

# Constitution of the British Anaesthetic & Recovery Nurses Association

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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 with full voting rights

"Honorary Member" means a member nominated for life membership with no right to vote

"Associate Member" means a non-nurse health care practitioner with no right to vote

"Regulations" means the Associations Regulations

"Special Resolution" means a resolution under rule 29.1.

## 3. Rationale for Association

### 3.1 Our Vision

Excellence in care through education, audit and research

### 3.2 Our mission

**To support all professionals working in anaesthetic and recovery nursing to achieve excellent standards of care in patients undergoing anaesthesia in any setting.**

### 3.3. Our values

BARNA commits to:-

- Value everyone who contributes to our work
- Expect and encourage the highest possible standards
- Foster communication and collaboration among professional partners
- Raise awareness of the clinical speciality
- Maximise opportunities for professional development

### 3.4 How we make a difference

- Through our journal, conference, study days and educational projects we help our members develop their clinical knowledge and skills in anaesthetic and recovery nursing.
- We actively encourage members to become leaders in anaesthetic and recovery nursing care.
- We seek to set and audit standards of care in anaesthesia and post anaesthesia care.
- We promote clinical research in this speciality to bring about improvements in care.

- Along with other professional organisations we campaign to represent the interests of all patients undergoing anaesthesia and raise awareness of this speciality.
- We offer opportunities for communication in order to promote networking and fellowship between all members.
- We work to establish a global fellowship of anaesthetic and recovery practitioners through our association with:-
  - ASPAN [American Society of PeriAnesthesia Nurses]
  - IARNA [Irish Anaesthetic and Recovery Nurses Association]
  - IFNA [International Federation of Nurse Anaesthetists]
  - ICPAN [International Congress of Perianesthesia Nurses]

## 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. Membership

### 5.1 Membership shall be of three types;

**5.2 Ordinary Members:** Registered Nurses who have an interest in the management of patients undergoing anaesthesia or have made a significant contribution to anaesthetic and recovery care.

**5.3 Associate Members:** Practitioners (Medical or Allied Health Professionals) in the management of patients undergoing anaesthesia or have made a significant contribution to anaesthetic and recovery care who are not entitled to be full members and shall not be eligible to vote.

**5.4 Honorary Members:** Individuals who have made an extraordinary contribution to anaesthetic and recovery nursing and shall be given life membership. Nominations for honorary membership will be sent to the BARNA secretary. A maximum of two honorary memberships can be awarded per year. One from the membership nominations and one from the BARNA committee nominations.

### 5.5 Subscriptions

**5.5.1** To be reviewed annually and presented to the membership as part of the AGM.

**5.5.2** A portion of each membership will be paid to the International Federation of Nurse Anaesthetists (IFNA). BARNA is the British representative of the IFNA. Each BARNA member is automatically a member of the IFNA.

## **6. Resignation & Cessation**

**6.1** 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.

**6.2** 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.

**6.3** Cessation of Membership. A person ceases to be a member of the Association in the following circumstances;

**6.3.1** The annual subscription or any other money owed by the member is three months overdue and:

**6.3.2** A letter has been sent to the member stating that the subscription is overdue and that membership will be cancelled if the money due is not paid within one month of the date of the letter,

**6.3.3** The amount stated in the letter has not been paid at the end of that time.

## **7. Expulsion**

**7.1** 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.

**7.2** 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.

**7.3** The determination of the Executive Committee shall be communicated to the member, and in the event of an adverse determination the member ceases to be a member fourteen (14) days after the Executive Committee has communicated its determination to him.

**7.4** 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 fourteen (14) days after the determination of the Executive Committee has been communicated to the member.

**7.5** In the event of an appeal 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.

## **8. Executive Committee**

**8.1** The Executive Committee shall consist of nine voting member posts elected by ballot at the AGM.

**8.2** Nominations for election to the Executive Committee to named vacant positions 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.

**8.3** 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. The President's term of office is for 2 years per term for a maximum of 2 terms (4 years). In extraordinary circumstances these rules may be waived at the discretion of the Chairman and with full support from the Executive Committee.

**8.4** 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 one year before a review of their contribution to the Executive Committee and may not serve in this capacity for more than three years.

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

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

**8.7** 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.

**8.8** 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.

**8.9** The Executive Committee may fill casual vacancies within itself.

## **9 The Responsibilities of the Committee**

**9.1** 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.

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

**9.2.1** Co-opt such additional members as it requires to maintain adequate expertise in appropriate fields of interest to the BARNA.

**9.2.2** 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.

**9.2.3** To appoint and dismiss paid employees.

**9.3** 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.

## **10. Sub Committees**

**10.1** There shall be sub committees formed as per the BARNA Organisational structure to support key BARNA roles. See Appendix 1. 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 member shall be six (6) years. Members of each sub-committee shall be chaired by the Executive committee representative. For example Finance Sub-Committee will be chaired by the Treasurer.

**10.2** The sub committees shall provide reports for review of activity at each AGM, and Executive Committee meetings as summary.

## **11. Annual General Meeting [AGM]**

**11.1** 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:

**11.1.1** To receive and, if approved, to adopt the annual report and audited balance sheet and statement of accounts for the year ending on December 31st preceding;

**11.1.2** To ratify the Budget for the coming financial year;

**11.1.3** To consider and, if approved, make any alterations to this Constitution subject to 30 days prior notice; the revised constitution will be published on the BARNA website and members notified by email;

**11.1.4** To elect the Executive Committee representatives, the Auditor (if necessary) and such persons as it may be necessary to elect to any position;

**11.1.5** To deal with any matters, that the Executive Committee desires to bring before the meeting;

**11.1.6** To deal with any other business which the meeting is competent to transact or which the meeting decides to transact.

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

## **12. Extraordinary Meeting [EGM]**

**12.1** Extraordinary General Meetings of the Association may be called:

**12.1.1** by and at the option of the Executive Committee;

**12.1.2** by the Chair 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.

**12.2** These meetings are to be held at a time and place to be determined by the Chair

## **13. Notices**

**13.1** 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.

**13.2** 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.

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

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

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

## **14. Quorum**

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

**14.2** 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 8.5.

**14.3** Should a quorum not be present after one third of the allotted meeting time has passed from 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 and no business will be conducted.

## **15. Voting**

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



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

**15.3** An Honorable Member of the Association shall not be entitled to a vote

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

**15.5** 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 seventy two (72) business hours prior to the appointed time of the particular meeting.

**15.6** Any vote cast under rule 15.5 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

## **16. Procedures**

**16.1** If within one third of the allotted meeting time has lapsed after the time appointed for the meeting a quorum of committee members is not present a meeting convened upon the request of members shall lapse.

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

**16.3** A meeting of the Executive Committee may be held in person or as a telephone or video conference/Skype call.

## **17. Conduct**

**17.1** 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.

**17.2** 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 seven (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.

**17.3** 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.

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

**17.5** 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.

**17.6** 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.

**17.7** 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.

## **18. Minutes**

**18.1** 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.

**18.2** 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.

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

**18.3.1** The meeting was convened and duly held;

**18.3.2** All proceedings held at the meetings shall be deemed to have been duly held; and

**18.3.3** All appointments made at a meeting shall be deemed to be valid.

## **19. Administration & Finance**

**19.1** Association Bank Account - An account shall be established in the name of "BARNA".

**19.2** Cheque Signatories – All cheques will be signed by the Treasurer and validated by the Accountant at the end of year financial audit. At each committee meeting as part of the Finance Report the Treasurer will discuss all cheques that have been signed since the previous meeting.

**19.3** Expenditure

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

**19.3.2** No funds shall be used for payment of daily living allowances to members of the Society in undertaking duties of the Association except in extraordinary circumstances approved by the Executive Committee. See the Finance Policy for further information relating to expenses.

**19.4** 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.

**19.5** Annual Membership Fees - Annual membership fees shall be determined by the Executive Committee and presented to the membership 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 on the expiration of membership if they wish to retain the benefits of membership with BARNA.

## **20. Financial Year**

The Association financial year shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **21. Auditor**

**21.1** At each AGM of the Association, the members present shall if required, elect an Auditor who shall be a member of the Institute of Chartered Accountants.

**21.2** 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.

## **22. Books**

**22.1** 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.

**22.2** 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.

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

## **23. Contracts**

**23.1** 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.

**23.2** Such authority may be general or confined to specific instances.

## **24. Funds**

**24.1** 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.

**24.2** 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.

## **25. BARNA Constitution 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**

**27.1** 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.

**27.2** 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.

**27.3** 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. Alterations to the Constitution**

**28.1** 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 [2/3<sup>rd</sup>] majority of those members voting either personally or by proxy, post or email.

**28.2** 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 .

**28.4** 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**

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**

**30.1** If after the winding up or dissolution of the Association there remains surplus assets such surplus assets shall be appropriated in accordance with this rule.

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

**30.3** 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.

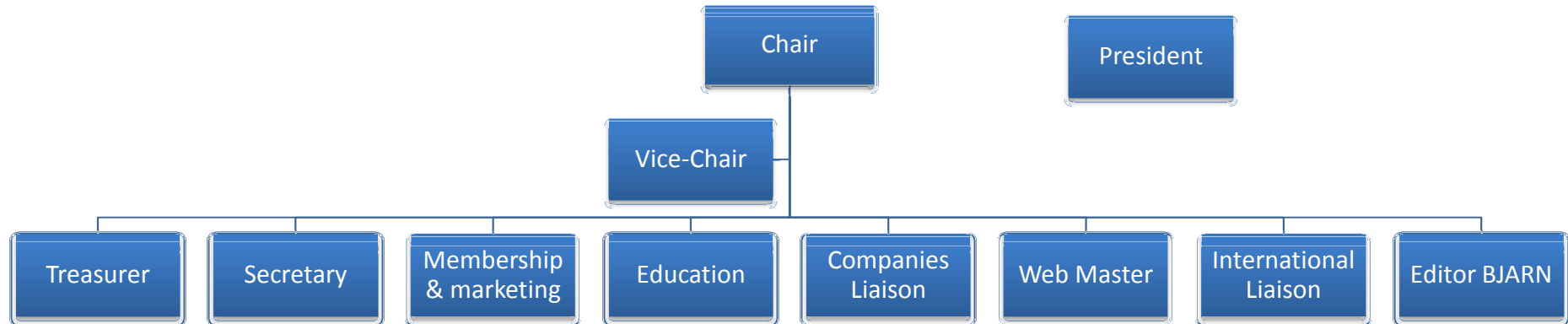
**30.4** The rules of such institution(s) must prohibit the distribution of its or their income and property amongst its or their members to the extent at least as great as is imposed on the Association under or by virtue of these rules.

**30.5** 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.

**Appendix 1 : BARNA Committee Structure**



### **Notes on Appendix 1 : Barna Committee Structure**

- Executive committee comprises of 9 officers with right to vote : Chair / Treasurer / Secretary / Membership and Marketing / Education / Companies Liaison / Web Master / International Liaison / Editor BJARN
- Vice-Chair is nominated from one of established Executive Board members – has right to vote as established board member. If Vice-Chair acts for Chair – then he or she has Chairman’s additional right to casting vote
- President has no right to vote : President not part of Executive Committee but invited to join at any meetings
- Secretary also acts as Companies Secretary with responsibility for completing Annual Return for Companies House
- Sub-Committees will be formed for Finance : Membership and Marketing : Education : Companies : Web and the Editorial Board
- Sub-Committees will be run by appropriate BARNA Executive Board member
- In addition two more non-voting officers can be elected to serve on the BARNA Executive Committee for one year after which their position will be considered. They may renew their service for a further two years.