

CONSTITUTION of the COUNCIL OF DEANS OF NURSING AND MIDWIFERY (AUSTRALIA & NEW ZEALAND)

PART 1: PRELIMINARY

Name

The name of the association *formerly known as the "Australian Council of Deans of Nursing" or "ACDN"* shall be the "Council of Deans of Nursing and Midwifery (Australia & New Zealand)". The initials CDNM may be used as the short title for the association where abbreviation is appropriate.

Purpose

The council's purpose is to represent the disciplines of nursing and midwifery in Australia and New Zealand in universities. In fulfilling that purpose, the council will: provide advice and trans-Tasman leadership in higher education and research in the registered professions of nursing and midwifery; promote the development of the disciplines' education, professional practice and knowledge generation; promote quality standards in education, research, research training and knowledge transfer; provide leadership in the development of policy in nursing and midwifery work, workforce and professional practice; and provide leadership and develop policy with respect to the accreditation for professional practice in nursing and midwifery.

1. Interpretations

(1) In these rules, except in so far as the context or subject matter otherwise indicates or requires –

"Council" means the Council of Deans of Nursing and Midwifery (Australia & New Zealand);

"Deans of Nursing and Midwifery" means the Dean or Head of the Faculty, School or Department of Nursing or Midwifery or Nursing and Midwifery in any particular University;

"[ordinary] member" means a member of the Council who is a full member of the Council and who is not an office-bearer of the association, as referred to in rule 13 (2);

"secretary" means the person holding the office of Deputy Chair of the Council;

"special general meeting" means a general meeting of the Council other than the annual general meeting;

"the Act" means the Associations Incorporation Act 1991;

"the Regulation" means the Associations Incorporations Regulations;

"the discipline of nursing" means the area of knowledge which concerns the practice of nursing;

"the discipline of midwifery" means the area of knowledge which concerns the practice of midwifery;

"university" means an institution recognised by the government of Australia or New Zealand as a university;

"financial year" means the year ending on 30 June.

(2) In these rules –

(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, where the function is a duty, a reference to the performance of a duty.

- (3) The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under the Act.

PART II: MEMBERSHIP

2. Membership Qualifications

Ordinary Membership

- (1) A person is qualified to be a member of the Council who is a registered nurse and/or midwife who:
- (a) holds the position of Dean of Nursing (or Midwifery or Nursing and Midwifery) howsoever titled in an Australian or New Zealand university that offers degrees and/or diplomas the award of which leads to eligibility for registration as a nurse and/or midwife or that offers degrees and/or diplomas for which admission is restricted to registered nurses and/or midwives; and
 - (b) has the most senior level of academic administrative responsibility for nursing and/or midwifery within their university
- (2) There shall be only one member per university except, in such cases as the Council may decide, there may be more than one member per institution.
- (3) In relation to clause 2 (2) the Council shall review its membership annually at the annual general meeting.

Other Categories of Membership

- (4) In extraordinary circumstances, the Council may admit other registered nurses or midwives who do not satisfy clause 2 (1) (a) or (b), to associate membership, provided that, in such circumstances the period of membership is specified and its relationship to the purposes of the council are specified. Associate members will be non voting members of Council.
- (5) The Council may admit to extended membership, a former ordinary member, provided that the term of extended membership and its relationship to the purposes of the council are specified. Extended members will be non voting members of Council.
- (6) The Council may admit a member or former member to life membership. Life members will be non voting members of Council.
- (7) The council may accept corporate membership for such bodies and for such periods as it decides. Corporate members will be non-voting members and shall have privileges and benefits as the council decides.
- (8) The council may allow visiting membership from international deans of nursing or midwifery or nursing and midwifery. Visiting members will be non voting members of Council and shall have privileges and benefits as the council decides.

3. Nomination for Other Categories of Membership

- (1) A nomination of a person for associate, extended or corporate membership shall be made in writing by a member and be lodged with the secretary.
- (2) As soon as practicable after receiving a nomination for associate, extended or corporate membership, the secretary shall refer the nomination to the Council which shall determine whether to approve or to reject the nomination.
- (3) Where the Council determines to approve a nomination for associate, extended or corporate membership, the secretary shall, as soon as practicable, notify the nominee to pay with the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as annual subscription.
- (4) The secretary shall, on payment by the nominee of the amount referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes an associate, extended or corporate member of the Council.
- (5) A nomination for life membership shall be made by at least 3 members and shall be made in writing and be lodged with the secretary. The nomination shall set down the grounds on which life membership is recommended.
- (6) As soon as practicable after receiving a nomination for life membership, the secretary shall refer the nomination to the Council which shall determine whether to approve or to reject the nomination.
- (7) Where the Council determines to approve a nomination for life membership, the secretary shall, as soon as practicable, notify the nominee and enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a life member of the Council.
- (8) A nomination for visiting membership shall be made in writing by a member and be lodged with the secretary.
- (9) As soon as practicable after receiving a nomination for visiting membership, the secretary shall refer the nomination to the Council which shall determine whether to approve or to reject the nomination.

4. Cessation of Membership

- (1) A person ceases to be a member of the Council if the person –
 - (a) dies;
 - (b) resigns that membership;
 - (c) is expelled from the Council;
 - (d) ceases to be eligible for membership as defined in clause 2 (1); or.

5. Membership Entitlements Not Transferable

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

- (2) However, a member may be replaced by a designated nominee with voting rights, for a specified period, provided that:
 - (a) the member is absent from his or her substantive position for a period of six months or more; and
 - (b) the designated nominee meets all the criteria for ordinary membership; and
 - (c) prior permission of the Council is given.
- (3) If the designated nominee does not meet the requirements of clause 5 (2) (a), (b) & (c) and is in an acting position for less than six months they may attend a meeting with observer status only.
- (4) In exceptional circumstances a member may apply for permission to send a nominee for one meeting in any 3 year period. Such application will be in writing to the Chair and approval shall be confirmed by the executive.

6. Resignation of Membership

- (1) A member of the Council is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Council who had paid all amounts payable by the member to the Council in respect of the member's membership may resign from the Council by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of that notice, the member ceases to be a member.
- (3) Where a member ceased to be a member of the Council pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of Members

- (1) There shall be a public officer of the association shall have access to a register of members of the Council specifying the name and address and position and employing institution of each person who is a member of the Council together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Council and shall be open for inspection, free of charge, by any member of the Council at any reasonable hour.

8. Fees, Subscriptions, etc.

- (1) A member shall pay the Council an annual membership fee determined by the Council, such a fee being payable before the annual general meeting.
- (2) members admitted to Council as associate, extended or corporate members shall pay the Council an annual membership fee determined by the Council, such a fee being payable before the annual general meeting.
- (3) Persons admitted to the Council as life or visiting members shall pay no membership fees.

9. Members' Liability

- (1) The liability of a member of the Council to contribute towards the payment of the debts and liabilities of the Council or the cost, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by rule 8.

10. Disciplining of Members

- (1) Where the Council is of the opinion that a member of the Council:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner *prejudicial* to the interests of the Council, the Council may, by resolution -
 - (c) expel the member from the Council; or
 - (d) suspend the member of the Council for a specified period; provided that
 - (e) the Council has voted by two-thirds majority to discipline the member.
- (2) Where the Council passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member—
 - (a) setting out the resolution of the Council and the grounds on which it is based;
 - (b) informing the member that the member may submit to the Council written representations relating to the resolution.

11. Right of Appeal of Disciplined Member

- (1) A member may appeal to the Council against a resolution of the Council within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from the member under clause (1), the secretary shall notify the Council which shall convene a special meeting of the Council to be held within 60 days after the date on which the secretary received the notice.
- (3) At a meeting of the Council convened under clause (2),
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

PART III: THE EXECUTIVE

12. Powers, etc of the Executive

- (1) The Executive shall be called the committee of management of the Council and, subject to the Act, the Regulations and these rules and to any resolutions passed by the association in general meeting -
 - (a) shall control and manage the affairs of the Council;
 - (b) may exercise all such functions as may be exercised by the Council other than those functions that are required by these rules to be exercised by a general meeting of members of the Council; and

- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Council.

13. Executive membership

- (1) Subject in the case of the first members of the Council to section 21 of the Act, the Executive shall consist of a maximum of eight members, including: the office bearers a New Zealand member and at least three ordinary members who shall be elected at the annual general meeting of the Council pursuant to rule 14.
- (2) There shall be 4 **office-bearers** of the Council including –
 - (a) the *chairperson*;
 - (b) two *deputy chairs*, one of whom shall be the *secretary* and the other who shall be the *immediate past Chair or an ordinary member*, and
 - (c) the *treasurer*.
- (3) The chairperson shall be elected for a term of two years and be eligible for re-election for a second term.
- (4) The secretary and treasurer shall be elected for a term of two years and be eligible for re election.
- (5) The immediate past chairperson shall serve for a maximum of two years as deputy chair; the elected deputy chair who is secretary shall serve for two years and shall be eligible for re-election to the executive;
- (6) The three ordinary members shall be elected annually, but they shall be eligible for re-election.
- (7) When the term of office of the current Chair expires, he/she shall become the Immediate Past Chair for a term of two years.
- (8) The immediate past Chair shall continue to discharge some duties on behalf of the Council.
- (9) There shall be at least one member representing New Zealand (NZ) on the Executive. The NZ representative will be elected by the NZ members for term of two years and be eligible for re-election for a second term.
- (10) There shall be at least one member representing midwifery on the Executive.
- (11) There will be no substitution for membership of the executive

14. Election of the Executive

- (1) Election of the executive shall take place at the annual general meeting.
- (2) In the event of a casual vacancy occurring in the membership of the executive, the executive will call for nominees and, if necessary, conduct a postal ballot to fill the vacancy.

- (3) In respect of clause 14 (2) the executive will give members at least 4 weeks notice in writing or by electronic communication that a vacancy on the executive is to be filled.

15. Secretary

- (1) It is the duty of the secretary to keep minutes of –
- (a) all appointments of office-bearers and members of the Council;
 - (b) the names of members of the Council present at a meeting; and
 - (c) all proceedings at Council meetings.
- (2) It is also the duty of the secretary to maintain records of the Council.

16. Treasurer

- (1) It is the duty of the Treasurer of the Council to ensure that –
- (a) all money due to the Council is collected and received and that all payments authorised by the Council are made; and
 - (b) 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 Council.

17. Casual Vacancies

- (1) For the purposes of these rules, a casual vacancy in the office of a member of the executive occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Council;
 - (c) becomes insolvent under administration within the meaning of the Corporations Law
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under rule 17;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health; or
 - (g) is absent without consent of the Council from two consecutive meetings of the committee.
- (2) For the purposes of these rules, a casual vacancy in the office of a member of the executive will also occur if, by a majority of two thirds, a vote of no confidence is passed in the member.

18. Removal of a Member

- (1) The Council may by resolution, passed with a two-thirds majority, remove any member of the executive from office 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.

19. Meetings and Quorum

- (1) The Council shall meet at least twice, in person, in each 12 month period at such place and time as the Council may determine.
- (2) Additional meetings of the Council may be convened by the Chairperson and they may be conducted via electronic media.

- (3) Oral or written notice of a meeting of the Council shall be given by the secretary to each member of the committee at least 30 working days (or such other periods as may be agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 10 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (6) No business shall be transacted by the Council 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 stands adjourned to a place and time approved unanimously by those members present.
- (7) In the event of non-agreement on the time and place of the adjourned meeting as defined in clause (6), the meeting shall be dissolved.

20. Delegation by Council

- (1) The Council may delegate to one or more subcommittees, working parties or individuals the exercise of such functions of the Council as are specified, other than -
 - (a) the power to delegate;
 - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- (2) Any act or thing done or suffered by the sub-committee, working party or individual acting in the exercise of delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- (3) The Council may, by instrument of writing, revoke wholly or in part any delegation under this rule.
- (4) The Council will have power to establish Advisory Groups, and to define their membership and purposes:
 - (a) Advisory Groups may consist of up to 10 members;
 - (b) The term of membership of Advisory Groups will normally be for a minimum of 2 years and a maximum of 4 years and may be renewed;
 - (c) Membership shall be determined by the Executive after a call for expressions of interest from persons in the profession who are appropriately qualified to provide relevant advice to the Council.
- (5) All subcommittees, working parties, individuals and advisory Groups exercising functions of Council shall be required to report to the Council as deemed appropriate by the executive.

21. Voting and Decisions

- (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a majority of the votes of members of the Council or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council, or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

22. Public Officer

- (1) The Executive shall appoint a Public Officer who must be resident in the Australian Capital Territory. The Public Officer need not be a member of the Council.

PART IV: GENERAL MEETINGS

23. General Meetings

- (1) With the exception of the first annual general meeting of the Council, the Council shall, at least once each calendar year, convene an annual general meeting of its members.
- (2) The Council shall hold its first annual general meeting –
 - (a) within the period of 18 months after its incorporation under the Act;
 - (b) within the period of 2 months after the expiration of the first financial year of the Council
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

24. Annual General Meetings - Calling of and Business At

- (1) The annual general meeting of the Council shall, subject to the Act and to rule 22, be convened on such date and at such place and time as the Executive thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special meeting held since that meeting;
 - (b) to receive from the executive reports upon the activities of the Council during the last preceding financial year;
 - (c) to elect office-bearers of the Council;
 - (d) to review the membership;
 - (e) to receive and consider the statement which is required to be submitted to members pursuant to subsection 73(1) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

25. Special General Meetings – Calling Of

(1) The executive may, whenever it thinks fit, convene a special general meeting of the Council.

(2) The executive shall, on the requisition in writing of not less than 20% of the total number of members, convene a special general meeting of the Council.

(3) A requisition of members for a special general meeting –
(a) shall state the purpose or purposes of the meeting;
(b) shall be signed by the members making the requisitions;
(c) shall be lodged with the secretary; and
(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the executive fails to convene a special general meeting to be held within 2 months after the 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 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened.

26. Notice

(1) Except for special meetings of the Council, the secretary shall, at least 30 working days before the fixed date for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Unless there is consensus to the contrary, no business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 24(2).

27. Procedure

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Ten members present in person, or in communication via electronic media, constitute a quorum for the transaction of the business of a general meeting.

(3) No business shall be transacted by the Council at a special general meeting 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 stands adjourned to a place and time approved unanimously by those members present.

28. Presiding Member

- (1) The Chairperson or, in their absence the designated Deputy Chairperson, shall preside as chairperson at each meeting of the Council.
- (2) If the Chairperson and both Deputy Chairpersons are absent or unwilling to act, the members present shall elect one of the executive to preside as chairperson at the meeting.

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

30. Making of Decisions

- (1) A question arising at a general meeting of the Council shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 Council, is evidence of the fact without proof of number or proportion of votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Council, a poll may be demanded by the chairperson or by not less than 3 members present in person.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matters shall be deemed to be the resolution of the meeting on that matter.

31. Voting

- (1) Upon any question arising at a general meeting of the Council a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a 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 general meeting of the Council unless all money due and payable by the member to the Council has been paid, including the amount of the annual subscription payable in respect of the then current year.
- (5) Only ordinary members shall be eligible to vote.

(6) A member of the Council is not entitled to vote by proxy.

PART V: MISCELLANEOUS

32. Insurance

- (1) The Council shall effect and maintain insurance.
- (2) In addition to the insurance required under clause (1), the Council may effect and maintain other insurance.

33. Funds – Source

- (1) The funds of the Council shall be derived from annual subscriptions of members, donations, and subject to any resolution passed by the Council in general meeting, such other sources as the Council may decide.
- (2) All monies received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- (3) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt:

34. Funds - Management

- (1) Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the executive determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the executive or employees of the Council, being members or employees authorised to do so by the executive.

35. Alteration of Objects and Rules

- (1) The statement of objects and these rules may be altered, rescinded or added to only by special resolution of the Council.

36. Common Seal

- (1) The common seal of the Council shall be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the executive and the affixing of the common seal shall be attested by the signatures either of 2 members of the executive or of 1 member of the executive and the public officer.

37. Custody of Books, etc.

- (1) Except as otherwise provided by these rules, the secretary shall keep in his or her custody or under his or her control, all records, books and other documents relating to the Council.

38. Inspection of Books, etc.

- (1) The records, books and other documents of the Council shall be open to inspection, free of charge, by a member of the Council at any reasonable hour.

39. Service of Notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Council upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

40. Surplus Property

- (1) At the first general meeting of the Council, the Council shall pass a special resolution nominating an incorporated association as the association in which it is to vest its surplus property pursuant to paragraph 92(1)(b) of the Act in the event of the winding up or the cancellation of the incorporation of the Council.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 92(2) of the Act.

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Amended 19 October 2007