



THE RULES OF MS NURSES AUSTRALASIA (Inc)

Ratified 2014

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1. NAME

The name of the incorporated association was amended in 2009 from "MS Nurses Australia Inc" to "MS Nurses Australasia Inc", hereinafter referred to as "the association". MS Nurses Australasia Inc is officially affiliated with the International Organisation of MS Nurses (IOMSN).

2. REGISTERED OFFICE

The principal office for the transaction of business of the association is "MS Clinic, Royal Brisbane Hospital, Herston, Queensland, Australia, 4029".

3. OBJECTS

The objects of the association are:

- (a) to facilitate and promote the subspecialisation of multiple sclerosis nursing;
- (b) establish standards of evidenced based nursing care in multiple sclerosis;
- (c) support, promote and or participate in multiple sclerosis research;
- (d) Educate the health care community about multiple sclerosis.

4. POWER

4.1 The association has the powers of an individual.

4.2 The association may, for example –

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) Do other things necessary or convenient to be done in carrying out its affairs.
- (e)

5. CLASS OF MEMBERS

The membership of the association consists of ordinary members, associate members and corporate nurse members and affiliates. See table with definitions and rights:

Category:	Requirements:	Restrictions:
Ordinary Member	Registered or Enrolled Nurse, working with or having an expressed interest MS Nursing	Nil
Associate Member	AIN or Allied Health Professional working with or having an expressed interest MS Nursing / Care	May Not hold National Executive or State Delegate position. May attend National and State Business meetings. May Vote on positional appointments and general business.
Corporate Nurse Member	Registered Nurse, employed directly by a Company or Corporation working within MS related fields.	Must provide annual proof of registration. May not hold National Executive or State Delegate position. May attend National and State Business meetings. May Not Vote on positional appointments and general business.
Corporate Associate Member	Individual, employed directly by a Company or Corporation working within MS related fields.	May not hold National Executive or State Delegate position. May Not attend National and State Business meetings. May Not Vote on positional appointments and general business.

The number of ordinary members is unlimited.

6. MEMBERSHIP

- 6.1 A person who, on the day the association is incorporated, was a member of the unincorporated association, and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee to the same class of membership of the association as the member held in the unincorporated association.

- 6.2 An application for membership must be –
- (a) in writing; and
 - (b) signed by the applicant and
 - (c) In the form decided by the management committee.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1 The management committee must consider an application for membership at the next meeting of the committee held after it receives the application.
- 7.2 The management committee must decide at the meeting whether to accept or reject the application.
- 7.3 If the majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member of the class of membership applied for.
- 7.4 The secretary of the association must as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

8. WHEN MEMBERSHIP ENDS

- 8.1 A member may resign from the association by giving a written notice of the resignation to the secretary.
- 8.2 The resignation takes effect on –
- (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice, the later day.
- 8.3 The management committee may terminate a member's membership if the member –
- (a) does not comply with any of the provision of these rules; or
 - (b) has membership fees in arrears for at least 12 months; or
 - (c) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 8.4 Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 8.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

9. REGISTER OF MEMBERS

- 9.1 The management committee must keep a register of members.
- 9.2 The register of members must include the following particulars for each member –
- (a) the full name and address of the member;
 - (b) the date of the admission as a member;
 - (c) the date of death or resignation of the member;
 - (d) details about the termination or resignation of membership;
 - (e) any other particulars the management committee or the members at a general meeting decide.
- 9.3 The register must be open for inspection at all reasonable times.
- 9.4 However, before a member may inspect the register, the member must apply to the secretary to inspect it.

10. SECRETARY

- 10.1 If the association has not elected an interim officer as secretary for the association before incorporation, the members of the management committee must ensure a secretary is appointed or elected from the association within one month after incorporation.
- 10.2 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after the vacancy happens.
- 10.3 The management committee may appoint and remove the association's secretary at any time.

11. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- 11.1 The management committee of the association consists of a president, vice-president, secretary, treasurer, and any other members the association members elect or appoint at a general meeting.
- 11.2 A member of the management committee, other than the secretary, must be a member of the association.
- 11.3 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination for re-election

12. MEMBERSHIP FEES

- 12.1 The membership fee for each class of membership-
- a) Is the amount decided by the members from time to time at a general meeting; and
 - b) Is payable when, and in a way, the management committee decides

13. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 13.1 A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- 13.2 The resignation takes effect on –
- (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice, the later day.
- 13.3 A member may be removed from office at a general meeting vote in favour of removing the member.
- 13.4 Before a vote of members is taken about removing the member from office, the member must be given full and fair opportunity to show cause why he or she should not be removed from office.
- 13.5 A member has no right to appeal against the member's removal from office under this section.

14. VACANCIES ON MANAGEMENT COMMITTEE

- 14.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 14.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.

15. FUNCTIONS OF THE MANAGEMENT COMMITTEE

Subject to these rules or a resolution of the association of members carried at a general meeting, the management committee has –

- (a) the general control and management of the administration of the affairs, property and funds of the association; and
- (b) Authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent.

16. MEETINGS OF MANAGEMENT COMMITTEE

- 16.1 Subject to sections 16.2-16.15, the management committee may meet and conduct its proceedings, as it considers appropriate.
- 16.2 Meetings of the management committee shall be held as often as may be necessary for properly conducting the business and operations of the incorporated association, but shall be held at least once in every four calendar months and a quorum for a meeting shall be prescribed by the rules.
- 16.3 The committee must decide how a meeting is to be called.
- 16.4 Notice of a meeting is to be given in the way decided by the committee.
- 16.5 If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.
- 16.6 A request for a special meeting must state –
 - (a) why the special meeting is called; and
 - (b) The business to be conducted at the meeting.
- 16.7 At a management committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- 16.8 A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 16.9 A management committee member must not vote on a question about a contract or proposed contract, and if the member does vote, the member's vote must not be counted.
- 16.10 The secretary must give each management committee member at least 14 days notice of special meeting of the committee.
- 16.11 The president, or if there is no president or if the president is not present, within 10 minutes after the time fixed for a management committee meeting, the vice-president is to preside as chairperson at the meeting.
- 16.12 If the president and the vice president are absent from a management committee, the members may choose one of their members to preside as the chairperson at the meeting.
- 16.13 If a quorum is not present within thirty minutes after the time fixed for a management committee meeting is called on the request of committee members, the meeting lapses.

- 16.14 If a quorum is not present within thirty minutes after the time fixed for a management committee called other than on the request of committee members, the meeting is to be adjourned to –
- (a) the same day, time and place in the next week; or
 - (b) A day, time and place to be decided by the committee.
- 16.15 If an adjourned meeting mentioned in 16.14, a quorum is not present within thirty minutes after the time fixed for the meeting, the meeting lapses.

17. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 17.1 A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effective as if it had been passed at a committee meeting that was properly called and held.
- 17.2 A resolution mentioned in 17.1 may consist of several documents in like form, each signed by one or more members of the committee.

18. FIRST GENERAL MEETING

- 18.1 The first general meeting must be held not less than one month, and not more than three months, after the day the association is incorporated.
- 18.2 The management committee must decide where the meeting is to be held.
- 18.3 The business conduct at the first general meeting must include the appointment of an auditor.

19. FIRST AND SUBSEQUENT ANNUAL GENERAL MEETING

- 19.1 The first annual general meeting must be held within eighteen months after the day the association is incorporated.
- 19.2 Each subsequent annual general meeting must be held –
- (a) at least once each year; and
 - (b) Within six months after the end of the association's previous financial year.

20. NOTICE OF GENERAL MEETING

- 20.1 The secretary may call a general meeting of the association.
- 20.2 The secretary must give at least fourteen days notice of the meeting to each association member.
- 20.3 The management committee may decide the way in which the notice must be given.
- 20.4 A notice of the general meeting must state the business to be conducted at the meeting.
- 20.5 Subject to subsection 5, at a general meeting the number of members equal to double the number of members of the association presently on the management committee plus 1 form a quorum.

21. PROCEDURE AT GENERAL MEETING

- 21.1 Subject to these rules, at each general meeting –
 - (a) the president, or if there is no president or if the president is not present within fifteen minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside at as chairperson; and
 - (b) if the vice president is absent or unwilling to act as chairperson, the members present must elect one of their members to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way; and
 - (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
 - (e) a member may vote in person or by proxy or by attorney; and
 - (f) an instrument appointing a proxy must be in writing, and –
 - (i) if the appointor is an individual – signed by the appointor or the appointor’s attorney properly authorised in writing; or
 - (ii) If the appointor is a corporation – either under seal or signed by a properly authorised officer or attorney of the corporation.

22. ALTERATIONS

- 22.1 Subject to the *Associations Incorporations Act 1981* these rules may be amended, repealed, or added by a special resolution carried at a general meeting.
- 22.2 However, an amendment, repeal or addition is valid only if it is registered by a chief executive.

23. COMMON SEAL

- 23.1 The management committee must ensure the association has a common seal.
- 23.2 The common seal must be –
 - (a) securely kept by the management committee; and
 - (b) Used only under the authority of the management committee.
- 23.3 Each instrument to which the seal is attached must be signed by a member of the management committee or countersigned by –
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) Someone appointed by the management committee.

24. FUNDS AND ACCOUNTS

- 24.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 24.2 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 24.3 If an amount of \$100.00 or more is paid by cheque, the cheque must be signed by any two of the following –
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) the vice president
 - (e) Another member authorised by the management committee for the purpose.
- 24.4 Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed 'not negotiable'.
- 24.5 A petty cash account must be kept in the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 24.6 All expenditure must be approved or ratified by a management committee meeting.
- 24.7 The treasurer, must as soon as practicable after the end of the financial year, ensure a statement containing the following particulars is prepared –
 - (a) the income and expenditure for the financial year just ended;
 - (b) the association's assets and liabilities at the close of the year;

- (c) The mortgages, charges and securities affecting the property of the association at the close of the year.
- 24.8 If the association is incorporated within three months before the end of the association's financial year, 24.6 does not apply for the financial year in which the association is incorporated.
- 24.9 The auditor must examine the statement prepared under 24.6 and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 24.10 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

25. DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

26. FINANCIAL YEAR

The financial year of the association closes on 30 June in each year.

27. DISSOLUTION CLAUSE

In the event of the association being dissolved, the amount that remains after such dissolution and in satisfaction of all debts and liabilities, shall be handed over to another entity –

- (a) having objects similar to the association's objects; and
- (b) The rules of which prohibit the distribution of the entity's income and assets to its members.

28. REGISTRATION OF INCORPORATED ASSOCIATION'S RULES

If a matter is not provided for under these rules but the matter is provided for under a provision of the model rules (the 'additional provision'), the association's own rules are taken to include the additional provision. However, these rules will take precedence over the model rules if there are any inconsistencies.

Original document ratified September 2001

Amendment – name change approved 2008 AGM

Rules MS Nurses Australasia (Inc) Ratified 2014

***Amendment- Enrolled Nurse included in Ordinary Member category
-Removal of MSHPN category. Approved 2013 AGM***