

Australian Practice Nurses Association Incorporated

CONSTITUTION

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PART 2 – STATEMENT OF PURPOSES

2. Name

- 2.1 The name of the incorporated association is “Australian Practice Nurses Association Incorporated” (in this constitution “APNA”).
- 2.2 Under section 12A of the Act the name and registration number of APNA must appear in legible characters in all notices, advertisements and other official publications of APNA, and in all its business documents.

3. Purpose

The purpose of APNA is to be the peak national body for nurses employed in general practice, providing representation, professional development and support at a local, state and national level.

4. Legal Capacity and Powers

4.1 APNA has:

- (a) the legal capacity and powers of an incorporated body, and
- (b) all the powers of an individual.

4.2 APNA may only:

- (a) exercise its powers; and
- (b) use its income, assets and profit; for its purpose.

5. Not For Profit

- 5.1 APNA must not distribute any of its profit, income or assets directly or indirectly to its members.
- 5.2 Clause 5.1 does not prevent APNA from paying its members:
- (a) reimbursement for expenses properly incurred by them, and
 - (b) for goods supplied and services provided by them,
- if this is done in good faith on terms no more favourable than if the member were not a member.
- 5.3 Clause 5.1 does not prevent APNA from paying its Board members reasonable remuneration in accordance with clause 39.

PART 3 – MEMBERSHIP

6. Categories

- 6.1 APNA has the following categories of membership:
- (a) full members, and
 - (b) associate members.
- 6.2 The Board may by regulation create other categories of membership, including subcategories of full and associate membership.

7. Eligibility

- 7.1 All nurses employed in general practice who support the purpose of APNA are eligible to be full members.
- 7.2 Any other person who supports the purpose of APNA is eligible to be an associate member.
- 7.3 (a) In clause 7.2 “person” includes an individual, incorporated body or unincorporated body, and part of an incorporated or unincorporated body, subject to clause 7.4.
- (b) In clauses 7.3(a)–7.5 “unincorporated body” includes partnership.
- 7.4 An unincorporated body, or part of an incorporated or unincorporated body may only become an associate member by nominating an individual or incorporated body to be an associate member on its behalf.
- 7.5 In this constitution, unless the contrary intention appears, “associate member” includes an unincorporated body, or part of an incorporated or unincorporated body represented by an associate member in accordance with clause 7.4.

8. Applications

Applications for membership must be:

- (a) in writing, stating that the applicant:
 - (i) wishes to become a member of APNA;
 - (ii) supports the purpose of APNA; and
 - (iii) agrees to comply with the constitution and regulations of APNA;

- (b) signed by the applicant;
- (c) accompanied by the joining fee and first subscription; and
- (d) sent or given to APNA (including a Board member).

9. Approval

- 9.1 The Board must by resolution approve or reject the application at its next meeting after the application has been received.
- 9.2 The Board must without delay notify the applicant whether the application has been approved or rejected.
- 9.3 No reason need be given for the rejection of an application.
- 9.4 If the Board approves the application:
 - (a) the applicant becomes a member from the date of the Board meeting; and
 - (b) the name and address of the new member, the category of membership and the date of becoming a member must be entered without delay in the register of members.
- 9.5 If the Board rejects the application, it must return the joining fee and first subscription to the applicant.
- 9.6 Without limiting clause 33.4(b), the Board may delegate its powers under this clause.

10. Subscriptions

- 10.1 The Board must by regulation set the joining fee and subscription.
- 10.2 The amount of the joining fee and subscription, and the date for payment of the subscription may vary according to criteria set by the Board in the regulation, including the category of membership.
- 10.3 All rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.
- 10.4 Except for the joining fee and subscription, there are no other amounts to be paid in respect of membership of APNA.

11. Rights, Obligations and Liability

- 11.1 Only full members are entitled:
 - (a) to vote at general meetings; and
 - (b) to elect the Board.

- 11.2 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 14.
- 11.3 By becoming and remaining members, members agree to support the purpose of APNA.
- 11.4 Members must at all times comply with the constitution and regulations.
- 11.5 Under section 14A of the Act this constitution is an enforceable contract between APNA and each member.
- 11.6 Under section 15 of the Act members (including Board members) are not liable to contribute to the debts and liabilities of APNA by reason only of their membership.

12. Discipline

- 12.1 The Board may by resolution passed with at least 4 votes in favour reprimand, suspend or expel a member for:
 - (a) failing to comply with the constitution or regulations; or
 - (b) conduct prejudicial to APNA.
- 12.2 The Board must not pass a resolution under clause 12.1 unless the member has been:
 - (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard.
- 12.3 APNA may not fine members.

13. Resignation

- 13.1 Members may resign by writing to APNA.
- 13.2 Members whose subscriptions are more than 1 year in arrears are taken to have resigned.

14. Cessation

- 14.1 Members cease to be members:
 - (a) on resignation, expulsion or ceasing to have legal capacity; and
 - (b) in the case of associate members nominated on behalf of an unincorporated body, or part of an incorporated or unincorporated body under clause 7.4 who are not members in their own right – when another associate member is nominated.

14.2 If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

15. Register of Members

The Board must ensure that a register is kept containing:

- (a) the name of each member,
- (b) the address for notices last given by the member,
- (c) the category of membership,
- (d) the date of becoming a member, and
- (e) in the case of former members – the date of ceasing to be a member.

16. Grievance Procedure

16.1 The grievance procedure in this clause applies to disputes under this constitution between:

- (a) a member and another member, and
- (b) a member and the Board or APNA.

16.2 The parties must first attempt to resolve the dispute themselves.

16.3 If the parties are unable to resolve the dispute, the Board must appoint a mediator.

16.4 The mediator:

- (a) must not have a personal interest in the dispute;
- (b) must not be biased in favour of or against any party;
- (c) may be a member or former member of APNA; and
- (d) if possible, must be appointed with the agreement of all parties.

16.5 The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.

16.6 The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.

16.7 If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members.

16.8 A determination of a mediator under clause 16.7 is binding on the parties and all members.

16.9 Under section 14B(2) of the Act a party may appoint another person to act on its behalf in the grievance procedure.

PART 4 – GENERAL MEETINGS

17. Annual General Meeting

17.1 The Board must convene an annual general meeting each year, to be held in March, April or May.

17.2 The ordinary business of the annual general meeting is:

- (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting;
- (b) to consider the annual report of the Board on the activities of APNA during its last financial year;
- (c) to consider the statement submitted to members in accordance with section 30(3) of the Act containing particulars of:
 - (i) the income and expenditure of APNA during its last financial year,
 - (ii) the assets and liabilities of APNA at the end of its last financial year,
 - (iii) the mortgages, charges and securities of any description affecting any of the property of APNA at the end of its last financial year,
 - (iv) the same particulars in respect of each trust of which APNA was trustee during any part of the last financial year, and
 - (v) any trust, held on behalf of APNA by a person or body other than APNA, in which funds or assets of APNA are placed;
- (d) if clause 57 applies – to consider the audited accounts that accompany the statement; and

- (e) to elect the Board in accordance with clause 29.

17.3 The annual general meeting may only consider other business of which notice has been given in accordance with clause 19.2(c).

17.4 Under section 30(4) of the Act the Public Officer must give the Registrar a statement of the annual general meeting within 1 month after the annual general meeting (including a copy of the audited accounts and the auditor's report, if clause 57 applies).

18. Special General Meetings

18.1 The Board may convene a special general meeting.

18.2 25% or more of full members entitled to vote may by notice (or notices) signed by those members convene a special general meeting.

18.3 Special general meetings may only consider business of which notice has been given in accordance with clause 19.2(c).

19. Notice

19.1 At least 21 days notice in writing of general meetings must be given to each member.

19.2 The notice must state:

- (a) the date, time and place (or places) of the meeting,
- (b) if the meeting is to be held at more than 1 place – the technology that will be used,
- (c) the general nature of each item of business to be considered, and
- (d) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution.

19.3 The notice must include under clause 19.2(c) any business that any member has requested in writing be considered.

19.4 The notice must also include:

- (a) a statement that:
 - (i) full members have the right to appoint a proxy to attend, speak and vote instead of the member in accordance with clause 20, and

- (ii) proxies must be full members,

(b) a statement that associate members that are incorporated bodies may appoint a representative to attend on their behalf in accordance with clause 21, and

(c) a copy of clauses 20 and 21.

19.5 The notice may (but need not) include forms of appointment for the purposes of clauses 19.4, 20 and 21.

19.6 Despite clause 19.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

20. Proxies

20.1 Full members may only appoint other full members as proxies.

20.2 Appointments of proxies must be:

- (a) in writing, naming the full member (or full members, in order) appointed;
- (b) signed by the full member making the appointment; and
- (c) given to the chair of the meeting before or at the commencement of the meeting.

21. Representatives

21.1 Associate members that are incorporated bodies may appoint individuals to represent them at general meetings.

21.2 Appointments of representatives must be:

- (a) in writing, naming the individual (or individuals, in order) appointed;
- (b) sealed by, or signed on behalf of, the associate member making the appointment; and
- (c) given to the chair of the meeting before or at the commencement of the meeting.

21.3 Representatives may exercise all the rights of associate members under this Part.

22. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.

23. Quorum

- 23.1 The quorum for consideration of the ordinary business of the annual general meeting is the presence in person of at least 10 full members entitled to vote.
- 23.2 The quorum for consideration of a proposed resolution (including a special resolution) recommended by the Board is the presence in person or by proxy of at least 5% of full members entitled to vote.
- 23.3 The quorum for the consideration of all other business at general meetings is the presence in person or by proxy of at least 25% of full members entitled to vote.
- 23.4 If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

24. Chairing

- 24.1 The President is entitled to chair general meetings.
- 24.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 24.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the meeting must elect a full member to chair.
- 24.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

25. Participation

- 25.1 All members are entitled to attend general meetings, including associate members.
- 25.2 Only full members and Board members are entitled to speak at general meetings.

26. Voting

- 26.1 Only full members are entitled to vote at general meetings.
- 26.2 Full members whose membership rights have been suspended under clause 10.3 or 12.1 are not entitled to vote.
- 26.3 Each full member has 1 vote.
- 26.4 Full members may vote in person or by proxy.
- 26.5 Unless a poll is demanded:
 - (a) voting is by show of hands;
 - (b) votes by proxy are not counted; and

- (c) the declaration by the chair of the meeting of the result of the vote is conclusive evidence of that result.

- 26.6 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

27. Poll

- 27.1 Any full member entitled to vote (including the chair of the meeting) may demand a poll before or immediately after the declaration of the result on a show of hands.
- 27.2 Votes by proxy are counted on a poll.
- 27.3 The poll must be taken as directed by the chair of the meeting.

PART 5 – THE BOARD

28. Membership

The Board has between 5 and 8 members:

- (a) 5 elected Board members, and
- (b) up to 3 co-opted Board members.

29. Election

- 29.1 (a) In each odd-numbered year 3 Board members must be elected for a 2 year term.
- (b) In each even-numbered year 2 Board members must be elected for a 2 year term.
- 29.2 Only full members entitled to vote at the time nominations close are eligible to be elected as Board members.
- 29.3 Employees of APNA are not eligible to be elected as Board members.
- 29.4 APNA must give at least 7 weeks notice in writing of the close of nominations to each full member. The notice may include a nomination form.
- 29.5 The Board may by regulation prescribe a nomination form for the purposes of clause 29.4, in which case nominations must be in the prescribed form.
- 29.6 Nominations must be:
 - (a) signed by:
 - (i) the candidate, and

(ii) the nominator and seconder, both of whom must be full members entitled to vote; and

(b) received by APNA no later than 5.00 p.m. on the last business day 5 weeks before the annual general meeting.

29.7 For the purpose of clause 29.6(b) the original nomination must be received, not a faxed copy or an email.

29.8 The Board must by regulation provide for candidate statements and photographs to be submitted before the close of nominations and published to members.

29.9 If the number of nominations received is less than or equal to the number of positions to be elected, those candidates must be declared elected.

29.10 If the number of nominations received is more than the number of positions to be elected, a ballot must be held in accordance with clause 30.

30. Ballot

30.1 The ballot must be a secret ballot.

30.2 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board by regulation.

30.3 Only full members entitled to vote at the close of nominations are eligible to vote.

30.4 The voting system is first past the post.

30.5 Members may vote for up to as many candidates as there are positions to be elected.

30.6 APNA must give notice in writing of the ballot to all members eligible to vote before the ballot opens.

30.7 The ballot must remain open for at least 2 weeks.

30.8 The ballot must close at 5.00 pm on the last business day 1 week before the annual general meeting.

30.9 If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the candidate or candidates to be elected must be decided by lot.

31. Co-option

31.1 The Board may:

(a) at its first meeting after each annual general meeting, and

(b) at any subsequent meeting,

co-opt up to 3 additional Board members.

31.2 Only individuals who:

(a) are not nurses in general practice;

(b) have relevant experience and expertise; and

(c) are (or agree to become) associate members;

are eligible to be co-opted.

31.3 Before co-opting Board members, APNA may call for expressions of interest, by advertisement or otherwise.

32. Term of Office

32.1 Elected Board members hold office:

(a) from the end of the annual general meeting after they are elected,

(b) until the end of the second annual general meeting after they are elected,

subject to clauses 32.3–32.8.

32.2 Co-opted Board members hold office:

(a) from the time they are co-opted,

(b) until the end of the next annual general meeting,

subject to clauses 32.3–32.8.

32.3 Board members may be re-elected and co-opted again.

32.4 Board members may resign by writing to APNA.

32.5 Board members cease to be members of the Board if they:

(a) cease to be members of APNA; or

(b) become an employee of APNA.

32.6 The Board may by resolution passed with at least 4 votes in favour remove a Board member who has failed to attend all Board meetings for 3 months or more without leave of absence in accordance with clause 51.

- 32.7 A general meeting may by resolution:
- (a) remove any Board member; and
 - (b) fill the resulting vacancy.
- 32.8 If there is a vacancy in elected Board members (including a vacancy under clause 32.7(a) not filled in accordance with clause 32.7(b)), the Board must as soon as practicable appoint a full member to fill the vacancy for the remainder of the term.
- 32.9 The Board may continue to act despite any vacancy in its membership.
- 32.10 Even if it is subsequently found that a person who has acted as a Board member was not properly elected, co-opted or appointed, the validity of:
- (a) the acts of that person as a Board member, and
 - (b) decisions of Board meetings in which that person has participated,
- is not affected.

33. Responsibility and Powers

- 33.1 The Board is responsible for both the governance and management of APNA.
- 33.2 The Board must by regulation delegate the management of APNA to the Executive Officer.
- 33.3 The Board may exercise all powers of APNA on its behalf.
- 33.4 The Board may:
- (a) establish committees with such membership and terms of reference as it thinks appropriate; and
 - (b) delegate its powers as it thinks appropriate.
- 33.5 No delegation by the Board under this clause limits the duties and liability of each Board member.

34. Regulations

- 34.1 The Board may by resolution passed with at least 4 votes in favour make regulations to give effect to this constitution.
- 34.2 Members must at all times comply with the regulations as if they formed part of this constitution.

35. Branches

- 35.1 The Board may by regulation establish Branches of APNA in 1 or more of the following States and Territories (or any combination of these):
- (a) Australian Capital Territory,
 - (b) New South Wales,
 - (c) Northern Territory,
 - (d) Queensland,
 - (e) South Australia,
 - (f) Tasmania,
 - (g) Victoria, and
 - (h) Western Australia.
- 35.2 Each Branch must have a Branch Committee constituted in accordance with the regulations.
- 35.3 The Branch Committee is responsible for the management of the Branch, subject to:
- (a) the constitution and regulations, and
 - (b) the Board.
- 35.4 The funds and other property of each Branch:
- (a) belong to APNA; and
 - (b) must be managed by the Branch Committee in accordance with the regulations.

36. Public Statements

- 36.1 The Board may by regulation or resolution authorise the making of public statements on behalf of APNA.
- 36.2 No person may make any public statement on behalf of APNA unless authorised by the Board.

37. Duties

- 37.1 Under section 29A of the Act Board members and former Board members must not knowingly or recklessly make improper use of:
- (a) their position, or
 - (b) information acquired by virtue of their position,
- so as:

- (c) to gain, directly or indirectly, any financial benefit or material advantage for themselves or any other person; or
- (d) to cause a detriment to APNA.

37.2 Board members also owe APNA duties:

- (a) to act honestly and in good faith; and
- (b) to exercise reasonable care and diligence;

as members of the Board.

38. Indemnity

APNA indemnifies Board members against any liability incurred by them as members of the Board (other than to APNA), unless the liability did not arise out of conduct in good faith.

39. Remuneration

39.1 The Board may by regulation set reasonable remuneration to be paid to Board members, including reimbursement for expenses.

39.2 If any remuneration is paid to Board members:

- (a) a copy of the applicable regulation, and
 - (b) the total amount of the remuneration,
- must be included in the annual report of the Board to the next annual general meeting under clause 17.2(b).

PART 6 – OFFICE-BEARERS

40. Positions

40.1 The office-bearers of APNA are:

- (a) President,
- (b) Vice-President, and
- (c) Public Officer,

subject to clause 40.2.

40.2 The Board may by regulation establish other office-bearer positions.

41. Election

41.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers (other than the Public Officer) from among the Board members.

41.2 Office-bearers may be re-elected.

42. Term of Office

42.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 42.2–42.5.

42.2 Office-bearers may resign by writing to APNA.

42.3 Office-bearers who cease to be Board members, other than by the expiry of their term of office, cease to be office-bearers.

42.4 Office-bearers may be removed by resolution of the Board passed with at least 4 votes in favour.

42.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

42.6 This clause does not apply to the Public Officer.

43. Public Officer

43.1 The Board must appoint a Public Officer of APNA for the purposes of the Act.

43.2 Under section 28(1) of the Act the Public Officer must notify the Registrar within 14 days of appointment.

43.3 The effect of section 42 of the Act is that the person last notified to the Registrar remains the Public Officer until a new person is notified.

PART 7 – BOARD MEETINGS

44. Convening

44.1 The President, Vice-President or any other 3 Board members may convene a Board meeting.

44.2 Ordinary Board meetings must be held at least 6 times each year.

44.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting.

44.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

45. Notice

45.1 Each Board member must be given at least 7 days notice in writing of Board meetings, subject to clause 45.4.

- 45.2 Notice may be given of more than 1 Board meeting at the same time.
- 45.3 The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 45.4 In cases of urgency a meeting may be held without the notice required by clause 45.1, provided that:
- (a) as much notice as practicable is given to each Board member by the quickest practicable means; and
 - (b) no resolution is passed unless at least 4 members vote in favour.

46. Use of Technology

- 46.1 Board meetings may be held at more than 1 place, provided that the technology used enables each Board member present at all places the meeting is held to clearly and simultaneously communicate with every other such Board member.
- 46.2 Without limiting clauses 45.4(a) and 46.1, Board meetings may be convened and held by telephone.

47. Quorum

The quorum for Board meetings is the presence of at least 4 Board members.

48. Chairing

- 48.1 The President is entitled to chair Board meetings.
- 48.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 48.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Board must elect another Board member to chair.
- 48.4 The chair of the meeting has a deliberative vote, but does not have a casting vote.

49. Voting

- 49.1 Each Board member has 1 vote.
- 49.2 There is no voting by proxy.
- 49.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

50. Disclosure of Interest

- 50.1 Under sections 29B and 29C of the Act, Board members who have any direct or indirect financial interest in a contract or proposed contract with APNA must:
- (a) disclose the nature and extent of their interest:
 - (i) to the Board as soon as they become aware of the interest; and
 - (ii) in the statement submitted to the next annual general meeting under section 30(3) of the Act and clause 17.2(c); and
 - (b) not take part in any decision of the Board with respect to that contract, but may take part in any deliberations with respect to that contract.
- 50.2 Clause 50.1 does not apply to financial interests that:
- (a) exist only because the Board member is a member of a class of persons for whose benefit APNA is established; or
 - (b) the Board member has in common with all or a substantial proportion of the members of APNA.

51. Leave of Absence

- 51.1 The Board may by resolution grant a Board member leave of absence from Board meetings for up to 3 months.
- 51.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member concerned to seek leave of absence in advance.

52. Resolutions without Meeting

- 52.1 A resolution agreed to in writing by all Board members has the same effect as a resolution passed at a Board meeting.
- 52.2 In clause 52.1 “all Board members” does not include those members who:
- (a) are prohibited from voting on the resolution under clause 50.1(b); or
 - (b) have leave of absence from the Board under clause 51.

PART 8 – FINANCIAL AND LEGAL

53. Sources of Funds

The funds of APNA may be derived from subscriptions, grants, donations, fund-raising activities, interest and any other sources approved by the Board.

54. Financial Year

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

55. Management of Funds

55.1 The Board is responsible for the management of the funds of APNA.

55.2 Under section 30A of the Act APNA must maintain adequate and accurate accounting records of its financial transactions.

55.3 All money received by or on behalf of APNA must be deposited without delay into a bank account in the name of APNA.

56. Payments

56.1 All payments by APNA must be:

- (a) specifically authorised in writing, and
- (b) in the case of cheques – signed,

by at least 2 persons nominated by the Board by regulation or resolution.

56.2 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 56.1.

56.3 Signatories must not sign cheques until the payee and amount have been written in.

57. Audit

57.1 If APNA has:

- (a) gross receipts in its last financial year of more than \$200,000, or
- (b) gross assets of more than \$500,000,

the Board must arrange for the accounts for the last financial year to be audited in accordance with section 30B of the Act before being submitted to the annual general meeting in accordance with clause 17.2(d).

57.2 If different amounts are prescribed by regulation under the Act, the amounts in clause 57.1 are varied accordingly.

58. Records

58.1 The Board must provide for the safe keeping of the records of APNA.

58.2 Members may inspect the records of APNA at any reasonable time, subject to clause 58.3.

58.3 Members may not inspect the records of APNA that relate to confidential personal, employment, contractual and legal matters.

58.4 Copies of the constitution and regulations must be freely available to members and applicants for membership.

59. Minutes

The Board must ensure that minutes are taken and kept of all general meetings and Board meetings.

60. Common Seal

60.1 Under section 14(2) of the Act APNA may have a common seal.

60.2 Clauses 60.3–60.7 only apply if APNA has a common seal.

60.3 Under section 12A(1)(a) of the Act the name of APNA must appear in legible characters on the common seal.

60.4 A document may only be sealed with the common seal if authorised by resolution of the Board.

60.5 The sealing must be witnessed by the signatures of at least 2 Board members nominated by the Board by regulation or resolution.

60.6 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 60.5.

60.7 The Board must provide for the safe keeping of the common seal.

61. Registered Address

61.1 The Board must by regulation nominate the registered address of APNA for the service of documents, which may be the business address of the Public Officer.

61.2 Under section 13A(2) of the Act APNA must notify the Registrar within 14 days of any change of registered address.

62. Amendment of Constitution

- 62.1 Under section 22(1) of the Act this constitution may only be amended by special resolution.
- 62.2 Under section 22(2) of the Act an amendment to this constitution does not take effect until it has been approved by the Registrar.
- 62.3 Under section 22(4) of the Act the Public Officer must apply to the Registrar for approval of the amendment within 28 days after the special resolution was passed.

63. Winding Up

- 63.1 APNA may be wound up voluntarily by special resolution in accordance with section 33 of the Act.
- 63.2 If APNA is:
- (a) wound up:
 - (i) voluntarily, or
 - (ii) by a court; or
 - (b) its incorporation is cancelled;
- the remaining assets of APNA must not be distributed to any member.
- 63.3 Instead the remaining assets must be given to a body, trust or fund that:
- (a) has a similar purpose to APNA; and
 - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution;
- subject to the Act.

64. Notices

- 64.1 Members must give APNA their address for notices, and any change in that address.
- 64.2 The address for notices may include a fax number and an email address.
- 64.3 APNA must enter any change in the address of a member in the register of members.
- 64.4 Notice may be given to a member by sending it to the address last given by the member.
- 64.5 In this constitution a period of notice of a meeting expressed in days:
- (a) does not include the day on which notice is given; but

- (b) includes the day on which the meeting is held.

- 64.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.
- 64.7 Notices sent by fax or email are taken to have been given on the business day after sending.
- 64.8 In this clause “member” includes a Board member.

65. Interpretation

- 65.1 In this constitution, unless the contrary intention appears:
- (a) “the Act” means the Victorian *Associations Incorporation Act 1981*;
 - (b) “APNA” has the meaning given in clause 2.1;
 - (c) “associate member” has the extended meanings given in clauses 7.5 and 21.3;
 - (d) “business day” means a day that is not a Saturday, Sunday or public holiday at the address of the recipient;
 - (e) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
 - (f) “member” includes full members and associate members (as well as any other categories of membership);
 - (g) “the Registrar” means the Registrar of Incorporated Associations under the Act;
 - (h) “regulations” means regulations of APNA made under clause 33.5, and “regulation” has a corresponding meaning; and
 - (i) “special resolution” means a resolution:
 - (i) to amend this constitution;
 - (ii) to change the name of APNA;
 - (iii) to amalgamate APNA with another association incorporated under the Act; or
 - (iv) to wind up APNA;which under section 29 of the Act may only be passed at a general meeting where:

- (v) at least 21 days notice of the proposed resolution has been given to all members entitled to vote;
- (vi) the notice specifies that it is intended that the resolution be proposed as a special resolution; and
- (vii) at least three-quarters of the members who vote at the meeting (whether in person or by proxy), vote in favour.

65.2 For the purposes of the Act:

- (a) Part 2 of this constitution is the statement of purposes of APNA; and
- (b) all the provisions of this constitution (including those in Part 2) are its rules.

65.3 Where this constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.

65.4 The headings form part of this constitution.

65.5 This constitution is to be interpreted in accordance with the Victorian *Interpretation of Legislation Act 1984* as if this constitution were an Act of the State of Victoria, unless the contrary intention appears.

65.6 The Board is responsible for the interpretation of the constitution and regulations.

65.7 This constitution is intended to include all matters in relation to which the model rules prescribed under section 54(2)(c) of the Act make provision, with the intention that none of the model rules apply to APNA.

66. Transitional

66.1 In this clause:

- (a) “the 2007 AGM” means the annual general meeting held on 28 May 2007;
- (b) “the new constitution” means this constitution as amended at the 2007 AGM; and
- (c) “the old constitution” means this constitution before it was amended at the 2007 AGM.

66.2 The new constitution is to be taken to come into effect at the end of the 2007 AGM, except that this clause is to be taken to come into effect at the beginning of the 2007 AGM.

66.3 Clause 29 of the old constitution applies to the election of Board members at the 2007 AGM, except that:

- (a) only 5 Board members are to be elected;
- (b) accordingly all references in clause 29 of the old constitution to “8” must be replaced with “5”; and
- (c) clause 29.9(i) of the old constitution does not apply.

66.4 Despite clauses 29.1 and 32.1 of the new constitution:

- (a) the 3 Board members elected at the 2007 AGM who receive the most votes are to be taken to have been elected under clause 29.1(a) of the new constitution for a 2 year term; and
- (b) the 2 Board members elected at the 2007 AGM who receive the least votes are to be taken to have been elected under clause 29.1(b) of the new constitution but for a 1 year term only expiring at the end of the annual general meeting in 2008; or
- (c) if a ballot is not required at the 2007 AGM, the 3 Board members who are to be taken to have a 2 year term and the 2 Board members who are to be taken to have a 1 year term must be decided by agreement between those Board members, or, in the absence of agreement, by lot.

66.5 This clause applies despite section 22(2) of the Act and anything to the contrary in this constitution.

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