



Maternal Child and Family
Health Nurses Australia

Discussion Paper:

Possible restructure of MCaFHNA from
a federation to a single entity body

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Please direct all enquiries and comments to Adrian Hart, Associations Forum

Email: adrian@associations.net.au Phone: 0419 709 473

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1 Introduction

1.1 Multiple associations for maternal child and family health nurses

The majority of nurses and educators working in the field of maternal, child and family health in Australia are represented professionally by a federal body, Maternal Child and Family Health Nurses Australia Inc (MCAFHNA), and various state or territory associations. The associations include:

- Child and Family Health Nurses Association (NSW) Inc
- Child and Family Nurses Association ACT Inc
- Community Health Nurses WA Inc
- Maternal & Child Health Nurses Victoria Inc*
- Queensland Child and Family Health Nurses Association Inc
- South Australian Child and Family Health Nurses Association Inc
- Tasmanian College of Child and Family Health Nurses Inc
- Victorian Association of Maternal and Child Health Nurses (a Special Interest Group of the Australian Nursing and Midwifery Federation Victoria Branch)

Broadly speaking, the members of MCAFHNA Inc are:

- state or territory organisations from NSW, Qld, SA, WA, Tas, ACT and Vic*
- two authorised annually-nominated representatives from the Victorian Association of Maternal and Child Health Nurses (Special Interest Group of the Australian Nursing and Midwifery Federation Victoria Branch).

* Maternal & Child Health Nurses Victoria Inc became a member of MCAFHNA Inc. as at May 2019.

This Discussion Paper supports the idea that there are too many associations in a small field and that the professional interests of nurses working in the field of maternal, child and family health would be better served by a unitary association.

1.2 Overview of the possible restructure

The MCAFHNA Inc committee has agreed to consider a restructure of MCAFHNA Inc from a federated association to a national, direct membership, single entity body. This Discussion Paper outlines the reasons for considering a restructure and the key considerations of a restructure.

Associations Forum, a consulting business specialising in providing advice to associations, has been engaged to assist with the possible restructure of MCAFHNA.

This Discussion Paper poses that there are advantages in changing the current structure. The potential advantages include:

- simplicity and clarity of membership and governance
- economies of scale and elimination of duplication
- highest common denominator of services for members
- unified brand for better advocacy, communications and promotion
- coordinated national strategies in areas such as planning and sponsorship
- strength of unified finances

To affect a restructure of MCAFHNA into a single-entity association, the current state and territory associations, excluding Victorian Association of Maternal and Child Health Nurses (a Special Interest Group of the Australian Nursing and Midwifery Federation Victoria Branch), would be wound up as legal entities and their funds transferred to a restructured association. Membership and activities would be through a restructured MCAFHNA.

If a restructure occurs, MCAFHNA Inc's registration would be transferred to MCAFHNA Ltd with individual nurses as members and with a Board of Directors.

This Discussion Paper notes that the Victorian Association of Maternal and Child Health Nurses (Special Interest Group of the Australian Nursing and Midwifery Federation Victoria Branch) would continue to operate as present.

1.3 From state and territory entities to state and territory committees

The Board of Directors of a restructured organisation would have ultimate authority over and responsibility for the organisation, with state and territory committees being given terms of reference and delegated authority. At present, state and territory association committees have responsibilities and authority for their own association and are not answerable to the MCAFHNA Inc Committee.

Under a restructured organisation, there would be an important but changed role for what are now state and territory association committees or councils which would be called state or territory committees but with a meaning for 'committee' more akin to being a sub-committee.

We note that while the language for the governing bodies may be committee or council, common language for a national governing body is Board and Board members are called Directors. This terminology may be used in this document.

1.4 Staffing and funding

It is envisaged that a restructure of MCAFHNA could result in the ability to recruit paid staff or contractors to deliver services to members across Australia. A number of administrative functions such as event registrations, member databases and accounting systems could be centralised and performed or overseen by paid staff.

The current MCAFHNA federation entities have accumulated equity during the years of operations due to the hard work done by many volunteers. These funds would be combined in the restructured entity with due acknowledgment to the source of these funds.

Thorough consultation should be conducted with each MCAFHNA entity and its members, with the view of developing a final proposal that can be put to the vote by the state and territory bodies regarding whether to go ahead with the proposed restructure.

1.5 Discussion Paper Phase then Technical Phase

This restructure project is being undertaken in two phases. Undertaking the project in two phases limits the costs if sufficient associations decide not to proceed at the conclusion of the Discussion Paper phase.

- This Discussion Paper phase explains a possible restructure and may lead to a sufficient commitment by the members associations to move towards a restructured single entity body.
- The second phase moves into more detailed issues and the drafting of a new constitution. Technical and detailed queries may be referred to the second phase once there is an agreed likelihood of proceeding and further documents are developed.

2 Issues when considering restructure

2.1 Advantages of single-entity organisations

Current discussions regarding forming a single-entity association are driven by the belief that a common mission of maternal child and family health nurses would be better advanced by having one entity operating across all states and territories rather than the current separate entities.

There may be only 1000 potential individual members in Australia, yet they are currently represented by at least 9 associations and thus 9 brands.

This Discussion Paper supports the idea that:

- If there was no association for maternal child and family health nurses, a national body would be formed rather than separate associations with separate brands
- The interests of maternal child and family health nurses are mostly the same, despite different postcodes
- It is more efficient and effective to operate one association rather than many associations
- Many services for maternal child and family health nurses can be developed centrally once and delivered in multiple locations
- A single entity also allows customised local services and advocacy when needed
- Volunteers would prefer to be involved in policy and service delivery than maintenance of unnecessary structures
- Individual maternal child and family health nurses would value having voting rights at the AGM of their national association

Advantages of single entity structures with direct membership by professionals include:

- One governing body with representatives from across Australia to make strategic decisions
- Membership of one body simplifies movement of members between states and territories
- State and territory committees remain to be a local voice
- Increased operational effectiveness through elimination of duplication and improved economies of scale
- Continued delivery of existing member services in the short term with improved services delivered in the medium term
- Improved member service to rural, regional and remote areas through centralised development and delivery of online services
- A stronger, unified, single voice before the public, media and federal government
- Ability to compare policy decisions across states and territories and seek consistency
- Consistent usage and protection of the brand
- Greater opportunities for regional public relations and media campaigns for improved awareness of members
- One strategic plan and budget allows streamlined management, authority and responsibility that are unlikely to involve advantaging any state or territory
- Sponsors would benefit from working with a single entity with a resultant growth in revenue
- Stronger financial viability with combined assets

2.2 Challenges of single-entity organisations

Matters seen positively by some members may be seen negatively by other members. Some perceived challenges of a single-entity organisation are:

- Authority and autonomy of the current associations councils or committees being replaced by a national Board of Directors

- Concern that a single-entity organisation would reduce contact with the needs of members
- Perception that current member services would not be funded
- Some committee members may not have as significant a role in a single-entity organisation
- Not all parts of the membership will agree with the Board's advocacy positions
- Local brands identity would be lost with MCAFHNA becoming the national brand.

Any concerns will be addressed in the consultation process.

It is acknowledged that some may prefer autonomy of local associations compared to a larger association and this position is respected and understood.

2.3 Associations that have restructured towards single entity

The following associations have undergone a restructure in recent years or are in the process of considering restructuring into a primarily single-entity organisation.

These not-for-profit membership associations are from a variety of fields and demonstrate that state and territory associations from many sectors have seen the structural, efficiency and service delivery advantages of restructuring towards a single entity.

- Australian Institute of Management
- Australian College of Midwives
- Australian Dental and Oral Health Therapist Association
- Australian Dental Prosthetists Association
- Australian Podiatry Association
- Boating Industry Associations of NSW and South Australia
- Chiropractors Association of Australia
- Dental Hygienists Association of Australia
- Dental Prosthetists Association of Australia
- Drycleaning Institute of Australia
- Fitness Australia
- Home Economics Institute of Australia
- Illuminating Engineering Society of Australia and New Zealand
- Leading Aged Services Australia
- MS NSW and MS Victoria
- Occupational Therapy Australia
- Pharmaceutical Society of Australia
- Real Estate Institute of Australia
- Reflexology Association of Australia
- SIDS and Kids Australia
- Strata Community Australia
- Swimming Pool and Spa Association of Australia
- Youth Hostels Australia
- YWCA

2.4 Current membership numbers from various entities

In the year 2017-2018, membership of MCAFHNA Inc state and territory associations was as follows:

	NSW	Vic	Qld	SA	WA	Tas	ACT
Full	235	477*	25	66	125*	20	46
Life							1
Student							2
Associate							
Honorary				2			
TOTAL	235	477	25	68	125	20	49

*Includes some associates

3 A restructured MCFHNA entity

3.1 Legal entity

The current MCFHNA Inc constitution is complicated, particularly regarding membership and voting rights.

The pathway to a legal structure for a restructured entity is to transfer MCFHNA Inc, an existing legal entity, to become a company limited by guarantee. The legal entity would be the same; it is the registration that is changed. Hence, assets and liabilities would remain in place.

3.2 Name of restructured entity

The proposed name of a restructured entity would be Maternal Child and Family Health Nurses Association Ltd (MCFHNA Ltd)

3.3 Changing from MCFHNA Inc to MCFHNA Ltd

The present federal entity, Maternal Child and Family Health Nurses Australia Inc, is registered under the Associations Incorporation Reform Act 2012 (Vic) number A0041394K registered 7 Aug 2001 and registered for GST 1 Jan 2004 GST 30 418 162 460. It is not registered with Australian Charities and Not-for-profits Commission (ACNC) as it not a registered charity.

The process would be:

- The administration process for this is under s110 of the Associations Incorporation Reform Act 2012 (Vic) and Part 5B.1 of the Corporations Act 2001 (Cth).
- The process requires MCFHNA Inc passing special resolutions* approving application to register as a company, to set the name of the company (changing 'Inc' to 'Ltd' or 'Limited') and approving a constitution for the company.
- Application is then made to ASIC on form 202 and in due course the company is registered.
- Once the company is operating, the Registrar under the Associations Incorporation Reform Act 2012 (Vic) must be informed.
- To be registered the company must have at least 1 member listed on the form 202. The member would be individuals.
- After registration, members would join in accordance with the constitution and s231 of the Corporations Act.

*To pass a special resolution the Associations Incorporation Reform Act 2012 (Vic) S64 requires at least 75% of the members voting at a duly called general meeting to vote in favour.

3.4 Current MCAFHNA committee members

- President - Louise Wightman (NSW)
- Vice-President - Vacant
- Treasurer – Creina Mitchell (Qld)
- Secretary - Ashlee Sherman (Tas)
- Ordinary members:
 - Alison Court (WA)
 - Anne Colahan (Vic)
 - Anne West (WA)
 - Genny Herbert (ACT)
 - Heather Ellis (Tas)
 - Janice Finlayson (Qld)
 - Julie Collier (NSW)
 - Mary Brunton (ACT)
 - Toni Ormston (Vic)
 - To be advised (SA)
 - To be advised (SA)

The MCAFHNA Inc committee currently manages the business of the Association (Part 5 of the MCAFHNA rules) and meets at least 4 times in each year (Division 4 of the MCAFHNA rules).

3.5 Current association members and their General Meeting voting rights

The MCAFHNA Inc constitution states three pathways to being a voting member (sections 8 & 13 of the MCAFHNA Inc Rules):

- a) the state/territory associations named in the constitution covering ACT, NSW, NT, Qld, SA, Tas and WA
- b) 2 authorised annually-nominated representatives from the Victorian Association of Maternal and Child Health Nurses (Special Interest Group of the Australian Nursing and Midwifery Federation Victoria Branch) (VAMCHN)
- c) other incorporated state/territory Groups (not a defined term) with membership covering nurses working in maternal child and family health and with policies not inconsistent with MCAFHNA's – they could come from any state/territory including Victoria.

This formula has resulted in the following MCAFHNA members at present:

- ACT: Child and Family Nurses Association ACT Inc (2 votes at a General Meeting)
- NSW: Child and Family Health Nurses Association NSW Inc (2 votes at a General Meeting)
- QLD: Queensland Child and Family Health Nurses Association Inc (2 votes at a General Meeting)
- SA: South Australian Child and Family Health Nurses Association Inc (2 votes at a General Meeting)
- TAS: Tasmanian College of Child and Family Health Nurses Inc (2 votes at a General Meeting)
- WA: Community Health Nurses WA Inc (2 votes at a General Meeting)
- VIC:
 - Anne Colahan (1 vote at a General Meeting)
 - Toni Ormston (1 vote at a General Meeting)

There is an allowance for an increase of one additional vote for each 100 associate members, to a maximum of seven votes per State/Territory group (Clause 38 of the MCAFHNA Inc Rules).

Association members have representatives to vote on behalf of their association at a General Meeting of members. These representatives may or may not be the committee members.

Associate members, who are individual nurses, do not have voting rights at General Meeting of MCFHNA Inc, however individual members would have voting rights in a restructured association.

3.6 Future membership of MCFHNA Ltd

In a single entity association, membership would be more straightforward.

- Maternal, child and family health nurses from across Australia would directly join a restructured entity
- Each individual member would have one vote at a General Meeting of members and be eligible to be on the Board of Directors

Individual members of a current state or territory association would need to join a restructured entity by paying their annual subscription to this entity. They would no longer join their state or territory association.

4 Key clauses for a new constitution

4.1 About constitutions

Constitutions are the mini-law of an association. If the restructure proposal continues to a further stage, a new constitution would be drafted that would be voted on by the MCFHNA voting members at a General Meeting.

The key clauses of a new constitution are described in the following section, as well as some general principles.

The draft clauses with more details would be included in a draft constitution if this restructure project continues to that phase.

4.2 Governance by the Board of Directors

Directors would make decisions based on the overall interests of a restructured entity and all of its members rather than any sectional or geographic interests.

Under the Corporations Act, Directors must act independently of any opinion or direction from their segment or geographical base. In other words, they would not be delegates of their state or territory.

4.3 Board of Directors

The restructured association would have 7 elected directors, elected by the membership, with 3 directors elected every odd year for a two-year term and 4 directors elected every even year for a two-year term. Directors would be able to seek re-election for a total of 5 two-year terms, hence a total of 10 years.

Although Directors would not represent their state or territory and would act in the interests of the association as a whole, the constitution would be drafted so that a candidate from the following regions, being:

- NSW
- ACT
- Victoria

- Tasmania
- Queensland/Northern Territory
- South Australia
- Western Australia

would take precedence over other candidates for election if there was no other Director from that region on the Board at the time.

The Board would have the power to appoint an extra Director, bringing the maximum number of Directors up to 8.

If a casual vacancy occurs, the Board may appoint a replacement Director for the remainder of that person's term.

4.4 Office Bearers

The restructured entity would have a President and Vice President elected by the Board for a one-year term at a time, with the President and Vice President being able to seek election for a total of four consecutive one-year terms.

The Company Secretary would be appointed by the Board and may be an employee.

A Finance and Audit committee Chair would replace the role of the Treasurer.

4.5 Board committees

The constitution would give the power to the Board to appoint committees for whatever term and with whatever members as the Board determines. The Board would establish the terms of reference and other matters relating to committees.

4.6 General Meetings

The constitution would contain common provisions relating to General Meetings. The principles would include:

- General Meetings require certain formalities and processes
- Annual General Meetings would be held within 5 months of the end of the financial year and the constitution would enable participation through the use of technology
- Voting members have the right to vote at General Meetings
- 21 days' notice of meeting is required before the General Meeting
- Constitutional change requires a special resolution, that is, a 75% or greater majority of the votes cast by members voting in person or by proxy.

In addition to the formal annual meetings, the incoming Board is encouraged to conduct an open forum of members at the time of any conference or major event. This will provide members the opportunity to meet with and ask questions of the Board.

4.7 Raising matters with the Board

Matters for discussion and decision by the Board can arise in a number of ways. Issues may be posed by the management team, state/territory committees, individual members or the directors themselves.

As in any association, the importance and priority of matters would be decided by the Board and senior members of staff. Decisions on matters raised would be relayed to the relevant people as soon as possible.

5 Operations of a restructured association

5.1 Introduction

A restructured association would be governed by a Board of Directors who would advance the objects and mission of the association by actions and activities across Australia.

The creation of a single entity would be done with the expectation that the board may establish regional committees based on states and territories or any combination thereof. A single entity also creates the opportunity to have special interest groups in maternal child and family health nursing.

5.2 Current Business Model and Operations

The current member associations operate a traditional association model for state or territory associations with a small number of members. Most members generate income from membership dues, event registration fees and sponsorship, with expenses including paying for recruiting and retaining members, running events, seeking sponsors, committee management, administration and financial management.

As the number of members of state and territory associations, the fees paid and event attendance are all low figures, most associations struggle to remain financially viable and this is particularly the case for small states and territories.

The possible restructured association would reduce the administrative and compliance burden on, and duplication of, state and territory entities. Volunteers across Australia would continue to assist in the development and delivery of services.

5.3 Mission and Pillars

A mission and pillars would need to be determined, along the lines of the following words:

“The mission of MCAFHNA is to be the voice of maternal child and family health nurses and to assist its members.

In order to achieve its Mission, MCAFHNA Ltd will:

1. Provide a forum for the members to promote a united voice for maternal child and family health nursing.
2. Act as a consultative body on matters relating to maternal child and family health nursing.
3. Promote the clinical specialty of maternal child and family health nursing based on a primary health care model.
4. Encourage and support nursing research in maternal child and family health.
5. Promote initiatives which have a national importance in maternal child and family health nursing.”

5.4 Role of state and territory committees

State and territory committees would be established under by-laws. The by-laws would cover composition, elections, chair, appointments and other matters. State/territory committees would be the local interface with members and be the leaders of maternal, child and family health in that state or territory and would be actively involved in giving suggestions on the plans and budgets for a restructured entity.

The role for a state or territory committee would include:

- Local voice - Because a restructured entity would have members from across all states and territories, it is important for local members to be able to relate to a group who they are more likely to know in person and who can represent the viewpoint of a geographical region.
- Conduct activities at a state or territory level
- Provide input to common CPD and deliver local CPD and events.
- Input to policy and regulatory issues
- Progression to the new Board: capable and committed volunteers on the state/territory committees may eventually move on to a restructured entity Board.
- Input to plans: the strategic plan for a restructured entity would look at what the association wishes to achieve, who would do what and when the activities would occur.
- Input to budget: In parallel, the budget for a restructured entity would include all items of income and expenditure for all activities across the organisation.

5.5 Member services

Various member services have been delivered by the state and territory associations as that has been their role. In a restructured association, member services would be developed and delivered by a restructured association.

Members in all states/territories may not have access to all services from the start of a restructured entity, however the current member service would be maintained wherever possible in each state and territory.

In due course, it is anticipated members would be able to access a range of online services regardless of location.

5.6 Relations with collegiate entities

If the restructure proceeds, MCAFHNA Ltd would be able to establish collegiate relationships with other entities and work with them on matters of common interest.

6 Financial considerations

6.1 Current combined financial situation

The following financial information has been collected from the various associations:

Entity	Equity 2017	Equity 2018	Income 2017	Income 2018	Operating Profit or Loss 2017	Operating Profit or Loss 2018
MCAFHNA	\$196,804		\$620,530		\$67,780	
NSW	\$57,549	\$56,495	\$27,242	\$21,658	\$7,649	(\$1,055)
QLD	TBA	TBA	TBA	TBA	TBA	TBA
SA	\$9,985	\$9,946	TBA	TBA	TBA	TBA
WA	\$21,901	\$17,801	\$8,093	\$8,360	(\$8,025)	(\$4,100)
Tas	\$4,328	\$4,428	\$770	\$1,875	\$4,328	\$100
ACT	\$10,607	\$9,3523	\$7,374	\$3,208	\$312	(\$1,255)
TOTAL						

No finances are noted for Victoria as no Victorian entity is part of MCFHNA and there is no suggestion of changes involving the Victorian union.

Money in state and territory association accounts would be transferred to a restructured entity, with due acknowledgement of the source of these funds.

6.2 Budgets

If this restructure project continues to a further phase, a budget would be developed for the first year of operations. The budget would consider membership numbers, staffing, ongoing costs, and transitional costs.

The budget would combine figures for the single entity operations and the individual state and territory operations, noting that the events program would be estimated as the events would not be confirmed at the time of the budget.

6.3 Financial allocations to the states and territories

The restructured entity would fund state and territory activities and unitary operations. The Board would approve funding in the interests of the association as a whole as state and territory committees do for their associations at present.

State or territory committees would propose a budget for local activities. In addition, state or territory committees may also submit proposals for new projects and activities once a financial year has started.

As finances and bookkeeping would be centralised, there would be no need for a state or territory treasurer. However, state or territory committees would be involved in approving invoices for payment.

7 Decisions by associations to join or not join

7.1 Communications and ongoing consultation re single-entity

Consultation regarding and communication of the concept and details of the project is vital as each state or territory association committee first needs to decide whether or not to put any proposal to a vote, regardless of the outcome of such a vote.

Should this restructure project go to the next phase, MCFHNA would need to develop a communications plan, including e.g. articles on the status and rationale behind the changes in printed publications, state and territory association websites and direct email.

Consultation with the membership would be required once the proposed new constitution is drafted, although at a MCFHNA Inc level, individual members do not vote.

7.2 Stage Two, including winding up state and territory associations

When the Stage One Discussion Paper process is complete, most state or territory associations would have decided whether to participate in Stage Two of the restructure.

In due course and pending agreement of the state and territory associations' committees and members, state and territory bodies may be wound up according to the requirements of the relevant legislation and the decision of the members in that state or territory in general meeting. This process needs to be done separately for each jurisdiction as arrangements would be different in each state or territory due to legislative variations.

The correct process for transfer of assets would be determined. State or territory associations would need to consider transfer of any trademarks, business names and domain names and transfer of contracts from current entities to the restructured entity.

7.3 Timeline

It is difficult to estimate an exact timeline however the following dates are noted:

- 1st May 2019 MCaFHNA Inc committee meeting
- 15th – 17th August committee meeting and annual general meeting

It is recommended the committee consider this discussion paper at its May meeting and resolve the way forward e.g. agree to the restructure and make recommendations to the relevant state incorporated entities. In consultation with the states it would be possible to determine a timeline.

Should there be positive support it is possible a special resolution could be put to the Annual General Meeting to adopt a new constitution and seek transfer of MCaFHNA registration to a company limited by guarantee. In any event, it would be desirable to brief conference attendees on the proposed restructure.

8 Closing comments

This Discussion Paper explores a number of issues regarding a restructure of maternal, child and family health nurses associations into one single entity.

This part of the nursing profession is small and the efforts to maintain and run separate legal entities is significant when compared to the effort to run only one association. This paper believes there would be economies of scale and reduction of duplication, and the efforts of volunteers and staff would be on advancing the interests of the profession and serving members more than maintaining separate entities.

The conclusion of this Discussion Paper is that Australia's maternal, child and family health nurses would be better served by a single-entity association.

The Discussion Paper recognises and respects the right of each state or territory association to transfer its operations and assets to a restructured entity or not to do so. It is the state or territory association committee's decision to put or not to put the issue to their members and for their members to ultimately vote on the issue.

Regardless of the outcome of any vote, this proposal seeks to present a way forward to decide the issue of a restructure.

Thank you for your interest in and feedback on this document.