Committee, and
 - e) prepare and submit financial records and statements in accordance with relevant Statutes and/or at the direction of the Treasurer. and
 - f) have the power to co-opt where necessary the services of any person for a special purpose, and
 - g) appoint and instruct sub-committees as may be required, and
 - h) hold at least 2 General Meetings per year with 1 being the Annual General Meeting.

Part 5 - General meetings

31. Annual General Meetings - holding of

1. The Association must hold its Annual General Meetings:
 - a) within 6 months after the close of the Association's financial year, or
 - b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

32. Annual General Meetings - calling of and business at

1. The Annual General Meeting is, subject to the Act and to Clause 31, to be convened on such a date and at such a place and time as the Executive Committee or Zone Committee deems fit.

2. An Annual General Meeting must be specified as such in the notice convening it.
3. The minimum business of an Annual General Meeting is to include the following:
 - a) confirmation of the minutes of the last preceding Annual General Meeting and of any preceding General or special General Meeting, and
 - b) receipt of reports from the Executive or Zone Committee on the activities of the Association during the last preceding financial year, and
 - c) election of committee members, and
 - d) receipt and consideration of any financial statement or report required to be submitted to members under the Act.

33. *Special General Meetings - calling of*

1. The Executive or Zone committee may, whenever it deems fit, convene a Special General Meeting.
2. The Executive or Zone Committee must, on the requisition in writing or electronic form of at least 5 per cent of the total number of members, convene a Special General Meeting of the Association.
3. These meetings can be held at 2 or more venues using technology approved by the committee
4. A requisition of members for a Special General Meeting:
 - a) must state the purpose(s) of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) may consist of several documents in a similar form, each signed by one or more of the members making the requisition, and
 - d) must be lodged with the Secretary.
5. If the committee fails to convene a Special General Meeting to be held within 4 weeks after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 12 weeks after that date.
6. A Special General Meeting convened by a member or members as referred to in subclause (2) must be convened as early as is practicable in the same manner as General Meetings are convened by the committee.

34. Special General Meetings and / or General Meetings – Notice of

1. Except 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 14 days before the date fixed for the holding of the Special General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a Special General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the Special General Meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening the Special or General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 32 (3).
4. A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.
5. A resolution put to a vote at a General Meeting being held using technology can be decided using a suitable method that has been agreed to by the committee.

35. Special General Meetings and/or General Meetings - Service of notices

1. A notice may be served on or given to a person:
 - a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the current postal address of the person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
2. A notice is taken, unless the contrary is proved, to have been given or served:

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

36. *General Meetings - Quorum*

1. No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
2. Twenty five present (being members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved, and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

37. *Meetings - Presiding member*

1. The President or, in the President's absence, the Vice President, is to preside as Chairperson at each General Meeting of the Association.
2. If the President and the Vice President are absent or unwilling to act, one of the remaining members of the Executive Committee will be chosen by the Executive Committee members present at the meeting to preside.

38. *Meetings - Adjournment*

1. The chairperson of a Special or General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn

the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

2. If a Special General Meeting is adjourned for 14 days or more, the secretary must give written notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in subclauses (1) and (2), notice of an adjournment of a Special General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

39. Meetings - Making of decisions

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

40. Meetings - Special resolutions

1. A special resolution is required to:
 - a) alter, repeal, add to or amend the constitution or Association name, or
 - b) voluntarily wind up the Association.
2. A resolution is passed as a "special resolution":
 - a) at a Special Meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held,
or

- b) in a postal/electronic ballot conducted by the Association, or
 - c) in such other manner as the Director-General may direct, and
 - d) it is supported by at least a two-thirds majority of the votes cast by voting members of the association present.
3. A notice referred to in subclause (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
 4. An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or their delegate.

41. Meetings - Voting

1. On any business arising at a Special or General meeting any full or life member of the Association has one vote only.
2. Associate members and retired members are not entitled to vote.
3. In the case of an equality of votes on any business at a Special General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
4. A member is not entitled to vote at any Special or General Meeting unless all money due and payable by the member to the Association has been paid.

42. Meetings -Proxy votes

1. A member may vote in person, or by proxy, or by attorney, and on a show of hands every person present who is a member, or a representative of a member, shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
2. The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of the appointer's attorney duly authorised in writing.
3. A proxy may, but need not be, a member of the Association.
4. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
5. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form (Appendix 1) or a form as near thereto as circumstances permit.

The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote

43. Meetings - Postal or electronic ballots

1. The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under Clause 15).
2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

44. Winding up of the Association

1. If, on the winding-up or dissolution of the company any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to 1 or more funds, authorities or institutions:
 - (a) which has objects similar to the objects of the company and which is charitable at law: and
 - (b) whose constitution documents prohibit distributions or payments to its members and executive(if any) to an extent at least as great as is outlined in section 46 clauses 1 and 2.
2. the identity of the funds, authorities or institutions referred to in clause 1 section 42 must be determined by the executives but,
 - (a) if the Executive Committee do not wish to determine or do not so determine before the commencement of the winding up or dissolution, they must be determined by the members of the company by ordinary resolution within 14 days by the commencement of the winding up or dissolutionor
 - (b) if the members cannot or do not so determine, the Supreme court of the NSW may make the decision.

Part 6 - Finances

45. Insurance

1. The Association will effect and maintain insurance.

46. Funds - source

1. All funds received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
2. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
3. The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

47. Funds - management

1. The funds of the Association are to be derived from the members subscriptions, donations and, subject to any resolution passed by the Association in a Special General Meeting, such other sources as the Executive Committee determines
2. No part of the Associations income or property may be paid, transferred or distributed, directly or indirectly by way of dividend bonus or other profit distribution to any Executive or Zone Committee Member or former executive or to any member or former member or to any person claiming through any member or formal member,
3. No Director's fee or other remuneration may be paid to any Executive or Zone Committee Member. All other payments to an Executive or Zone Committee must be bona fide and approved by the Executive or Zone Committee, including payments,

(3.1) for services rendered to the company by a executive, a company of which an executive is a Director or employee or a firm of which an executives partner in a professional or technical capacity (other than auditor) or as an employee other than in the capacity as an executive where the:

(a) provision of the service has the approval of the executives:
and

(b) amount payable is not more than an amount which would be commercially reasonable payment for the service.

4. This clause 47 does not prohibit indemnification of or payment of premiums on contracts of insurance for any executives or former executive to the extent permitted by law and the Constitution.

48. *Custody of books*

Except as otherwise provided by this constitution, the Public Officer must keep under his or her control all records, books and other documents relating to the Association

49. *Inspection of books*

1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - a) records, books and other financial documents of the Association,
 - b) this constitution,
 - c) minutes of all Executive or Zone Committee Meetings, Annual and General Meetings of the Association.
2. A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied or for each page electronically transferred.
3. In certain circumstances the committee may refuse to allow a member to inspect or obtain copies of records.

50. *Financial year*

The financial year of the Association is from 1 January to 31 December.

Appendix 1 - Proxy voting form



NSW Operating Theatre Association Inc.

I, _____(name)

of, _____(address)

being a member of the above mentioned Association, hereby appoint,

_____ (name of appointed person)

of, _____(address)

or failing them, _____(name of second person)

of, _____(address)

as my proxy to vote on my behalf at the general meeting of the Association to be held on

_____ (date of meeting)

or at any adjournment thereof.

Signed: _____

Date: _____

I am *in favour of / against the resolution

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)

Official use only: Date received: _____