

***RULES OF THE
AUSTRALIAN
AND NEW ZEALAND
COLLEGE OF
PERFUSIONISTS
INCORPORATED***

2009



Australian and New Zealand College of Perfusionists

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INCORPORATED**

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NAME

1. The name of the incorporated association is the Australian and New Zealand College of Perfusionists Incorporated (in these Rules called "The College").

DEFINITION

2. In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1981.

"Application for membership" includes application for readmission to membership.

"Association" has the same meaning as is ascribed to that word by section 3 (1) of the Associations Incorporation Act 1981, which, inter alia, includes a College.

"Clause" means a provision of the rules and, where the context so admits, includes a paragraph or a sub-paragraph thereof.

"The Executive Committee" means the Committee of Management of the College.

"Financial Year" means the year ending on 30th June.

"General Meeting" means a General Meeting of members convened in accordance with Rule 9.

"Member" means a member of the College as defined in Rule 4.

"The Regulations" means the Associations Incorporation Regulations 1983 or other regulations under the Act.

"College" for the purposes of these Rules, has the same meaning as is ascribed to the word "Association" by Section 3 (1) of the Associations Incorporation Act 1981.

"Standards of Perfusion" means:

- (i) the provision of the fullest possible support within the bounds of the Perfusionist's experience, to the patient and to the Cardiac Surgeon in charge of the patient and the health care institution involved in the patient's treatment;
- (ii) the maintenance of confidentiality, privacy, dignity and safety of the patient;
- (iii) the observance of the same care and attention to the servicing of equipment and supplies, the maintenance of proper records, the observance of all obligations imposed upon those involved in clinical procedures by law and generally in relation to perfusion procedures as are observed by the medical, paramedical and nursing professions; and
- (iv) the observance of the same qualities of compassion and responsibility for the care and comfort of patients as are Generally accepted by those involved in patient care.

INTERPRETATION

3. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time. Words importing the male gender shall, where the context reasonably permits, include the female and neuter gender and the singular number shall include the plural number.

MEMBERSHIP

- 4.1. There shall be five classifications of membership as follows:
- (i) Fellow of the College;
 - (ii) Clinical Trainee
 - (iii) Associate
 - (iv) Honorary Fellow
 - (v) Life Fellow
- 4.2
- (i) All Perfusionists who are members of the Australian and New Zealand College of Perfusionists, who hold the Diploma of Perfusion issued by the Australasian Board of Cardiovascular Perfusion and who are certified by the Australasian Board of Cardiovascular Perfusion (as defined in Rule 31) are eligible to be considered as “Fellows of the College” and entitled to use the title FANZCP. Fellows of the College are entitled to vote at each meeting and shall be eligible for election to the Executive Office.
 - (ii) All employed perfusion students in clinical positions are eligible for Clinical trainee membership of the College.
 - (iii) All other perfusionists who are actively engaged in perfusion outside of Australia and New Zealand are eligible for Associate membership. Also all medical practitioners and corporations who are in, the opinion of the Executive Committee, closely associated with the profession of perfusion are eligible for Associate membership. All non-practicing students enrolled in the Swinburne University Masters Degree in Perfusion Science are eligible for Associate membership. Finally, all perfusionists practicing within Australia or New Zealand in the Associate category may apply to the ANZCP Executive to obtain voting rights but are not eligible for election to Office.
 - (iv) All persons who, in the opinion of the Executive Committee, have made an outstanding contribution to the profession of perfusion or to the College shall be eligible for Honorary Fellowship of the College. Only Honorary Fellows who are currently registered and actively engaged in perfusion are entitled to vote at each meeting and shall be eligible for election to the Executive Office.
 - (v) All perfusionists who, in the opinion of the Executive Committee, have rendered outstanding service to the College or to the Board are eligible for Life Fellowship and will be proposed for Life Fellowship at the Annual General Meeting. All Life Fellows are entitled to vote at each meeting and shall be eligible for election to the Executive Office. Life Fellows are entitled to use the term LFANZCP after retirement. The title Life Fellow does not necessary indicate current certification status.
- 4.3 Save as otherwise provided in these Rules all Members are entitled to attend Meetings and to be heard but no members other than Fellows of the College, Life Fellows and Registered Honorary Fellows shall be entitled to vote or hold Office.
- 4.4. Every applicant for Fellow or Clinical Trainee of the College shall be proposed by a Fellow of the College of whom the Applicant shall be personally known. The Application for membership shall be made in writing and signed by the Applicant and his proposer and shall be in such form as the Executive Committee may, from time to time, prescribe and shall be lodged with the Secretary of the College.
- 4.5. As soon as is practicable after the receipt of an Application, the Secretary shall refer the Application to the Executive Committee.
- 4.6. Upon an application being referred to the Executive Committee, the Executive Committee shall determine whether to approve or reject the application. In no case shall the Executive Committee be required to give any reason for rejection of the application.
- 4.7. Upon an application being approved by the Executive Committee the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the College and request payment within the period of 28 days after the receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's Annual subscription.

- 4.8. The Secretary shall, upon payment of the amounts referred to in Rule 9 within the period referred to in that Rule, enter the nominee's name in the register of members kept by him and, upon the same being so entered the nominee becomes a member of the College.
- 4.9. A right, privilege or obligation upon a person by reason of his membership of the College:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.
- 4.10. The Executive Committee may designate a person nominated by a Corporate member to be its representative (with power to such Corporate member to revoke such nomination at any time and nominate another person in his place) to attend Meetings so long as the corporate member is a member of the College and unless otherwise determined by the Executive Committee, shall not be required:
- (i) to sign the Application mentioned in this clause;
 - (ii) to pay any subscription; or
 - (iii) to be under any liability in the event of the College being dissolved.
- 4.11. A person who is not a member in any class of the College at the time of incorporation of the College or who was such a member at that time but has ceased to be a member shall not be admitted to membership:
- (a) unless he is nominated as provided in sub-clause 4.4; and
 - (b) his admission as a member is approved as provided in sub-clause 4.6.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

5. Entrance fees and Annual subscription payments for Fellows of the College and Student Members must be paid by the individual persons themselves or by their employers.

REGISTER OF MEMBERS

6. The Secretary of the College shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION AND EXPULSION OF MEMBER

- 7.1. A member of the College who has paid all monies due and payable by him to the College may resign from the College by first giving one month's notice in writing to the Secretary of his intention to resign and such notice shall be accompanied by payment of all subscriptions, levies, fees and dues of whatsoever description which are then due and owing by the member. Upon the expiration of that period of notice, the member shall cease to be a member. All subscriptions, levies, fees and dues of whatsoever description which subsequently fall due prior to termination of membership must also be paid by the member and in default thereof the Notice of Resignation shall have no force and effect. The membership of the member shall terminate on the expiration of the said Notice provided that the conditions of resignation contained in this clause have been fulfilled.
- 7.2. Upon the expiration of a Notice and subject to Rule 7.1 the Secretary shall make in the register of members an entry recording the date on which the member by whom the Notice was given, ceased to be a member.

- 7.3. If any member fails to pay his subscription within six months after the date upon which it is due and payable the Secretary may make a final demand for payment thereof by writing under his hand and if payment is not made within one month from the date of such Notice the membership of that member shall determine but without prejudice to any right of action or claim by the College against that member and the Secretary shall make in the register of members an entry recording the date upon which the member ceased to be a member.
- 7.4. If any member refuses or neglects to comply with the provisions of these rules or with the terms and conditions on which he became a member or, in the opinion of the Executive Committee, consistently fails to observe the standards of perfusion or is guilty of any conduct which, in the opinion of the Executive Committee, is unbecoming of a member or prejudicial to the interests of the College the Executive Committee shall have the power to suspend a member from the membership of the College for a specified period, fine a member in accordance with the Regulations or expel a member from the College and erase his name from the register of members provided that:
- (a) not less than 14 days before the Meeting of the Executive Committee at which a resolution for his fining, suspension or expulsion is passed the member has been given Notice in writing of such Meeting and of what is alleged against him and of the intended resolution for his fining, suspension or expulsion and he has had at such Meeting and before the passing of such resolution the opportunity of giving orally or in writing any explanation or defence he may think fit; and
 - (b) any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the Meeting at which the resolution for his fining, suspension or expulsion is to be considered by the Executive Committee elect to have the question of his fining, suspension or expulsion dealt with by the College in General Meeting and in that event a Special General Meeting of the College shall be called for the purpose and if at the Meeting a resolution for the expulsion of the member is passed by a majority of two-thirds of those present and voting a member shall be fined, suspended or expelled and his name removed from the register of members.
- 7.5. At a General Meeting of the College convened under Rule 7.4:
- (a) no business other than the question of the fining, suspension or expulsion shall be transacted;
 - (b) the Executive Committee may place before the Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution fining, suspending or expelling the member should be passed.
- 7.6. A member expelled pursuant to the provisions of this clause or who resigns his membership or whose membership is otherwise terminated pursuant to these Rules shall forfeit all rights and privileges of membership of the College.

DISPUTES AND MEDIATION

8. The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and the College.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all parties.

If the parties are unable to resolve the dispute at the Meeting, or if a party fails to attend that Meeting, then the parties must within 10 days, hold a Meeting in the presence of a mediator.

The mediator must be-

- (a) a person chosen by agreement between the parties;
or
- (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Executive Committee of the College; or
 - (ii) in the case of a dispute between a member and the College, a person who is a mediator appointed or employed by the Dispute Settlement Centre Victoria (Department of Justice).

A member of the College can be a mediator.

The mediator cannot be a member who is a party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due discretion by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

ANNUAL GENERAL MEETING

- 9.1. The College shall in each calendar year at such place and on such day as may be fixed by the Executive Committee convene an Annual General Meeting of its members.
- 9.2.
 - (i) The Annual General Meeting shall be specified as such in the notice convening it.
 - (ii) The ordinary business of the Annual General Meeting shall be:
 - (a) consideration of the Executive Committee's Annual report;
 - (b) consideration of the Statement of Accounts of receipts and expenditure of the preceding financial year;
 - (c) to elect officers of the Association; and
 - (d) to fix the entrance fee and Annual subscription.
 - (iii) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
 - (iv) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

SPECIAL GENERAL MEETING

- 10.1. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 10.2. The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and where, but for this sub-clause, more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

- 10.3. The Executive Committee shall, on the requisition in writing of not less than four Fellows of the College convene a Special General Meeting of the College.
- 10.4. The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 10.5. If the Committee does not cause a Special General Meeting to be held within one month after the date upon which the requisition is sent to the address of the Secretary, the members making the requisitions, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 10.6. A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those Meetings are convened by the Executive Committee.
- 10.7. At least 21 days notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the date for which notice is given) specifying the date, the place and the hour of the Meeting and in case of special business the General nature of that business shall be given to such persons as are entitled to attend General Meetings of the College.
- 10.8. All business shall be special that is transacted at a Special General Meeting and also all that is transacted at an Annual General Meeting except the matters specified in Clause 8 of these Rules.

NOTICE OF MEETING

- 11.1. The Secretary, not less than seven weeks prior to an Annual General Meeting shall, by mail or email, call for written submissions which will be placed on the agenda for discussion at that Annual General Meeting.
- 11.2. A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary not later than twenty-eight days prior to the meeting (and any submissions received after this date will not be considered) who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- 11.3. The Secretary of the Association shall, at least fourteen days before the date fixed for holding a General Meeting of the Association, cause to be sent to each voting member of the Association at the postal or email address appearing in the register of members a notice by pre-paid mail or email stating the place, date and time of the meeting and the nature of the business, and documentation pertaining to the business to be transacted at the meeting.
- 11.4. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

PROCEEDINGS AT MEETINGS

- 12.1. At all meetings, a member speaking for or against a matter shall not be allowed to speak for more than five minutes except with the consent of the majority of the members present in person at the meeting.
- 12.2. The mover of the motion shall be allowed to speak in reply but shall not be allowed to speak for more than five minutes except with the consent of the majority of the members present in person at the meeting.
- 12.3. Except by way of explanation or contradiction of a misstatement or by leave of the meeting a person shall not be allowed to speak more than once on a motion.
- 12.4. All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

- 12.5. No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 12.6. One quarter of the number of members of the College entitled to attend and vote at a General Meeting and who are present in person shall be a quorum.
- 12.7. If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the following day at the same time and (unless another place is specified by the Chairman at the time of the adjournment) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than two) shall be a quorum.
- 12.8. The President shall preside at every General Meeting of the College or if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairman; or if the Vice-President is not present or is unwilling to act then the members present and entitled to vote shall elect one of their members to be Chairman of the meeting.
- 12.9. The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 12.10. Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of a General Meeting.
- 12.11. Except as provided in Rule 12.9 and 12.10 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 12.12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote and unless otherwise provided in these Rules shall be decided by simple majority. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 12.13. Each member present in person or by a proxy and entitled to vote shall have one vote only.
- 12.14. All votes shall be given personally or by proxy.
- 12.15. In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote which may only be cast to maintain the status quo.
- 12.16.
- (i) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and a resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (ii) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 12.17. A member is not entitled to vote at any General Meeting unless all monies due and payable by him to the College have been paid.

12.18.

- (i) Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (ii) The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

13.1. The affairs of the College shall be managed by a Committee of Management known as the Executive Committee and shall be constituted as provided in Rule 16.

13.2. The Executive Committee:

- (a) shall control and manage the business and affairs of the College;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the College other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the College;
- (c) may from time to time appoint from among its members such subcommittees as it may deem necessary or expedient and may delegate or refer to them such of the powers and duties of the Executive Committee as the Executive Committee may determine. Such subcommittees shall periodically report their proceedings to the Executive Committee, and shall conduct their business in accordance with the directions of the Executive Committee. The President shall be an ex officio member of all subcommittees formed by the Executive Committee;
- (d) subject to the Rules, the Regulations and the Act from time to time, make, repair and amend all such regulations (not being inconsistent) with the provisions of these rules and any resolution from time to time passed at any General Meeting, as it shall think expedient for the internal management and well being of the College and may thereby provide for the imposition of reasonable fines for any breaches of such regulations of these rules;
- (e) make such provision for the successful attainment of the College's objects as the means of the College permits and as the Executive committee thinks fit;
- (f) take all such steps as may be necessary to carry out any resolution passed at a General Meeting of the College;
- (g) deal with all complaints and breaches of these rules and of the resolutions and decisions of the College or the Executive Committee;
- (h) institute, conduct, defend, compound or abandon any legal proceedings by or against the College, its members, the Executive Committee and/or its officers or otherwise concerning the affairs of the College;
- (i) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the College;
- (j) shall keep books of account and record;
- (k) collect subscriptions; and
- (l) maintain bank accounts and pay all accounts properly payable.

13.3. The officers of the College shall be:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary
- (f) the Registrar of the Perfusionists Registration Board
- (g) a Representative from either Australia or New Zealand, only if there is no Officer from that country serving on the Executive Committee
- (h) an Education Officer (Chairman of the Australasian Board of Cardiovascular Perfusion)

- 13.4. The provisions of Rule 14, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Rule 13.3.
- 13.5. (a) Each officer of the College shall hold office until the Annual General Meeting **two years** after the date of his election but is eligible for re-election.
 (b) Members can only hold a particular office for a maximum of two election periods (i.e. four years).
- 13.6. In the event of a casual vacancy in any office referred to in Clause 13.3 the Executive Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
- 13.7. Subject to Section 23 of the Act the Executive Committee shall consist of:
 (a) the officers of the College;
 an Australian or New Zealand Representative only if that Country is not already represented on the Executive Committee

ELECTION OF OFFICERS AND VACANCY

- 14.1. Nominations of candidates for election as officers of the College:
 (a) shall be made in writing signed by two financial Fellows of the College and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 (b) shall be delivered to the Secretary not less than 28 days before the Annual General Meeting at which the election is to take place. It is a condition of the nomination process that the nominator shall contact the nominee prior to submitting the nomination to the Secretary.
- 14.2. If insufficient nominations are received to fill all vacancies on the Executive Committee the candidates nominated shall be deemed to be elected and the Executive Committee may appoint a member to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his appointment.
- 14.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 14.4. If the number of nominations exceed the number of vacancies to be filled, a ballot shall be held.
- 14.5. The ballot for the election of Officers of the Executive Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.
- 14.6. A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
- 14.7. The election of the Executive Committee of the College shall take place in the following manner unless deemed otherwise by the Executive Committee:
 (a) The retiring Executive Committee members shall be eligible for re-election subject to the conditions of this Rule.
 (b) The Secretary shall contact all nominees at least 14 days before an Annual General Meeting at which the election is to take place to verify their willingness to serve on the Executive Committee.
 (c) Balloting lists shall be prepared if necessary containing only the name and hospital of the candidates in alphabetical order.

- (d) Each member present at the Annual General Meeting and entitled to vote shall be entitled to vote for any number of candidates not exceeding the number of vacancies, subject to the conditions of Rule 14.7 (e).
- (e) Any member, who is entitled to vote, but for any reason is unable to attend the Annual General Meeting in person, shall be able to appoint another member, who must be eligible to vote, to act as proxy. The Executive Officer will provide proxy voting forms for these occasions and make them available to all members. Voting by proxy shall be subject to Clause 13.18 (i) and 13.18 (ii).
- (f) The Executive Committee may, in any year, substitute an election by postal vote for the above election by attendance at the Annual General Meeting. The election by postal vote must be held in accordance with the provisions of this constitution and may be held in any month, as determined by the Executive Committee of October, immediately prior to the Annual General Meeting.
- (g) The College may by resolution remove any officer before the expiration of his period of office and may by resolution appoint another person in his place; the person so appointed shall hold office, subject to these Rules until the conclusion of the Annual General Meeting next following the date of his appointment.
- (h) The office of an Officer of the College shall become vacant if the Officer:
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) 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;
 - (iii) resigns his office by notice in writing to the College;
 - (iv) for more than six months is absent without permission of the Executive Committee; or
 - (v) ceases to be a member of the College.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE AND SUB-COMMITTEES

- 15.1. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate its Meetings as it thinks fit. A member of the Executive Committee may at any time, and the Secretary shall on the requisition of a member of the Executive committee, summon a Meeting of the Executive Committee.
- 15.2. Written notice of each Committee Meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the Meeting or by sending it by pre-paid post addressed to him at his usual last known place of abode at least two business days before the date of the Meeting.
- 15.3. Questions arising at any Meetings of the Executive Committee or any Sub-Committee appointed by the Executive Committee shall be decided by a majority of votes or, if demanded by a member, by a poll taken in such manner as the person presiding at the Meeting may determine, and a determination by a majority of the members of the Executive Committee or Sub Committee shall for all purposes be deemed the determination of the said Executive Committee or Sub-Committee.
- 15.4. No business shall be transacted unless a quorum is present which quorum shall be two or such greater number as may be fixed by the Executive Committee or Sub-Committee. This includes all financial transactions in excess of \$50.00 or an amount as may be fixed by the Executive Committee. If within half an hour of the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to a time and place as fixed by the members present of the Executive Committee or Sub-Committee.
- 15.5. The continuing members of the Executive Committee may act notwithstanding any vacancy in the Executive Committee but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Executive Committee a continuing member or members may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a General Meeting of the College, but for no other purpose.

- 15.6. The President shall preside as Chairman at every Meeting of the Executive Committee or if there is no President or if at any Meeting he is not present within ten minutes after the time appointed for the holding of the Meeting the Vice-President shall be Chairman of the Meeting or if the Vice-President is not present at the Meeting then the members shall choose one of their members to be Chairman of the Meeting.
- 15.7. All acts done by any Meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid or that the members of the Executive Committee or any of them were disqualified he is valid as every person be as valid as if every person had been duly appointed and was qualified to be a member of the Executive Committee. Any resolution in writing signed by all of the members of the Executive Committee for the time being entitled to receive notice of a Meeting of the Executive Committee shall be as valid and effectual as if it had been passed at the Meeting of the Executive Meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Executive Committee.
- 15.8. The Executive Committee shall cause Minutes to be made of all proceedings at all Meetings of the College and of the Executive Committee. Such Minutes shall be signed by the Chairman of the Meeting at which the proceedings were held or by the Chairman of the next succeeding Meeting.

SECRETARY

- 16.1. The Secretary of the Association is also to be known as the Executive Officer of the Association.
- 16.2. The Secretary shall:
- (i) be the Chief Executive Officer of the College;
 - (ii) keep a register of members;
 - (iii) attend and record the minutes of the proceedings of the General Meetings of the College and of the Committee; College and of the Committee;
 - (v) conduct and keep a record of all correspondence on behalf of the College, carrying out the direction of a General Meeting of the College or the Committee;
 - (vi) convene in accordance with these Rules, General Meetings of the College and Meetings of the Committee;
 - (vii) prepare an Annual report for presentation to the Annual General Meeting;
 - (viii) in an emergency take any action that may be deemed to be necessary to conserve the interest of the College provided that notification of any action taken shall be made to the members of the Committee forthwith;
 - (ix) receive and take charge of all monies belonging to the College;
 - (x) appoint an employee or employees of the College after consultation with the Committee to a position previously determined to exist by decision of the Committee and fix the remuneration and conditions of service of such employee subject to the approval of the Committee.

TREASURER

- 17.
- (i) The Treasurer of the College shall:
 - (a) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the College;
 - (b) arrange for the books and accounts of the College to be audited at the end of each financial year;
 - (c) furnish the Executive Committee for presentation at the Annual General Meeting of the College with:
 - (I) a report on the financial position of the College at the end of the financial Year immediately preceding the Meeting;

- (II) a statement of the receipts and payments of the College for that financial year; and
 - (III) a statement of the assets and liabilities of the College at the end of the financial year.
- (ii) The accounts and books referred to in sub-clause (i) shall be available for inspection by members.

PRESIDENT

18. The President shall have the following duties and powers:
- (a) He shall preside as Chairman of all Meetings of the College and of the Committee at which he is present.
 - (b) He shall advise the Secretary as the occasion may require.
 - (c) He shall be ex-officio a member of all delegations and an ex-officio member of all subcommittees.
 - (d) He may in emergency take any action that may be necessary to conserve the interest of the College, provided that notification of any action shall be made to the members of the Executive Committee forthwith.

VICE-PRESIDENT

19. In the absence of the President, the Vice-President shall undertake the duties and exercise the powers of the President.

THE REGISTRAR OF THE PERFUSIONISTS REGISTRATION BOARD

20. Refer to or as defined in Rule 31.4 for duties and responsibilities.

THE EDUCATION OFFICER

- 20(a). Refer to or as defined in Rule 30.6 for duties and responsibilities.

AUDITOR

- 21.1. The person as prescribed by the Conciliation and Arbitration Act 1904 or by the Regulations under that Act, not being an officer or member of the College shall be appointed at each Annual General Meeting as the Auditor of the College and he shall carry out audits of the books and accounts of the College as required by or in pursuance of these Rules.
- 21.2. The Auditor shall hold office until the next ensuing Annual General Meeting after his appointment to office and is eligible for reappointment.
- 22.3. Where an auditor is unable to perform his duties, the Executive Committee shall appoint another person to act as auditor in his place and he shall continue to hold the position until the next ensuing Annual General Meeting.

BANK ACCOUNTS

- 22.1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Executive Committee.

- 22.2. It shall be the duty of every officer and Executive Committee member forthwith to pay all monies received on account of the College into the banking account or accounts of the College with a bank designated by the Executive Committee. The Executive Committee may from time to time determine to change such bankers or subsequent bankers and the branch of such bankers or subsequent bankers.
- 22.3. All payments shall be made only with or on the authority and subject to the approval of the Executive Committee by cheques drawn on the banking account or accounts of the College. All such cheques must bear the signature of the Treasurer and one other officer.

SEAL

- 23.1. There shall be a Common Seal of the Association which shall be kept in the custody of the Secretary.
- 23.2. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

24. These Rules and the Statement of Purposes of the College shall not be altered unless in accordance with the Act.

NOTICES

- 25.1. A notice may be served by or on behalf of the College upon any member either personally or by sending it by post or email to the member at the address shown in the register of members.
- 25.2. Where a document is properly addressed, pre-paid and posted to a person as a letter, the documents shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

- 26.1. In the event of the winding-up or the cancellation of the Incorporation of the College, the assets of the College shall be disposed of in accordance with the provisions of the Act.
- 26.2.
 - (i) The members may by special resolution (in accordance with the Act) resolve to wind-up or dissolve the College. Postal votes may be cast.
 - (ii) A resolution passed to wind up the College shall be required to be approved by another resolution passed by a **three quarter** majority of the members present and voting at a subsequent Meeting to be held not earlier than 30 days and not later than 60 days following the initial resolution to wind up the College.
- 26.3. If a special resolution to wind-up or dissolve the College is passed, the property and assets of the College (if any) which remain after satisfaction of all its debts and liabilities shall be transferred to and invested in some other Association, College, Institution or Corporation having objects similar to the objects of the College and which shall prohibit the distribution of income and property to its members at or before the time of dissolution and in default thereof by the President for the time being of the College.

CUSTODY OF RECORDS

27. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the College.

FUNDS

28. The funds of the College shall be derived from entrance fees, Annual subscriptions, donations and such other sources as the Executive Committee determines.

PUBLIC OFFICER

- 29.1. The Public Officer is the person referred to as such in sections 24 to 28 inclusive of the Associations Incorporation Act 1981 and whose Statutory duties are set out in Sections 13, 22 (ii), 26, 28 (ii), 30 (iv), 47 (v), and 47 (vi) of that Act.
- 29.2. The Public Officer may be the Secretary of the College but must be resident in Victoria.

CARDIOVASCULAR PERFUSIONIST'S BOARD

- 30.1. The Executive Committee shall cause to be established a Board that shall be responsible to the Executive Committee:
- (i) establish and maintain a credentialing process (examination) on the basis of which the Australasian Board of Cardiovascular Perfusion Diploma of Perfusion qualification is awarded to appropriate applicants;
 - (ii) to establish a list of Perfusionists who have been awarded the Australasian Board of Cardiovascular Perfusion Diploma of Perfusion and to re-certify Perfusionists with the CCP; and.
 - (iii) to support education and clinical training in Perfusion in Australasia.
- 30.2. To facilitate the purposes defined in Rule 32.1 the Board shall:
- (i) co-ordinate and advise regional training programs designed to prepare candidates for sitting the Australasian Board of Cardiovascular Perfusion diploma examination.
 - (ii) monitor and support continuing education of perfusionists who hold the Australian Board Cardiovascular Perfusion CCP qualification.
 - (iii) liaise and decide with the Perfusionists Registration Board on the Registration Criteria, the fees for Recertification and to inform the Perfusionists Registration Board of the list of currently Certified Perfusionists.
 - (iv) utilise the ANZCP Treasurer to manage the accounts.
- 30.3. The Board shall be known as the Australasian Board of Cardiovascular Perfusion.
- 30.4. The Board shall comprise of 4 members as follows:
- (i) four Australasian Board of Cardiovascular Perfusion certified Cardiovascular Perfusionists who are Fellows of the College;
- 30.5. The Board shall meet for the despatch of its business, adjourn and otherwise regulate its Meetings in accordance with Rules 14 and 16.
- 30.6. The Chairman of the Board shall:
- (i) inform the President of the College of the date and time of all Meetings of the Australasian Board of Cardiovascular Perfusion.
 - (ii) send the agenda and minutes of all Meetings of the Australasian Board of Cardiovascular perfusion to the President of the College.
 - (iii) represent the ABCP on the ANZCP Executive.

- 30.7 The ANZCP's representatives on the Board shall be elected by ANZCP voting members at the Annual General Meeting in accordance with the procedures of rule 15.
- 30.8 ANZCP members elected to the Board shall hold office for four years after which their positions will be declared vacant. Retiring members shall be eligible for re-nomination and re-election for a further 4 year term.
- 30.9 Only one of the four positions on the Board will be declared vacant each year.

PERFUSIONISTS REGISTRATION BOARD

- 31.1. The Executive Committee shall cause to be established a Perfusionists Registration Board that shall be responsible to the Executive Committee:
 - (i) to maintain a Register of Perfusionists who are currently certified; and
 - (ii) to allow for two separate Registers, one for perfusionists practicing in Australia and a separate one to be held for those perfusionists practicing in New Zealand, and
 - (iii) to regulate the professional conduct of perfusionists; and
 - (iv) should the need arise to set up a complaints committees to deal with any public complaints, and
 - (v) to conduct an audit of re-registering Perfusionists, and
 - (vi) to decide on and liaise with the ABCP on the Registration Criteria for the following;
 - (a) Fellowship of ANZCP
 - (b) Fees for Registration
 - (vii) responsible for maintaining the Regulations, and
 - (viii) will liaise with the ABCP and the Executive Council, and
 - (ix) will use the ANZCP Treasurer to manage the accounts.
 - (x) will use the ANZCP Treasurer to generate the accounts, but will maintain a separate account for fees and costs.
- 31.2 The Perfusionists Registration Board shall comprise of 2 members as follows;
 - (i) a Registrar who must be a Fellow of the Australian and New Zealand College of Perfusionists
 - (ii) one Fellow of the Australian and New Zealand College of Perfusionists.
- 31.3. The Perfusionists Registration Board shall meet annually for the despatch of its business, adjourn and otherwise regulate its Meetings in accordance with Rules 14 and 16.
- 31.4. The Chairman of the Perfusionists Registration Board shall:
 - (i) inform the President of the College the date and time of all Meetings of the Perfusionists Registration Board.
 - (ii) send the agenda and minutes of all Meetings of the Perfusionists Registration Board to the President of the College.
 - (iii) represent the Perfusionists Registration Board on the ANZCP Executive.
- 31.5 The ANZCP's representatives on the Board shall be appointed by the College Executive Committee.
- 31.6 ANZCP members appointed to the Perfusionists Registration Board shall hold office for two years after which time their positions will be declared vacant. Retiring members shall be eligible for re-appointment for a further 2-year term. No one will be able to serve more than 4 years consecutively in one position.
- 31.7 Only one of the two positions on the Board will be declared vacant each year.

An applicant may have his or her name admitted to the Register of the Perfusionists Registration Board by one of these three pathways;

- (i) Having a Diploma of Perfusion awarded by the Australasian Board of Cardiovascular Perfusion and being in their initial certification cycle or by holding a Re-Certification Certificate awarded by the Australasian Board of Cardiovascular Perfusion or fulfilling the requirements for admission to the Fellowship of the ANZCP.

APPENDIX 1: STATEMENT OF PURPOSES

1. The name of the proposed incorporated association is Australian and New Zealand College of Perfusionists Incorporated
2. The purposes for which the proposed incorporated association is established are:
 - (a) to provide a means of communication between perfusionists;
 - (b) to provide a regulatory body to uphold the standards of perfusion;
 - (c) to obtain official recognition and acceptance as qualified practising perfusionists; and
 - (d) to do all things as may be incidental as the College may think fit to attain the above objects or any of them.

Solely for the purpose of furthering the purposes set out above the association shall have power:

- (i) to invest and deal with moneys of the incorporated association not immediately required in such manner as is from time to time thought fit;
- (ii) to raise or borrow money upon such terms and in such manner as it thinks fit;
- (iii) to secure the repayment of money so raised or borrowed or the repayment of debt or liability of the incorporated association by giving mortgages, charges or securities upon or over all or any of the property of the incorporated association;
- (iv) to do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the incorporated association;
- (v) to act as trustee and accept and hold upon trust real and personal estate.
Provided however that the association shall not have power as trustee of a trust to do any act or thing of that, if done by it otherwise than as trustee, would contravene the provisions of the Act or the Statement of Purposes or the Rules;
- (vi) to take over the funds and other assets and the liabilities of the present unincorporated association known as Australian and New Zealand College of Perfusionists;
- (vii) to indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated Association become liable to pay any amount by way of damages or otherwise;
- (viii) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the association provided that the association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the association under or by virtue of its rules;
- (ix) to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the association or persons frequenting the association's premises;
- (x) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the association; provided that in case the association shall take or hold any property which may be subject to any trusts the association shall only deal with the same in such manner as is allowed by law or having regard to such trusts;
- (xi) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association; to obtain from any such government or authority any rights, privileges and concessions which the association may think it desirable to

- obtain; and to carry out, exercise and comply with such arrangements, rights, privileges and concessions;
- (xii) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workman and other persons as may be necessary or convenient for the purposes of the association;
 - (xiii) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 - (xiv) to take or otherwise acquire, and hold shares, debentures or other securities of any company or Body Corporate;
 - (xv) to lend and advance money or give credit to any person or Body Corporate to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or Body Corporate and otherwise to assist any person or any Body Corporate;
 - (xvi) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper or whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase redeem or pay off any such security;
 - (xvii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (xviii) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association;
 - (xix) to take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the association's property of whatsoever kind sold by the association or any money due to the association from purchasers and others;
 - (xx) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the association but subject always to the proviso in paragraph (x);
 - (xxi) to take such steps by personal or written appeals, public Meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the association, in the shape of donations, Annual subscriptions or otherwise;
 - (xxii) to print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objects;
 - (xxiii) to amalgamate with any one or more incorporated associations having objects altogether or in parts similar to those of the association and which shall prohibit the distribution of its or their income and property among it's or their members to an extent at least as great as that imposed upon the association under or by virtue of the rules;
 - (xxiv) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the association is authorised to amalgamate;
 - (xxv) to transfer all or any part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the association is authorised to amalgamate;
 - (xxvi) to make donations for patriotic, charitable or community purposes; and
 - (xxvii) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

APPENDIX 2: FORM OF APPOINTMENT OF PROXY

I, of

being a member of

(Australian and New Zealand College of Perfusionists)

hereby appoint of

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the

Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the

..... day of 20.... and at any adjournment of that Meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed

The day of 20....