SKIN CANCER COLLEGE AUSTRALASIA LIMITED
ACN 155 488 467

CONSTITUTION

August 2017
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1. NAME

The name of the College is Skin Cancer College Australasia Limited.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

Unless the context requires otherwise, the following expressions have the meanings shown –

Associate in relation to a person (primary person) –

- a relative of the primary person,
- a person with whom the primary person or an Associate of the primary person has a commercial or business relationship,
- a corporate entity in which the primary person or an Associate of the primary person has a direct or indirect interest,
- a corporate entity controlled by the primary person or an Associate of the primary person, or for which the primary person or an Associate of the primary person is a member of the governing body, however styled,
- the trustee of a trust where an Associate of the primary person is trustee, or in which the primary person or an Associate of the primary person has a direct or indirect interest.

Chief Executive Officer means the Chief Executive Officer for the time being appointed under Rule 18.1.

College Skin Cancer College Australasia Limited.

Concerns Statement a statement published under Rule 13.7 in relation to the management of potential conflicts between personal interests
and duties of a nominee in a General Ballot, and the interests of the College or the duty of a director to the College.

**Declaration General Meeting**

a general meeting of Full and Life Members at which a General Ballot is declared or to be declared under Rule 14.7.

**Excluded Interest**

an interest of a person –

(i) which arises because the person is a member of the College, and which is held in common with the other members of the College,

(ii) which relates to a contract which insures the person, or would insure the person if he or she were a director of the College, against liabilities which the person incurs or might incur in that capacity, if the contract does not make the College the insurer, or

(iii) if the person is a director of the College, of which the person has given notice to all of the other directors in accordance with Rule 12.7, if the extent of the interest has not materially increased above that disclosed to the other directors.

**General Ballot**

the annual general ballot for the election of directors and, in those years in which a President is to be elected, the President.

**Material External Duty**

a duty owed by a person to someone other than the College, which, if the person is or were to become a director of the College, has or may have the capacity to influence the way in which the person acts in relation to the affairs of the College.

**Potential Conflicts Advisor**

a person appointed by the board under Rule 13.7 to review and advise in relation to nominations for election in a General Ballot.

**President**

means the President for the time being of the College.
Registration Authority

a relevant professional regulatory body.

Significant Personal Interest

an interest other than an Excluded Interest of a person, or of
an Associate of the person which, if the person is or were to
become a director of the College, has or may have the
capacity to influence the way in which the person acts in
relation to the affairs of the College.

Unsatisfactory Conduct

see Rule 10.1.

2.2 Interpretation

Unless the context requires otherwise –

(a) one number includes the other,

(b) a gender includes the other genders,

(c) a reference to an Act includes regulations and other instruments made
under the Act, and a consolidation or replacement of or amendment to the
Act,

(d) a reference to this Constitution or another instrument includes the
Constitution or other instrument as amended from time to time,

(e) for a defined expression, other grammatical forms of the expression have a
corresponding meaning, and

(f) a reference to the members in general meeting is a reference to the Full
members and Life members in general meeting.

2.3 Replaceable Rules

The replaceable rules established by the Corporations Act do not apply to the
College.

3. OBJECTS

(a) The objects of the College are to –

(i) promote and advance the skin health of the Australasian community,

(ii) advance education, training and research in the diagnosis and treatment of
skin cancer and the practice of skin cancer medicine,
(iii) define and promote the observance of professional standards in the practice of skin cancer medicine,

(iv) promote public education in relation to skin cancer prevention, early detection and treatment,

(v) be a source of authoritative advice and information regarding skin cancer medicine in primary care, to government, skin cancer practitioners, other professionals, peak and professional bodies, the media and the general public,

(vi) represent and promote the interests of skin cancer practitioners and other skin cancer professionals, and

(vii) foster an environment of fellowship and support for skin cancer practitioners and other skin cancer professionals.

(b) In the pursuit of those objects, the College will operate in Australia, New Zealand and elsewhere as decided, and will –

(i) establish and conduct education and training programs for health care professionals with an interest in skin cancer,

(ii) organise, facilitate and deliver events and forums to assist members of the College in their continuing education and professional development,

(iii) develop and source resources that support the professional standards established by the College,

(iv) define and promote high standards of medical practice and professional ethics in the practice of skin cancer medicine, and in skin cancer education, training and research,

(v) disseminate high quality evidence based information in relation to skin cancer, its causes and treatment, and protective measures,

(vi) provide fellowship opportunities for members of the College and promote mutual support, and

(vii) work cooperatively with government and other professional bodies in promoting, and be an advocate for, matters of concern to the College and its members.

4. GUARANTEE

(a) The College is a company limited by guarantee.
(b) The liability of the members is limited.

(c) Every member of the College undertakes to contribute to the assets of the College in the event of its being wound up during the time that he, she or it is a member, or within one year of his, her or its ceasing to be a member, for the payment of debts and liabilities of the College incurred whilst a member, and the costs, charges and expenses of winding up the College, and for the adjustment of the rights of contributories amongst themselves, in a sum not exceeding $10.

5. **NOT FOR PROFIT**

(a) The income and property of the College, however derived –

(i) must be applied solely towards the promotion of its objects, and

(ii) must not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any member.

(b) This Rule does not prevent a payment in good faith –

(i) of remuneration to an employee of the College,

(ii) to a member in return for services rendered to the College,

(iii) for goods supplied to the College in the ordinary and usual course of business, or

(iv) of interest at a commercial rate on monies lent to the College by a member.

(c) Subject to paragraph (d), the directors must not be paid remuneration for their services as directors.

(d) This Rule does not prevent –

(i) reimbursement in accordance with an approval of the board of out-of-pocket expenses incurred by a director in carrying out his or her duties as a director,

(ii) payment on reasonable commercial terms and in accordance with an approval of the board for services rendered to the College in a professional or technical capacity by a director or a member, and

(iii) reimbursement in accordance with an approval of the board of out-of-pocket expenses incurred by a director or member in providing such professional or technical services.

(e) If on the winding up of the College there is a surplus remaining after satisfaction of all its debts and liabilities, it must not be paid to or distributed amongst the
members, and it must be given or transferred to one or more corporations –

(i) having objects similar to those of the College,

(ii) whose constitutions or other constituent instruments prohibit the distribution of income and property among their members to an extent not less than the corresponding prohibitions imposed under this Constitution, and

(iii) chosen by the members at a before the time of dissolution,

and otherwise for one or more charitable objects chosen by the College’s liquidator.

6. **MEMBERSHIP**

6.1 **Classes of Membership**

A person may be a member of the College in one of the following membership classes –

(a) Full member

(b) Fellow member

(c) Associate member

(d) Non-practising member

(e) Affiliate member

(f) Student member

(g) Honorary member

(h) Life member.

6.2 **Eligibility Criteria**

The eligibility criteria for the classes of membership are –

**Full member**  
Registration as a medical practitioner under the laws of a State or Territory of Australia or the laws of New Zealand

Authorisation to practise medicine in Australia or New Zealand

**Fellow member**  
Installation as a Fellow of the College
<table>
<thead>
<tr>
<th>Membership Type</th>
<th>Eligibility</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Associate member</strong></td>
<td>Medical practitioner not authorised to practise medicine in Australia or New Zealand</td>
</tr>
<tr>
<td></td>
<td>Registration as a nurse or a nurse practitioner under the laws of a State or Territory of Australia or the laws of New Zealand, and authorisation to practise as such in Australia or New Zealand</td>
</tr>
<tr>
<td></td>
<td>Engagement as a general practice manager or general practice educator, or another association with a general practice which, in the opinion of the board, has a sufficient connection with the objects of the College</td>
</tr>
<tr>
<td><strong>Non-practising member</strong></td>
<td>Previous eligibility for Full membership or Associate membership which has ceased in consequence of retirement, withdrawal from or ceasing practice or eligible employment or for another reason approved by the board</td>
</tr>
<tr>
<td><strong>Affiliate member</strong></td>
<td>A company or other organisation which, in the opinion of the board, is engaged in activities consistent with the objects of the College</td>
</tr>
<tr>
<td><strong>Student member</strong></td>
<td>A medical or nursing student undertaking studies towards a qualification allowing registration as a medical practitioner, nurse or nurse practitioner under the laws of a State or Territory of Australia or the laws of New Zealand</td>
</tr>
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Honorary member  
Conferral of Honorary membership by the board in acknowledgement of an outstanding contribution to the College and the pursuit of its objects.

Life member  
Conferral of Life membership by the members at an annual general meeting of the College in acknowledgement of exemplary service to the College and the pursuit of its objects.

6.3 Fellow Membership

(a) A Fellow member must in addition hold membership in another class of membership.

(b) A Fellow member will enjoy all of the rights of a Fellow member and all of the rights attaching to his or her other class of membership.

6.4 Honorary Membership

(a) A member may nominate a person, company or other organisation for the board’s consideration for conferral of Honorary membership.

(b) In its discretion, the board may confer Honorary membership for a period not exceeding three years, and it may confer Honorary membership for a further period or periods not exceeding three years thereafter.

(c) An Honorary member is not required to pay an annual membership fee.

(d) If it considers it to be in the interests of the College to do so, the board may resolve to terminate a period of Honorary membership.

6.5 Life Membership

(a) A member may nominate a person for the board’s consideration for recommendation of the conferral of Life membership.

(b) The board may recommend to the members that Life membership be conferred upon a person, company or other organisation.

(c) If the board has made a recommendation for Life membership under paragraph (b), a general meeting of members may resolve to confer Life membership accordingly.

(d) A Life member is not required to pay an annual membership fee.
6.6 Change of Eligibility Status

(a) If the board is of the opinion that a member is not eligible for membership of the College or for inclusion in the class of membership held by the member, the board may give notice to the member requiring that cause be shown as to why the member should be permitted to continue as a member of the College or within the class of membership.

(b) A member served with a notice under paragraph (a) to show cause must do so within a period of 14 days, or within such longer period as the notice or the board may allow.

(c) Following the conclusion of the period for showing cause, the board may give further consideration to the credentials of the member and –

(i) if the board is satisfied that the member is not eligible for membership of the College, may resolve to terminate the membership, and

(ii) if the board is satisfied that the member is not eligible for membership of the member’s class of membership, but is eligible for membership of the College, the board may resolve to transfer the member from one class of membership to another for which he or she is eligible.

(d) A Full member or Associate member who has ceased or is about to cease to be eligible for inclusion in the class may apply to the board for a transfer to Non-practising membership.

(e) The board may approve the application with immediate or deferred effect if it is satisfied that the member is eligible or within a time which it considers reasonable will be eligible for membership in the Non-practising member class.

6.7 Term of Membership

(a) Full, Associate, Non-practising, Affiliate and Student membership is renewable annually.

(b) The term of membership of an Honorary member is for the period nominated by the board at the time of conferral.

(c) The term of membership of a Life member continues until it ends as provided by this Constitution.

6.8 Membership Rights

(a) Full members and Life members are entitled to notice of meetings of the College, and each Full member and Life member is entitled to vote at any meeting of the College.

(b) Members in other classes of membership are not entitled to notice of meetings, or to vote at meetings of the College.
(c) Membership and rights attaching to membership of the College are not transferable.

6.9 Register of Members

The board must cause the College to maintain a Register of Members containing the name and address of each member, the date on which the member’s name was entered in the register, and such other information in relation to the member as the board may decide.

6.10 Membership Subscriptions

(a) Each Full, Fellow, Associate, Non-practising, Affiliate and Student member must pay the annual membership subscription from time to time fixed by the board for membership of the class.

(b) If a membership is terminated under Rule 6.6(c)(i) or Rule 10.4, the member will not have any entitlement to a payment in respect of the unexpended portion of the subscription for the then current term of membership.

7. ADMISSION TO MEMBERSHIP

7.1 Application for Membership

(a) An application for membership of the College must be in such form, including electronic, as an officer of the College authorised by the board to do so, determines from time to time.

(b) An application for membership must be signed by the applicant or otherwise adopted by the applicant in a way approved by an officer of the College authorised by the board to do so.

(c) An application for membership must include a current email address for the applicant.

7.2 Board Consideration of Membership Application

All applications for membership must be considered and decided by the board. The board may approve or decline an application in its discretion, without assigning a reason for its decision.

7.3 Entry in the Register

Promptly after the acceptance of an application for membership the details of the applicant must be entered promptly into the Register of Members.

7.4 Notification to Applicant

If an application is declined the board must cause prompt notification of its decision.
8. CESSATION OF MEMBERSHIP

8.1 Resignation

(a) A member may resign from membership of the College by written notice given or sent to the College at the registered office.

(b) A resignation takes effect at the time at which it is received at the registered office.

8.2 Death, Incapacity and Winding Up

The membership of a member ends if the member dies, is found to be of unsound mind or, in the case of a corporation, becomes subject to winding up or dissolution.

8.3 Failure to Pay Membership Subscription

(a) If a member’s membership subscription is unpaid on the day which is 60 days after it fell due for payment, the membership will end.

(b) In its discretion the board may reinstate a membership from the date on which it ended under paragraph (a).

8.4 Termination of Membership

If the board resolves to terminate the membership of a member under Rule 6.5(c)(i) or Rule 10.4, the membership will terminate at the time of the board resolution.

9. FELLOWSHIP AND HONORARY FELLOWSHIP

(a) The board may install a member as a Fellow of the College if in its opinion he or she has completed such training and assessment and has such experience as it considers warrant such recognition.

(b) If a Fellow of the College ceases to be a member of the College he or she will at the same time cease to be a Fellow of the College.

(c) The board may bestow an award of Honorary Fellowship on a person who in its opinion has achieved such accomplishments within the scope of the objects of the College as it considers warrant such recognition.

(d) A member may nominate any person for the board’s consideration of the bestowal of an award of Honorary Fellowship.
(e) If an Honorary Fellow who is a member of the College ceases to be a member he or
she will at the same time cease to be an Honorary Fellow of the College.

(f) If it considers it to be in the interests of the College to do so, the board may resolve
to rescind an award of Honorary Fellowship.

10. DISCIPLINE

10.1 Unsatisfactory Conduct

For this Rule the expression “Unsatisfactory Conduct” means conduct of a member
which, in the opinion of the board –

(a) is prejudicial to the interests of the College,

(b) is inconsistent with reasonable expectations of a person who is fit and
proper to be a member of the College,

(c) is unbecoming of a member of the College, or

(d) brings or may bring the College into disrepute.

10.2 Grounds for Disciplinary Sanction

The board may impose a disciplinary sanction decided by it upon a member if, in its
opinion –

(a) the member has engaged in Unsatisfactory Conduct,

(b) the member has failed to comply with a provision of the Constitution or a
bylaw,

(c) the member’s name has been removed from the register of a Registration
Authority for disciplinary reasons,

(d) the member becomes subject to a condition or restriction on his or her right
to practise,

(e) the member is convicted either summarily or on indictment of an indictable
offence, irrespective of whether the conviction is recorded,

(f) the member fails during a period of two months to pay a debt due to the
College, or

(g) the member has been found to be guilty of professional misconduct.
10.3 Opportunity to be Heard

(a) Before deciding to impose a disciplinary sanction on a member the board must –

   (i) give notice to the member that it proposes to consider imposing a disciplinary sanction, and

   (ii) invite the member to show cause as to why a disciplinary sanction should not be imposed.

(b) A notice under paragraph (a) –

   (i) must be accompanied by reasonable particulars of any allegations as to any matter of substance which might form a basis for the imposition of a disciplinary sanction, and

   (ii) must stipulate a period of not less than 14 days within which the member may show cause.

(c) A member may make written submissions to the board showing cause as to why a disciplinary sanction should not be imposed.

(d) In a case in which it considers it desirable to do so –

   (i) the board may invite the member to appear before it to make oral submissions and respond to questions of board members,

   (ii) if the board decides to invite the member to appear before it, it may allow the member to have legal or other representation or assistance, and

   (iii) it may allow the member to appear before it employing such electronic facilities as it decides.

(e) Unless invited or allowed under paragraph (d), a member is not entitled to appear before the board for its consideration of a disciplinary matter, to legal representation before the board, or, if invited to appear, to do so by electronic means.

10.4 Disciplinary Sanctions

(a) If the board is satisfied that any of the grounds for the imposition of a disciplinary sanction mentioned in Rule 10.2 has been made out, and that it would be in the interests of the College to do so, the board may impose a disciplinary sanction on the member.
(b) For paragraph (a), the disciplinary sanctions which the board may impose are –
   (i) reprimand,
   (ii) suspension of the right to nominate for or to hold office within the College for a fixed period, or until the happening of an event or the satisfaction of a condition,
   (iii) suspension for a fixed period, or until the happening of an event or the satisfaction of a condition, and
   (iv) termination of membership.

(c) If the board decides to terminate a member’s membership under this Rule it may –
   (i) fix a period commencing on the date of termination within which he or she will be ineligible to apply for membership of the College, and
   (ii) impose a condition on the member’s eligibility to apply for membership.

(d) If a period is fixed or a condition is imposed under paragraph (c), the board may subsequently amend the period, and revoke or amend the condition.

10.5 The Disciplinary Process

(a) Subject to this Rule, in a disciplinary matter the board –
   (i) will not be bound by rules of evidence or procedure,
   (ii) may inform itself as to any matter as it sees fit, and
   (iii) must act fairly and in the best interests of the College.

(b) If a board member is of the genuine belief that he or she can bring a fair and open mind to the matters in issue, he or she will not be prevented from participating in the board’s consideration of and decision in relation to a disciplinary matter –
   (i) because of familiarity or prior dealings with the member, or another person involved, or
   (ii) because the board member played a part in bringing the disciplinary matter to the attention of the board, or in informing the board of relevant facts and circumstances.
10.6 Interim Suspension

(a) If the board has become aware of allegations as to facts or circumstances which, if made out, might give rise to its considering whether to impose a disciplinary sanction on a member, and if it considers that it would be in the best interests of the College to do so, the board may suspend the membership of that member pending its investigation and consideration of the matter.

(b) If it considers that it would be in the best interests of the College to do so, the board may decide to suspend the membership of a member under paragraph (a) without prior notice to the member, but if it does so –

(i) it must cause notice of the suspension and, to the extent that it is reasonably able, particulars of the allegations taken into account, and allow the member an opportunity to make written submissions showing cause as to why the suspension should be discontinued, and

(ii) if the member makes submissions, it must promptly consider those submissions, and decide whether the suspension should be discontinued.

11. THE BOARD

11.1 Composition of the Board

The board comprises the President and such other directors as may be appointed as provided in this Constitution.

11.2 Role of the Board

(a) The business of the College will be managed by the board.

(b) The board may exercise all of the powers of the College except for any which are required by the Corporations Act or this Constitution to be exercised by the members in general meeting.

11.3 Size of the Board

(a) The number of directors must be no fewer than three, and no more than nine, or such other number as the members in general meeting may decide.

(b) If the number of directors falls below three, the continuing director or directors may appoint a director or directors as required so that there will be three directors.
(c) If the members in general meeting decide to reduce the maximum number of directors to a number which is less than the number of directors then in office, the change will not take effect until the number of directors in office is no longer greater than the number so decided upon, or the next Declaration General Meeting of members, whichever is the earlier.

11.4 Directors’ and Committee Members’ Qualifications

(a) A director appointed under Rule 15.2 to fill a casual vacancy must be a Full or Life member of the College.

(b) A person is not eligible to nominate under Rule 13.6 for election as a director unless he or she is a Full member or Life member.

(c) Subject to this Constitution, a retiring director is eligible for re-election.

(d) Subject to paragraph (e), a person is not eligible to nominate for election as President unless he or she –

(i) is a Full member or a Life member of the College, and

(ii) has served as a director of the College for a period of not less than two years in the period of six years preceding the last day of June in the year in which the General Ballot is to be held.

(e) For paragraph (d)(ii) –

(i) the then current term of a director elected at the General Ballot held two years previously will be taken to be two years, and

(ii) a term as director which exceeded 21 months will be taken to have been for two years.

(f) The President may not serve more than two consecutive terms as President, but is otherwise eligible for re-election.

(g) A period in office as President filling a casual vacancy or as acting President will not be taken into account as a term of office as President in determining eligibility for re-election.

(h) If a director who is a member ceases to be a member of the College, he or she also ceases to be a director.

(i) If the President ceases to be a director, he or she also ceases to be President.

(j) Anything done in good faith by a meeting of the board or of a committee of the board, or by a person acting as a director or committee member, will be
valid and effective notwithstanding that it may afterwards be discovered that there had been some defect in the appointment of a person, or that a person was disqualified from acting.

11.5 Resignation

(a) A director may resign from office by giving written notice of resignation to the College.

(b) The resignation takes effect upon receipt of the notice of resignation by the College.

11.6 Suspension

(a) If the board is of the opinion that –

(i) the conduct of a director has been or is such that his or her continuance in office is prejudicial to the interests of the College, and

(ii) it would be in the best interests of the College to do so,

it may suspend the director from office.

(b) A resolution to suspend a director under paragraph (a) may be carried only at a meeting convened specifically for the purpose.

(c) A director who is the subject of a motion for suspension must be given a reasonable opportunity to be heard in relation to it, but is not otherwise entitled to be present during the board’s consideration of the motion and is not entitled to vote on it.

(d) If the board resolves under paragraph (a) to suspend a director from office at a time in the first half of the calendar year falling after the Declaration General Meeting or in the second half of a calendar year, the board must convene an extraordinary general meeting of members for the purpose of considering a motion that the director be removed from office.

(e) If the board resolves under paragraph (a) to suspend a director from office at a time in the first half of a calendar year before the end of the Declaration General Meeting and the suspended director’s term of office will not expire at the end of the Declaration General Meeting following the imposition of the suspension, the board must ensure that a motion that the director be removed from office is included in the agenda for that meeting.

(f) If a suspension of a director to which paragraph (e) refers occurs after the giving of the notice convening the Declaration General Meeting –
(i) the board must cause notice to be given to each Full and Life member as soon after the suspension as is reasonably practicable that the motion required by paragraph (e) will be put to the Declaration General Meeting, and

(ii) a motion required by paragraph (e) may be moved notwithstanding the absence of a reference to it in the notice of the meeting under Rule 16.2.

(g) If a motion that the suspended director be removed from office is not carried at an extraordinary general meeting convened under paragraph (c) or at the Declaration General Meeting, the director’s suspension from office will cease.

(h) If a director suspended under this Rule is the President –

(i) his or her office as President is suspended during the term of the suspension,

(ii) a motion referred to in paragraphs (d) and (e) must propose removal from office as a director and as President, and

(iii) the board may appoint another member of the board to act as President during the suspension.

11.7 Vacation of Office

The office of a director is vacated if he or she –

(a) becomes a person whose estate or person is liable to be dealt with in any way under a law relating to mental health or disability,

(b) is absent from three consecutive meetings of the board (excluding meetings of which less than 48 hours’ notice was given) without leave,

(c) becomes a bankrupt, or

(d) is removed from office by the operation of the Corporations Act.

11.8 Public Representation

(a) Subject to any policy, bylaw or other decision of the board –

(i) the President and the Chief Executive Officer will be the principal public representatives of the College, with responsibility for public, media and private statements and commentary on its behalf, and
(ii) the President may appoint another director, and the President and the Chief Executive Officer may appoint an officer of the College either generally or on an ad hoc basis, to make public, media and private statements and commentary on behalf of the College.

(b) Except in accordance with a policy, bylaw or other decision of the board, or appointment by the President, a director other than the President must not make or purport to make a public, media or private statement or comment apparently on behalf of the College.

11.9 Board Committees and Delegation of Powers

(a) The board may establish committees with such terms of reference, functions, powers and discretions as it may decide, and it may delegate its powers other than the power of delegation, to a committee established under this paragraph, and it may vary and revoke any such delegation.

(b) A committee established under paragraph (a) must have at least one member who is a director and otherwise may comprise such members of the College and persons who are not members of the College as the board decides.

(c) A committee may make recommendations to the board as to the composition of the committee.

(d) The number of members of a committee must not be less than three nor more than the number of directors at the time at which it is established.

(e) The board resolution establishing a committee must identify its terms of reference, but the board may vary the terms of reference as it sees fit.

(f) The board may appoint a chairman for a committee established by it, but if it does not do so, the committee must appoint one of its members as chairman.

(g) Subject to any decision of the board, a committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.

(i) Each member of a committee has one vote on a motion. If there is an equality of votes, the chairman does not have a casting vote, and the motion will be lost.

(j) The quorum for a meeting of a committee is one half of its number of members, with any fraction rounded up, or three, whichever is the greater.

(k) Each committee must report to the board as it directs, and in the absence of a direction as to the frequency of reports, the committee must report at least annually.
(l) A committee does not have power to bind the College.

(m) The board may also delegate any of its powers, other than the power of delegation, to the President or another director or officer of the College, and it may vary and revoke any such delegation.

(n) A committee, the President, another director or an officer of the College exercising delegated power must comply with any conditions or limitations attaching to the delegation.

11.10 Bylaws

(a) The board has power to make, amend and repeal bylaws as it considers necessary or desirable in the best interests of the College for the conduct and management of the affairs of the College and the furtherance of its objects.

(b) A bylaw must not be inconsistent with this Constitution.

(c) Bylaws made under this Rule will bind all members and the College.

(d) Without limiting the power of the board under paragraph (a), the board may make bylaws in relation to –

(i) rights and privileges to be accorded to the different classes of membership of the College,

(ii) procedural matters relating to the nomination and election of the President and members of the board, including balloting procedures,

(iii) the regulation of the affairs of committees,

(iv) the appointment, functions, powers, duties and responsibilities of the Chief Executive Officer and other officers of the College,

(v) procedures for the making of complaints about member conduct, and for dealing with disciplinary matters,

(vi) the conduct of the College’s education programs, and assessments, and

(vii) the educational and other requirements for College awards.
12. PROCEEDINGS OF THE BOARD

12.1 Meetings

(a) Subject to this Constitution, the board may meet to deal with its business, and adjourn its meetings, and otherwise regulate its affairs as it thinks fit.

(b) The President may convene a meeting of the board, and must do so if requested in writing by two directors.

(c) A request to the President under paragraph (b) must specify the general nature of the business proposed to be considered.

(d) If the President does not convene a meeting of the board within 14 days of a request under paragraph (b), two directors who made the request may do so.

(e) The board may meet electronically.

(f) For paragraph (e), the board meets electronically if it holds a meeting in which one or more of the directors takes part by telephone or other audio or audio-visual means under arrangements by which –

(i) all directors other than a director who is on leave of absence have the opportunity to make use of the technology to be used for the meeting, and

(ii) the technology is such that directors participating by it are able to hear, and read the written contributions of, the other directors.

12.2 Notice of Meetings

(a) Subject to paragraph (b), not less than 24 hours’ notice of a meeting of the board must be given to each director, specifying the date and time of the meeting and the place of the meeting or, if the meeting is to be held electronically, reasonably sufficient details of the means of access.

(b) A meeting of the board may be held on less than 24 hours’ notice if –

(i) not less than three quarters of the directors agree, or

(ii) the President considers that the business of the proposed meeting is sufficiently urgent to warrant the calling of the meeting on shorter notice.
12.3 Quorum

The quorum for a meeting of the board is three directors.

12.4 Chairman

The chairman for a meeting of the board will be –

(a) the President, or

(b) if the President is not present within 10 minutes of the time for commencement of the meeting, or is unable or unwilling to take the chair, a director chosen by the directors present.

12.5 Voting

(a) Subject to this Constitution, each director will have one vote on a motion.

(b) If there is an equality of votes on a motion, the chairman does not have a casting vote, and the motion will be lost.

(c) The decision of a majority of directors present and voting is taken to be a decision of the board.

12.6 Written Resolutions

(a) A written resolution signed or electronically approved by –

   (i) at least three quarters of all directors, or

   (ii) at least 3 directors,

   whichever is the greater, is taken to be a decision of the board.

(b) For paragraph (a) -

   (i) a director who has provided written notice that, because of a Significant Personal Interest or a Material External Duty, he or she is prevented from voting on a proposed resolution, and

   (ii) a director who is on leave of absence,

   will not be counted in determining whether the written resolution has been signed by the required number of directors.

(c) A written resolution –
(i) may be comprised of a number of documents recording the resolution in the same terms, each signed or electronically approved by one or more directors, and

(ii) takes effect at the time at which the last document is received by the College.

12.7 Significant Personal Interests and Material External Duties

(a) A director who has a Significant Personal Interest or a Material External Duty must give the other directors notice of the interest or duty.

(b) For paragraph (a), the notice –

(i) must be given at a meeting of the board, as soon as practicable after the director becomes aware that he or she has the Significant Personal Interest or Material External Duty,

(ii) may be given orally or in writing or partly orally and partly in writing,

(iii) must give details of the nature and extent of the interest or duty, and its relation to the affairs of the College, and

(iv) to the extent that it is given orally, must be recorded in detail in the minutes of the meeting.

(c) Without limiting the obligations of any other person, the director giving the notice must ensure –

(i) to the extent that the notice was given orally, that it is recorded in detail in the minutes of the meeting, and, without limiting that requirement, that the minutes record the nature and extent of the interest or duty, and its relation to the affairs of the College, and

(ii) if the notice was given partly in writing, that the minutes record the nature and extent of the interest or duty, and its relation to the affairs of the College, and the fact that written notice was given.

(d) Subject to paragraphs (e) and (f), a director who has a Significant Personal Interest or a Material External Duty which has the capacity to influence the way in which the director acts in relation to a matter that is being considered at a board meeting –

(i) must not be present while the matter is being considered at the meeting, and
(ii) must not vote in relation to it.

(e) A director who has a Significant Personal Interest or a Material External Duty of the kind referred to in paragraph (d) may be present during the consideration of the matter if directors who do not have a Significant Personal Interest or Material External Duty in relation to the matter pass a resolution that –

(i) identifies the director, the nature and extent of his or her interest in the matter, and its relation to the affairs of the company, and

(ii) states that they are satisfied that the interest or duty should not disqualify the director from being present during the board’s consideration of the matter.

(f) If a director who has a Significant Personal Interest or a Material External Duty is permitted by a resolution of the kind mentioned in paragraph (e) to be present during the board’s consideration of a matter, and the directors who passed the resolution also resolve that they are satisfied that the interest or duty should not disqualify the director from voting in relation to the matter, he or she may do so.

(g) If the board is considering a matter at a meeting, and directors who do not have a Significant Personal Interest or a Material External Duty in relation to the matter are of the opinion that a director who is present is required by paragraph (d) to not be present while the matter is being considered at the meeting, the directors who do not have a Significant Personal Interest or a Material External Duty in relation to the matter may resolve to require the director to not be present while the matter is being considered at the meeting.

(h) A resolution under paragraph (g) must identify the director, the matter under consideration and in brief terms, the relevant interest or duty.

(i) If a resolution is adopted under paragraph (g) in relation to a director, the director must not be present while the matter is being considered at the meeting.

13. GENERAL BALLOT

13.1 Electronic Ballot

(a) Subject to this Constitution, the General Ballot for the election of the President and the board will be a ballot of Full members and Life members, and unless the board decides otherwise it will be conducted electronically.

(b) For an electronic ballot, the board must make arrangements for –
balloting to be conducted online through the College’s website, or some other website,

(ii) the provision of security to protect the integrity and secrecy of the ballot, and

(iii) ready accessibility to the ballot for electors.

13.2 Structure of the Ballot

(a) In the election of directors, each elector will be entitled to cast a number of votes equal to the number of directors to be elected (including the President), with the ballots having equal value.

(b) In the election of the President, each elector will be entitled to cast one vote.

(c) The ballot will be secret, and not preferential.

13.3 Term of Office

The President and each director other than the President elected at the General Ballot has a term which commences at the end of the Declaration General Meeting following the General Ballot and expires at the end of the Declaration General Meeting in the second year after election.

13.4 Returning Officer

The Returning Officer will be the Chief Executive Officer or acting Chief Executive Officer, or, if there is no Chief Executive Officer or acting Chief Executive Officer, a senior administrative officer of the College or an independent person selected by the board.

13.5 Elections Timetable

(a) Elections of directors will take place annually as required by Rule 14.2 and, subject to Rule 15.1(b), an election for President will take place biennially, at a General Ballot. The elections will be held in the first half of the calendar year, at timing fixed by the Returning Officer to ensure that the ballots are able to be declared at a general meeting held in or about May.

(b) The Returning Officer must ensure that the timing of the steps in the electoral process meets the following minimum requirements –

<table>
<thead>
<tr>
<th>Period</th>
<th>Requirement</th>
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<tr>
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<tr>
<td>3 weeks</td>
<td>Period from opening of nominations to the close of nominations</td>
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<tr>
<td>3 weeks</td>
<td>Period between the close of nominations and the commencement of voting</td>
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13.6 Nominations

(a) The Returning Officer must call for nominations for election as a director, and if there is to be an election for President, for election as President by posting a notice to that effect prominently on the College’s website, and by sending the notice by email to each Full member and Life member at the address for the member last notified to the College.

(b) The notice calling for nominations must include details of the timetable for the ballot.

(c) A failure on the part of the Returning Officer to send the notice to a member or members by email will not invalidate the ballot.

(d) Nominations for election must be in the form prescribed for that purpose by the board, and must comply substantially with the requirements of that form.

(e) A member nominating for election as a director or as President must include in the nomination a statement either –

   (i) that, insofar as he or she is aware, he or she is not affected by any Significant Personal Interest or Material External Duty, or

   (ii) which gives details of each such interest or duty.

(f) If a member nominates for election as President and does not also nominate for election as a director, the nomination will be of no effect.

13.7 Conflict of Interest or Duty

(a) Before the opening of nominations in a General Ballot the board must appoint a person (not being a director who intends to nominate for election in the ballot) as Potential Conflicts Advisor to review the nominations for election in the ballot, and to advise the board as to any perceived potential for conflicts of interest or duty.

(b) A director appointed as Potential Conflicts Advisor may not nominate for election in the General Ballot for which he or she is appointed.

(c) If the Potential Conflicts Advisor is of the opinion that a nominee for election has a Significant Personal Interest or a Material External Duty, he or she must invite the nominee to confer with him or her with a view to identifying and discussing potential conflicts, and the ways in which they might
effectively be managed.

(d) If the Potential Conflicts Advisor is not satisfied that the potential for conflict is likely to be able to be managed effectively, he or she may recommend to the board that a Concerns Statement should be included with the list of nominees to be published on the College’s website under Rule 13.8 or Rule 13.9(c) in relation to the nominee.

(e) If the Potential Conflicts Advisor makes a recommendation to the board under paragraph (d), the board must meet as promptly thereafter as can practicably be arranged to consider the recommendation, and to decide whether, in its opinion, the potential for conflict would be able to be managed effectively.

(f) The nominee will be entitled to be present (including electronically) at the meeting of the board, and to make submissions in relation to the management of potential conflicts and the recommendation of the chairman.

(g) A director (including the President) who has nominated for election in the General Ballot will not be disqualified from participating and voting in the meeting of the board on that account.

(h) The board may resolve to direct that a Concerns Statement should be published in relation to the nominee with the list of nominees to be published under Rule 13.8 or Rule 13.9(c), but it must not do so unless it is satisfied that it is likely that the nominee’s potential conflicts would not be able to be managed effectively.

(i) A Concerns Statement must be in one of the following forms, as appropriate to the facts –

   (i) The board has met with [name of the nominee] to discuss the management of the potential for conflict arising from his/her personal interests and duties to others, and the interests of the College and the duty which he/she would have to the College if elected as a director/President.

          The board has concluded that it is likely that [name of the nominee]’s potential conflicts would not be able to be managed effectively, and it recommends that members should consider that issue when casting their votes.

   (ii) The board has discussed the management of the potential for conflict between [name of the nominee]’s personal interests and duties to others, and the interests of the College and the duty which he/she would have to the College if elected as a director/President.
[Name of the nominee] was invited to meet with the board to discuss these matters, but he/she did not do so.

The board has concluded that it is likely that [name of the nominee]’s potential conflicts would not be able to be managed effectively, and it recommends that members should consider that issue when casting their votes.

13.8 Publication of Nominations

After the close of nominations the Returning Officer must publish a list of nominees on the College’s website together with any Concerns Statement as directed by the board under Rule 13.7.

13.9 Extension of Closing Date

(a) If there is no nomination or only one nomination for election as President, the Returning Officer –

(i) must extend the date for closing of nominations for election as President by a period of eight days, and

(ii) include an announcement to that effect with the publication of the list of nominees.

(b) If there is no continuing director (including the President) who is a resident of New Zealand, and there are no nominations by a resident of New Zealand for election as a director or as President, the Returning Officer –

(i) must extend the date for the closing of nominations for election as a director, limited to residents of New Zealand, by a period of eight days, and

(ii) include an announcement to that effect with the publication of the list of nominees.

(c) If the closing date for nomination for election as President or, for residents of New Zealand, for election as a director, has been extended under paragraph (a) or paragraph (b), at the close of the extended period for nominations, the Returning Officer must publish an announcement on the College’s website as to whether there have been further nominations, and if there have, must update the previous announcement of nominees.

13.10 New Zealand Resident Appointment

If at the extended closing date for nominations for election as a director there was no continuing director (including the President) who was a resident of New Zealand, and there were no nominations by a resident of New Zealand for election as a
director –

(a) the number of directors to be elected at the ballot will be reduced by one, and

(b) after the declaration of the ballot, the board may appoint a Full member or a Life member who is resident of New Zealand as a director, and the director so appointed will take office for the balance of the term which he or she would have taken had he or she been elected in the General Ballot.

13.11 No Nomination for Election as President

If at the extended closing date for nominations for election as President there is no nomination for that office, after the declaration of the General Ballot the board –

(a) may appoint as President a member eligible to nominate at a General Ballot for election as President,

(b) if the board appoints a director as President under paragraph (a), it may also appoint a Full member or a Life member as a director, and

(c) the President and a director so appointed will take office for the balance of the term which he or she would have taken had he or she been elected in the General Ballot.

13.12 Insufficient Nominations for Election as a Director

Subject to Rule 13.10, if the number of nominees for election as a director is less than the number of directors to be elected, after the declaration of the General Ballot –

(a) the board may appoint sufficient members from amongst the Full members and Life members to make up the shortfall, and

(b) a director so appointed will take office for the balance of the term which he or she would have taken had he or she been elected in the General Ballot.

14. GENERAL BALLOT – VOTING AND DECLARATION

14.1 Balloting

(a) The Returning Officer must ensure that the facility for the casting of votes is accessible and functional from the date for the commencement of voting to the date for the close of voting as nominated in the timetable for the ballot.

(b) If there is a time or there are times in the period for voting in which the facility for the casting of votes is not accessible and functional, the Returning Officer may extend the date for the close of voting if he or she is of the
opinion that it is necessary to do so to ensure the integrity of the ballot.

(c) An extension under paragraph (b) must not exceed seven days.

(d) If the Returning Officer decides to extend the date for the close of voting under paragraph (b), he or she must –

(i) publish an announcement on the College’s website as to the extension and the new date for the close of voting, and

(ii) send a notice to the same effect by email to each Full member and Life member at the address for the member last notified to the College.

(e) A failure on the part of the Returning Officer to send the notice to a member or members by email will not invalidate the ballot.

14.2 Number of Directors to be Elected

The number of directors to be elected in a General Ballot is to be calculated as follows –

(a) for each director other than the President whose term of office will expire by effluxion of time at the end of the following Declaration General Meeting, count 1,

(b) if the term of office of the President will expire by effluxion of time at the end of the following Declaration General Meeting, count 1,

(c) if the office of President is vacant at the time at which nominations are called, count 1, and

(d) if Rule 13.10 is engaged, deduct 1.

14.3 Election of a New Zealand Resident Director

(a) Paragraph (b) is engaged only if at the closing date or extended closing date for nominations for election as a director there was no continuing director (including the President) who was a resident of New Zealand.

(b) Subject to paragraph (a) –

(i) if at the closing date or extended closing date for nominations there was only one nominee for election as a director who is a resident of New Zealand, that nominee is elected, and
(ii) if at the closing date or extended closing date for nominations there were two or more nominees for election as a director who were residents of New Zealand, of those nominees –

(A) the one with the highest number of votes is elected, or

(B) if two or more of those nominees have the same number of votes and more votes than any other resident of New Zealand, of those two or more nominees, the one chosen by lot is elected.

(c) A nominee who is a resident of New Zealand who is not elected under paragraph (b) remains in the ballot.

14.4 Cancellation or Partial Cancellation of the Ballot

(a) If the number of nominees for election as a director is less than or equal to the number of directors to be elected –

(i) each of the nominees is elected,

(ii) the Returning Officer must cancel the ballot for the election of directors, and

(iii) if a President is to be elected, subject to paragraph (b), the General Ballot will proceed only for the election of a President.

(b) If the number of nominees for election as a director is less than or equal to the number of directors to be elected, and there is only one nominee for election as President –

(i) he or she is elected as President, and

(ii) the Returning Officer must cancel the ballot for the election of a President.

14.5 Election of Directors

(a) If the number of directors taken to be elected under Rule 14.3 and Rule 14.4 is less than the number of directors to be elected, nominees will be taken to be elected according to the number of votes cast for them.

(b) If two or more nominees (the leading nominees) have the same number of votes and more votes than any other nominee remaining in the ballot, and the number of those nominees is more than the number of the remaining places to be filled, of the leading nominees, nominees will be chosen by lot, and will be taken to be elected in the sequence in which they are chosen.
14.6 Election of the President

(a) If a nominee for election as President is not elected in the General Ballot as a director, he or she is eliminated from the election for President.

(b) Subject to paragraph (a) –

(i) if a nominee has more votes than any other, he or she is elected as President,

(ii) if two or more nominees (the leading nominees) have the same number of votes in the election for President, and more votes than any other nominee for that election –

(A) if one of the leading nominees has more votes for election as a director than the other or others, that nominee will be elected as President, and

(B) otherwise, the nominee to be elected as President will be the nominee selected by lot from amongst the leading nominees with the highest number of votes for election as a director.

14.7 Declaration of the Ballot

The Returning Officer must declare the ballot at a general meeting of Full and Life members held in or about May in the year of the ballot.

15. OTHER BOARD AND PRESIDENTIAL APPOINTMENTS

15.1 Casual Vacancy in the Office of President

(a) If there is a casual vacancy in the office of President, the board may appoint as President a member eligible to nominate at a General Ballot for election as President.

(b) If the board makes an appointment under paragraph (a) before the opening of nominations for the next General Ballot, the President so appointed will have a term expiring at the end of the next Declaration General Meeting otherwise the President will have a term until the end of the Declaration General Meeting in the following year.

(c) If the Office of President is vacant at the time at which the Returning Officer calls for nominations under Rule 13.6(a), the call for nominations must include nominations for election as President.
15.2 Casual Vacancy on the Board

(a) The board may appoint a person to fill a casual vacancy in the office of director.

(b) A director appointed to fill a casual vacancy will have a term of office expiring at the time at which the term of office of the director whose place he or she has taken would have expired by effluxion of time.

15.3 Appointment by the Members in General Meeting

(a) Subject to Rule 11.3(a), the members in general meeting may resolve to appoint a person as a director.

(b) A director appointed under paragraph (a) will have a term of office expiring at the end of the second Declaration General Meeting following the date of the resolution.

15.4 Appointment by the Board

(a) Subject to Rule 11.3(a), the board may appoint a person as a director as an additional member of the board.

(b) A director appointed under paragraph (a) will have a term of office expiring at the end of the next Declaration General Meeting.

15.5 Commencement of Appointment

The term of office of a director appointed by resolution of the members in general meeting or by resolution of the board will commence at the time specified in the resolution or, if no time for commencement is specified, at the end of the meeting in which the resolution is adopted.

16. GENERAL MEETING OF MEMBERS

16.1 Convening a Meeting of Members

(a) The board may call a meeting of Full and Life members whenever it considers it to be in the interests of the College to do so.

(b) The board must call and make arrangements for a general meeting of Full and Life members if the college receives a written request for such a meeting from Full and or Life members with at least 5% of the votes that may be cast at a general meeting, if the request –

(i) states any resolution to be proposed at the meeting, and
is signed by the members making the request.

16.2 Notice Requirements

(a) At least 21 days’ notice must be given for a meeting of Full and Life members, unless the Corporations Act permits shorter notice.

(b) The notice for a meeting –

(i) must be given individually to each Full and Life member, to each director and to the College’s auditor,

(ii) must set out the place, date and time for the meeting,

(iii) must state the general nature of the business to be conducted at the meeting, and

(iv) must contain a statement as to members’ right to appoint a proxy.

16.3 Quorum

(a) Business may not be conducted at a meeting of members unless a quorum is present at the time when the meeting proceeds to business, and while the business is being conducted.

(b) The quorum for a meeting of Full and Life members is twice the number of members of the board, plus one.

(c) If a quorum is not present within 15 minutes of the time appointed for a meeting, or such longer period as may be allowed by the chairman, the meeting will stand adjourned to the same day, time and place in the following week, or to another day, time and place determined by the chairman.

(d) If a quorum is not present within 15 minutes of the time appointed for the re-commencement of an adjourned meeting, the meeting will be dissolved.

16.4 Chairman

(a) The chairman for a meeting of members will be –

(i) the President, or

(ii) if the President is not present, or is unable or unwilling to take the chair, a director chosen by the directors present, or

(iii) if no director is present, or no director present is able or willing to take the chair, a person chosen by the Full and Life members
16.5 Adjournment

(a) The chairman may adjourn a quorate meeting of Full and Life members with the consent of the Full and Life members present, and must do so if the meeting so resolves.

(b) Only business left unfinished at an adjourned meeting may be conducted at the resumption of the meeting.

(c) If a meeting is adjourned, notice of the time date and place of the resumed meeting must be given to the persons mentioned in Rule 16.2(b).

16.6 Proxies

(a) An instrument appointing a proxy may be in the form (if any) issued with the notice of meeting or in any common form if it provides all the information required by the Corporations Act.

(b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of particular resolutions, and in that event, the proxy may not vote on those resolutions other than in the way specified in the instrument.

(c) The instrument appointing a proxy, and if that instrument is signed under a power of attorney, a copy of the power certified as a true copy by an Australian legal practitioner, a Commissioner for Declarations, or a Notary Public, must be given to the College at its registered office or such other place as may be specified for the purpose in the notice convening the meeting, not less than 48 hours before the time for the holding of the meeting or adjourned meeting.

(d) An instrument appointing a proxy and a copy of a power of attorney may be given to the College by electronic means.

(e) A vote cast in accordance with an instrument appointing a proxy is valid notwithstanding –

(i) that the principal may have died or become of unsound mind, or

(ii) the revocation of the instrument appointing the proxy, or the authority under which it was signed,

unless written notice to that effect had been received by the College before the time for commencement of the meeting.
(f) An instrument otherwise purporting to appoint a proxy, which does not name the proxy, will be taken to appoint the chairman of the meeting as proxy, and will otherwise have effect according to its tenor.

(g) Any question as to the validity or effect of an instrument appointing a proxy will be determined by the chairman of the meeting, and his or her decision will be final and binding on all members.

(h) A person other than the chairman may not carry more than two proxies.

16.7 Financial Status

Only financial Full and Life members –

(a) are entitled to be present at a meeting of members,

(b) are entitled to vote, either personally or by proxy, and

(c) are to be counted in the calculation of a quorum.

16.8 Voting at a General Meeting of Members

(a) A motion will be decided on a show of hands unless a poll is directed or demanded either before or on the declaration of the vote.

(b) Subject to paragraph (c), the chairman or any six Full or Life members may demand a poll.

(c) A poll may not be demanded in respect of a vote for the election of the chairman, or on a motion to adjourn.

(d) If there is an equality of votes on a show of hands or on a poll, the chairman has a casting vote in addition to his or her deliberative vote.

(e) Subject to this Constitution, every Full and Life member present in person or by proxy is entitled to one vote on a show of hands and in a poll.

(f) If a poll is not duly demanded, the declaration of the chairman as to the outcome of a show of hands is conclusive.

16.9 Poll

(a) The chairman may direct that a poll be taken, and must do so on the demand of any six Full or Life members present in person or by proxy, and entitled to vote.

(b) A direction or demand for a poll may be withdrawn.
(c) A poll will be taken at such time during the meeting and in such manner as the chairman directs.

(d) The declaration of the chairman as to the outcome of a poll is conclusive.

(e) The result of a poll is the decision of the meeting.

17. **ANNUAL GENERAL MEETING**

17.1 **Timing**

(a) An annual general meeting of Full and Life members must be held before the end of November in each year, unless otherwise permitted under the Corporations Act.

(b) The board must determine the time and place, and arrangements for, the annual general meeting.

17.2 **Business**

The business of the annual general meeting will be –

(a) to receive and consider the President’s report, and such other reports as the board may decide,

(b) to receive and consider the annual financial report, and the auditor’s report,

(c) to appoint an auditor, if necessary, and

(d) to transact such other business appropriate to an annual general meeting of which notice has been given.

18. **COLLEGE OFFICERS**

18.1 **Chief Executive Officer**

(a) The board may from time to time appoint a Chief Executive Officer for such term, and on such conditions, as it thinks fit.

(b) The board may end the appointment of a Chief Executive Officer, and may vary the Chief Executive Officer’s terms of engagement.

18.2 **Duties and Responsibilities of Officers**

(a) The board must by bylaw prescribe –
(i) the duties and responsibilities of the Chief Executive Officer and such other executive officers as it decides, and

(ii) the reporting structure for those officers.

(b) A bylaw enacted under this Rule may prescribe officers referred to in it as officers for the purposes of Rule 23.

(c) The board may amend and revoke a bylaw enacted under paragraph (a).

19. **THE SEAL**

19.1 **Affixing the Seal**

(a) The seal may be used only on the authority of the board, or as authorised by it.

(b) Every instrument to which the seal is affixed must be signed by a member of the board and either another member of the board, or the Chief Executive Officer.

19.2 **Seal Register**

The Chief Executive Officer must ensure the maintenance of a register recording the use of the College Seal.

20. **AMENDMENT OF THE CONSTITUTION**

The Constitution may be amended only by a special resolution of a general meeting of the Full and Life members.

21. **ACCOUNTS AND RECORDS**

21.1 **Keeping of Accounts**

(a) The College must cause proper accounts to be kept in accordance with the requirements of the Corporations Act at its registered office or at such other place as the board from time to time thinks fit.

(b) The board must ensure the preparation of the annual financial report to members in accordance with the requirements of the Corporations Act, and that the financial report, the directors’ report and the auditor’s report for the year last ended are laid before the annual general meeting.
21.2 Audit

The College must from time to time appoint an auditor in accordance with the requirements of the Corporations Act.

21.3 Access and Confidentiality

(a) A director has a right of access to the financial records of the College at all reasonable times.

(b) Subject to the Corporations Act, a member who is not a director is not entitled to inspect the books of the College.

(c) Notwithstanding paragraph (b), the board may authorise a member to inspect books of the College specified by it, on such terms as it may decide.

(d) Subject to the Corporations Act and to paragraph (g), a member who has access to books of the College must not disclose the contents or any part of the contents of the books to any person except with the prior approval of the board.

(e) A director or officer of the College who has received information because he or she is a director or officer must not improperly use the information –

(i) to gain an advantage for himself, herself or someone else, or

(ii) to cause detriment to the College.

(f) Without limiting paragraph (e) but subject to paragraph (g) a director or officer must not disclose confidential information of the College except –

(i) in good faith in the best interests of the College, and

(ii) for a proper purpose.

(g) Paragraphs (d) and (f) do not prevent a member, director or officer from making a disclosure –

(i) required by law, or

(ii) to a legal advisor for the purpose of obtaining legal advice.
22. NOTICES

22.1 Method of Giving Notice

(a) The College may give notice to any member personally, by post to the member’s address as shown in the register of members, or by fax or email to the address of the member supplied to the College for the purpose.

(b) A notice sent by post will be taken for all purposes to have been given and received on the second business day in the place of address following posting, and if sent electronically, at the time of sending.

(c) A notice given by the College may be signed by the President or another director, by the Chief Executive Officer, or by a person authorised by any of them to do so.

22.2 Members’ Addresses

(a) Each member must ensure that the College has his or her current email and postal addresses, and contact telephone number.

(b) Each address will be taken to be an address given to the College for the purpose of giving notices.

23. INDEMNITY FOR OFFICERS OF THE COLLEGE

23.1 Definitions

Unless the context requires otherwise, in this Rule the following expressions have the meanings shown –

Officer each director and the Chief Executive Officer and such other College officers as may be prescribed by bylaw as an officer for the purposes of this Rule

liability all liabilities, losses, damages, costs, charges, expenses and penalties of any kind including, but not limited to, liability for negligence, and for legal costs incurred in defending any proceedings (whether civil, criminal, judicial or administrative) or appearing before any Court, Tribunal, government authority or otherwise.


23.2 Indemnity

(a) The College indemnifies each officer out of the assets of the College against any liability incurred by the officer in or arising out of the conduct of the business or activities of the College, or discharging the officer’s duties.

(b) To the extent to which it is not precluded by law from doing so, the College may –

(i) execute a deed of indemnity in favour of an officer in such terms as it considers appropriate,

(ii) on behalf of or in respect of an officer, pay premiums in respect of any contract of insurance against liability,

(iii) bind itself by any deed or other instrument in such terms as the board considers appropriate to an obligation to make such payments,

(iv) give an officer or former officer access to books of the College on such terms as it decides, and

(v) bind itself in any deed other instrument in such terms as the board considers appropriate to an obligation to provide an officer or former officer with access to the books of the College.

(c) This Rule, and any deed or other instrument entered into under this Rule, do not limit or exclude a right of access to the College’s books conferred on any person by the Corporations Act.

23.3 Limitation to the Indemnity

An indemnity under this Rule is limited –

(a) to the extent to which the College is not precluded by law from providing it, and

(b) to the extent and amount for which the officer is not otherwise entitled to indemnity and is not in fact indemnified by someone else, including an insurer.