



CORPORATIONS ACT

A Company Limited by Guarantee

Constitution of

The Royal Australian and New Zealand College of Obstetricians and Gynaecologists

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1 DEFINITIONS AND INTERPRETATION

1.1 In this Constitution -

- 1.1.1 **'Board'** means the Board of the College, each member of which shall be a Director of the College;
- 1.1.2 **'Certified Associate Member'** means a person specified in the Register as a Certified Associate Member;
- 4.1.21.1.3 **'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;
- 4.1.31.1.4 **'Community Representative'** means the member of the Council for the time being appointed to that position who is not a member of the College;
- 4.1.41.1.5 **'Constitution'** means this constitution of the College as amended from time to time;
- 4.1.51.1.6 **'Corporations Act'** means the Corporations Act 2001 (Cth);
- 4.1.61.1.7 **'Council'** means the Council of the College appointed under this Constitution;
- 4.1.71.1.8 **'Councillor'** means a member of the Council;
- 4.1.81.1.9 **'College'** means The Royal Australian and New Zealand College of Obstetricians and Gynaecologists constituted as a company limited by guarantee under this Constitution;
- 4.1.91.1.10 **'Diplomate'** means a person specified in the Register as a Diplomate;
- 4.1.101.1.11 **'Director'** means a member of the Board;
- 4.1.111.1.12 **'Elected Director'** means a Director who is elected to the Board in accordance with clause 1140;
- 4.1.121.1.13 **'Election Year'** means each calendar year in which an election of Elected Directors and Councillors is required to be held by reason of their terms of office expiring in that year, being every two years;
- 4.1.131.1.14 **'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 or suspended for any reason;
- 1.1.15 **'Honorary Fellow'** means a person specified in the Register as an Honorary Fellow;
- 4.1.141.1.15 **'Independent Board Director'** means the Director appointed to the Board in accordance with clause 1140;
- 4.1.151.1.16 **'Member'** means a person specified in the Register as a Member;
- 4.1.161.1.17 **'member'** means any person for the time being admitted to membership of the College and unless a contrary intention appears includes Members, Fellows, Diplomates, Certified Associate Members and Honorary Fellows.

- 4.1.171.1.18 **‘Membership Financial Year’** means the membership financial year of the College, from 1 July to 30 June.
- 4.1.181.1.19 **‘Office’** means the registered office for the time being of the College;
- 4.1.191.1.20 **‘Office Bearer’** means a person holding the office of President or Vice-President;
- 4.1.201.1.21 **‘President’** means the person for the time being appointed to that office in accordance with clause 11.2.140.2.4;
- 4.1.211.1.22 **‘President-Elect’** means the person for the time being elected to but not yet occupying the position of President;
- 4.1.221.1.23 **‘Regional Fellows’** means Fellows recognised as such pursuant to regulations made for that purpose;
- 4.1.231.1.24 **‘Register’** means the Register of members required to be kept under this Constitution and the Corporations Act;
- 4.1.241.1.25 **‘Regulation’** means any regulation made in accordance with clause 9.38.3;
- 4.1.251.1.26 **‘Seal’** means the common seal of the College;
- 4.1.261.1.27 **‘Secretary’** means any person appointed to perform the duties of the Secretary of the College for the purposes of the Corporations Act;
- 4.1.271.1.28 **‘State and Territory Committee’** means the committee established pursuant to clause 14.3.143.3.4 of this Constitution;
- 4.1.281.1.29 **‘Sub-specialist’** means a Fellow recognised as a sub-specialist under regulations made for that purpose;
- 4.1.291.1.30 **‘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.
- 4.1.301.1.31 **‘Te Kāhui Oranga ō Nuku’** means the committee established pursuant to clause 14.3.243.3.2 of this Constitution; and
- 4.1.341.1.32 **‘Vice-President’** means any one of the three persons for the time being appointed to that office in accordance with clause 11.2.140.2.4.

1.2 **References to legislation**

Unless the context otherwise requires, a reference to -

- 1.2.1 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
- 1.2.2 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**

1.3.1 Where a Director's term is expressed as years, it means to the end of the annual general meeting in the given year, not a calendar year.

1.3.2 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 -

1.4.1 the singular includes the plural and vice versa;

1.4.2 a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and

1.4.3 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:

1.6.1 must be provided for in the governing documents of the College, forms part of this Constitution; or

1.6.2 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:

1.7.1 must be provided for in the governing documents of the College, forms part of this Constitution; or

1.7.2 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 -

- 2.1.1 promote and encourage the study, research and advancement of the science and practice of obstetrics and gynaecology;
- 2.1.2 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;
- 2.1.3 determine and maintain professional standards for the practice of obstetrics and gynaecology in Australia and Aotearoa New Zealand;
- 2.1.4 advocate on any issue which affects the ability of College members to meet their responsibilities to patients and to the community;
- 2.1.5 admit to membership of the College such persons as shall be eligible in accordance with this Constitution;
- 2.1.6 establish the status of Fellowship of the College and to admit appropriately qualified members of the College to that status;
- 2.1.7 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 Aotearoa New Zealand;
- 2.1.8 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;
- 2.1.9 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;
- 2.1.10 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;
- 2.1.11 hold or sponsor meetings, lectures, seminars, symposia or conferences, within or outside of Australia and Aotearoa 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;
- 2.1.12 facilitate the advancement of specialist and sub-specialist medical education and training through the conduct of projects and research;

- 2.1.13 ensure College members undertake continuous professional improvement and participate in effective, ongoing professional development activities;
- 2.1.14 foster and promote cooperation and association with organisations which have objectives similar to the College in Australia and Aotearoa New Zealand as well as in the wider international arena, including particularly Asia and the Pacific Region;
- 2.1.15 advance public education and awareness of the science and practice of obstetrics and gynaecology and the health and welfare of women and their families;
- 2.1.152.1.16 advance public education and awareness of health equity, cultural competence, and cultural safety with respect to the science and practice of obstetrics and gynaecology of Aboriginal and Torres Strait Islander, Māori and Pacific peoples through a commitment to the principles of Te Tiriti o Waitangi in Aotearoa New Zealand and the process of Reconciliation in Australia;
- 2.1.162.1.17 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;
- 2.1.172.1.18 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 Aotearoa New Zealand and to improve public health services;
- 2.1.182.1.19 provide support for women’s health programs concerned with -
- (a) the promotion of health and the prevention of injuries and disease;
 - (b) the early detection of anomalies, disabilities, disease and other abnormal states; and
 - (c) the enhancement of high-quality obstetric and gynaecological care;
- 2.1.192.1.20 facilitate obstetric and gynaecological medical education provision and medical aid support to developing nations;
- 2.1.202.1.21 monitor issues affecting the interests of the College or the professional interests of its members , in furtherance of promoting improved health outcomes for women and babies in respect of preventing or controlling disease, and to take all such actions as may be deemed necessary for the protection of those interests; and
- 2.1.212.1.22 provide advice and support to members to assist them achieve better patient outcomes by establishing and maintaining an appropriate work / life balance and ~~to meet~~ effectively meeting the challenges of their professional life.
- 2.2 In pursuit of the achievement of those objects, the College may -
- 2.2.1 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;

- 2.2.2 publish periodically journals or books or any other communications dealing with the science and practice of obstetrics and gynaecology and related subjects;
 - 2.2.3 encourage research in obstetrics and gynaecology and related subjects by grants, scholarships, fellowships, prizes and awards from the funds of the College;
 - 2.2.4 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;
 - 2.2.5 execute any trusts which are in the interests of the College or obstetricians and gynaecologists in general;
 - 2.2.6 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;
 - 2.2.7 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;
 - 2.2.8 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 1241;
 - 2.2.9 establish rules for membership of the College and maintain a register of members of the College;
 - 2.2.10 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;
 - 2.2.11 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;
 - 2.2.12 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;
 - 2.2.13 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;
 - 2.2.14 establish and manage provident and superannuation funds for the benefit of the staff employed by the College; and
 - 2.2.15 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 Aotearoa New Zealand.

3 MEMBERSHIP OF THE COLLEGE

3.1 Classes of membership

Membership of the College shall consist of –

3.1.1 Fellows;

3.1.2 Members;

3.1.3 Diplomates; ~~and~~

3.1.4 Certified Associate Members; and

3.1.4.3.1.5 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 Aotearoa 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 one~~ years and the Board shall renew the Fellowship from time to time for further periods of ~~three one~~ 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 one~~ 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 one~~ 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 Diplomat 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 Diplomat shall be entitled to attend and speak but shall not be entitled to vote at general meetings.

3.4.3 A Diplomat who formally declares in the form prescribed by the Board that he/she has completely and permanently retired from all clinical practice shall be granted membership for life and, subject to subclause 4.3, shall:

- (a) have the same powers, privileges and liabilities as a Diplomat 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 Diplomates.

Any such Diplomat who subsequently resumes practice or wishes to undertake any clinical practice must advise the College forthwith and undertake such professional development activities as are deemed appropriate by the Board.

3.4.4 The Diplomat class will close to new admissions on 31 December 2023.

3.5 Certified Associate Member

3.5.1 The Board may admit as a Certified Associate Member any medical practitioner who completes College courses in women's reproductive health or any other qualification recognised by the Board for this purpose.

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

3.5.3 A Certified Associate Member Level 2 or 3 who formally declares in the form prescribed by the Board that he/she has completely and permanently retired from all clinical practice shall be granted membership for life and, subject to subclause 4.3, shall:

- (a) have the same powers, privileges and liabilities as a Certified Associate Member 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 Certified Associate Members.

Any such Certified Associate Member who subsequently resumes practice or wishes to undertake any clinical practice must advise the College forthwith and undertake such professional development activities as are deemed appropriate by the Board.

3.5.6 Honorary Fellows

3.5.13.6.1 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.

3.5.23.6.2 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 an 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.

3.5.33.6.3 An Honorary Fellow shall be entitled to attend and speak but shall not be entitled to vote at general meetings.

3.63.7 Admission to membership

3.6.13.7.1 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.

3.6.23.7.2 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.

3.6.33.7.3 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.

3.73.8 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.

3.83.9 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 4.2.1 all annual subscriptions shall become due and payable in advance on 1 July in each year provided that –

4.2.1 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

4.2.2 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~~1~~ or a Diplomate or a Certified Associate Member Level 2 or 3 of the College who has been granted membership for life under subclause 3.4.3 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 SUSPENSION OF MEMBERSHIP

5.1 Suspension of membership by resolution of the Board

5.1.1 Subject to this Constitution, the Board may at any time suspend the membership and associated rights of a member if the member -

- (a) breaches any Code of Conduct under the Regulations;
- (b) ceases to be eligible for admission to membership of the College;
- (c) refuses or neglects to comply with the provisions of this Constitution or any applicable Regulation made by the Board;
- (d) engages in conduct which in the opinion of the Board is unbecoming of members or is prejudicial to the interests of the College;
- (e) has any condition or restriction imposed on his/her right to practise by an Authority;
- (f) is found guilty by a Court of an indictable offence; or
- (g) ceases to be a member under clause 4.4.

5.1.2 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 the Board 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.

5.1.3 A decision under subclause 6.1.2 may be subject to appeal under Regulations relating to appeals made for that purpose.

5.1.4 No member of the College is eligible for suspension to be lifted until all arrears of subscriptions, if any, due to the College at the date when his or her membership was ceased are paid.

56 CESSATION ~~TERMINATION~~ OF MEMBERSHIP

5.16.1 Automatic termination of membership

5.1.16.1.1 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.

5.1.26.1.2 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.

5.1.36.1.3 Subclause ~~6.1.1(c)~~~~5.1.1(e)~~ 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.

5.26.2 Termination of membership by resolution of the Board

5.2.16.2.1 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.

5.2.26.2.2 For the purposes of this clause ~~65~~, 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.

5.2.36.2.3 A decision of the Board under this clause 65 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 the Board 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.

5.2.46.2.4 A decision under subclause 6.2.35.2.3 may be subject to appeal under Regulations relating to appeals made for that purpose.

5.36.3 **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.

5.46.4 **Consequence of termination of membership**

5.4.16.4.1 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', 'DRANZCOG Advanced', 'MRANZCOG' or 'FRANZCOG' or any other post-nominal under this Constitution or the Regulations.

5.4.26.4.2 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.

5.56.5 **Continuing obligations**

5.5.16.5.1 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.

5.5.26.5.2 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.

5.5.36.5.3 Without limiting subclause 6.5.15.5.4, termination of membership does not relieve a member from any obligation to pay any membership subscriptions payable on or before the date of termination.

5.5.46.5.4 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.

67 GENERAL MEETINGS OF THE COLLEGE

6.17.1 Annual General Meeting

6.1.17.1.1 An Annual General Meeting of the members must be held before the end of November in each year.

6.1.27.1.2 Subject to subclause 7.1.16.1.4, the Board shall determine the time and the place of the Annual General Meeting.

6.27.2 Calling meetings of members

6.2.17.2.1 The Board may call a meeting of members.

6.2.27.2.2 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 at least 5% of members who are entitled to vote at the general meeting and the written request -

- (a) states the resolutions to be proposed at the general meeting; and
- (b) is signed by all the members making the request.

6.2.37.2.3 If members requisition a general meeting in accordance with subclause 7.2.26.2.2,

- (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.

6.2.47.2.4 If the Board does not call a general meeting that was requisitioned by members in accordance with subclause 7.2.36.2.3 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 7.2.26.2.2 may call and arrange to hold a general meeting.

6.37.3 Notice requirements

6.3.17.3.1 At least 21 days' notice must be given of a meeting of members unless the Corporations Act permits shorter notice.

6.3.27.3.2 Subject to subclause 7.3.16.3.4, 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;
 - (ii) that the proxy must be a Fellow of the College; and
 - (iii) that the appointment of a proxy must be in a form approved by the Board for that purpose.

78 PROCEDURE AT A GENERAL MEETING

7.18.1 Annual General Meeting business

The business of the Annual General Meeting shall be –

7.1.18.1.1 to receive and consider the Report of the Board;

7.1.28.1.2 to consider the annual financial reports and the auditor's report;

7.1.38.1.3 to consider any proposed alteration of the Constitution;

7.1.48.1.4 to consider any regulations made pursuant to subclauses 9.3.2(a)~~8.3.2(a)~~, 9.3.2(c)~~8.3.2(c)~~ or 9.3.2(i)~~8.3.2(i)~~ by the Board during the period since the previous Annual General Meeting;

7.1.58.1.5 in accordance with the Constitution, in each Election Year, to declare the result of the election of Elected Directors elected pursuant to clause 11.240.2 and members of the Council in place of those retiring;

7.1.68.1.6 to elect an auditor, if necessary; and

7.1.78.1.7 to transact any other business which ought to be transacted at an Annual General Meeting.

7.28.2 Quorum at a general meeting

7.2.18.2.1 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.

7.2.28.2.2 Except as otherwise set out in this Constitution, 20 members present in person and entitled to vote at a general meeting is a quorum.

7.2.38.2.3 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.

7.2.48.2.4 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.

7.38.3 **Chair**

7.3.18.3.1 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.

7.3.28.3.2 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.

7.48.4 **Adjournment of meetings**

7.4.18.4.1 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.

7.4.28.4.2 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.

7.4.38.4.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

7.58.5 **Voting**

7.5.18.5.1 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.

7.5.28.5.2 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.

7.5.38.5.3 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.

7.5.48.5.4 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.

7.5.58.5.5 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.

7.68.6 **Conduct of a ballot**

7.6.18.6.1 A ballot may not be taken on the election of a Chair or on a question of adjournment.

7.6.28.6.2 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.

7.6.38.6.3 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.

7.6.48.6.4 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.

7.78.7 **Proxies**

7.7.18.7.1 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.

7.7.28.7.2 Only a Fellow may be appointed as a proxy.

7.7.38.7.3 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).

7.7.48.7.4 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.

7.7.58.7.5 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 or suspension of membership of the member.

7.88.8 Only financial members to vote

No member is entitled to –

7.8.18.8.1 be present;

7.8.28.8.2 vote on any question either personally or by proxy;

7.8.38.8.3 vote as a proxy for another member; or

7.8.48.8.4 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.

7.98.9 Postal or electronic ballot

7.9.18.9.1 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').

7.9.28.9.2 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.

7.9.38.9.3 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.

7.9.48.9.4 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.

7.9.58.9.5 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.

7.9.68.9.6 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.

89 BOARD AND COUNCIL OF COLLEGE

8.19.1 Council Activities. Policy and planning for the College

8.1.19.1.1 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.

8.1.29.1.2 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 the broad structure of the training program leading to the award of Fellowship of the College;
- (c) to elect Elected Directors in accordance with the provisions of this Constitution and any applicable regulations;
- (d) to appoint the Community Representatives on Council proposed for appointment by the Council; and
- (e) 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.

8.29.2 Board Activities. Manage general business of the College

8.2.19.2.1 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.

8.2.29.2.2 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.

8.2.39.2.3 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.

8.39.3 Regulations

8.3.19.3.1 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.

8.3.29.3.2 Without in any way limiting the power of the Board under subclause **9.3.18.3.4**, 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) 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;
- (e) 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;
- (f) the nomination and election of Councillors and Elected Directors of the College;
- (g) the conduct of postal ballots of members of the College;
- (h) the membership, purpose and proceedings of committees of the Council,
- (i) the terms and conditions for renewal of Fellowship and re-elevation to Fellowship and any associated professional development requirements;
- (j) the discipline of, and sanctions applicable to members, including suspension, counselling, reprimand, termination or expulsion and any conditions attaching to reinstatement of membership and any associated rights; and
- (k) any other matter relating to the affairs and good governance of the College; and

(l) establishment and use of post-nominals.

8.3.39.3.3 No regulation shall be inconsistent with, nor shall it affect the repeal or modification of, anything contained in this Constitution.

8.3.49.3.4 Any regulation made by the Board may be set aside by a special resolution of a general meeting of the College.

8.3.59.3.5 Subject to sub-clause 9.3.48.3.4, 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.

8.49.4 **Power to delegate**

8.4.19.4.1 The Board may delegate any of its powers (other than that of delegation) to committees pursuant to clause 1443.

8.4.29.4.2 The Board may revoke any delegation of its powers by ordinary resolution.

8.4.39.4.3 Any committee exercising the delegated power of the Board shall comply with any conditions or limitations imposed by the Board.

8.59.5 Representations by the College

8.5.19.5.1 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.

8.5.29.5.2 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.

910 COUNCILLORS

9.110.1 Composition of Council

9.1.110.1.1 The Council shall consist of -

- (a) ~~232~~ Councillors who are financial Fellows elected under this Constitution;
 - (i) 1 Fellow resident in the Australian Capital Territory
 - (ii) 4 Fellows resident in New South Wales
 - (iii) 2 Fellows resident in Aotearoa New Zealand
 - (iv) 1 Māori Fellow resident in Aotearoa New Zealand
 - (v) 3 Fellows resident in Queensland
 - (vi) 24 Fellows resident in South Australia
 - (vii) 1 Fellow resident in the Northern Territory
 - ~~(vi) 2 Fellows resident in South Australia or the Northern Territory (to represent both places)~~
 - ~~(vii)(viii)~~ 1 Fellow resident in Tasmania
 - ~~(viii)(ix)~~ 4 Fellows resident in Victoria
 - ~~(ix)(x)~~ 2 Fellows resident in Western Australia
 - ~~(x)(xi)~~ 2 Regional Fellows
- (b) the Directors of the College specified in clause 11.110.1;
- (c) the Immediate Past-President;
- (d) the Chair of the Diplomates/Certified Associate Member Committee for the time being;
- (e) the Chair and the Deputy Chair of the Trainees' Committee for the time being, representing Australia and Aotearoa New Zealand;

- (f) the Chair of the Aboriginal and Torres Strait Islander Women’s Health Committee for the time being;
- (g) the Chair of He Hono Wāhine for the time being; ~~and~~
- (h) two (2) Community Representatives, appointed by the Council, ~~and~~
- (i) one (1) Diplomate or a Certified Associate Member from the Conjoint Committee for the Diploma of Obstetrics and Gynaecology (CCDOG)/ Conjoint Committee for the RANZCOG Associate Member Programs (CCRAMP) for the time being.

~~9.1.2~~9.1.1.2 All members of the Council described in clause ~~10.1.19.4.4~~ shall have voting rights ~~except for the person described in 9.1.1(h).~~

~~9.1.3~~9.1.1.3 The duration of each Council is two (2) years commencing from the start of the Annual General Meeting at which new Councillors are declared elected in an Election Year.

9.210.2 **Procedure for the election of Councillors**

The procedure for the nomination of persons for election to the Council and the procedure for the election of Councillors shall be conducted in such manner as the Board shall determine by regulation from time to time.

9.310.3 **Council Charter**

The functions, processes and management of the Council shall be as outlined in the Council Charter as approved by the Board and Council for that purpose.

9.410.4 **Term of office of Councillors**

~~9.4.1~~9.4.110.4.1 Other than for casual vacancies, the term of office of elected or appointed Councillors shall be two (2) years commencing from the Annual General Meeting in the Election Year of their election or appointment.

~~9.4.2~~9.4.210.4.2 A Councillor who is not elected as a Director shall not serve more than three (3) consecutive terms but may subsequently stand for election as a Councillor two (2) or more years after he/she has ceased to be a Councillor.

~~9.4.3~~9.4.310.4.3 A Councillor who has served his/her two-year term of office as prescribed in subclause ~~10.4.19.4.4~~ shall retire from office at the second Annual General Meeting held after that Councillor is declared elected provided that any retiring Councillor shall be eligible for re-election subject to subclause ~~10.4.29.4.2~~.

~~9.4.4~~9.4.410.4.4 A retiring Councillor shall be entitled to act as a member of the Council at the meeting at which he/she retires.

9.510.5 **Removal of Councillors by general meeting of the College**

~~9.5.1~~9.5.110.5.1 A Councillor may be removed from office by ordinary resolution of a general meeting of the College.

~~9.5.2~~9.5.210.5.2 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.

9.6.10.6 Termination of office of Councillors

9.6.10.6.1 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, except in the case of the Community Representative;
- (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 10.4.19.4.1;
- (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; or
- (i) is prohibited or disqualified or otherwise prevented from being an officer of an organisation under the Charities Act, the Tax Act or any other applicable law.

10.11 BOARD

10.1.11.1 Board Composition

10.1.11.1.1 The Board of the College shall comprise –

- (a) the Office Bearers;
- (b) three (3) Elected Directors elected pursuant to this clause 1140;
- (c) a ~~Diplomate~~ Board Director, being the Chair of the Diplomate/Certified Associate Member Committee appointed to Council in accordance with clause 10.1.1(d)~~9.1.4.(d)~~; and
- (d) an Independent Board Director, who is not a Fellow of the College, appointed by Board on the basis that they have the required skills to complement the current composition of the Board.

10.1.211.1.2 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 Aotearoa New Zealand.

40.1.311.1.3 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.

40.211.2 **Election of Directors**

40.2.111.2.1 The procedure for the nomination of persons for election to the Office Bearer positions, and the procedure for the election of those positions, shall be conducted in such manner as the Board shall determine by regulation from time to time.

40.2.211.2.2 The procedure for the nomination of persons for election as Elected Directors and the procedure for election of Elected Directors shall be conducted in such manner as the Board shall determine by regulation from time to time.

40.2.311.2.3 The Board may appoint an Independent Board Director to the Board on the basis that it is desirable as they have the required skills to complement the current composition of the Board for such term and on such conditions as the Board may determine.

40.2.411.2.4 No member of the Board shall hold more than one position on the Board.

40.2.511.2.5 A Director is not entitled to appoint an alternate director nor a proxy to exercise a vote or any powers of a Director.

40.311.3 **Casual vacancy**

40.3.111.3.1 Any casual vacancy in any of the Board positions other than that of President or Independent Board Director shall be filled in such manner as the Board shall determine by regulation from time to time.

40.3.211.3.2 Any casual vacancy in the position of President shall be filled in such manner as the Board shall determine by regulation from time to time.

40.3.311.3.3 Any casual vacancy in the position of the Independent Board Director may be filled by the Board appointing a person to the position for the remainder of the original term or otherwise for a period as the Board determines.

40.3.411.3.4 Any Director appointed pursuant to this clause shall hold office only until the next election of Directors but shall be eligible for re-election in accordance with this Constitution if they continue to meet the eligibility requirements under this Constitution.

40.3.511.3.5 For the purposes of this clause the period of time served pursuant to subclause 11.3.410.3.4 shall not be counted as a period of office under clause 11.410.4.

40.411.4 **Term of office**

40.4.111.4.1 Directors shall hold office for two (2) years from the end of the Annual General Meeting at which they are declared elected, or in the case of the Independent Board Director, for a term the Board determines at the time of appointment.

40.4.211.4.2 With the exception of the President, Directors shall not be entitled to serve more than three (3) consecutive two-year terms. Appointment to the

position of President shall be considered to be a new appointment in addition to these three (3) consecutive terms, with an individual able to serve one (1) additional two-year term as President. Therefore, the maximum consecutive period that an individual may serve on the Board is three (3) two-year terms, where three (3) terms have been served as a Vice-President or other Director, prior to one term being served as President.

40.4.311.4.3 The President is not entitled to serve more than one (1) two-year term as President.

40.4.411.4.4 Regardless of whether an individual serves fewer than three (3) consecutive terms as a Vice-President or other Director, on ceasing to be a Director (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 two (2) or more years; and
- (b) not be eligible for subsequent election to the Board without subsequently serving at least one (1) two-year term as a Councillor.

40.4.511.4.5 For the purposes of this clause, the period of time served pursuant to subclause 11.310.3 shall not be counted as a term of office.

40.511.5 **Cessation of office**

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

40.5.111.5.1 the end of the term provided for in clause 11.410.4;

40.5.211.5.2 notice of retirement from the Director being given to the College;

40.5.311.5.3 where the Director is a Councillor, the Director ceasing to be a Councillor for any reason pursuant to clauses 10.595 or 10.696; or

40.5.411.5.4 the Director becoming an employee of the College;

40.5.511.5.5 the Director becoming bankrupt;

40.5.611.5.6 the Director becoming a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability;

40.5.711.5.7 the Director being removed from office by operation of the Corporations Act; or

40.5.811.5.8 the Director being 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.

40.611.6 **Meetings of the Board**

40.6.111.6.1 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 five.

~~40.6.2~~11.6.2 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.

~~40.6.3~~11.6.3 Meetings of the Board shall be chaired by the President (or in his or her absence, a Director nominated for that purpose).

~~40.6.4~~11.6.4 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.

~~40.7~~11.7 **Conflicts and personal interests**

~~40.7.1~~11.7.1 A Director who has a material personal interest in a matter that relates to the Company's affairs must give the other Directors written notice of the interest unless the Corporations Act, Charities Act or other relevant law requires otherwise.

~~40.7.2~~11.7.2 To the maximum extent required by law, a Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter.

~~41~~12 **REMUNERATION**

~~41.1~~12.1 **Remuneration of Directors**

~~41.1.1~~12.1.1 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 Member or Director.

~~41.1.2~~12.1.2 Nothing in this clause prevents:

- (a) the payment in good faith of -
 - (i) remuneration to any Member or Director for services actually rendered to the College;
 - (ii) an amount to any Member or Director 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 Member or Director; or
 - (iv) reasonable rent for premises let by any Member or Director; or

~~(b)~~ the College from reimbursing costs in good faith incurred by Members in carrying out the Objects; or

~~(b)~~(c) 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.

~~41.1.3~~12.1.3 No remuneration or other benefit in money or money's worth shall be paid or given by the College to any Director except -

- (a) for the payment of out-of-pocket expenses incurred by a Director in the performance of any duty as a Director, where the amount payable does not exceed any amount previously approved by the Board; or
- (b) for payment for any service rendered to the College by a Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and commercially would be reasonable payment for the service.

~~41.1.4~~12.1.4 No Director may be appointed to any salaried office of the College.

42.13 MINUTES OF MEETINGS

42.113.1 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.

42.213.2 Preparation, circulation and approval of minutes

~~42.2.1~~13.2.1 The Secretary must cause draft minutes of all meetings to be promptly circulated to all Directors or Councillors as the case may be for information and approval.

~~42.2.2~~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.

~~42.2.3~~13.2.3 All minutes and draft minutes of meetings of the Board shall remain confidential.

~~42.2.4~~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.

43.14 COMMITTEES

43.114.1 Operation of Committees

~~43.1.1~~14.1.1 The Board may delegate all or any of its functions, powers or discretions to committees comprising such persons as the Board, as the case may be, determines.

~~43.1.2~~14.1.2 The Board 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.

~~43.1.3~~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 on any area falling within its jurisdiction to assist the Board.

~~13.1.4~~14.1.4 Each committee shall make such reports and recommendations to the Board as the Board reasonably requires.

~~13.1.5~~14.1.5 Subject to any regulation each committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.

~~13.1.6~~14.1.6 Unless otherwise provided in Regulations or Terms of Reference, the Directors shall be ex-officio members of all committees.

~~13.1.7~~14.1.7 The Board shall review the continuing need for each committee and the membership of each such committee at least every two (2) years.

~~13.2~~14.2 **Chair of Standing Committees of the Board**

~~13.2.1~~14.2.1 The Chairs of standing committees of the Board shall be approved by the Board.

~~13.2.2~~14.2.2 The term of appointment of a Chair of a standing committee of the Board shall be two (2) years and no member shall be appointed to chair the same committee for more than two consecutive terms, unless the Board otherwise approves.

~~13.3~~14.3 The following committees are established under this Constitution:

~~13.3.1~~14.3.1 State and Territory Committee; and

~~13.3.2~~14.3.2 Te Kāhui Oranga o Nuku.

~~14~~15 **COLLEGE FOUNDATION**

~~14.1~~15.1 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.

~~14.2~~15.2 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.

~~14.3~~15.3 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 ~~2224~~ which is also endorsed on the same basis as the gift fund.

~~15~~16 **CHIEF EXECUTIVE OFFICER**

~~15.1~~16.1 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.

~~15.2~~16.2 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.

4617 SECRETARY

~~46.1~~17.1 The Board shall appoint a Secretary for the purposes of the Corporations Act who shall be:

~~46.1.1~~17.1.1 the Chief Executive Officer; or

~~46.1.2~~17.1.2 a Fellow or employee of the College appointed by the Board in the event that the office of Chief Executive Officer is vacant.

~~46.2~~17.2 The duties of the Secretary shall include -

~~46.2.1~~17.2.1 ensure that due notice is given, agendas prepared and accurate minutes kept of all meetings of the College, the Board, the Council and Committees;

~~46.2.2~~17.2.2 cause copies of the minutes of all meetings to be forwarded to all members entitled to receive such minutes;

~~46.2.3~~17.2.3 ensure the sending, receipt and proper filing of all correspondence;

~~46.2.4~~17.2.4 issue notices of all resolutions, decisions and amendments to the Constitution;

~~46.2.5~~17.2.5 notify the Directors, Councillors and all members of committees of their election or appointment and issue notices of all meetings;

~~46.2.6~~17.2.6 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

~~46.2.7~~17.2.7 file all statutory notices and returns.

4718 THE SEAL

47.118.1 Custody of seal

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

47.218.2 Affixing the seal

~~47.2.1~~18.2.1 The seal may be used only by the authority of the Board or a duly authorised committee of the Board.

~~47.2.2~~18.2.2 Every document to which the seal is affixed must be signed by two Directors and witnessed by the Secretary or some other person appointed by the Board.

47.318.3 Seal register

~~47.3.1~~18.3.1 The Secretary must maintain a seal register. The seal register may be maintained in electronic form.

~~47.3.2~~18.3.2 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.

~~17.3.3~~18.3.3 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 Directors who signed the document; and
- (c) the name of the person who witnessed those signatures.

1819 ACCOUNTS

18.419.1 The College to keep accounts

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

18.219.2 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.

18.319.3 Accounts open for inspection

~~18.3.1~~19.3.1 The books of account must always be open for the inspection of Directors.

~~18.3.2~~19.3.2 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.

18.419.4 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.

18.519.5 New Zealand Account

Where required by law, donations or gifts received in Aotearoa New Zealand will be retained in a separate bank account in Aotearoa New Zealand and applied solely for the purposes for which they were intended and as permitted by law.

1920 AUDIT

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

2021 NOTICES

20.121.1 Means of giving notices

~~20.1.1~~21.1.1 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.

20.1.221.1.2 A Director, 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.

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

20.221.2 **Address for service**

The address for service is -

20.2.121.2.1 in the case of a member, Director 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, Director or Councillor specified in the Register; and

20.2.221.2.2 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.

20.321.3 **Notification of change of address**

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

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

20.421.4 **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 -

20.4.121.4.1 if delivered to the home address of the addressee, at the time of delivery;

20.4.221.4.2 if it is sent by post to the home address or postal address -

- (a) if the notice is notice of a meeting - on the third business day after sending;
- (b) otherwise - on the fifth (or seventh if outside Australia) business day after sending, unless it is actually delivered earlier; or

20.4.321.4.3 if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time transmission is completed.

20.521.5 **Proof of giving notices**

20.5.121.5.1 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.

20.5.221.5.2 A certificate signed by a Director 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.

20.5.321.5.3 A certificate signed by a Director 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.

21.22 WINDING UP

21.122.1 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.

21.222.2 Subject to clause 15.344.3, 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 charitable objects to those described in this Constitution situated within the Commonwealth of Australia (to the extent assets are distributed within Australia) or the Realm of Aotearoa New Zealand (to the extent assets are distributed within Aotearoa New Zealand) and which -

21.2.122.2.1 is required by its Constitution to apply its profits or income in promoting its objects;

21.2.222.2.2 is a registered charity, if the College had been a registered charity;

21.2.322.2.3 is prohibited from paying any profits or dividends to its members to the same extent as set out in this Constitution; and

21.2.422.2.4 itself, is exempt from income tax.

21.322.3 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.

21.422.4 The Board shall:

21.4.122.4.1 upon ceasing to conduct any business, operations and undertaking in or from Aotearoa New Zealand (whether upon the winding up or dissolution of the College or for any other reason whatsoever), ensure that any surplus property of the College used in the conduct of such business, operations or undertaking in or from Aotearoa New Zealand is, notwithstanding any provision in this Constitution to the contrary, given or transferred to one or more organisations that are charitable under Aotearoa New Zealand law, with similar objects; and

21.4.222.4.2 notify the Aotearoa New Zealand Inland Revenue Department of any proposed addition, alteration or amendment to this Constitution which may be inconsistent with the charitable nature of the business, operations or undertaking of the College conduct in or from Aotearoa New Zealand.

2223 INDEMNITY

22.123.1 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).

22.223.2 For the purposes of subclause **23.122.4**, '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.

2324 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.

2425 TRANSITIONAL PROVISION

24.125.1 Notwithstanding anything to the contrary:

- (a) President, Board and Council elections will be held in 2021, after which elections will occur every two (2) years;
- (b) The President, Board Members and Councillors appointed in 2021, and subsequent Election Years, will hold office for a term of two (2) years;
- (c) at the time of Presidential elections in 2021, Board Directors who were first elected in 2014 and have served consecutive terms may stand for election as President. If elected, the maximum consecutive period that an individual may serve on the Board is nine (9) years, where three (3) terms have been served as a Vice-President or other Director, prior to one term being served as President;
- (d) at the time of Presidential elections in 2023, Board Directors who were first elected in 2016 and have served consecutive terms may stand for election as President. If elected, the maximum consecutive period that an individual may serve on the Board is nine (9) years, where three (3) terms have been served as a Vice-President or other Director, prior to one term being served as President;
- (e) at the time of Board elections in 2021, Board Directors who were first elected in 2016 and have served consecutive terms may stand for re-election and serve an additional two-year term. If elected, the Board Director may serve a maximum consecutive period of seven (7) years as a Board Director;
- (f) at the time of Board elections in 2023, Board Directors who were first elected in 2018 and have served consecutive terms may stand for re-election and serve an additional two-year term. If elected, the Board Director may serve a maximum consecutive period of seven (7) years as a Board Director;
- (g) at the time of Council elections in 2021, Councillors who were first elected in 2016 and have served consecutive terms may stand for re-election and serve an additional two year-term. If elected, the Councillor may serve a maximum consecutive period of seven (7) years as a Councillor; and

- (h) at the time of Council elections in 2023, Councillors who were first elected in 2018 and have served consecutive terms may stand for re-election and serve an additional two-year term. If elected, the Councillor may serve a maximum consecutive period of seven (7) years as a Councillor.

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