

CONSUMER AFFAIRS VICTORIA

Associations Incorporation Reform Act 2012

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

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TABLE OF PROVISIONS

<i>Regulation</i>	<i>Page</i>
Rules for Australian and New Zealand	
College of Perfusionists Incorporated	
PART 1—PRELIMINARY	5
1 Name	5
2 Purposes	5
3 Financial Year	6
4 Interpretation	7
PART 2—POWERS OF THE COLLEGE	8
5 Powers of the College	8
6 Not for Profit Organisation	8
PART 3 - MEMBERS, DISCIPLINARY PROCEDURES & GRIEVANCES	9
Division 1—Membership	9
7 Membership classification	9
7A Minimum number of members	9
8 Who is eligible to be a member	9
9 Application for membership	10
10 Consideration of application	10
11 New membership	10
12 Annual subscription and fee on joining	11
13 General rights of members	11
14 Associate members	12
15 Rights not transferable	12
16 Ceasing membership	12
17 Resigning as a member	12
18 Register of members	13
Division 2—Disciplinary action	13
19 Grounds for taking disciplinary action	13
20 Disciplinary subcommittee	14
21 Notice to member	14
22 Decision of subcommittee	14
23 Appeal rights	15
24 Conduct of disciplinary appeal meeting	15
Division 3—Grievance procedure	16
25 Application	16
26 Parties must attempt to resolve the dispute	16
27 Appointment of mediator	16
28 Mediation process	17
29 Failure to resolve dispute by mediation	17

PART 4—GENERAL MEETINGS OF THE COLLEGE	17
30 Annual general meetings	17
31 Special general meetings	18
32 Special general meetings held at request of Members	18
33 Notice of general meetings	18
34 Proxies	19
35 Use of technology	19
36 Quorum at general meetings	20
37 Adjournment of general meeting	20
38 Voting at general meeting	21
39 Special resolutions	21
40 Determining whether resolution carried	21
41 Minutes of general meeting	22
PART 5—EXECUTIVE	23
Division 1—Powers of executive	23
42 Role and powers	23
43 Delegation	23
Division 2—Composition of executive and duties of members	23
44 Composition of executive	23
45 General Duties	24
46 President and President Elect	24
47 Secretary	25
48 Treasurer	25
49 Ordinary Member	26
50 Chair of the Board	26
51 Registrar	26
52 Past President	26
Division 3—Election of executive members and tenure of office	26
53 Who is eligible to be an executive member	26
54 Positions to be declared vacant	26
55 Nominations	27
56 Election of Executive positions	27
57 Ballot	27
58 Term of office	28
59 Vacation of office	29
60 Filling casual vacancies	29

Division 4—Meetings of executive	30
61 Meetings of executive	30
62 Notice of meetings	30
63 Urgent meetings	30
64 Procedure and order of business	30
65 Use of technology	30
66 Quorum	31
67 Voting	31
68 Conflict of interest	31
69 Minutes of meeting	32
70 Leave of absence	32
PART 6—FINANCIAL MATTERS	33
71 Source of funds	33
72 Management of funds	33
73 Financial records	33
74 Financial statements	33
PART 7—GENERAL MATTERS	34
75 Registered address	34
76 Notice requirements	34
77 Custody and inspection of books and records	34
78 Winding up and cancellation	35
79 Alteration of Rules	35
PART 8—EDUCATION	36
80 Australian and New Zealand Board of Perfusion (Board)	36
Appendix 1 Proxy voting form	38

RULES FOR AUSTRALIAN AND NEW ZEALAND COLLEGE OF PERFUSIONISTS INCORPORATED

Note

The persons who from time to time are members of the College are incorporated by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the College and its members.

PART 1—PRELIMINARY

1 Name

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

Note

Under section 23 of the Act, the name of the College and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Australian and New Zealand College of Perfusionists are:

- a) to encourage and promote the profession of perfusion through education, Certification and research so as to achieve the highest possible standards of care for patients requiring extracorporeal circulatory support;
- b) to provide a means of communication between perfusionists- including by means of:
 - i. The Annual Scientific Conference;
 - ii. The ANZCP Gazette, the official publication of the College;
 - iii. To manage the College's website (www.anzcp.org) in order:
 - a) to provide current information to the public on the College;
 - b) to provide the public with access to the standards set for the regulation of perfusion;
 - c) to provide on-line access for members to contact the College.
- c) to provide a regulatory body to uphold the standards of perfusion;
- d) to set standards for Certification of practicing perfusionists in Australia and New Zealand, and Certify perfusionists against those standards; and
- e) to do all things as the College may think fit to attain the above objectives.

We aim to achieve this by;

1. Facilitating the appropriate education and training of perfusionists by;
 - a) Advising and assisting those entrusted with the education of perfusionists.
 - b) Advising and assisting accredited hospitals with a clinical training program for trainee perfusionists.
 - c) Provision of scholarships to Fellows and Members of the College, for research presented at the Annual Scientific Meetings

2. Regulating the practice of perfusionists in Australia and New Zealand by:
 - a) Maintaining a registry of CCP(ANZ)s and OTP(ANZ)s who are currently Certified.
 - b) Providing a recertification process where Certified perfusionists provide evidence yearly that they meet the standards required to maintain their Certified status (rule 80.1).
 - c) Providing a regulatory pathway to process any public complaints about relevant perfusionists and Members.

3. Producing and updating “Standards and Guidelines” based on best practice and evidence based research.

4. Promoting, improving and advancing the professional standards, integrity and reputation of Perfusionists by:
 - a) Increasing the community’s awareness of the role perfusionists play in patient safety;
 - b) Representing the general views of the perfusion community;
 - c) Representing politically the professional practice of perfusionists in Australia and New Zealand;
 - d) Providing a website for access to relevant information for the membership;
 - e) Publication of the Gazette;
 - f) Supporting a perfusion incidence reporting system alerting the perfusion community of all potential problems,
 - to maintain the Perfusion Incident Reporting System (PIRS2)

(PIRS2 is an independent system for reporting perfusion-related incidents, under which perfusionists may, anonymously, submit incident details to share corrective actions and decision making in incident management)

3 Financial Year

The financial year of the College is each period of 12 months ending on 30 June.

4 Interpretation

(1) In these Rules—

Absolute majority, of the Executive, means a majority of the Executive members currently holding office and entitled to vote at the time (as distinct from a majority of Executive members present at an Executive meeting);

Associate member means a member referred to in rule 14(1);

Board means the Australian and New Zealand Board of Perfusion established under Rule 80;

CCP(ANZ) means a Certified clinical perfusionist who is currently Certified by the College, who is not an OTP(ANZ).

Certified means certified by the College against the standards set by the College for certification as a clinical perfusionist in Australia and New Zealand, and ***Certification*** means the process of Certifying a clinical perfusionist against those standards;

Chairperson, of a general meeting or Executive meeting, means the person chairing the meeting as required under rule 46;

College means the Australian and New Zealand College of Perfusionists Incorporated;

disciplinary appeal meeting means a meeting of the members of the College convened under rule 23(3);

disciplinary meeting means a meeting of the Executive convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

Executive mean the committee having management of the business of the College;

Executive meeting means a meeting of the Executive held in accordance with these Rules;

Executive member means a member of the Executive elected or appointed under Division 3 of Part 5;

Financial year means the 12 month period specified in rule 3;

General meeting means a general meeting of the members of the College convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Member means a member of the College;

Member entitled to vote means a Member who under rule 13(2) is entitled to vote at a general meeting;

OTP(ANZ) means a clinical perfusionist trained outside of Australia or New Zealand who is Certified by the College;

Special resolution means a resolution that requires not less than three-quarters of

the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

The Act means the **Associations Incorporation Reform Act 2012** (Vic) and includes any regulations made under that Act;

The Registrar means the Registrar of the College.

(2) If a document or notice is required in these Rules to be “written” or provided “in writing”,— it may be provided electronically, by email.

PART 2—POWERS OF THE COLLEGE

5 Powers of the College

- (1) Subject to the Act, the College has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the College may—
 - (a) Acquire, hold and dispose of real or personal property;
 - (b) Open and operate accounts with financial institutions;
 - (c) Invest its money in any security in which trust monies may lawfully be invested;
 - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) Appoint agents to transact business on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable.
- (3) The College may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for Profit Organisation

- (1) The College must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Sub rule (1) does not prevent the College from paying a Member—
 - (a) Reimbursement for expenses properly incurred by the Member; or
 - (b) For goods or services provided by the Member—if this is done in good faith on terms no more favourable than if the Member was not a Member.

Note

Section 33 of the Act provides that the College must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which the College shall not secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. There shall be five classifications of membership as follows:

- (1) Fellow of the College
- (2) Clinical trainee
- (3) Associate member
- (4) Honorary fellow
- (5) Life Fellow
- (6) Corporate membership

7A Minimum number of Members:

The Association must have at least 5 Members.

8. Who is eligible to be a Member in each category:

(i) Fellow of the College

- a) All Members of the Australian and New Zealand College of Perfusionists who are currently Certified as CCP(ANZ) are eligible to be considered as “Fellows of the College”, and entitled to use the title FANZCP.
- b) All Overseas Trained Perfusionists (OTPs) who are members of the Australian and New Zealand College of Perfusionists and are currently Certified are eligible to be considered as “Fellows of the College” and entitled to use the title FANZCP.
- c) Fellows of the College are:
 - i. entitled to vote at each meeting of Members; and
 - ii. eligible for election to the Executive.

(ii) Clinical Trainee

- (a) All employed perfusion students in clinical positions are eligible for Clinical Perfusion Trainee membership of the College.
- (b) Australian or New Zealand students enrolled in a perfusion degree, but non practicing, can also apply for Clinical Perfusion Trainee membership.

(iii) Associate

- (a) Perfusionists who are actively engaged in perfusion in Australia and New Zealand, but are not currently Certified as CCP(ANZ) or OTP(ANZ), are eligible

for Associate membership.

- (b) Perfusionists who are actively engaged in perfusion outside of Australia and New Zealand are eligible for Associate membership.
- (c) Medical practitioners, nurses, allied health practitioners and corporations who are, in the opinion of the Executive, closely associated with the profession of perfusion are eligible for Associate membership.
- (d) See Rule 14.1

(iv) Honorary Fellow

All persons who, in the opinion of the Executive, 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 in Australia and New Zealand, are entitled to vote at each meeting of Members and shall be eligible for election to the Executive.

(v) Life Fellow

All perfusionists who, in the opinion of the Executive, 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 of Members and shall be eligible for election to the Executive. Life Fellows are entitled to use the term LFANZCP after retirement. The title Life Fellow does not necessary indicate current Certification status.

(vi) Corporate membership

Open to corporations associated with the industry.

9. Application for membership

An applicant may apply to become a Member of the College in any written form required or accepted by the College, from time to time, and in which they agree to:

- (a) support the purposes of the College; and
- (b) agree to comply with these Rules and any other requirements of membership, set by the Executive.

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Executive must decide by resolution whether to accept or reject the

application.

- (2) The Executive must notify the applicant of its decision as soon as practicable after the decision is made.
- (3) No reason need be given for the rejection of an application.

11. New membership

- (1) If an application for membership is approved by the Executive—
 - (a) The resolution to accept the membership must be recorded in the minutes of the Executive meeting; and
 - (b) The Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.
- (2) A person becomes a Member of the College and, subject to Rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) The executive approves the person's membership; or
 - (b) The person pays the joining fee.

The joining fee is the fee (if any) determined by the College under rule 12.

12. Annual subscription and fee on joining

- (1) At each annual general meeting, the College must determine—
 - (a) The amount of the annual subscription (if any) for the following financial year; and
 - (b) The date for payment of the annual subscription.
- (2) The College may determine that a lower annual subscription is payable by associate Members.
- (3) The College may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) The full annual subscription; or
 - (b) A pro rata annual subscription based on the remaining part of the financial year; or
 - (c) A fixed amount determined from time to time by the College.
- (4) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of Members

- (1) A Fellow, who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special

- resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the College as provided under rule 77; and
 - (f) to inspect the register of members.
- (2) A Member is entitled to vote if—
- (a) the Member is a Fellow of the College; and
 - (b) more than 10 business days have passed since he or she became a Member of the College; and
 - (c) the Member's membership rights are not suspended for any reason.

14. Associate members

- (1) An Associate member must not vote but may have other rights as determined by the Executive or by resolution at a general meeting.

15. Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

16. Ceasing membership

- (1) The membership of a person ceases on resignation, non-payment of fees, expulsion or death.
- (2) If a person ceases to be a Member of the College, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of members.

17. Resigning as a Member

- (1) A Member may resign by notice in writing given to the College.

Note

Rule 76.3 sets out how notice may be given to the College. It includes by post, email or by handing the notice to a member of the executive.

- (2) A member is taken to have resigned if—
- (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) (i) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

18. Register of Members

- (1) The Secretary must keep and maintain a register of Members that includes—
 - (a) for each current Member—
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Executive; and
 - (b) for each former Member, the date of ceasing to be a Member.
- (2) The register of current Members is available on the College website (in the “members only” section)
- (3) The Executive maintains the privacy of all Members’ details and does not distribute that information outside of College required duties.

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

- (1) The College may take disciplinary action against a Member in accordance with this Division if it is determined that the Member—
 - (a) Has failed to comply with these Rules; or
 - (b) has engaged in conduct prejudicial to the College.
- (2) The College may also, separate to this Division, discipline a Certified clinical perfusionist, provisional clinical perfusionist or trainee clinical perfusionist, whether or not the person is a Member, in the circumstances set out in the College’s complaints procedure. The standards and procedure for considering and imposing discipline under the complaints procedure will never fall below the minimum standards set by this Division, being that the person who is the subject of a formalised complaint will have the right to:
 - (a) Have that complaint heard by an unbiased committee;
 - (b) Receive written notice of the complaint and the date and time the committee will hear the complaint;
 - (c) Formally address the complaint for consideration at the committee’s

- hearing of the complaint; and
- (d) Appeal disciplinary decisions made under the complaints procedure, as described in the College's complaints procedure.

20. Disciplinary subcommittee

- (1) If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Executive must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) The members of the disciplinary subcommittee—
- (a) may be Executive members, Members of the College or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned.

21. Notice to member

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member—
- (a) stating that the College proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) Specifying the date, place and time at which the disciplinary subcommittee intends to consider the disciplinary action; and
 - (d) advising the Member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the Member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may—
- (a) take no further action against the Member; or
 - (b) subject to sub rule (3)—
 - (i) reprimand the Member; or

- (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the College.
- (3) The disciplinary subcommittee may not fine the Member.
 - (4) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the College under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the executive as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Member of the College who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the disciplinary appeal meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the executive must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the Members present and entitled to vote at the disciplinary appeal meeting must vote by secret ballot on the question

of whether the decision to suspend or expel the person should be upheld or revoked.

- (3) A Member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the Members voting at the disciplinary appeal meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a Member and another Member;
 - (b) a Member and the Executive;
 - (c) a Member and the College.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Executive of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a Member and another Member—a person appointed by the Executive; or
 - (ii) if the dispute is between a member and the executive or the College—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (3) A mediator appointed by the Executive may be a Member or former Member of the College, but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

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

PART 4—GENERAL MEETINGS OF THE COLLEGE

30. Annual general meetings

- (1) The Executive must convene an annual general meeting of the College to be held within 6 months after the end of each financial year.
- (2) Despite subrule (1), the College may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Executive may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Executive on the activities of the College during the preceding financial year; and
 - (ii) the financial statements of the College for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act;
 - (c) to elect the members of the Executive and the Board
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of

which notice has been given in accordance with these Rules.

31. Special general meetings

- (1) Any general meeting of the College, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Executive may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the special general meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. Special general meeting held at request of Members

- (1) The Executive must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of Members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Executive does not convene a special general meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by Members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The College must reimburse all reasonable expenses incurred by the Members convening a special general meeting under subrule (3).

33. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the Members convening the meeting) must give to each Member of the College—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.

- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) If the Executive has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the Member.
- (5) Notice of a general meeting given to a Member under rule 33 must—
 - (a) state that the Member may appoint another Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Executive has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the College no later than 24 hours before the commencement of the meeting.

(Ref : Appendix 1)

35. Use of technology

- (1) A general meeting may be held and Members may take part by the use of

technology that allows Members to clearly and simultaneously communicate with each other participating Member.

- (2) For the purposes of this Part, a Member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

36. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of Members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 30% of the Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, Members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (3) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted

by the Executive at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub rule (3), each Member who is entitled to vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the general meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. Special resolutions

A special resolution is passed if not less than three quarters of the Members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove an Executive member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the College.

40. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—

and an entry to that effect in the minutes of the general meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more Members on any question—
 - (a) the poll must be taken at the general meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the general meeting at a time determined by the Chairperson.

41. Minutes of general meeting

- (1) The Executive must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the general meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the Members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the annual general meeting under rule 34(6); and
 - (c) the financial statements submitted to the Members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Executive members certifying that the financial statements give a true and fair view of the financial position and performance of the College; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—EXECUTIVE

42. Role and powers

Division 1—Powers of the Executive

- (1) The business of the College must be managed by or under the direction of an Executive.
- (2) The Executive may exercise all the powers of the College except those powers that these Rules or the Act require to be exercised by general meetings of the Members of the College.
- (3) The Executive may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of Executive members with terms of reference it considers appropriate.

43. Delegation

- (1) The Executive may delegate to a member of the Executive, the Board, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Executive by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- (3) The Executive may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of executive and duties of members

44. Composition of Executive

- (1) The Executive consists of—
 - (a) A President; and
 - (b) A President-Elect (previously Vice President); and
 - (c) A Secretary; and
 - (d) a Treasurer; and
 - (e) Ordinary member (if any) elected under rule 49 ;
 - (f) Past President;
 - (g) Chair of the Board; and
 - (h) Registrar;

- (2) There must be at least one Australian and one New Zealand representative on

the Executive.

45. General Duties

- (1) As soon as practicable after being elected or appointed to the Executive, each Executive member must become familiar with these Rules and the Act.
- (2) The Executive is collectively responsible for ensuring that the College complies with the Act and that individual members of the Executive comply with these Rules.
- (3) Executive members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Executive members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the College; and
 - (b) for a proper purpose.
- (5) Executive members and former Executive members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the College.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated the College.

- (6) In addition to any duties imposed by these Rules, an Executive member must perform any other duties imposed from time to time by resolution at a general meeting.

46. President and President Elect

- (1) Subject to sub rule (2), the President or, in the President's absence, the President Elect is the Chairperson for any general meetings and for any Executive meetings.
- (2) If the President and the President Elect are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of an Executive meeting—an Executive member elected by the other Executive members present.

47. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated the College.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the College and all books, documents and securities of the College in accordance with rules 69 and
 - (c) subject to the Act and these Rules, provide Members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment

48. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the College electronically into the College's account, and in a manner which can be traced, verified and audited;
 - (b) issue receipts for moneys paid to the College;
 - (c) ensure that any invoice generated for a payment to the College is generated using the College's accounting or payment receipting software or systems, which must have an audit trail for invoice generation and comply with all other generally accepted accounting requirements;
 - (d) make any payments authorised by the Executive or by a general meeting of the College from the College's funds;
 - (e) ensure monies paid from College funds are endorsed by at least 2 Executive members, or otherwise in accordance with any delegation established by Executive resolution; and
 - (f) recommend to the Executive the establishment of any other policies or procedures required for prudent financial management of, and accountability for, the College's funds.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the College are kept in accordance with the Act and generally accepted accounting standards; and
 - (b) coordinate the preparation of the financial statements of the College

and their certification by the Executive prior to their submission to the annual general meeting of the College.

- (3) The Treasurer must ensure that at least one other Executive member has access to the accounts and financial records of the College.

49. Ordinary member

- (1) An ordinary member elected or appointed in accordance with Rules 53-60. If the other positions on the Executive are filled by representatives from either Australia or New Zealand, the ordinary member shall be a representative from the otherwise unrepresented country.

50. Chair of the Board

- (1) The chair of the Board, an elected position in accordance with Rule 80.

51. Registrar

- (1) A Registrar, who:
 - (a) Is responsible for maintaining the register of Certified perfusionists; and
 - (b) Performs the duties outlined for the Registrar in the College's complaints procedure.

52. Past President

- (1) Immediate past president to sit on the Executive for a period of 12 months following their replacement as President, to provide continuity and has voting rights.

Division 3—Election of Executive members and tenure of office

53. Who is eligible to be an Executive member

A Member is eligible to be elected or appointed as an Executive member if the Member—

- (a) is a Fellow of the College; and
- (b) is not subject to one of circumstances from section 78 of the Act, which would require that, immediately upon being elected as an Executive member, the Member would vacate the Executive position.

54. Positions to be declared vacant.

- (1) This rule applies to—
 - (a) the first annual general meeting of the College after its incorporation; or
 - (b) any subsequent annual general meeting of the College, after the

annual report and financial statements of the College have been received.

- (2) The Chairperson of the meeting must declare all the positions on the Executive that are vacant and hold elections for those positions in accordance with rules 53 to 59.

55. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible Member of the College may—
 - (a) nominate himself or herself; or
 - (b) with the Member's consent, be nominated by another Member.
- (3) A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

56. Election of Executive positions

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) President Elect;(previously Vice president)
 - (c) Secretary;
 - (d) Treasurer
 - (e) Ordinary Member
 - (f) Registrar
 - (g) Chair of the Board.
- (2) If only one Member is nominated for the position, the Chairperson of the meeting must declare the Member elected to the position.
- (3) If more than one Member is nominated, a ballot must be held in accordance with rule 57.
- (4) On their election, the new President will take over the role, after the conclusion of that meeting, for all further College business.

57. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a Member nominated for the position.
- (3) The election must be by secret ballot.

- (4) If the election is held in person, the returning officer must give a blank piece of paper to—
 - (a) each Member present in person; and
 - (b) each proxy appointed by a Member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (5) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (6) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (7) Ballot papers that do not comply with subrule 6(b) are not to be counted.
- (8) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (9) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (10) If the returning officer is unable to declare the result of an election under subrule (9) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (9) to decide which of those candidates is to be elected; or
 - (b) With the agreement of those candidates, decide by lot which of them is to be elected.

58. Term of office

- (1) An Executive member holds office for a 2 year term or until the positions of the Executive are declared vacant at the following annual general meeting.
- (2) An Executive member may be re-elected. (A maximum 4 year consecutive term).
- (3) A general meeting of the College may—
 - (a) by special resolution remove an Executive member from office; and
 - (b) elect an eligible Member of the College to fill the vacant position in accordance with this Division.
- (4) A Member who is the subject of a proposed special resolution under subrule

- (3)(a) may make representations in writing to the Secretary or President of the College (not exceeding a reasonable length) and may request that the representations be provided to the Members of the College.
- (5) The Secretary or the President may give a copy of the representations to each Member of the College or, if they are not so given, the Member may require that they be read out at the meeting at which the special resolution is to be proposed.

59. Vacation of office

- (1) An Executive member may resign from the Executive by written notice addressed to the Executive.
- (2) A person ceases to be an Executive member if he or she—
- (a) ceases to be a Member of the College; or
 - (b) fails to participate in the business of the Executive within a three (3) month period (ie attendance at Executive calls and input / response to tasks undertaken) without leave of absence under rule 70; or
 - (c) otherwise ceases to be an Executive member by operation of section 78 of the Act.

60. Filling casual vacancies

- (1) The Executive may appoint an eligible Member of the College to fill a position on the executive that—
- (a) has become vacant under rule 58; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Executive must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any Executive member appointed by the Executive under subrule (1) or 56.
- (4) The Executive may continue to act despite any vacancy in its membership.

Division 4—Meetings of Executive

61. Meetings of Executive

- (1) The Executive must meet at least 4 times in each year at the dates, times and places determined by the Executive.
- (2) The date, time and place of the first Executive meeting must be determined by the members of the Executive as soon as practicable after the annual general meeting of the College at which the members of the Executive were elected.
- (3) Special Executive meetings may be convened by the President or by any 4 members of the Executive.

62. Notice of meetings

- (1) Notice of each Executive meeting must be given to each Executive member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Executive meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Executive meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

63. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 62 provided that as much notice as practicable is given to each Executive member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Executive.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64. Procedure and order of business

- (1) The procedure to be followed at a meeting of the Executive must be determined from time to time by the Executive.
- (2) The order of business may be determined by the members present at the meeting.

65. Use of technology

- (1) An Executive meeting may be held by the use of technology that allows Executive members to clearly and simultaneously communicate with each

other participating Executive member.

- (2) For the purposes of this Part, an Executive member participating in an Executive meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Executive member votes at the meeting, is taken to have voted in person.

66. Quorum

- (1) No business may be conducted at an Executive meeting unless a quorum is present.
- (2) The quorum for an Executive meeting is the presence (in person or as allowed) of a majority of the Executive members holding office.
(Executive of 7 needs 4 members for a quorum)
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given at the meeting and
 - (c) confirmed by written notice given to all members as soon as practicable after the meeting.

67. Voting

- (1) On any question arising at an Executive meeting, each Executive member present at the meeting has one vote.
- (2) A motion is carried if a majority of Executive members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

68. Conflict of interest

- (1) An Executive member who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive.
- (2) The Executive member—
 - (a) must not be present while the matter is being considered at the

meeting; and

- (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Executive members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the Executive member belongs to a class of persons for whose benefit the College is established; or
 - (b) that the Executive member has in common with all, or a substantial proportion of, the members of the College.
- (4) The Executive must keep a conflict of interest register.
- (5) The conflict of interest register must record the following—
 - (a) the name and position of the Executive member who has disclosed a material personal interest;
 - (b) a description of the nature and extent of that interest; and
 - (c) a management plan documenting actions required to mitigate the conflict.

69. Minutes of meeting

- (1) The Executive must ensure that minutes are taken and kept of each Executive meeting.
- (2) The minutes must record the following—
 - (a) the names of the Executive members in attendance at the Executive meeting;
 - (b) the business considered at the Executive meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 68.

70. Leave of absence

- (1) The Executive may grant an Executive member leave of absence from executive meetings for a period not exceeding 3 months.
- (2) The Executive must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

71. Source of funds

The funds of the College may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive.

72. Management of funds

- (1) The College must open an account with a financial institution from which all expenditure of the College is made and into which all of the College's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the College, the Executive may approve expenditure on behalf of the College.
- (3) The Executive may authorise the Treasurer to expend funds on behalf of the College (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by 2 Executive members.
- (5) All funds of the College must be deposited into the financial account of the College no later than 5 working days after receipt.
- (6) With the approval of the Executive, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

73. Financial records

- (1) The College must keep financial records that—
 - (a) Correctly record and explain its transactions, financial position and performance; and
 - (b) Enable financial statements to be prepared as required by the Act.
- (2) The College must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Executive.

74. Financial statements

- (1) For each financial year, the Executive must ensure that the requirements under the Act relating to the financial statements of the College are met.
- (2) Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Executive;
- (d) the submission of the financial statements to the annual general meeting of the College;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

75. Registered address

The registered address of the College is—

PO Box 921

Parkville, Victoria 3052

76. Notice requirements

- (1) Any notice required to be given to a member or an Executive member under these Rules may be given—
 - (a) by handing the notice to the Executive member personally; or
 - (b) by sending it by post to the Executive member at the address recorded for the member on the register of members; or
 - (c) by email.
- (2) Subrule (1) does not apply to notice given under rule 63.
- (3) Any notice required to be given to the College or the Executive may be given—
 - (a) by handing the notice to a member of the Executive; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Executive determines that it is appropriate in the circumstances by email to the email address of the College or the Secretary.

77. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of Members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the College, including minutes of Executive meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Executive may refuse to permit a Member to inspect records of the College that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the College.
- (3) The Executive must on request make copies of these rules available to Members and applicants for membership free of charge.
- (4) Subject to subrule (2), a Member may make a copy of any of the other records of the College referred to in this rule and the College may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the College and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the College.

78. Winding up and cancellation

- (1) The College may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the College, the surplus assets of the College must not be distributed to any Members or former Members of the College.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the College and which is not carried on for the profit or gain of its individual Members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

79. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the College.

PART 8 – EDUCATION

80. Australian and New Zealand Board of Perfusion

- (1) The Executive shall cause to be established a Board that shall be responsible to the Executive:
 - (i) Establish and maintain an examination for use in Certification;
 - (ii) Recommend to the Executive policies and procedures for, or which support, Certification;
 - (iii) To establish a register of Certified perfusionists; and
 - (iv) To assess perfusionists against the standards set for Certification; and
 - (v) To support education and clinical training in perfusion in Australia and New Zealand.

- (2) To facilitate the purposes defined in Rule 2.1 the Board shall:
 - (i) Co-ordinate and advise education and training programs designed to prepare candidates for sitting the Australian and New Zealand Board of Perfusion Certification examination.
 - (ii) Monitor and support continuing education and practice of Certified perfusionists.
 - (iii) Recommend to the Executive the standards for Certification of perfusionists.
 - (iv) To inform the Registrar of the list of currently Certified Perfusionists.
 - (v) Utilize the Treasurer to manage the accounts.

- (3) The Board shall be known as the Australian and New Zealand Board of Perfusion.

- (4) The Board shall comprise of members as follows:
 - (i) Certified perfusionists who are Fellows of the College;
 - (ii) the total number of positions may be variable (minimum 5)
 - (iii) one of those members will be the Chairman of the Board
 - (iv) one of those members will be the Secretary of the Board

- (5) The Board shall meet for the dispatch of its business, adjourn and otherwise regulate its Meetings.

- (i) will use the Treasurer to manage the accounts.
- (6) The Chair of the Board shall:
- (i) inform the President of the College of the date and time of all Meetings of the Board.
 - (ii) send the agenda and minutes of all Meetings of the Australian and New Zealand Board of Perfusion to the President of the College.
 - (iii) represent the Board on the Executive.
- (7) The College's representatives on the Board shall be elected by College's voting Members at the annual general meeting in accordance with the procedures of rule 53-60.
- (8) College Members elected to the Board shall hold office for 3 years after which their positions will be declared vacant. Retiring Board members shall be eligible for re-nomination and re-election for a further 1 term (total 2 terms).
- (9) the total number of positions may be variable.



Australian and New Zealand
College of Perfusionists

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,

being a Full Fellow of the Australian and New Zealand College of Perfusionists

hereby appoint Full Fellow

.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Australian and New Zealand College of Perfusionists (Annual General Meeting or Special General Meeting) to be held on the

..... day of

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

Signed

Date