



CORPORATIONS ACT

A Company Limited by Guarantee

Constitution of

The Royal Australian and New Zealand College of Obstetricians and Gynaecologists

November 2018

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1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution -

'Board' means the Board of the College, each member of which shall be a Director of the College;

'Board Member' means a member of the Board;

'Charities Act' means any law, rule, act, ordinance, regulation, order or statutory instrument from time to time regulating the registration, reporting of governance obligations of the College as a charity;

'Community Representative' means the member of the Council for the time being appointed to that position who is not a member of the College;

'Constitution' means this constitution of the College as amended from time to time;

'Corporations Act' means the Corporations Act 2001 (Cth);

'Council' means the Council of the College appointed under this Constitution;

'Councillor' means a member of the Council;

'College' means The Royal Australian and New Zealand College of Obstetricians and Gynaecologists constituted as a company limited by guarantee under this Constitution;

'Diplomate' means a person specified in the Register as a Diplomate;

'Election Year' means each calendar year in which an election of Board Members and Councillors is required to be held by reason of their terms of office expiring in that year, being every three years;

'Fellow' means a member, including a sub-specialist, who holds Fellowship of the College in accordance with this Constitution and whose membership of the College has not ceased or been terminated for any reason;

'Honorary Fellow' means a person specified in the Register as an Honorary Fellow;

'Member' means a person specified in the Register as a Member;

'member' means any person for the time being admitted to membership of the College and unless a contrary intention appears includes Members, Fellows, Diplomates and Honorary Fellows.

'Membership Financial Year' means the membership financial year of the College, from 1 July to 30 June;

'Office' means the registered office for the time being of the College;

'Office Bearer' means a person holding the office of President, Vice-President, or Treasurer;

'President' means the person for the time being appointed to that office by the Council;

'President-Elect' means the person for the time being elected to but not yet occupying the position of President;

'Provincial Fellows' means Fellows recognised as such pursuant to regulations made for that purpose;

'Regional Committee' means a committee established by the Board pursuant to subclause 16.1 of this Constitution;

'Register' means the Register of members required to be kept under this Constitution and the Corporations Act;

'Regulation' means any regulation made in accordance with subclause 8.3;

'Seal' means the common seal of the College;

'Secretary' means any person appointed to perform the duties of the Secretary of the College for the purposes of the Corporations Act;

'Sub-specialist' means a Fellow recognised as a sub-specialist under regulations made for that purpose;

'Tax Act' means any law, rule, act, ordinance, regulator, order or statutory instrument from time to time regulating the tax, taxation concession or deductible gift recipient status of the College;

'Treasurer' means the person for the time being appointed to that office by the Council; and **'Vice-President'** means any one of the three persons for the time being appointed to that office by the Council.

1.2 **References to legislation**

Unless the context otherwise requires, a reference to -

- (a) legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; and
- (b) a section of the Act includes any corresponding section for the time being in force.

1.3 **Time measured as period between annual general meetings**

- (a) Where a Board Member's term is expressed as years, it means to the end of the annual general meeting in the given year, not a calendar year.
- (b) Where a Councillor's term is expressed as years, it means to the annual general meeting in the given year, not a calendar year.

1.4 **Presumptions of Interpretation**

Unless the context otherwise requires, a word which denotes -

- (a) the singular includes the plural and vice versa;
- (b) a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and
- (c) a notice includes any consent, publication or other written communication.

1.5 **Application of the Corporations Act**

Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

1.6 **Application of the Charities Act**

This Constitution is to be interpreted subject to the Charities Act and any provision of the Charities Act which:

- (a) must be provided for in the governing documents of the College, forms part of this Constitution; or
- (b) which is inconsistent with this Constitution, must be read down to the extent of the inconsistency,

to the extent necessary to maintain the taxation concession, deductible gift recipient endorsement and/or charitable status of the College.

1.7 **Application of the Tax Act**

This Constitution is to be interpreted subject to the Tax Act and any provision of the Tax Act which:

- (a) must be provided for in the governing documents of the College, forms part of this Constitution; or
- (b) which is inconsistent with this Constitution, must be read down to the extent of the inconsistency,

to the extent necessary to maintain the taxation concession, deductible gift recipient endorsement and/or charitable status of the College.

1.8 Headings

Headings do not affect the interpretation of this Constitution.

1.9 Replaceable Rules

The replaceable rules in the Corporations Act do not apply.

2. OBJECTS

2.1 The objects for which the College is established are to -

- (a) promote and encourage the study, research and advancement of the science and practice of obstetrics and gynaecology;
- (b) promote excellence in healthcare services for women and their families and cultivate and encourage high principles of practice, ethics and professional integrity in relation to obstetric and gynaecological practice, education, training and research;
- (c) determine and maintain professional standards for the practice of obstetrics and gynaecology in Australia and New Zealand;
- (d) advocate on any issue which affects the ability of College members to meet their responsibilities to patients and to the community;
- (e) admit to membership of the College such persons as shall be eligible in accordance with this Constitution;
- (f) establish the status of Fellowship of the College and to admit appropriately qualified members of the College to that status;
- (g) conduct and support programs of training and education leading to the issue of a certificate, diploma or other certification attesting to the attainment / maintenance of appropriate levels of skills, knowledge and competencies commensurate with specialist and sub-specialist practice in obstetrics and gynaecology in Australia and New Zealand;
- (h) disseminate information and to advise on any course of study and training designed to promote and ensure the fitness of persons who wish to qualify for recognition by the College;
- (i) conduct and coordinate examinations and other assessment processes and to grant registered medical practitioners recognition of special knowledge in obstetrics and gynaecology, either alone or in cooperation with other relevant bodies or institutions;
- (j) award certificates, diplomas or other forms of certification evidencing a standard of attainment of specialised knowledge and competencies in the discipline of obstetrics and gynaecology and related subjects;
- (k) hold or sponsor meetings, lectures, seminars, symposia or conferences, within or outside of Australia and New Zealand, to promote understanding in obstetrics and gynaecology and related subjects and professional relations among members of the College, members of other health professions, scientists and the community in general;
- (l) facilitate the advancement of specialist and sub-specialist medical education and training through the conduct of projects and research;
- (m) ensure College members undertake continuous professional improvement and participate in effective, ongoing professional development activities;
- (n) foster and promote cooperation and association with organisations which have objectives similar to the College in Australia and New Zealand as well as in the wider international arena, including particularly Asia and the Pacific Region;
- (o) advance public education and awareness of the science and practice of obstetrics and gynaecology and the health and welfare of women and their families;

- (p) provide authoritative advice, information and opinion to other professional organisations, to governments and to the general public in respect of the practice of obstetrics and gynaecology and women's health generally;
- (q) work with governments and other relevant organisations to achieve the provision of adequate, well-qualified, experienced and capable obstetric and gynaecological workforces in Australia and New Zealand and to improve public health services;
- (r) provide support for women's health programs concerned with -
 - (i) the promotion of health and the prevention of injuries and disease;
 - (ii) the early detection of anomalies, disabilities, disease and other abnormal states; and
 - (iii) the enhancement of high-quality obstetric and gynaecological care;
- (s) facilitate obstetric and gynaecological medical education provision and medical aid support to developing nations;
- (t) monitor issues affecting the interests of the College or the professional interests of its members and to take all such actions as may be deemed necessary for the protection of those interests; and
- (u) provide advice and support to members to assist them in establishing and maintaining an appropriate work / life balance and to meet effectively the challenges of their professional life.

2.2 In pursuit of the achievement of those objects, the College may -

- (a) provide, establish, support, and maintain buildings, offices, libraries, lecture halls and research facilities with all requisite equipment for the benefit of members of the College and obstetricians and gynaecologists in general and to facilitate the effective operation of the College and the achievement of its objectives;
- (b) publish periodically journals or books or any other communications dealing with the science and practice of obstetrics and gynaecology and related subjects;
- (c) encourage research in obstetrics and gynaecology and related subjects by grants, scholarships, fellowships, prizes and awards from the funds of the College;
- (d) at its discretion, accept any gift, endowment or bequest made to the College generally or for the purpose of any specific object and to carry out any trusts attached to any such gift, endowment or bequest;
- (e) execute any trusts which are in the interests of the College or obstetricians and gynaecologists in general;
- (f) consider all issues relevant to the interests of the College, including any legislative or other measures concerned with obstetrics and gynaecology as are directly or indirectly related to the interests of the College or its members;
- (g) confer or correspond with any association, institution, society, body or individual, whether incorporated or not, in relation to any of the objects of the College or on any other matter of interest to its members;
- (h) establish and support or aid in the establishment and support of any charitable or benevolent association or institution connected with the purposes of the College or calculated to further its objects, provided that the College shall not amalgamate with any association, society, institution or body unless it shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the College under clause 11;
- (i) establish rules for membership of the College and maintain a register of members of the College;
- (j) make, rescind or alter regulations, not being inconsistent with any applicable law or with the Constitution as amended from time to time, for the regulation of the affairs of the College;

- (k) borrow any monies required for the purposes of the College upon such security as may be determined and to make, accept and endorse promissory notes, bills of exchange and other negotiable instruments;
- (l) invest and deal with the moneys of the College not immediately required for any of its objects in such manner as may from time to time be determined;
- (m) employ and dismiss officers and employees, whether professional or otherwise, whose employment may be necessary or conducive to the furtherance of the objects of the College and to pay to such persons any salaries, wages, fees or emoluments as shall be appropriate;
- (n) establish and manage provident and superannuation funds for the benefit of the staff employed by the College; and
- (o) do all such other things as are incidental or conducive to the attainment of the above objects.

2.3 The College shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the College would make it a trade union within the meaning of the Trade Unions Act 1958 (Vic.) and any other similar legislation in other States or Territories of the Commonwealth of Australia or in New Zealand.

3. MEMBERSHIP OF THE COLLEGE

3.1 Classes of membership

Membership of the College shall consist of -

- (a) Fellows;
- (b) Members;
- (c) Diplomates; and
- (d) Honorary Fellows,

and such other classes or subclasses, which may include but not be limited to Associate Members and Educational Affiliates, as specified in any regulations for that purpose with such rights and privileges as set out in those regulations.

3.2 Members

3.2.1 Prior to 1 July 2016 the Board may admit as a Member of the College -

- (a) any medical practitioner who has completed such training and examinations as may be prescribed from time to time by the Board; or
- (b) without further examination, any medical practitioner who is a resident of Australia or New Zealand and who has such higher qualifications as may be approved from time to time by the Board.

3.2.2 A Member shall be entitled to attend and speak but shall not be entitled to vote at general meetings.

3.2.3 On and from 1 July 2016, the Board may not admit any further medical practitioners as a Member pursuant to clause 3.2.1. This clause 3.2.3 does not affect the continuing rights of Members admitted before 1 July 2016.

3.3 Fellows

- 3.3.1 The Board may admit to Fellowship of the College -
- (a) those medical practitioners or Members who have completed such training and examinations as may be prescribed from time to time by the Board and who furnish to the Board satisfactory evidence of completion of such requirements; or
 - (b) without further examination, any medical practitioner or Member who has such higher qualifications as may be approved from time to time by the Board.
- 3.3.2 Upon admission to Fellowship, the Secretary shall forthwith send to the individual written notice of the individual's proposed admission and a request for payment of the admission fee. The individual's admission to Fellowship has effect only upon payment of the admission fee and entry of the person's name in the Register.
- 3.3.3 Fellowship shall be for an initial period of three years and the Board shall renew the Fellowship from time to time for further periods of three years provided that any terms and conditions for renewal required by the Board have been complied with.
- 3.3.4 Where the Fellowship of an individual is not renewed, the individual shall have their Fellowship suspended and lose all rights and privileges of Fellowship for the duration of the period of suspension. The individual may within three years of the date of suspension of their Fellowship or such other time as is specified by the Board make application to the Board to reinstate the person to Fellowship. The Board may re-instate the individual to Fellowship on such terms and conditions as are specified by the Board. Re-instatement to Fellowship shall be for an initial period of three years and subclause 3.3.3 shall apply in relation to each renewal of Fellowship.
- 3.3.5 A Fellow of the College who formally declares in the form prescribed by the Board that he/she has completely and permanently retired from practice as a specialist obstetrician and gynaecologist shall be granted Fellowship for life and, subject to subclause 4.3, shall:
- (a) have the same powers, privileges and liabilities as a Fellow except that he/she shall be exempted from any professional development requirements; and
 - (b) not be subject to any College policy, procedure or regulation which the Board prescribes is, in full or in part, only applicable to a particular class of Fellows.
- Any such Fellow who subsequently resumes practice or wishes to undertake any specialist obstetric or gynaecological work must advise the College forthwith and undertake such professional development activities as are deemed appropriate by the Board.
- 3.3.6 Any Fellow who at the time of the adoption of this Constitution was designated as a Foundation Fellow of the College shall continue to be so designated and shall be entitled to use that designation in such manner and subject to such conditions as the Board from time to time may determine.

3.4 Diplomates

- 3.4.1 The Board may admit as a Diplomate any medical practitioner who holds the College's Diploma or Advanced Diploma in women's reproductive health or any other qualification recognised by the Board for this purpose.
- 3.4.2 A Diplomate shall be entitled to attend and speak but shall not be entitled to vote at general meetings.

3.5 Honorary Fellows

- 3.5.1 The Board may from time to time elect as Honorary Fellows obstetricians and gynaecologists of renown, distinguished members of the medical profession and other eminent persons, whether or not those eminent persons are members of the medical profession.
- 3.5.2 An Honorary Fellow shall be a member of the College and shall have the same powers, privileges and liabilities as a Fellow, except that an Honorary Fellow shall not:
- (a) be required to pay any entrance fee or annual subscription or to satisfy the College's professional development requirements; or
 - (b) be subject to any College policy, procedure or regulation which the Board prescribes is, in full or in part, only applicable to a particular class of Fellows.
- 3.5.3 An Honorary Fellow shall be entitled to attend and speak but shall not be entitled to vote at general meetings.

3.6 Admission to membership

- 3.6.1 Any person seeking to become a member of the College, other than as an Honorary Fellow, shall apply in writing in such form as the Board from time to time prescribes. The application must be accompanied by such evidence of the person's qualifications or eligibility as the Board may require.
- 3.6.2 Every application for membership which is in the required form must be submitted to the next meeting of the Board (or to any committee appointed by the Board for that purpose) after the receipt of the application by the Secretary. The Board (or committee) shall consider the application and shall determine the admission or rejection of the applicant.
- 3.6.3 The Secretary forthwith shall give notice in writing to any person who has been admitted to membership, together with advice of any entrance fee and / or subscription payable. The admission to membership of any person shall not be of effect unless and until that person has paid any entry fee or subscription payable.

3.7 Names to be entered in the Register

The Secretary shall enter the name of any person admitted to membership of the College in the Register.

3.8 Right to refuse membership

The Board (or a committee appointed by the Board for this purpose) has the absolute right to refuse to admit to membership any person without giving any reason for that decision.

4. MEMBERSHIP SUBSCRIPTIONS

- 4.1 The Board, if it believes there is a good and compelling reason for doing so, may determine different rates of annual subscription for members within the same class of membership. The entrance fee, elevation fee and annual subscription payable by members of the College shall be such as the Board from time to time prescribes.
- 4.2 Subject to subclause (a), all annual subscriptions shall become due and payable in advance on 1 July in each year provided that -
- (a) in a new member's year of admission, the new member shall be required to pay only a pro rata annual subscription with the calculation based on a period from the beginning of the month following acceptance by the Board of the application for membership to the end of the financial year in which the member's application is accepted; and

- (b) where the class of membership of a member changes for any reason, the member shall be required to pay an amount representing the difference between the annual subscription applicable to the member's new subscription calculated pro rata in respect of the period from the beginning of the month after the change in class of membership is approved by the Board to the end of the financial year in which the change takes place.
- 4.3 A Fellow of the College who has been granted Fellowship for life under subclause 3.3.5 shall not be required to pay the annual subscription as long as he/she is retired from active practice.
- 4.4 If the subscription of a member is unpaid for a period of nine calendar months after it becomes due, the member shall cease to be a member of the College and shall lose all rights and privileges of membership. The Board may, if it thinks fit, reinstate the member upon payment of all arrears.

5. CESSATION OF MEMBERSHIP

5.1 Automatic termination of membership

- 5.1.1 Subject to this Constitution, the membership of any member terminates if -
 - (a) the member delivers to the College a written notice of resignation as a member of the College;
 - (b) the member dies;
 - (c) the member's name is removed from the register of any medical or professional authority recognised by the Board ('an Authority');
 - (d) the member is suspended from practice by an Authority;
 - (e) the member becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability; or
 - (f) the member fails to pay any debt due to the College for a period of two years after the due date for payment.
- 5.1.2 If the membership of a member terminates because the member is suspended from practice, the member may be readmitted to membership by resolution of the Board with or without the payment of a further membership fee if the suspension is lifted and subject to any conditions imposed by the Board.
- 5.1.3 Subclause 5.1.1(c) shall not apply to any member whose name is removed from the register of an Authority where the reason for that removal is that the member has retired from practice and as a consequence is not participating in relevant professional development activities.

5.2 Termination of membership by resolution of the Board

- 5.2.1 Subject to this Constitution, the Board may at any time terminate the membership of a member if the member -
 - (a) ceases to be eligible for admission to membership of the College;
 - (b) refuses or neglects to comply with the provisions of this Constitution or any applicable Regulation made by the Board;
 - (c) engages in conduct which in the opinion of the Board is unbecoming of members or is prejudicial to the interests of the College;
 - (d) has any condition or restriction imposed on his / her right to practise by an Authority;
 - (e) is found guilty by a Court of an indictable offence; or

- (f) ceases to be a member under clause 4.4.
- 5.2.2 For the purposes of this clause 5, a member shall not be deemed to have ceased to be eligible for membership by reason of the fact that the member has ceased to practise obstetrics or gynaecology.
- 5.2.3 A decision of the Board under this clause 5 is not effective unless -
 - (a) the Secretary has given the member concerned a notice of the resolution to be considered by the Board and a copy of any business papers circulated to Board Members regarding the resolution not less than 14 days prior to the date of the meeting. If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given;
 - (b) the member has been invited and permitted to attend that part of the meeting of the Board at which the resolution is considered and permitted to make submissions to the meeting in writing and orally;
 - (c) the member is given an opportunity to respond to any matters raised in the meeting. The Board may ask the member to leave the meeting during its deliberations once submissions from all interested parties are complete; and
 - (d) notice of the decision of the Board is given promptly to the member.
- 5.2.4 A decision under subclause 5.2.3 may be subject to appeal under Regulations relating to appeals made for that purpose.

5.3 **Name to be removed from Register**

The name of any person ceasing to be a member of the College shall be removed from the Register.

5.4 **Consequence of termination of membership**

- 5.4.1 Any member whose membership of the College terminates for any reason in accordance with this Constitution -
 - (a) shall cease to be entitled to any of the rights and privileges of a member;
 - (b) must return his / her membership Certificate(s) to the Secretary of the College within 14 days of receiving notice of the termination of the member's membership of the College; and
 - (c) must not represent that he or she is a member of the College or use the post-nominals 'DRANZCOG', 'MRANZCOG' or 'FRANZCOG'.
- 5.4.2 The Board may in its absolute discretion give notice or publish to the public generally or to any professional body or organisation the fact that any such person has ceased to be a member of the College.

5.5 **Continuing obligations**

- 5.5.1 Any person who ceases to be a member of the College shall forfeit all the rights and privileges of membership and shall have no rights in or claim upon the College for the property or funds of the College except as a creditor.
- 5.5.2 Termination of membership for any reason does not affect the liabilities and obligations of a member (whether they arise under this Constitution or otherwise) existing at the date of termination or which arise or become known after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- 5.5.3 Without limiting subclause 5.5.1, termination of membership does not relieve a member from any obligation to pay any membership subscriptions payable on or before the date of termination.

- 5.5.4 No former member of the College is eligible for readmission until all arrears of subscriptions, if any, due to the College at the date when his or her former membership ceased are paid.

6. GENERAL MEETINGS OF THE COLLEGE

6.1 Annual General Meeting

- 6.1.1 An Annual General Meeting of the members must be held before the end of November in each year.
- 6.1.2 Subject to subclause 6.1.1, the Board shall determine the time and the place of the Annual General Meeting.

6.2 Calling meetings of members

- 6.2.1 The Board or the Council may call a meeting of members.
- 6.2.2 The Board must call a general meeting of the College as required under the Corporations Act or if the College receives a written request from the lesser of -
- (a) at least 5% of members who are entitled to vote at the general meeting; or
 - (b) at least 100 members who are entitled to vote at the general meeting, and the written request -
 - (i) states the resolutions to be proposed at the general meeting; and
 - (ii) is signed by all the members making the request.
- 6.2.3 If members requisition a general meeting in accordance with subclause 6.2.2,
- (a) the Board must call the general meeting within 21 days after the request is given to the College; and
 - (b) the meeting must be held within 2 months after the request is given to the Board.
- 6.2.4 If the Board does not call a general meeting that was requisitioned by members in accordance with subclause 6.2.3 within 21 days after the request is given to the College, then members with more than 50% of the votes of all the members who made the request under subclause 6.2.2 may call and arrange to hold a general meeting.

6.3 Notice requirements

- 6.3.1 At least 21 days' notice must be given of a meeting of members unless the Corporations Act permits shorter notice.
- 6.3.2 Subject to subclause 6.3.1, a notice of a meeting of members must -
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
 - (d) if a member is entitled to appoint a proxy - contain a statement setting out -
 - (i) that the member has a right to appoint a proxy; and
 - (ii) that the proxy must be a Fellow of the College.

7. PROCEDURE AT A GENERAL MEETING

7.1 Annual General Meeting business

- The business of the Annual General Meeting shall be -
- (a) to receive and consider the Report of the Board;

- (b) to consider the annual financial reports and the auditor's report;
- (c) to consider any proposed alteration of the Constitution;
- (d) to consider any regulations made pursuant to subclauses 8.3.2 (a), (c) or (j) by the Board during the period since the previous Annual General Meeting;
- (e) in accordance with the Constitution, in each Election Year, to declare the result of the election of Board Members elected pursuant to clause 12.2 and members of the Council in place of those retiring;
- (f) to elect an auditor, if necessary; and
- (g) to transact any other business which ought to be transacted at an Annual General Meeting.

7.2 Quorum at a general meeting

- 7.2.1 Business may not be transacted at a general meeting unless a quorum of members is present at the time when the meeting proceeds to business and while business is being conducted.
- 7.2.2 Except as otherwise set out in this Constitution, 20 members present in person and entitled to vote at a general meeting is a quorum.
- 7.2.3 If a quorum is not present within 15 minutes of the time appointed for a general meeting, or a longer period allowed by the Chair, the meeting shall stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Chair.
- 7.2.4 At an adjourned meeting, if a quorum is not present within 15 minutes of the time appointed for the meeting, the members present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

7.3 Chair

- 7.3.1 A general meeting shall be chaired by -
 - (a) the President; or
 - (b) if the President is absent or unable or unwilling to act, a Vice-President elected by the Fellows present; or
 - (c) if the Vice-Presidents are absent or unable or unwilling to act, a Fellow elected by the Fellows present.
- 7.3.2 Subject to this Constitution, the Chair's ruling on all matters relating to the order of business and the procedure and conduct of a general meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the Chair may be moved.

7.4 Adjournment of meetings

- 7.4.1 The Chair may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting to another time and to another place.
- 7.4.2 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.4.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

7.5 Voting

- 7.5.1 At a general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded.

- 7.5.2 Subject to this Constitution, every Fellow present in person has one vote on a show of hands and every Fellow present in person or by proxy has one vote on a ballot.
- 7.5.3 If there is an equality of votes, whether on a show of hands or on a ballot, the Chair has a casting vote in addition to the Chair's deliberative vote.
- 7.5.4 An objection to the qualification of a voter must be referred to the Chair who must rule on the objection before a vote is taken.
- 7.5.5 If a ballot is not duly demanded, a declaration by the Chair that on a show of hands a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect is made in the book containing the minutes of the general meeting of members is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

7.6 Conduct of a ballot

- 7.6.1 A ballot may not be taken on the election of a Chair or on a question of adjournment.
- 7.6.2 A ballot may be demanded by -
 - (a) the Chair; or
 - (b) any five members present in person or by proxy entitled to vote.The demand for a ballot may be withdrawn.
- 7.6.3 The demand for a ballot does not prevent the continuance of a meeting for the transaction of business other than the question on which the ballot is demanded.
- 7.6.4 If a ballot is duly demanded, it must be taken in the manner and at such time as the Chair directs. The result of the ballot is the resolution of the meeting on the question concerned.

7.7 Proxies

- 7.7.1 A document appointing a proxy (which for the purposes of this Constitution includes a power of attorney of a member appointing another member to vote on the first mentioned member's behalf) may be in the form issued with the notice of the meeting or in a common or usual form approved by the Board.
- 7.7.2 Only a Fellow may be appointed as a proxy.
- 7.7.3 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution other than as specified in the document (if any).
- 7.7.4 The document appointing a proxy and any power of attorney or other authority (if any) under which the proxy is signed (or a copy of that power or authority certified to be a true copy by a legal practitioner or justice of the peace) must be given (and may be given by facsimile) to the Secretary at the Office, or at another place specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- 7.7.5 A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one or more of the following events if no notice in writing of any of those events has been received by the Secretary at the Office before the commencement of the meeting or adjourned meeting at which the document is used -
 - (a) the previous death or unsoundness of mind of the principal;
 - (b) the revocation of the instrument or of the authority under which the instrument was executed; or
 - (c) the termination of membership of the member.

7.8 Only financial members to vote

No member is entitled to -

- (a) be present;
- (b) vote on any question either personally or by proxy;
- (c) vote as a proxy for another member; or
- (d) be reckoned in a quorum,

at any general meeting of the College if his or her annual membership subscription remains unpaid beyond the due date by more than six months.

7.9 Postal or electronic ballot

7.9.1 In respect of any business which may be validly considered at a general meeting (including an Annual General Meeting) pursuant to this Constitution, the Board may (in lieu of a meeting) conduct a Postal or Electronic Ballot of members (in this Constitution referred to as a 'Postal or Electronic Ballot').

7.9.2 At least thirty days prior to the closing date of a Postal or Electronic Ballot, the Secretary shall send to all members entitled to vote ballot papers, giving particulars of the business in relation to which the Postal or Electronic Ballot is conducted, an explanation of the method of voting and a voting form (all in a form and with such content as the Board may approve) and shall give all members notice of the closing date of the Postal or Electronic Ballot.

7.9.3 The Secretary shall receive all voting forms received from members in respect of a Postal or Electronic Ballot and shall promptly advise the Board of the result of the Postal or Electronic Ballot. Any voting form received at the office after 1700 hours on the closing date of a Postal or Electronic Ballot shall be deemed to be invalid and not be counted.

7.9.4 In the event of an equal number of votes in respect of any business for which a Postal or Electronic Ballot is conducted, the President shall have a second or casting vote.

7.9.5 In all other respects, subject to this Constitution, the Board shall determine any other procedures or matters in relation to the conduct of any Postal or Electronic Ballot and shall have power to make Regulations for that purpose.

7.9.6 In the event of any dispute by any member in relation to the validity or conduct of any Postal or Electronic Ballot, such member shall within 30 days of the closing date of such Postal or Electronic Ballot, give notice in writing to the Board stating the grounds of his or her complaint. The Board may thereupon either itself investigate the complaint or may appoint a committee for that purpose. After hearing the complaint the Board shall determine the matter and its decision thereon shall be final.

8. BOARD AND COUNCIL OF COLLEGE

8.1 Council Activities. Policy and planning for the College

8.1.1 The Council shall have general oversight of the policy and strategic planning of the College, and may advise the Board on all matters relating to policy and strategic planning of the College from time to time.

8.1.2 The Council shall have the following powers -

- (a) to approve the College's strategic plan, as recommended by the Board;

- (b) to approve regulations and the amendment of regulations pertaining to:
 - (i) the broad structure of the training program leading to the award of Fellowship of the College; or
 - (ii) those matters listed under subclause 8.3.2(c) and 8.3.2(j);
- (c) to elect and remove Board Members in accordance with the provisions of this Constitution and any applicable regulations;
- (d) to appoint the Community Representative on Council proposed for appointment by the Board;
- (e) to call a meeting of members of the College in accordance with the provisions of this Constitution; and
- (f) to do all other things or exercise all other powers expressly conferred on the Council under this Constitution or the Regulations or expressly conferred on the Council by resolution of the Board.

8.2 Board Activities. Manage general business of the College

- 8.2.1 The business of the College shall be managed by the Board which may exercise all powers of the College as are not, by the Corporations Act or by this Constitution, required to be exercised by the Council or the College in general meeting or prescribed by the College in general meeting. No proper resolution or regulation made by the College in general meeting shall invalidate any prior act of the Board or the Council which would have been valid if that resolution or regulation had not been passed or made.
- 8.2.2 The Board shall invest the funds of the College not immediately required for the purposes of the College in any one or more of the modes of investment from time to time authorised by law for the investment of trust funds.
- 8.2.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed as the Board from time to time determines.

8.3 Regulations

- 8.3.1 The Board shall have power from time to time to make, amend and repeal all such regulations as it deems necessary or desirable for the proper conduct and management of the College, the regulation of its affairs and the furtherance of its objectives.
- 8.3.2 Without in any way limiting the power of the Board under subclause 8.3.1, the Board may make, amend and repeal regulations in relation to -
 - (a) procedural matters in relation to application for all classes of membership of the College (whether by way of examination, assessment or otherwise);
 - (b) entrance fees, elevation fees, annual subscriptions and other fees payable by all classes of membership of the College;
 - (c) rights and privileges to be accorded to all classes of membership of the College;
 - (d) academic dress to be worn by Board Members or other members of the College;
 - (e) the establishment, regulation, administration and dissolution of faculties or other organisations of members whether such faculties or organisations have a regional basis or otherwise and in relation to the office bearers of such faculties or organisations;

- (f) the conduct of courses of training, study and/or examinations for admission to membership or elevation to Fellowship or for other diplomas or certificates of the College or otherwise, including prescribing fees pertaining to such courses of study and/or examinations;
 - (g) the nomination and election of Councillors and Board Members of the College;
 - (h) the conduct of postal ballots of members of the College;
 - (i) the membership, purpose and proceedings of committees of the Council;
 - (j) the terms and conditions for renewal of Fellowship and re-elevation to Fellowship and any associated professional development requirements;
 - (k) the discipline of, and sanctions applicable to members, including suspension, counselling, reprimand, termination or expulsion; and
 - (l) any other matter relating to the affairs and good governance of the College.
- 8.3.3 No regulation shall be inconsistent with, nor shall it affect the repeal or modification of, anything contained in this Constitution.
- 8.3.4 Any regulation made by the Board may be set aside by a special resolution of a general meeting of the College.
- 8.3.5 Subject to sub-clause 8.3.4, all regulations shall be binding upon all members. A record of all regulations shall be kept in such place as the Board shall appoint for that purpose.

8.4 Power to delegate

- 8.4.1 The Board or Council may delegate any of its powers (other than that of delegation) to committees pursuant to clause 14.
- 8.4.2 The Board or Council may revoke any delegation of its powers by ordinary resolution.
- 8.4.3 Any committee exercising the delegated power of the Board or Council shall comply with any conditions or limitations imposed by the Board or Council.

8.5 Representations by the College

- 8.5.1 The President or the Board may authorise any committee or individual to represent the College before any government or governmental body or committee or to make statements or express views on behalf of the College. The authority may be given generally or for a specific situation and may be given on such conditions as the President or Board thinks fit.
- 8.5.2 Unless duly authorised to do so under this clause, no member may make any statement or express any view which purports to be a statement or view of the College or as having been made or expressed on behalf of or with the concurrence of the College.

9. COUNCILLORS

9.1 Composition of Council

- 9.1.1 The Council shall consist of -
- (a) 22 Councillors who are financial Fellows elected under this Constitution pursuant to clause 9.2.6;
 - (b) the Board Members of the College specified in clause 12.1 and elected pursuant to clause 12.2;
 - (c) the Immediate Past-President;
 - (d) the Chair of the GP Obstetric Advisory Committee for the time being;
 - (e) the Chair of the Trainees' Committee for the time being; and
 - (f) a Community Representative, appointed by the Council.

- 9.1.2 All members of the Council described in 9.1.1 shall have voting rights except for the person described in 9.1.1(f).
- 9.1.3 The duration of each Council is three (3) years commencing from the start of the Annual General Meeting at which new Councillors are declared elected in an Election Year.

9.2 Procedure for the election of Councillors

- 9.2.1 For the purpose of the election of Councillors, Fellows shall be classified as -
- (i) Fellows resident in a particular State or Territory of Australia;
 - (ii) Fellows resident in New Zealand; or
 - (iii) Provincial Fellows.
- 9.2.2 A Fellow will be deemed to be resident in a particular State or Territory ("region") or in New Zealand unless the Fellow is classified by the College as a Provincial Fellow.
- 9.2.3 Any dispute as to the place of residence of any Fellow of the College, or as to whether or not a Fellow is eligible to be classified as a Provincial Fellow, shall be resolved by the Board whose decision shall be final. The Board shall not be bound to give any reason for its decision.
- 9.2.4 A Fellow classified by the College as a Provincial Fellow may be nominated for election as either a Councillor representing a particular region in which they reside or as a Councillor representing Provincial Fellows, but not both.
- 9.2.5 Every candidate for election as a Councillor representing a particular region or New Zealand shall be nominated in writing by two other Fellows of the College resident in the relevant region or in New Zealand. A candidate for election as a Councillor representing Provincial Fellows shall be nominated in writing by two other Provincial Fellows.
- 9.2.6 Every candidate shall confirm his / her candidature by countersigning the nomination, which must be received at the office not later than the closing time for nominations advised at the time nominations are invited.
- 9.2.7 Councillors to be elected under clause 9.1.1(a) shall be elected with the following representation -
- 4 Fellows resident in New South Wales
 - 4 Fellows resident in Victoria
 - 3 Fellows resident in New Zealand
 - 2 Provincial Fellows
 - 3 Fellows resident in Queensland
 - 2 Fellows resident in South Australia or the Northern Territory (to represent both places)
 - 2 Fellows resident in Western Australia
 - 1 Fellow resident in Tasmania
 - 1 Fellow resident in the Australian Capital Territory.
- 9.2.8 A non-provincial Fellow who resides in a region or in New Zealand may vote only for candidates for election as Councillor who reside in that region or in New Zealand.
- 9.2.9 Only Provincial Fellows may vote for the representatives of the Provincial Fellows as Councillors.
- 9.2.10 At expiration of the time for receiving nominations the Secretary shall prepare a list containing the names of all persons nominated and eligible for election.
- 9.2.11 If the number of nominations for the position of Councillor as representative of the Provincial Fellows or of the Fellows who are resident in any region or in New Zealand does not exceed the number of vacancies, the candidate or candidates so

nominated shall be declared elected at the Annual General Meeting in that Election Year.

- 9.2.12 If the number of nominations for election to Council exceeds the number of vacancies for Councillors representing Provincial Fellows or Fellows who are resident in any region or in New Zealand a Postal or Electronic Ballot or Ballots of Fellows entitled to vote shall be taken.
- 9.2.13 A Postal or Electronic Ballot of the Fellows entitled to vote shall be conducted in such manner as the Board shall determine by policy from time to time.
- 9.2.14 Every Fellow entitled to vote, including a candidate, shall have the right to vote for the candidates for the position of Councillor representing the region or New Zealand in which the Fellow is resident.
- 9.2.15 The candidate or candidates for any position(s) of Councillor who receive most votes shall be declared elected at the Annual General Meeting in that Election Year. In the case of two or more candidates for any position receiving an equal number of votes, the returning officer shall determine the candidate deemed to have the higher number of votes by lot.
- 9.2.16 If the number of nominations for the position of Councillor (as set out in subclause 9.2.6) is less than the number of vacancies then a casual vacancy or casual vacancies as the case may be shall be deemed to have arisen in relation to that position.

9.3 Term of office of Councillors

- 9.3.1 Other than for casual vacancies, the term of office of elected or appointed Councillors shall be three (3) years commencing from the Annual General Meeting in the Election Year of their election or appointment.
- 9.3.2 A Councillor who is not elected as a Board Member shall not serve more than two (2) consecutive terms but may subsequently stand for election as a Councillor three (3) or more years after he/she has ceased to be a Councillor.
- 9.3.3 A Councillor who has served his/her three-year term of office as prescribed in subclause 9.3.1 shall retire from office at the third Annual General Meeting held after that Councillor is declared elected provided that any retiring Councillor shall be eligible for re-election subject to subclause 9.3.2.
- 9.3.4 A retiring Councillor shall be entitled to act as a member of the Council at the meeting at which he/she retires.

9.4 Removal of Councillors by general meeting of the College

- 9.4.1 A Councillor may be removed from office by ordinary resolution of a general meeting of the College.
- 9.4.2 If a Councillor is removed from office by ordinary resolution of a general meeting of the College, that meeting may appoint another Fellow to fill the vacancy created for the remaining term of the Councillor who was removed from office.

9.5 Termination of office of Councillors

- 9.5.1 The office of a Councillor becomes vacant if the Councillor -
 - (a) resigns that office by notice in writing to the College;
 - (b) ceases to be a member of the College;
 - (c) is absent from two consecutive meetings of the Council (other than meetings of Council called on less than 48 hours' notice) without leave of absence;
 - (d) becomes an employee of the College;
 - (e) is directly or indirectly interested in any contract or proposed contract with the College and fails to declare that interest in the manner required by the

Corporations Act (or at the first meeting of the Council after the relevant facts have come to the Councillor's knowledge) and the Council determines that the Councillor should no longer be a Councillor;

- (f) is removed from office pursuant to subclause 9.4.1;
- (g) becomes bankrupt;
- (h) becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability;
- (i) is removed from office by operation of the Corporations Act; or
- (j) is prohibited or disqualified or otherwise prevented from being an officer or director of an organisation under the Charities Act, the Tax Act or any other applicable law.

9.6 Casual vacancies

- 9.6.1 A casual vacancy shall mean any vacancy in the membership of the Council caused otherwise than by the retirement of a Councillor at the end of his/her term.
- 9.6.2 A casual vacancy shall not be deemed to have arisen upon a Councillor ceasing to reside in the State or Territory or in New Zealand in which that Councillor was resident at the time of his/her election or ceasing to be classified as a Provincial Fellow.
- 9.6.3 If the office of a Councillor becomes vacant during the Councillor's term of office that position shall be filled by election from the Fellows eligible to stand for that position.
- 9.6.4 Any Councillor appointed pursuant to this clause shall hold office only until the next election of Councillors and shall be eligible for re-election in accordance with this Constitution.
- 9.6.5 For the purposes of this clause the period of time served pursuant to subclause 9.6.4 shall not be counted as a period of office.

10. MEETINGS OF THE COUNCIL

10.1 Meetings

- 10.1.1 The Council may meet for the transaction of business and adjourn and otherwise regulate its meetings as it thinks fit.
- 10.1.2 The Secretary must convene a meeting of the Council on the requisition of the President or any two Councillors.

10.2 Notice of Council meetings

- 10.2.1 At least 24 hours' notice of a meeting of the Council must be given to each Councillor specifying the place, time and date of the meeting and the general nature of items to be discussed.
- 10.2.2 Shorter notice may be given if at least 75% of the Councillors agree or if the President considers that the business of the meeting is urgent.

10.3 Quorum

- 10.3.1 The quorum necessary for the transaction of the business of the Council is one half of the total membership of the Council unless the Council resolves that a greater number shall constitute a quorum.
- 10.3.2 If at any time the number of Councillors is less than a quorum the Council may meet only for the purpose of filling any casual vacancies or for calling a general meeting of members.
- 10.3.3 The Council may act notwithstanding any vacancy on the Council.

10.4 Chair

10.4.1 The President shall take the Chair at all meetings of the Council.

10.4.2 If the President is not present at any meeting of the Council within fifteen minutes after the time appointed for holding the meeting the Councillors present shall elect a Vice-President to be Chair of the meeting.

10.5 Voting

10.5.1 Questions arising at a meeting of the Council shall be decided by a majority of votes of Councillors present and voting. A decision by a majority of the Councillors present and voting is for all purposes a decision of the Council.

10.5.2 The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

10.6 Written resolution

10.6.1 A written resolution signed or approved by electronic mail by all Councillors (other than any Councillor on leave of absence) is taken to be a decision of the Councillors passed at a meeting of the Councillors duly convened and held.

10.6.2 The written resolution may consist of -

- (a) several documents in like form, each signed by one or more Councillors and, if so signed, takes effect on the last date on which a Councillor signs one of the documents; or
- (b) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Councillor sends such a message.

10.7 Telephone or video conference meetings

A meeting of the Council may be held with one or more of the Councillors taking part by telephone or other means of audio or audio-visual communication and when each of the Councillors participating in the communication is able to read the written contributions or hear each of the other participating Councillors. A meeting of the Council may only be held in this manner where all of the Councillors (other than any Councillor on leave of absence) have access to the communication facilities to be used for the meeting.

10.8 Defects in appointment or qualification of a Councillor

All acts done in good faith by a meeting of the Council or of a committee of the Council or by any person acting as a Board Member, Councillor or committee member of the College will be valid and effective notwithstanding that it is afterwards discovered that there was some defect in the appointment of that person or that the person was disqualified from acting for any reason.

10.9 Councillor's interest

10.9.1 This subclause 10.9 applies if -

- (a) a Councillor has an interest or duty in relation to a matter that is not a material personal interest; or
- (b) a Councillor with a material personal interest in relation to the College's affairs -
 - (i) complies with all regulations concerning the disclosure of interests and the requirements of the Corporations Act or the Charities Act for officers, directors or responsible persons in relation to disclosure of the nature

- and extent of the interest and its relation to the College's affairs before acting in a matter that relates to the interest; or
 - (ii) does not have to disclose his or her material personal interest to the other Councillors under applicable regulations or under the Act.
- 10.9.2 Subject to subclause 10.10, the Councillor is not in breach of his or her duties to the College merely because he or she acts in matters that relate to the Councillor's interest.
- 10.9.3 In relation to any transactions that relate to the Councillor's interest -
- (a) the transactions may proceed;
 - (b) the College cannot avoid the transactions merely because of the Councillor's interest; and
 - (c) the Councillor may retain benefits under the transactions despite the Councillor's interest.

10.10 Participation by interested Councillor

- 10.10.1 This clause applies to a Councillor who has a material personal interest in a matter that is being considered at a Council meeting.
- 10.10.2 Subject to subclause 10.10.5, the Councillor must not -
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter.
- 10.10.3 The Councillor is not in breach of duty to the College merely because he or she does not act in relation to the matter.
- 10.10.4 The Council may vote on matters that relate to the Councillor's interest in the Councillor's absence.
- 10.10.5 The prohibition in subclause 10.10.2 does not apply if -
- (a) the Councillor does not have to disclose his or her material personal interest to the other Councillors under applicable regulations or under the Corporations Act or the Charities Act (applied as if the Councillor were an officer, director or responsible person); or
 - (b) Councillors who do not have a material personal interest in the matter have passed a resolution that -
 - (i) identifies the Councillor, the nature and extent of the Councillor's interest in the matter and its relation to the affairs of the College; and
 - (ii) states that those Councillors are satisfied that the interest should not disqualify the Councillor from voting or being present.

11. REMUNERATION

11.1 Remuneration of Councillors

- 11.1.1 The income and property of the College must be applied solely towards the promotion of the objects of the College as set out in this Constitution. Subject to this clause, no income or property of the College may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Council member.
- 11.1.2 Nothing in this clause prevents -
- (a) the payment in good faith of -
 - (i) remuneration to any Councillor for services actually rendered to the College;
 - (ii) an amount to any Councillor in return for any services actually rendered to the College or for goods supplied in the ordinary course of business;

- (iii) interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this subclause by regulation but not exceeding the highest rate charged by trading banks carrying on business in Australia on overdraft accounts of less than \$100,000) on money borrowed from any Council member; or
 - (iv) reasonable rent for premises let by any Council member; or
 - (b) the College from providing services or information to members on terms which are different from the terms under which services or information are provided to persons who are not members.
- 11.1.3 No remuneration or other benefit in money or money's worth shall be paid or given by the College to any Council member except -
- (a) for the payment of out-of-pocket expenses incurred by the Council member in the performance of any duty as Council member, where the amount payable does not exceed any amount previously approved by the Council; or
 - (b) for payment for any service rendered to the College by the Council member in a professional or technical capacity, other than in the capacity of Council member, where the provision of the service has the prior approval of the Council and where the amount payable is approved by the Council and commercially would be reasonable payment for the service.
- 11.1.4 No Council member may be appointed to any salaried office of the College.

12. BOARD

12.1 Board Composition

- 12.1.1 The Board of the College shall comprise -
- (a) the Office Bearers; and
 - (b) three (3) other Board Members elected pursuant to this clause 12.
- 12.1.2 The Office Bearers of the College are -
- (a) President; and
 - (b) three (3) Vice-Presidents, at least one, but no more than two, of whom shall reside in New Zealand.
- 12.1.3 The three Vice-Presidents may be allocated responsibility for designated aspects of College business by the President following the declaration of their election at the Annual General Meeting. Such responsibilities shall be described in descriptions approved by the Board and Council for this purpose.
- 12.1.4 The Board Members, other than the President, shall be appointed from the then current Members of Council, excluding the Immediate Past-President, the Chair of the Trainees Committee and the Community Representative, who are not entitled to be elected to the Board.

12.2 Election of Board Members

- 12.2.1 The President shall be a Fellow elected each Election Year from members of the existing Board by those members of Council eligible to vote at the first Council meeting held in that year. The Board Member elected shall assume the office of President at the conclusion of the Annual General Meeting in that Election Year and until that time shall be known as the President-Elect.

- 12.2.2 The three (3) Vice-Presidents and the Treasurer shall be appointed in an Election Year from eligible Members of Council, prescribed under subclause 12.1.4, by those members of Council eligible to vote at a meeting convened at a time directed by the Board.
- 12.2.3 The two (2) remaining Board Members shall be appointed from eligible Members of Council, prescribed under subclause 12.1.4, by those members of Council eligible to vote at the meeting convened to elect the Office Bearers, other than the President, subsequent to the filling of the Office Bearer positions.
- 12.2.4 No member of the Board shall hold more than one position on the Board.
- 12.2.5 A Board Member is not entitled to appoint an alternate director nor a proxy to exercise a vote or any powers of a Board Member.

12.3 Casual vacancy

- 12.3.1 Any casual vacancy in any of the Board positions other than that of President shall be filled by election from and by the remaining eligible members of the Council, prescribed under subclause 12.1.4.
- 12.3.2 Any casual vacancy in the position of President shall be filled by election from the remaining members of the Board by the members of the Council entitled to vote.
- 12.3.3 Any Board Member appointed pursuant to this clause shall hold office only until the next election of Board Members but shall be eligible for re-election in accordance with this Constitution if they continue to meet the eligibility requirements under this Constitution.
- 12.3.4 For the purposes of this clause the period of time served pursuant to subclause 12.3.3 shall not be counted as a period of office under clause 12.4.

12.4 Term of office

- 12.4.1 Board Members shall hold office for three (3) years from the end of the Annual General Meeting at which they are declared elected.
- 12.4.2 With the exception of the President, Board Members shall not be entitled to serve more than two (2) consecutive three-year terms. Appointment to the position of President shall be considered to be a new appointment in addition to these two (2) consecutive terms, with an individual able to serve one (1) additional three-year term as President. Therefore, the maximum consecutive period that an individual may serve on the Board is three (3) three-year terms, where two (2) terms have been served as a Treasurer, Vice-President or other Board Member, prior to one term being served as President.
- 12.4.3 The President is not entitled to serve more than one (1) three-year term as President.
- 12.4.4 Regardless of whether an individual serves fewer than two (2) consecutive terms as a Treasurer, Vice-President or other Board Member, on ceasing to be a Board Member (either because their term of office expires or they are not re-elected), the individual shall:
 - (a) not be eligible to stand for election as a Councillor until having been out of office for three (3) or more years; and
 - (b) not be eligible for subsequent election to the Board without subsequently serving at least one (1) three-year term as a Councillor pursuant to subclause 9.2.
- 12.4.5 For the purposes of this clause, the period of time served pursuant to subclause 12.3 shall not be counted as a term of office.

12.5 Cessation of office

The term of office of a Board Member shall end on -

- (a) the end of the term provided for in subclause 12.4;
- (b) notice of retirement from the Board Member being given to the College;
- (c) the Board Member ceasing to be a Councillor for any reason pursuant to subclause 9.5; or
- (d) removal from the office by a resolution of Council.

12.6 Meetings of the Board

- 12.6.1 The Board may meet, convene and adjourn its meetings and otherwise regulate its proceedings in such manner as it thinks fit. The quorum necessary for a meeting of the Board shall be four.
- 12.6.2 The Board shall keep a record of its meetings and forward copies of the Minutes of each meeting to each member of the Board within fourteen (14) days of the meeting.
- 12.6.3 Meetings of the Board shall be chaired by the President (or in his or her absence, a Board Member nominated for that purpose).
- 12.6.4 The Board may at any time seek input and advice from individuals with specific knowledge or expertise to assist in the exercise of its office and affairs.

13. MINUTES OF MEETINGS

13.1 Secretary to attend meetings

Unless directed otherwise by the Board, the Secretary or nominee as agreed jointly with the President must attend all meetings of the Board, the Council and all general meetings of the College and must keep a record of the proceedings of those meetings.

13.2 Preparation, circulation and approval of minutes

- 13.2.1 The Secretary must cause draft minutes of all meetings to be promptly circulated to all Board Members or Councillors as the case may be for information and approval.
- 13.2.2 Subject to any objection, the Chair of the meeting or the next such meeting must sign the minutes to certify that they are a true and correct record of the proceedings of the meeting.
- 13.2.3 All minutes and draft minutes of meetings of the Board shall remain confidential.
- 13.2.4 The Secretary must cause a summary document detailing outcomes and decisions of the Board to be circulated to all Councillors within fourteen (14) days of each meeting of the Board.

14. COMMITTEES

14.1 Operation of Committees

- 14.1.1 The Board or Council may delegate all or any of its functions, powers or discretions to committees comprising such persons as the Board or Council, as the case may be, determines.
- 14.1.2 The Board or Council shall determine the powers and duties of each committee and each committee shall in the exercise of its powers comply with any regulations imposed on it.
- 14.1.3 Unless specifically provided in Regulations or Terms of Reference, a committee may not make any determination of policy for the College but may provide advice to the Board or Council on any area falling within its jurisdiction to assist the Board or the Council.

- 14.1.4 Each committee shall make such reports and recommendations to the Board or Council as the Board or Council reasonably requires.
- 14.1.5 Subject to any regulation each committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.
- 14.1.6 Unless otherwise provided in Regulations or Terms of Reference, the Board Members shall be ex-officio members of all committees.
- 14.1.7 The Board or Council shall review the continuing need for each committee and the membership of each such committee at least every three (3) years.

14.2 Chair of Standing Committees of the Board

- 14.2.1 The Chairs of standing committees of the Board shall be proposed by the Board and approved by the Council.
- 14.2.2 The term of appointment of a Chair of a standing committee of the Board shall be three (3) years and no member shall be appointed to chair the same committee for more than two consecutive terms, unless the Board and Council otherwise approves.

15. REGIONAL COMMITTEES

15.1 Establishment and functions

- 15.1.1 The Board shall establish such Regional Committees in New Zealand and such States and Territories of Australia that it deems necessary to enable the provision of services to members and enable the business of the College to be conducted in those regions.
- 15.1.2 The composition and functions of Regional Committees shall be as outlined in Terms of Reference and policies/regulations approved by the Board for that purpose.
- 15.1.3 The Board shall from time to time review the number of Regional Committees and the Terms of Reference and policies/regulations that govern their composition and function.

15.2 Meetings

- 15.2.1 Subject to the relevant Terms of Reference and any applicable regulations, Regional Committees will conduct meetings when and in such manner as they determine in order to conduct the business of the Regional Committee.
- 15.2.2 The Chair of the Regional Committee shall ensure that accurate minutes of all meetings of the Regional Committee are kept and forwarded to the College Secretary in accordance with the relevant Terms of Reference and regulations.

15.3 General Meetings

- 15.3.1 At least once each year each Regional Committee shall at a time and place determined by the Regional Committee hold a general meeting of all members resident in the region, including Provincial Fellows. The business of the meeting shall include a report from the Chair outlining the activities of the Regional Committee during the preceding year.
- 15.3.2 The Chair shall arrange for minutes of any general meetings of the Regional Committee to be forwarded to the College Secretary within twenty-one (21) days of the holding of any such meetings.

16. COLLEGE FOUNDATION

- 16.1 The Board may, by regulation, establish and maintain a gift fund for research and ancillary purposes ('the Foundation'). The funds of the Foundation shall be under the control of the Board or a committee established by the Board for that purpose and operate and be managed in accordance with the regulations as amended from time to time.
- 16.2 All money held by the Foundation and all gifts of money or property made to the Foundation shall be kept in a bank account separate from the other accounts of the College and may only be applied to the purposes of the Foundation.
- 16.3 If the College is wound up or has its deductible gift recipient endorsement revoked (whichever occurs first), the gift fund's surplus assets must be paid to a fund, authority or institution determined in accordance with clause 23 which is also endorsed on the same basis as the gift fund.

17. CHIEF EXECUTIVE OFFICER

- 17.1 The Board shall appoint a Chief Executive Officer for such term and at such remuneration and upon such conditions as it may think fit. The Chief Executive Officer may be removed by the Board.
- 17.2 Subject to such rules as may from time to time be imposed on him or her by the Board, the Chief Executive Officer shall be entitled to attend and speak at all meetings of the College, the Board, the Council and all other committees and bodies of the College but shall not have the right to vote at meetings, unless specified in the Terms of Reference of a specific committee or body.

18. SECRETARY

- 18.1 The Board shall appoint a Secretary for the purposes of the Corporations Act who shall be -
- (a) the Chief Executive Officer; or
 - (b) a Fellow or employee of the College appointed by the Board in the event that the office of Chief Executive Officer is vacant.
- 18.2 The duties of the Secretary shall include -
- (a) ensure that due notice is given, agendas prepared and accurate minutes kept of all meetings of the College, the Board, the Council and Committees;
 - (b) cause copies of the minutes of all meetings to be forwarded to all members entitled to receive such minutes;
 - (c) ensure the sending, receipt and proper filing of all correspondence;
 - (d) issue notices of all resolutions, decisions and amendments to the Constitution;
 - (e) notify the Board Members, Councillors and all members of committees of their election or appointment and issue notices of all meetings;
 - (f) maintain all statutory registers including the Register which shall record each member's name, home address, the date on which his or her membership commenced and the date on which membership ceased and any other information specified by the Board from time to time; and
 - (g) file all statutory notices and returns.

19. THE SEAL

19.1 Custody of seal

The Secretary must provide for the safe custody of the seal.

19.2 Affixing the seal

19.2.1 The seal may be used only by the authority of the Board or a duly authorised committee of the Board.

19.2.2 Every document to which the seal is affixed must be signed by two Board Members and witnessed by the Secretary or some other person appointed by the Board.

19.3 Seal register

19.3.1 The Secretary must maintain a seal register. The seal register may be maintained in electronic form.

19.3.2 Before affixing the seal to a document, the Secretary must enter in the seal register -

- (a) a short title and description of the document; and
- (b) the date of the resolution authorising the seal to be affixed.

19.3.3 Within seven (7) days of the affixing of the seal to a document, the Secretary must enter in the seal register -

- (a) the date of the affixing of the seal;
- (b) the names of the two Board Members who signed the document; and
- (c) the name of the person who witnessed those signatures.

20. ACCOUNTS

20.1 The College to keep accounts

The Board must cause proper books of account to be kept in accordance with the Corporations Act.

20.2 Where accounts to be kept

The books of account must be kept at the Office or, subject to the Corporations Act, at such other place or places as the Board thinks fit.

20.3 Accounts open for inspection

The books of account must always be open for the inspection of Board Members and those Councillors who are members of the Council pursuant to subclause 9.1.1(a) to (c).

Subject to the Corporations Act, the Board may from time to time determine at what times and places and under what conditions the accounts and books of the College or any of them may be open for inspection by members.

20.4 Annual accounts

The Board must cause to be prepared, circulated to and laid before the members in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are from time to time required by the Corporations Act.

21. AUDIT

Auditors of the College must be appointed and removed and their duties regulated in accordance with the Corporations Act.

22. NOTICES

22.1 Means of giving notices

22.1.1 A notice pursuant to this Constitution must be given in writing and may be sent by -

- (a) mail (postal service);
- (b) facsimile; or
- (c) electronic mail,

to the appropriate address or number of the addressee.

22.1.2 A Board member, Secretary or other person authorised by the Board may give notices on behalf of the College. The signature on a notice given by the College may be written, photocopied, printed or stamped.

22.1.3 Notices given to the College must be marked for the attention of the Secretary.

22.2 Address for service

The address for service is -

- (a) in the case of a member, Board Member or Councillor, the home address (or postal address, electronic mail address or facsimile number in the case of postal, electronic mail or facsimile dispatch) of the member, Board Member or Councillor specified in the Register; and
- (b) in the case of the College, the address (or any postal address, electronic mail address or facsimile number in the case of postal or electronic or facsimile dispatch) of the Office for the time being specified on the official stationery of the College.

22.3 Notification of change of address

22.3.1 If the home address, postal address, electronic mail address or facsimile number of a member, Board Member or Councillor changes, the member, Board Member or Councillor must promptly give notice of the change to the College.

22.3.2 The College must promptly notify members of any change in its address.

22.4 Time notices are effective

Except if a later time is specified in a clause dealing with a notice or other communication, a notice is to be regarded as given, served, received and as having come to the attention of the address -

- (a) if delivered to the home address of the addressee, at the time of delivery;
- (b) if it is sent by post to the home address or postal address -
 - (i) if the notice is notice of a meeting - on the third business day after sending;
 - (ii) otherwise - on the fifth (or seventh if outside Australia) business day after sending,unless it is actually delivered earlier; or
- (c) if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time transmission is completed.

22.5 Proof of giving notices

22.5.1 Proof of the sending of a notice by facsimile and the time of completion of transmission may be established by production of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicated that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.

- 22.5.2 A certificate signed by a Board member or Secretary that a notice was delivered or posted at a particular time is conclusive evidence that the notice was delivered or posted at the time.
- 22.5.3 A certificate signed by a Board member or Secretary that a notice was sent by electronic mail at a particular time and that an 'undeliverable mail' message has not been received in relation to it is conclusive evidence that the notice was sent and received at that time.

23. WINDING UP

- 23.1 Every member of the College undertakes to contribute to the assets of the College in the event of it being wound up while that member is a member, or within one year of that member ceasing to be a member, such amount as may be required not exceeding 50 Australian dollars for the payment of the debts and liabilities of the College contracted before ceasing to be a member and to the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.
- 23.2 Subject to clause 16.3, where, on the winding-up or dissolution of the College, there is a surplus of assets after satisfying all the College's liabilities and expenses, the surplus shall not be paid to or distributed amongst the members but shall be given or transferred to some other institution having similar objects to those described in this Constitution situate within the Commonwealth of Australia and which -
- is required by its Constitution to apply its profits or income in promoting its objects;
 - is prohibited from paying any profits or dividends to its members to the same extent as set out in this Constitution; and
 - itself, is exempt from income tax.
- 23.3 That institution shall be determined by the Board prior to the dissolution of the College or failing such determination, by application to an appropriate Court.

24. INDEMNITY

- 24.1 Every officer and past officer of the College must be indemnified by the College to the fullest extent permitted by law against a liability incurred by that person as an officer of the College or a subsidiary of the College including legal costs and expenses incurred in participating in, being involved in or defending any legal proceedings. This indemnity does not extend to any liability incurred by the officer arising from any claim made by that officer against the College (whether that claim is made solely by the officer or otherwise).
- 24.2 For the purposes of subclause 24.1, 'legal proceedings' means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigations, whether civil or criminal, which relates to or arises in connection with the officer or agent being an officer or agent of the College.

25. LIABILITY INSURANCE

To the extent permitted by the Corporations Act, the College may enter into (and pay premiums on) a contract of insurance in relation to a person who is or has been an officer or agent of the College or any other person.

26. TRANSITIONAL PROVISION

Notwithstanding anything to the contrary:

- (a) Board and Council elections will be held in 2016 and 2018, after which elections will occur every three (3) years;
- (b) the Board Members and Councillors appointed in 2016 shall hold office for a term of two (2) years, with three-year terms of office to apply to Councillors and Board Members appointed in 2018;
- (c) at the time of Presidential elections in 2018, the President in office shall be permitted to stand for re-election and serve an additional three-year term. In this instance the President shall be permitted to serve a maximum consecutive period of five (5) years as President;

- (d) at the time of Board elections in 2018, Board Members who have served two (2) consecutive two-year terms of office shall be permitted to stand for re-election and serve an additional three-year term. In this instance, the Board Member shall be permitted to serve a maximum consecutive period of seven (7) years as a Board Member; and
- (e) at the time of Council elections in 2018, a Councillor who has served two (2) consecutive two-year terms of office shall be permitted to stand for re-election and serve an additional three-year term. In this instance, the Councillor shall be permitted to serve a maximum consecutive period of seven (7) years as a Councillor.

The Board may, by regulation, make provision for any matter necessary to deal with transitional arrangements arising from the adoption of this Constitution.