

CONSTITUTION OF THE
AUSTRALIAN WOUND MANAGEMENT ASSOCIATION
INCORPORATED
(INCORPORATED IN SOUTH AUSTRALIA)
INCORPORATION NO. SA A22052



Amendments

Rule 3	23 rd May 1999
Rule 4	23 rd May 1999
Rule 6	8 th March 2002
Rule 10	20 th November 2004

Rule 4.2a, 2b	8 May 2008
---------------	------------

CONTENTS

	<u>Page</u>
Name of the Association	3
Philosophy	3
Objectives	3
Definitions	4
Rule 1 - Structure	5
Rule 2 - Powers of the Association	5
Rule 3 - Membership and Dues	6
Rule 4 - Committee	8
Executive Committee	10
Rule 5 - Election of Office Bearers	12
Rule 6 - Meetings	13
Rule 7 - Voting Procedures	14
Rule 8 - Non-profit Clause	16
Rule 9 - Winding-up Clause	16
Rule 10 - Amendments	16

NAME OF THE ASSOCIATION

The name of the Incorporated Association is The Australian Wound Management Association Incorporated. (“**the Association**”)

PHILOSOPHY

The Association believes that all people with, or who are likely to develop, a wound are entitled to receive personalised care and management that is supported by current best practice.

OBJECTIVES

The Objectives of the Association are to:

1. Be recognised as a peak body that consults with, makes representation to, and advises government, governing bodies, educators, health care providers and consumers in regard to best practice in wound management;
2. Foster and maintain a multi-disciplinary network of individuals with knowledge and expertise in wound management;
3. Foster and maintain a collaborative, productive working relationship between the Association and all affiliated state and territory organisations and members;
4. Develop, publish and promote guidelines, standards and educational material in wound management, and a peer reviewed national wound management journal;
5. Promote and support wound management research;
6. Facilitate Health Promotion activities in wound management;
7. Develop and maintain collaborative relationships with relevant individuals, associations or groups both national and international;
8. Develop and maintain representation on relevant national or international associations or groups;
9. Develop responsible initiatives and strategies to ensure the ongoing financial viability of the Association; and
10. Conduct the business of the Association in a professional and ethical manner.

DEFINITIONS

In the context of this Constitution, unless the contrary intention appears:

1. “**Act**” refers to the Associations Incorporation Act 1985 as amended from time to time and includes any reenactment thereof.
2. “**Association**” refers to the Incorporated Association known as ‘The Australian Wound Management Association Incorporated’.
3. “**Chairman**” means a person who presides over the ruling of a meeting.
4. “**Committee**” means the governing body or committee of management of the Association.
5. “**Financial member**” is a member who is not indebted to the Association at State, Territory or National level, in respect of any annual subscription or levy or any other payment whatsoever.
6. “**Meeting**” means a general meeting of members of the Association convened in accordance with this Constitution.
7. “**Member**” means a member of the Association.
8. “**Month**” means a calendar month,
9. “**Scrutineer**” means a person appointed in accordance with the provisions of this Constitution to supervise the voting process and the counting of votes.
10. “**Special Meeting**” means a special or extraordinary meeting of members of the Association convened in accordance with this Constitution.
11. “**Teller**” means a person appointed by the Chairman to count and check the votes when required.
12. “**Year**” means a calendar year and “**Financial year**” means the year beginning 1 July and ending 30 June.
13. 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.
14. An expression defined at Law will bear the same meaning in this Constitution unless that expression is otherwise defined in this Constitution.
15. Words importing the singular number include the plural number and vice versa. Words importing one gender include the other gender. Words importing persons include companies corporations and public bodies wherever incorporated or domiciled.
16. 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
17. The registered office of the Association shall be the mailing address of the Secretary of the Association.

RULE 1

STRUCTURE

The Association is a multi-disciplinary, non-profit association consisting of persons who are committed to developing and improving wound management for all individuals through education, research, communication and networks.

All affairs of the Association will be subject to Law, all the provisions set forth in the Act, this Constitution, the Code of Conduct of the Association, and any Standing Orders at the time being in force.

1.1 Branches

There will be no more than one Branch formed in each State or Territory. A Branch of the AWMA shall be autonomous in matters relating to the affairs of the Branch but shall be subject to the control and direction of the Executive Committee in matters affecting more than one Branch or the interests of the Association as a whole. The Branch may have its own Articles of Association which must be in harmony with the Constitution of the AWMA.

1.2 Sub-Branches

Upon the authority of the Branch Executive there may be sub-branches formed within any region of that Branch. A Sub-Branch of the Association shall be subject to the control and direction of the Branch Executive.

RULE 2

POWERS OF THE ASSOCIATION

For the purpose of carrying out its objectives the Association may, subject to the Act and compliance with all Laws:

1. Open and operate bank accounts;
2. Invest its monies:
 - a) in any security in which trust monies may, by Act of Parliament, be vested; or
 - b) in any other manner authorised by this Constitution;
3. Raise, accept, borrow, lend or donate any monies, gifts or properties upon such terms and conditions as the Association deems appropriate;
4. Give such security for the discharge of liabilities incurred by the Association as the Association deems appropriate;
5. Appoint, employ, remove or suspend agents transacting any business of the Association on its behalf;
6. Enter into any other contract the Association considers necessary or desirable;
7. Enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association;

Rule 2 cont.

8. Obtain from any Government or Authority any rights, privileges and concessions which the Association may think it is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
9. Print, publish or otherwise produce any journals, periodicals, newsletter, books, leaflets or educational material that the Association may think desirable for the promotion of its objectives; and
10. 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 3

MEMBERSHIP

Membership of the Association shall be under one of the following categories:

1. Full Financial

Full financial membership is open to any person with recognised Medical, Nursing, Academic, Scientific or Allied Health qualifications interested or involved in supporting the objects of the Association.

Each Full Financial member is eligible to have one vote at each meeting and Special Meeting and is also eligible to hold a position of office, except those members who may be regarded as corporate members.

2. Associate

Associate membership is open to any professional person who is either retired, not actively involved in wound management, is a student or resides in another country or does not have recognised Medical, Nursing, Academic, Scientific or Allied Health qualifications.

An Associate member does not have any voting rights and must not hold office, be an active member of any of the Association's committees or have any share in the assets of the Association.

3. Life

Life membership is awarded by the Committee to a Member in recognition of conspicuous contribution to and eminence in the field of wound management.

Each Life member is eligible to have one vote at each meeting and Special Meeting and is also eligible to hold a position of office.

4. Honorary

Honorary membership is awarded by the Committee to any individual or group in recognition of special services rendered to the Association or for outstanding development/achievement in the field of wound management.

An Honorary member does not have any voting rights and must not hold office.

Rule 3 cont

5. Corporate

Corporate membership is open to any company, corporation, business or other body corporate whose financial basis stems from the manufacture, direct wholesale, sale and distribution of any product that may be used in wound management or prevention.

A Corporate member can include an individual person in his or her capacity or comprising membership of a partnership, unincorporated association or institution and their employees.

An individual may be regarded as a corporate member if the individual's employment or business is involved with the manufacture, wholesale sale or wholesale distribution of any product that may be used in wound management or prevention.

Only one set of regular correspondence will be distributed per corporate membership.

A Corporate member does not have any voting rights and must not hold office, be an active member of any of the Association's committees or have any share in the assets of the Association.

MEMBERSHIP APPLICATIONS

All applications for Full Financial, Associate and Corporate membership must be made in writing and signed by the applicant. Upon acceptance of the application and, if applicable, upon payment of the membership fee, the applicant shall be considered a member.

MEMBERSHIP FEES

1. The membership fees for membership shall be such sum, if any, as the members shall determine from time to time at each meeting provided that no membership fees are payable by Honorary or Life members.
2. The membership fee for each member shall be paid either on a capitation basis from each State or Territory branch to the Association (at a discounted rate) or directly to the Association if State or Territory membership is not desired.
3. Capitation fees shall be raised on the number of members each State or Territory Association has registered as at 30 September each year. Each State and Territory branch must forward the annual capitation fees to the Treasurer of the Association by no later than 30 November each year.
4. Those States or Territories which are in arrears as at 1 December of the relevant year shall be notified by the Treasurer that if payment is not received within 30 days of being notified the respective State or Territory membership will be immediately cancelled.
5. Each State or Territory body shall forward to the Membership Secretary of the Association an accurate membership list on a quarterly basis within 21 days of the end of the respective quarter. The format of the database for the membership list will be determined by the Membership Secretary.

RENEWAL OF MEMBERSHIP

Membership fees are payable to the State/Territory Associations or the Association at such time as determined by them.

RULE 3 cont

Cessation of membership

A member may resign from membership of the Association by giving written notice to the Secretary or Public Officer of the State/Territory branch or the Association of their desire to resign. Membership of the Association shall cease immediately upon receipt of the notice. Any member so resigning shall be liable for any outstanding monies owed to the Association, which shall be recovered as a debt to the Association.

A member may be expelled by the Association if the member:

- a) fails to pay any membership fee within 3 calendar months after the due date of payment or by such time period as determined by the State/Territory branch or Association; or
- b) subject to being given an opportunity to defend and to justify his, her or its conduct before the Committee, conducts activities in a manner which discredits, or is injurious to, the character or the interests of the Association. Should the member fail to appear, or to reply to any inquiry, the Committee may proceed in the member's absence and resolve by a majority of two-thirds to empower its findings.

REGISTER OF MEMBERS

1. The Committee shall keep or cause to be kept a register of members containing the:
 - a) names and addresses of each member;
 - b) the dates of the member's admission to the Association; and
 - c) any other detail as required by the Committee or Association.
2. Any member may access, update and amend their personal information contained in the register upon prior written notice to the Membership Secretary. Access to the register will be in accordance with the provisions of the Privacy Act 1988 as amended from time to time.
3. The Membership Secretary shall ensure maintenance of the register and will be responsible to the Secretary for all correspondence related to membership including issuing of membership renewal notices.
4. On giving written notice to the Membership Secretary, a member may have their address withheld from any mailing list.

RULE 4

COMMITTEE

1. The Committee shall be responsible for establishing the Association's policies, directing its activities and approving all actions pertaining to the business and management of the Association.
2. The Committee shall comprise of members from the following positions:
 - a) 6 Executive Positions: these positions are nominated and elected in accordance with this Constitution:
 - i President
 - ii Vice president
 - iii Secretary
 - iv Treasurer
 - v Membership secretary
 - vi Immediate Past president (ex-officio)
 - b) One Representative (of which a proxy is required for each) for each State/Territory Organization and for each AWMA Branch: these representatives are elected at State/Territory/AWMA Branch level prior to, and ratified at, the Annual General Meeting

c) **3 General Category Representatives:** There will be 1 representative in each of the following categories, who will be nominated and elected in accordance with this Constitution:

- i. Medical
- ii. Nursing
- iii. Scientists, Allied Health, Pharmacy

3. There shall also be an Executive Committee of the Committee to consist of the elected President, Vice President, Secretary, Treasurer, Membership Secretary and the Immediate Past President (“**Executive Committee**”). In the event that a full Committee cannot be convened the Executive Committee shall have the power to approve any or all actions pertaining to the business and management of the Association.
4. Unless expressly stated otherwise in this Constitution, the term of office for any elected member on the Committee shall be 2 years. Such members shall be eligible for a further term of 2 years only in that position (i.e. a total of 4 years in that position). Thereafter such members shall be eligible for election to any other position on the Committee.
5. 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. Should there still be no nominations for an elected position on the Committee, the Committee shall, in its discretion, elect a member to fill such vacancy. The elected member shall hold office until the next Annual General Meeting or for a period of time as the Committee deems appropriate.
6. Should any vacant position arise in the Committee, except that of President, the Committee shall fill such vacancy by electing a member to fill the vacant position. The elected member shall hold office for the unexpired portion of the predecessor’s term or for a period of time as the Committee deems appropriate.
7. The Committee shall have the right to co-opt additional members to assist in the management of the Association. The role and voting rights of the individual co-opted members shall be determined by the Committee from time to time.
8. 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 deems appropriate. The President and Secretary shall be ex-officio members of any sub-committee.
9. The Committee shall determine the terms of reference and functions of any appointed officials or sub-committees.

EXECUTIVE COMMITTEE

RESPONSIBILITIES

President

The President shall:

1. be directly responsible to the members for the administration of the Association.
2. delegate Committee activities.
3. chair all Committee Meetings.
4. chair all General and Special Meetings.
5. 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:

1. fill the office of President should that office become vacant.
2. assist the President to perform the duties pertaining to that office, or as directed by the Committee.

Treasurer

The Treasurer shall:

1. keep or cause to be kept, correct records showing the financial affairs of the Association.
2. manage the financial affairs of the Association.
3. prepare financial reports prior to each Committee Meeting.
4. review the financial affairs of the Association as necessary with the assistance of legal counsel or a tax adviser if necessary.
5. present the annual audited financial report at each Annual General Meeting in accordance with the requirements of the Act.
6. All cheque payments shall require two signatures. The Signatories shall be the President, Secretary and Treasurer.

Secretary

The Secretary shall:

1. be responsible for the accurate recording of all official meetings of the Association and must distribute minutes of the official meeting within 21 days of such meeting.
2. be the nominated Public Officer of the Association;
3. hold the Seal of the Association and, only with the express authorisation of the Committee, use the Seal and record the use of the Seal in the minute book of the Association.
4. carry out all the requirements of the Act in relation to incorporation.
5. ensure that all records, books, documents and securities related to the operation of the Association are held in a safe place during their term of office.

Membership Secretary

The Membership Secretary shall:

1. ensure that accurate records of membership are maintained and that the details contained in the register of members are held in a safe place during their term of office.
2. be responsible for all correspondence related to membership.
3. actively promote membership to the Association.
4. prepare membership reports prior to each Committee Meeting.
5. prepare & present an annual membership report at each Annual General Meeting.
6. cause the mailing labels to be prepared and sent to the nominated publisher of Primary Intention within the time frame required by the publisher.

RULE 4 cont

Immediate Past President

1. The term of office for the Immediate Past President shall be 1 year.
2. The role of the Immediate Past President shall be to:
 - a) facilitate the transition of the newly elected President into their role as President; and
 - b) act as a mentor to the newly elected President and Committee.

RULE 5

ELECTION AND RATIFICATION OF COMMITTEE MEMBERS AND APPOINTMENT OF JOURNAL EDITOR, WEBSITE MANAGER AND ARCHIVIST

1. Nominations of candidates for the executive positions and the 3 general categories must be received by the Secretary of the Association at least 49 days preceding the Annual General Meeting at which such elections are to take place.
2. All nominations must be submitted on the official nomination forms of the Association.
3. The names of elected State/Territory representatives must be received by the Secretary of the Association at least 14 days prior to the Annual General Meeting. Such elected representatives shall be ratified as members of the Committee at the Annual General Meeting.
4. Candidates for election may be nominated for any position open for election provided that they be declared elected to one position only. Where a candidate is nominated for more than one position, the election for each position shall be conducted in order of the hierarchy indicated below:

Highest office: President
Vice-President
Secretary
Treasurer
Membership Secretary
Medical/Nursing/Allied Health Representative

5. The Committee must call for applications for the positions of Journal Editor/s, Website Manager/s and Archivist/s on a biennial basis at least 3 months prior to the Annual General Meeting. Such appointments may be made by the Committee prior to the Annual General Meeting and ratified at the Annual General Meeting in accordance with Rule 6 (1)(d)(iv) or by the Committee as soon as practicable following the Annual General Meeting.
6. The Committee shall require the appointed Journal Editor/s, Website Manager/s and Archivist/s to report to the Committee at the Committee's request, and may co-opt all or any of those appointed to the Committee in accordance with Rule 4(9).

RULE 6

MEETINGS

All meetings convened in accordance with the provisions of this Constitution shall also be conducted in accordance with the provisions of the Code of Conduct of the Association and any Standing Orders at the time being in force.

1 ANNUAL GENERAL MEETING

- a) The Annual General Meeting shall be held in the first half of the year. Every financial member will receive not less than 28 days notice of such meetings.
- b) Where possible, the Annual General Meeting will be held in conjunction with a national or state conference on wound management.
- c) Quorum for an Annual General Meeting will be 30 financial members eligible to vote.
- d) The ordinary business of an Annual General Meeting shall deal with:
 - i) the minutes of the preceding Annual General Meeting and of all meetings and Special Meetings held since the previous Annual General Meeting.
 - ii) the annual reports of the Committee.
 - iii) the accounts and finances of the Association.
 - iv) the election of Committee members and the ratification of nominated State/Territory delegates and, if applicable, the Journal Editor/s, Website Manager/s and Archivist/s.
 - v) the election of the Auditor.
 - vi) any other business which the Chairman of the Annual General Meeting, with absolute and unfettered discretion, determines to be business of a formal nature only, and any such determination shall be final and binding upon the meeting.
- e) All business transacted at an Annual General Meeting other than the business referred to in rule 6.1(d) shall be deemed to be Special Business. No Special Business shall be considered at an Annual General Meeting unless written notification and/or the relevant motion is received by the Secretary at least 49 days prior to the Annual General Meeting.

2 COMMITTEE MEETINGS

- a) Committee Meetings shall be held at the discretion of the Committee and in accordance with the Act.
- b) Notice of Committee Meetings shall be given verbally at the end of the preceding Committee Meeting.
- c) The quorum for Committee Meetings will be 8.
- d) A Committee Meeting shall be adjourned 30 minutes after the time the meeting is convened if a quorum is not present.
- e) Each Committee member shall have one vote and the President shall have a casting vote in addition to a deliberative vote.

Rule 6 cont

3 SPECIAL MEETINGS

- a) Special Meetings may be called at the request of the Committee or by a minimum of 30 financial members who are eligible to vote.
- b) Every financial member will receive not less than 28 days written notice of the Special Meeting. The business to be discussed at the Special Meeting must be detailed on the notice.
- c) The quorum for Special Meetings will be a minimum of 30 financial members who are eligible to vote.

RULE 7

1 GENERAL VOTING PROCEDURES

- a) All members seeking office or intending to exercise voting rights shall be current financial members.
- b) All eligible members shall have one vote only.
- c) All votes shall be given personally, by proxy or by post.
- d) Voting shall be by a show of hands or secret ballot.
 - i) Unless otherwise stipulated by this Constitution, the result of all voting procedures shall be determined by a simple majority.
 - ii) In the event of a tied vote a secret ballot shall be conducted and the result determined in accordance with Rule 7 d) i).
 - iii) In the event of a tied secret ballot the Chairman shall have the casting vote.
- e) Tellers and Scrutineers must not be members of the Executive Committee and must not be the nominator or seconder of candidates or motions.
- f) Any candidate or mover of a motion has the right to appoint a Scrutineer to oversee the counting of any secret ballots.

2 PROXY VOTING

A Proxy Vote must be completed on the Association's proxy voting form and signed by the member issuing the vote. The form must be received by the Secretary of the Association at least 7 (seven) days prior to the commencement of the relevant meeting at which it is intended to be used.

3 POSTAL REFERENDUM

- a) A postal referendum of members shall be conducted:
 - i) As a secret referendum; or
 - ii) In the following manner or in the manner as the Committee from time to time determines.
- b) The result of the postal referendum shall be deemed to be the result of the motion in relation to which such postal referendum was held.

c) The Committee must send to all financial members within a period of 21 days after the conclusion of the meeting at which such postal referendum is determined to be held the following details:

i) The motion/s which are the subject of the referendum.

A voting paper which shall contain words and symbols which shall enable members to state whether they are for or against the stated motion/s.

ii) A statement which shall be prepared by the Committee and which shall contain the following:

A) Any relevant facts pertaining to each motion.

B) A summary of the arguments for and against each motion. This summary is to be derived from the discussion on the motion at the meeting at which the postal referendum was demanded and from the views communicated to the Committee.

C) A summary of the views of the Committee in relation to each motion stating the number (not names) of votes of the Committee for the motion, the number (not names) of votes of the Committee against the motion and the number (not names) of abstaining votes of the Committee.

D) The date and time prior to which completed voting papers must be received at the registered office of the Association or any other address as stipulated in the voting papers in order to be counted.

d) Completed voting papers must be returned for counting to the Association's registered office or other address as stipulated in the voting papers not later than 21 days from the date on which voting papers are sent to members or in accordance with the rules and regulations of the independent body conducting the referendum.

e) In all cases where a postal referendum is conducted the body conducting the referendum shall be responsible for the opening and counting of voting papers. The result shall be communicated as soon as practicable to the President who shall cause such result to be communicated to the members of the Association in such manner as the President deems most appropriate.

f) The accidental omission to send a voting paper in relation to a postal referendum to any financial member or the failure of any such member to receive such voting paper shall not invalidate the result of such postal referendum.

RULE 8

NON-PROFIT CLAUSE

The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever 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 9

WINDING-UP CLAUSE

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 10

AMENDMENTS

Amendments to the constitution shall be referred to the Committee. Amendments may be voted upon either at the Annual General Meeting, or at a Special General Meeting convened for this purpose, or by postal referendum. The Committee shall determine which method is to be applied. If amendments are to be voted upon at the Annual General Meeting or at a Special General Meeting, they shall be submitted in writing to the committee secretary at least 49 days prior to the Annual General Meeting or Special General Meeting for this purpose. The amendments shall be debated and put to the vote and must be approved by two-thirds (2/3) of the membership voting. If the amendments are to be voted upon by postal referendum, the provisions of Rule 7 relating to the conduct of a postal referendum shall apply.

Amendments to AWMA Inc Constitution

RULE

Date Amended

Rule 3

Full Member

23rd May 1999

Corporate

23rd May 1999

Rule 4

b) The committee shall comprise 17 members

23rd May 1999

7 State/Territory Representatives

23rd May 1999

Rule 6

1. The financial reporting shall be the financial year

8th March 2002

Rule 10

20th November 2004

Amendments to the constitution shall be referred to the Committee. *Amendments may be voted upon either at the Annual General Meeting, or at a Special General Meeting convened for this purpose, or by postal referendum. The Committee shall determine which method is to be used. If amendments are to be voted upon at the Annual General Meeting or at a Special Meeting, they shall be submitted in writing to the committee secretary at least 49 days prior to the Annual General Meeting or Special General Meeting for this purpose. The amendments shall be debated and put to the vote and must be approved by two-thirds (2/3) of the membership voting. If the amendments are to be voted upon by postal referendum, the provision of Rule 7 relating to the conduct of a postal referendum shall apply.*

AWMA Constitution Revised

November 2005

Rule 4

8 May 2008

2. The Committee shall comprise of members from the following positions:

a) 6 Executive Positions: these positions are nominated and elected in accordance with this Constitution:

i President

ii Vice president

iii Secretary

iv Treasurer

v Membership secretary

vi Immediate Past president (ex-officio)

b) One Representative (of which a proxy is required for each) for each State/Territory Organisation and for each AWMA Branch: these representatives are elected at State/Territory/AWMA Branch level prior to, and ratified at, the Annual General Meeting