

# Memorandum and Articles of Association 2008



The College of Nursing



# Memorandum and Articles of Association 2008

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CORPORATIONS ACT  
A COMPANY LIMITED BY GUARANTEE

**Memorandum of Association  
of  
The College of Nursing**

**1. NAME**

The name of the Company is "The College of Nursing".

**2. DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In this Memorandum of Association:

"**Articles of Association**" or "**Articles**" means the Articles of Association of The College of Nursing.

"**Board**" means the Board of Directors of the College;

"**College**" means The College of Nursing;

"**Director**" means an elected or appointed Director of the Board;

"**Member**" means a person specified in the Register of Members as a member of the College in any class of membership.

**2.2 Interpretation**

2.2.1 In this Memorandum of Association, unless the contrary intention appears:

- (a) words imparting the singular include the plural and vice versa;
- (b) person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and
- (c) a reference to a statute (or to a provision of a statute) means the statute or provision as modified or amended and in operation for the time being or any statute or provision enacted in lieu thereof and includes any regulation or rule for the time being in force under the statute or provision.

2.2.2 Except where the contrary intention appears in this Memorandum of Association, an expression has, in a provision of this Memorandum of Association which deals with a matter dealt with by a relevant provision of the Corporations Act 2001, the same meaning as in that provision of the Corporations Act 2001.

2.2.3 Headings do not affect the interpretation of this Memorandum of Association.

**3. OBJECTS**

The objects for which the College is established are:

- (a) To facilitate the education, practice and professional development of nurses, influence the process and outcomes of policy development and improve the health care of the community.
- (b) To promote and conduct nursing education programs and issue awards.
- (c) To establish a framework which enhances the practice and profession of nursing in NSW, nationally and internationally.
- (d) To provide scholarships;
- (e) To establish memorials in honour of nurses who have served in armed conflicts.
- (f) To honour nurses who have made a significant and outstanding contribution to the College, nursing or the community.
- (g) To foster understanding between the various areas of nursing education and practice.
- (h) To stimulate and encourage nurses, by means of continuing education and continuous professional development, to think clearly and constructively and act responsibly on issues affecting nursing and health care provision in a changing society.
- (i) To advise and consult with government, government agencies and other authorities on the development of policies and standards for the furtherance of nursing education and practice and the responsible provision of health care to the community.

- (j) To foster and maintain links with other nursing and allied organisations or groups through co-operation or affiliation for the furtherance of any or all of the objects of the College.
- (k) To produce, provide and maintain multimedia resource facilities.
- (l) To provide, establish, furnish, equip and maintain, for the purposes of the College in Sydney or elsewhere College buildings and also a Hostel building and such other rooms as may be necessary or convenient, for country, interstate and overseas students and visitors.
- (m) To solicit and accept donations from members of the public and others and to accept or refuse any gift, endowment or bequest made to or acquired by the College generally for the purposes of these objects or for the purpose of any specific object connected with the science and art of nursing and to undertake and execute any charitable or other trusts which may be considered expedient or desirable in the interests of the College.
- (n) Subject to the Corporations Act 2001 to acquire sell dispose of exchange mortgage charge let deal with or turn to account any of the property and rights of the College as may from time to time be considered expedient or desirable in the interests of the College.
- (o) To consider all questions affecting the interest of the College and to initiate and watch over and if necessary to apply or petition for or promote an Act of Parliament or promote deputations in relation to measures affecting the College.
- (p) To do all such acts as are incidental and conducive to the furtherance of the above objects.
- (c) to undertake and execute any trusts the undertaking whereof may be necessary or desirable for the carrying out of any of the objects of the College;
- (d) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the College;
- (e) as far as the law will permit and subject to the provisions of any relevant statute to appoint, employ, remove or suspend such persons as may be necessary or convenient for the purposes of the College;
- (f) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the College's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (g) to insure against fire or otherwise any insurable property of the College and to pay premiums on insurance or assurance policies which the College may acquire by any means;
- (h) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the College;
- (i) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the College's property of whatsoever kind sold by the College or any money due to the College from purchasers and others;
- (j) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the College;
- (k) to invest the moneys of the College not immediately required for any of its objects in such manner as may be permitted by law for the investment of trust funds;
- (l) to draw, make, accept, endorse, discount, execute and issue bills of exchange, bills of lading, promissory notes, debentures and other negotiable or transferable instruments;
- (m) to borrow or raise with or without security any money which may be required from time to time by the College for the furtherance of its objects as herein set forth upon such terms as may be deemed advisable;
- (n) to give any guarantee or indemnity or enter into any bond in connection with the carrying out of any of the objects of the College;

#### 4. POWERS

4.1 Solely for the purpose of carrying out the objects of the College and not otherwise, the College shall have the following powers:

- (a) to make donations or grants of money and other property on such terms and conditions as the Board may think fit to any other association or organisation, whether incorporated or not, whose objects are similar to those of the College, provided that, the constituent documents of the association or organisation prohibit the distribution of income and property among their members to an extent as great as that imposed on the College under clause 5.2 of this Memorandum of Association.
- (b) as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation, by-law or any licence issued in pursuance thereof to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, societies, institutions and other organisations or authorities, and from governments and public bodies;

- (o) in furtherance of the objects of the College to amalgamate or affiliate or enter into any other arrangement with any association whether incorporated or not having objects similar in whole or part to those of the College. Provided that if the College shall amalgamate, it shall do so with any Association which prohibits the distribution of its income and property to an extent at least as great as is imposed on the College under or by virtue of clause 5 of this Memorandum;
- (p) to admit to and expel from membership of the College individuals and associations whether incorporated or unincorporated upon such terms and with such privileges as may be prescribed by the Articles of Association for the time being in force;
- (q) to grant pensions and allowances to and make payments towards the insurance of employees or ex-employees of the College or their dependents;
- (r) to enter into and carry out any arrangements with governmental municipal or local authority, which may seem conducive to the objects of the College;
- (s) to acquire establish print and publish books and magazines periodicals newspapers leaflets or other literary or scientific works that the College may think desirable for the promotion of its objects; and
- (t) to do all such other acts matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the College.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning of any of the objects of the College shall not be restricted by implied reference to any other objects or by the juxtaposition of two or more objects and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the College.

- 4.2 The powers set forth for a company in the Corporations Act 2001 shall not apply to the College except insofar as they are included in clauses 3 and 4.

## 5. NO PROFIT FOR MEMBERS

- 5.1 The income and property of the College must be applied solely towards the promotion of the objects of the College as set out in this Memorandum of Association.
- 5.2 No income or property of the College may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member.
- 5.3 Nothing in this clause 5 of this Memorandum of Association prevents:
- (a) the payment in good faith of:
    - (i) remuneration to any officers or employees of the College for services actually rendered to the College;

- (ii) an amount to any member of the College in return for any services actually rendered to the College or for goods supplied in the ordinary course of business;
  - (iii) interest at a rate not exceeding any rate which may at any time be fixed for the purpose of this paragraph in accordance with the Articles of Association on money borrowed from any member of the College; or
  - (iv) reasonable rent for premises let by any member to the College.
- (b) the College from providing services or information to the members on terms which are different from the terms under which services or information are provided to persons who are not members.

## 6. NO PAYMENT TO DIRECTORS

The payment of Director's fees, in whatever form, is prohibited to Directors for serving in that capacity except:

- (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board; or
- (b) for any service rendered to the College in a professional or technical capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms;
- (c) for any reasonable payment in respect of an indemnity, exemption, insurance premium or legal costs in respect of liability incurred in the Director's capacity as an officer of the College.

## 7. LIABILITY OF MEMBERS

7.1 The liability of members is limited.

7.2 Every member of the College undertakes to contribute to the assets of the College, in the event that it is wound up during the time that the member is a member, or within one year afterwards, for:

- (a) payment of the debts and liabilities of the College contracted before the time at which the member ceases to be a member; and
- (b) the costs, charges and expenses of winding up the College;

such amount as may be required not exceeding twenty dollars.

7.3 In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of the Commonwealth Taxation Act.

## 8. REGISTERED OFFICE OF THE COLLEGE

The registered office of the College will be situated in Sydney in the State of New South Wales.

## 9. FINANCIAL RECORDS

- 9.1 The College must keep true financial records of the money it receives and spends, and of its assets and its liabilities. The College's financial records should record the subject matter of the College's transactions.
- 9.2 Members have the right to inspect the College's financial records. The Articles of Association may restrict both the manner in which an inspection can be carried out and the times at which inspections may take place.
- 9.3 At least once every year, the College financial records must be examined by one or more qualified auditor or auditors who must report to the members in accordance with the provisions of the Corporations Act 2001.

## 10. AMENDMENTS

No addition, alteration or amendment may be made to or in the Memorandum or Articles of Association for the time being in force, unless previously submitted to and approved by the Australian Securities and Investments Commission ("the Commission").

## 11. SECTION 383 LICENCE

The fifth, ninth and tenth clauses of this Memorandum of Association contain conditions upon which a licence is granted by the Commission to the College pursuant to section 383 of the Corporations Law (compilation date 09:01;1998). In pursuance of the provisions of the said section, the Commission may from time to time, on giving notice to the College of its intention so to do, and after affording the College an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the College.

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### HISTORICAL NOTE:

The names appearing below were the original subscribers to the first Memorandum of Association upon the formation of The New South Wales College of Nursing in 1949.

*We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.*

### NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS

Margaret Frances Looker  
Royal Prince Alfred  
Hospital  
Camperdown  
Registered Nurse

Sylvia Mary Morris  
Royal North Shore Hospital  
St Leonards  
Registered Nurse

Lilian Mary Crocker  
79 Boundary Street  
Roseville  
Registered Nurse

### WITNESS TO SIGNATURES:

Doreen Hales  
39 Etham Avenue  
Darling Point  
Registered Nurse

Agnes Mary Lions  
34 Elimatta Road  
Mona Vale  
Registered Nurse

Ivy Jones Hughson  
Royal Alexandra Hospital  
for Children  
Camperdown  
Registered Nurse

Freda Gwendolyn Purnell  
Rachel Forster Hospital  
Redfern  
Registered Nurse

**DATED** this twenty-third  
day of May 1952.

Inez Edna Lee  
Rachel Forster Hospital  
Redfern  
Registered Nurse

Joan Turnbull Forbes  
Bromell  
Margaret Reid  
Orthopaedic Hospital  
Pittwater Road  
St Ives  
Registered Nurse

Gertrude Franziska Kallir  
1 Salisbury Road  
Rose Bay  
Registered Nurse

# CORPORATIONS ACT

## A COMPANY LIMITED BY GUARANTEE

### Articles of Association of The College of Nursing

#### INTERPRETATION

1. (a) In these Articles:
  - “**Act**” means the Corporations Act;
  - “**Articles**” means the articles of association for the time being of the College;
  - “**Board**” means the Board of Directors of the College appointed or elected pursuant to these Articles;
  - “**Censors’ Committee**” means the sub-committee of the Board responsible for advising the Board on admission to membership of the College and other related matters;
  - “**the College**” means The College of Nursing;
  - “**Director**” means an elected or appointed Director of the Board;
  - “**Chief Executive**” means the Chief Executive officer of the College (however named) for the time being or his or her substitute or acting Chief Executive officer;
  - “**Month**” means calendar month;
  - “**Secretary**” means any person appointed to perform the duties of company secretary of the College;
- (b) These Articles are to be interpreted subject to the Corporations Act 2001, and so as not to exceed the powers under which the Articles were made, granted or issued.
- (c) Except so far as the contrary intention appears in these Articles, an expression has, in a provision of these Articles that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (d) Words imparting the singular shall include the plural, words imparting the plural shall include the singular, and words imparting a gender shall include each other gender.
- (e) Expressions referring to writing, shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (f) A reference to a statute (or to a provision of a statute) means the statute or provision as modified or amended and in operation for the

time being or any statute or provision enacted in lieu thereof and includes any regulation or rule for the time being in force under the statute or provision.

- (g) Headings are inserted for convenience only and do not affect the interpretation of these Articles.

2. The College is established for the purposes set out in the Memorandum of Association.

#### MEMBERSHIP

3. **Unlimited Number of Members**  
The College is to consist of an unlimited number of members.
4. **Admission to Membership**  
The subscribers to the Memorandum of Association and such other persons as shall be admitted by the Board to membership shall be members of the College. The Board may determine from time to time the criteria for membership and may by resolution and upon the recommendation of a Censors’ Committee as appropriate elect as members of the College such persons as may be qualified for membership in the appropriate classification of membership as the Board may think fit.
5. **Classes of Membership**
  - (a) There shall be four classes of members of the College, namely:
    - (i) Fellows;
    - (ii) Honorary Fellows;
    - (iii) Life Fellows;
    - (iv) Members;
    - (v) Student Members.
  - (b) The rights and privileges of any member admitted to membership under any previously existing class or category of membership will remain preserved.

## **6. Participation in College Management**

- 6.1 Honorary Fellows, Student Members and staff of the College shall not be entitled to take part in the management of or hold any office in the College. Honorary Fellows and Student Members shall not be entitled to vote at any general meeting of the College.
- 6.2 An Honorary Fellow and a Student Member shall be entitled to receive all general notices sent out by the College and to attend any general meeting of the College.

## **7. Entrance and Subscription Fees**

The Board may from time to time fix the membership entrance fee or annual subscription rates applicable to members, or to any class or category of members.

## **8. Waiver of Fees**

The Board may determine from time to time the circumstances in which any entrance fee and/or the annual subscription payable by a Member or a Fellow, or any class or category of member, may be waived in whole or in part and may by resolution exempt a Member or a Fellow from payment of an entrance fee and/or annual subscription in any year.

## **9. Payment of Fees**

- 9.1 Upon payment of the entrance fee (applicable at the time) and the subscription fee and subject to Article 4 above the applicant will become a member.
- 9.2 All subscriptions shall be due and payable on a date to be determined by the Board.

## **FELLOWS OF THE COLLEGE**

### **10. Admission as a Fellow**

- 10.1 The Board may bestow Fellowship of the College on any Member or nurse eligible for membership of the College who has applied for Fellowship and whose application has been approved by the Board.
- 10.2 An applicant for admission to the status of Fellow shall:
- apply in writing;
  - hold a current registration authority to practise nursing;
  - demonstrate a significant contribution to nursing as determined by the Board.

## **HONORARY FELLOWS**

### **11. Honorary Fellows**

The Board may by unanimous resolution elect any person as an Honorary Fellow and it shall be recognised that such election shall be the highest honour to be bestowed by the College.

## **12. Fees of Honorary Fellows**

An Honorary Fellow shall not be required to pay subscriptions to the College.

## **MEMBERS AND STUDENT MEMBERS**

### **13. Admission to Membership or Student Membership**

Admission to the above categories of membership shall be on terms and conditions as determined by the Board from time to time.

## **WITHDRAWAL FROM MEMBERSHIP**

### **14. Notice of Withdrawal**

- Any member may withdraw from membership of the College by giving notice in writing to the Chief Executive subject to the payment of any subscription for which such member has become liable prior to the date of withdrawal.
- A member whose subscription is unpaid for more than three months and who does not withdraw from membership shall lose all of the rights and privileges of membership until the subscription is paid.

### **15. Expulsion of a Member**

- 15.1 Should the Board at any time determine, on a preliminary basis, that a member is unfit for membership of the College in that their behaviour creates a risk to the reputation and good order of the College, as a result of either:
- such member refusing or failing to comply with the provisions of the Memorandum and Articles of Association of the College or its regulations; or
  - being mentally ill or mentally disordered or a person whose person or estate has been dealt with in any way under the laws relating to mental health or guardianship; or
  - having been involved in conduct, derogatory to or contrary to the interests of the College,
- the Board shall request that member of the College to retire from membership of the College.
- 15.2 The Board shall cause the member to be advised of the basis of the preliminary finding and the Board shall provide adequate notice to the member of the preliminary determination. The member may:
- Request a hearing with the Board; and/or
  - Make written submissions in relation to the preliminary determination.

- 15.3 The Board, after hearing the member, but in the absence of the member, shall make its determination in the matter. Any resolution to expel a member must be passed by a majority of two thirds of the Board members voting on such a resolution. The member shall be notified in writing of the decision of the Board.

## **GENERAL MEETINGS**

### **16. Annual General Meeting**

An annual general meeting of the College shall be held in accordance with the provisions of the Act.

### **17. Convening General Meetings**

17.1 Any five (5) members of the Board may at any time convene a general meeting.

17.2 General meetings shall also be convened on the requisition of not less than 100 members of the College entitled to vote or in default may be convened by such requisitionists as provided by the Act.

### **18. Notice of General Meetings**

Subject to the provisions of the Act relating to special resolutions and agreement for shorter notice, at least twenty one (21) days clear notice specifying the place the day and the time of the meeting and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the College.

### **19. Failure to Provide Notice**

The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

### **20. Quorum for General Meetings**

No business shall be conducted at a general meeting unless a quorum is present at the time when the meeting proceeds to business. Twenty (20) members who are eligible to vote shall constitute a quorum.

### **21. Quorum Not Present**

If within thirty (30) minutes after the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within thirty minutes after the time appointed for the meeting, the members present shall form a quorum.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **22. Business of Annual General Meeting**

The business of the annual general meeting shall be to receive and consider the report of the Board, the income and expenditure account, the balance sheet and the report of the auditors and to transact any other business which under these Articles is to be transacted at an annual general meeting. All other business transacted at an annual general meeting and all business transacted at a general meeting shall be deemed special.

### **23. Chairperson of Meeting**

Every general meeting shall be presided over by the President or, in their absence, by the Vice President, or failing that person, by a chairperson who shall be elected by the members present in person at the meeting.

### **24. Adjournment**

The chairperson of the meeting may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more notice of the adjournment shall be given as nearly as possible as in the case of an original meeting. Save as mentioned above it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **25. Method of Voting**

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five (5) members present in person or by proxy and entitled to vote. Unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes book of the College shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

### **26. Polls**

If a poll is duly demanded it shall be taken in such manner as the chairperson directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

### **27. Casting Vote**

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

### **28. Timing of Poll**

A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs.

## VOTES OF MEMBERS

### 29. Entitlement to Vote

Every Fellow or Member entitled to vote may vote in person or by proxy at any general meeting. Every such member shall have one vote unless acting as a proxy for another member in which case the member shall have their own vote and a vote on behalf of each proxy held.

### 30. Unfinancial Members

No member shall be entitled to vote at any general meeting of the College if that member's subscriptions are unpaid at the date of the meeting.

### 31. Instrument of Proxy

An instrument appointing a proxy shall be in writing under the hand of the appointer.

### 32. Directions to Proxy Holder

32.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not be entitled to vote on the resolution except as specified in the instrument.

32.2 An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not vote in respect of the resolution.

32.3 Unless otherwise instructed, a proxy may vote or abstain from voting as the proxy thinks fit.

32.4 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### 33. Proxy Form

An instrument appointing a proxy shall be in the form provided by The College of Nursing prior to any vote of members.

### 34. Receipt of Proxy

The instrument appointing a proxy shall be deposited at the registered office of the College, or at such other place as is specified for that purpose in a notice convening the meeting, not less than twenty four (24) hours before the time of the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.

### 35. Notice of Revocation of Proxy

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the member or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as mentioned above has been received by the College before the commencement of the meeting or adjourned meeting at which the instrument is used.

## BOARD OF DIRECTORS

### 36. Number of Directors

36.1 There shall be a Board of Directors (in these Articles referred to as the Board) and until the College in general meeting shall otherwise determine the Board shall consist of not more than thirteen (13) Directors as follows:

- (a) Three (3) Directors being Fellows and three (3) Directors being Members.
- (b) Six (6) Directors being either Fellows or Members.
- (c) At the discretion of the Board a representative of the New South Wales Health Department may be appointed as a Director. The Health Department representative shall not be eligible to hold any other office in the College.

36.2 The Chief Executive shall attend meetings of the Board as an adviser but shall not be a Director. The Chief Executive shall not be eligible to hold any office in the College, other than Secretary in accordance with the Law. In addition advisers may be appointed by the Board to advise the Board but shall not be a Director.

36.3 Elected Directors shall subject to these Articles hold office for a term of four (4) years.

### 37. Election of Office Bearers

37.1 At the first meeting of the Board held after each election of Board Directors the Board shall elect from amongst the Fellows being Directors of the Board, a President and a Vice President.

37.2 Any office bearer appointed by the Board may be removed and replaced by the Board at any time.

37.3 If a casual vacancy occurs in the office of any office bearer, the Board may fill the vacancy from among the Fellows on the Board by appointing one of them to the office concerned.

### 38. Powers of Members Elected to the Board

The Members elected to the Board shall have power to vote but shall not be eligible to hold any office in the College but may act on any sub-committee.

### **39. Retirement of Directors**

Subject to any alternative schedule being adopted at a general meeting, at each election of Board Directors, one half of the Directors will retire from office.

### **40. Basis of Determination of Retirement**

40.1 The one-half of the Directors who are to retire at each election shall be determined as follows:

40.2 The Directors to retire shall be those who have been longest in office, and as between two or more who have been in office an equal length of time the Director or Directors to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from their last election.

40.3 A retiring Director of the Board shall act as a Director thereof throughout the meeting at which they retire.

### **41. Limits on Consecutive Directorships**

Subject to Article 45 no elected Director of the Board shall hold office for more than eight (8) consecutive years without an interval of twelve months. Such a Director shall be eligible for election after a period of twelve (12) months, unless there is no other nomination at the end of eight (8) consecutive years of service as a Director.

### **42. Procedure for Nominations for Elections**

42.1 Subject to Article 41 and Article 45 a retiring Director is eligible to stand for re-election.

42.2 All other Members or Fellows who are eligible to hold office as a Director and who wish to stand for election to the Board shall be nominated in the manner required by Article 42.4(a).

42.3 The Board shall, for each election of Board Directors, determine the last day for lodgement of notices of candidature.

42.4 (a) At least twenty one (21) days before the date determined by the Board the Secretary shall send to each member who is eligible to vote a notice specifying:

(i) the date of the forthcoming annual general meeting at which the election of Directors will take place;

(ii) the names of the Directors to retire at the end of the annual general meeting;

(iii) which of the retiring Directors are eligible for re-election; and

(iv) calling for nominations to be provided to the College by the date specified in the notice.

(b) A nomination of a candidate for election must be made in accordance with the instructions on the nomination form.

(c) Notice of all nominations must be provided to all members eligible to vote at least fourteen (14) days prior to the annual general meeting at which the election is to take place.

(d) If the required number of candidates to fill the vacancies on the Board are not nominated those candidates nominated shall be declared duly elected and the additional number required may be proposed and seconded at the annual general meeting.

(e) If the required number of candidates are nominated they shall be declared duly elected at the annual general meeting.

(f) If there are more than the required number of candidates nominated an election by postal ballot shall be held in accordance with Article 43.

### **43. Election of Directors**

43.1 Subject to the provisions of Article 42 the election of the Directors of the Board shall be by postal ballot unless the chairperson shall decide that in the circumstances a ballot is unnecessary.

43.2 Such a ballot shall be conducted in such manner as the chairperson shall prescribe.

43.3 An election of Board Directors shall normally be held in every second year.

### **44. Casual Vacancy**

So as to comply with Article 36 if a casual vacancy occurs on the Board the Board shall appoint another Fellow or Member as appropriate to fill the vacancy unless the vacancy occurs within three (3) months of an election of Board Directors in which case the Board shall have a discretion as to whether to fill the vacancy.

### **45. Appointment to fill Casual Vacancy**

The Board shall have power to appoint any Fellow or Member as a Director to fill a casual vacancy provided that:

(a) any Director so appointed shall hold office only for the balance of the term of office which the former Director would otherwise have served;

(b) on retiring, at the end of the term of office which the former Director would otherwise have served, the Director appointed to fill the casual vacancy shall be eligible for election as if they had not previously held office as a Director;

#### 46. Vacation of Office

The office of a Director shall become vacated if the Director either:

- (a) becomes an insolvent under administration or makes any arrangement or composition with creditors generally;
- (b) becomes prohibited from being a Director of a company by reason of any order made under the Act;
- (c) ceases to be a Director by operation of the Act;
- (d) becomes mentally ill or mentally disordered or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health or guardianship;
- (e) resigns office by notice in writing to the College;
- (f) is absent without permission of the Board from two consecutive meetings of the Board;
- (g) ceases to be a member of the College;
- (h) is directly or indirectly interested, within the meaning of the Act, in any contract or proposed contract with the College provided however that a Director shall not vacate their office by reason of a permitted payment referred to in the proviso of clause 6 of the Memorandum of Association of the College and they have declared the nature of their interest in the manner required by the Act; or
- (i) dies.

#### POWERS AND DUTIES OF THE BOARD

47. Subject to the Act, the Articles of Association, and any provision prescribed by the College in general meeting:
- a. The Board shall manage the business of the College and may exercise all the powers of the College which are not required to be exercised in a general meeting;
  - b. Any rule, regulation or by-law of the College made by the Board may be disallowed by the College in general meeting;
  - c. Any act done by the Board shall not be rendered invalid merely by the later disallowance of a resolution of regulation by the College in general meeting;
  - d. No amalgamation, affiliation or arrangement in accordance with clause 4.1(o) of the Memorandum of Association shall be effected without approval by a two-thirds vote of the College in a general meeting.

#### PROCEEDINGS OF THE BOARD

##### 48. Meetings of the Board

- 48.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director of the Board may at any time and the Chief Executive shall on the requisition of a Director of the Board summon a meeting of the Board. The quorum necessary for the

transaction of the business of the Board shall be half the Board plus one or such greater number as may be fixed by the Board.

- 48.2 The Board may hold any meeting by electronic means whereby each participant can be heard and can hear but is not necessarily in the same place. The requirements of these Articles shall nonetheless apply to such a meeting.

##### 49. Voting

Questions arising at any meeting of the Board shall be determined by a majority of votes and in case of an equality of votes the chairperson shall have a second or casting vote. Voting may occur via electronic means.

##### 50. Presiding Director

The President shall be the chairperson of the Board. In the absence of that person the Vice President shall be the chairperson and failing them the Directors of the Board who are present shall choose one (1) of their number to be the chairperson of the meeting.

##### 51. Sub-Committees of the Board

The Board may appoint sub-committees consisting of such of its Directors and/or such other person or persons as it may think fit. The function of a sub-committee so appointed shall be to investigate and report to the Board on such matter or matters as shall be specified by the Board.

#### MINUTES

52. The Board shall cause minutes of all proceedings of general meetings and of meetings of Directors to be duly entered in books provided for that purpose within one month after the relevant meeting is held. The minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting. The minutes shall record:
- (a) all appointments of Directors of the Board made by a general meeting or by the Board;
  - (b) the names of the Directors of the Board present and voting at each meeting;
  - (c) the number of Directors present and voting at general meetings of the College; and
  - (d) all resolutions and proceedings at all meetings of the College and the Board.

#### COMMON AND OFFICIAL CEREMONIAL SEALS

53. There shall be a Seal of the College and the Board shall provide for the custody of the Seal and it shall not be affixed to any document except by the authority of the Board.
54. The affixing of the Seal of the College shall be attested by a Director and shall be counter-signed by the Secretary or by a second Director or in such manner as the Board shall decide.

55. The College may also have an Official Ceremonial Seal for use on College certificates of membership and related purposes.

## ACCOUNTS

### 56. Proper Accounts

The Board shall cause proper accounts to be kept with respect to:-

- (a) all sums of money received and expended by the College and the matter in respect of which the receipt and expenditure takes place; and
- (b) the assets and liabilities of the College.

### 57. Location of Financial Accounts

The accounts shall be kept at the registered office of the College or at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors of the Board.

### 58. Financial Accounts Provided to Members

A copy of every Balance Sheet (including every document required by the Act to be annexed or attached thereto) which is to be laid before the College in general meeting shall be made available to every member upon request.

### 59. Access to Records

The Board shall from time to time determine in accordance with clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the College shall be open to the inspection of members.

### 60. Auditor

An auditor shall be appointed and the auditor's duties shall be regulated in accordance with the Act.

### 61. Financial Year

The financial year of the College shall be as determined by the Board.

## NOTICES

### 62. Notice to Registered Address

- 62.1 A notice shall be given by the College to every member either personally or by sending it by post to them at their registered address or to the address, if any, supplied by them to the College for giving of notices.

- 62.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the business day following that on which the same was posted.

### 63. No Registered Address

As regards those members who have no registered place of address or other address as aforesaid a notice posted up in the office shall be deemed to be duly served on such members at the expiration of twenty-four hours after it is so posted up.

## INDEMNITY

64. Except to the extent that it is prohibited from doing so by the Corporations Act, the College:

- (a) shall indemnify every Director, Secretary, officer, employee, auditor and agent of the College against any liability incurred in that capacity; and
- (b) may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

## REGULATIONS

65. The Board may make regulations as it may deem appropriate for the proper conduct, control and management of the College PROVIDED ALWAYS that no Regulation made shall be inconsistent with any of these Articles and in particular the Board may regulate:

- (a) the access of visitors to the premises of the College;
- (b) the times of opening and closing of any premises belonging to the College or any part thereof;
- (c) the use by or supply to the members of any property of the College;
- (d) the use of the College's premises for particular purposes;
- (e) the procedure at meetings of the College and meetings of the Board;
- (f) the admission of members to membership of the College;
- (g) the formation of any committee including the composition, terms of reference and other relevant matters;
- (h) the letters which denote Diplomas and Certificates granted by the College and related matters;
- (i) the capes, gowns and badges or other insignia which may be worn by members; and
- (j) generally all such matters as are commonly the subject matter of regulations for the proper conduct of Colleges similar to the College and are not expressly dealt with in these Articles.

### 66. Resolution of Dispute

Should there be any dispute as to the interpretation of these Articles, such dispute shall be referred to the Board.

I, Leanne Morton, being chairperson of the general meeting of The College of Nursing held at 14 Railway Parade, Burwood, NSW, at 4.00 pm on 26 July, 2007 hereby certify that this and the preceding pages constitute a true copy of the Articles of Association of The College adopted by special resolution passed at the said meeting of the College.

## **Schedule 1**

### **Members of the Board of Directors –**

#### **The College of Nursing**

Leanne Morton – President

Adjunct Professor Kathleen Baker – Senior Vice President

John Kemsley – Junior Vice President

Adjunct Associate Professor Jane Gordon – Honorary Treasurer

Geoff Dulhunty – Company Secretary

Marie Clarke – Fellow

Cheryl Simpson – Member

Robyn Parkes – Member

Susan Patterson – Member

Dr Tara Walker – Member

Kerry Russell – Member

Sally Robertson – Staff Representative

Adjunct Professor Debra Thoms – NSW Health Department Representative