

BY-LAWS

Cancer Nurses Society of Australia Ltd

ACN 621 003 414

ABN 98 781 699 178

These By-Laws were approved by the Board of Directors on 29 March 2018, and they are effective as of 1 April 2018.

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Cancer Nurses Society of Australia Ltd (CNSA) By-Laws

1. INTRODUCTION, DEFINITIONS AND DELEGATIONS

1.1 Introduction:

Cancer Nurses Society of Australia (CNSA) was Incorporated as an Association in the Australian Capital Territory on 30 April 1999, in accordance with the *Incorporated Associations Act 1991*.

Following member endorsement and subsequent application, repeal of CNSA as an Incorporated Association occurred on the 6 September 2017, following registration of the CNSA as a Company Limited by Guarantee in accordance with the *Corporations Act 2001*.

1.2 Definitions:

“AHPRA” means the Australian Health Practitioner Regulation Agency.

“*Appointed Director*” means an individual appointed as a Director in accordance with clause 38 of the Constitution.

“*Board*” means the Board of Directors that is constituted by the individuals who hold office as Directors, from time to time.

“*Company*” means Cancer Nurses Society of Australia Ltd (CNSA).

“*Company Secretary*” means any individual appointed by the Board in accordance with clause 60 of the Constitution to perform the duties of company secretary of the Company.

“*Constitution*” means the [Constitution of the Company](#) as amended or supplemented from time to time.

“*Elected Director*” means an individual elected as a Director by the Members as described in clause 34.1 of the Constitution.

“*Member*” means a Member of the Company pursuant to Part B – Membership of the Constitution.

“*Objects*” mean the objects of the Company as set out in clause 3 of the Constitution.

“*President*” means the individual elected or appointed as President of the Company in accordance with the Constitution.

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Company.

1.3 Delegations:

These By-laws are in addition to and supplement those provisions contained in the [Constitution](#) and should be read together wherever possible.

In the event of any inconsistency between any provision contained in these By-laws and the

Constitution of the Company, the Constitution will prevail to the extent of such inconsistency.

Unless otherwise specified by law, the Constitution or within this document, any powers and authorities in the By-laws may be delegated by the Board.

A reference to the Board in this document includes any person or body with the delegated powers of the Board, unless these By-laws explicitly say otherwise.

2. MEMBERSHIP

2.1 Membership categories and rights:

The classes of membership are:

- a) Voting Members – comprising Full Members, Life Fellows, and any other category of membership with voting rights as determined by the Board from time to time; and
- b) Non-voting Members – comprising Honorary Members, Organisational Members, Associate Members, Student Members and any other category of membership without voting rights as determined by the Board from time to time.

The Board may create additional categories within a class of membership on such conditions and criteria as the Board may determine, provided the rights of each class of membership are in accordance with clause 7.8 of the Constitution.

2.2 Membership criteria:

Criteria for each category of membership shall be approved by the Board and made available on the CNSA website to members and potential members.

2.2.1 Full Members:

To be eligible for Full Membership, an individual must:

- Be registered as a nurse with AHPRA
- Work or maintain interest in cancer care and control;
- Support the Objects of the Company;
- Satisfy any further requirements for Full Membership as determined by the Board.

2.2.2 Life Fellows:

The Board may confer Life Fellowship upon any Full Member who meets certain criteria as determined by the Board.

Any Voting Member of the CNSA may nominate an individual to be considered for Life Fellowship. Nominations must be in writing, seconded by another Voting Member and include the reason(s) why the person is worthy of Life Fellowship.

The Board may request additional information from the nominators or nominee to assist in their deliberation. The Board's decision shall be final.

While there is no limit on the number of Life Fellow conferment each year, new Life Fellowships will not be awarded if the total number of current Life Fellowships exceeds twenty (20).

Life Fellows shall:

- Previously have been a Voting Member of the Company for a continuous period of

- five (5) years or more;
- Be recognised for their contribution of special services rendered to the Company, or for outstanding development in the field of cancer care;
- Be exempt from paying membership fees;
- Maintain their status as a Full Member, even after retirement from employment and without maintenance of registration as a nurse with AHPRA;
- Demonstrate support for the Objects of the Company;
- Conduct themselves in a manner consistent with the values of the Company;
- Satisfy any further requirements of Life Fellowship as determined by the Board.

The announcement of new Life Fellows will be made at the Annual General Meeting. Life Fellows may resign their membership at any time, as per clause 10 of the Constitution.

2.2.3 Student Members:

To be eligible for Student Membership, an individual must:

- Be enrolled in study towards an entry to practice nursing qualification;
- Have an interest in cancer care and control;
- Pay membership fees as determined by the Board (these may be determined on a case-by-case basis, and may be waived to support entry level nursing students);
- Support the Objects of the Company;
- Satisfy any further requirements of Student Membership as determined by the Board.

Student Members are Non-voting members.

2.2.4 Associate Members:

The Board may confer Associate Membership upon any individual who is not eligible for Full Membership, but who meets certain criteria as determined by the Board, including (but not limited to) registration with AHPRA or another professional body in a discipline other than nursing, or registration as a nurse in a country other than Australia.

Associate Members shall:

- Be concerned with, interested in, or work in the field of cancer care and control, or associated areas, nationally and/or internationally;
- Pay membership fees as determined by the Board;
- Support the Objects of the Company;
- Satisfy any further requirements for Associate Membership as determined by the Board.

Associate Members are Non-voting members.

2.2.5 Honorary Members:

The Board may confer Honorary Membership upon any individual or representative of an affiliated organisation who meets certain criteria as determined by the Board.

Any Voting Member of the CNSA may nominate an individual to be considered for Honorary Membership. Nominations must be in writing, seconded by another Voting Member and include the reason(s) why the person is worthy of Honorary Membership.

The Board may request additional information from the nominators or nominee to assist in their deliberation. The Board's decision shall be final.

At the time of awarding Honorary Membership, the Board will determine the length of appointment.

Honorary Members shall:

- Be awarded Honorary Membership in recognition of special services rendered to the field of cancer care and control nationally and/or internationally;
- Be awarded Honorary Membership for a specified period of time as determined by the Board;
- Be exempt from paying membership fees;
- Demonstrate support for the Objects of the Company;
- Satisfy any further requirements for Honorary Membership as determined by the Board.

The announcement of new Honorary Members, and their length of appointment, will be made at the Annual General Meeting.

Honorary Members are Non-voting members. They may resign their membership at any time, as per clause 10 of the Constitution.

2.2.6 Organisational Members:

The Board may confer Organisational Membership upon any institution or organisation that meets certain criteria as determined by the Board.

Organisational Members shall:

- Be concerned with, work in, or interested in the field of cancer care and control, or associated areas, nationally and/or internationally;
- Pay membership fees as determined by the Board;
- Support the Objects of the Company;
- Satisfy any further requirements for Organisational Membership as determined by the Board.

Organisational Members are Non-voting members.

2.2.7 Early Career Members:

To be eligible for Early Career Membership, an individual must:

- Be registered as a nurse with AHPRA;
- Be in their first five years as a cancer nurse;
- Not have held membership with CNSA previously;
- Work or maintain interest in cancer care and control;
- Support the Objects of the Company;
- Satisfy any further requirements for Early Career Membership as determined by the Board.

Early Career Members are Non-voting members.

2.2.8 Retired Members:

To be eligible for Retired Membership, an individual must:

- Have been a financial member of CNSA in the preceding 12 months;
- Have retired from nursing;
- Maintain an interest in cancer care and control;
- Support the Objects of the Company;
- Satisfy any further requirements for Retired Membership as determined by the Board.

Retired Members are Non-voting members.

2.3 Membership applications and cessation:

Applications for membership can be initiated through:

- An on-line application via the CNSA website; or
- Completion and submission of a written application form to the CNSA; or
- Sign-on as part of incentives offered, including (but not limited to) registration for Annual Congress.

When applying for membership, the applicant must complete all fields and provide all required information and/or evidence to support eligibility for membership of the relevant category.

The Board may at its discretion accept or reject an applicant as a Member. The Board need not give any reason for the rejection of an application.

Award or acceptance of membership in each membership category will be made by either:

- Electronic confirmation at the time of application submission;
- Written communication within 21 days of application;
- Written communication within 21 days of award and acceptance in cases of Life Fellowship and Honorary Membership.

Where an application for membership is rejected, the CNSA Secretariat will notify the applicant of the Board's rejection through notice in writing within 21 days of the decision to reject the application.

Cessation of membership may occur as outlined in clause 10 of the Constitution.

2.4 Membership fees:

Membership fees for each category of membership will be determined by the Board on an annual basis. The Board may at its discretion determine that no fee, in full or in part, is payable by a particular member or category of membership.

Annual membership fees will be announced at the Annual General Meeting and published on the CNSA website.

In applying for membership, the applicant agrees to pay any applicable membership fees in accordance with the membership category selected, if and when such fees become due and payable.

Membership remains active where applicable membership fees are paid. If membership fees are outstanding for three (3) months from the time they fall due, membership will be terminated without any further action.

3. BOARD OF DIRECTORS

3.1 Director Number and Eligibility:

The Board will comprise up to nine (9) Elected Directors, and up to two (2) Appointed Directors, appointed in accordance with clause 38.1 of the Constitution.

An Elected Director must be a Full Member.

An Appointed Director may be, but is not required to be, a Member.

A person is not eligible to be a Director of CNSA if they are ineligible to be a director under the *Corporations Act 2001* or a responsible person under the *Australian Charities and Not-for-profits Commission (ACNC) Act 2012*.

All Directors must be domiciled in Australia.

3.2 Nomination and Election of Elected Directors:

Only Full Members (including Fellows and Life Fellows) of CNSA are eligible to be Elected Directors.

Calls for nomination will be made twelve (12) weeks prior to the Annual General Meeting, and will close eight (8) weeks prior to the Annual General meeting.

Having regard to the skills and degree of diversity required to achieve the Objects and strategic goals of the Company, the Board may prescribe further eligibility criteria to give guidance for nomination as an Elected Director.

Nominations for Elected Directors shall be proposed and seconded by Voting Members on the prescribed nomination form, and must include the written agreement of the nominee.

Each nomination should include the following information, to be made available to Voting Members:

- A brief overview of the nominee's current and/or previous contribution to CNSA and/or cancer care and control;
- Details of any specific areas of expertise and/or experience that may enhance the skills of the Board;
- The nominee's current *Curriculum Vitae*, including details of all and any qualifications, professional experience and previous board/committee roles.

Completed nomination forms and accompanying documentation should be completed and lodged with the Company Secretary (the Returning Officer) on or before the specified closing date.

If the number of nominations exceeds the number of Elected Director vacancies to be filled, a ballot must be held prior to the Annual General Meeting, which may include an electronic ballot as determined by the Board.

Voting will close two (2) weeks prior to the Annual General Meeting. No votes will be accepted after the voting period closes.

After the close of the ballot, votes will be counted by the Company Secretary (the Returning Officer) and two (2) scrutineers appointed by the Board.

The Returning Officer will prepare and sign a declaration of ballot as to the:

- Total number of votes received from Voting Members;
- Number of votes cast for each nominee candidate;
- Names of the successful candidates.

If any number of nominee candidates receive an equal number of votes, the President shall have a second or casting vote to determine the successful candidate.

At the Annual General Meeting, the Company Secretary shall declare elected the highest polling candidates equal to the number of vacancies.

If insufficient nominations are received to fill all vacancies on the Board, or if the number of nominations is equal to the number of vacancies to be filled, the candidates nominated shall be declared elected at the Annual General Meeting following the election, subject to endorsement of each candidate by the Full Members by separate ordinary resolutions at that Annual General Meeting.

Any candidates who are not endorsed by the Full Members at that Annual General Meeting following the election will not become Directors.

Any unfilled positions because of insufficient nominations or a candidate not being endorsed by the Full Members shall be deemed casual vacancies.

All records pertaining to elections shall be retained by the CNSA Secretariat for a period of not less than six (6) months.

3.3 Terms of Office of Elected Directors:

The term of office of an Elected Director is three (3) years, where the word 'year' means the period between the end of an Annual General Meeting to the end of the following Annual General Meeting.

A Full Member may serve up to two (2) consecutive terms as an Elected Director.

The terms of Elected Directors shall be staggered, so that elections for three (3) Elected Director positions on the Board will be conducted in conjunction with each Annual General Meeting.

3.4 Appointed Directors:

The Elected Directors may by resolution appoint up to two (2) additional individuals as Appointed Directors to serve on the Board at any one time, where appropriate skill, experience or knowledge is sought that complement the existing skills on the Board and to enhance the ability of the Board to discharge its duties and advance the Objects of the Company.

An Appointed Director will hold office for a term determined by the Elected Directors not exceeding three (3) years from the date of appointment, but may be re-appointed up to a maximum of six (6) consecutive years.

An individual who has served more than five (5) consecutive years as an Appointed Director may only be reappointed or elected (if eligible) as a Director after a period of two (2) years has passed after they ceased to be an Appointed Director.

3.5 Casual Board Vacancies:

A casual vacancy on the Board may be created through:

- Insufficient nominations received for the positions of Elected Director;
- Resignation of a Board member;
- A Board member vacating the office of a Director as outlined in clause 40.4 of the Constitution;
- A Director being removed from office as outlined in clause 41 of the

Constitution.

The Directors may appoint an individual as an Elected Director to fill a casual vacancy if that individual is an eligible Full Member.

Any Full Member appointed to fill a vacancy of an Elected Director will hold office for the remainder of the term of that vacancy.