

## Australian College of Mental Health Nurses

### BY-LAWS

The Australian College of Mental Health Nurses (ACMHN) is an incorporated association under the Associations Incorporation Act 1985 of South Australia. The ACMHN is legally bound by this Act.

The ACMHN is governed by its constitution, which is fundamentally a set of rules defining how the organisation is composed and, the principles that prescribe the nature, functions, and limits of the organisation. All members are bound by the ACMHN Constitution.

By-laws define how the rules of the constitution are executed. Further defining the operations of the organisation are policies and procedures.

#### Definition of By-Laws

Clause 22 of the Constitution defines how the By-laws are formulated and how they apply. Clause 22.1 *The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such By-laws as it thinks necessary or desirable for the proper advancement, management and administration of the College.*

#### Why is it important to have By-laws?

By-laws enable the governing body of the organisation, the Board of Directors (or committees or delegations established by the Board) to determine how the ACMHN will operate for its proper advancement, management and administration.

#### What do the By-laws cover?

- Communication processes
- Authority and accountability
- Branches and Special Interest Groups
- Committees
- Meetings
- Conflict of Interest
- ACMHN Programs
- Dissolution of Branches or Special Interest Groups

### **COUNCIL OF BRANCHES**

- The Council of Branches was established to provide a mechanism of communication and representation between the Branches and the Board as per Clause 4.9 of the ACMHN Constitution.
- The minutes of the Council of Branches meeting are placed on the College website in Members Updates. The minutes of the meeting are provided to the Board of Directors for their information.
- Members can through their Branch or SIG place items for discussion on the agenda. The respective representative will provide feedback to the member/s.
- The Board of Directors can also place items on the agenda for feedback to members or to seek member's opinions.

### **COMMUNICATION PROCESSES**

- As a membership organisation communication between the Board, Committees, Branches and Special Interest Groups and members is of vital importance.
- The ACMHN has a number of communication mechanisms: the newsletter, website, email and direct mail. The ACMHN has an increasing social media presence, through Facebook, twitter and LinkedIn.
- To enhance the communications and transparency between all aspects of the ACMHN, the following processes will apply.

#### **Communications processes for the Council of Branches, Branches, Special Interest Groups and Committees.**

- The Council of Branches fosters direct communication between Board, Branches and Special Interest Groups. The Council of Branches comprise the Chair or a representative of the Branches and Special Interest Groups.
- Ratified minutes of meetings of Committees, Branches and Special Interest Groups will be forwarded to the CEO for information, flagging any points of concern or question. The CEO will respond to any issues in a timely fashion.
- Issues or questions that have been raised will be forwarded with the CEO response to the Board of Directors and the Council of Branches
- Minutes of all Committees of the Board: (Credentialing, Accreditation and Finance and Audit) are included as standing agenda items for the Board of Directors.

- Minutes of the Board meeting are available to the Chair of the Council of Branches as a Board Director. The Chair of the Council of Branches will provide an overview of the items discussed at the Board meeting to the Council of Branches.
- An overview of the Council of Branches meetings will be posted on the ACMHN website.
- Issues or decisions of the Board that impact or may impact on the Council of Branches, Branches, Special Interest Groups and Committees will be communicated to the Chairs or representatives by the CEO or the President.
- The Council of Branches, Branches, and Special Interest Groups are encouraged to raise issues through the Council of Branches meeting to ensure a proper record of the issues and decisions made.

#### **Individual members**

- The CEO provides a monthly CEO update to members via email. The intention of this update is to inform members of the work of the ACMHN. This update also encourages member communication directly to the CEO.
- The CEO and President email addresses are available on the ACMHN website to enable direct member communication.
- Members can contact the CEO or President and request that items be placed on the Board agenda for discussion.
- Following the Annual General Meeting a member's forum is held. The members' forum provides another opportunity for members to raise issues for discussion. The members' forum is chaired by the CEO with the President in attendance.

### **BRANCHES AND SPECIAL INTEREST GROUPS**

#### **Nominated Representative**

- Each Branch or Special Interest Group will nominate from within its membership a nominated representative.
- The nominated representative will be a member of the Council of Branches.
- The nominated representative may be a Chairperson, coordinator or key contact of a Branch or Special Interest Group.

## **AUTHORITY & ACCOUNTABILITY**

- The following rules provide the governance structure for Branches and Special Interest Groups (collectively referred to as a 'group') of the ACMHN in accordance with its Constitution.
- The ACMHN Board, pursuant to Clauses 6.2 and 6.3 of the ACMHN Constitution, approves the Branches and Special Interest Groups respectively and authorises them to act in accordance with these rules.
- The establishment of a Branch or Special Interest Group is required to be endorsed by the Board after an identified need has been established. This process is coordinated through the CEO.
- Branches and Special Interest Groups operate in accordance with Clauses 6.2.2; 6.2.3; 6.2.4; 6.2.5; and 6.2.6. of the ACMHN Constitution.
- Branches and Special Interest Groups make decisions relating to the affairs of their group. However, decisions shall be subject to the ACMHN Board in matters affecting more than one group or the interests of the ACMHN as a whole including overall strategic direction and policy of the ACMHN.
- Branches and Special Interest Groups are accountable to the ACMHN Board through their respective Chairs or nominated person via the Council of Branches.
- The ACMHN Board delegates responsibility for financial matters for Branches and Special Interest Groups to the CEO. Business operations and day to day management and administration are undertaken by the Chair of the respective group in accordance with the financial rules of the ACMHN.

## **THE DUTIES OF THE CHAIRPERSON, NOMINATED, OR KEY CONTACT**

- The Chairperson, nominated or key contact are able to oversee the group and ensure it carries out its role effectively and efficiently.
- Chair committee meetings/teleconferences.
- Ensure members have the information they need to carry out their roles effectively.
- Report to the Board of Directors (via the Council of Branches), matters raised by the group which the group believe should be brought to the Boards attention or require Board intervention.
- Ensure the group complies with the financial rules of the ACMHN.
- Ensure the finances of the group are managed in accordance with the allocated budget and approved program of activities.

- In the case of a voting deadlock, the Chairperson, nominated or Key Contact shall have a second or casting vote.

*Allocated duties to be carried out by the Group:*

- Coordinate communication to the membership through the Communications and Publications Officer.
- Ensure meeting agendas are prepared and distributed.
- Ensure meeting minutes are taken.

## COMMITTEES

- Committees are established under Clause 4.7 of the Constitution.
- Sub Committees of the Board are Chaired by a Board Director (Credentialing, Finance and Audit, Accreditation Committees)
- All committees function under a Terms of Reference that have been endorsed by the Board of Directors.

## MEETINGS

- Meeting structure, time and dates will be determined by the group.
- Standard meeting procedures are to be followed such as adequate notice, the development of an agenda and minutes.
- Participants are to ensure a fair and equitable process which allows for polite, open and frank discussion allowing opportunity for all to contribute.

*Annual General Meeting*

- The Incorporations ACT /Constitution require the ACMHN to hold an Annual General Meeting (AGM). The purpose of the AGM is:
  - To inform members about how the ACMHN has managed its affairs in the preceding 12 months, through reports from the President, CEO and the Chair of the Finance and Audit Committee.
  - To debate motions on the agenda and vote on major decisions such as changes to the Constitution and the setting of members fees.
  - To induct new Board Members.
  - To present the audited accounts to members.
  - To appoint Auditors.

- The Member's Forum was established to provide an opportunity for members to raise issues directly with the President and CEO. The purpose of the Member's Forum is:
  - For members to have a collective forum to raise issues of importance to the ACMHN and the professional of mental health nursing.
  - Items discussed at the Members Forum will be reported back to members and where required any subsequent action on behalf of the CEO or the Board.

#### **CONFLICT OF INTEREST**

- Any member of the group must declare their conflict at the start of any discussion. If it is deemed the member needs to leave the room, the time of departure and return is to be recorded in the minutes.

#### **ACMHN PROGRAMS**

- The ACMHN has the power to develop by-laws associated with programs of work or activity of the ACMHN. The Credential for Practice Program (CPP) is an initiative of the ACMHN. The CPP is a by-law of the ACMHN and as such the Board has the authority to amend the CPP as it deems necessary.

#### **DISSOLUTION OF BRANCH OR SPECIAL INTEREST GROUP**

- Written notice of the intention to dissolve a group such as a Branch or SIG should be brought to the attention of the CEO as soon as possible.
- An email is to be sent to all members of the group notifying them of the intention to dissolve the group. Action to dissolve the group shall be by a meeting of the members with a two third majority vote of those in attendance.
- The Board of Directors may dissolve the group for failure to comply with the College constitution and or rules.
- The Board of Directors may also dissolve a group through lack of activity or membership interest.

#### REVIEW PROCESS

- These By-laws will be reviewed every three years.

Date endorsed:



Wendy Cross  
College President

Date for Review: October 2017