

**RULES**  
**of the**  
**ROYAL PERTH HOSPITAL**  
**FOUNDATION FOR NURSING RESEARCH**  
**INCORPORATED**

**January 2021**

# **Name, Objects and Powers**

## **Name**

1. The name of the association shall be the 'Royal Perth Hospital Foundation for Nursing Research Incorporated' trading as Royal Perth Hospital Nursing Research Foundation (the Foundation)

## **Objects of the Foundation**

2. The objects of the Foundation shall be to promote, undertake, finance, support and advance research and investigation by nurses into the causes, prevention and cure of disease in humans.
3. The Foundation will promote, undertake, finance, support and advance research and investigation by nurses into the causes, prevention and cure of disease in humans as it relates to:
  - 3.1. investigating the causes, care and treatment of cardio vascular, endocrine, neurological, psychiatric, gastrointestinal, genito-urinary, musculo-skeletal, renal and respiratory disease.
  - 3.2. investigating the causes of injury and trauma.
  - 3.3. investigating the causes, care and treatment of cancer and, in particular, cervical and breast cancer.
  - 3.4. the prevention of infection in patients.
  - 3.5. understanding disease related complications arising from hospitalisation.
  - 3.6. the management of the causes of adverse events and complications arising from hospitalisation.
  - 3.7. developing clinical practices to contain or minimise infection and disease in patients.
  - 3.8. develop techniques to improve wound management, healing and recovery in patients.
  - 3.9. understand the implications of nursing interventions on the cure and prevention of disease in patients.

## Powers

4. In carrying out the objects, the Foundation shall have the following powers to:
  - 4.1. borrow or raise money for, or in connection with, the objects of the Foundation in any manner whatsoever, and in particular by mortgaging or charging any part of the property of the Foundation;
  - 4.2. make freely available (in the discretion of the Foundation) the results of research financed by the Foundation, and wherever possible (and in the discretion of the Foundation), to publish those results in the scientific press, and to publish periodicals, books or leaflets that the Foundation may think desirable for the promotion of its objects;
  - 4.3. collect funds, and accept subscriptions and donations of real or personal property or gifts by will for all or any of the purposes of the Foundation;
  - 4.4. issue grants and provide funding and support (financial or otherwise) to organisations, institutions and persons undertaking research activities conducive to the objects;
  - 4.5. purchase or otherwise acquire land or any legal or equitable interest in land, and to improve, manage, lease, mortgage or otherwise deal with all or any of the property of the Foundation;
  - 4.6. invest any moneys of the Foundation in accordance with the laws of Western Australia governing the investment of trust funds, and in general to manage, invest and expend all moneys and property belonging to the Foundation;
  - 4.7. undertake and execute any trusts which may be deemed desirable or conducive to the objects of the Foundation;
  - 4.8. transfer all or any part of the property, assets, liabilities and engagements of the Foundation to any company, institution or association that the Committee of Management is satisfied shall restrict the distribution of its income or property among its members to an extent at least as great as the Foundation;
  - 4.9. consider all questions affecting the interests of nursing research in health, and to promote or oppose any legislative or other measures affecting the interests of nursing research in health as may be deemed proper or expedient by the Foundation;
  - 4.10. employ such officers, servants and contractors as the Committee of Management may deem necessary, and to pay such sums to such officers, servants and contractors whether by way of remuneration or bonus as the Committee of Management sees reasonable and proper;

- 4.11. do all such things necessary, desirable, convenient, conducive or incidental to the attainment of any of the objects of the Foundation.

## **Income and Property**

5. The property and income of the Foundation shall be applied solely towards the promotion of the objects of the Foundation, and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members of the Foundation, except:
  - 5.1. as good faith remuneration to any officer, servant or contractor of the Foundation in return for any services, actually and legitimately, rendered to the Foundation;
  - 5.2. in good faith for any goods supplied to the Foundation in the ordinary and usual manner of business; or
  - 5.3. otherwise in good faith in the promotion of any of the objects of the Foundation.

## **Membership**

### **Qualifications for Membership**

6. The following persons shall be qualified to be members of the Foundation:
  - 6.1 All members of the nursing staff of the Hospital.
  - 6.2 All former members of the nursing staff of the Hospital who make a minimum donation of \$100 per annum to the Foundation during the term of their membership.
  - 6.3 Any private person or corporation nominated by the Foundation, or any person nominated by a deceased estate, which has made a payment of a minimum of \$20,000 (or such sum as otherwise determined at an Annual General Meeting) to the Foundation over a period not exceeding five years. Such a person or corporation shall be known as a Life Member.
  - 6.4 Any private person or corporation nominated by the Foundation, or any person nominated by a deceased estate, which has made a payment of more than \$2,000 and less than \$20,000 (or such sum as otherwise determined at an Annual General Meeting) over a period not exceeding three years. Such a person or corporation shall be known as an Associate Member, and unless otherwise stated in these rules, shall have full membership rights for a period to be determined by the Committee of Management.

- 6.5 Any person nominated by the unanimous decision of the Committee of Management, being a person who has, in the opinion of the Committee of Management, special talents, eminent standing in the community or who has made an outstanding professional contribution to the nursing profession. Such a person shall be known as an Honorary Member.
- 6.6 The Chief Executive of the Hospital.
- 6.7 The Committee of Management may appoint by unanimous decision a person or persons from amongst the Honorary members to be the Patron of the Foundation and may also unanimously remove such a person from that position.

## **Nomination for Membership**

7. Any person qualified to be a member of the Foundation may nominate himself or herself in writing to be a member of the Foundation.
8. A nomination for membership of the Foundation (of any person qualified to be a member of the Foundation) must be lodged with the Secretary.
9. As soon as is practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee of Management, which must decide whether to approve or reject the nomination.
10. As soon as is practicable after the Committee of Management makes that decision, the Secretary must:
  - 10.1 Notify the nominee in writing that the Committee of Management approved or rejected the nomination (whichever is applicable); and
  - 10.2 If the Committee of Management approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) either:
    - 10.2.1. The sum payable under these Rules by a member as the Annual Subscription; or
    - 10.2.2. Any such sum as the Committee of Management deems appropriate provided always that this sum is less than the sum referred to in Rule 10.2.1.
  - 10.3 The Secretary must, on payment by the nominee of the amounts referred to in Rule 10.2 within the period referred to in that provision, enter the nominee's name in the Register of Members, and on the name being so entered, the nominee becomes a member of the Foundation

- 10.4 If the nominee has not paid the amounts referred to in rule 10.2 within three months of receipt by the nominee of the notification referred to in rule 10.1, the Committee of Management may revoke its approval of the nomination unconditionally.

## **Cessation of Membership**

11. A person ceases to be a member of the Foundation if the person:
- 11.1 Dies;
  - 11.2 Resigns their membership;
  - 11.3 Is expelled from the Foundation; or
  - 11.4 (being a person or corporation mentioned in Rules 6.3 or 6.4) does not make the payment as required by the relevant Rule.

## **Membership Entitlements not transferrable**

12. A right, privilege or obligation, which a person has by reason of being a member of the Foundation:
- 12.1 is not capable of being transferred or transmitted to another person; and
  - 12.2 terminates on cessation of the person's membership.

## **Resignation of Membership**

13. A member of the Foundation is not entitled to resign that membership except in accordance with this rule.
14. A member of the Foundation who has paid all amounts payable by a member of the Foundation in respect of that membership may at any time give to the Secretary 28 days written notice of the member's intention to resign. On expiration of this period of notice, the member ceases to be a member of the Foundation.
15. If a member ceases to be a member under Rule 14, and in every other case where a member ceases to hold membership in accordance with these rules, the Secretary must promptly make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

## **Expulsion of Membership**

16. The Committee of Management may expel any member from membership of the Foundation and direct the Secretary to remove the member's name from the Register of Members if it is satisfied of the existence of one or more of the following circumstances:

- 16.1 The member is not or ceases to be qualified to be a member of the Foundation as set out in Rule 6;
  - 16.2 The member's Annual Subscription remains unpaid on the first day of September in any year; or
  - 16.3 On a secret ballot, the Committee of Management resolves by a majority of at least two thirds that the membership should cease.
17. Any person who the Committee of Management has expelled from membership of the Foundation pursuant to rule 16 shall have a right of appeal against the decision. The appeal shall be heard by the members at a Special General Meeting convened by the Committee of Management for such purpose and conducted in accordance with the procedures for a Special General Meeting specified in these rules.

## **Register of Members**

18. The Secretary must establish and maintain a Register of Members together with the date on which the person became a member. In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member. The Foundation may decide from time to time whether they record the residential, postal or email addresses of the members.
19. The Register of Members must be kept in the custody of the Secretary and must be open for inspection, free of charge, by any member of the Foundation at any reasonable hour.
20. A member of the Foundation may obtain a copy of any part of the Register of Members on payment of a fee of \$0.20 for each page copied.

## **Annual Subscription**

21. A member of the Foundation must pay to the Foundation the Annual Subscription for membership on the first day of July in each year.
22. Failure of any member to pay the Annual Subscription before the first day of September in any year entitles the Committee of Management to expel that member from membership in accordance with Rule 16.2.

# General Meetings

## Annual General Meetings

23. With the exception of the first Annual General Meeting, the Foundation must, at least once per calendar year and within a period of six months after the 30<sup>th</sup> day of June each year, convene an Annual General Meeting of its members.
24. The Foundation must hold its first Annual General Meeting within 18 months of its incorporation under the Act.
25. This Annual General Meeting of the Foundation is, subject to the Act and Rules 23 and 24, to be convened on such day, and at such place and time as the Committee of Management sees fit.
26. In addition to any other business which may be transacted at the Annual General Meeting, the business of the Annual General Meeting is to:
  - 26.1 confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - 26.2 receive from the Committee of Management reports on the activities of the Foundation during the preceding year;
  - 26.3 elect the members of the Committee of Management referred to in Rule 52.5; and
  - 26.4 determine the sum payable for the Annual Subscription for the forthcoming year.
27. The Annual General Meeting must be specified as such in the notice convening it.

## Special General Meetings

28. Subject to the Act and these rules, the Committee of Management may, whenever it thinks fit, convene a Special General Meeting of the Foundation.
29. The Committee of Management must, within 21 days of the lodgment of a requisition in writing of not less than 10 per cent of the membership with the Secretary, convene a Special General Meeting of the Foundation.
30. For the purposes of Rule 29, a written requisition of members for a Special General Meeting:
  - 30.1 must state the object of the meeting;
  - 30.2 must be signed by all the members making the requisition;
  - 30.3 must be lodged with the Secretary; and



- 30.4 may consist of several documents in similar form, each signed by one or more of the members making the requisition.
31. At any Special General Meeting convened in accordance with Rule 29, no business shall be transacted other than that specified in the requisition.
  32. If the Committee of Management fails to convene a Special General Meeting within 28 days of the lodgment of a requisition in writing complying with Rules 29 and 30, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after the date of such lodgment.
  33. A Special General Meeting referred to in Rule 32 must be convened, as nearly as is practicable, in the same manner as Special General Meetings are convened by the Committee of Management, and any member who consequently incurs expense is entitled to be reimbursed by the Foundation for any reasonable expense so incurred.

## **Notice of General Meetings**

34. Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Foundation, the Secretary must, at least 10 days before every General Meeting, give notice to each member (by post or by electronic email to a member's address recorded in the register of members) specifying the place, the day and hour of the meeting, and the general nature of the business to be transacted.
35. If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Foundation, the Secretary must, at least 14 days before the General Meeting, give notice to each member (by post or by electronic email to a member's address recorded in the register of members) specifying, in addition to the matters specified in Rule 34, the intention to propose the resolution as a special resolution.
36. For the purposes of Rules 34 and 35, the Secretary may give notice to each member either personally by post, or by causing a notice to be placed on the Hospital Intranet.
37. No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting, except in the case of the Annual General Meeting, business which may be transacted under Rule 26.

## **Procedure at General Meetings**

38. No item of business may be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

39. The quorum for the transaction of the business of a General Meeting shall be 10 members. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting is to be dissolved.
40. A minute book shall be kept, and proper entries made in the minute book of all business transacted at every General Meeting.
41. At every General Meeting, the Chairperson of the Committee of Management or in the Chairperson of the Committee of Management's absence, the Vice-Chairperson of the Committee of Management, is to preside as Chairperson of the General Meeting.

## **Adjournment**

42. The Chairperson of the General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place.
43. No business is to be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.

## **Making of decisions**

44. On any question arising at a General Meeting of the Foundation, each member shall have one vote only, which must be exercised personally.
45. A question arising at a General Meeting is to be determined on a show of hands.
46. Except where a poll is demanded and taken in accordance with Rule 47, a declaration by the Chairperson of the General Meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, or an entry to that effect in the minute book of the Foundation, is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
47. At a General Meeting, a poll may be demanded by the Chairperson of the General Meeting or by at least three members present in person at the meeting.
48. If a poll is demanded at a General Meeting, the poll must be taken in such manner and at such time before the close of the meeting as the Chairperson of the General Meeting directs, and the resolution of the poll on the matter is taken to be the resolution of the General Meeting on that matter.

## **Special Resolution**

49. A resolution of the Foundation is a special resolution if:
- 49.1 It is passed by a majority which comprises at least three quarters of such members of the Foundation as vote in person at the General Meeting at which the resolution is proposed; and
  - 49.2 At least 14 days written notice of the General Meeting at which the resolution is proposed was given to members in accordance with Rule 35.

## **Committee of Management**

### **Powers**

50. The Committee of Management:
- 50.1 Shall have absolute control over the affairs and property of the Foundation;
  - 50.2 Shall, subject to these rules, exercise all functions as may be exercised by the Foundation;
  - 50.3 Shall make all necessary arrangements for the carrying out of the Foundation's research, investigation and other functions with the Hospital; and
  - 50.4 May engage such researchers, technicians, nurses, assistants and other servants as it thinks fit, but shall coordinate such appointments with respect to the sharing of services and salaries as far as practicable with the Hospital.

### **Membership**

51. All members of the Committee of Management must be current members of the Foundation. A person shall be ineligible to be elected to the Committee of Management if they:
- 51.1 are an undischarged bankrupt or their affairs are under insolvency laws;
  - 51.2 have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
  - 51.3 have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment;
  - 51.4 have been convicted of an offence under Division 3 or Section 127 of the Act.

Where a person is prohibited because they have been convicted of an offence, they cannot be a member of the Committee of Management for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a member of the Committee of Management for five years from their release from custody.

52. The Committee of Management shall consist of:
  - 52.1 Chief Executive and the Director of Nursing of the Hospital;
  - 52.2 Chairperson of the Nursing Executive Council of the Hospital;
  - 52.3 Director of Nursing Research of the Hospital;
  - 52.4 a senior academic nurse from the Western Australian nursing community;
  - 52.5 six persons elected by resolution of the members of the Foundation in a General Meeting to be known as Ordinary Members; and
  - 52.6 such other persons, not exceeding two in number, co-opted to membership of the Committee of Management by the Committee of Management.
53. Life Members and Associate Members are eligible to be elected as Ordinary Members of the Committee of Management under Rule 52.5, but of the members elected to the Committee of Management under Rule 52.5, no more than three shall come from each of the collective categories of Life Members and Associate Members.
54. In the event of a casual vacancy occurring among the Ordinary Members of the Committee of Management, the Committee of Management may appoint any member of the Foundation to fill the vacancy.

## **Term of Office**

55. Subject to these rules, the term of office of members of the Committee of Management referred to in Rule 52.1-52.3 shall be for the course of each member's employment in the position referred to in each case.
56. Subject to these Rules, the term of office of the member of the Committee of Management referred to in Rule 52.4 shall not be more than three years. A retiring member of the Committee of Management referred to in Rule 52.4 shall be eligible for re-nomination after three years.
57. Subject to these rules, the term of office of Ordinary Members of the Committee of Management shall be not more than three years.
58. At every Annual General Meeting of the Foundation, one third of the Ordinary Members of the Committee of Management shall retire from office. A retiring member shall be eligible for re-election.

59. The Ordinary Members of the Committee of Management who retire in accordance with Rule 58 shall be those who have been longest in office since their last election, but as between persons who became Ordinary Members of the Committee of Management on the same day, those to retire (unless otherwise agreed amongst themselves) shall be decided by a lot.
60. Subject to these Rules, the term of office of persons co-opted to membership of the Committee of Management in accordance with Rule 52.6 shall be for such period as the Committee of Management shall determine.
61. Subject to these rules, any person elected to fill a casual vacancy on the Committee of Management shall hold office for only as long as the person whose place they are filling would have held office.

## **Election of Ordinary Members**

62. Nominations of candidates for election as Ordinary Members of the Committee of Management must be:
  - 62.1 made in writing, signed by two members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - 62.2 delivered to the Secretary at least seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
63. If insufficient nominations are received to fill all vacancies on the Committee of Management, the candidates nominated are taken to be elected and further nominations are to be received by the Annual General Meeting.
64. If insufficient further nominations are received, any vacant positions remaining on the Committee of Management are taken to be casual vacancies.
65. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
66. If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held at the Annual General Meeting.

## **Casual Vacancies**

67. For the purposes of these rules, a casual vacancy in the office of Ordinary Member of the Committee of Management occurs if a member:
  - 67.1 dies;
  - 67.2 ceases to be a member of the Foundation;
  - 67.3 is bankrupt;

- 67.4 is mentally incapacitated;
- 67.5 resigns office by notice in writing given to the Secretary;
- 67.6 is removed from office in accordance under rule 68 and 69; or
- 67.7 is absent from three consecutive ordinary meetings of the Committee of Management without permission of the Committee of Management.

## **Removal of a Member of the Committee of Management**

- 68. The Foundation in a General Meeting may by resolution remove any Ordinary Member of the Committee of Management from office before the expiration of the member's term of office.
- 69. If a member of the Committee of Management to whom a proposed resolution referred to in Rule 68 relates makes submissions in writing to the Secretary or Chairperson setting out reasons why the member should not be removed from office, and requests that the submissions be notified to the members of the Foundation before the General Meeting at which the resolution is to be considered is held, the Secretary or Chairperson must either:
  - 69.1 send a copy of the submissions to each member of the Foundation; or
  - 69.2 require that the submissions be read out at the General Meeting at which the resolution is to be considered before the resolution is considered.

## **Chairperson and Vice-Chairperson**

- 70. There shall be a Chairperson and a Vice-Chairperson of the Committee of Management.
- 71. The Chairperson and Vice-Chairperson of the Committee of Management must each be currently registered with the Nurses Board of Western Australia.
- 72. The Chairperson and Vice-Chairperson of the Committee of Management shall be elected by the Committee of Management from among its members by a secret ballot to be held at the first meeting of the Committee of Management after each Annual General Meeting of the Foundation. The Chairperson and Vice-Chairperson of the Committee of Management shall hold office until the first meeting of the Committee of Management after the next following Annual General Meeting.

## **Meetings of the Committee of Management**

- 73. Subject to these Rules, the Committee of Management shall meet for the transaction of business at such times and places as the Committee of Management may determine.

74. The Chairperson, or in their absence, the Vice-Chairperson of the Committee of Management must, within 21 days of the lodgment of a requisition in writing of not less than six members of the Committee of Management with the Chairperson or Vice-Chairperson, convene a meeting of the Committee of Management.
75. For the purposes of Rule 74, a written requisition of members of the Committee of Management for a meeting:
  - 75.1 must state the object of the meeting;
  - 75.2 must be signed by all the members making the requisition;
  - 75.3 must be lodged with the Chairperson or Vice-Chairperson of the Committee of Management; and
  - 75.4 may consist of several documents in similar form, each signed by one or more of the members making the requisition.
76. If the Chairperson or Vice-Chairperson of the Committee of Management fails to convene a meeting within 28 days of the lodgment of a requisition in writing complying with Rules 74 and 75, any one or more of the members of the Committee of Management who made the requisition may convene a meeting.
77. A meeting of the Committee of Management referred to in Rule 76 must be convened, as nearly as is practicable, in the same manner as meetings convened by the Chairperson or Vice-Chairperson, and any member of the Committee of Management who consequently incurs expense is entitled to be reimbursed by the Foundation for any expense so incurred.

## **Notice of Meetings**

78. Subject to these Rules, oral or written notice of a meeting of the Committee of Management must be given by the Secretary to each member of the Committee of Management at least seven days before the time appointed for the holding of the meeting.
79. Notice of a meeting given under Rule 78 must specify the place, the day and hour of the meeting, and the general nature of the business to be transacted, except in the case of a meeting convened in accordance with Rule 74, when the notice must also specify the object of the meeting.
80. Subject to these rules, at any meeting of the Committee of Management, no business shall be transacted other than that set out in the notice of the meeting, except business which the members of the Committee of Management present at that meeting unanimously agree to treat as urgent business.

81. In cases of urgency, the Chairperson or Vice-Chairperson of the Committee of Management may convene a meeting of the Committee of Management without notice, and the non-receipt of notice by members of the Committee of Management in such cases shall not invalidate the proceedings of any such meeting.

## **Procedure at Meetings of the Committee Management**

82. No item of business may be transacted at any meeting of the Committee of Management unless a quorum of members entitled to vote under these rules is present during the time the meeting is considering that item.
83. The quorum for a meeting of the Committee of Management shall be six persons. If within half an hour after the appointed time for the commencement of a meeting of the Committee of Management a quorum is not present, the meeting is to be dissolved.
84. A minute book shall be kept, electronically or otherwise, and proper entries made there-in of all business transacted at every meeting of the Committee of Management.

## **Making of Decisions**

85. Subject to these Rules, on any question arising at a meeting of the Committee of Management, each member shall have one vote only, which must be exercised personally.
86. Members of the Committee of Management co-opted under Rule 52.6 shall not be entitled to vote on any question arising at any meeting of the Committee of Management.
87. Members of the Committee of Management having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of the Committee of Management shall not take part in any deliberations or decision of the Committee of Management with respect to that contract.
88. Rule 87 does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the Committee of Management is a member of a class of persons for whose benefit the Foundation is established.
89. Questions arising at any meeting of the Committee of Management shall be decided by a majority of votes to be determined by a show of hands.
90. In the event of an equality of votes, the Chairperson shall have a second or casting vote, provided that such vote shall only be exercised to maintain the status quo.



## **Delegation to Sub-Committees**

91. The Committee of Management may, by instrument in writing, delegate to one or more advisory sub-committees (consisting of such member or members of the Foundation as the Committee of Management sees fit) the exercise of such functions of the Committee of Management as are specified in the instrument other than:
  - 91.1 this power of delegation; and
  - 91.2 a function which is a duty imposed on the Committee of Management by the Act or any other law.
92. Each advisory sub-committee shall, while the delegation remains unrevoked, carry out the functions allotted to it by the Committee of Management in the instrument of delegation.
93. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
94. Despite any delegation under this Rule, the Committee of Management may continue to exercise any function delegated.
95. Any act or thing done or suffered by an advisory sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as if it had been done or suffered by the Committee of Management.
96. The Committee of Management may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
97. Each advisory sub-committee may meet and adjourn as it thinks proper, and shall have the power to co-opt members from outside the Foundation to serve upon it.
98. The Chairperson of each advisory sub-committee shall be appointed by the Committee of Management and must ensure minutes of the proceedings at its meetings.

## **Secretary**

99. There shall be a Secretary of the Foundation, who shall have in addition to the duties expressly provided for by these Rules such further duties as the Committee of Management shall from time to time determine.
100. The Secretary must be currently registered with the Nurses Board of Western Australia.

101. The Secretary shall be elected by the Committee of Management from among its members by a secret ballot to be held at the first meeting of the Committee of Management after each Annual General Meeting of the Foundation. The Secretary shall hold office until the first meeting of the Committee of Management after the next Annual General Meeting.

## **Treasurer**

102. There shall be a Treasurer of the Foundation whose duties shall be:

102.1 to ensure that all money due to the Foundation is collected and received, and that all payments authorised by the Foundation are made;

102.2 to ensure that correct and complete books and accounts are kept showing the financial affairs of the Foundation, including full details of all receipts and expenditure connected with the activities of the Association;

102.3 ensuring that the requirements imposed on the Foundation under Part 5 of the Act relating to financial statements and financial reporting are met;

102.4 prepare and report on the income and expenditure, and statement of financial position (balance sheet) at the Annual General Meeting and

102.5 such other duties as the Committee of Management shall from time to time determine.

103. The Treasurer must be currently registered with the Nurses Board of Western Australia.

104. The Treasurer shall be elected by the Committee of Management from among its members by a secret ballot to be held at the first meeting of the Committee of Management after each Annual General Meeting of the Foundation. The Treasurer shall hold office until the first meeting of the Committee of Management after the next Annual General Meeting.

## **Register of Members of the Committee of Management**

105. The Secretary must establish and maintain a Register of Members of the Committee of Management specifying the name, address and office held by each person who is a member of the Committee of Management.

106. The Register of Members of the Committee of Management must be kept in the custody of the Secretary and must be open for inspection, free of charge, by any member of the Foundation at any reasonable hour.

107. A member of the Foundation may obtain a copy of any part of the Register of Members of the Committee of Management on payment of a fee of \$0.20 for each page copied.

# Management of Funds

## Funds

108. The funds of the Foundation are to be derived from annual subscriptions of members, donations and legacies, income from investments and, subject to any resolution passed by the Foundation in General Meeting, such other sources as the Committee of Management determines.
109. All income, including any subscription fees, income from investments and any other moneys forming part of the general revenue of the Foundation, must be deposited as soon as practicable and without deduction to the credit of a general revenue account with the Foundation's bankers, and shall be used in pursuance of the objects of the Foundation in such a manner as the Committee of Management shall from time to time determine.
110. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments drawn under the order of the Foundation shall be signed by the Treasurer and any other member of the Committee of Management or employee of the Foundation, being members or employees authorised in writing to do so by the Committee of Management.

## Nursing Research Foundation Gift Fund

111. All pecuniary donations, legacies and gifts received by the Foundation must be deposited as soon as practicable and without deduction to the credit of a separate research fund account (the Nursing Research Gift Fund) ("Gift Fund") with the Foundation's bankers, and shall be used exclusively for the purpose of supporting the objects of the Foundation specified in Rules 2 and 3.
112. The Foundation shall open a bank account for the Gift Fund where all monetary donations to the Gift Fund shall be deposited. The Gift Fund bank account shall be kept separate from other funds and bank accounts of the Foundation:
  - 112.1 Any donation (monetary or otherwise) made by members or the public to the Gift Fund and interest on donations, income derived from donated property and money received from the realisation of the sale of the donated property shall be deposited into the Gift Fund bank account
  - 112.2 Until required, the funds in the Gift Fund may be invested in accordance with Rule 4.5.
  - 112.3 A gift in a non-monetary form which the Committee of Management decides is not to be retained in that form shall be converted into money and paid into the Gift Fund prior to being distributed.
113. The Foundation shall not receive into the Gift Fund any other money or property, including corporate sponsorship money, other than donations (monetary or otherwise) under Rule 111.

114. The Gift Fund shall be administered by the Committee of Management and all property and income of the Gift Fund shall be applied solely toward the promotion of the objects of the Foundation set out in Rules 2 and 3.
115. The Foundation on behalf of the Gift Fund shall issue a receipt to the donor for all donations over \$2 made to the Gift Fund detailing the following:
  - 115.1 the date the donation was made;
  - 115.2 the name and ABN number of the Foundation
  - 115.3 the name of the Gift Fund;
  - 115.4 the name of the donor;
  - 115.5 the amount (or description) donated by the donor to the Gift Fund; and
  - 115.6 the fact that the receipt is for a gift.
116. No part of the income or property of the Gift Fund shall be applied for the benefit of or paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to any of the members or Committee of Management provided that the Gift Fund may remunerate in good faith from the Gift Fund, officers, employees and servants of the Foundation or other persons for services rendered to the Foundation in promotion of the objects of the Foundation.
117. The Foundation agrees to comply with any Rules that the Treasurer of the Commonwealth of Australia may make to ensure that gifts made to the Gift Fund are only used for the objects of the Foundation as specified in Rules 2 and 3.

## **Auditors**

118. There shall be one or more auditors of the Foundation who shall be appointed annually by the members at the Annual General Meeting of the Foundation.
119. At least once in every 12 months period the accounts of the Foundation shall be examined, and the correctness of the accounts ascertained, by the auditors of the Foundation.
120. At least 14 days before the Annual General Meeting of the Foundation in each year and at other such time as determined from time to time by the Committee of Management, the auditor shall audit and report on all books and accounts of the Foundation.
121. A copy of the most recent audit and report on all books and accounts of the Foundation shall be supplied to any member on request.

## Disputes and Mediation

122. The grievance procedure set out in Rules 123 to 131 apply to disputes under this Rule between:
  - 122.1 a Member and another Member;
  - 122.2 a Member and the Foundation; or
  - 122.3 if the Foundation provides services to non-Members, those non-Members who receive services from the Foundation and the Foundation.
123. 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 of the parties.
124. 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.
125. The Mediator must be:
  - 125.1 a person chosen by agreement between the parties; and
  - 125.2 in the absence of agreement:
    - 125.2.1. in the case of a dispute between a Member and another Member, a person appointed by the Committee of Management; and
    - 125.2.2. in the case of a dispute between a Member or relevant non-Member (as defined by Rule 122) and the Foundation, a person who is a Mediator appointed to, or employed with, a not for profit organisation.
126. A Member of the Foundation can be a Mediator except if that Member is a party to the dispute.
127. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
128. The Mediator, in conducting the mediation, must:
  - 128.1 give the parties to the mediation process every opportunity to be heard;
  - 128.2 allow due consideration by all parties of any written statements submitted by any parties; and
  - 128.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

129. The Mediator must not determine the dispute.
130. The mediation must be confidential and without prejudice.
131. 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 or otherwise at law.

## **Winding Up**

132. The Foundation may be wound up voluntarily or cancel its incorporation, whenever a Special Resolution of which at least twenty-one days' notice has been given to all Members has been duly passed at a general meeting of Members by Members entitled to vote requiring the Foundation to be so wound up or its incorporation cancelled.
133. In the event of the Foundation being wound up, cancellation of incorporation or if the endorsement of the Foundation as a deductible gift recipient is revoked (all a "winding up" for the purposes of this Rule 133) , any surplus assets that remain after the payment of the Foundation's liabilities must be distributed to one or more charities or organisations:
  - 133.1 with charitable purpose(s) similar to, or inclusive of, the purpose(s) of the Foundation; and
  - 133.2 which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Foundation; and
  - 133.3 to which income tax deductible gifts can be made; and
  - 133.4 which is:
    - 133.4.1. an incorporated association;
    - 133.4.2. a company limited by guarantee registered under the *Commonwealth Corporations Act 2001*; or
    - 133.4.3. an organisation that holds a current licence under the *Charitable Collections Act 1946*.

The decision as to which charities or institutions be given the surplus assets must be made by a Special Resolution at or before the time of winding up. If the members do not make this decision, the Foundation may apply to the Supreme Court to make this decision.

134. Within twenty-eight days of passing of a Special Resolution under Rule 133 the Foundation must notify:

134.1 the Commissioner of the Australian Charities and Not-for-profits Commission under the *Australian Charities and Not-for-profits Act 2012* (Cth); and

134.2 the Commissioner for Consumer Protection under the Act.

## **Rules of the Foundation**

135. The Foundation must give, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member, on the day that their membership commences.

136. The Foundation must, at the request of a Member give the Member a copy of the Foundations Rules or of any part of the Rules to which the request relates as in force at the time of the request.

## **Miscellaneous**

### **Common Seal**

137. The common seal of the Foundation must be kept in the custody of the Secretary.

138. The Common seal must not be affixed to any instrument except by the authority of the Committee of Management, and the affixing of the common seal must be attested by the signatures of two members of the Committee of Management.

### **Custody of Books**

139. Except as otherwise provided by these rules, the Secretary must keep in his or her custody, or under his or her control, all records, book and other documents relating to the Foundation.

### **Inspection of Books**

140. The records, books and other documents of the Foundation must be open to inspection, free of charge, by any member of the Foundation at any reasonable hour.

### **Alteration of Rules**

141. Subject to the Act, these rules may be repealed, amended or altered only by a special resolution of the members of the Foundation.

142. Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under Section 31 or Section 33. The required documents must be lodged within one month after the special resolution is passed.

## Definitions

Act	Means the <i>Association Incorporation Act 2015 (WA)</i>
Annual Subscription	Means the sum payable by members for membership of the Foundation to be determined by ordinary resolution of the members each year at the Annual General Meeting
Foundation	Means the Royal Perth Hospital Foundation for Nursing Research Incorporated
General Meeting	Means an Annual General Meeting or Special General Meeting of the Foundation
Register of Members	Means the register of members established under Rule 18
Hospital	Means: (a) the Royal Perth Hospital (b) the Bentley Hospital; and (c) any Hospital which becomes affiliated with the Royal Perth Hospital or the Bentley Hospital and which is resolved by the Committee of Management to be a 'Hospital' for the purpose of these rules
Financial Year	Means each consecutive 12 month period commencing on 1 July and expiring on 30 June in the following calendar year