



**Continence Nurses Society Australia**  
(formerly Australian Nurses for Continence)

**CONTINENCE NURSES SOCIETY AUSTRALIA**

**RULES**

**For an**

**INCORPORATED ASSOCIATION**

**September 2014**

## **Acknowledgements**

The 2013-2014 Continence Nurses Society Australia (CoNSA) Management Committee would like to acknowledge the significance of the work undertaken by all CoNSA members in relation to the creation of this and all previous constitutions. The following constitutions were used as a foundational base on which this current document was developed.

2006 Constitution, Australian Nurses for Continence (ANFC)

2009 Constitution, Australian Nurses for Continence (ANFC)

2012 Constitution, Continence Nurses Society Australia (CoNSA)

NSW Constitution: Association of Nurse Continence Advisors New South Wales (ANCAN)

QLD Constitution: Continence Nurses Society Australia, Queensland Branch Inc

SA Constitution: South Australian Nurses for Continence Interest Group

Vic Bylaws: Nurses for Continence, Victorian Branch

These rules were written in accordance with the Consumer Affairs Victoria Associations Incorporation Reform Act 2012.

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# **Continence Nurses Society Australia**

## **Rules for an Incorporated Association**

### **PART 1 - PRELIMINARY**

#### **1 Name**

The name of the incorporated association is "Continence Nurses Society Australia Incorporated" and will be referred to herein as "CoNSA".

#### **2 Purposes**

##### **2.1 Purpose**

The purpose of CoNSA is to act as a national professional interest group for nurses who have specialist knowledge and skills in continence care, whose member groups consist of State and Territory continence nursing bodies who are associated under CoNSA leadership.

The mission and vision statement and aims of CoNSA are:

##### **2.2 Mission Statement:**

CoNSA is a national professional interest group of nurses who have specialist knowledge and skills in continence care. Continence nurses provide services which are an integral part of an interdisciplinary approach to care of people who have incontinence and other bladder and bowel problems. By supporting its' membership through advocacy, policy development, research, education, and establishment of clinical practice standards, CoNSA promotes continence across Australia.

##### **2.3 Vision Statement:**

CoNSA will maintain a high profile, authoritative, active and sustainable national body for continence nursing in Australia, promoting excellence in continence care.

##### **2.4 Aims of CoNSA are to:**

- 2.4.1 Represent the interests of nurses and midwives in continence care;
- 2.4.2 Promote and protect the role of specialist continence nurses;
- 2.4.3 Develop and sustain quality organisational governance processes;
- 2.4.4 Provide comprehensive, useful services to members;
- 2.4.5 Develop positive and productive relationships with all levels of government and non-government organisations, industry, professional and consumer organisations;
- 2.4.6 Promote evidence-based continence care that places the person with continence needs and their family at the centre of the care;
- 2.4.7 Advocate for the interests of people with incontinence and other bladder and bowel issues, their families, carers and unregulated workers;
- 2.4.8 Provide, support and promote education on continence care;
- 2.4.9 Contribute to policy on continence care; and
- 2.4.10 Promote research that will contribute to evidence based practice for continence care.

### 3 Financial year

The financial year of CoNSA is each period of 12 months ending on 30 June.

### 4 Definitions

In these Rules:

**absolute majority**, of CoNSA Management Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**associate member** means a member referred to in Subrule 14.1;

**Australian Health Practitioner Regulation Agency (AHPRA)** is the national regulatory body for nursing registration in Australia;

**chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under Rule 46;

**continence nurse advisor/consultant** is an APHRA registered nurse who aims to practice according to the current practicing standards of the professional body of CoNSA;

**disciplinary appeal meeting** means a meeting of the members of CoNSA convened under Subrule 23.3;

**disciplinary meeting** means a meeting of the sub-committee convened for the purposes of Rule 22;

**disciplinary sub-committee** means the sub-committee appointed under Rule 20;

**financial year** means the 12 month period specified in Rule 3;

**general meeting** means a general meeting of the members of CoNSA convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a disciplinary appeal meeting;

**general member** refers to a member of the CONSA, who holds no position on CoNSA Management Committee. General members however have rights as defined Rule 13;

**officer bearer** means a CoNSA Management Committee member who holds one of the following roles – President, Vice-President, Secretary or Treasurer;

**management committee (MC)** means the executive committee having management of the business of CoNSA, referred herein as the MC;

**management committee meeting** means a meeting of the MC held in accordance with the Division 4 of Part 5;

**management committee member** means a member of the MC elected or appointed under Division 3 of Part 5;

**member** means a member of CoNSA;

**member entitled to vote** means a member who under Subrule 13.2 and 13.3 is entitled to vote at a general meeting;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**state/territory continence nursing body** refers to the following groups who make up the CoNSA membership - Association of Nurse Continence Advisors New South Wales, Continence Nurses

Society Australia Queensland Branch, Nurses for Continence Victorian Branch and South Australian Nurses for Continence Interest Group;

*State/Territory Representative* refers to the elected representative following groups - Association of Nurse Continence Advisors New South Wales, Continence Nurses Society Australia Queensland Branch, Nurses for Continence Victorian Branch and South Australian Nurses for Continence Interest Group plus members of these groups who reside in North Territory, Western Australia and Tasmania;

*the Act* means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act; and

*the Registrar* means the Registrar of Incorporated Associations.

## **PART 2 - POWERS OF ASSOCIATION**

### **5 Power of association**

5.1 Subject to the Act, CoNSA has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting Subrule (5.1), CoNSA may:

5.2.1 Acquire, hold and dispose of real or personal property;

5.2.2 Open and operate accounts with financial institutions;

5.2.3 Invest its money in any security in which trust monies may lawfully be invested;

5.2.4 Raise and borrow money on any terms and in any manner as it thinks fit;

5.2.5 Secure the repayment of money raised or borrowed, or the payment of a debt or liability;

5.2.6 Appoint agents to transact business on its behalf; and

5.2.7 Enter into any other contract it considers necessary or desirable.

5.3 CoNSA may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5.4 Under certain circumstances, it may be of benefit to CoNSA to enter into Memorandums of Understanding (MOU) with external organisations to achieve mutual goals, and:

5.4.1 MOU does not afford the other party any membership status unless the MOU conditions include this specifically;

5.4.2 MOU conditions are discussed and voted on at CoNSA MC meeting and recorded in the meeting minutes;

5.4.3 MOU's have defined time frames for existence; and

5.4.4 MOU can only be signed by the President on behalf of the CoNSA or the Vice President upon President incapacity.

### **6 Not for profit organisations**

6.1 The assets and income of CoNSA shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members, except as bona

fide remuneration for services rendered or expenses incurred on behalf of CoNSA as approved by CoNSA MC.

6.2 Subrule 6.1 does not prevent CoNSA from paying a member:

6.2.1 Reimbursement for expenses properly incurred by the member; or

6.2.2 For goods or services provided by the member

if this is done in good faith on terms no more favourable than if the member was not a member.

6.3 Receipts are to be given to the CoNSA Treasurer by the CoNSA member when making a claim for reimbursement of relevant expenses.

6.4 Disputes that arise regarding reimbursement shall be resolved at CoNSA MC meeting.

6.5 All ordinary members and office holders of CoNSA MC are voluntary and hence are unsalaried.

6.6 Contractual Persons nominated to CoNSA MC and other roles held on behalf of CoNSA, will be declared to the membership via the CoNSA website and noted within the CoNSA MC minutes. The contract will identify all the terms and conditions of the agreement between CoNSA and the contractor.

6.7 If an ordinary member or office holder of CoNSA MC or any of CoNSA's Sub-committees has direct or indirect pecuniary interest in a contract, or proposed contract with CoNSA, they must disclose the nature and extent of that interest to the MC and shall not vote with respect to that proposed contract. This member's financial interest and the subsequent withdrawal from voting associated with any contractual agreement decision must be noted in the minutes for future transparency of proceedings.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

#### **7 Minimum number of members**

The membership of CoNSA is made up of members of State/Territory continence nursing bodies, namely Association of Nurse Continence Advisors New South Wales, Continence Nurses Society Australia Queensland Branch, Nurses for Continence Victorian Branch, and South Australian Nurses for Continence Interest Group. Each of these groups must have at least 5 members.

#### **8 Who is eligible to be a member**

To be a member of CoNSA, individuals must first be member of a State/Territory continence nursing body (see per Rule 7) and support the purposes of CoNSA.

#### **9 Application for membership**

9.1 Upon the acceptance of a membership application by the State/Territory continence nursing body, as per Rule 8, and payment of the subscription, the applicant shall automatically become a member of CoNSA.

9.2 Part of a Full or Associate Member's subscription fee to their State/Territory continence nursing body pays for their membership to CoNSA.

9.3 The current State/Territory continence nursing bodies identify, in their organization's constitution/rules/bylaws, the role of the CoNSA as their National Representative Body. The



relationship with the State/Territory continence nursing bodies are formalized in these documents.

- 9.4 Members will also be required to consent to agree to the conditions set out in these CoNSA Rules via the CoNSA website.

## **10 Consideration of application**

If an application for membership to a State/Territory continence nursing body (as per Rule 8) is accepted by that body, then the application is also deemed to have been accepted by CoNSA.

## **11 New membership**

A person becomes a member of CoNSA and, subject to Subrule 13.2 and 13.3, is entitled to exercise his or her rights of membership from the date on which the State/Territory continence nursing body issues a receipt acknowledging the joining fee has been paid.

## **12 Annual subscription and fee on joining**

- 12.1 The membership fees payable from the State/Territory continence nursing bodies to CoNSA for Full and/or Associate Memberships shall be determined at each Annual General Meeting (AGM) of CoNSA for the following financial year.
- 12.2 CoNSA membership annual fees are deemed payable by each State/Territory continence nursing body for each financial year, either 1 week after the State/Territory continence nursing body Audit Report or by the 1<sup>st</sup> August whichever occurs first. The number of financial members at this report will be the basis on which payment of membership subscription to CoNSA are calculated.
- 12.3 New memberships or renewal membership fee paid to State/Territory continence nursing bodies after annual audit reconciliation (Subrule 12.2) infers national membership. Therefore, these CoNSA national fees should be forwarded to the CoNSA Treasurer within one month
- 12.4 Fees are paid by members to their State/Territory continence nursing body on an annual basis. There is no capacity for pro-rata payment or part annual CoNSA fees, as CoNSA is a volunteer organisation. Membership can only be conferred on an annual basis and no part payment of annual fees confers membership.
- 12.5 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **13 General rights of members**

*There are 3 classifications of CoNSA membership: Full Membership, Lifetime Membership and Associate Membership.*

- 13.1 Full Member of CoNSA who is entitled to vote:
- 13.1.1 Is an individual Registered Nurse, Enrolled Nurse or a Midwife as defined by the Australian Health Practitioner Regulation Agency (referred herein as AHPRA);
- 13.1.2 Has the right to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed under Part 4;

- 13.1.3 Has the right to submit items of business for consideration at a general meeting;
  - 13.1.4 Has the right to attend and be heard at general meetings;
  - 13.1.5 Has the right to vote at general meetings;
  - 13.1.6 Has the right to have access to the minutes of general meetings and other documents of the CoNSA as provided under Rule 75;
  - 13.1.7 Can take up a position on CoNSA MC, if nominated and elected, and if holding a office bearer or State/Territory Representative role on CoNSA MC has the right to vote at these MC meetings;
  - 13.1.8 Is a current financial member of Association of Nurse Continence Advisors New South Wales, Continence Nurses Society Australia Queensland Branch, Nurses for Continence Victorian Branch or South Australian Nurses for Continence Interest Group; and
  - 13.1.9 All monies due and payable by the member to CoNSA have been paid. An exception to that rule occurs when a meeting is held in the period of annual subscription renewal for the new financial year and it is deemed that the State/Territory continence nursing body is not yet due to be received by CoNSA; but the member has been confirmed as currently financial with their State/Territory continence nursing body.
- 13.2 A Full Member is entitled to vote if:
- 13.2.1 The member is a CoNSA member other than an Associate Member; and
  - 13.2.2 The member's membership rights are not suspended for any reason.
- 13.3 Lifetime Member of CoNSA:
- 13.3.1 Is a member of the CoNSA who has been granted Lifetime Membership by their State/Territory continence nursing body or by CoNSA MC; and
  - 13.3.2 Has full rights of membership as afforded to a Full Member (see Subrule 13.1 and 13.2).
- 13.4 Non-Financial Member of CoNSA:
- 13.4.1 Status of non-financial membership occurs when membership with their State/Territory continence nursing body has not been renewed by the due date for renewal; and so
  - 13.4.2 Cannot identify as a CoNSA member, cannot be elected onto or vote on the MC or vote at any CoNSA general meeting.

## **14 Associate members**

- 14.1 Associate Member of CoNSA may be:
- 14.1.1 A retired CoNSA Member, who is no longer registered with AHPRA;
  - 14.1.2 A person interested in supporting the work of the CoNSA through their membership;
  - 14.1.3 An organisation or individual who may or may not have a financial or clinical interest in continence and is interested in supporting CoNSA through association directly with CoNSA;
  - 14.1.4 Or any other category of member as determined by special resolution at a CoNSA general meeting;

- 14.1.5 Does not have voting rights at general meetings or as part of CoNSA MC and MC meetings but may have other rights as determined by the MC or by resolution at a general meeting; and
- 14.1.6 Cannot be elected onto CoNSA MC, but can be appointed to the MC for a specified role and term such as supporting a Sub-committee. This can be proposed by a CoNSA member at a MC meeting or general meeting then put to vote as per Rule 38 and 64.

## **15 Rights not transferable**

The rights of a CoNSA member are not transferable or transmittable to any other person and ends when membership ceases as per Rule 16.

## **16 Ceasing membership**

- 16.1 The right, privilege, or obligation of a person by reason of membership of CoNSA:
  - 16.1.1 Terminates upon cessation of membership, resignation, non-financial status, expulsion or death; or
  - 16.1.2 May change due to change of status to the member's registration with APRHA and thus the membership classification as defined in Rule 13 and 14.
- 16.2 A person ceases to be a member of CoNSA if:
  - 16.2.1 The person resigns from their State/Territory continence nursing body. Resignation as such implies resignation from CoNSA;
  - 16.2.2 A member becomes non-financial past the renewal date of their membership with their State/Territory continence nursing body. Removal from CoNSA membership will be automatic and the onus is not on CoNSA to seek the members' renewal; or
  - 16.2.3 If a Full Member is no longer recognized as registered by AHPRA, and has made no arrangement to change their Full Member membership status with CoNSA or their State/Territory continence nursing body, then removal of CoNSA membership will be automatic unless support or advocacy is sort from CoNSA MC by the member and MC considers maintenance of membership status justified.
- 16.3 When a CoNSA member's State/Territory continence nursing body is wound up and ceases to exist, CoNSA will contact members and offer alternative arrangements to remain CoNSA members.
- 16.4 When a CoNSA member's State/Territory continence nursing body merges with another organization or changes in such a way that the new organization's profile and role are significantly different from its the original form:
  - 16.4.1 A condition on the merger or variation by the State/Territory continence nursing body will include a requirement for the new organization to inform CoNSA MC in writing of the change, and on behalf of existing members discuss continuing CoNSA membership;
  - 16.4.2 CoNSA MC will decide if the members of the new State/Territory organization will or will not continue to be members of CoNSA;
  - 16.4.3 Under the situation where the new organisation is not compatible with CoNSA, or an agreement mutually beneficial to both the new organization and CoNSA members

cannot be reached, then the members will be canvassed and offered alternative arrangements to remain CoNSA members; or

16.4.4 If the new State/Territory organisation undergoes change in only their name then there will be no impact on membership status. A change in name shall be notified to CoNSA MC in writing.

## **17 Resigning as a member**

17.1 If a CoNSA member resigns from their State/Territory continence nursing body in writing then they are also considered to have resigned from CoNSA.

17.2 A CoNSA member is taken to have resigned if the CoNSA member's annual subscription to their State/Territory continence nursing body is arrears.

## **18 Register of members**

18.1 A register of all CoNSA members will be maintained in an orderly manner by each State/Territory continence nursing body and shared with CoNSA, as required, in a timely manner. The register must reflect the member's CoNSA membership classification. Therefore:

18.1.1 It is the member's responsibility to follow up any change in contact details or images that are necessary. Notification of contact change is made to the State/Territory continence nursing body. CoNSA is not responsible for members not receiving membership benefits when the member has not maintained their contact details; and

18.1.2 Confidentiality of CoNSA members information must be maintained. Access to CoNSA members' contact details will be restricted to CoNSA business and cannot be shared external to CoNSA for activities without the individual's permission.

18.2 A CoNSA member may be given access to other member's details where it is deemed by the CoNSA MC to be beneficial to the membership goals, and benefit both the member and CoNSA. Sharing of information is not to breach the individual's rights to request privacy.

## **Division 2 - Disciplinary Action**

### **19 Grounds for taking disciplinary action**

19.1 CoNSA may take disciplinary action against a member in accordance with this Division if it is determined that the member:

19.1.1 Has failed, refused or neglected to comply with these rules; or

19.1.2 Refuses to support the purposes of CoNSA; or

19.1.3 Has engaged in conduct unbecoming as a member or prejudicial to CoNSA and CoNSA's interests.

### **20 Disciplinary sub-committee**

20.1 If CoNSA MC is satisfied that there are sufficient grounds for taking disciplinary action against a member or to seek compensation from a member where recovery action is required, the MC must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.

- 20.2 The members of the disciplinary sub-committee:
- 20.2.1 May be MC members, members of CoNSA or anyone else; but
  - 20.2.2 Must not be biased against, or in favour of, the member concerned.

## **21 Notice to member**

- 21.1 Before disciplinary action is taken against a CoNSA member, the CoNSA Secretary must give written notice to the member:
- 21.1.1 Stating that CoNSA proposes to take disciplinary action against the member; and
  - 21.1.2 Stating the grounds for the proposed disciplinary action; and
  - 21.1.3 Specifying the date, place and time of the meeting (either via face-to-face meeting, teleconferencing or videoconferencing) at which the disciplinary sub-committee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - 21.1.4 Advising the member that he or she may do one or both of the following:
    - (i) Attend the disciplinary meeting and address the disciplinary sub-committee at that meeting;
    - (ii) Give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
  - 21.1.5 Setting out the member's appeal rights under Rule 23.
- 21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of sub-committee**

- 22.1 At the disciplinary meeting, the disciplinary sub-committee must:
- 22.1.1 Give the CoNSA member an opportunity to be heard; and
  - 22.1.2 Consider any written statement submitted by the member.
- 22.2 After complying with Subrule 22.1, the disciplinary sub-committee may:
- 22.2.1 Take no further action against the member; or
  - 22.2.2 Subject to Subrule 22.3:
    - (i) Reprimand the member; or
    - (ii) Suspend the membership rights of the member for a specified period; or
    - (iii) Expel the member from CoNSA.
- 22.3 The disciplinary sub-committee may not fine the member.
- 22.4 The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- 23.1 A person whose CoNSA membership rights have been suspended or who has been expelled from CoNSA under Rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

- 23.2 The notice must be in writing and given:
- 23.2.1 To the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
  - 23.2.2 To the Secretary not later than 48 hours after the vote.
- 23.3 If a person has given notice under Subrule 23.2, a disciplinary appeal meeting must be convened by CoNSA MC as soon as practicable, but in any event no earlier than 14 days and not later than 28 days, after the notice is received.
- 23.4 Notice of the disciplinary appeal meeting must be given to each member of CoNSA who is entitled to vote, by the CoNSA Secretary, as soon as practicable and must:
- 23.4.1 Specify the date, time and place of the meeting (either via face-to-face meeting, teleconferencing or videoconferencing); and
  - 23.4.2 State:
    - (i) The name of the person against whom the disciplinary action has been taken; and
    - (ii) The grounds for taking that action; and
    - (iii) That at the disciplinary appeal meeting, the CoNSA members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
- 23.5 The CoNSA Secretary must as soon as practicable, give the member written notice of the appeal meeting:
- 23.5.1 Setting out the resolution of CoNSA MC and the grounds on which it is based; and
  - 23.5.2 Stating that the member, or his or her representative, may address the CoNSA members at a disciplinary meeting; and
  - 23.5.3 Informing the member that he or she may either attend that meeting or give to CoNSA MC a written statement seeking to revoke the resolution.

## **24 Conduct of disciplinary appeal meeting**

- 24.1 At a disciplinary appeal meeting:
- 24.1.1 No business other than the question of the appeal may be conducted; and
  - 24.1.2 CoNSA MC must state the grounds for suspending or expelling the CoNSA member and the reasons for taking that action; and
  - 24.1.3 The person whose CoNSA membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 24.2 After complying with Subrule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 24.3 A member may not vote by proxy at the meeting.
- 24.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

### **Division 3 - Grievance Procedure**

#### **25 Application**

- 25.1 The grievance procedure set out in this Division applies to disputes under these rules between:
- 25.1.1 A CoNSA member and another CoNSA member;
  - 25.1.2 A CoNSA member and CoNSA MC; or
  - 25.1.3 A CoNSA member and CoNSA.
- 25.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

#### **27 Appointment of mediator**

- 27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 10 days:
- 27.1.1 Notify CoNSA MC of the dispute; and
  - 27.1.2 Agree to or request the appointment of a mediator; and
  - 27.1.3 Attempt in good faith to settle the dispute by mediation.
- 27.2 The mediator must be:
- 27.2.1 A person chosen by agreement between the parties; or
  - 27.2.2 In the absence of agreement:
    - (i) If the dispute is between a CoNSA member and another CoNSA member — a person appointed by CoNSA MC; or
    - (ii) If the dispute is between a CoNSA member and CoNSA MC or CoNSA — a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 27.3 A mediator appointed by CoNSA MC may or may not be a member or former member of CoNSA but in any case must not be a person who:
- 27.3.1 Has a personal interest in or a party to the dispute; or
  - 27.3.2 Is biased in favour of or against any party; and
  - 27.3.3 If the mediator is prejudicial to either party, CoNSA MC will appoint or request a new mediator.

#### **28 Mediation process**

- 28.1 The mediator to the dispute, in conducting the mediation, must:
- 28.1.1 Give each party every opportunity to be heard; and
  - 28.1.2 Allow due consideration by all parties of any written statement submitted by any party; and

28.1.3 Ensure that natural justice is accorded to the parties throughout the mediation process; and

28.1.4 Report back to CoNSA MC with the mediation outcome and identify any action required.

28.2 The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 - GENERAL MEETINGS OF THE ASSOCIATION**

### **30 Annual general meetings**

30.1 CoNSA MC must convene an Annual General Meeting (AGM) of CoNSA to be held within 5 months after the end of each financial year.

30.2 Despite Subrule 30.1, the first AGM shall be held within 18 months after the Incorporation of CoNSA, and thereafter coinciding with the Continence Foundation of Australia Annual National Conference, (unless otherwise requested and voted on by CoNSA members).

30.3 CoNSA MC may determine the date, time and place of the AGM.

30.4 The ordinary business of the AGM is as follows:

30.4.1 Attendance;

30.4.2 Apologies;

30.4.3 Confirmation of the minutes of the previous AGM and of any Special General Meetings held since the last AGM;

30.4.4 Business arising from the previous minutes;

30.4.5 To receive and consider:

(i) State/Territory and Sub-committee Reports; and

(ii) Treasurer Report presenting the financial statement and auditor's report for the preceding financial year submitted by CoNSA MC in accordance with Part 7 of the Act;

30.4.6 Election of officers of CoNSA MC;

30.4.7 Confirm or vary the amounts of the annual subscription;

30.4.8 Other Business (see Subrule 30.5).

30.5 The AGM may also conduct any other business tabled in agenda requiring consideration by CoNSA of which notice has been given in accordance to these Rules.

### **31 Special general meetings**

31.1 Any general meeting of CoNSA, other than an AGM or a disciplinary appeal meeting, is a Special General Meeting.

31.2 CoNSA MC may convene a Special General Meeting whenever it thinks fit.



- 31.3 No business other than that set out in the notice under Rule 33 may be conducted at the meeting.
- 31.4 A Special General Meeting may be in the form of a face to face meeting, or via teleconferencing or other electronic means that allows discussion of the issue and CoNSA member feedback with postal/electronic information distribution and subsequent ballot of members as required. Determination of this as decided appropriate by CoNSA MC.
- 31.5 All CoNSA members must have the opportunity to have involvement in a Special General Meeting by information dissemination, proxy voting, and/or postal/electronic voting.
- 31.6 All business that is conducted at a Special General Meeting is deemed to be special business and the CoNSA membership should receive minutes of the meeting within 1 month of the meeting.

## **32 Special general meeting held at request of members**

- 32.1 CoNSA MC must convene a Special General Meeting if a request to do so is made in accordance with Subrule 32.2 by at least 10 CoNSA members.
- 32.2 A request for a Special General Meeting must:
  - 32.2.1 Be in writing (including electronic transmission); and
  - 32.2.2 State the business to be considered at the meeting and any resolutions to be proposed; and
  - 32.2.3 Include the names and signatures of the members requesting the meeting; and
  - 32.2.4 Be given to the CoNSA Secretary.
- 32.3 If CoNSA MC does not convene a Special General Meeting within two months after the date on which the request is made, the CoNSA members making the request (or any of them) may convene the Special General Meeting.
- 32.4 A Special General Meeting convened by CoNSA members under Subrule 32.3:
  - 32.4.1 Must be held within 3 months after the date on which the original request was made; and
  - 32.4.2 May only consider the business stated in that request.
- 32.5 CoNSA must reimburse all reasonable expenses incurred by the CoNSA members convening a Special General Meeting under Subrule 32.3.
- 32.6 Such a Special General Meeting shall be convened in the same manner, as early as practical, as any general meeting convened by CoNSA MC and, for this purpose, CoNSA MC shall ensure that the meeting is supported with particulars of the CoNSA members entitled to receive a notice of meeting and other usual meeting resources.

## **33 Notice of general meetings**

- 33.1 The CoNSA Secretary (or, in the case of a Special General Meeting convened under Subrule 32.3, the CoNSA members convening the meeting) must give to each member of CoNSA via their State/Territory continence nursing body representative:
  - 33.1.1 At least 28 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - 33.1.2 At least 14 days' notice of a general meeting in any other case.

- 33.2 The notice, including Agenda, Nomination and Proxy forms (as appropriate) to be sent by electronic transmission, must:
- 33.2.1 Specify the date, time and place of the meeting; and
  - 33.2.2 Indicate the general nature of each item of business to be considered at the meeting with no other business to be conducted at the meeting other than that set out in the notice; and
  - 33.2.3 If a special resolution is to be proposed:
    - (i) State in full the proposed resolution; and
    - (ii) State the intention to propose the resolution as a special resolution; and
  - 33.2.4 Comply with Subrule 34.5.
- 33.3 This rule does not apply to a disciplinary appeal meeting.

## **34 Proxies**

- 34.1 A CoNSA member may appoint another CoNSA member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 34.2 The appointment of a proxy must be in writing and signed by the CoNSA member making the appointment.
- 34.3 The CoNSA member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the CoNSA member in any matter as he or she sees fit.
- 34.4 If CoNSA MC has approved a form for the appointment of a proxy, the CoNSA member may use any other form that clearly identifies the person appointed as the CoNSA member's proxy and that has been signed by the CoNSA member.
- 34.5 Notice of a general meeting given to a CoNSA member under Rule 33 must:
- 34.5.1 State that the CoNSA member may appoint another CoNSA member as a proxy for the meeting; and
  - 34.5.2 Include a copy of any form that CoNSA MC has approved for the appointment of a proxy.
- 34.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 34.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the CoNSA Secretary no later than 48 hours before the commencement of the meeting.

## **35 Use of technology**

- 35.1 A CoNSA member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 35.2 For the purposes of this Part, a CoNSA member participating in a general meeting as permitted under Subrule 35.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36 Quorum at general meetings**

- 36.1 No business may be conducted at a general meeting unless a quorum of CoNSA members entitled to vote under these rules is present.
- 36.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 35) of 10% of the members entitled to vote.
- 36.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- 36.3.1 In the case of a meeting convened by, or at the request of, CoNSA members under Rule 32 - the meeting must be dissolved and CoNSA members informed as soon as practicable after the meeting; and
- 36.3.2 In any other case:
- (i) The meeting must be adjourned under conditions determined by the President or Chairperson to a date not more than 28 days after the adjournment; and
  - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice (that may be sent electronically) by the CoNSA Secretary given to all CoNSA members, via their State/Territory Representative, as soon as practicable after the meeting.
- 36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Subrule 36.3.2, the CoNSA members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- 37.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of CoNSA members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 37.2 Without limiting Subrule 37.1, a meeting may be adjourned:
- 37.2.1 If there is insufficient time to deal with the business at hand; or
- 37.2.2 To give the CoNSA members more time to consider an item of business; or
- 37.2.3 To give the CoNSA members further information to allow them to be fully informed to vote on an issue; or
- 37.2.4 To refer the issue to a postal/electronic vote after the information is distributed; or
- 37.2.5 If requested more than three CoNSA members, a vote by show of hands or verbal agreement will be taken and the Chairperson will act upon the result.
- 37.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 37.4 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

### **38 Voting at general meeting**

- 38.1 On any single question arising at a general meeting:

- 38.1.1 Subject to Subrule 38.3, each CoNSA member who is entitled to vote has one vote; and
- 38.1.2 CoNSA members may vote personally or, if non-attending, by proxy via a nominated voting representative; and
- 38.1.3 Except in the case of a special resolution, the question must be decided on a majority of votes.
- 38.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 38.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.
- 38.5 Voting shall be taken by a show of hands where there is no personal issue involved. When the issue involves determination of personal issues such as electing or voting for or against another member, then, at Chairperson's determination, the voting should be undertaken as a secret ballot. Secret ballots can be collated from slips of paper or electronic responses as determined by the Chairperson.
- 38.6 Any voting from an individual CoNSA member that is identified in a secret ballot must remain confidential.
- 38.7 The CoNSA Secretary, with assistance of the State/Territory Representatives, shall ensure that voting is limited to Full Members and Life Members who have voting rights.

### **39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

### **40 Determining whether resolution carried**

- 40.1 Subject to Subsection 2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
    - 40.1.1 Carried; or
    - 40.1.2 Carried unanimously; or
    - 40.1.3 Carried by a particular majority; or
    - 40.1.4 Lost
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 40.2 If a poll (where votes are cast in writing) is demanded by not less than three members on any question:
    - 40.2.1 The poll must be taken at the meeting before the meeting is closed in the manner determined by the Chairperson of the meeting; and
    - 40.2.2 The Chairperson must declare the result of the resolution to the question on the basis of the poll at the meeting.
  - 40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

40.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of general meeting**

41.1 CoNSA Secretary or, if not present, CoNSA MC must ensure that minutes are taken and kept of each general meeting.

41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

41.3 In addition, the minutes of each AGM must include:

41.3.1 The names of the members attending the meeting and apologies received; and

41.3.2 Proxy forms given to the Chairperson of the meeting under Subrule 34.6; and

41.3.3 The financial statements submitted to the members in accordance with Subrule 30.4.5(ii); and

41.3.4 The certificate signed by two CoNSA MC members certifying that the financial statements give a true and fair view of the financial position and performance of CoNSA; and

41.3.5 Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

41.4 Minutes of the AGM will be circulated to members within 3 months of the AGM by CoNSA Secretary via relevant State/Territory representatives to make available to their local membership. AGM minutes will also be posted on the CoNSA website.

### **PART 5 - COMMITTEE**

#### **Division 1 - Powers of Committee**

#### **42 Role and powers**

42.1 The business or affairs of CoNSA must be managed and controlled by or under the direction of a MC.

42.2 The MC may exercise all the powers of CoNSA except those powers that these Rules or the Act require to be exercised by general meetings of CoNSA members.

42.3 CoNSA MC:

42.3.1 May appoint and remove staff;

42.3.2 May establish Sub-committees consisting of members with terms of reference it considers appropriate;

42.3.3 Are responsible for administration of the affairs of CoNSA;

42.3.4 Have authority to make and interpret the meaning of the constitutional rules and any matter/s relating to CoNSA on which the Rules are silent;

42.3.5 May implement policy decisions as determined and agreed by CoNSA members;

42.3.6 Will act as the executive committee of CoNSA that provides the leadership and supports the CoNSA purpose, mission and vision statement and aims;

42.3.7 Will represent and act primarily in the interests of CoNSA, and then in the interests of the State/Territory continence nursing bodies that nominated them;

- 42.3.8 May identify and source financial support for the work of CoNSA;
- 42.3.9 Will manage, protect and control the funds and other property of CoNSA; and
- 42.3.10 May, as necessary, seek nominations from CoNSA members to act as CoNSA representatives on relevant State and National committees. CoNSA MC will appoint a person to fill the role of CoNSA from these nominations. CoNSA MC reserves the right to make changes to CoNSA representation on these external committees.

### **43 Delegation**

- 43.1 CoNSA MC may delegate to a member of the MC, a Sub-committee or staff, any of its powers and functions other than:
  - 43.1.1 This power of delegation; or
  - 43.1.2 A duty imposed on CoNSA MC by the Act or any other law.
- 43.2 The delegation must be in writing and may be subject to the conditions and limitations CoNSA MC considers appropriate.
- 43.3 CoNSA MC may, in writing, revoke a delegation wholly or in part.

## **Division 2 - Composition of Committee and Duties of Members**

### **44 Composition of committee**

- 44.1 CoNSA MC consists of the following office bearers:
  - 44.1.1 A President; and
  - 44.1.2 A Vice-President; and
  - 44.1.3 A Secretary; and
  - 44.1.4 A Treasurer; and
  - 44.1.5 A representative from each Australian State/Territory (or ordinary members) elected under Rule 53.
- 44.2 Officer bearers shall be subject to annual re-election at the CoNSA AGM, except for State/Territory Representatives of each Australian State/Territory (see Rule 53). Additional, non-elected, non-office bearer CoNSA positions assigned by CoNSA MC may include the following positions which will be reviewed by MC annually:
  - 44.2.1 CoNSA Sub-committees members; or
  - 44.2.2 CoNSA representatives sitting on external committees as representatives of CoNSA interests by invitation from CoNSA MC for a defined term and role.

### **45 General duties**

- 45.1 As soon as practicable after being elected or appointed to CoNSA MC, each MC member must become familiar with these Rules and the Act.
- 45.2 CoNSA MC is collectively responsible for ensuring that CoNSA complies with the Act and that individual members of CoNSA MC comply with these Rules.
- 45.3 CoNSA MC members must exercise their powers and discharge their duties with reasonable care and diligence.

- 45.4 CoNSA MC members must exercise their powers and discharge their duties:
- 45.4.1 In good faith in the best interests of CoNSA; and
  - 45.4.2 For a proper purpose.
- 45.5 CoNSA MC members and former MC members must not make improper use of:
- 45.5.1 Their position; or
  - 45.5.2 Information acquired by virtue of holding their position
- so as to gain an advantage for themselves or any other person or to cause detriment to CoNSA.
- 45.6 In addition to any duties imposed by these Rules, a CoNSA MC member must perform any other duties imposed from time to time by resolution at a general meeting.
- 45.7 CoNSA MC members must maintain their contact details with their State/Territory continence nursing body and the other MC members, and inform the CoNSA Secretary as soon as possible of any changes. As such, a CoNSA MC contact register shall be maintained by the CoNSA Secretary and shared between the MC members.

## **46 President and Vice-President**

- 46.1 Subject to Subrule 46.2, the CoNSA President or, in the President's absence, the CoNSA Vice-President is the Chairperson for any CoNSA general meetings and for any CoNSA MC meetings.
- 46.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
- 46.2.1 In the case of a CoNSA General Meeting — a member elected by the other members present; or
  - 46.2.2 In the case of a CoNSA MC meeting — a MC member elected by the other MC members present.

## **ROLE AND FUNCTION OF THE PRESIDENT**

### 46.3 Preamble:

The role of President of the CoNSA is a leadership and guidance role. The President needs to drive the purpose and direction of CoNSA, and support CoNSA MC and its Sub-committees.

### 46.4 Title:

The President of CoNSA may sign official documents as “President, CoNSA”.

### 46.5 Accountability of the President:

The President is accountable to CoNSA members, via general meetings, and CoNSA MC.

### 46.6 Responsibilities of the President:

- 46.6.1 The President’s primary role as leader of CoNSA is to represent the CoNSA membership;
- 46.6.2 Chair all CoNSA meetings including CoNSA MC, general meetings and attend, as required in an ex-officio capacity, Sub-committee meetings;
- 46.6.3 Ensure that all actions of CoNSA MC are in accordance with the Rules and relevant statutes and regulations;

- 46.6.4 Act as spokesperson for CoNSA to the media and other external entities. If this role is delegated, the President remains accountable and hence must still authorise any public statements;
  - 46.6.5 Represent CoNSA to affiliated and other bodies as deemed appropriate by CoNSA MC;
  - 46.6.6 Act on the written proxy voting instructions from members of CoNSA who are unable to attend a general meeting, without nomination of any other member of CoNSA. The President must report proxy votes strictly as instructed in the proxy form;
  - 46.6.7 Provide support and guidance to new members of CoNSA MC, as required, or delegate this to another CoNSA MC member, to orientate them to their roles and portfolios, and facilitate their development into productive participants in CoNSA MC; and
  - 46.6.8 Collaborate with other members of CoNSA MC to ensure that projects and tasks are completed in a timely manner and assist or guide other members of the MC with their respective portfolios when appropriate.
- 46.7 Performance of the President:
- 46.7.1 The President must chair meetings in such a manner as to ensure efficient, yet fair dealing with each item on the agenda. The President retains control of the meeting, and members are expected to follow the directions of the President; and
  - 46.7.2 While the President is not required to seek prior approval from CoNSA MC for making public statements, surveying CoNSA MC members' opinions before formulating a response is advisable. The President may be called to explain statements to CoNSA MC if perceived to be inconsistent with the purpose and aims of CoNSA.

## **ROLE OF THE VICE PRESIDENT**

### 46.8 Preamble:

The role of Vice President of CoNSA is to support and assist the President and other CoNSA MC members, both directly and indirectly. The Vice President is able to immediately step into the role of President if the need should arise, to provide continuity of leadership to CoNSA.

### 46.9 Title:

The Vice President of CoNSA may sign official documents as "Vice President, CoNSA".

### 46.10 Accountability of the Vice President:

Vice President is immediately accountable to the President of CoNSA, and then to CoNSA MC. CoNSA MC holds the Vice President accountable for proper execution of standing and delegated responsibilities; and

### 46.11 Responsibilities of the Vice President:

- 46.11.1 Supporting the President in the performance of his or her duties, and supporting the other members of CoNSA MC in the performance of their duties;
- 46.11.2 Chairing any meeting of CoNSA from which the President is absent or unable to oversee; and
- 46.11.3 Acting as spokesperson for CoNSA to the media and other external entities, with the authorization of the President. The President remains accountable and hence must authorize any public statements.



#### 46.12 Performance of the Vice President:

The Vice President, in presiding a CoNSA MC meeting or general meeting in the absent of the President, must act in such a manner as to ensure efficient, yet fair dealing, with each item on the agenda. The Vice-President retains control of the meeting, and members are expected to follow his or her directions.

### **47 Secretary**

- 47.1 The CoNSA Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association including lodgement of documents of CoNSA with the Registrar.
- 47.2 The Secretary must:
- 47.2.1 Liaise with the State/Territory contineence nursing bodies whose state branch maintains the register of members for CoNSA in accordance with Rule 18; and
  - 47.2.2 Keep custody of the common seal (if any) of CoNSA and, except for the financial records referred to in Subrule 70.3, all books, documents and securities of CoNSA in accordance with rules 72 and 75; and
  - 47.2.3 Subject to the Act and these Rules, provide CoNSA members with access to the register of CoNSA members as appropriate via State/Territory branches, the minutes of general meetings and other books and documents; and
  - 47.2.4 Perform any other duty or function imposed on the Secretary by these Rules.
- 47.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment and notify the Registrar of any changes to the CoNSA Rules (as per Rule 77).

### **ROLE OF THE SECRETARY**

#### 47.4 Preamble:

The role of Secretary of CoNSA is a responsible one. The Secretary provides much of the administrative role of CoNSA MC, and works in collaboration with the MC.

#### 47.5 Title:

Secretary of the CoNSA may sign official documents as “Secretary, CoNSA”.

#### 47.6 Accountability of the Secretary:

The Secretary is accountable to CoNSA members, via general meetings, and CoNSA MC.

#### 47.7 Responsibilities of the Secretary:

The Secretary is the principal administrative officer and is responsible for carrying out the decisions of CoNSA MC, the routine administrative tasks, including, but not limited to:

- 47.7.1 Collation and distribution of the notice of CoNSA MC meetings and agenda one week prior to the meeting;
- 47.7.2 Recording minutes of each meeting including CoNSA MC meetings and general meetings;
- 47.7.3 Distribution of minutes to CoNSA MC within one month of the meeting they relate to;
- 47.7.4 Maintenance and protection the minute books or electronic minutes as a legal record of the activities of CoNSA;

- 47.7.5 Distribution of publicity and other materials to CoNSA members via State/Territory Representatives;
- 47.7.6 Distribution of publicity and other materials for inclusion on the CoNSA website;
- 47.7.7 Sending (via State/Territory Representatives) and receiving nominations for CoNSA MC elections, proxy forms, on motions for general meetings and MC meetings. This includes advise on when to return such information and providing contact details of CoNSA;
- 47.7.8 Advising CoNSA MC about nominations or proxy votes received in a timely manner to ensure smooth conduct of meetings;
- 47.7.9 Maintenance of a contact list of CoNSA MC and Sub-committee members;
- 47.7.10 Keeping minutes of the resolutions and proceedings of each general meeting, and each CoNSA MC meeting, together with a record of the names of persons present and apologies at MC meetings and general meetings; and
- 47.7.11 Keeping these records in electronic format as deemed appropriate by CoNSA MC; and
- 47.7.12 Keeping archived record control that is passed from exiting CoNSA MC office bearers to newly elected office bearers.

#### 47.8 Delegations:

- 47.8.1 All of the above responsibilities may be delegated to other members of CoNSA MC, or CoNSA members, except the following - maintenance and protection of the minute books or electronic minutes as a legal record of the activities of CoNSA; and
- 47.8.2 CoNSA MC must approve delegation of any task to a CoNSA member who is not a member of CoNSA MC.

#### 47.9 Performance of the Secretary:

At each meeting, the Secretary shall report on the progress of delegated responsibilities minuted in the previous meeting. Lack of progress may then be explained, and CoNSA MC may then consider alternative delegation of the task if necessary to ensure prompt completion.

## **48 Treasurer**

#### 48.1 The CoNSA Treasurer must:

- 48.1.1 Receive all moneys paid to or received by CoNSA and issue receipts for those moneys in the name of CoNSA; and
- 48.1.2 Ensure that all moneys received are paid into the account of CoNSA within 14 working days after receipt; and
- 48.1.3 Make any payments authorised by CoNSA MC or by a general meeting of CoNSA from CoNSA's funds; and
- 48.1.4 Ensure cheques are signed by at least 2 CoNSA MC members.

#### 48.2 The Treasurer must:

- 48.2.1 Ensure that the financial records of CoNSA are kept in accordance with the Act; and
- 48.2.2 Coordinate the preparation of the financial statements of CoNSA and their certification by CoNSA MC prior to their submission to the CoNSA AGM.

48.3 The Treasurer must ensure that at least one other CoNSA MC member has access to the accounts and financial records of CoNSA.

## **ROLE OF THE TREASURER**

48.4 Preamble:

The Treasurer of the CoNSA is personally accountable for the finances of CoNSA. The role demands integrity, acuity, computer literacy and accountability.

48.5 Title:

The Treasurer may sign official documents as “Treasurer, CoNSA”.

48.6 Accountability:

Given the responsible nature of the role, the Treasurer is accountable not only to CoNSA MC and CoNSA members, but also to the Crown. Improper actions by the Treasurer may well result in criminal proceedings, as well as expulsion from CoNSA MC and CoNSA.

48.7 Responsibilities of the Treasurer includes, but not limited to:

- 48.7.1 Developing, implementation, and monitoring budgets as required by CoNSA MC;
- 48.7.2 A close working knowledge of the CoNSA Rules and the Australian Audit Standards;
- 48.7.3 Presenting financial report to CoNSA MC at each meeting and as requested by the President or other MC members, as appropriate;
- 48.7.4 Arranging an audit of CoNSA’s financial records prior to the CoNSA AGM, with the auditor to be approved by CoNSA MC;
- 48.7.5 Maintaining CoNSA’s petty cash and cheque account;
- 48.7.6 Acting as mandatory signatory to CoNSA cheques, which must then be countersigned by a Full Member as nominated by CoNSA MC;
- 48.7.7 Reimburse legitimate CoNSA expenses, only after sighting documentation verifying the expense;
- 48.7.8 Reimbursed for out-of-pocket expenses, but these must be validated and approved by CoNSA MC members including at least one of either the President or the Vice President;
- 48.7.9 Generating invoices for money owed to CoNSA; and
- 48.7.10 Providing financial advice to CoNSA MC and undertaking preparation to seek investment advice regarding finances.

48.8 Delegations of the Treasurer Role:

- 48.8.1 The Treasurer must directly supervise any delegated tasks which involve the financial handling;
- 48.8.2 The Treasurer retains full personal responsibility for all financial transactions carried out in the name of CoNSA, and for financial reporting;
- 48.8.3 Maintains up-to-date financial records;
- 48.8.4 Provides timely reports to CoNSA MC;
- 48.8.5 Satisfies the requirements of the auditor;
- 48.8.6 Provides accurate financial advice to CoNSA Management MC; and

48.8.7 Attends all CoNSA MC meetings and general meetings. If unable to do so, provides the Secretary with a written Treasurer's Report to present to the meeting. Where absence of the Treasurer is anticipated, it is preferable the Treasurer should appoint a briefed delegate for the meeting from within CoNSA MC.

48.9 Compensation for the Treasurer:

The Treasurer is specifically and expressly prohibited from deriving personal profit from the activities of CoNSA.

#### **ROLE OF THE STATE/TERRITORY REPRESENTATIVES (OR ORDINARY MEMBER)**

48.10 Preamble:

The role of State/Territory Representative (or ordinary member) to CoNSA is a responsible one. Because the CoNSA MC includes representatives from all States and Territories, decisions made by CoNSA MC should reflect the needs of members nationally.

48.11 Title:

State/Territory Representatives may sign official documents as "State (or Territory) Representative to CoNSA", identifying their sponsoring body representation as appropriate.

48.12 Appointment of State/Territory Representatives:

48.12.1 Elected by members of their State/Territory continence nursing bodies on an annual basis, representatives assume their role at next CoNSA MC meeting or following the AGM of the State/Territory continence nursing body;

48.12.2 A casual vacancy may be filled by State/Territory continence nursing body appointment for the remainder of the term of office; and

48.12.3 The State/Territory Representative must be a financial Full Member of CoNSA via their State/Territory continence nursing body.

48.13 Accountability of State/Territory Representatives:

48.13.1 The State/Territory Representative is primarily responsible to CoNSA and then their State/Territory continence nursing body; and

48.13.2 CoNSA MC holds the State/Territory Representative accountable for proper execution of standing and delegated responsibilities especially in reporting back to their State/Territory continence nursing body membership.

48.14 Responsibilities of the State/Territory Representatives:

48.14.1 To act as conduit between CoNSA and their State/Territory continence nursing body and membership;

48.14.2 Is familiar with CoNSA Rules and current issues;

48.14.3 Is authorised to speak on behalf of the members of their State/Territory continence nursing body and/or members and seeks instruction from their sponsoring organization on current issues to be dealt with by CoNSA;

48.14.4 Is authorized to make decisions at CoNSA MC meetings and at the meetings of any Sub-committees they may be members of;

48.14.5 Provides a full briefing back to their State/Territory continence nursing body and/or members to enable continuity in dealing with issues;

- 48.14.6 Sends out CoNSA MC minutes and any other relevant information to their State/Territory continence nursing body members as appropriate or as directed by the CoNSA President and/or Secretary;
- 48.14.7 Provides CoNSA MC meetings and AGM with a summary report of their State/Territory continence nursing body activity and upcoming events;
- 48.14.8 Acts in other CoNSA MC roles in filling casual vacancies as the need arises and as ratified by the MC;
- 48.14.9 When unable to attend CoNSA MC meetings and AGM arranges a delegate from their State/Territory continence nursing body to attend, having briefed the delegate on the responsibility and current activity of the MC; and
- 48.14.10 If unable to continue in the State/Territory representative's role, notifies the CoNSA President to liaise with the State/Territory continence nursing body to seek an alternate delegate.

### **ROLE OF SUB-COMMITTEE CHAIRPERSON AND MEMBERS**

- 48.15 The Sub-committees are established to work on specific projects that have been identified by CoNSA MC as requiring a national focus.
- 48.16 Sub-committees may change over time and the names, statements of duties and terms of reference of the Sub-committees will be adapted to meet these changes.
- 48.17 The Chairperson of a Sub-committee will be appointed by CoNSA MC and become an invited MC member and oversee the Sub-committee members and activities they are dealing with but have no voting rights on CoNSA MC.
- 48.18 The Sub-committee Chairperson and members should be Full Members of CoNSA.
- 48.19 Each Sub-committee member will be appointed on the basis of having:
  - 48.19.1 Knowledge, skills and experience as relevant to the Sub-committee;
  - 48.19.2 An interest in pursuing these at a national level for CoNSA;
  - 48.19.3 Time to contribute to active participation; and
  - 48.19.4 Energy to drive the agenda the Sub-committee is dealing.
- 48.20 Membership of Sub-committees:
  - 48.20.1 CoNSA members will be invited onto the Sub-committee where relevant based on attributes noted in Subrule 48.19; and
  - 48.20.2 There may be occasions when a CoNSA Sub-committee requires particular expertise and/or advice in relation to the work they are undertaking that is not available through the membership. Therefore, if a person, who is not a member of CoNSA, can be co-opted to a Sub-committee for such expertise, after consultation and approval from CoNSA MC. A formal letter of appointment from the President will appoint them as a member on a particular Sub-committee and outline the terms and conditions of that appointment (see Subrule 48.21). This position does not afford the Sub-committee member any membership rights to CoNSA.
- 48.21 The contractual process for hiring experts and/or advisors to a Sub-committee are as follows:
  - 48.21.1 CoNSA MC will call for expressions of interest (EOI) through the CoNSA network;
  - 48.21.2 Persons or companies replying to the EOI will provide the MC with a written proposal and curriculum vitae, including references; or

48.21.3 The Sub-committee will approach particular person or company who they deem to have the expertise required they require and the Sub-committee will put together a proposal on why this person or company should be invited onto their Sub-committee; and

48.21.4 CoNSA MC will then make a decision based on the EOI or proposals received, and the President will send the successful candidate a formal letter of appointment; and

48.21.5 The contracting of such persons or companies by the CoNSA MC will be broadcast through the CoNSA website at the time of hiring, as appropriate, via the State/Territory Representatives to the local continence nursing body as appropriate.

#### 48.22 Preamble:

The role of Sub-committee Chairperson and Members of CoNSA is a responsible one. The Sub-committees undertakes activities as directed by CoNSA MC.

#### 48.23 Accountability of Sub-committee Chairperson and members:

The Sub-committee Chairperson and embers are primarily responsible to CoNSA and then their Sub-committee.

#### 48.24 Responsibilities of the Sub-committee Chairperson:

48.24.1 Act as conduit between CoNSA MC and their Sub-committee members;

48.24.2 Accurately represents the activities and recommendations of the Sub-committee;

48.24.3 Is authorised to speak on behalf of their Sub-committee members;

48.24.4 Provides a full briefing back on all relevant items to their Sub-committee;

48.24.5 Ensures member details of Sub-committee are kept current;

48.24.6 When unable to attend CoNSA MC meetings arranges a delegate from the Sub-committee to attend, having briefed the delegate on this responsibility and current activity of CoNSA MC;

48.24.7 Provides CoNSA MC meetings and AGM with a summary report of their Sub-committee activity; and

48.24.8 Will not fail to attend two consecutive meetings without apology. Failure to do so may cause a casual vacancy in the Sub-committee Chairperson's role at CoNSA MC discretion.

### **Division 3 - Election of Committee Members and Tenure of Office**

#### **49 Who is eligible to be a committee member**

A CoNSA Full Member is eligible to be elected or appointed as a CoNSA MC member if the member is entitled to vote at a general meeting.

#### **50 Positions to be declared vacant**

50.1 This rule applies to:

50.1.1 The first AGM of CoNSA after its incorporation; or

50.1.2 Any subsequent AGM of CoNSA, after the annual report and financial statements of CoNSA have been received.

50.2 The Chairperson of the meeting must declare all positions on CoNSA MC vacant and hold elections for those positions in accordance with rules 51 to 54.

## **51 Nominations**

51.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

51.2 An eligible Full Member of CoNSA may:

51.2.1 Nominate himself or herself; or

51.2.2 With the member's consent, be nominated by another member.

51.3 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51.4 Call for Nomination form for candidates for election as President, Vice President, Secretary and Treasurer will be distributed with notification of the CoNSA AGM (se per Subrule 33.1) by the CoNSA Secretary.

51.5 A serving CoNSA MC member shall be eligible to stand for re-election but will need to complete a Call for Nomination form.

51.6 For all CoNSA members nomination to be eligible to stand for election requires a completed Call for Nomination form to be completed and received one week prior to the CoNSA AGM by the CoNSA Secretary.

51.7 Should there be insufficient candidates, nomination recruitment will continue at the end of the CoNSA AGM and will be determined by CoNSA MC to take position until next AGM. Should that activity identify and result in more than one nominee for the role then the CoNSA MC will determine candidate by ballot as per Rule 54.

## **52 Election of President, Vice-President, Secretary and Treasurer**

52.1 At the CoNSA AGM, separate elections must be held for each of the following positions:

52.1.1 President;

52.1.2 Vice-President;

52.1.3 Secretary;

52.1.4 Treasurer.

52.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

52.3 If more than one member is nominated, a ballot must be held in accordance with Rule 54.

## **53 Election of State/Territory Representatives**

53.1 At the CoNSA AGM, the State/Territory continence nursing bodies inform the Chairperson of their current representative for each Australian State or Territory.

53.2 All CoNSA MC positions for State/Territory Representatives shall be subject to election or re-election at their State/Territory continence nursing body AGM and are not subject to CoNSA electoral activity. It is recognised that CoNSA members in States or Territories where there is no local State/Territory continence nursing body, may choose to belong to any State/Territory

continence nursing body through which they access CoNSA membership. In this case, it is the consensus between the local members in that State or Territory that determines the CoNSA Representative. If there is no consensus then CoNSA MC will appoint a member to ensure that CoNSA MC is representing all States or Territories.

## **54 Ballot**

- 54.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a CoNSA member to act as returning officer to conduct the ballot.
- 54.2 The returning officer must not be a CoNSA member nominated for the position.
- 54.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 54.4 The election must be by secret ballot.
- 54.5 The returning officer must distribute a blank piece of paper or a voting slip prior to the meeting commencement upon signing the attendance list to:
  - 54.5.1 Each CoNSA member present in person; and
  - 54.5.2 Each proxy appointed by a CoNSA member.
- 54.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 54.7 If the ballot is for more than one position:
  - 54.7.1 The voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
  - 54.7.2 The voter must not write the names of more candidates than the number to be elected.
- 54.8 Ballot papers that do not comply with Subrule 54.7.2 are not to be counted.
- 54.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 54.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 54.11 If the returning officer is unable to declare the result of an election under Subrule 54.10 because 2 or more candidates received the same number of votes, the returning officer must:
  - 54.11.1 Conduct a further election for the position in accordance with Subrules 54.4 to 54.10 to decide which of those candidates is to be elected; or
  - 54.11.2 With the agreement of those candidates, decide by lot which of them is to be elected.

## **55 Term of office**

- 55.1 Subject to Subrule 55.3 and Rule 56, a CoNSA MC member holds office until the positions of the MC are declared vacant at the next AGM.
- 55.2 A CoNSA MC member may be re-elected.
- 55.3 A general meeting of CoNSA may:
  - 55.3.1 By special resolution remove a CoNSA MC member from office; and
  - 55.3.2 Elect an eligible member of CoNSA to fill the vacant position in accordance with this Division.



- 55.4 A CoNSA member who is the subject of a proposed special resolution under Subrule 55.3.1 may make representations in writing to the Secretary or President of CoNSA (not exceeding a reasonable length) and may request that the representations be provided to CoNSA members.
- 55.5 The Secretary or the President of CoNSA may give a copy of the representations to each CoNSA member or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **56 Vacation of office**

- 56.1 A CoNSA MC member may resign from the MC by written notice addressed to the MC.
- 56.2 A person ceases to be a CoNSA MC member if he or she:
- 56.2.1 Ceases to be a CoNSA member as per Rule 16; or
  - 56.2.2 Fails to attend 3 consecutive CoNSA MC meetings (other than special or urgent MC meetings) without leave of absence under Rule 67; or
  - 56.2.3 Otherwise ceases to be a MC member by operation of Section 78 of the Act.

## **57 Filling casual vacancies**

- 57.1 CoNSA MC may appoint an eligible CoNSA member to fill a position or vacancy on the MC in the period between CoNSA AGMs that:
- 57.1.1 Has become vacant under Rule 56; or
  - 57.1.2 Was not filled by election at the last AGM; or
  - 57.1.3 That can be held until the next CoNSA AGM and shall be eligible for election to the MC, with nomination, at the next AGM.
- 57.2 If the position of Secretary becomes vacant, CoNSA MC must appoint a CoNSA member to the position within 28 days after the vacancy arises.
- 57.3 Rule 55 applies to any CoNSA MC member appointed by the MC under Subrule 57.1 or 57.2.
- 57.4 CoNSA MC may continue to act despite any vacancy in its membership.

## **Division 4 - Meetings of Committee**

### **58 Meetings of committee**

- 58.1 CoNSA MC must meet at least 4 times in each year at the dates, times and places determined by the MC.
- 58.2 The date, time and place of the first MC meeting must be determined by the members of CoNSA MC as soon as practicable after the CoNSA AGM at which the members of the MC were elected.
- 58.3 Special CoNSA MC meetings may be convened by the President or by any 4 members of CoNSA MC.

### **59 Notice of meetings**

- 59.1 Notice and agenda of each CoNSA MC meeting must be given to each MC member no later than 7 days before the date of the meeting.

- 59.2 Notice may be given of more than one MC meeting at the same time.
- 59.3 The notice must state the date, time and place of the meeting.
- 59.4 If a special CoNSA MC meeting is convened, the notice must include the general nature of the business to be conducted.
- 59.5 The only business that may be conducted at the meeting is the business for which the meeting is convened as identified in the agenda, at CoNSA MC's discretion.

## **60 Urgent meetings**

- 60.1 In cases of urgency, a CoNSA MC meeting can be held without notice being given in accordance with Rule 59 provided that as much notice as practicable is given to each MC member by the quickest means practicable.
- 60.2 Any resolution made at the meeting must be passed by an absolute majority of CoNSA MC.
- 60.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- 60.4 In the event of a decision of CoNSA MC being required urgently between meetings, the President, or at their direction, another MC member may canvas the opinions of the MC and formulate resolutions circulated to each of CoNSA MC members.

## **61 Procedure and order of business**

- 61.1 The procedure to be followed at a meeting of a CoNSA MC must be determined from time to time by the MC.
- 61.2 The order of business may be determined by the members present at the meeting.

## **62 Use of technology**

- 62.1 CoNSA MC may carry out the business of CoNSA using systems that include a mix of electronic, teleconference meetings and/or face-to-face meetings. A CoNSA MC member who is not physically present at a MC meeting may participate in the meeting by the use of technology that allows that MC member and the MC members present at the meeting to clearly and simultaneously communicate with each other.
- 62.2 For the purposes of this Part, a CoNSA MC member participating in a MC meeting as permitted under Subrule 62.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **63 Quorum**

- 63.1 No business may be conducted at a CoNSA MC meeting unless a quorum is present.
- 63.2 The quorum for a CoNSA MC meeting is the presence (in person or as allowed under Rule 62) of a majority of the MC members (ie CoNSA MC Office Bearers and State/Territory Representatives) holding office.
- 63.3 If a quorum is not present within 30 minutes after the notified commencement time of a CoNSA MC meeting:
  - 63.3.1 In the case of a special meeting — the meeting lapses;

63.3.2 In any other case — the meeting must be adjourned to a date no later than 28 days after the adjournment or under conditions determined by the President or meeting Chairperson at the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 59. The Secretary will notify CoNSA MC of the new MC meeting; and

## **64 Voting**

64.1 Upon any single question arising at a CoNSA MC meeting, each MC member present at the meeting has one vote on that question. Prior to votes being cast, the Chairperson will:

64.1.1 Give the MC member, or his or her representative, an opportunity to be heard on the issue; and

64.1.2 Give due consideration to any written statement submitted by the MC member or any other CoNSA member on this issue.

64.2 A motion is carried if a majority of MC members present at the meeting vote in favour of the motion.

64.3 Subrule 64.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of CoNSA MC.

64.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

64.5 Voting by proxy is not permitted. All votes must be given personally where the CoNSA MC member can be identified.

64.6 A question arising at a CoNSA MC meeting, or via a Sub-committee meeting, shall be determined on verbal agreement, a show of hands, or, if requested, a poll taken as determined by the Chairperson presiding at that meeting.

64.7 At any meeting of CoNSA MC, a MC member wanting to revoke a resolution passed under Subrules 64.2 and 64.4 must, depending on the issue in dispute, follow the Grievance Procedure as set out in Division 3 or alternatively request a special general meeting as per Rule 32.

## **65 Conflict of interest**

65.1 A CoNSA MC member who has a material personal interest in a matter being considered at a MC meeting must disclose the nature and extent of that interest to the MC.

65.2 CoNSA MC member:

65.2.1 Must not be present or withdrawn from the MC meeting while the matter is being considered at the meeting; and

65.2.2 Must not vote on the matter.

65.3 This rule does not apply to a material personal interest:

65.3.1 That exists only because the member belongs to a class of persons for whose benefit CoNSA is established; or

65.3.2 That the CoNSA member has in common with all, or a substantial proportion of, CoNSA members.

## **66 Minutes of meeting**

- 66.1 CoNSA MC must ensure that minutes are taken and kept of each MC meeting. The minutes of each MC meeting will be made available on the CoNSA website for the CoNSA membership to access and available to a CoNSA member on request. Confidential information will only be made available to relevant CoNSA members and, otherwise, only noted in MC meeting minutes that are more widely distributed.
- 66.2 The minutes must record the following:
- 66.2.1 The names of the members in attendance at the meeting;
  - 66.2.2 The business considered at the meeting;
  - 66.2.3 Any resolution on which a vote is taken and the result of the vote;
  - 66.2.4 Any material personal interest disclosed under Rule 65.

## **67 Leave of absence**

- 67.1 CoNSA MC may grant a MC member leave of absence from MC meetings for a period not exceeding 4 months.
- 67.2 CoNSA MC must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the MC member to seek the leave in advance.
- 67.3 When a CoNSA MC member is unable to attend a MC meeting or act as a representative for CoNSA at a meeting, the CoNSA MC member must ensure there is an alternate representative attending the meeting. An apology should be forwarded to the CoNSA Secretary identifying the alternative member attending and contact details. The alternate representative should be well briefed by the incumbent representative and/or their State/Territory continence nursing body on current and upcoming issues being dealt with by CoNSA. A full briefing back to their State/Territory Representative should be provided to enable continuity in dealing with issues.

## **PART 6 - FINANCIAL MATTERS**

### **68 Source of funds**

The funds of CoNSA may be derived from educational activities, annual subscriptions, donations, fund-raising activities, grants, sponsorship, interest and any other sources approved by CoNSA MC.

### **69 Management of funds**

- 69.1 CoNSA must have an account opened with a financial institution from which all expenditure of CoNSA is made and into which all of CoNSA's revenue is deposited.
- 69.2 Subject to any restrictions imposed by a general meeting of CoNSA, the CoNSA MC may approve expenditure on behalf of CoNSA.
- 69.3 CoNSA may authorise the CoNSA Treasurer to collect and expend funds due to CoNSA and make payments on behalf of CoNSA (including by electronic funds transfer) up to a specified limit without requiring approval from CoNSA MC for each item on which the funds are expended.
- 69.4 All cheques, drafts, bills of exchange, promissory notes, electronic transfers and other negotiable instruments must be signed by 2 CoNSA MC Members.

69.5 All funds of CoNSA must be deposited into the financial account of CoNSA no later than 10 working days after receipt.

## **70 Financial records**

70.1 CoNSA, via the CoNSA Treasurer, must keep financial records that:

70.1.1 Correctly record and explain its transactions, financial position and performance; and

70.1.2 Enable financial statements to be prepared as required by the Act.

70.2 CoNSA must retain the financial records for 7 years after the transactions covered by the records are completed.

70.3 The Treasurer must keep in his or her custody, or under his or her control:

70.3.1 The financial records for the current financial year with full details of all receipts and expenditure; and

70.3.2 Any other financial records as authorised by CoNSA MC.

## **71 Financial statements**

71.1 For each financial year, CoNSA MC must ensure that the requirements under the Act relating to the financial statements of CoNSA are met.

71.2 Without limiting Subrule 71.1, those requirements include:

71.2.1 The preparation of the financial statements;

71.2.2 If required, the review or auditing of the financial statements;

71.2.3 The certification of the financial statements by CoNSA MC;

71.2.4 The submission of the financial statements to CoNSA AGM;

71.2.5 The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 - GENERAL MATTERS**

### **72 Common seal**

72.1 CoNSA may have a common seal.

72.2 If CoNSA has a common seal:

72.2.1 The name of CoNSA must appear in legible characters on the common seal;

72.2.2 A document may only be sealed with the common seal by the authority of CoNSA MC, with every use of the seal recorded in the relevant minutes of CoNSA MC meetings and the sealing must be witnessed by the signatures of the President and an additional MC member;

72.2.3 The common seal must be kept in the custody of the CoNSA Secretary.

### **73 Registered address**

73.1 The registered address of CoNSA is:

- 73.1.1 The address determined from time to time by resolution of CoNSA MC; or
- 73.1.2 If the MC has not determined an address to be the registered address – the postal address of the CoNSA Secretary.

#### **74 Notice requirements**

- 74.1 Any notice required to be given to a CoNSA member or a CoNSA MC member under these Rules may be given:
  - 74.1.1 By handing the notice to the member personally; or
  - 74.1.2 By sending it by post to the member at the address recorded for the member on the State/Territory continence nursing body register of members; or
  - 74.1.3 By email or facsimile transmission.
- 74.2 Subrule 74.2.1 does not apply to notice given under Rule 60.
- 74.3 Any notice required to be given to CoNSA or CoNSA MC may be given:
  - 74.3.1 By handing the notice to a member of the MC; or
  - 74.3.2 By sending the notice by post to the registered address; or
  - 74.3.3 By leaving the notice at the registered address; or
  - 74.3.4 If the MC determines that it is appropriate in the circumstances:
    - (i) By email to the email address of CoNSA or the CoNSA Secretary; or
    - (ii) By facsimile transmission to the facsimile number of CoNSA.

#### **75 Custody and inspection of books and records**

- 75.1 CoNSA members may on request inspect free of charge:
  - 75.1.1 The register of members;
  - 75.1.2 The minutes of general meetings;
  - 75.1.3 Subject to Subrule 75.2, the financial records, books, securities and any other relevant document of CoNSA, including minutes of CoNSA MC meetings.
- 75.2 CoNSA MC may refuse to permit a member to inspect records of CoNSA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of CoNSA.
- 75.3 CoNSA must on request make copies of these Rules available to members and direct applicants to their State/Territory continence nursing body for membership free of charge.
- 75.4 Subject to Subrule 75.2, a member may make a copy of any of the other records of CoNSA referred to in this Rule and CoNSA may charge a reasonable fee for provision of a copy of such a record.
- 75.5 For purposes of this Rule:

***relevant documents*** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of CoNSA and includes the following:

- 75.5.1 Its membership records as held by State/Territory continence nursing bodies;
- 75.5.2 Its financial statements;

75.5.3 Its financial records;

75.5.4 Records and documents relating to transactions, dealings, business or property of CoNSA.

75.6 Except as otherwise provided in these Rules, the CoNSA Treasurer and Secretary must keep in their control all relevant records, documents and securities of CoNSA.

## **76 Winding up and cancellation**

76.1 CoNSA may be wound up voluntarily by special resolution.

76.2 In the event of the winding up or the cancellation of the incorporation of CoNSA, the surplus assets of CoNSA must not be distributed to any members or former members of CoNSA.

76.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to CoNSA and which is not carried on for the profit or gain of its individual members.

76.4 The body to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of rules**

77.1 These Rules may only be altered (including alteration to CoNSA's name) by special resolution of CoNSA members at a general meeting of CoNSA.

77.2 Any proposed alterations to the CoNSA Rules will be sent out to CoNSA members 28 days prior to a general meeting and voted on at that general meeting.

77.3 Any agreed alterations to the CoNSA Rules will be posted on the CoNSA website and distributed to all members.

77.4 The CoNSA Rules shall bind CoNSA and every member to the same extent as if they have respectively signed and sealed by them.

77.5 Subject to any provision in the CoNSA Rules, an alteration to the Rules comes into force at the time that the alteration is passed at a general meeting. This also applies to any alteration to the name of CoNSA.

77.6 The CoNSA Secretary must inform the Office of Consumer and Business Affairs of any changes in Association Name or Rules.

