



**Constitution
of the
British Anaesthetic & Recovery Nurses Association**

April 2007

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1. Name

The name of the Association shall be the 'British Anaesthetic & Recovery Nurses Association' (BARNA, within this document)

2. Definitions

These rules unless the contrary intention appears:-

"AGM" means an Annual General Meeting of members of the Association.

"Meeting" means a general meeting of members of the Association convened in accordance with these rules.

"Member" means a member of the Association.

"Regulations" means the Associations Regulations

"Special Resolution" means a resolution under rule 29.1.

3. Mission statement

BARNA exists to promote excellent quality care for the patient undergoing and recovering from anaesthesia in any setting. Through its commitments to standards, education and research BARNA supports the individual professional development of all the members and works towards the national recognition of anaesthetic and recovery nursing as a specialist area of practice.

4. Powers

The Association shall have the powers conferred by Section 26 of the Constitution and those of a natural person save and except such modifications and exclusions as are specified in these rules.

5. Goals

5.5. The Association shall be an advocate for appropriate standards of care and education in peri-anaesthetic care of adults and paediatric patients.

5.6. The Association shall promote communication between and fellowship of members of the Society.

5.7. The Association shall promote the interests of practitioners who care for patients in the peri-anaesthetic environment.

5.8. The Association shall maintain links with National Nursing, Practitioner and Medical Associations, Colleges and Societies.

5.9. The Association shall foster liaison with similar organisations in other parts of the world.

6. Membership

6.1. Membership shall be of three types;

6.1.1. **Ordinary Members:** Registered Nurses who have an interest in the management of patient during the peri-anaesthesia period or have made a significant contribution to peri-anaesthetic care.

6.1.2. **Associate Members:** Practitioners (Medical or AHP) in the management of patient during the peri-anaesthesia period or have made a significant contribution to peri-anaesthetic care. who are not entitled to be full members and shall not be eligible to vote.

6.1.3. **Honorary Members:** Individuals who have made an extraordinary contribution to peri-anaesthesia nursing shall be given life membership.

6.2. Subscriptions

To be agreed at AGM and constitution ratification

7. Resignation & Cessation

7.1 A member may resign from membership of the Association by giving written notice of the same to the secretary or executive member of the Association

7.2 Any member so resigning shall be liable for any outstanding subscriptions or other money owed which shall be recovered as a debt due to the Association

7.3 Cessation of Membership A person ceases to be a member of the Association;

7.3.1 The annual subscription or any other money owed by the member is three months overdue; and

7.3.2 A letter has been sent to the member stating:-

7.3.2.1 That the subscription or other amount is overdue; and

7.3.2.2 That membership will be cancelled if the money due is not paid within one month of the date of the letter; and

7.3.3 the amount stated in the letter has not been paid at the end of that time

8. Expulsion

8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

8.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Executive Committee at which the matter will be determined.

8.3 The determination of the Executive Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule 8.4 cease to be a member 14 days after the Executive Committee has communicated its determination to him.

8.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary, Treasurer or Public Officer of the Society within 14 days after the determination of the Executive Committee has been communicated to the member.

8.5 In the event of an appeal under sub-rule 8.4 the appellant's membership of the Association shall not be terminated unless the determination of the Executive Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Executive Committee is upheld.

9. Executive Committee

9.1 The Executive Committee shall consist of eight members elected by ballot at the AGM.

9.2 Nominations for election to the Executive Committee shall be by written proposal and seconded by two Ordinary Members and shall be received by the Secretary at least two (2) weeks before the date of the AGM.

9.3 The Executive Committee shall elect annually at its first meeting following the AGM from amongst its members a President, Secretary and Treasurer. The term of office of the President shall not exceed four years (two terms).

9.4 Appointments to the Executive Committee shall be for a period of three years but Executive Committee members may be eligible for reappointment so as to serve a total period in office of no longer than nine consecutive years.

9.5 The Executive Committee shall have the power to co-opt up to two others. Co-opted members of the Executive Committee shall be non-voting members and serve for six months before a review of their contribution to the Executive Committee and may not serve in this capacity for more than three years.

9.6 The Executive Committee shall meet at least once a year. A quorum must include the President and Chair, who shall chair the meeting and have an additional casting vote.

9.7 A copy of the Constitution shall be available for perusal at every AGM of the Society and at all Executive Committee meetings.

9.8 The management of the affairs, funds and property of the Association shall , subject to any direction from the Association, be vested in the Executive Committee.

9.9 No business shall be transacted at any meeting of the Executive Committee unless a quorum of its members are present personally or by proxy at the commencement of such meeting.

9.10 The Executive Committee may fill casual vacancies within itself.

6.3. The responsibilities of the committee

The general policy of the committee shall be to serve the objective and the members of the BARNA. Accordingly, the officers shall perform the duties ascribed to them by the full membership.

Subject to the limitation hereinafter mentioned, the Committee shall in addition have power to do the following:-

a) co-opt such additional members as it requires to maintain adequate expertise in appropriate fields of interest to the BARNA.

b) to appoint such sub-committees as it may from time to time decide and will determine the powers and terms of reference of such sub-committees.

c) to appoint and dismiss paid employees.

All such actions of the committee must be available for the scrutiny and approval of the full membership at the next meeting of the BARNA. Approval will be determined by a simple majority vote.

6.4. Sub committee

There shall be Finance, Commercial planning (Inc Conference & study days), Publication , Research & Audit, Education and sub-committees. Members of these committees will be co-opted from the membership of the Association, but will have to include at least one member of the main Committee. The maximum term for each members shall be 6 years. Members of each sub-committee shall elect their own chairman.

The subcommittees shall provide reports for review of activity at each AGM, and following Executive committee meetings as summary.

10. AGM

10.1 The AGM of the Association shall be held no later than in the month of November each year at a time and a place to be nominated by the Executive Committee to transact the following business:

10.1.1 to receive and, if approved, to adopt the annual report and audited balance sheet and statement of accounts for the year ending on June 30 preceding;

10.1.2 to ratify the Budget for the coming financial year;

10.1.3 to consider and, if approved, make any alterations to this Constitution subject to 30 days prior notice;

10.1.4 to elect the Executive Committee representatives, the Auditor (if necessary) and such persons as it may be necessary to elect to any position;
10.1.5 to deal with any matters, that the Executive Committee desires to bring before the meeting;

10.1.6 to deal with any other business which the meeting is competent to transact or which the meeting decides to transact.

Following the election of the representatives for the Executive Committee these representatives are to meet immediately to elect the Office Bearers of the Association.

11. EGM

11.1 Extraordinary General Meetings of the Association may be called:

11.1.1 by and at the option of the Executive Committee;

11.1.2 by the President following a written request to him/her and signed by at least 25% of the Association members stating in writing the nature of the business to be transacted.

11.2 These meetings are to be held at a time and place to be determined by the President

12. Notices

12.1 At least forty two (42) days notice of the date, time and place of any AGM or Extraordinary General Meeting of the Association shall be given to all members of the Association.

12.2 A notice or other document may be sent by ordinary prepaid post or by fax or electronic mail, if the person or organisation to whom it is addressed has notified an address applicable to the system used.

12.3 A document sent by any system of delivery is taken to have been received:-

12.3.1 when the sender receives acknowledgement that the addressee has personally seen it; or

12.3.2 at the latest, on the tenth business day after the date of sending.

13. Quorum

13.1 At any AGM or Extraordinary General Meeting ("EGM") of the Association, ten (10%) percent of its financial members shall constitute a quorum.

13.2 At any meeting of the Executive Committee or a standing Committee a minimum of half of the members of the respective committee shall constitute a quorum, subject to rule 9.6.

13.3 Should a quorum not be present 30 minutes after the stated starting time for the AGM or EGM, such meeting shall be automatically adjourned to date, time and place to be determined by the Executive Committee.

14. Voting

14.1 Each financial Ordinary Member of the Association shall be entitled to one vote which shall be exercised personally or by proxy, including by email or post.

14.2 A financial Ordinary Member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his or her proxy and attend and vote in any meeting of the Association.

14.3 The Chairperson at any meeting of the Association or of the Executive Committee shall have a deliberative and a second or casting vote.

14.4 Any vote to be cast under these rules may also be cast by postal or email vote, provided that such postal or email vote is received by the Association not less than 72 business hours prior to the appointed time of the particular meeting.

14.5 Any vote cast under rule 14.4 shall only be validly cast if it is cast on a ballot form for the meeting obtained from or supplied by the Association for that purpose

15. Procedures

15.1 If within thirty minutes after the time appointed for the meeting a quorum of committee members is not present a meeting convened upon the requisition of members shall lapse.

15.2 In any other case a majority of the committee members present may adjourn the meeting from time to time without further notice.

15.3 A meeting of the Executive Committee may be held as a telephone or video conference.

16. Conduct

16.1 The Chairperson of any meeting may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place.

16.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless all members have received not less than 7 days notice of the proposed new business. The exception shall be business that involves a Special Resolution. At least forty two (42) days notice is required in the case of a Special Resolution.

16.3 When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

16.4 At any general meeting a resolution put to a vote shall be decided on a show of hand.

16.5 A declaration by the Chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16.6 If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy it shall be taken in such manner as the Chairperson directs.

16.7 The result of such poll shall be the resolution of the meeting except that in the case of a Special Resolution a majority of not less than two thirds of the members who vote personally, by proxy, email or post at the meeting is required.

17. Minutes

17.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Executive Committees shall be entered within one month after the relevant meeting in minute books kept for the purpose.

17.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

17.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that:

17.3.1 the meeting was convened and duly held;

17.3.2 all proceedings held at the meetings shall be deemed to have been duly held; and

17.3.3 all appointments made at a meeting shall be deemed to be valid.

18. Administration & Finance

18.1 Association Bank Account

An account shall be established in the name of "BARNA".

18.2 Cheque Signatories

There shall be three signatories to this account: the Chair, Treasurer, and one other signatory nominated by the Executive Committee. Cheques shall be payable with two signatories.

18.3 Expenditure

18.3.1 All expenditure shall only be for activities approved by the Executive Committee.

18.3.2 No funds shall be used for payment of travel or daily living allowances to members of the Society in undertaking duties of the Association except in extraordinary circumstances approved by the Executive Committee.

18.4 Deposit

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks trust companies or other depositories as the Executive Committee may select

18.5 Annual Membership Fees

Annual membership fees shall be determined at each AGM and shall be payable by all except Honorary Members. Such fees shall be made payable to "BARNA" in GBP and become payable by the first day of January each year.

19. Financial Year

The Association financial year shall be from 1st April to March 31st.

20. Auditor

20.1 At each AGM of the Association, the members present shall if required so to under the Act, elect an Auditor who shall be a member of the Institute of Chartered Accountants.

20.2 The Auditor shall as soon as practicable, after the end of each financial year of the Society and also whenever requested by the Chairperson, audit the accounts of the Association and shall report thereon to the Association.

21. Books

21.1 The Association shall keep correct and complete books and records and shall keep at the office of the Association a record giving the names and addresses of the members entitled to vote.

21.2 All books and records of the Association may be inspected by any member of his/her agent or attorney for any proper purpose at any reasonable time.

21.3 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

22. Contracts

22.1 The Executive Committee may authorise any officer or officer's agent or agents of the Association in addition to the officers so authorised by these rules to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

22.2 Such authority may be general or confined to specific instances.

23. Funds

23.1 The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association as set forth in these rules.

23.2 No portion of the same shall be paid or transferred directly or indirectly by way of dividend bonus or by any other way of profit or pecuniary gain to members of the Association.

24. Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or costs charges and expenses of the winding up of the Association is limited to the amount if any unpaid by the member in respect of membership of the Association as required by rule 7.

25. Rules

The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions of these rules.

26. By-Laws

26.1 The Executive Committee shall have the power to make such by-laws as may from time to time be found necessary provided that they shall not be inconsistent with this Constitution and shall have power to amend the by-laws from time to time.

26.2 By-laws promulgated by the Executive Committee shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.

26.3 The Secretary shall send a copy of the By-laws and any amendments of the same to each member of the Association to his/her or its last known postal address within twenty one (21) days after the By-laws and any amendments of the same are promulgated by the Executive Committee.

27. Alteration of Constitutions

27.5. No alterations, addition to or deletions from this Constitution shall be made except by a resolution passed at an AGM or Extraordinary General Meeting of the Association by two thirds

(2/3rds) majority of those members voting either personally or by proxy, post or email.

27.6. Notice in writing of such proposed alterations, addition or deletion must be received by the Secretary at least sixty (60) days before the date of the AGM or Extraordinary General Meeting. A proposal should be accompanied by a petition of support signed by not less than 10 full members

27.7. No alteration can be made to this Constitution which would be incompatible with the Mission Statement or which would prejudice the status of the BARNA as a potential charitable institution.

28. Dissolution

28.8. If the Committee decides by a simple majority that there are grounds for the dissolution of BARNA then it shall give notice that such a resolution is to be put before the full membership at an extraordinary general meeting, or at the next annual general meeting. If such a decision is then confirmed by a simple majority vote of full members, then all debts and liabilities will be settled at the earliest opportunity. Any residual assets shall be transferred to such charitable purposes of as like a nature as possible to the objectives of the BARNA as the full members may determine.

29. Application of Surplus Assets

29.9. If after the winding up or dissolution of the Association there remains surplus assets as defined by the Act such surplus assets shall be appropriated in accordance with this rule.

29.10. Any surplus assets shall not be paid to or distributed amongst members of the Association.

29.11. The same shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the Association.

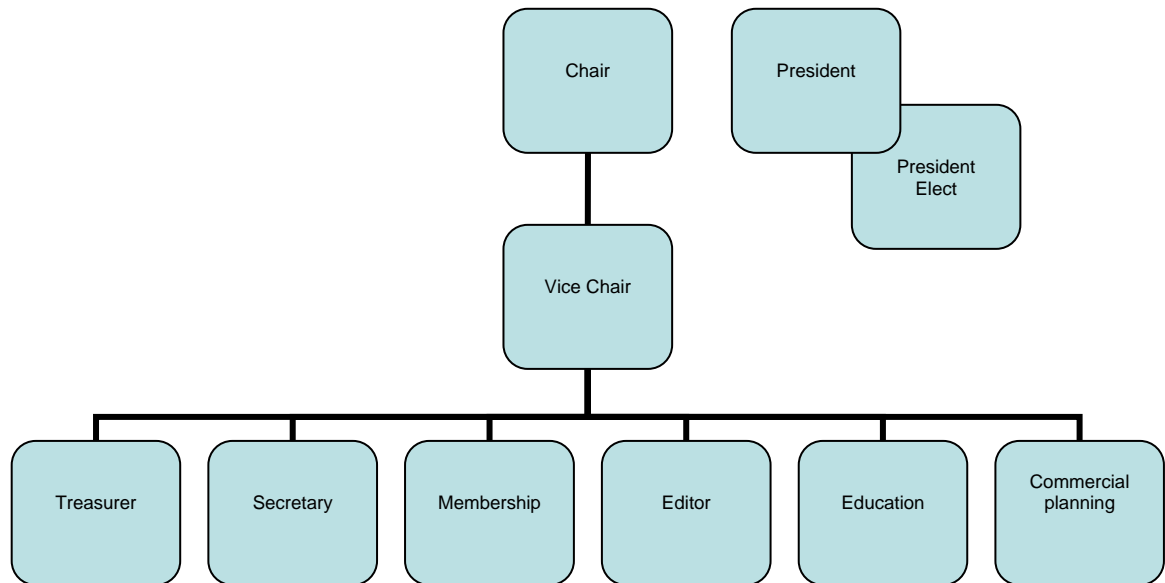
29.12. The rules of such institution(s) must prohibit the distribution of its or their income and property amongst its or their members to the extent at least as great as is imposed on the Association under or by virtue of these rules.

29.13. The Executive Committee (if any) or if there is then no Executive Committee the liquidator of the Society at or before the time of dissolution and in default of the same by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter shall determine the appropriate institution to so receive.

30. Laws of Other Jurisdictions

If the Association becomes registered in other countries, then to the extent of any inconsistency between these rules and the laws in those jurisdictions the latter shall prevail and these rules shall be construed accordingly.

31. BARNA Organisational structure



32. BARNA Sub-Committee Structure

