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**CONSTITUTION**

**WORLD FEDERATION OF CRITICAL CARE NURSES**

**20 April 2016**



**APPROVAL**

**This Constitution of the World Federation of Critical Care Nurses was approved at a General Meeting of the Federation, held 20 April 2016 in Brisbane, Australia**

World Federation of Critical Care Nurses Ltd  
ACN 613 276 672  
Registered in Australia under the *Corporations Act 2001*  
A company limited by guarantee



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# PRELIMINARY

## 1. Exclusion of Replaceable Rules

The replaceable rules contained in the Act do not apply to the Company.

## 2. Definitions

In this Constitution:–

**Act** means the Corporations Act 2001 (Commonwealth).

**Alternate Director** means an Alternate Director appointed pursuant to Article 57.1.

**Applicant** means a Person who wishes to apply for membership of the Company.

**Application for Membership** means the form, the contents of which may be determined by the Board from time to time, which is to be used by an Applicant and which is in a form which is similar to that contained in Schedule 3.

**Associate Member** means a Member of the Company whose rights are set out in Article 9.3(b).

**Biannual General Meeting** means a special meeting of the Voting Members to be held in accordance with Schedule 2

**Board** means the body which is comprised of the Directors for the time being of the Company.

**CCN Organisation** means an incorporated or unincorporated body with its own constitution, regulations and rules, whose members are comprised of Critical Care Nurses and whose purpose is to represent the interests of its membership.

**Charged Member** means a Member against whom an allegation has been made which may lead to the Discipline of that Member.

**Company** means the entity whose name upon the adoption of this Constitution was World Federation of Critical Care Nurses Ltd and shall be taken to mean the same entity by whatever name from time to time it may be called.

**Corporate Member** means a Member which is a company, a corporation or an incorporated body.

**Critical Care Nurse** means a person who holds a recordable or registered nursing qualification in their own country and contributes to or works in the field of Critical Care Nursing.

**Critical Care Nursing** means a specialised nursing care of

critically ill patients who have manifest or potential disturbances of vital organ functions and who need assistance, support and restoration to health or the delivery of pain management and preparation for a dignified death.

**Director** means a natural person holding the office of director of the Company for the time being.

**Discipline** means, in relation to a Charged Member, any type or form of penalty or sanction, financial or otherwise, imposed by the Board or the Company, including the suspension or expulsion of that Charged Member.

**Disciplined Member** means a Member who has been suspended, fined or expelled under Articles 19 or 20 hereof.

**Financial Member** means a Member who has paid by the relevant due date the Membership Fees and all other sums owed by that Member to the Company.

**Fiscal Year** means a calendar year commencing July 1st and concluding June 30th.

**Full Member** means a Member of the Company whose rights are set out in Article 9.3(a).

**General Meeting** means a meeting of the Voting Members and includes any means by which Voting Members make a decision including but not limited to virtual meetings and circulating resolutions.

**Guarantee** means the sum not exceeding one dollar (\$AU1.00) for which a Member may become liable upon the winding up or dissolution of the Company.

**Member** means a Person whose name is entered in the Register as a member of the Company and includes Full Members and Associate Members and any other class of membership created by the Company.

**Membership Fees** means the fees payable by an Applicant or a Member as determined by the Board from time to time.

**Notice of Allegation** means a notice in writing issued by the Secretary to a Charged Member on the instruction of the Board.

**Person** includes:–

- (a) a natural person; and
- (b) a registered company, corporation or incorporated association.



**Register** means the register of Members.

**Representative** means a natural person who will represent a Corporate Full Member or an absent Full Member at a General Meeting and such term includes a proxy, an attorney or a corporate representative of the Member.

**Seal** means the common seal of the Company (if any).

**Secretary** means the secretary for the time being of the Company, and if there are joint secretaries, any one or more of such joint secretaries.

**Service Address** means the address nominated by a Member for the purpose of receiving notices from the Company.

**Small Company** shall have the same meaning as that given to the expression "Small Company Limited by Guarantee" under section 45B of the Act.

**Special Purpose Company** means a company which meets the definition of a "special purpose company" as set out in Regulation 3 of the Corporations (Review Fees) Regulations 2003.

**Subscriber** means a person who consents to act as a Member prior to the registration of the Company.

**Unfinancial Member** means a Member who is in default of a financial obligation (including the payment by the due date of Membership Fees) to the Company.

**Voting Member** means a Member who:—

- (a) has been granted membership of a class of membership which confers an entitlement to vote at a General Meeting; and
- (b) is not an Unfinancial Member.

**World Ambassador** means a natural person who has been granted that title by the Board by simple majority.

### 3. Interpretation

- 3.1 The Acts Interpretation Act, 1901 (Commonwealth) shall apply in the interpretation of this Constitution as if it were an act of the Commonwealth.
- 3.2 Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 3.3 Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.
- 3.4 Any reference to any statute or any section, regulation or schedule of any statute or any other legislation is a reference to that statute as amended, consolidated, supplemented or replaced.

## PURPOSE OF COMPANY

### 4. Objects

- 4.1 The Company has been established to assist CCN Organisations and Critical Care Nurses without distinction of any kind, such as race, colour, sex, language, religion, political or other opinion, national or social origins, property, birth or other status on a global basis. In order to achieve this primary object, the Company will:-
  - (a) link CCN Organisations and Critical Care Nurses throughout the world;
  - (b) strengthen the influence and contribution of Critical Care Nurses to health care globally; and
  - (c) be a collective voice and advocate for Critical Care Nurses and patients at an international level.
- 4.2 In order to attain these objects, the Company shall:-
  - (a) represent Critical Care Nurses and Critical Care Nursing at an international level;
  - (b) strive to improve the standard of care provided to critically ill patients and their families throughout the countries of the world;
  - (c) strive to advance the art and science of Critical Care Nursing in all countries throughout the world;
  - (d) promote co-operation, collaboration and support for CCN Organisations and Critical Care Nurses;
  - (e) improve the recognition of Critical Care Nursing throughout the world;
  - (f) maintain and improve effective co-operation between all health professionals, institutions, agencies and charities who have a professional interest in the care of critically ill patients;
  - (g) establish standards for the education, practice and management of Critical Care Nursing;
  - (h) foster and support research initiatives that advance Critical Care Nursing and patient/family care;
  - (i) encourage and enhance education programs in Critical Care Nursing throughout the world;
  - (j) provide conferences, written information and continuing education for Critical Care Nurses;
  - (k) do all things incidental or conducive to the attainment of the objects or any of them.
- 4.3 The assets and income of the Company shall be applied solely in furtherance of its abovementioned objects





and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

4.4 Notwithstanding anything to the contrary contained in this Constitution, and in the event of conflict, such provisions of this Constitution which may be in conflict with this Article shall be read down, the Company shall at all times operate and pursue the purposes set out in Article 4.1 in such a manner ensuring that it meets the criteria set out in the Act and any regulations prescribed by the Act to qualify as a special purpose company, and more specifically, the Company shall:-

- (a) pursue charitable purposes only;
- (b) only apply its income in promoting charitable purposes;
- (c) not make distributions to its Members;
- (d) not pay fees to its Directors; and
- (e) require its Directors to approve all other payments the Company makes to them.

## 5. First Members

The Subscribers shall be the first Members of the Company and:-

- 5.1 they must consent in writing to become a Member;
- 5.2 they shall not be required to apply for membership;
- 5.3 they shall be admitted as Voting Members; and
- 5.4 the eligibility criteria set out in Article 6 shall not apply to a Subscriber.

## 6. Eligibility for Membership

- 6.1 A Person or body, incorporated or otherwise, committed to the objects of the Company may become a Member of the Company provided all eligibility requirements and other membership qualifications as set out in the By-Laws or elsewhere have been met.
- 6.2 Any CCN Organisation in the world (incorporated or otherwise) is eligible to be admitted as a Full Member.
- 6.3 The eligibility criteria for Associate Membership will be determined by the Board from time to time provided that the following criteria are met at all times. A Person wishing to apply for admission as an Associate Member:-

- (a) must be a natural person or an organisation recognised by the Board as representing, promoting, advancing or supporting the interests of Critical Care Nurses; and

- (b) must wish to participate in the activities of the Company.

## 7. Application

Any Person may apply for membership of the Company by submitting to the Secretary:-

- 7.1 an Application for Membership;
- 7.2 an agreement in writing to provide a sum not exceeding the Guarantee to defray such liabilities and expenses of the Company upon its winding up or dissolution;
- 7.3 an agreement in writing to be bound by the Constitution of the Company; and
- 7.4 payment of the entrance fee and the annual membership subscription for the first year, where relevant.

## 8. Admission

- 8.1 All Applications for Membership shall be submitted by the Secretary to the Board which shall determine each Application for Membership. The Board shall be entitled to use any criteria for determining whether to accept or reject an Application for Membership.
- 8.2 If the Board determines to accept an Applicant's Application for Membership, the Secretary shall, as soon as possible:-
  - (a) enter the name of the Applicant in the Register;
  - (b) notify the Applicant of the Board' determination.
- 8.3 An Applicant becomes a Member and is entitled to exercise the rights of membership when the name of the Applicant is entered in the Register.
- 8.4 The Board may decline any Application for Membership and is not bound to give reasons why the Application for Membership was not accepted.
- 8.5 The Secretary shall, as soon as possible after the Board has declined an Applicant's Application for Membership:-
  - (a) notify the Applicant of the Board' determination; (b) return to the Applicant the entrance fee and annual subscription paid by the Applicant, if any.

## 9. Classes of Membership

- 9.1 By special resolution, the Company may create different classes of membership and may confer on each such newly created class of membership such rights, privileges or benefits as the Company sees fit.
- 9.2 Where different classes of membership have been created, the Directors may, on accepting an Applicant's



Application for Membership, admit an Applicant to a class of membership which appears appropriate to the Directors.

## 10. Membership Fees

- 10.1 The annual membership subscription for each Fiscal Year shall be based on a formula determined by the Board.
- 10.2 The annual membership subscription shall be determined in advance of each Fiscal Year and shall be due on July 1st for the Fiscal Year then commenced.
- 10.3 Any Person who is admitted to membership after January 1st shall pay one-half of the annual membership subscription for that first year of membership only.
- 10.4 The Board may make a determination from time to time to waive the annual membership subscription for Members with a genuine case of impoverishment or hardship.
- 10.5 The Board shall determine any other amount which an Applicant or a Member is required to pay to be admitted or remain as a Financial Member.
- 10.6 If a Full Member fails to pay its annual membership subscription within three (3) calendar months of the due date for payment stipulated in Article 10.2, the Full Member will have its membership altered ipso facto to that of an Associate Member.

## 11. Register of Members

- 11.1 The Secretary will maintain a Register at the registered office of the Company.
- 11.2 When an Applicant has been accepted for membership, the Secretary will cause the Applicant's name to be entered in the Register, thereupon conferring membership.

## 12. Service Address

- 12.1 The Service Address of a Member in the Register will be the address nominated by the Member for the purpose of receiving notices from the Company and may be:-
  - (a) a residential address;
  - (b) a postal address;
  - (c) a business address;
  - (d) a facsimile number; or
  - (e) an email address.

12.2 The Company shall use its best endeavours to use the Service Address nominated by each Member for the purpose of delivering notices.

12.3 Each Member must notify the Secretary within twenty-eight (28) days of any change of name or Service Address of the Member and each such change shall be recorded in the Register.

## 13. Rights of Members

13.1 The classes of membership which exist at the date of the adoption of this Constitution are:-

- (a) Full Membership, which confers on each Full Member the right to:-
  - (i) attend and speak at General Meetings;
  - (ii) cast one (1) vote on any resolution for determination by Voting Members; and
  - (iii) nominate and elect candidates for the Board.
- (b) Associate Membership, which confers on each Associate Member:-
  - (i) the right to attend and speak at General Meetings;
  - (ii) no right to vote on any resolution for determination by Voting Members; and
  - (iii) no right to nominate nor elect any candidate as a Director.

13.2 The rights of a Member are not transferable to any Person.

## 14. Liability and Responsibility of Members

14.1 The liability of a Member is limited to the extent of the Guarantee. This liability shall continue for the duration of the membership of a Member and for a period of twelve (12) months following the cessation of membership of a Member.

14.2 All Members are required to:-

- (a) notify the Secretary of the number of active Critical Care Nurses who are members of their member association as at 30th June. This information must be provided to the Secretary by the 31st August;
- (b) pay the annual membership subscription by the due date;
- (c) assist the Company in its activities as agreed to from time to time by the Board.



## 15. Cessation of Membership

Membership of the Company will terminate:-

- 15.1 immediately upon the Secretary receiving from a Member a letter of resignation;
- 15.2 immediately upon a Member being expelled or suspended in accordance with this Constitution;
- 15.3 immediately upon the death, bankruptcy or liquidation of a Member;
- 15.4 upon failure to pay an annual membership subscription by the first anniversary of its due date for payment.

## 16. Consequences of Loss of Membership

- 16.1 A Member whose membership of the Company is terminated will be liable for:-
  - (a) all moneys due by that Member to the Company but these can be waived at the discretion of Board; and
  - (b) the sum for which the Member is liable under Article 100 of this Constitution if applicable.
- 16.2 No refund of annual membership subscription will be given upon termination of membership.

## 17. Prohibition on Claims on Company

A Member whose membership is terminated will not make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor thereof.

## 18. Prohibition on representation as a Member

Any Person who for any reason ceases to be a Member shall no longer represent themselves in any manner as being a Member.

## 19. Allegation of Charge

- 19.1 Any allegation that might lead to the discipline of a Member shall be lodged with the Secretary in writing, signed by any Member and detailing the circumstance which gave rise to such allegation.
- 19.2 If the Secretary considers the allegation to be such as may warrant the discipline of that Member, the Secretary shall issue a Notice of Allegation to the Member informing the Member:-
  - (a) of the allegation; and
  - (b) the date at which the Board will consider the allegation, such date to be not less than twenty eight (28) days after the date of the Notice of Allegation; and

(c) inviting the Member to submit a written explanation to defend the allegation; and

(d) inviting the Member to present himself to the Board to answer any questions which the Board may ask of him and to present his defence of the allegation.

19.3 If the Member chooses to defend the allegation, the Member must submit a written explanation which must be received by the Secretary not less than two (2) days prior to the Board meeting at which the allegation is to be heard. Such explanation shall be tabled at the Board meeting at which the allegation is to be heard and reasonable opportunity must be given for the Member to appear before the Board to answer the allegation.

19.4 The Board may:-

(a) by a simple majority vote, expel; or

(b) by a majority vote suspend or otherwise discipline any Member for conduct inconsistent with any by-law, regulation or any provision contained in this Constitution or which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company.

19.5 Any Member so disciplined, fined, suspended or expelled shall be notified in writing by the Secretary within twenty one (21) days of such penalty being imposed.

19.6 Any Member who may be disciplined, fined, suspended or expelled shall have the right to appeal against such penalty.

## 20. Appeal Against Discipline

20.1 A Disciplined Member shall have the right to appeal against the decision of the Board at a General Meeting by giving notice of his or her or its intention to appeal. Such notice must be received by the Secretary within one (1) month of the deemed date of receipt of the notice referred to in Article 19.5. Such notice of appeal shall operate as a stay of implementation of any decision.

20.2 The Board shall be required to convene a General Meeting within three (3) months of the date of receipt of the notice referred to in Article 20.1 and shall give no less than one (1) month's notice of the date of that General Meeting to the Disciplined Member.

20.3 The Disciplined Member shall be given the opportunity of being heard at the General Meeting with or without a solicitor or counsel.

20.4 The Disciplined Member may be represented by another Member.



20.5 A solicitor, with or without counsel, may be engaged by the Company to assist the Company at such General Meeting.

20.6 The Company shall be under no obligation to disclose to the Disciplined Member or any other Member the source of any information giving rise to the discipline.

20.7 The Company shall, by a simple majority, decide upon the appeal.

### 21. Unsuccessful Appeal

A Disciplined Member whose appeal is unsuccessful shall pay to the Company all or any costs or expenses reasonably incurred by the Company in connection with the hearing of the appeal as the Board may determine.

### 22. Consequences of Expulsion or Suspension

Any Member expelled from the Company may at any time apply to the Board to be re-admitted as a Member.

### 23. Ineligibility to be Director

No person may be a Director following:-

23.1 their expulsion or during suspension as a Member, or

23.2 the expulsion or during suspension of the Full Member which nominated that person as a Director, unless membership is restored to the expelled or suspended Member.

## MEETINGS OF MEMBERS

### 24. Convening General Meetings

24.1 A Director may whenever he thinks fit convene a General Meeting.

24.2 The Directors must convene a General Meeting on the request of Voting Members in accordance with section 249D of the Act.

24.3 The Voting Members may convene a General Meeting in accordance with sections 249E and 249F of the Act.

### 25. Contents and Period of Notice of General Meetings

25.1 A notice of a General Meeting shall specify:-

(a) the place, the day and the time of the General Meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

(b) the general nature of the business to be transacted at the meeting; and (c) such other information as is required by section 249L of the Act.

25.2 Subject to the provisions of the Act relating to

agreements for shorter notice, at least twenty one (21) days notice must be given of a General Meeting.

### 26. Meeting at Several Venues

A General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

### 27. Persons entitled to Notice of General Meeting

27.1 Notice of every General Meeting shall be given in the manner authorised by Article 87 to:-

(a) every Member and to every Director; and

(b) the auditor (if any) for the time being of the Company.

27.2 No other Person is entitled to receive notices of General Meetings.

### 28. Annual General Meeting (Statutory)

28.1 Subject to the Act, a General Meeting shall be held at least once in every calendar year and within the period of five (5) months after the end of the financial year at such time and place as may be determined by the Directors. The abovementioned General Meeting shall be called the "Annual General Meeting (Statutory)".

28.2 The business of the Annual General Meeting (Statutory) may include any of the following, even if not referred to on the notice of meeting:-

(a) the consideration of the Annual Financial Report, Directors' Report and Auditor's Report if required to be prepared;

(b) the appointment of the auditor (if any);

(c) the fixing of the auditor's remuneration if the Company has appointed an auditor.

### 29. Annual General Meeting (Commercial)

29.1 A General Meeting shall be held at least once during the months of March, April or May in every calendar year at such time and place as may be determined by the Directors. The abovementioned General Meeting shall be called the "Annual General Meeting (Commercial)".

29.2 The business of the Annual General Meeting (Commercial) may include any of the following, even if not referred to on the notice of meeting:-

(a) the election of Directors;

(b) the election of the President; and



(c) any other matters of commercial importance at the time of the meeting (if any).

29.3 Any Member wishing to ensure a matter is listed on the agenda for discussion at an Annual General Meeting (Commercial) must provide written notice of that matter to the Secretary not later than one calendar month prior to the date for the Annual General Meeting (Commercial). To elicit such matters from the Members, the Board will send a notice to all Members not later than two (2) calendar months prior to the date for the Annual General Meeting (Commercial).

### 30. President of General Meetings

30.1 The Directors may elect an individual to chair a General Meeting.

30.2 Where a General Meeting is held and:-

(a) a President has not been elected as provided by Article 30.1; or

(b) the person so elected is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the Voting Members present shall elect one of their number to chair the meeting (or part of it).

### 31. Quorum For General Meetings

31.1 No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.

31.2 A quorum is constituted by more than one-half of the persons entitled to attend and vote at a General Meeting.

31.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a Corporate Member, shall be deemed to be a Member, provided that the Corporate Member is a Voting Member.

### 32. Adjournment of General Meetings

32.1 If a quorum is not present within half an hour from the time appointed for the General Meeting:-

(a) where the meeting was convened upon the request of Members - the meeting shall be dissolved; or

(b) in any other case:-

(i) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same

time and place; and

(ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall be dissolved.

32.2 The President shall adjourn a General Meeting from time to time and from place to place if the Voting Members present with a majority of votes that may be cast at that meeting agree or direct the President to do so. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

32.3 When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.

32.4 Except as provided by Article 32.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

### 33. Permitted Attendees at General Meetings

33.1 At the discretion of the Board, a General Meeting may be attended by:-

(a) one or more Representatives of a Full Member;

(b) one or more directors of a Full Member;

(c) Associate Members;

(d) official observers or invited guests who may report on special topics.

33.2 All the above persons have the right to speak by invitation of the President but only a Voting Member or its Representative will hold the right to vote.

### 34. Voting at General Meetings

34.1 At any General Meeting a resolution put to the vote of the Voting Members shall be decided on a show of hands unless a secret ballot is (before a vote is taken or before or immediately after the declaration of the result of the show of hands) demanded:-

(a) by the President;

(b) by not less than one-third of the Voting Members present at the meeting in question, such number being determined by including persons who are personally present, and persons who are represented by proxy or by corporate representative.





34.2 If a secret ballot is duly demanded, it shall be taken in such manner and, subject to Article 34.3, either at once or after an interval or adjournment or otherwise as the President directs, and the result of the secret ballot shall be the resolution of the General Meeting at which the secret ballot was demanded.

34.3 A secret ballot demanded on the election of a President or on a question of adjournment shall be taken immediately.

34.4 A Voting Member who chooses to abstain from voting:-  
(a) will be included for the purposes of determining if a quorum is present; (b) will not be included in the total votes cast.

34.5 All votes cast shall be recorded as being "for", "against" and "abstained", but only those votes cast as "for" or "against" shall be counted for the purpose of determining the outcome of a vote on a resolution.

34.6 The vote of each Voting Member must be recorded by the Secretary and minuted at the next General Meeting.

### 35. Voting Deadlock

In the case of an equality of votes, whether on a show of hands or on a secret ballot, the President at which the show of hands takes place or at which the secret ballot is demanded has a casting vote in addition to any vote the President may have in his or her capacity as:-

35.1 a Voting Member; or

35.2 the proxy for one or more Voting Members.

### 36. Voting Entitlement

Subject to any rights or restrictions for the time being attached to any Voting Member:-

36.1 at General Meetings or meetings of classes of Members, each Voting Member entitled to vote may vote in person or by Representative; and

36.2 on a show of hands every person present who is a Voting Member or a Representative of a Voting Member has one vote, and on a secret ballot every person present in person or by Representative has one vote.

### 37. Voting by Joint Voting Members

If the membership is held jointly and more than one such joint Voting Member votes, only the vote of the Voting Member whose name appears first in the Register counts.

### 38. Voting by Voting Members with Incapacity

38.1 If a Voting Member, being an individual, is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the Voting Member in relation to a General Meeting as if the committee, trustee or other person were the Voting Member.

38.2 If a Voting Member, being a Corporate Member, is in administration, receivership or liquidation, the administrator, receiver or liquidator or a natural person nominated by the administrator, receiver or liquidator shall be the only person entitled to exercise any rights of the Voting Member in relation to a General Meeting as if that person were the Voting Member.

### 39. Attorney of a Member

A person purporting to be the attorney of a Member shall be required to produce either the original Power of Attorney or a copy of it, certified as required by the Company or other relevant instrument of appointment.

### 40. Passing a Resolution by Sole Voting Member

If the Company has one (1) Voting Member, that Voting Member may pass a resolution by the Voting Member recording it and signing the record. The record of decisions made by the sole Voting Member is valid and effective as if it were a resolution duly passed at a General Meeting. Where the sole Voting Member is a Corporate Member, the Representative of the Corporate Member may sign the record of decisions.

### 41. Passing a Resolution without a General Meeting

41.1 If the Company has more than one (1) Voting Member, those Voting Members may pass a resolution, other than a resolution under section 329 of the Act to remove an auditor, without a General Meeting if all Voting Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Each Voting Member of a joint membership must sign.

41.2 A resolution, dealt with in accordance with Article 41.1, is passed on the day on which the document is signed and at the time at which the document is last signed by a Voting Member or, if the Voting Members sign the document on different days, on the day on which, and at the time at which the document is last signed by a Voting Member.

41.3 For the purposes of Article 41.1:-

(a) two or more separate documents containing



statements in identical terms each of which is signed by one (1) or more Voting Members will together be deemed to constitute one document containing a statement in those terms signed by the Voting Members;

- (b) any document so signed by a Voting Member may be received by the Company at the registered office of the Company (or other place advised by the Board) by post, by facsimile or other electronic means or by being delivered personally by that Voting Member or those Voting Members.

41.4 For the purpose of Article 41.1:-

- (a) the Secretary must send the motion, with the name of the mover and seconder to all Voting Members and will provide notification of the due date for returning the signed document as required in Article 41.1;
- (b) the motion will be sent a second time one week prior to the due date to all those Voting Members who have not returned the signed document.

41.5 The provisions contained in Articles 34.5 and 34.6 shall apply to votes cast pursuant to this Article 41.

## 42. Voting Restrictions

A Voting Member is not entitled to vote at a General Meeting unless all sums presently payable by that Voting Member in respect of the Company have been paid.

## 43. Objections to Votes

- 43.1 An objection may be raised to the qualification of a Voting Member only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 43.2 Any such objection shall be referred to the chair of the General Meeting, whose decision is final.
- 43.3 A vote not disallowed pursuant to such an objection is valid for all purposes.

## MEMBERS' REPRESENTATIVES

### 44. Representatives

- 44.1 A Corporate Member may appoint a natural person as its Representative from time to time to exercise all or any of the powers the Corporate Member may exercise. If the appointment is to be by reference to a position held within the Corporate Member, the appointment must identify the position.
- 44.2 The appointment may be a standing appointment.

44.3 The instrument of appointment may set out restrictions on the powers of the Representative.

44.4 A Corporate Member may appoint more than one (1) Representative but only one (1) Representative may exercise the powers of the Corporate Member at any one time.

## 45. Proxies

45.1 A Voting Member who is entitled to attend and cast a vote at a General Meeting may appoint a natural person as the Voting Member's proxy to attend and vote for the Voting Member at the General Meeting.

45.2 The natural person appointed to represent a Voting Member must be:-

- (a) another Voting Member; or
- (b) a natural person who is a member, manager, director or senior executive of a Voting Member and is able to provide suitable documentary evidence of their position to satisfy their representation as proxy for the Voting Member.

## 46. Appointment of Proxy

- 46.1 An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised.
- 46.2 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- 46.3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

## 47. Form of Proxy

An instrument appointing a proxy shall be in a form that is similar as the circumstances allow to the form shown in Schedule 1 hereof.

## 48. Validity of Proxy Appointment

An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited at or sent electronically to, not less than forty eight (48) hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in



the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, the registered office of the Company or such other place as is specified for that purpose in the notice convening the General Meeting.

#### **49. Validity of Proxy Vote**

A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used or the power is exercised.

### **DIRECTORS**

#### **50. Minimum Number of Directors**

The number of the Directors shall be not less than three (3).

#### **51. Altering the Number of Directors**

The Voting Members may from time to time by resolution passed at a General Meeting fix the number of Directors or increase or reduce the number of Directors (but so that the number shall be not less than three).

#### **52. First Directors**

The first Directors shall be appointed in writing by the Subscriber or Subscribers.

#### **53. Qualification and Eligibility of Directors**

53.1 It shall not be necessary for a Director to be a Member by way of qualification and a Director who is not a Member shall be entitled to receive notices of and attend and speak at General Meetings.

53.2 Other than the first Directors, no person may be elected to, nor remain in, the office of Director unless such person is a natural person and:-

- (a) is a Representative of a Full Member; or
- (b) holds the title of World Ambassador; or
- (c) has held the title of World Ambassador.

#### **54. Tenure of Directors**

54.1 A Director shall be elected for a term of two (2) years which will commence from the conclusion of the Annual General Meeting (Commercial) at which that person was elected to the office of Director and will conclude upon the conclusion of the second Annual General Meeting (Commercial) following his or her election.

54.2 The person who is the immediate past President shall, without the need to hold an election, hold office as a Director for a term of two (2) years which will commence from the conclusion of the Annual General Meeting (Commercial) at which that person ceases to hold office as President and will conclude upon the conclusion of the second Annual General Meeting (Commercial) following his or her appointment to the office of Director in his or her capacity as immediate past President.

#### **55. Appointment of Director by Board**

55.1 The Directors shall have power to:-

- (a) appoint a new Director to fill any casual vacancy; and
- (b) appoint additional Directors.

55.2 Any Director so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for re-election.

#### **56. Appointment of Director by Members**

56.1 The Voting Members may at any time and from time to time by ordinary resolution:-

- (a) appoint a new Director to fill any casual vacancy;
- (b) appoint additional Directors.

56.2 At least two (2) calendar months prior to the Annual General Meeting, Voting Members will be invited to nominate one or more individuals as candidates for the Board. The election of persons to hold office as Director shall be determined by the Voting Members by simple majority by secret ballot at each Annual General Meeting.

56.3 The successful candidate(s) shall be elected according to those who received the highest number of votes. In the event of two (2) persons receiving the same number of votes, a second ballot shall be taken to determine which of those two (2) nominees is preferred. This process will be repeated until one of the nominees receives a majority of votes.

56.4 In the event of only one candidate for election to the office of Director, the Voting Members will be vote to accept or reject that nominee. If the nominee is not accepted by a simple majority of votes, the vacancy will not be filled and the nomination process will be repeated.

#### **57. Casual Vacancy of Directors**

57.1 In the event of a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors





may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a General Meeting for that purpose.

57.2 Any vacancy arising in the office of a Director shall be filled as soon as possible by:-

- (a) seeking nominations from the Full Members of a person to fill the vacancy;
- (b) convening a General Meeting;
- (c) voting upon the nominated candidates.

57.3 The procedure set out in Article 57.2 will be satisfied if the Full Members make their determination in accordance with Article 41.

## 58. Defects in Appointment of Directors

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

## 59. Appointment and Powers of a Managing Director

59.1 The Directors may from time to time appoint one or more of their number to the office of Managing Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.

59.2 Any such appointment of a Managing Director automatically terminates if the appointee ceases from any cause to be a Director.

59.3 The Directors may, upon such terms and conditions and with such restrictions and as they think fit, confer upon a Managing Director any of the powers exercisable by them.

59.4 Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.

59.5 The Directors may at any time withdraw or vary any of the powers so conferred on a Managing Director.

## 60. Appointment of an Alternate Director

60.1 A Director may, with the approval of the other Directors

(such approval not to be unreasonably withheld), appoint a person (whether a Member of the Company or not) to be an Alternate Director in his or her place during such period as he or she thinks fit.

60.2 An Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead.

60.3 An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the Alternate Director shall be deemed to be the exercise of the power by the appointor.

60.4 An Alternate Director is not required to have any membership qualifications.

60.5 The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to hold office as a Director.

60.6 An appointment, or the termination of an appointment, of an Alternate Director shall be effected by a notice in writing signed by the Director who makes or made the appointment and served on the Company.

## 61. Removal of a Director

The Full Members may at any time and from time to time, in accordance with the provisions of section 203D of the Act remove any Director provided that the total number of Directors shall not at any time fall below the minimum fixed by this Constitution.

## 62. Loss of Office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:-

62.1 dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

62.2 resigns from office by notice in writing to the Company;

62.3 is absent without the consent of the Directors from all meetings of the Directors held during a period of six (6) months;

62.4 without the consent of the Company in General Meeting holds any other office of profit under the Company;

62.5 is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by Article 69;



62.6 is expelled or suspended as a Member in accordance with Articles 19 or 20.

### 63. Remuneration of Directors

63.1 If the Company is a Special Purpose Company:-

- (a) the Company is prohibited from paying fees to its Directors; and
- (b) the Board is required to approve all other payments the Company makes to a Director.

63.2 If Article 63.1 does not apply, then a Director:-

- (a) may receive remuneration for services provided that such remuneration has been approved by all the Directors and the rate of remuneration is fair and reasonable and is on reasonable commercial terms;
- (b) who provides professional or technical services to the Company shall be entitled to receive payment for those services where the provision of the service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms;
- (c) who is an employee of the Company may be paid a salary or wage where the terms of employment have been approved by a resolution of the Board.

63.3 The remuneration under Article 63.2(a) shall accrue on a daily basis.

### 64. Reimbursement of Expenses

Subject to Article 63.1, a Director shall be entitled to receive reimbursement of out-of-pocket expenses incurred in carrying out the duties of a director where the payment does not exceed the amount previously approved by the Board.

### 65. Powers of Directors

65.1 Subject to the Act and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who:-

- (a) may pay all expenses incurred in promoting and forming the Company;
- (b) may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in meeting of the Company's Members;
- (c) must regulate its business according to the constitution, standing orders and policies and procedures developed and agreed to over time by the Board

65.2 Without limiting the generality of Article 65.1, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

65.3 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Directors determine.

### 66. Appointment of Company Attorney

66.1 The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

66.2 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

### 67. Delegation of Powers

67.1 The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.

67.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.

67.3 The members of such a committee may elect one of their number as President of their meetings.

67.4 Where such a meeting is held and:-

- (a) a President has not been elected as provided by Article 67.3; or
- (b) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the members present shall elect one of their number to be President of the meeting or part of it.



67.5 A committee may meet and adjourn as it thinks proper.

67.6 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

67.7 In the case of an equality of votes, the President shall not have a casting vote in addition to any vote the President may have in the capacity as a committee member.

## 68. Duties of Directors

68.1 A Director shall act consistently with the statutory duties of Officers as provided in the Act and with the common law duties imposed on Directors.

68.2 Directors will not act in the best interests of their appointing Full Member nor in the best interests of their country of origin. Rather, Directors will agree act in the best interests of the Company.

## 69. Material Personal Interests

69.1 Every Director shall observe the provisions of Section 191 of the Act relating to the disclosure of the interest of Directors in contracts or proposed contracts with the Company or of any office or property held by Directors which might create duties or interests in conflict with their duties or interests as Directors. It shall be permissible for a Director to give the other Directors a standing notice about a material personal interest provided such standing notice is given in accordance with Section 192 of the Act.

69.2 If a Director has a material personal interest which requires disclosure under the Act, the disclosure must be made before the Directors vote on any resolution which deals directly or indirectly with the material personal interest.

69.3 Where a Director has disclosed his material personal interest in a matter:—

(a) the Director at any meeting of Directors at which such matter is to be considered shall not be entitled to be present while the matter is being considered at the meeting nor to vote on any matter pertaining to the matter unless:—

(i) those Directors who do not have a material personal interest in the matter have passed a resolution that:—

(A) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and

(B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present; or

(ii) the interested Director has obtained a declaration or order made by the Australian Securities and Investments Commission or its successor which entitles the Director to be present and to vote;

(b) if the matter is approved by the Directors, that matter may proceed, notwithstanding the Director's conflict;

(c) the Director shall not be liable to account to the Company for any profit realised by any such transaction;

(d) any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested cannot be avoided by the Company on the grounds of the interest of the Director in the contract or arrangement.

69.4 Provided the Director observes the provisions of Sections 191 and 195 of the Act, no Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise.

## MEETINGS OF DIRECTORS

### 70. Frequency of Board Meetings

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business.

### 71. Convening Board Meetings

The Board may at any time, and a Secretary shall on the requisition of a Director, convene a meeting of the Directors.

### 72. Notice of Board Meetings

Reasonable notice in the circumstances must be given of all Board meetings unless all Directors consent to waive the requirement for notice of a Board meeting.

### 73. Quorum for Board Meetings

73.1 Unless the Directors determine otherwise, the quorum for a meeting of Directors is more than one-half of the number of Directors provided that each such person is a Director or an Alternate Director and is entitled under the Act to vote on a motion that may be moved at that meeting.

73.2 An Alternate Director shall be counted in a quorum if present as an Alternate Director.

73.3 The quorum must be present at all times during a meeting of Directors.



## 74. President of Board Meetings

74.1 The Members shall elect a President from the Directors elected to office at every second Annual General Meeting (Commercial). The President will hold that office until the conclusion of the second Annual General Meeting (Commercial) after his or her election.

74.2 The Board will elect one of their number as Deputy President who will hold that office until the conclusion of the Board meeting held after the second Annual General Meeting (Commercial) after his or her election.

74.3 Where a meeting of the Directors is held and:-

- (a) a President or Deputy President has not been elected as provided by Article 74.1 or Article 74.2; or
- (b) the persons so elected are not present within ten (10) minutes after the time appointed for the holding of the meeting or are unwilling to act for all or part of the meeting, the Directors present shall elect one of their number to chair such meeting or part of it.

## 75. Voting At Board Meetings

75.1 Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.

75.2 Unless provided otherwise, each Director is entitled to cast one (1) vote on each matter for determination.

## 76. Voting Deadlock

In the case of a deadlock in the voting on a particular motion:-

76.1 the President of the meeting shall not have a casting vote in addition to any vote the President may have in the capacity as a Director; and

76.2 the motion will not be carried.

## 77. Virtual Meetings of Directors

77.1 A meeting of Directors may be called or held using any technology consented to by all the Directors. A consent of a Director for the purposes of this Article may be a standing one. A Director may only withdraw his consent within a reasonable time before the meeting of Directors.

77.2 For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not

less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:-

- (a) all the Directors for the time being entitled to receive notice of the meeting of Directors (including any alternate for any Director) shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution; and
- (b) each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.

77.3 A Director may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the President of the meeting of his intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his leaving the meeting.

77.4 A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the President of the meeting.

77.5 For the purpose of this Article "instantaneous communication device" shall include telephone, television or any other audio and/or visual device which permits instantaneous communication.

## 78. Passing Resolutions without Meetings

If all the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

## 79. Deemed Resolution

For the purposes of Article 78, two or more separate documents



containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document.

## OTHER OFFICERS

### 80. Secretary

80.1 The Board will elect a person to hold office as Secretary. That person will hold office as Secretary for a term determined by the Board on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

80.2 A Director may hold office as Secretary.

### 81. Treasurer

81.1 The Board will elect a person to hold office as Treasurer. That person will hold office as Treasurer for a term determined by the Board on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

81.2 A Director may hold office as Treasurer.

## INSURANCE AND INDEMNITY OF APPLICABLE PERSONS

### 82. Applicable Persons

The provisions of Articles 83, 84, 85 and 86 shall apply to Applicable Persons, which expression shall include:—

82.1 every person who is or has been an Officer of the Company;

82.2 every person who is or has been an Officer of a Related Body Corporate of the Company;

82.3 if the Directors determine, an employee or former employee of the Company or a Related Body Corporate of the Company;

82.4 if the Directors determine and to the extent permitted under the Act, an auditor or former auditor of the Company or a Related Body Corporate of the Company.

### 83. Insurance

83.1 To the extent permitted under the Act, the Company may pay, or agree to pay, a premium in respect of a contract insuring any one or more Applicable Persons against any liability incurred by the Applicable Person PROVIDED THAT the liability does not arise out of conduct involving:—

(a) a wilful breach of duty in relation to the Company or a Related Body Corporate of the Company; or

(b) a contravention of section 182 or 183 of the Act.

83.2 To the extent permitted under the Act, the Company may pay, or agree to pay, an Applicable Person for costs and expenses incurred by that Applicable Person in defending proceedings, whatever the outcome of the proceedings.

### 84. Indemnity

84.1 The Company does not exempt an Applicable Person from a liability to the Company incurred in their capacity as an Applicable Person.

84.2 To the extent permitted by the Act, the Company indemnifies any Applicable Person against non legal costs incurred as an Applicable Person except:—

(a) for a liability owed to the Company or a Related Body Corporate of the Company;

(b) for a liability for a pecuniary penalty order under section 1317G or compensation order under section 1317H or section 1317HA of the Act;

(c) for a liability owed to a third party arising out of conduct involving a lack of good faith.

84.3 To the extent permitted by the Act, the Company indemnifies any Applicable Person against legal costs incurred in defending an action for a liability incurred as an Applicable Person except:—

(a) in defending or resisting proceedings in which the Applicable Person is found to have a liability for which they could not be indemnified under Article 80.2; or

(b) in defending or resisting criminal proceedings in which the Applicable Person is found guilty; or

(c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission (and any of its successors) or a liquidator for a court order if the grounds for making the order are found by a court to have been established; or

(d) in connection with proceedings for relief to the Applicable Person under the Act in which the Court denies relief.

84.4 Where the costs and expenses incurred by an Applicable Person under Articles 84.1, 84.2 or 84.3 are recovered by the Company under an insurance policy taken out or paid for by the Company pursuant to Article 83, the extent of the indemnification of an Applicable Person shall be reduced accordingly.





## 85. Loan to an Applicable Person

85.1 To the extent permitted by the Act, the Directors may give a loan or advance to an Applicable Person to assist with the payment of costs and expenses of the Applicable Person which may be incurred under Article 84, where, in the opinion of the Directors, the costs and expenses are likely to become an amount for which the Company may become liable.

85.2 If, upon a determination of the proceedings, the costs and expenses for which the loan or advance was given are not the liability of the Company, the loan or advance given to the Applicable Person shall be recoverable according to the terms of the loan or advance.

## 86. Definition of "Proceedings"

In Articles 83, 84 and 85, the term "proceedings" means any proceedings and any appeal in relation to any proceedings, whether civil or criminal, being proceedings in which it is alleged that the Applicable Person has done or omitted to do some act, matter or thing in his capacity under which the person has become an Applicable Person (including proceedings alleging that the Applicable Person is guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a Related Body Corporate).

## ADMINISTRATION

### 87. Notices

87.1 A notice may be given by the Company to any Member either:-

- (a) by serving it on him personally;
- (b) by sending it by post to him at his address as shown in the Register or to the Service Address supplied by him to the Company for the giving of notices to him.

87.2 Where a notice is sent by:-

- (a) post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a Member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) by facsimile transmission, service of the notice shall be deemed to be effected within twenty four (24) hours of the transmission, unless the Company receives notification that the transmission was not successful.

(c) by electronic transmission, service of the notice shall be deemed to be effected within twenty four (24) hours of the transmission, unless the Company receives notification that the transmission was not successful.

87.3 A notice may be given by the Company to joint Members by giving the notice to the joint Member first named in the Register.

### 88. Minutes

The Directors will cause minutes of:-

- 88.1 all proceedings and resolutions of meetings of the Company's Members;
- 88.2 all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;
- 88.3 resolutions passed by Members without a meeting;
- 88.4 resolutions passed by Directors without a meeting, to be duly entered into the books kept for that purpose in accordance with the Act.

### 89. Evidentiary standing of Minutes

A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

### 90. Inspection of Minute Books

Books containing the minutes of the Company's Members and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.

### 91. Inspection of Accounting Records and Other Documents

Subject to the Act, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting.

### 92. Execution of Documents

92.1 The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.

92.2 If the Company has a seal the Directors shall provide for the safe custody of the Seal.



92.3 The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.

92.4 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:-

- (a) two Directors; or
- (b) one Director and one Secretary; or
- (c) one Director and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

92.5 The Company may execute a document without using a seal if the document is signed by:-

- (a) two Directors; or
- (b) one Director and one Secretary; or
- (c) one Director and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

92.6 A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

### **93. Creation, Amendment and Repeal of By-Laws**

The Board has power to make By-Laws concerning membership application and qualification for membership of the Company and any other matter which the Board believes suitable for including in such By-Laws.

### **94. Amendment of Constitution**

94.1 Any Voting Member may propose amendments to the Constitution.

94.2 Only the Voting Members may alter the Constitution by special resolution passed at a General Meeting.

94.3 Consideration will only be given to a proposed amendment of the Constitution if the proposed amendments are provided to the Board for circulation to the Voting Members at least three (3) months in advance.

## **FINANCIAL MATTERS**

### **95. Accounts**

The Directors will cause to be kept proper books of account in which will be kept true and complete accounts of the affairs and transactions of the Company. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain its transactions.

### **96. Audit**

96.1 The provisions in this Article 96 shall apply to the Company unless the Company is:-

(a) a Small Company; or (b) otherwise exempted under the Act from the requirement to be audited.

96.2 A registered company auditor must be appointed. No appointment of an auditor shall be effective unless the auditor has first tendered to the Company a signed consent to so act.

96.3 The auditor must not be an officer of the Company.

96.4 The first auditor shall be appointed within one (1) month of the registration of the Company by:-

- (a) the Directors; or
- (b) the Members,

and shall hold office until the first Annual General Meeting of the Company.

96.5 The Company must:-

- (a) at its first Annual General Meeting appoint an auditor; and
- (b) at each subsequent Annual General Meeting, if there is a vacancy in the office of auditor, appoint an auditor to fill the vacancy.

96.6 An auditor appointed pursuant to Article 96.5 shall hold office until resignation or removal from office or until the auditor is not capable of acting as auditor for any reason.

96.7 An auditor may be removed by resolution passed at a General Meeting.

96.8 Where an auditor resigns in accordance with Article 96.6 or is removed in accordance with Article 96.7, the Board may appoint another person to be the auditor.

96.9 The auditor appointed pursuant to Article 96.8 shall remain as auditor until the next Annual General Meeting, whereupon his appointment shall be subject to the ratification or otherwise of the Members.



## 97. Application of Income and Property

- 97.1 The income and property of the Company however derived will be applied solely towards the promotion of the objects of the Company as set out in this Constitution, and no portion of the income or the property of the Company will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Company.
- 97.2 Nothing in this Constitution shall prevent the payment in good faith:-
- (a) of the payments contained in Articles 64 and 65 hereof;
  - (b) payment of insurance premiums to the extent permitted by the Act; and
  - (c) indemnification to the extent permitted by the Act and this Constitution.
- 97.3 Until the Company is able to generate sufficient of its own income, participation in the activities of the Company will need to be funded by each Member and each Director from their own resources. Board meetings shall be funded by the Company if the Company's cash resources are sufficient and if the Voting Members pass a resolution to that effect by simple majority.

## 98. Dividends and Reserves

No payment of dividends or other distributions to Members shall be made.

## WINDING UP

### 99. Procedure

- 99.1 The Company may be dissolved by a special resolution of Voting Members at a General Meeting.
- 99.2 Any proposal to dissolve the Company shall be the subject of a written recommendation of not less than one-half of the Voting Members which is delivered to

the Board not less than six (6) months in advance of the General Meeting to vote upon the proposal.

### 100. Contribution of Members on Winding Up

In the event of the Company being wound up while a Person is a Member, or within one year of ceasing to be a Member, every Member undertakes to contribute to the assets of the Company such amount as may be required not exceeding the Guarantee for the payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member of the Company, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

### 101. Distribution of Property on Winding Up

101.1 In the event of the Company being wound up, any surplus assets remaining after the payment of the Company's liabilities and expenses shall not be paid or distributed to the Members but will be given or transferred to such other institution or company:-

- (a) having similar objects to those described in Article 4;
- (b) is an institution or body and which prohibits the distribution of income, profit or assets to its Members; and
- (c) which has gained approval from the Deputy Commissioner of Taxation to be recognised as a body whose income is exempt from taxation.

101.2 Such institution or company will be determined by the Members of the Company on or before the time of such winding up or dissolution, failing such determination the institution or company shall be determined by application to the Supreme Court in the deemed State of registration.

*Fundamental to the dissolution of the WFCCN is that all financial obligations are fulfilled. The remaining assets, finances and the equipment will be shared equitably and be given to the member associations of WFCCN.*





## SCHEDULE 1 - FORM OF PROXY

### PROXY FORM FOR A GENERAL MEETING OF THE WORLD FEDERATION OF CRITICAL CARE NURSES

#### To the President or other person acting as Chair of a General Meeting of the World Federation of Critical Care Nurses

General Meeting to be held at (insert venue) \_\_\_\_\_

on (insert date) \_\_\_\_\_

I (insert name of Member Representative) \_\_\_\_\_

of (insert name of Member association) \_\_\_\_\_

1. Tender my apology for my for the above General Meeting, and
2. Appoint as Proxy for this General Meeting

Proxy (insert name) \_\_\_\_\_

E-mail address \_\_\_\_\_

Signature of Member Representative \_\_\_\_\_

Date \_\_\_\_\_



## SCHEDULE 2 - BIENNIAL GENERAL MEETINGS

1. The Company will convene a Biennial General Meeting to be held not less than every two (2) years.
2. Planning for each Biennial General Meeting will commence at least one year in advance.
3. The President and the Secretary will determine the items to be placed on the agenda for each Biennial General Meeting.
3. The venue for each Biennial General Meeting will move around the world and should coincide with a major international Critical Care Nursing conference.
4. Each Member will be invited to nominate one representative (Representative) to attend the Biennial General Meeting. The Representative to attend each Biennial General Meeting may differ from time to time. The Representative may be
5. A Representative must:-
  - (a) be a Critical Care Nurse who is a member of:-
    - (i) the nominating Full Member or
    - (ii) another Full Member;
  - (b) have access to e-mail and be competent in English.
6. Each Representative shall have the right to cast one (1) vote on any resolution for determination at a Biennial General Meeting.
7. The President of the Company will preside over each Biennial General Meeting or nominate a delegate in his or her absence.
8. Determination of the proceedings, facilities, catering and other requirements for each Biennial General Meeting shall be made by the President and the Secretary and Administrative Secretary, who will be the Representative of the host country or any other Critical Care Nursing leader from that country if there is no Full Member in that country.
9. The purchase of each Biennial General Meeting shall be to discuss items of concern or interest which impact on Critical Care Nursing and Critical Care Nurses. Any resolutions passed shall be forwarded to the Board for its consideration and action as the Board deems appropriate.



## SCHEDULE 3 – APPLICATION FOR MEMBERSHIP

### APPLICATION TO BECOME A MEMBER OF THE WORLD FEDERATION OF CRITICAL CARE NURSES

**NOTE: A Full Member is defined in the WFCCN Constitution as a fee-paying (annual membership subscription) member.**

To apply for membership, a MEMBER APPLICATION FORM must be completed.

The form is available for download from the World Federation of Critical Care Nurses (WFCCN) website: [www.wfccn.org](http://www.wfccn.org)

When completed, the Member Application Form and all supporting documents (Attachments A to D) must be e-mailed or posted to the WFCCN Secretary.

The following information is required on the Member Application Form:

#### 1. DETAILS ABOUT THE CRITICAL CARE NURSING ORGANISATION (CCNO)

- (i) Name of the CCNO applying for Membership
- (ii) CCNO postal address
- (iii) CCNO contact telephone number
- (iv) CCNO contact fax number
- (v) CCNO contact e-mail address
- (vi) CCNO website address
- (vii) Number of critical care nurse members
- (viii) Names and e-mail addresses of CCNO Board Members (minimum 3)

#### 2. DETAILS ABOUT THE CCNO CONTACT PERSON FOR THE APPLICATION

- (i) Name of contact person
- (ii) Position in CCNO
- (iii) E-mail address

### 3. SUPPORTING DOCUMENTS

The following documents are required, and should be submitted labeled as Attachments A to D.

- (i) Attachment A
  - The mission and vision statements of the CCNO
- (ii) Attachment B
  - The Constitution of the CCNO (dated)
- (iii) Attachment C
  - List of current CCNO Board Members
  - Names
  - Positions
  - E-mail addresses
- (iv) Attachment D
  - A copy of the most recent CCNO journal (if available)
  - A copy of the most recent CCNO newsletter (if available)
  - Copies of any pamphlets, brochures or other materials that promote the CCNO

NOTE: New, small and/or local CCNOs applying for membership may be reviewed with relatively less documentation. The WFCCN Board will determine if sufficient information has been received.

### DECLARATION

A supporting statement is required by the CCNO representative completing the Member Application Form:

To the best of my ability I have provided the most accurate and current information available to me at the time of completing this application form. Through my position, I have authority to apply for membership to the WFCCN on behalf of the CCNO I represent.

Signature

The Member Application Form must be signed by a CCNO Board Member.



## SCHEDULE 4 - ROLE OF THE BOARD

### WFCCN Director roles

- Directors are elected biennially (every two years) at the WFCCN Annual General Meeting (Council)
- There must be a minimum of three Directors at any given time; there is no maximum number of Directors
- The President must be elected by the Members
- All other Directors are elected to serve on the Board by the Members. Once elected, the incoming Board assigns roles to Directors
- The Directors must act in accordance with the WFCCN Constitution and relevant Company Law.

### PRESIDENT

#### Election

- The President is elected by a majority vote of the WFCCN Council (full Members).

#### Term of office

- The President will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the WFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting during which elections are held
- The President is not disqualified from nominating for or being re-elected to hold office as President by virtue of, or expiry of, her/his two-year term of office as President.

#### Role

- By virtue of appointment, the President is the Executive Director of the Federation
- The role is voluntary.

#### Responsibilities

- In association with the WFCCN Board, to lead and direct the activities of WFCCN
- To oversee governance and ethical responsibility of WFCCN, including corporate responsibilities associated with Company registration
- To preside as Chair at all WFCCN General (Council) and Board (Directors) meetings at which she/he is present
- In conjunction with the Secretary, to set the agenda for WFCCN General and Board meetings

- In conjunction with the Secretary, to prepare the minutes of WFCCN General and Board meetings
- To seek to ensure that all acts, orders and resolutions of the WFCCN Council are carried out
- In conjunction with the Directors, make an annual report to the WFCCN Council of the status and achievements of the Federation, which reflects an accurate overview of the extent to which the Federation has achieved its objects
- To perform such other services as may be suggested by WFCCN Council from time to time.

### PAST- PRESIDENT

#### Election

- The Past-President is an appointed position based on serving as WFCCN President.

#### Term of office

- The Past-President will hold office for approximately two (2) calendar years after serving in the role as President
- The term of office commences at the biennial Annual General Meeting after completion of the Presidential term.

#### Responsibilities

- In association with the WFCCN Board, to provide guidance to the current President and Officers regarding the activities of WFCCN
- In conjunction with the current President and Officers, inform strategic planning goals for the organization
- Serve in a leadership capacity role to support the WFCCN President. For example, serve as the liaison to the World Federation of Societies of Intensive and Critical Care Medicine (WFSICCM)
- Serve as a WFCCN representative at stakeholder meetings the WFCCN President and/or Vice President is unable to attend
- Contribute to the goals and mission of WFCCN by directing and/or contributing to special project work.

### VICE PRESIDENT

#### Election

- The Vice President is to be elected initially as a Director by a majority vote of the WFCCN Council (full Members)



- The incoming Board of Directors assigns the role of Vice President.

### **Term of office**

- The Vice President will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the WFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting during which elections are held
- The Vice President is not disqualified from nominating for or being re-elected to hold office as Vice President by virtue of, or expiry of, her/his two-year term of office as Vice President.

### **Role**

- By virtue of appointment, the Vice President will chair the Federation in the absence of President
- The role is voluntary.

### **Responsibilities**

- In association with the WFCCN Board, in the absence of the President to lead and direct the activities of WFCCN
- To deputise for the President as necessary
- To follow up on actions from meetings and provide feedback to the President
- To liaise with and support Presidential actions as necessary
- To seek to ensure that all acts, orders and resolutions of the WFCCN Council are carried out
- To perform such other services as may be suggested by WFCCN Council from time to time
- To assure contact with regional federations.

## **SECRETARY**

### **Election**

- The Secretary is to be elected initially as a Director by a majority vote of the WFCCN Council (full Members).
- The incoming Board of Directors assigns the role of Secretary.

### **Term of office**

- The Secretary will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the WFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting during which elections are held
- The Secretary is not disqualified from nominating for or being re-elected to hold office as Secretary by virtue of, or expiry of, her/his two-year term of office as Secretary.

### **Role**

- By virtue of appointment, the Secretary supports the President and the Board of Directors in ensuring the smooth administrative and management functions of the WFCCN
- The role is voluntary.

### **Responsibilities**

- The Secretary shall ensure that all meetings of the Board of Directors and the Council Members are organized and documented in accordance with the guidelines of the WFCCN.
  - Liaise with the President to plan meetings
  - Receive agenda items from Board of Directors
  - Circulate agendas and reports
  - Take minutes (unless there is a minutes secretary)
  - Circulate approved minutes
  - Check that agreed actions are carried out
- The Secretary shall maintain effective records and administration
  - Maintain up-to-date contact details (i.e. names, addresses and contact details)
  - File minutes and reports
  - Compile lists of names and contact details that are useful to WFCCN
  - Keep a record of WFCCN activities
  - Keep a diary of future activities

## **FINANCE DIRECTOR**

### **Election**

- The Finance Director is to be elected initially as a Director by a majority vote of the WFCCN Council (full Members)
- The incoming Board of Directors assigns the role of Director of Finance.

### **Term of office**

- The Finance Director will hold office for approximately two (2) calendar years unless she or he is removed by a majority vote of the WFCCN Council, or becomes ineligible to hold office or resigns
- The term of office commences at the biennial Annual General Meeting after elections are held
- The Finance Director is not disqualified from nominating for or being re-elected to hold office as a director by virtue of, or expiry of, her/his two-year term of office as Finance Director.

### **Role**

- By virtue of election, the Finance Director serves as treasurer along with other duties as assigned
- The role is voluntary.



## Responsibilities

- To maintain up to date records of all financial transactions using a software system
- To seek authorization for each payment and record all transactions
- To provide regular financial reports to the board on the Federation's financial position
  - The report must always include an explanation for any discrepancies between the budget and current expenditure
- To manage all WFCCN bank accounts
- To promote good banking principles
- To comply with government laws and tax regulations, as well as protecting the organization against theft and fraud
- To prepare a budget to be approved by the Board
- To prepare accounts for audits
- To provide advice on possible investments
- To advise the Federation on its fundraising strategy
- To perform additional duties as requested by the WFCCN Board.

## DIRECTOR OF MEDIA AND COMMUNICATIONS

### Election

- The Director of Media and Communications is to be elected initially as a Director by a majority vote of the full Members of the WFCCN Council
- The incoming Board of Directors assigns the role of Director of Media and Communications.

### Term of Office

- The Director of Media and Communications will hold office for approximately two (2) calendar years unless she or

he is removed by a majority vote of the members of the WFCCN Council, or becomes ineligible to hold office or resigns

- The term of office commences at the biennial Annual General Meeting after elections are held
- The Director of Media and Communications is not disqualified from nominating for, or being re-elected to hold office by virtue of, or expiry of, her/his two-year term of office as Director of Communications.

### Role

- By virtue of the election, the Director of Media and Communications serves as liaison person for information uploaded in the WFCCN website along with other duties as assigned
- The role is voluntary.

### Responsibilities

- To maintain up-to-date information on the WFCCN website
- To ensure appropriateness of the information uploaded in the WFCCN website
- To seek information from WFCCN member countries for continuing education programs and conferences related to critical care that they would like to advertise through the WFCCN website
- To liaise with other members of the Board of Directors to create a quarterly newsletter (December, March, September)
- To liaise with the Editors of CONNECT for uploading the archived and current issues of the journal
- To respond to all queries and requests related to the WFCCN websites
- To perform additional issues as requested by the WFCCN Board.





2016