



CONSTITUTION
STATEMENT OF PURPOSES AND CONSTITUTION
OF
THE AUSTRALIAN DERMATOLOGY NURSES'
ASSOCIATION INC.

Article I

NAME

The name of this incorporated association is the Australian Dermatology Nurses' Association (ADNA). Inc.

Article II

AIM

The aim of the ADNA is to promote the development and delivery of safe, high quality nursing care to dermatology patients and to foster high standards of nursing care by promoting education for nurses in the speciality of Dermatology. Furthermore, through the Dermatology Nursing Scope of Practice and Standards of Care, the dermatology nurse has a framework upon which to build her/his practice. The advancement of dermatological nursing clinical practice is based on evidence-based research and ADNA is committed to disseminating this information. 'Dermatology' includes Dermatology Nurses, Cosmetic Practitioners and Dermal Clinicians.

Article III

MEMBERSHIP CLASSIFICATIONS, CLASSES AND DUES AND TERMINATIONS

Classification of Membership. There shall be (3) classes of membership in the association.

Section A: **Nurse Member.** A nurse member shall be a registered or enrolled nurse working or interested in the dermatology nursing care of patients, or like area of practice, and is currently financial. The privileges of nurse membership shall include the right to vote in national meetings and elections, to hold office, to serve as chairpersons of committees and to submit nominations for office.

Section B: **Associate Member.** An associate member shall be an individual active in the health care field and who is not a registered or enrolled nurse, that is involved or interested in the care of the dermatology patient, or like area

of practice, and is currently financial. Associate members shall receive all benefits of ADNA except the right to make nominations, vote, hold office or serve as a chairperson of a standing committee at the national level.

Section C: **Life Member.** Life membership is an award in recognition of substantial long- term commitment and contribution towards ADNA by upholding the aims and objectives of the association. They are nominated by the Executive Committee. They pay the members' rate when attending conferences and education days. No fee is required for ongoing annual membership.

Section D: **Fees:** Conference and Education Day registration fees, annual membership subscriptions, shall be reviewed annually and the cost be established by a majority vote of the Executive Committee.

Section E: **Membership Subscriptions:** Renewal date of all membership subscriptions shall be on 31st March each year and shall be paid annually by electronic banking options by members to remain a current financial member. Regardless of the date the membership is paid, the renewal date will still be 31st March for each year.

Section F: **Termination of Membership:** Members cease to be members if they are deceased, are expelled, resign in writing to the secretary, or termination will be enacted against any member whose dues have not been received by the end of the renewal period. Reinstatement may be affected by payment of current dues plus any reinstatement levy as determined by the Executive Committee.

Article IV

EXECUTIVE COMMITTEE

A. Composition

1. The Executive Committee shall consist of President, Secretary, Treasurer and a minimum of two members. The 2 members may be appointed by the Executives as either the Education Liaison Officer, the Public Officer, CoNNMO Representative, or Newsletter editor. The committee members (excluding the President, Secretary and Treasurer) shall serve a one to two, year term.

2. Office bearers must reside in Australia. The Public Officer must be a resident of New South Wales.

B. Authority

1. The Executive Committee shall formulate policy, implement ADNA'S purposes and objectives, conduct business and supervise the direction of ADNA, in accordance with the bylaws, mission statement, objectives and directives of the membership.

C. Duties

1. **The President** shall:
 1. Be the principle Executive Officer of ADNA.
 2. Be responsible to the Executive Committee.
 3. Take the chair at all Member and Executive Committee meetings, and all committees and task forces subject to the "Meetings" provision, ADNA Constitution Article IV (Meetings) Paragraph E.
 4. Serve as the official representative of ADNA, supervising all business of ADNA as set forth in the By-Laws.
 5. Serve a two (2) year term with the option to remain a further one year if any projects are outstanding or uncompleted, by majority vote of the committee.
2. **The Secretary** shall maintain records of all ADNA proceedings and shall perform such duties as delegated by the Executive Committee. The secretary shall serve a two-year term. The Secretary shall maintain a register of membership.
3. **The Treasurer** shall monitor the financial activity of ADNA and shall initiate the annual audit and if required, ensure Australian Taxation Office requirements are met, as deemed by the Executive Committee and shall perform such duties as delegated by the Executive Committee. The Treasurer shall serve a two-year term.
4. Executives shall develop, execute and oversee organisational goals.

D. Eligibility of Office Bearers

Members of the Executive Committee must be currently financial nurse members of the ADNA. Must have been members for twelve months. Must not be or become insolvent or be convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment.

E. Meetings

At least four meetings of the Executive Committee shall be held each year, one of which will occur in conjunction with the Annual Conference. This meeting shall be deemed the Annual General Meeting. Meetings of the Executive Committee should be conducted in person or via teleconference. Special meetings of the committee may be called by the President or upon written request of greater than 50% of the members of the committee. Members must be given not less than two weeks written notice of all meetings. A quorum for the committee meeting shall consist of the lesser of a simple majority or four (4) committee members. Executive Members who are absent from two consecutive meetings without given notice shall be removed from the Executive Committee.

Executive Committee Meeting.

If the President is absent, or declines to so act, the chair shall be taken by the Secretary or by a committee member chosen by lot amongst those present.

Committee Meeting.

If the President is absent, or declines to so act, the chair shall be taken by the Secretary or by a committee member chosen by lot amongst those present. If at a committee members' meeting, committee members decline to act or are not present, the meeting shall elect one of its members to take the chair.

Committees and Task Forces

The President can delegate any member to act in the stead as chairperson of any committee or task force and for any meeting of those.

F. Vacancy

Vacancy that exists due to-:

- a. Resignation, illness, or death

b. Disciplinary matters, internal disputes, failure to perform duties required for the nominated position, or other behaviour considered not to be in the best interests of ADNA. In regard to vacancies arising from (b) a resolution requesting resignation from the member shall have been issued by the Executive Committee to the member.

Midterm Executive Committee vacancies shall be filled by a casual vacancy proposed by the President with the approval of the Executive Committee. A vacancy of the President's office shall be filled from within the Committee for the completion of the term, until the next AGM, if approved by a majority vote of the Executive Committee.

- G.** An executive member may, in writing, deliver a proxy to the Secretary. This proxy may be delivered in person (by the proxy holder), by electronic means, either email or text. The proxy may also include appointing another person (who shall be a member of ADNA) to attend and vote instead of the committee member.

Article V

ELECTIONS

- A.**
- 1.** The President must have experience of ADNA and may be nominated by the association members. Any current member of one year or longer may stand for election as President. They must submit a curriculum vitae and letter of referral which also includes that referee's contact details for confirmation, to the executive Committee 14 days before the office bearers' electoral vote and the AGM. The committee will review their application. A current Executive Committee member with the necessary skills therefore may move into the role of President.
 - 2.** The Secretary position must be a member with administration skills and up to date computer knowledge and voted on by its members.
 - 3.** The Treasurer position must be a member with up to date banking and book keeping skills and be prepared to undergo relevant courses and voted on by its members.
 - 4.** Office Bearers of the committee, who are nominated shall be voted upon by its members. All positions to be disclosed at the Annual General Meeting. Any objections must be submitted to the Executive committee 14 days prior, by any electronic means,

before the Annual General Meeting, and to be discussed and disclosed to the members.

- B.** The Executive Committee shall prepare a list of at least one (1) candidate for each elected office, etc.
- C.** Candidate information shall be sent by any electronic means to nurse membership 21 days prior to the Annual General Meeting.
- D.** The candidate receiving a simple majority shall be elected. In the event of a tie vote, the position shall be decided by lot.

Article VI

STATE REPRESENTATIVES

State Representatives must reside in the state they represent and shall be nominated and appointed by the membership, to further the aim of ADNA for professional excellence through education and training, organising an approved event to allow members to attain CPD points as per AHPRA requirements.

The five (5) states currently included in this position are:

New South Wales, Victoria, South Australia, Western Australia and Queensland. Other States and Territories may be added as the ADNA membership grows.

- A.** Membership of State Branches shall be composed exclusively of the members of the ADNA as defined in these Bylaws.
- B.** Members of ADNA who reside in an area represented by a State Branch will automatically belong to both.

Article VII

ANNUAL GENERAL MEETING

- A.** The Australian Dermatology Nurses' Association shall hold an Annual General Meeting, which will include an educational program, and a general business meeting.
- B.** Written notification of time, place and agenda of the business meeting shall be provided to the membership with 21 days minimum notice prior to the meeting, such notice to be by electronic means.
- C.** Five (5) percent of the nurse membership, present in person at the Annual General Meeting, shall constitute a quorum for the general business meeting. Items of business shall be passed by simple majority vote unless

otherwise stipulated in these Bylaws. If in the case of a quorum not being reached, the meeting shall be rescheduled and readvertised for a later date. Business matters may be voted on at the rescheduled meeting regardless of a quorum being met.

D.

An executive member may, in writing, deliver a proxy to the secretary. This proxy may be delivered in person (by the proxy holder) or electronic means. The proxy may also include appointing another person (who shall be a member of ADNA) to attend and vote instead of the committee member

E. Means of a postal or electronic ballot may be utilised to pass any kind of resolution required.

Article VIII

GENERAL PROVISIONS

A. Financial Year

The Financial year of the Australian Dermatology Nurses' Association shall be the 1st April to 31st March annually.

B. Sources of Funds

The sources from which the funds of the ADNA shall be derived are:

1. Conference and Education Day registration fees, annual membership subscriptions, and other amounts levied against members
2. Sponsorships, donations, gifts and bequeaths
3. Bursaries and scholarships

C. Management of Funds

The drawing and signing of cheques and online banking approval on behalf of the ADNA shall be by two Executive Committee Members; however, three signatories shall be endorsed for this purpose. These signatories are to be nominated by a simple majority vote of the Executive Committee Members.

D. Executive Committee Remuneration

Remuneration of a nominal fee as decided by a simple majority vote of the Executive Committee, for the execution of ADNA duties, will be paid to each of the Executive Committee: The President, Secretary, and Treasurer.

The nominal fee will be paid upon completion of the office held each twelve (12) months and be paid annually following the AGM.

If an executive member is unable to fulfil their duties the Executive Committee will decide if remuneration entitlements are due.

If the position becomes vacated (for whatever reason) before the term is completed, it will be at the discretion of the Executive Committee as to whether pro rata remuneration entitlements are due.

E. Reimbursement of Expenses

1. The executive members of the association may be reimbursed for expenses for costs incurred implementing tasks for the Australian Dermatology Nurses' Association as decided by a simple majority vote of the Executive Committee.
2. Non-executive members may be reimbursed for costs incurred implementing tasks for ADNA as decided by a simple majority vote of the Executive Committee.
3. All reimbursements must be verified by the presentation of receipts to the Secretary.

F. Records

1. Nurse members of ADNA shall have inspection rights and rights to copy ADNA records as permitted by law and these Bylaws. Policy and procedure shall determine records deemed confidential which shall not be subject to disclosure.
2. ADNA shall keep at its principal place of business, a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at reasonable times during usual business hours.
3. ADNA shall keep the minutes of all open association meetings and the accounting books and records at the principal place of business of the association. These records shall be open to inspection on written request of any nurse member at any reasonable time during usual business hours for a specified purpose reasonably related to the member's interests as a member. Policy and procedure shall determine those portions of meetings or minutes thereof which shall be deemed confidential and not available for inspection by general membership.

4. The Secretary shall maintain a register of members showing full name, class of membership, address for service notice, contact phone and email.

G. Privacy Provisions

1. Lists of memberships will not be revealed to any organisation for marketing or other purposes other than required by law.
2. Other than Executive Committee Members, a member's name and contact details will only be released to an organisation with the express written authority of that member.
3. At the discretion of the Executive Committee, mail-outs may be conducted to members for commercial organisations but names and addresses are to be applied to envelopes as the last procedure and by the said committee. The commercial organisation will then be invoiced by ADNA for postage and handling.

H. Internal Disputes

Internal disputes that are unable to be reconciled by means from within the ADNA are, upon request, to be mediated by an external person with knowledge of the profession, but belonging to another professional body, eg The NSW Nurses Association, an independent arbitrator or equivalents.

I. Alterations of these Articles and Bylaws

Notice of alterations to the constitution of the ADNA shall be given not less than 21 days before a general meeting. Alterations to the Articles and Bylaws shall be decided by a majority vote where five (5) percent of the nurse membership is present in person and proxies at a business meeting of the association. Where a quorum of five (5) percent is not present, notice of a rescheduled meeting shall be given not less than 14 days prior. If in the event of an inadequate quorum being met at the rescheduled meeting, a majority vote of nurse members present and proxies shall be accepted.

J. Official Documentation

All official documents of the association must be signed by two authorised signatories. The Public Officer (NSW resident) is an authorised signatory by virtue of the office. The second signatory shall be a member of the Executive Committee.

K. Model Rules

To the extent of any inconsistency or deficiency in these rules, the Model Rules under the “Associations Incorporation Act 2009” shall apply.

L. Liability of Members

The liability of a member of the ADNA to contribute towards the payment of the debts and liabilities of ADNA or the costs, charges and expenses of the winding up of the ADNA is limited to the amount, if any, unpaid by the member in respect of membership of the ADNA.

M. Disciplining of Members

1. A complaint may be made by any member of ADNA that some other member of the ADNA:
 - a. Has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - b. Has persistently and wilfully acted in a manner prejudicial to the interests of the ADNA.
2. On receiving such a complaint, the committee:
 - a. Must cause notice of the complaint to be served on the member concerned; and
 - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - c. Must take into consideration any submissions made by the member in connection with the complaint.
3. The committee may, by resolution, expel the member from the ADNA or suspend the member from membership of ADNA if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

4. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under General Provisions rule (O).
5. The expulsion or suspension does not take effect:
 - a. Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - b. If within that period the member exercises the right of appeal, unless and until the ADNA confirms the resolution under General Provisions rule (O 4) whichever is the latter.

N. Right of Appeal of Disciplined Members

1. A member may appeal to the ADNA in general meeting against a resolution of the committee under General Provisions rule (N), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under clause 1, the Secretary must notify the committee which is to convene a general meeting of the ADNA to be held within 21 days after the date on which the Secretary received the notice.
4. At a general meeting of ADNA convened under clause 3:
 - a. No business other than the question of the appeal is to be transacted; and
 - b. The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c. The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. If at the general meeting the ADNA passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

O. Official Address

The official address of the association will be recorded as the physical address of the Public Officer located in New South Wales, to meet the requirements of the Public Register.

Amended 15th May 2021 at the ADNA Annual General Meeting Adelaide Convention Centre
Adelaide

Public Officer—Vivienne Speirs.

