

**South Australian Wound Management
Association Constitution
(Proposed to be)
Adopted at the Annual General Meeting on
15th February 2012
Incorporation Certificate No: A20433**

**CONSTITUTION OF THE
AUSTRALIAN WOUND MANAGEMENT ASSOCIATION
(SOUTH AUSTRALIA)
INCORPORATED**

1. NAME

- 1.1 The name of the Incorporated Association is the Australian Wound Management Association (South Australia) Incorporated.

2. PHILOSOPHY

- 2.1 The Association believes that all people are entitled to individualised wound management based on current best practice.

3. OBJECTIVES

To promote and increase awareness of wound management by:

- 3.1 Ensuring a strong governance framework.
- 3.2 Developing and maintaining collaborative relationships with health professionals, professional bodies and key organizations/groups.
- 3.3 Promoting contemporary wound management.
- 3.4 Promoting evidence based practice, education and research.
- 3.5 Providing a forum for the dissemination of information to health professionals.

4. DEFINITIONS

In this Constitution unless the contrary intention appears:

- 4.1 “**Act**” means the Associations Incorporation Act 1985 of South Australia as amended from time to time and includes any reenactment thereof.
- 4.2 “**Association**” means the Australian Wound Management Association (South Australia) Incorporated hereafter also referred to as AWMA (SA) or, the Association.
- 4.3 “**Committee**” means the governing body of the Association.
- 4.4 “**Financial member**” means a member who is not indebted to the Association in respect of any annual subscription or levy or any other payment whatsoever.
- 4.5 “**Financial Year**” means the calendar year.
- 4.6 “**Meeting**” means a general meeting of members of the Association convened in accordance with these rules.
- 4.7 “**Member**” means a financial member of the Association.
- 4.8 “**Public Officer**” means a natural person, of or above the age of 18 years of age who is a resident of the state of South Australia, and a member of the Association.
- 4.9 “**Special Meeting**” means a special or extraordinary meeting of members of the Association convened in accordance with this Constitution.
- 4.10 “**Year**” means a calendar year.

- 4.11 When any provision of the Law is referred to the reference is to that provision as modified by any law for the time being in force.
- 4.12 An expression defined at Law will bear the same meaning in this Constitution unless the expression is otherwise defined in this Constitution.
- 4.13 Words importing the singular number include the plural and vice versa. Words importing one gender include the other gender. Words importing persons include companies, corporations and public bodies whether incorporated or domiciled.
- 4.14 The expressions “in writing” and “written” include printing, lithography, and other modes of reproducing or representing words in a visible form and include telex, telegram, electronic mail and facsimile transmission.
- 4.15 The Registered Office of the Association shall be the mailing address of the Secretary of the Association.

5. RULES OF THE ASSOCIATION

RULE 5.1 PROFESSIONAL STRUCTURE

- 5.1.1 The Association is a non-profit organisation of professional, multidisciplinary persons who are committed to developing and improving wound management through education, research, communication and professional networks.
- 5.1.2 All affairs of the Association will be subject to law, all the provisions set forth in the Act, this Constitution, and any associated documents being in force at the time.

RULE 5.2 POWERS OF THE ASSOCIATION

For the purpose of carrying out its objectives, the Association may, subject to the Act and its Rules:

- 5.2.1 Open and operate bank accounts:
- 5.2.2 Invest its monies –
 - i. in any security in which trust monies may, by Act of Parliament, be vested.
or
 - ii. in any other manner authorized by the rules of the Association.
- 5.2.3 Raise, accept, borrow, lend, or donate any monies, gifts or properties upon such terms and conditions as the Association deems appropriate.
- 5.2.4 Give such security for the discharge of liabilities incurred by the Association as the Association sees fit.
- 5.2.5 Appoint, employ, remove or suspend agents transacting any business of the Association on its behalf.
- 5.2.6 Enter into any other contract the Association considers necessary or desirable.
- 5.2.7 Do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association.

RULE 5.3 MEMBERSHIP AND DUES

- 5.3.1 Any party interested in wound management shall be eligible for membership within the appropriate category.
- 5.3.2 The application for membership shall be made in writing signed by the applicant to the Membership Secretary.
- 5.3.3 Upon acceptance of the applicant by the Committee and upon payment of subscription, the applicant shall be a member of the Association.
- 5.3.4 The Committee reserves the right to reject a membership application.
- 5.3.5 Those members who are in arrears three months after expiry of the membership period as at 31 March may have membership cancelled along with all benefits of membership.
- 5.3.6 Persons awarded Honorary and Life memberships do not incur fees and maintain perpetual membership unless notification is received in writing that they no longer wish to be considered members.
- 5.3.7 A yearly capitation fee as determined at the Australian Wound Management Association (AWMA) annual general meeting and agreed to by AWMA (SA) will be forwarded to the AWMA Treasurer.
- 5.3.8 Annual and updated reports of AWMA (SA) membership will be forwarded to AWMA by the Membership Secretary.
- 5.3.9 The annual fee for all categories of membership will be determined at the Annual General Meeting.

Membership Categories

Full

- 5.3.10 Full membership is open to any person with an interest or involvement in wound management, except where that person meets the criteria for an alternative membership category.

Life

- 5.3.11 Life Membership is awarded by the Committee to an AWMA (SA) member in recognition of significant contribution to and leadership in wound management.

Corporate

- 5.3.12 Corporate membership is open to any company, corporation, business or other body corporate or any employee of such body whose financial basis stems from the manufacture, direct wholesale, sale and/or distribution of any product that may be used in wound management or prevention. An individual may be regarded as a corporate member if any part of their employment or business is involved with the manufacture, direct wholesale, sale and/or distribution of any product that may be used in wound management or prevention.

Honorary

5.3.13 Honorary membership is awarded by AWMA (SA) in recognition of significant contribution in wound management. Eligibility is determined by the Committee. Honorary members may not vote, hold any office or be a Committee member in the Association.

Organisation

5.3.14 Organisational membership is open to any institution, organisation, service body or facility (excluding corporate).

5.3.15 Employees of such organisations are eligible to hold full, individual membership of AWMA (SA).

Membership Benefits/Privileges

Full/Life

5.3.16 All Full and Life members have the right to vote and hold elected positions in accordance with the rules of AWMA (SA).

Corporate

5.3.17 Corporate members cannot vote or hold elected positions.

5.3.18 One set of regular correspondence and one copy of the AWMA Journal will be distributed per corporate membership.

Organisation

5.3.19 Organisational members are entitled to have one, individual vote

5.3.20 Organisational members are not entitled to hold elected positions.

5.3.21 Organisational members will receive one set of regular correspondence and one copy of the AWMA Journal and are entitled to one employee (who is not an individual, full AWMA (SA) member) receiving the AWMA (SA) admission rate to education nights.

5.3.22 Organisational members are entitled to one employee receiving the AWMA (SA) rate at AWMA (SA) seminars or conferences.

Renewal of Membership

5.3.23 Membership ~~expires at the end of the calendar year~~ shall expire annually at a date determined by the Committee.

5.3.24 Honorary and life membership shall incur no fees.

Cessation of Membership

Membership will cease if the member:

- 5.3.25 Notifies the Secretary or Membership Secretary of their intent to resign in writing. Membership of the Association shall cease upon receipt of this notice.
- 5.3.26 Conducts their activities in a manner which discredits, or is injurious to, the character or the interests of AWMA (SA).
 - i. The member will be given the opportunity to defend and to justify said conduct before the Committee.
 - ii. Should the member fail to appear at any inquiry, the Committee may proceed in the member's absence and resolve by a majority of two-thirds to empower its finding.

Register of Members

- 5.3.27 The Association shall keep a register of members.
- 5.3.28 The register shall record the details of the members which the Committee or membership at any general meeting may require.
- 5.3.29 The Membership Secretary shall ensure maintenance of the register and will be responsible for all correspondence related to membership including renewal invoices.
- 5.3.30 AWMA (SA) upholds the principles and provisions of the Privacy Act 1988.

RULE 5.4 COMMITTEE

- 5.4.1 The Governing body of the Association shall be the Committee which establishes policy, directs the activities and approves all actions pertaining to the business and management of the Association.
- 5.4.2 No payment will be made for committee duties.
- 5.4.3 The Committee shall be comprised of at least:
 - Five executive members: nominated and elected in accordance with Rule 5:
 - i. President
 - ii. Vice president
 - iii. Secretary
 - iv. Treasurer
 - v. Membership Secretary
 - vi. Immediate Past President (When utilised as per Position description in Rule 5.4.37)
 - and at least three general members.
- 5.4.4 Each executive member shall serve in an elected position for two years and shall be eligible for one further term of two years only in that position (i.e. a total of four years in that position), subject to the provisions of Rule 5.4.15.

- 5.4.5 Members are eligible for subsequent election to any other position under the same conditions.
- 5.4.6 Should any vacancy EXCEPT that of President, occur in the Executive Committee during an elected member's term, the Committee shall fill such vacancy from appropriate members of the Association and such member duly co-opted shall hold office for the unexpired portion of the predecessor's term.
- 5.4.7 General Committee members shall serve for a period of two years, and may be re-elected for further periods of two years.
- 5.4.8 Should any vacancy occur in the general Committee during an elected member's term, such vacancy may, at the discretion of the Committee, remain vacant until the next Annual General Meeting or be filled from appropriate members of the Association and such member duly co-opted shall hold office for the unexpired portion of the predecessor's term.
- 5.4.9 The President, Vice President and Treasurer shall retire from office on the alternate year to that of the Secretary and Membership Secretary.
- 5.4.10 The State Representative to the national AWMA Committee shall be appointed by consensus by the Committee from among the members of the Committee. The State Representative shall serve for a period of two years, and may be re-appointed for one further period of two years.
- 5.4.11 The Committee shall have the authority to delegate any of its powers to a sub-committee to deal with any matter upon such terms as the Committee think fits.
- 5.4.12 The Committee determines the roles and responsibilities of the elected officials and sub-committees.
- 5.4.13 The Committee approves the eligibility of candidates for ballot.
- 5.4.14 Should no nominations be received by the due date for an elected position on the Committee, nominations may be called for and accepted from the floor at the Annual General Meeting at which elections are to take place.
- 5.4.15 Should there be no nominations for an elected position on the Committee, the Committee shall, at its discretion, elect a member to fill such a vacancy.
- 5.4.16 The elected member shall hold office until the next Annual General Meeting or for a period of time as the Committee deems appropriate.

President

The President shall:

- 5.4.17 Be directly responsible to the Committee for the administration of the Association.
- 5.4.18 Co-ordinate Committee activities.
- 5.4.19 Perform all other duties as usually pertain to the office of the President or as directed by the Committee.

Vice President

The Vice President shall:

5.4.20 Fill the office of the President should that office become vacant.

5.4.21 Assist the President to perform the duties pertaining to that office, or as directed by the Committee.

Treasurer

The Treasurer shall:

5.4.22 Manage the financial affairs of the Association.

5.4.23 Maintain correct records showing the financial affairs of the Association.

5.4.24 Prepare financial reports for the Committee at least every three months or as determined by the Committee.

5.4.25 Prepare and present the annual audited budget report at the Annual General Meeting.

5.4.26 Ensure invoices or accounts payable by the Association are paid by methods in accordance with the Association by-laws.

5.4.27 Perform all other duties as usually pertain to the office of the Treasurer or as directed by the Committee.

Secretary

The Secretary shall:

5.4.28 Be responsible for the accurate recording, preparation and distribution of minutes of all official meetings of the Association within 21 days.

5.4.29 Be the nominated Public Officer of the Association.

5.4.30 Perform all other duties as usually pertain to the office of the Secretary or as directed by the Committee.

5.4.31 Keep all official documents and records pertaining to the Association.

5.4.32 All official documents and records must be transferred in whole to subsequent secretaries.

Membership Secretary

The Membership Secretary shall:

5.4.33 Maintain accurate records of membership.

5.4.34 Be responsible for renewal notices.

5.4.35 Prepare reports for the Committee pertaining to membership at least every three months or as determined by the Committee.

5.4.36 Perform all other duties as usually pertain to the office of the Membership Secretary or as directed by the Committee.

Immediate Past President

5.4.37 The role of Immediate Past President may be utilised to facilitate transition and provide mentorship to the incoming President.

This situation will apply when:

5.4.38 The incoming President has not held an Executive Committee position in the immediate preceding term.

5.4.39 The Immediate Past President has knowledge and/or experience of the affairs of the Association not held by the current executive members of the Committee.

5.4.40 The term of office of the Immediate Past President shall be a maximum of one year.

RULE 5.5 NOMINATIONS, ELIGIBILITY

Nominations

5.5.1 When Committee vacancies occur, nominations for appropriate Committee members shall be sought by the Committee.

5.5.2 All nominations must be submitted on the official nomination form of the Association.

5.5.3 In the event of there being insufficient nominations received by the Secretary, nominations may be called from the floor at the Annual General Meeting.

5.5.4 Candidates for election may be nominated for up to two positions.

5.5.5 Candidates must indicate their preference of position at the time of nomination as candidates may be elected to one position only.

5.5.6 A Committee member may hold a local and national office simultaneously.

Eligibility of Candidates- general

5.5.7 Committee candidates shall be a current financial member of AWMA (SA).

President

5.5.8 Presidential candidates shall have been a member of the AWMA (SA) Committee for at least one full year prior to nominating for the office of President.

RULE 5.6 ELECTIONS

5.6.1 Elections will be held annually prior to the beginning of terms of office.

Voting:

5.6.2 All full financial and life members may vote.

5.6.3 Voting shall be at the Annual General Meeting.

5.6.4 Executive Committee members will be elected by a simple majority vote.

5.6.5 A tied vote will be decided by drawing lots.

5.6.6 General Committee member positions are not decided by vote unless there are more nominations than positions available, in which case they will be elected by a simple majority vote.

5.6.7 All eligible members shall have one vote only.

5.6.8 All votes shall be given personally, by proxy or by post.

5.6.9 Voting shall be by a show of hands or secret ballot.

5.6.10 A proxy vote must be completed on the AWMA (SA) proxy voting form and signed by the member casting the vote.

5.6.11 A proxy voting form must be received by the Committee prior to the commencement of the meeting at which it is intended to be used.

RULE 5.7 MEETINGS

Annual General Meeting

5.7.1 The Annual General Meeting (AGM) shall be held in the month of February each year and every financial member shall receive not less than 28 days' notice of such meetings.

5.7.2 Quorum for AGM will be 10 financial members eligible to vote as determined by Membership Benefits/Privileges in Rule 5.3. If a quorum is not present 30 minutes after the time of the meeting, the meeting shall be adjourned.

The ordinary business of the AGM shall deal with:

5.7.3 The minutes of the preceding AGM.

5.7.4 The annual report from the President, Vice President, Secretary, Treasurer, Membership Secretary and State Representative to the national AWMA Committee.

5.7.5 The election of General and Executive Committee members.

5.7.6 Any other relevant business of the Association.

General, Special and Committee Meetings

- 5.7.7 Meeting dates for general meetings will be determined by the Committee prior to the Annual General Meeting.
- 5.7.8 Special Meetings may be called at the discretion of the Committee or by a minimum of 10 financial members eligible to vote.
- 5.7.9 Every financial member shall receive not less than 28 days' notice of such meetings. The business to be discussed at the Special Meeting must be detailed in the notice.
- 5.7.10 The quorum for Special Meetings shall be 10 financial members eligible to vote.
- 5.7.11 The quorum for Committee meetings shall be half of the total number of Committee members, plus one.
- 5.7.12 A meeting will be adjourned 30 minutes after the time of the meeting if a quorum is not present.

RULE 5.8 BRANCHES

- 5.8.1 Any member of the Association wishing to form a regional branch of this Association in a specified geographical area, shall notify the Secretary of AWMA (SA) in writing.
- 5.8.2 The decision of the Committee shall be final.
- 5.8.3 The business of any branch must be consistent with the objectives of AWMA (SA) and be in alignment with any strategic plan in place at the time.
- 5.8.4 If a regional branch is supported, the responsibilities of the branch will include the establishment of a formal Committee and regular meeting structure including:

Meetings

- 5.8.5 Minutes of all meetings will be recorded.
- 5.8.6 Submission of a copy of the minutes will be forwarded to the AWMA (SA) Secretary within 28 days of the meeting.
- 5.8.7 Minutes should be consistent in business and style with the format of the AWMA (SA) Committee meetings.

Membership

- 5.8.8 Membership shall be open to any financial member of AWMA (SA).

Finance

- 5.8.10 Monies raised within any branch shall remain within that branch.
- 5.8.11 On termination of the branch, all monies shall be transferred to AWMA (SA).
- 5.8.12 In the event of reforming a branch, following termination, such monies will be returned to the branch at the discretion of AWMA (SA).
- 5.8.13 A full financial report shall be forwarded annually to the AWMA (SA) Treasurer.

RULE 5.9 NON-PROFIT CLAUSE

5.9.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise however by way of profit to the members or relatives of members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or reasonable and proper rental for premises let by any member to the Association.

RULE 5.10 WINDING UP CLAUSE

5.10.1 If upon winding-up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, such property shall be distributed to other body or bodies having similar objects or to such charitable body or bodies and which shall prohibit the distribution of its income and property among its members.

RULE 5.11 AMENDMENTS

5.11.1 Amendments to the Constitution shall be referred to the Committee.

5.11.2 The amendments shall then be submitted to the membership at least 28 days prior to the Annual General Meeting or Special Meeting called for this purpose.

5.11.3 The amendment/s shall be debated and put to the vote and must be approved by two-thirds of the membership voting.

RULE 5.12 INTERNAL DISPUTES AND COMPLAINTS

5.12.1 The President or Vice President shall direct mechanisms for resolving internal disputes and complaints within or regarding the Association in a timely manner.

Conflict of Interest

5.12.2 The President or Vice President shall refer to specific policies and procedures that will deal with any conflict of interest issues.

RULE 5.13 BY-LAWS

Committee to Formulate By-Laws

5.13.1 The Committee may (by itself or by delegation to a sub committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By- Laws") for the proper advancement, management and administration of the Association and/or the advancement of the objects of the Association as it thinks necessary or desirable.

5.13.2 Such By-Laws must be consistent with this Constitution.

By-Laws Binding

5.13.3 All By-Laws made under this Rule shall be binding on the Association and its members.

By-Laws Deemed Applicable

5.13.4 All by-laws, regulations and policies of the Association in force at the date of the approval of this Constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

Notices Binding on Members

5.13.5 Amendments, alterations, interpretations or other changes to By-Laws shall be advised to members by means of notices approved by the Committee and prepared and issued by the President.

5.13.6 Notices are binding upon all members.