

Document A

Constitutions Law

A company Limited by Guarantee CONSTITUTION

Of

**Australasian College of Cosmetic Surgery and Medicine Limited
A.C.N. 086 383 431**

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Articles:

“Affiliate Member” means a qualified medical practitioner who has chosen to be associated with the College and abide by its Constitution & By-Laws. Affiliate members are not required to undergo any training or examinations and are not accredited in any way by the College.

“Associate Member” means a general member who does not have the necessary qualifications for a Fellowship of the College but who is a medical practitioner in training for a Fellowship;

“By-Laws” means the by-laws of the College as approved by the Council from time to time.

“Business Day” means a day which is not a Saturday, Sunday or public holiday in the State of New South Wales.

“College” means the company named above whatever its name may be from time to time.

“Constitution” means this document or any subsequent document validly amended and substituted by the College by special resolution and lodged with the Australian Securities and Investments Commission.

“Corporations Law” means the Corporations Law or any other statutory modification, amendment or re-enactment thereof for the time being in force and applicable to the College and any reference to any provision thereof is to that provision so modified, amended or re-enacted.

“Corporation” means any body corporate, whether formed or incorporated within or outside the State of New South Wales.

“Council” means the Council of the College comprising the Council Members appointed under Article 14.

“Council Member” means a Council Member appointed under Article 14 for the time being of the College.

“Eligible Voter” means in relation to a meeting of the College (including a meeting of any class of members):

(a) a member or

(b) a proxy of a member.

“Executive” means the President, Vice President, Treasurer, Censor in Chief and Secretary of the College appointed under Article 15.

“Fellow” means a member who has been accredited as having the necessary additional qualifications for Surgical Fellowship of the College;

“Medical Fellow” means a member who has been accredited as having the necessary additional qualifications for Fellowship of the Faculty of Medicine of the College.

“Member” means a Fellow or a Medical Fellow of the College only. It excludes Associate Members and Affiliate Members.

“Office” means the registered office for the time being of the College.

“Register of Fellows” means the register of Members kept under the Corporations Law and where appropriate includes any branch register.

“Seal” means the common seal of the College.

“Secretary” means the company secretary for the time being of the College, and if there are joint secretaries, any one of such joint secretaries appointed in accordance with Article 20.

1.2 Interpretation

In these Articles:

- (a) headings are for convenience only and do not affect meaning; and unless the contrary intention appears:
- (b) words importing the singular number include the plural number and vice versa;
- (c) words importing the male gender include the female gender and vice versa;
- (d) a reference to a person includes a corporation, a partnership, a body corporate, an unincorporated association and statutory authority;
- (e) where any word or phrase is given a defined meaning any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning;
- (f) a reference to an Article or a Schedule is to an article or schedule of this Constitution;
- (g) any Schedule is part of these Articles; and
- (h) any power, right, discretion or authority conferred upon any person or groups of persons under these Articles may be exercised at any time and from time to

time.

2. APPLICATION OF CORPORATIONS LAW

2.1 Application of Corporations Law

Except so far as a contrary intention appears anywhere in the College's Constitution:

- (a) section 110B of the Corporations Law is to operate to apply provisions of the Corporations Law in the interpretation of these Articles so far as they can apply and with such changes as are necessary as if these Articles were an instrument made under the Corporations Law, but is not to so apply sections 105, 109D, 109X and 109Y;
- (b) an expression used in a particular Part or Division of the Corporations Law which is given a special meaning by any provision of that Part or Division for the purposes of that Part or Division (or any part thereof) has, in any of these Articles which deals with a matter dealt with by that Part or Division (or part thereof), the same meaning as in that Part or Division;
- (c) an expression which is given a general meaning by any provision of the Corporations Law has the same meaning in these Articles; and
- (d) section 110C of the Corporations Law (which deals amongst other things with severance of invalid provisions) applies in the interpretation and operation of these Articles as if they were an instrument made under the Corporations Law.

2.2 Replaceable rules

Each of the provisions of the sections or subsections of the Corporations Law which would, but for this Article 2.2 apply to the Company as a replaceable rule in accordance with section 135(1) of the Corporations Law, is displaced and does not apply to the company. Reference in this constitution to the Corporations Law will be construed as not including references to replaceable rules.

3. OBJECTS OF THE COLLEGE

The Objects for which the College is established are:

- (a) to enhance the knowledge of practitioners performing cosmetic and aesthetic surgery and medicine to allow accreditation and to recognise appropriate levels of expertise as either Fellows, Fellows of the Faculty of Medicine, Associate Members, or Affiliate Members of the College.
- (b) to accredit properly trained and experienced persons as Members of the College;
- (c) to develop and promote cosmetic or aesthetic surgery and medicine as a separate specialty within the field of medicine;

- (d) to establish high standards of skill and practice in the field of cosmetic or aesthetic surgery and medicine;
- (e) to provide advice and information to consumers and to those practising in the field of cosmetic or aesthetic surgery and medicine;
- (f) to promote, and seek representation for, the field of cosmetic or aesthetic surgery and medicine in the appropriate academic, political and other forums;
- (g) to act as, and to promote itself as, an authoritative body in the field of cosmetic and aesthetic surgery and medicine, and as a supporting body for the medical profession in general in relation to the field of cosmetic or aesthetic surgery and medicine;
- (h) to act as an adviser and information resource to government and others in matters concerning cosmetic or aesthetic surgery and medicine;
- (i) to promote relations between persons engaged in training or practice in the field of cosmetic or aesthetic surgery and medicine;
- (j) to recognise publicly outstanding achievements by persons in the field of cosmetic or aesthetic surgery and medicine;
- (k) to provide opportunities and facilities for research, the reading of papers, delivery of lectures and the collection and dissemination of useful information to Members and those involved in the practice of cosmetic or aesthetic surgery and medicine;
- (l) to employ and remunerate out of the funds of the College such officials, employees, servants and agents including suitable teaching staff as may be thought expedient or proper for carrying into effect the objects of the College;
- (m) in furtherance of the objects of the College, to receive gifts or legacies and to make gifts;
- (n) to establish, at the Council's discretion, a body to conduct research or other charitable purpose related to the field of cosmetic or aesthetic surgery and medicine.
- (o) The College shall have a code of Conduct which will be binding on all members, The Code can be amended by Council, from time to time, as required. Details of the Code shall be found as an annex to the By-Laws.

4. NO DISTRIBUTION TO MEMBERS

The income and property of the College will only be applied in promoting the objects of the College as set forth in this Constitution and no portion will be paid or transferred directly or indirectly by way of dividends, bonus or otherwise to any Member of the College.

5. CERTAIN PAYMENTS TO MEMBERS PERMITTED

Article 4 does not prevent the payment, in good faith, of:

- (a) reasonable remuneration to any Member of the College in return for services rendered of or goods supplied to the College in the usual way of business; or
- (b) reasonable expenses approved by the College and incurred by the Member;
- (c) interest on money borrowed by the College from any Member of the College at a rate not exceeding:
 - (i) the Bank 180 day bank bill rate for bills having a face value of \$500,000- at the time the money is borrowed; or
 - (ii) if that rate is not available, a sample rate that the Council determines is reasonably comparable to that rate;
- (d) reasonable rent for premises let to the College by any Member of the College; or
- (e) any other reasonable amount of a similar character to those described in paragraph (a), (b), (c) and (d) above.

6. FELLOWSHIP AND FELLOWSHIP OF THE FACULTY OF MEDICINE

6.1 Number of Members

The number of Members with which the College proposes to be registered is unlimited.

6.2 Persons who are Members

The Members of the College are:

- (a) the persons specified in the application for the College's registration as a company limited by guarantee are those consenting to be a Members of the College, and
- (b) such other persons the Council admits to Fellowships in accordance with the Constitution.

6.3 Register of Members

- (a) A register of Members of the College must be kept in accordance with the Corporations Law.
- (b) The following must be entered in the register in respect to each Fellow:
 - (i) the full name of the Member;
 - (ii) the address, telephone number and facsimile number, if any, of the Member;
 - (iii) the category, and faculty if any, of Fellowship;
 - (iv) the date of admission and cessation of the Fellowship;

- (v) the date of last payment of the Member's annual subscription;
 - (vi) qualification
 - (vii) such other information as the Council requires.
- (c) Each Member must notify the secretary in writing of any change in that person's name, address, telephone number or facsimile number within one month from the change.
- (d) All notices given in accordance with Article 6.3(c) to the address last notified shall be deemed to have been received by addressee.

6.4 Categories of Fellowship, Association and Affiliation

- (a) The College will establish categories of Fellowship to include Fellows and Fellows of the Faculty of Medicine and such other categories as the College in general meeting approves from time to time and agrees to publish in the By Laws of the College.
- (b) The College will establish other categories of Membership to include Associate Members and Affiliate Members and such other categories as the Council approves from time to time and agrees to publish in the By Laws of the College.

6.5 Post Nominals

- (a) Members of the College may use the abbreviations FACCSM (Surg) (if a Surgical Fellow) or FACCS M (Med) (if a Fellow of the Faculty of Medicine) respectively after their name.
- (b) Associate Members and Affiliate Members are not entitled to the use of College post nominals.

6.6 Eligibility for Fellowship as Foundation Fellow

- (a) If, in the opinion of the Board of Censors of the College, a person:
- (i) has sufficient training, experience, and has achieved the levels of expertise required; or
 - (ii) who has made sufficient contribution to the field of cosmetic or aesthetic surgery and medicine,
and
 - (iii) that person has been approved by Council;

the Council may, at its sole discretion, admit that person to one of the categories of Fellowship without any additional requirement of examination or additional training.

- (b) The discretion to award Foundation Fellowships may be exercised by the Council only during the twelve months following the adoption of this Constitution.

6.7 Procedure-Specific Registers of the College

In recognition of the different skill bases and experience of Members trained and accredited by the College in one or more of the disciplines and modalities used in cosmetic or aesthetic surgery and medicine, the College will establish procedure specific registers. The Council will establish these registers and may change them from time to time. Changes will be specified in the by laws of the College.

6.8 List of Procedure-Specific Registers

- (a) The College will maintain a list on its website of the procedure specific registers and the names of the Members who have been admitted to the various registers.
- (b) Members who seek admission to the various Registers of the College must fulfil the requirements as laid down by the By-Laws of the College from time to time.
- (c) The Council, upon the advice of the Board of Censors, may, at its absolute discretion, remove or suspend a Member from one or more registers provided:
 - (i) The Council believes to not remove or suspend that Member's name from the register or registers would be likely to damage the College's reputation and/or might pose a risk to patients.
 - (ii) At least a two thirds majority of the total members of the Council agree.

6.9 Eligibility for Fellowship as Honorary Fellow

- (a) If, in the opinion of the Council, a person, whether a Fellow of the College or otherwise, has made a significant contribution over a period of years to the field of cosmetic medicine and/or cosmetic surgery, the Council may nominate that person as an Honorary Fellow of the College. The nomination may be made at any time after the first twelve months of the adoption of this Constitution.
- (b) A person nominated under Article 6.9(a) becomes an Honorary Fellow of the College if:
 - (i) the person nominated consents in writing to be an Honorary Fellow.
 - (ii) the nomination is approved by a Council Meeting.
- (c) An Honorary Fellow has no rights and privileges of Fellowship, other than the right to receive notices of and attend, but not vote at, any general meeting, and is otherwise subject to this Constitution.

6.10 Eligibility for Life Fellowship

- (a) If, in the opinion of Council, a person being a Member of the College for no less than five years, has made a significant contribution over a period of years to the College, &/or the field of cosmetic or aesthetic surgery and medicine, the Council may nominate that person for a relevant Life Fellowship of the College as appropriate.
- (b) A person nominated as a Life Fellow under Article 6.10(a) will have all the rights and privileges of the relevant Fellowship but without the obligation to pay annual fees to the College.

6.11 Notification by Members

Each Member must promptly notify the Secretary in writing of any changes in the address or qualifications of that Member.

6.12 Retirement from active clinical practice

- (a) Fellows and Fellows of the faculty of Medicine may retire from active practice due to illness, age or change in professional activity.
- (b) Such Fellows and Fellows of the faculty of medicine may retain the use of their College post-Nominals but without fulfilling the College CME requirements so long as they pay their annual College Dues and so long as they do not practice Cosmetic or Aesthetic surgery or medicine. If they resume active Cosmetic Surgery/Medicine then they must pay the Annual Dues & comply with the College CME requirements for the year that they resume practice and annually there after.

7. CERTIFICATE OF PROFESSIONAL STANDARDS

- 7.1** No person is entitled to hold themselves out as a current Member of the College unless they are in possession of a current Certificate of Professional Standards issued by the Council in accordance with the By- Laws governing the Re-Certification Program.
- 7.2** The College requires every Member to submit to recertification on an annual basis or at intervals to be decided by the Council from time to time provided the interval for recertification shall never exceed three years. The provisions governing the process for recertification are to be found in the By-Laws.
- 7.3** The Council may, in its absolute discretion, on application by a Member, issue to a fellow a Certificate of Professional Standards if, in the Council's opinion, the fellow has met the criteria set forth in the By-Laws relating to the Re-Certification Program as determined from time to time by the Council on the recommendation of the Board of Censors.

8. CESSATION OF A FELLOWSHIP

8.1 Non-payment of annual fees

If any of the annual fees payable by Members shall remain unpaid and notice of default has been given to the Member pursuant to Article 9.3 by the College, that Member may be de-barred by resolution of the Council from all privileges of Fellowship and Membership (including the right to vote), provided that the Council may reinstate the Member on payment of all arrears if the Council think fit to do so.

8.2 Cessation of a Fellowship

A person's Fellowship of the College shall cease:

- (a) if the Member resigns by giving notice in writing addressed to the Secretary of

the College and such resignation shall be effective from the date of receipt of the notice by the Secretary.

- (b) if the Fellowship of the person is terminated under Article 8.4;
- (c) on the occurrence of any of the following:
 - (i) the Member dies; or
 - (ii) the Member becomes of unsound mind or his person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) the Member is rendered incapable of practising as a registered medical practitioner by reason of the suspension or cancellation of, or refusal to grant any form of certificate or approval necessary to practise as a lawfully registered medical practitioner or
 - (iv) by operation of Article 9.3

A Member who, under this Constitution, has been suspended, terminated or expelled by the College may be reinstated at the sole discretion of a majority of the Council provided they have current certification to practise as a lawfully registered medical practitioner.

8.3 Continuing rights, liabilities etc.

- (a) The termination of a person's Fellowship (whether by resignation or expulsion) shall not in any way prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member:
 - (i) whether they arise under these Articles or otherwise; and
 - (ii) existing at the date of such termination or arising or crystallising after that date out of or by reason of facts of circumstances occurring or in existence at or before that date.
- (b) Without limiting the generality of Article 8.3(a), termination of a person's Fellowship shall not relieve that person from an obligation to account for or pay any fees referred to in Article 9, up to the date of the effective termination.
- (c) Any person whose Fellowship of the College ceases by virtue of whatever reason shall no longer have the right to display College Post Nominals nor to advertise or promote any Association with the College.

8.4 Non-compliance with Constitution, misconduct

- (a) If any Member:
 - (i) willfully refuses or neglects to comply with the provisions of this Constitution or the By Laws of the College; or
 - (ii) is found to be responsible for any conduct which in the opinion of the Council is unbecoming of a Member or prejudicial to the interest of the College.
 - (iii) becomes the subject of an adverse finding against them by a profession registration body; or
 - (iv) is found guilty of illegal activity; the Council may by resolution, on the recommendation of the Committee of Inquiry established in accordance with this Constitution, and subject to Articles 8.4(b) and 8.4(c), censure, suspend or expel

the Member from the College.

- (b) A Member shall be given at least 30 days notice of the meeting of the Council at which a resolution referred to in Article 8.4(a) is to be put. Such notice shall state:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution.
- (c) A Member must be given the opportunity of presenting in response, orally or in writing, any explanation or defence the fellow may think fit at the meeting referred to in Article 8.4(b), before the passing of any resolution referred to in Article 8.4(a).

9. FEES

9.1 Application fees

An application fee is payable by each applicant for Fellowship and is such sum as the Council prescribes from time to time.

9.2 Annual Fees

- (a) The annual fee payable by a Member of the College will be such sum as is recommended by the Council and approved by a majority of the College Members present and entitled to vote in a general meeting. The Council may levy fees for examination or other purposes on its own recommendation.
- (b) All annual fees are due and payable in advance on admission to the College and subsequently annually in advance on 1st January in each year.
- (c) No annual fees are payable by any Honorary or Life Fellow or Honorary or Life Fellow of the Faculty of Medicine.

9.3 Unpaid annual fees

- (a) A notice of default in paying annual fees will be sent to Member whose annual fees remain unpaid 30 days after the date on which the fees are due and payable.
- (b) If the annual fees of the Member remain unpaid for a further 60 days after the date of the notice of default given above in respect of unpaid annual fees, then the Member ceases to be entitled to any of the right and privileges of Fellowship but these may be reinstated by Council upon payment of all arrears, at the sole discretion of Council.

10. GENERAL MEETINGS

10.1 Convening of general meetings

- (a) Subject to Articles 10.3 and 10.4, Council Members may convene a general meeting whenever they think fit.
- (b) Council Members must convene a general meeting on a requisition of Members

as provided by the Corporations Law.

10.2 Annual general meetings

Annual general meetings will be held in compliance with the Corporations Law.

10.3 Notice period for general meetings

Subject to the provisions of the Corporations Law relating to agreements for shorter notice, where it is proposed to pass a special resolution, not less than 21 days' notice and in other cases not less than 14 days' notice of general meeting will be given to the Members.

10.4 Contents of notice of general meetings

A notice of general meeting will specify:

- (a) the place, day and time of meeting;
- (b) in the case of special business, the general nature of that business.

10.5 Failure to give notice

Subject to the Corporations Law, the accidental omission to give notice of any general meeting to or the non-receipt of that notice by any of the Members will not invalidate any resolution passed at that meeting.

10.6 Notice of adjourned meeting in certain circumstances only

- (a) Whenever a general meeting is adjourned for less than 21 days, no further notice of the time and place of the adjourned meeting need to be given.
- (b) Whenever a general meeting is adjourned for 21 days or more, at least 3 days' notice of the time and place of the adjourned meeting will be given to Members.

10.7 Persons entitled to notice of general meeting

- (a) Notice of every general meeting of the College will be given in a manner authorised in Article 24 and in accordance with the Corporations Law to:
 - (i) every Member whose annual fees have been paid or are owing for no longer than 90 days;
 - (ii) every Council Member; and
 - (iii) the auditors of the College

No other person is entitled to receive notices of general meetings.

10.8 Persons entitled to attend general meetings

- (a) All Members are entitled to attend general meetings of the College as well as any other persons entitled to attend under Corporations Law.

- (b) The chairperson may require any person to leave and remain out of any general meeting who in the opinion of the chairperson is not complying with the reasonable directions of the Chair.

10.9 Postponement or Cancellation of Meeting

The Council Members may whenever they think fit postpone or cancel any general meeting other than a meeting convened as a result of a requisition under Article 10.1(b).

11. PROCEEDINGS AT GENERAL MEETINGS

11.1 Business of annual general meeting

The business of an annual general meeting is:

- (a) to receive and consider the profit and loss account, the balance sheet and any other accounts, reports and statements as are required to be laid before the meeting;
- (b) to transact any other business which under these Articles or by the provisions of the Corporations Law ought to be or may be transacted at an annual general meeting.

11.2 Special business

- (a) All other business transacted at an annual general meeting and all business transacted at any other general meeting will be deemed special business.
- (b) Except pursuant the provision of the Corporations Law, with the prior approval of the Council, or with the permission of the chairperson, no person may, as regards any special business of which notice has been given, move at any general meeting any resolution (other than a resolution in the same terms as specified in that notice) or any amendment of a resolution.

11.3 Quorum

- (a) A quorum for a general meeting, including the annual general meeting is 25% of the Eligible Voters present in person either by telecommunications or proxy.
- (b) No business can be transacted at any general meeting unless the requisite quorum is present at the commencement of the meeting.
- (c) If a quorum is present at the beginning of a general meeting it is deemed present throughout the meeting unless the chairperson otherwise declares on the chairperson's own motion or at the instance of an Eligible Voter.

11.4 If quorum absent

- (a) If half an hour after the time appointed for a general meeting a quorum is not present:

- (i) a meeting convened by the Council on a requisition of Members or by such requisitions as is provided by the Corporations Law will be dissolved; and
- (ii) in any other case the meeting will be adjourned to such other day, time and place as the Council may by notice to the Members appoint, by failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.

11.5 Quorum for adjourned general meeting

If at any adjourned general meeting a quorum is not present after half an hour from the time appointed for that adjourned general meeting, then notwithstanding Article 11.3, 2 Eligible Voters who have the right to vote at that meeting will constitute a quorum.

11.6 Chairperson at a general meeting

- (a) The President or in the President's absence the Vice-President, if any will preside as chairperson at every general meeting of the College.
- (b) If there is no such President or Vice President, or if at any general meeting neither the President nor Vice-President are present within 15 minutes of the time appointed for holding the meeting or willing to act, the Council Members present may choose another Council Member as chairperson.
- (c) If no Council Member is present or if all Council Members present decline to take the chair, the Members present may choose one of their number to be chairperson.

11.7 Voting: show of hands or poll

At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded as follows:

- (a) by the chairperson;
- (b) at least 4 Members, present in person or by proxy or attorney, having the right to vote at the meeting;
- (c) by any Member or Members, present in person or by proxy or attorney, who are together entitled to at least 5% of the votes that may be cast on the resolution in a poll

but no poll will be demanded on the election of a chairperson or the adjournment of any meeting.

11.8 Questions decided by majority

Subject to the requirements of the Corporations Law in relation to special resolutions, a resolution will be taken to be carried if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution exceeds

one-half.

11.9 Declaration by chairperson that resolution carried

A declaration by the chairperson that a resolution has on a show of hands been carried, or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book of proceedings of the College will be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of, or against, such resolution.

11.10 Conduct of poll

- (a) If a poll has been demanded under this Article 11, it will be taken in such manner and at such time and place as the chairperson directs, and either at once or after an interval or adjournment or otherwise.
- (b) The result of the poll will be deemed to be the resolution of the general meeting at which the poll was demanded.
- (c) The demand for a poll may be withdrawn.

11.11 Continuation of meeting notwithstanding poll

The demand for a poll will not prevent the continuance of the meeting or the transaction of any business other than the resolution on which a poll has been demanded.

11.12 Adjournment of general meetings

If so directed by the general meeting, the chairperson will adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.13 General conduct of meetings

- (a) The chairperson will be responsible for the general conduct of general meetings and for the procedures to be adopted at general meetings.
- (b) The chairperson may make rulings, adjourn the meeting without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson may require the adoption of any procedures which are in the chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the College, whether on a show of hands or on poll.
- (d) The chairperson may determine conclusively any dispute concerning the admission, validity or rejection of a vote.

- (e) Persons in possession of visual-recording, pictorial-recording or sound-recording devices or placards, banners or articles considered by the Council or the chairperson to be dangerous, offensive or liable to cause disruption, or persons who refuse to produce or to permit examination of any articles in their possession or the contents thereof, may be refused admission to any general meeting or may be required to leave and remain out of the meeting.
- (f) Nothing contained in the Article 11 will be taken to limit the powers conferred on the chairperson by law.

12. VOTING AT GENERAL MEETINGS

12.1 Fellows and Fellows of the Faculty of Medicine

Subject to Article 12.4 all Fellows and Fellows of the Faculty of Medicine shall be entitled to one vote at general meetings.

12.2 Associate Members and Affiliate Members

Associate Members and Affiliate Members shall have no voting rights but shall be entitled to attend and to participate in discussion.

12.3 Chairman

The Chairman of the meeting will normally not vote but will have a casting vote in the event of an equality of votes.

12.4 No vote if annual fees unpaid

Notwithstanding this Article 12, a member will not be entitled to vote on any question, either personally, by proxy, or by mail where allowed, at any general meeting, or on a poll, if:

- (a) the Council have so resolved pursuant to Article 8.1; and
- (b) such entitlement to vote has not been reinstated in accordance with Article 8.1.

12.5 Chairperson to determine disputes relating to votes

In the case of any dispute as to the admission or rejection of a vote, the chairperson may determine the dispute and such determination made in good faith will be conclusive.

12.6 Objections to qualifications to vote

- (c) No objection to the qualification of any person to vote will be raised except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not allowed at that meeting is invalid for all purposes.
- (d) Any objection made in due time will be referred to the chairperson, whose decision made in good faith is final and conclusive.

13. PROXIES

13.1 Right to appoint proxy

- (a) A Member who is entitled to attend and vote at a general meeting of the College or at a meeting of any class of Members is entitled to appoint another Member in writing as proxy to attend and vote instead of the Member at the meeting.
- (b) Every instrument appointing a proxy must be in writing signed by the donor of the proxy or by email from the donor of the proxy, and must be lodged with the College secretariat at least 24 hours before the time of the meeting and should state the extent of the proxy's authority to vote.
- (b) A proxy may be appointed for any single meeting or adjournment or such a meeting or for a particular purpose.

13.2 Proxy not to vote if Member present

If a Member is present at a meeting of the College and a proxy for such Member is also present, the proxy is not to vote on behalf of that Member.

13.3 Council or chairperson decide validity

The Council's or chairperson's decision as to the validity of a proxy or a facsimile thereof will be final and binding.

13.4 Failure to name Appointee

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairperson or such other person as is nominated by the Council in the notice convening the relevant general meeting.

14. COUNCIL AND EXECUTIVE COMMITTEE

14.1 Number of Council Members

- (a) Subject to Article 14.1(b), the number of Council Members will be such number not less than 3 nor more than 11 as the Council Members may determine.
- (b) The College in general meeting may by ordinary resolution increase or reduce the maximum or minimum number of Council Members, provided that the minimum will not be less than 3.
- (c) The Council Members will be appointed according to the process described in section 14.5 (a) of this Constitution.
- (d) The Council may co-opt a person or persons to assist them in their deliberations provided that such coopted person shall have no vote in College decisions.

14.2 Limited ability of Council Members to act during vacancies

The continuing Council Members may act notwithstanding any vacancy in their number, but for as long as the number of Council Members is below the minimum fixed by these Articles, the Council Members will not act except in emergencies or for the purpose of filling up vacancies or convening a general meeting of the College.

14.3 Council Member to be Member

A Council member must be a Fellow or a Fellow of the Faculty of Medicine of the College. Associate Members and Affiliate Members are not entitled to hold office as Council Members.

14.4 Composition of the Council

- (a) The first Council Members making up the Council and the first Executive will be appointed by the Founding Members of the College.
- (b) The first Council Members hold office until the termination of the first annual general meeting of the College. Subject to this Constitution, half of their number must resign after twelve months but are eligible for election for a period of two years from that meeting.

14.5 Election of Council Members

- (a) Council Members are elected by a postal ballot of the Members eligible to vote to be held each year on or about the anniversary of the previous election of Council members.
- (b) Except for the Council Members referred to in Article 14.4(b), an elected Council Member holds office for 2 years after his or her election.
- (c) At each annual anniversary of the postal ballot one-half of the Council Members for the time being or the number nearest one-half as possible, must retire from office. The Council Members to retire from office are those who have been in office longest since their last election, but as between persons who became Council Members on the same day, those to retire shall be determined by lot, unless they otherwise agree amongst themselves.
- (d) Subject to Article 14.3, a retiring Council Member is eligible for re-election.

14.6 Nomination for Election

- (a) Each candidate for election as a Council Member must:
 - (i) be proposed by a Member; and
 - (ii) be a current financial Member of the College.
- (b) A nomination of a candidate for election as a Council Member must:
 - (i) be in writing;
 - (ii) be signed by the candidate; and

- (iii) be signed by the proposer.
- (c) A nomination of a candidate for election must be received at the registered office of the College no later than 4:00 pm on the day which is 30 days prior to the postal ballot at which the candidate seeks election.
- (d) A list of the candidates' names in alphabetical order, together with the proposers' and seconders' names must be sent to Members with the notice of the postal ballot.
- (e) Any Member nominated for election as a Council Member must disclose to the Secretary all memberships of any other professional bodies that the Member may hold.

14.7 Election Procedure – Council Members

- (a) If the number of candidates for election as Council Members is equal to or less than the number of vacancies on the council; the chairperson of the Council meeting must declare those candidates to be duly elected as Council Members.
- (b) If the number of candidates for election as Council Members is greater than the number of vacancies on the council, a postal ballot of the full register of Members must be held for the election of the candidates.
- (c) If a ballot is required to decide those elected to Council, balloting lists must be prepared listing the names of the candidates in alphabetical order and no other order.
- (d) In the postal ballot, each person entitled to vote and voting the ballot must cast the number of votes equal to the number of vacancies, but the person so voting must not cast more than one vote in favour of each candidate.
- (e) The candidates receiving the greatest number of votes cast in their favour must be declared by the chairperson of the Council to be elected as Council Members.
- (f) In the case of an equality of votes the President of the College, prior to the declaration of the result of the ballot, is entitled to a casting vote, provided that if the President:
 - (i) does not exercise a casting vote; or
 - (ii) is one of the persons in respect of whom there is an equality of votes;

then a further postal ballot must be held forthwith among those persons in respect of whom there is an equality of votes.

14.8 Council Members may attend and speak at general meetings

A Council Member is entitled to receive all notices to be served or given under Article 21 and is entitled to attend and speak at all meetings the subject of such notices and at every meeting of a class of members.

14.9 Council Members may fill casual vacancies and may appoint additional Council Members

- (a) Council Members by majority vote have power to appoint any person as a Council Member either to fill a casual vacancy or as an addition to the Council Members, but the total number of Council Members must not exceed the maximum number fixed by this Constitution.
- (b) Any Council Member so appointed will retire at the next following postal ballot of the College and will then be eligible for re-election.

14.10 Appointment of Council Members by general meeting

Subject to the provisions of these Articles, the College in general meeting may by ordinary resolution appoint new Council Members.

14.11 Resignation of Council Members

A Council Member may resign from office on giving the College notice in writing.

14.12 Removal of Council Members by general meeting

Subject to the Corporations Law, the College in general meeting convened by special notice may by ordinary resolution:

- (a) remove any Council Member; and
- (b) appoint another qualified Member in place of the Council Member.

14.13 Suspension of Council Member guilty of prejudicial behaviour

- (a) If the conduct or position of any Council Member is such that continuance in office appears to a majority of the Council Members to be prejudicial to the interests of the College, a majority of the Council Members at a meeting of the Council Members specially convened for that purpose may suspend that Council Member.
- (b) Within 14 days of the suspension, the Council Members will give notice of a general meeting to be held no later than 30 days after the date of that notice, at which the Members may either confirm the suspension and remove that Council Member from office in accordance with Article 14.13(a), or annul the suspension and reinstate that Council Member.

14.14 Vacation of office of Council Members: automatic

- (a) Each Council Member shall remain in office pursuant to article 14.5 or until his or her office is vacated pursuant to Article 14.14(b).
- (b) The office of the Council Member is vacated if that Council Member:
 - (i) becomes of unsound mind or a person whose person or estate is liable to

- be dealt with in any way under the laws relating to mental health;
- (ii) is absent without the consent of the Council Members from all meetings of the Council Members held during a period of 3 months without prior notice and the Council Members resolve that his or her office be vacated;
- (iii) resigns the office of Council Member in accordance with Article 14.11;
- (iv) is removed under the provisions of Article 14.13;
- (v) becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns his or her estate for the benefit of his or her creditors; or
- (vi) ceases to become a Member; or
- (vii) ceases to be qualified as a Member; or
- (viii) is rendered incapable of practising as a registered medical practitioner by reason of the suspension or cancellation of, or refusal to grant, any form of certificate or approval necessary to practise as a lawfully registered medical practitioner; or
- (ix) otherwise ceases to be, or becomes prohibited from being, a Director of a Corporation by virtue of the Corporations Law.

15. EXECUTIVE

15.1 Executive offices

The Executive of the College are the holders from time to time of the following offices:

- (a) the President (who shall normally also be the Chair)& who will normally occupy the post for no more than two consecutive years unless the conduct of College business, in the opinion of a unanimous vote of all Councillors, would be significantly adversely affected by changing Presidents at that time in which case the President may continue in that capacity but for no more than one further year.;
- (b) The Vice-President (who shall ordinarily be the President-elect which status must be confirmed by Council before the position of President is conferred, and who shall automatically serve a further two years on Council after his terms as Vice President if his Presidency is confirmed by Council without being subject to re-election)
- (c) The Censor-in-chief:
- (d) The Treasurer; and
- (e) The Secretary appointed in accordance with clause 20.

15.2 Executive

The persons holding office from time to time under Article 15.1 constitute the Executive Committee of the Council and in the case of the President and Vice-President, may not hold that particular office for more than 2 consecutive year except for clause 15.1(a). All other office bearers may be re- elected for more than three consecutive terms in the same office.

15.3 Election of Executive at a Council Meeting

- (a) The officer bearers are elected by members of the Council at the first meeting of the Council held after the postal ballot for Council members .
- (b) The Council Members present must appoint one of their number to act as chairperson of the meeting for the purpose of the election of office bearers.
- (c) At the expiry of the President's term, from whatever cause, the Vice- President, with the approval of Council ,by vote,, shall assume the position and duties of the President, as interim President for the remainder of the President's term (if the President ceases to be President before the normal two year term). A further council vote will be required before the interim President takes up the subsequent two year term as President.

15.4 Eligibility and Nomination

- (a) Subject to Article 15.2 any Council Member is eligible for election to any of the positions on the Executive.
- (b) Each Council Member standing for election on the Executive must be proposed by another Council Member,
- (c) If a Council Member stands for election for more than one position on the Executive, separate nominations must be received in respect of each position.
- (d) No more than one Executive position may be occupied by a Council Member, unless agreed by a majority of Council.
- (e) A nomination may be:
 - (i) in writing, received by the Secretary not less than 24 hours prior to the Council Meeting at which the election is to take place and signed by the candidate and the proposer; or
 - (ii) made orally at the meeting, provided that the candidate is present and consents to the nomination.

15.5 Election Procedure – Executive

- (a) The election of the Executive is held in the order in which positions are listed in Article 15.1.
- (b) If there is only one candidate for election to any position of the Executive that person is deemed elected to that position.
- (c) If there is more than one candidate for election to any position of the Executive, a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.

- (d) In the case of an equality of votes in respect of any position, a further ballot must be held immediately, but if there is still an equality of votes the successful candidate must be determined by lot.

16. POWERS AND DUTIES OF COUNCIL

16.1 Council has the powers of the College

- (a) The management of the business and affairs of the College is vested in the Council.
- (b) The Council may exercise all powers and do all such acts and things which the College is authorised, permitted to exercise and do and which are not by this Constitution or by statute directed or required to be exercised or done by the College in general meeting.

16.2 Council may exercise College's power to borrow

The Council may exercise all the powers of the College to borrow or raise money, to charge any property or business of the College, or give any other security for a debt, liability or obligation of the College or of any other person, to guarantee or to become liable for the payment of money or the performance of any obligations by any other person, and may exercise all the powers of the College in relation to any official seal for use outside the State and in relation to branch registers.

16.3 Council may exercise power to give security

- (a) The Council may exercise the powers conferred on the Council by Article 16.1 in such manner and upon terms and conditions in all respects as they think fit, and in particular but without limiting generality of the foregoing, by the issue of any charge, bill of sale, or other security on the whole or any part of the property of the College (both present and future).
- (b) The Council may not require Council Members to provide personal guarantees for the purpose of College business.

16.4 Execution of College cheques, etc.

The Council will appoint signatories to bank account cheques and other instruments as appropriate from time to time.

16.5 Disclosure of interest

- (a) A Council Member who is in any way, whether directly or indirectly, interested in a matter in which the College has an interest must declare the nature of the interest at a meeting of the Council Members as soon as practicable after the relevant facts have come to the Council Members' knowledge.
- (b) For the purposes of Article 16.5(a), a general notice given to the Council by a Council Member to the effect that he is an officer or member of a specified Corporation or is otherwise interested in any Corporation or transaction in which

the College may have an interest, after the date of the notice, will be deemed to be a sufficient declaration of interest in relation to the matter if:

- (i) The notice states the nature and extent of the Council Member's interest in the Corporation or transaction.
 - (ii) When the matter is first considered, the extent of the Council Member's interest in the Corporation or transaction is not greater than is stated in the notice; and
 - (iii) The notice is given at a meeting of the Council Members or the Council Member takes reasonable steps to ensure that it is brought up and read at the next meeting of the Council Members after it was given.
- (c) It is also the duty of a Council Member who holds any office or possesses any property, the holding of which might, whether directly or indirectly, create duties or interest in conflict with his duties or interests as a Council Member of the College, to declare at the first meeting of Council Members held after his or her election, the fact of his or her holding such office or possessing such property and the nature, character and extent of the conflict.
- (d) For the purposes of clause 16.5(c), candidates for Council Members must disclose membership of any other professional body to the Council.

16.6 Record of disclosures by Council Members

It is the Secretary's duty to record in the minutes any disclosure given by a Council Member under this Article 16.

A separate register of disclosures of interests or conflicts shall be maintained and available for inspection by all members of Council.

16.7 Contracts with the College

Council Members are not precluded from entering into contracts for profit with the College provided in every case the details of such contracts are made known to all council members and the payment to the Council member entering the contract is agreed beforehand.

16.8 Council Member's vote

A Council Member who has a financial interest in a matter that is being considered at a meeting of Council Members, must disclose that interest at a meeting where the matter is being discussed and may be counted in a quorum at that meeting and despite that interest, be present and participate in the discussion but may not vote on the matter.

16.9 Council Member may act in professional capacity

Council Members who are requested by Council to act on behalf of the College may do so (other than as auditor), subject to the Corporations Law, and may seek agreed remuneration from the College for such work according to prior fees agreement with the Council.

16.10 Council Member may not affix Seal where they have an interest

A Council Member who has an interest in a contract or arrangement with the College may not be appointed as the Council Member to sign on behalf of the College or be the person in whose presence the Seal of the College is to be affixed to any instrument to which the interest relates.

16.11 Powers of Executive

- (a) The Council will entrust to and confer on the Executive such powers exercisable under this Constitution by the Council Members.
- (b) Notwithstanding any provision of these Articles, the executive shall report to Council on a regular basis and Council shall retain overall control of the College.. The minutes of each Executive meeting will be distributed to all councilors no later than 10 days after each executive meeting.
- (c) The quorum for an Executive meeting is to be no less than two members of the executive.

17. PROCEEDINGS OF COUNCIL

17.1 Meeting of Council

The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, but never less than four times a year.

17.2 Quorum for meetings of Council

- (a) The Council may determine the quorum necessary for the transaction of business, but not less than two thirds of its Members present in person or by proxy from time to time is required.
- (b) A meeting of the Council during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Council generally.
- (c) For the purposes of determining whether a quorum is present, a Council Member who is present and who holds formal proxies from other Council members may be counted for each of his proxies as well as in his own right.

17.3 Convening meetings of Council Members

A Council Member may at any time, and the Secretary will, on the request of a Council Member, convene a meeting of the Council Members.

17.4 Notice of meetings of Council Members

- (a) Twenty-one days' notice of every Council meeting will be given to each Council Member, except in the case of an urgent matter when the Executive Committee may authorise a meeting of Council on a minimum of seven days' notice.
- (b) Notice of a meeting of Council Members may be given in writing or by radio, telephone, closed-circuit television or other electronic means or audio or audio-

visual communications.

17.5 Meetings by Electronic Means

- (a) Without limiting discretion of the Council to regulate their meetings under Article 17.1, the Council may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication.
- (b) Notwithstanding that the Council Members are not present together in one place at the time of the conference, a resolution passed by such a conference will be deemed to have been passed at a meeting of the Council held on the day on which and at the time at which the conference was held.
- (c) The provisions of this Constitution relating to proceedings of the Council apply to such conferences to the extent that they are capable of applying, and with the necessary changes.
- (d) A Council Member present at the commencement of the conference will be presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the conference, unless the minutes reflect otherwise.
- (e) Any minutes of a conference of the type referred to in Article 17.5(a) purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of Council will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.
- (f) When, by the operation of Article 17.5(b), a resolution is deemed to have been passed at a meeting of the Council, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Council Members who took part in the conference was at such place for the duration of the conference.

17.6 Votes at meetings of Council

Questions arising at any meeting of the Council will be decided by a majority of votes of those present in person and by proxy and, subject to the provisions of Article 17.7, each Council Member has one vote for himself and one for each proxy that he or she holds.

17.7 Voting at Council Meetings

- (a) Voting at Council meetings of the College may be in person, by telephone, by electronic mail, or by proxy given in writing to a member who is present in person and signed by the absent Member.
- (b) Where a proxy is communicated by electronic mail it must be forwarded to the secretariat no less than 24 hours before the time set for the meeting so that the provenance of the electronic mail may be validated.

- (c) Voting can only be accepted from financial Members of the College.

17.8 Casting vote for chairperson of Council

In a meeting of Council the President, if present, or in the absence of the President, the chairperson elected under clause 17.9(c) will not normally vote except they will have a casting vote in the event of an equality of members' votes of any issue.

17.9 Chairperson at Council Meetings

- (a) The President is the chairperson of all meetings of the Council.
- (b) If at a meeting of the Council no President has been elected as provided by Article 15 or the President is not present within 10 minutes of the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President shall be the chairperson of the meeting.
- (c) If no President or Vice-President has been elected as provided by Article 15 or if at any meeting the President or Vice-President is not present within half an hour of the time appointed for holding the meeting, the Council Members present will choose one of their number to be chairperson of that meeting.

17.10 Committees of Council

- (a) The Council Members may delegate any of their powers as they deem appropriate to the Executive Committee or to any other committees convened by Council, and may also revoke that delegation at any time,
- (b) Any committee convened by Council shall consist of at least 2 persons, one or more of whom are Council Members.
- (c) A committee will conform to any regulations that may be imposed upon it by the Council Members in the exercise of its powers.
- (d) So far as they are capable of application and with the necessary changes, the provisions of the Constitution for regulating the meetings and proceedings of the Council Members also govern the meetings and proceedings of committees convened by Council.
- (e) Where a committee consists of 2 or more members, a quorum will be any 2 members or such larger number as the committee itself determines.
- (f) Membership of all Committees of Council of the College shall be a term of two years. All members will be eligible for re-election or re-appointment for consecutive terms.

17.11 Committee of inquiry

- (a) Where Council believes that the conduct of a member requires further investigation it may convene a Committee of Inquiry to consist of no less than 3

members, at least one of which must be a Council Member.

- (b) The Committee of Inquiry will make a recommendation to Council supported by a written report and Council will take that report into consideration in making a decision with respect to that member.

17.12 Defects in appointment or qualifications of Council Member

All acts done at a meeting of the Council Members or of a committee of Council Members or by any person acting as a Council Member will be as valid as if every such person or committee had been duly appointed and every Council Member was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Council Member or of the committee or of the person acting as aforesaid, or that any Council Member was disqualified or not entitled to vote.

17.13 Written resolutions of Council

- (a) If all of the Council Members have signed a document containing a statement that they are in favour of a resolution of the Council in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Council held on the day on which the document was signed and at the time at which the document was last signed by a Council Member or, if the Council Members signed the document on different days, on the day on which, and at the time at which the document was last signed by a Council Member.
- (b) For the purposes of this Article 17.13:
 - (i) 2 or more separate documents containing statements in identical terms each of which is signed by one or more Council Members will together be deemed to constitute one document containing a statement in those signed by the Council;
 - (ii) a reference to all the Council Members does not include a reference to a Council Member who, at a meeting of Council Members, would not be entitled to vote on the resolution;
 - (iii) a document signed by the holder of a proxy on behalf of the donor of the proxy need not also be signed by that donor; and
 - (iv) any document so signed by a Council Member may be received by the College at the Office (or other place agreed by the Council Members) by post, by facsimile or other electronic means or by being delivered personally by that Council Member.

18. BOARD OF CENSORS

18.1 Council will establish a Board of Censors to be responsible for:

- (a) making recommendations to Council on the academic standards to be achieved by applicants to the College;
- (b) the maintenance of academic records of College Members; and

- (c) the overseeing of academic matters of concern to the College.

18.2

The conduct of the Board of Censors and the academic requirements set by the Board of Censors will be included in the By-Laws in effect from time to time.

19. MINUTES

19.1 Minutes of all proceedings to be kept

The Council will cause minutes of all proceedings of general meetings and meetings of the Council, including meetings of committees of Council, to be duly entered in books kept for that purpose in accordance with the Corporations Law.

19.2 Minutes to be signed by the chairperson

Except in the case of written resolutions made in accordance with Article 17.13, the Council will cause the minutes of all proceedings of general meetings and meetings of the Council, including meetings of committees of Council, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

19.3 Minutes to be presumed accurate

Where the minutes of proceedings of general meetings and meetings of the Council, including meetings of committees of Council Members, are signed in accordance with Article 19.2, those minutes shall be presumed to be an accurate record of the relevant proceedings unless the contrary is proved.

19.4 Inspection of minutes of general meetings

Books containing the minutes of proceedings of general meetings will be open for inspection by any Member without charge.

20. APPOINTMENT AND REMOVAL OF SECRETARY

A Secretary or Secretaries will be appointed by the Council in accordance with the Corporations Law governing the appointment of company secretaries for such term, at such remuneration and on such conditions as they think fit and any Secretary so appointed may be removed by the Council.

21. THE COLLEGE SEAL

21.1 Custody and use of the Seal

- (a) The Council will provide a Seal for the College and will provide for the safe custody of that Seal.
- (b) The Seal will only be used by the authority of the Council or of a committee of the Council authorised by the Council on its behalf

- (c) Every instrument to which the Seal is affixed, subject to any provisions contained in this Article, will be signed by a Council Member and countersigned by the Secretary, another Council Member, or by some other person appointed by the Council Members for that purpose.

22. ACCOUNTS

22.1 College to keep

The College will keep such accounting and other records of the business of the College as it is required to keep by the Corporations Law.

22.2 Annual accounts to be laid before annual general meeting

At the annual general meeting in every year the Council will lay before the College a profit and loss account and balance sheet for the last financial year of the College, together with such other accounts, reports and statements as are required by the Corporations Law.

22.3 Copy of accounts to be sent

Other than those Members who have provided written notice to the College stating that they do not wish to receive a copy of every document which is required to be laid before each annual general meeting by Article 22.2, a copy of these documents will be sent to all persons entitled to receive notices of general meetings together with the notice of meeting, as required by the Corporations Law.

22.4 Accounts Conclusive

Every account of the Council when audited and approved or received by a general meeting at which it is presented will be conclusive except as regards any material error discovered in it within the next 3 months after its approval or adoption. Whenever any material error is discovered within that period the account will forthwith be corrected and then it will be conclusive.

23. AUDITORS: APPOINTMENT AND REMOVAL

The auditors of the College will be appointed and may be removed as provided in the Corporations Law. They will perform the duties and have the rights and powers as may be provided in the Corporations Law.

24. CONFIDENTIALITY

24.1 Officers of College not to disclose information

- (a) Every Council Member, Executive Committee Member, manager, Secretary, auditor, trustee, Member of a committee, agent, accountant or other Officer is bound to observe strict confidentiality with respect to all transactions of the College with its customers, the state of the account of any individual, and all related matter.

- (b) If required by the Council, every such person will, before commencing that person's duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that he will not reveal or make known any of the matters, affairs or concerns which may come to his knowledge as Council Member, Executive Committee Member, manager, Secretary, auditor, trustee, Member of a committee, agent, accountant or other Officer, whether relating to transaction of the College with its customers or the state of the account of any individual or to anything else, to any person or persons except:
- (i) in the course and in the performance of their duties; or
 - (ii) under compulsion or obligation of law; or
 - (iii) when officially required so to do by the Council or by the auditors for the time being, or by any general meeting of Members.

25. NOTICES

25.1 Method of service of notices

- (a) A notice may be served by the College on a Member or other person receiving notice under this Constitution by any of the following methods:
- (i) by serving it personally on the Member;
 - (ii) by leaving it at the Member's registered address;
 - (iii) by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the Member's registered address: or
 - (iv) by sending it by facsimile transmission or email to a facsimile number or email address nominated by the Member for the purpose of serving notices on the Members.
- (b) For the purposes of Articles 25.1(a)(ii) and (iii), a Member may provide the College with an address other than that of the registered address for the purpose of serving notice on that Member.

25.2 Notification of address, email address or facsimile number

Each Member whose registered address is not in Australia may at any time notify in writing to the College an address, email address or facsimile number in Australia which will be deemed to be that Member's registered address, email address or facsimile number within the meaning of Article 25.1.

25.3 Air-mail postage or facsimile transmission to overseas Members without Australian address

As regards Members who have no registered address in Australia, all notices will be posted by air-mail, sent by facsimile transmission or air courier or by email.

25.4 Notice by advertisement

Any notice by a court of law, or otherwise required or allowed to be given by the College to the Members by advertisement will, unless otherwise stipulated, be sufficiently advertised if advertised once in a daily newspaper circulating in the states

and territories of Australia.

25.5 Time of service by post

- (a) Any notice sent by post or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier.
- (b) In proving service of any notice it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier.
- (c) A certificate in writing signed by any manager, Secretary or other Officer of the College that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence thereof.

25.6 Time of service by facsimile transmission or email

Any notice sent by facsimile transmission or email will be deemed to have been served on receipt by the College of a transmission report or email log confirming successful transmission.

25.7 Signatures on notices

The signature to any notice to be given by the College may be written or printed or a facsimile thereof may be affixed by mechanical or other means.

25.8 Calculation of notice period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or other period.

26. WINDING UP

If upon the winding up or dissolution of the College there remains, after satisfaction of all its debts and liabilities, any property, the property will not be paid or distributed among the Members of the College, but will be given or transferred to some other institution which is, or institutions each of which are:

- (a) an institution with objects similar to the objects of the College; and
- (b) an institution which prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the College under articles 4 and 5; and
- (c) determined by the Members of the College at or before the time of dissolution, and in default thereof by application to the Supreme Court for determination.

26.1 Members Limited Liability

In accordance with the Constitution each Member undertakes to contribute an amount not exceeding \$12 in the event of the winding up of the Company, while he or she is a member of the Company or within one year thereafter.

27. OFFICERS: INDEMNITIES AND INSURANCE

27.1 Indemnities

To the extent permitted by law:

- (a) the College may, at the absolute discretion of Council, indemnify any person who is or had been an Officer of the College or of a wholly-owned subsidiary of the College against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgement is given in the person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Corporations Law; and
- (b) the College may, at the absolute discretion of Council, indemnify every person who is or has been an Officer of the College or of a wholly-owned subsidiary of the College against any liability incurred by the person, as an Officer of the College or of a wholly-owned subsidiary of the College, to another person (other than the College or a related body corporate of the College) unless the liability arises out of conduct involving a lack of good faith.

27.2 Insurance

To the extent permitted by law, the College may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the College or of a subsidiary of the College against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the College or a subsidiary of the College or in the course of acting in connection with the affairs of the College or a subsidiary of the College or otherwise arising out of the Officer's holding such office, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the College or a subsidiary of the College or a contravention of sections 23.2(5) or (6) of the Corporations Law; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

27.3 Interpretation

- (a) In Articles 27.1 and 27.2:
 - (i) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course or action in connection with the affairs of the College or a wholly-owned subsidiary (in Article 27.1) or subsidiary in (Article 27.2) of the

- College or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the College or a wholly- owned subsidiary (in Article 27.1) or subsidiary (in Article 27.2) of the College);
- (ii) the term "Officer" has the meaning given to that term in section 241(4) of Corporations Law.

28. BY-LAWS, RULES AND REGULATIONS

28.1

The Council shall have power from time to time make such by-laws, rules and regulations, as in the opinion of the Council are necessary and desirable for the proper control, administration and management of the College's membership operations, finances, interests, effects and property and for the contributions, duties, obligations and responsibilities of members.

28.2

Notwithstanding article 28.1, the College in general meeting may amend or appeal any of the by-laws or rules and regulations made by the Council.

28.3 By-laws and regulations must:

- (a) be subject to this Constitution;
- (b) not be inconsistent with any provision contained in this Constitution; and
- (c) be binding on all members and the Council and have the same effect as these articles.