



Constitution

The Royal Australasian College of Medical Administrators Limited

As amended up to and including October 2016

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Corporations Act 2001

Public company limited by guarantee

Royal Australasian College of Medical Administrators Limited

ACN 004 688 215

1 Name

- 1.1 The name of the company is Royal Australasian College of Medical Administrators (hereinafter called the **College**).

2 Nature of company

- 2.1 The College is a public company limited by guarantee.

3 Liability of Members and guarantee on winding up

- 3.1 The liability of the Members is limited. Every Member undertakes to contribute an amount not exceeding twenty dollars to the assets of the College if it is wound up while he or she is a Member or within one year after ceasing to be a Member.

4 Objects

- 4.1 The principal object of the College is to deliver comprehensive education and training programs to medical managers and other Medical Practitioners who are training for or occupying management roles and positions.
- 4.2 In addition, the College has the following subsidiary objects:
- 4.2.1 To examine Medical Practitioners seeking recognition as specialist medical administrators and to admit to Fellowship Medical Practitioners who have attained specialist qualifications and/or specialist expertise in medical administration.
 - 4.2.2 To provide continuing education to Medical Practitioners to assist them to acquire and maintain skills and competence in medical administration.
 - 4.2.3 To support Medical Practitioners who are not specialist medical administrators to develop leadership and management skills.
 - 4.2.4 To assess the competence and performance of Fellows and Associate Fellows and to offer education, training, remediation and support to Fellows and Associate Fellows whose competence and/or performance is assessed as being below an acceptable standard.
 - 4.2.5 To promote and advance the study of the principles and practice of health services leadership and management by Medical Practitioners.

- 4.2.6 To educate the public and other health care professionals about health leadership and management and medical administration.
- 4.2.7 To support research in the field of health leadership and management and medical administration.
- 4.2.8 To provide advice and to make submissions and representations to governments, political parties, authorities and other bodies on issues relevant to health leadership and management and medical administration.
- 4.2.9 To liaise with other medical colleges and representative bodies.
- 4.2.10 To undertake other activities to promote the specialty of medical administration and/or to provide services to Members.

5 Membership

Classes of Membership

- 5.1 The Membership of the College will be divided into 5 classes:
 - 5.1.1 Fellows;
 - 5.1.2 Honorary Fellows;
 - 5.1.3 Associate Fellows;
 - 5.1.4 Candidates; and
 - 5.1.5 Affiliates.

Fellows

- 5.2 A Fellow must be a Medical Practitioner:
 - 5.2.1 who either has completed a training program approved by the Board and passed an examination conducted by the College, or in lieu of the training program and examination and subject to clause 5.29, has such other qualifications and experience as the Board considers adequate to qualify for this class of Membership;
 - 5.2.2 who meets the standards for participation in continuing education adopted and promulgated by the Board in accordance with clause 7.1;
 - 5.2.3 who has been admitted by the Board to that class of Membership; and
 - 5.2.4 whose Membership has not ceased as a consequence of the provisions of clause 9.

Honorary Fellows

- 5.3 An Honorary Fellow must be a Medical Practitioner or a person with other credentials approved by the Board:
 - 5.3.1 who has been nominated for admission to that class of Membership in accordance with clause 5.20;

- 5.3.2 who in the Board's opinion fulfils the requirements set out in clause 5.30;
- 5.3.3 who has consented to becoming a Member;
- 5.3.4 who has been admitted by the Board, by a decision supported by at least a three-quarters majority of the Directors present at the meeting of the Board, to that class of Membership; and
- 5.3.5 whose Membership has not ceased as a consequence of the provisions of clause 9.

Associate Fellows

- 5.4 An Associate Fellow must be a Medical Practitioner:
 - 5.4.1 who has fulfilled any educational and training requirements established by the Board, or has such other qualifications and experience as the Board considers adequate, to qualify for this class of Membership;
 - 5.4.2 who meets the standards for participation in continuing education adopted and promulgated by the Board in accordance with clause 7.1;
 - 5.4.3 who has been admitted by the Board to that class of Membership; and
 - 5.4.4 whose Membership has not ceased as a consequence of the provisions of clause 9.

Candidates

- 5.5 A Candidate must be a Medical Practitioner:
 - 5.5.1 who is participating in a training program approved by the Board in preparation for admission as a Fellow;
 - 5.5.2 who has been admitted by the Board to that class of Membership; and
 - 5.5.3 whose Membership has not ceased as a consequence of the provisions of clause 9.

Affiliates

- 5.6 An Affiliate must be a Medical Practitioner:
 - 5.6.1 who may but is not required to participate in the continuing education activities of the College;
 - 5.6.2 who has been admitted by the Board to that class of Membership; and
 - 5.6.3 whose Membership has not ceased as a consequence of the provisions of clause 9.

Members of the College

- 5.7 Subject to clause 9, the Members of the College are:
 - 5.7.1 all persons who were shown on the Register at the time that this constitution came into effect; and

- 5.7.2 such persons as the Board admits subsequently to Membership in accordance with this constitution.
- 5.8 Any person who was recognised by the College as a Fellow or Honorary Fellow immediately prior to this constitution coming into effect must be shown on the Register as a Fellow or Honorary Fellow respectively when this constitution comes into effect.
- 5.9 Any person who was recognised by the College as a "Member of the Royal Australasian College of Medical Administrators" (MRACMA) immediately prior to this constitution coming into effect is entitled (on their application) to be admitted to Membership and inclusion on the Register as an Associate Fellow or Affiliate when this constitution comes into effect.
- 5.10 Any person who was recognised by the College as a Candidate immediately prior to this constitution coming into effect is entitled (on their application) to be admitted to Membership and inclusion on the Register as a Candidate when this constitution comes into effect.
- 5.11 For the purposes of clause 5.9:
- 5.11.1 an application for Membership as an Associate Fellow will be taken to have been made by a MRACMA who satisfies the educational and training requirements specified in clause 5.4.1 and who:
- (a) votes on the election specified in clause 11.3.1; or
 - (b) pays the application fee for Membership as an Associate Fellow as determined in accordance with clause 6.1,
- and for the avoidance of doubt, a MRACMA who does not satisfy the educational and training requirements specified in clause 5.4.1 may only apply for membership as an Affiliate for the purposes of clause 5.9.
- 5.11.2 an application for Membership as an Affiliate will be taken to have been made by a MRACMA who pays the application fee for Membership as an Affiliate as determined in accordance with clause 6.1.
- 5.12 An application for membership for persons to whom clause 5.10 applies will be taken to have been made if the person:
- 5.12.1 votes on the election specified in clause 11.3.2; or
- 5.12.2 pays the application fee for Membership as a Candidate as determined in accordance with clause 6.1.

Award of an educational qualification does not imply Membership

- 5.13 Persons who are awarded an educational qualification by the College will not become Members of the College unless they are otherwise admitted to Membership in one of the classes set out in clause 5.1.

Obligations of Members

- 5.14 All Members must do all of the following:

- 5.14.1 pay all fees and subscriptions in accordance with clause 6 and specifically, in order to maintain Membership, pay the annual subscription in accordance with clause 6; and
 - 5.14.2 otherwise comply with this constitution.
- 5.15 A Member who has not paid their annual subscription by the date set by the Board in accordance with clause 6 is ineligible, until the arrears are paid in full:
- 5.15.1 to attend any meeting of Members;
 - 5.15.2 if otherwise eligible, to vote at any meeting of Members;
 - 5.15.3 if otherwise eligible, to vote in any election of Directors; and
 - 5.15.4 if otherwise eligible, to be nominated or elected as a Director.

Rights of Members

- 5.16 Subject to any rights or restrictions applicable to any Members or class of Members:
- 5.16.1 A Fellow has the right to receive notices of and attend, be heard and vote at any general meeting, nominate a person for Honorary Fellowship and nominate a Fellow for Directorship of the College and, subject to clauses 11.5 to 11.9, is eligible to be elected or appointed as a Director or Officeholder of the College.
 - 5.16.2 An Honorary Fellow or Affiliate has the right to receive notices of and attend and be heard at any general meeting but does not have the right to vote at any general meeting, nominate any person for Honorary Fellowship or Directorship of the College or be elected or appointed as a Director or Officeholder of the College.
 - 5.16.3 An Associate Fellow or Candidate has the right to receive notices of and attend and be heard at any general meeting but does not have the right to nominate any person for Honorary Fellowship, be appointed as an Officeholder of the College or, other than in their class of Membership in accordance with clauses 11.1.3 and 11.1.4:
 - (a) nominate any person for Directorship of the College;
 - (b) be elected or appointed as a Director of the College; or
 - (c) vote at any general meeting.
 - 5.16.4 A Fellow has the right to use the title "Fellow of the Royal Australasian College of Medical Administrators" and the post-nominals "FRACMA".
 - 5.16.5 An Associate Fellow has the right to use the title "Associate Fellow of the Royal Australasian College of Medical Administrators" and the post-nominals "AFRACMA".
 - 5.16.6 An Honorary Fellow has the right to use the title "Honorary Fellow of the Royal Australasian College of Medical Administrators" and the post-nominals "FRACMA (Hon)".

- 5.16.7 Candidates and Affiliates have no right to use any post-nominals identifying their affiliation with the College.

Rights not transferable

- 5.17 The rights and privileges of every Member are personal and are not transferable by the Member's own act or by the operation of law except by the proper use of proxies.

Form of application

- 5.18 The Board may from time to time prescribe the form in which an application or nomination for admission as a Member must be made.
- 5.19 Applications for admission as a Fellow, Associate Fellow, Candidate or Affiliate must be signed by the applicant and must be accompanied by:
- 5.19.1 such documents or evidence as to qualification for the category of Membership applied for as the Board determines; and
 - 5.19.2 an application fee determined in accordance with clause 6.1.
- 5.20 A nomination for admission as an Honorary Fellow must:
- 5.20.1 be made by a Fellow to whom the nominee is known personally;
 - 5.20.2 set out the reasons for the nomination;
 - 5.20.3 be accompanied by such documents or evidence as to qualification for the category of Honorary Fellowship as the Board determines; and
 - 5.20.4 be signed by the nominator and 1 other Fellow.

Admission to Membership

- 5.21 A person must not be admitted to Membership unless the proposed admission is first approved by the Board.
- 5.22 The Board must consider every application and nomination for Membership as soon as practicable after its receipt and determine whether to accept or reject the application or nomination.
- 5.23 The Board may consider a report and recommendations of the Education and Training Committee or its delegate in relation to applications and nominations for admission to Membership.
- 5.24 The Board may require an applicant or nominee to present in person before it and/or the Education and Training Committee, at a time and place determined by the Board acting reasonably, for the purpose of determining fitness for admission as a Member and/or the appropriate class of Membership.
- 5.25 Subject to clauses 5.28 to 5.30, the Board in its absolute discretion may:
- 5.25.1 admit any applicant or nominee to Membership;
 - 5.25.2 decline to admit any applicant or nominee to Membership, without any obligation to provide reasons;

- 5.25.3 impose conditions on the admission to Membership of an applicant or nominee; and/or
- 5.25.4 suspend final determination about the admission of any other applicant or nominee to Membership pending receipt of further evidence as to any matter of relevance to the application and/or of the prescribed application fee.
- 5.26 If the Board admits an applicant or nominee to Membership, the College must notify the applicant or nominee in writing of the class of Membership to which they have been admitted and the Membership fee, and send the applicant a copy of the College's constitution.
- 5.27 Membership commences from the date the Board admits the applicant or nominee to Membership, at which time the name and details of the applicant or nominee must be entered in the Register.

Specific criteria for admission to Membership

- 5.28 The Board must admit to Fellowship an applicant who:
 - 5.28.1 is a current Candidate of the College;
 - 5.28.2 has paid the application fee and is not in arrears with any fees payable to the College;
 - 5.28.3 is not subject to any action by the Board in accordance with clause 9;
 - 5.28.4 has satisfactorily completed all components of the training program and has passed the examination approved by the Board for the purposes of admission to Fellowship; and
 - 5.28.5 has applied for Fellowship in accordance with this constitution.
- 5.29 The Board must satisfy itself, before it admits an applicant to Fellowship of the College without examination, that the applicant:
 - 5.29.1 is a Medical Practitioner;
 - 5.29.2 is not a resident of Australia, New Zealand or Hong Kong;
 - 5.29.3 demonstrates ongoing experience of at least 4 years in senior health service management, which may be supported by post-graduate qualifications in management;
 - 5.29.4 is in good standing in the profession; and
 - 5.29.5 is recognised by peers and health service leaders as having contributed significantly to the health services of their nation.
- 5.30 The Board must not admit a Medical Practitioner as an Honorary Fellow of the College unless, in the Board's opinion:
 - 5.30.1 they are of distinguished eminence;
 - 5.30.2 they have demonstrated significant management skills at a senior executive or academic level;

- 5.30.3 they have contributed to the improvement of health in their country;
- 5.30.4 they are recognised as a leader in their field of endeavour; and
- 5.30.5 their admission as an Honorary Fellow will contribute to the standing of the College.

Register of Members

- 5.31 A register of the Members of the College must be kept in accordance with the Corporations Act.
- 5.32 The following details must be entered in the Register in respect of each Member:
 - 5.32.1 The full name of the Member.
 - 5.32.2 The address, telephone and facsimile numbers and email address, if any, of the Member.
 - 5.32.3 The class of Membership.
 - 5.32.4 The date of admission to and cessation of Membership.
 - 5.32.5 The date of last payment of the Member's annual subscription.
 - 5.32.6 Such other information as the Board requires from time to time.
- 5.33 Each Member must notify the Secretary in writing of any change in their name, address, telephone or facsimile number or email address within one month after the change.

6 Fees and subscriptions

- 6.1 The application fee payable by an applicant for Membership is such sum as the Board prescribes from time to time in respect of each class of Membership.
- 6.2 The annual subscription payable by each Member is such sum as the Board prescribes from time to time in respect of each class of Membership.
- 6.3 The Board or its delegate may prescribe fees from time to time for participation in training programs offered by the College, save that fees for participation in the College's training program for Fellowship must not be levied on Candidates unless the fees have been approved by the Board.
- 6.4 The Board or its delegate may prescribe other fees for services the College provides to Members and others as it determines from time to time.
- 6.5 The Board may set a date on which all annual subscriptions and/or fees are due and payable and may impose an additional fee or fees if subscriptions and/or fees are not received by the due date. The Board may determine that subscriptions and/or fees are payable in advance.
- 6.6 The Board must not apply application fees or annual subscriptions to Honorary Fellows.

- 6.7 The Board may determine that Members who meet prescribed conditions are to be exempted, partially or in full, temporarily or permanently, from liability for some or all subscriptions or fees.

7 Continuing education

- 7.1 The Board, with the advice of the Education and Training Committee, may from time to time adopt and promulgate to Fellows and Associate Fellows binding standards defining the amount and type of continuing education in which Fellows and Associate Fellows must participate as a condition of ongoing Membership in those classes.

8 Periodic demonstration of continuing competence

- 8.1 The Board may require Fellows and/or Associate Fellows to periodically demonstrate continuing competence as a condition of their continuing Membership in those classes, providing the Board's requirements are described in a regulation or policy which:

8.1.1 subject to clause 9.15, applies equally to all Members within a designated Membership class; and

8.1.2 is approved by at least three-quarters of the Fellows present, in person or by proxy, at a general meeting.

- 8.2 The Board's regulation or policy for demonstrating continuing competence may include the following requirements:

8.2.1 Subject to clause 8.3, a requirement for periodic recertification by the College of the competence of each Fellow or Associate Fellow as a condition of their ongoing Membership in that class.

8.2.2 Provision for the College to assess and provide a report on the current competence and performance as a specialist medical administrator of any Fellow or Associate Fellow at the request of a specific regulatory or employing authority or other entity recognised by the Board, but only with the explicit consent of the Fellow or Associate Fellow.

- 8.3 The College must assist any Fellow or Associate Fellow who fails to demonstrate continuing competence in accordance with the Board's regulation or policy to regain competence by providing reasonable educational and professional support, at reasonable cost to the Fellow.

9 Cessation or suspension of, or the imposition of conditions on, Membership

Resignation

- 9.1 A Member may resign from Membership of the College by giving notice in writing to the Secretary.

- 9.2 The resignation of a Member takes effect from 60 business days following the date of receipt of the notice of resignation or such later date as may be specified in the notice.

Failure to pay

- 9.3 Any Member:

- 9.3.1 whose fees or subscriptions are in arrears for a period of 11 months or more from the due date for payment; and
- 9.3.2 who has been sent by registered post a letter requiring payment of the overdue amounts and stating that if such payment is not made his or her Membership will terminate;

ceases to be a Member one month after the date the letter is posted unless the Board makes a determination to allow that Member continuing Membership for a defined period of time.

Failure to comply with the College's continuing education requirements

- 9.4 It is a condition of continuing Membership of the College that Members meet the College's continuing education requirements as defined in standards adopted and promulgated by the Board in accordance with clause 7.1.
- 9.5 The College may undertake an audit from time to time or on an ongoing basis to determine compliance by a Member or Members with the Board's standards for participation in continuing education.
- 9.6 The College may require a Member or Members to sign a statement of compliance with the Board's standards for participation in continuing education.
- 9.7 If the Board concludes that a Member has not complied with the Board's standards for participation in continuing education the Board must provide the Member with an opportunity to remedy the non-compliance within a period of time and in accordance with actions which the Board, acting reasonably, specifies.
- 9.8 If a Member fails to remedy the non-compliance within the specified period of time, the Board may remove the Member from Membership if that action is supported by a three-quarters majority of the whole number of Directors.
- 9.9 Before removing a Member from Membership for non-compliance with the Board's standards for continuing education, the Member must be provided with an opportunity to present, in writing or in person, an explanation to the Board.

Failure to demonstrate continuing competence

- 9.10 If the Board implements requirements for Fellows or Associate Fellows to demonstrate continuing competence as provided for in clause 8.1, subject to clause 8.3, the Board may by resolution of a three quarters majority of the number of Directors appointed as Directors at that time, remove a Fellow or Associate Fellow from Membership in the relevant class if the Fellow or Associate Fellow fails to comply with those requirements.
- 9.11 Before removing a Fellow or Associate Fellow from Membership in the relevant class for failing to demonstrate continuing competence the Fellow or Associate Fellow must

be provided with an opportunity to present, in writing or in person, an explanation to the Board.

Revocation or suspension of registration

- 9.12 A Member ceases to be a Member if:
- 9.12.1 other than if they are an Honorary Fellow, they fail to maintain registration as a Medical Practitioner; or
 - 9.12.2 a Competent Authority revokes their registration as a Medical Practitioner.

Prejudicial conduct

- 9.13 The Board may by three-quarters majority of the number of Directors appointed as Directors at that time, resolve that the reputation or interests of the College would be harmed by a Member's continuing Membership and that:
- 9.13.1 the Member will be expelled from Membership;
 - 9.13.2 the Member's Membership will be suspended, in which case all rights associated with that Membership also will be suspended; or
 - 9.13.3 the Member will be required to comply with requirements reasonably imposed by the Board as a condition of their continuing Membership.
- 9.14 The factors that may be taken into account for the purposes of clause 9.13 include but are not limited to:
- 9.14.1 a substantial or consistent failure to attain or maintain reasonable standards of competence and/or performance, providing that the Board must not expel a Member unless the College has made reasonable efforts to support the Member to attain a reasonable standard of competence and performance;
 - 9.14.2 conduct, whether occurring in the practice of medical administration or otherwise, which if established would justify in the opinion of a reasonable person a finding that a Member is not of good reputation and character and/or is not a fit and proper person to continue the specialist practice of medical administration;
 - 9.14.3 conduct by a Member of a nature which is contrary to that prescribed in any regulations or policy concerning the conduct of Members made by the Board in accordance with clause 12.2;
 - 9.14.4 the Member is found guilty of unprofessional conduct (howsoever termed) by a Competent Authority; and/or
 - 9.14.5 the Member is found guilty of an indictable offence.
- 9.15 The Board, acting reasonably, may require a Member, as a condition of continuing Membership, to undergo one or more assessments of competence to enable the Board to reach a conclusion about whether the Member has exhibited a substantial or consistent failure to maintain reasonable standards of competence.
- 9.16 A Member must:

- 9.16.1 be given at least 40 business days' written notice that the Board proposes considering a resolution of the kind referred to in clause 9.13; and
 - 9.16.2 be given the opportunity to make oral or written submissions to the Board at the meeting at which the resolution is considered, before the Board considers the resolution.
- 9.17 Despite any other clause in this constitution, the Board must not remove from Membership a Member who is a Director of the College. If a Member who is a Director is no longer considered suitable for Membership of the College by a simple majority of Directors the following provisions will apply:
- 9.17.1 The Directors must give at least 40 business days' written notice to the Member of any intention to recommend at a general meeting removal of the Member from the Register so as to enable the Member to provide written representations to the College.
 - 9.17.2 Where any written representations are made by the Member and the Member requests that the representations are notified to Members of the College, the College must:
 - (a) state, in any notice of the resolution given to Members of the College, that the representations have been made; and
 - (b) send a copy of the representations to every Member of the College to whom the notice of the meeting has been or is sent.
 - 9.17.3 The requirements in clause 9.17.2 do not apply if the College receives the representations too late for it to satisfy those requirements.
 - 9.17.4 If a copy of the representations is not sent because they were received too late or because of the College's default, the Member may, without affecting any right to be heard orally, require the representations be read out at the meeting.
 - 9.17.5 Copies of the representations need not be sent out and the representations need not be read out at the meeting if the Directors are satisfied on reasonable grounds that the rights conferred by clause 9.17.2 are being abused to secure needless publicity for defamatory matter.
 - 9.17.6 An ordinary resolution of Members is required to pass the necessary resolution to remove a member under clause 9.17.

No requirement to give reasons

- 9.18 The Directors do not have to give reasons for removing any Member from Membership or for recommending the removal of any Member who is a Director from Membership.

Consequences of cessation of Membership

- 9.19 Any Member who ceases to be a Member pursuant to the provisions of this clause 9:
 - 9.19.1 remains liable for any unpaid annual subscription or other fees that are owing to the College;

- 9.19.2 forfeits all rights and privileges which as a Member they did or may have enjoyed;
- 9.19.3 must surrender to the College all certificates and titles issues by the College; and
- 9.19.4 must cease to represent themselves as a Member including using any of the post-nominals described in clauses 5.16.4 to 5.16.6 as applicable.
- 9.20 It is a condition of Membership of the College that all communications arising under or incidental to any allegation or complaint against a Member and the proceedings at which they are considered will be absolutely privileged and protected accordingly. No Member against whom an allegation has been made for the purpose of this clause 9 or who has been given the opportunity to show cause why he or she should not be expelled, suspended or required to comply with requirements reasonably imposed by the Board as a condition of continuing Membership may commence or prosecute any action or legal proceedings for defamation against any Member or Director of the College who gave evidence (orally or in writing) or exercised any power or duty in their role as a Member or Director of the College.
- 9.21 Clause 9.20 will not protect any person against legal liability (if any) for making with express malice a statement which they know is false.

Removal from the Register

- 9.22 The Board must cause the name of any person who is no longer a Member to be removed from the Register.

Power of Board to reinstate

- 9.23 The Board may by three-quarters majority of the number of Directors appointed as Directors at that time, reinstate to Membership a person whose Membership has ceased as a consequence of a previous resolution of the Board or the operation of clause 9.12.

10 General meetings

Convening of meetings by Directors

- 10.1 Any Director may convene a general meeting.

Convening of meetings by Members

- 10.2 The Directors must call and arrange to hold a general meeting if required to do so under the Corporations Act.

Annual general meetings

- 10.3 Annual general meetings of the College must be held in compliance with the Corporations Act.
- 10.4 The College must hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year.
- 10.5 Annual general meetings are to be held in addition to other general meetings held by the College in the year.

- 10.6 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- 10.6.1 consideration of the annual financial report, Directors' report and Auditor's report;
 - 10.6.2 the election of Directors;
 - 10.6.3 the appointment of the Auditor; and
 - 10.6.4 the fixing of the Auditor's remuneration.
- 10.7 The chairperson of an annual general meeting must allow a reasonable opportunity for Members entitled to do so at the general meeting to ask:
- 10.7.1 the Directors questions or make comments on the management of the College; and
 - 10.7.2 the Auditor or its representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

Notice of general meeting

- 10.8 Unless otherwise agreed by Members in accordance with the Corporations Act, at least 21 days' written notice must be given of a general meeting (exclusive of the day on which notice is served or deemed to be served but inclusive of the day for which notice is given). The notice must specify the place, the day and the hour of the meeting, the technology that will be used to facilitate the meeting if the meeting is to be held in 2 or more places, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 10.9 The accidental omission to give notice of any general meeting to, or the non receipt of notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Persons entitled to notice of meeting

- 10.10 Notice of every general meeting must be given by a method authorised by this constitution to all of the following persons:
- 10.10.1 Every Member.
 - 10.10.2 Every Director.
 - 10.10.3 The Auditor for the time being, if any.
- 10.11 No other person is entitled to receive notices of general meetings.

Attendance of Directors at general meetings

- 10.12 All Directors are entitled to attend and be heard at all general meetings.

Cancellation of general meetings

- 10.13 The Directors may at any time after a notice of a general meeting has been given, postpone or cancel a general meeting other than a general meeting they are required to convene and hold under the Corporations Act.

- 10.14 A meeting may only be postponed or cancelled in accordance with clause 10.13 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least 2 business days prior to the time of the meeting as specified in notice of the meeting.

Quorum at general meetings

- 10.15 Business may not be transacted at a general meeting unless a quorum of 15 Fellows is present by person, proxy or representative at the time when the meeting proceeds to business. For the purpose of determining whether a quorum is present, a person attending as a proxy or as a representative of a Member is treated as being a Member. If a Member has appointed more than one proxy or representative, only one of them may be counted.
- 10.16 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
- 10.16.1 if the meeting was convened by or at the requisition of Members it must be dissolved; or
- 10.16.2 otherwise, it must 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 Directors.
- 10.17 If a meeting has been adjourned to another time and place determined by the Directors under clause 10.16.2,, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- 10.18 At the adjourned meeting 3 Fellows present is a quorum but if a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Chairperson

- 10.19 The President is entitled to preside as chairperson at every general meeting.
- 10.20 If the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act as chairperson of the meeting, the first person listed below who is present and willing to act as chairperson of the meeting is entitled to preside:
- 10.20.1 The Vice-President.
- 10.20.2 A Fellow who is a Director, elected by the Fellows present by a simple majority vote.
- 10.20.3 A Fellow who is not a Director, elected by the Fellows present by a simple majority vote.
- 10.21 Subject to the terms of this constitution dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business or the procedure and conduct of a general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.
- 10.22 The chairperson, at his or her discretion, may expel any person from a general meeting if the chairperson reasonably considers that the person's conduct is inappropriate.

Adjournment of meetings

- 10.23 The chairperson 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 another place.
- 10.24 The only business that may be transacted at the meeting which resumes an adjourned meeting is the business left unfinished at that adjourned meeting.
- 10.25 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 10.26 Except where a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

- 10.27 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.
- 10.28 If a poll is not duly demanded, a declaration by the chairperson that a resolution has been carried on a show of hands or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the College is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 10.29 A poll may be demanded by either:
- 10.29.1 the chairperson; or
 - 10.29.2 at least 5 Members who are entitled to vote on the resolution.
- 10.30 The demand for a poll may be withdrawn.
- 10.31 The demand for a poll does not prevent the continuation of a meeting for the transaction of business other than the question on which a poll is demanded.
- 10.32 If a poll is duly demanded, it must be taken in the manner and, except as to the election of chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 10.33 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 10.34 Each Member who is entitled to vote may vote in person or by proxy.
- 10.35 Subject to clause 10.52, on a show of hands every Member present who is entitled to vote has one vote.
- 10.36 On a poll every Member present in person or by proxy who is entitled to vote has one vote.
- 10.37 Unless otherwise provided in this constitution, the chairperson is entitled to a second or casting vote.

Objections to voter qualification

- 10.38 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 10.39 An objection must be made before a vote is taken.
- 10.40 An objection to the qualification of a voter must be referred to the chairperson, whose decision is final.
- 10.41 A vote is valid for all purposes even if it is discovered subsequently that objection could have been taken to the qualification of the voter.

Mode of general meetings

- 10.42 A general meeting may be called or held at 2 or more venues using technology that gives the members as a whole a reasonable opportunity to participate. The Members may otherwise regulate their meetings as they see fit.

Resolution in writing

- 10.43 A resolution in writing signed by all Members, excluding Members who have been given leave of absence, is to be treated as a determination of the Members passed at a meeting of the Members duly convened and held.
- 10.44 A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
- 10.45 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

Proxies

- 10.46 A Member who is entitled to vote may appoint another person as their proxy to attend and vote on their behalf.
- 10.47 A proxy must be a Member of the College in the same class as the Member who appoints them and must not be ineligible to vote because of the application of clause 5.15.
- 10.48 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act, signed by the Member making the appointment and deposited at the College's office not less than 48 hours before the time appointed for the holding of the Meeting.
- 10.49 A document appointing a proxy:
- 10.49.1 shall be deemed to confer authority to demand or join in demanding a poll;
 - 10.49.2 subject to clause 10.50, shall be valid only for the meeting at the place and time specified in the original notice of meeting;
 - 10.49.3 may be withdrawn prior to the meeting by notice in writing to the Secretary; and

- 10.50 If a general meeting is adjourned, an appointment and any authority received by the College at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- 10.51 A document appointing a proxy may specify the manner in which the proxy is entitled to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution in any other way.
- 10.52 Except as expressly provided by the document appointing the proxy, an appointment of a proxy confers authority to do all things that the Member appointing the proxy can do in respect of a general meeting, except that the proxy is not entitled to vote on a show of hands.
- 10.53 A vote given in accordance with the terms of a proxy document is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the document is used:
- 10.53.1 the previous death or unsoundness of mind of the principal; or
- 10.53.2 the revocation of the instrument or of the authority under which the instrument was executed.

Postal ballots

- 10.54 The Board may submit any question or resolution that is not required to be passed as a special resolution (as that term is defined in the Corporations Act) to the vote of all Members entitled to vote by means of a postal ballot.
- 10.55 The Board will determine:
- 10.55.1 the form of the ballot paper;
- 10.55.2 the polling date; and
- 10.55.3 whether the postal ballot is to be a secret postal ballot.
- 10.56 The following provisions will apply to any question or resolution submitted to Members entitled to vote by means of a postal ballot:
- 10.56.1 The polling date must be not less than 9 weeks and not more than 4 months after the making of the determinations provided for in clause 10.55.
- 10.56.2 Where it has been determined that the postal ballot is to be a secret postal ballot, the Board will determine the manner in which the ballot will be taken in order to ensure its secrecy.
- 10.56.3 The Secretary must cause one ballot paper to be forwarded by post to each Fellow at least 5 weeks before the polling date.
- 10.56.4 Only votes that are received by the Secretary on or before the polling date will be counted.
- 10.56.5 If any question arises as to the validity of any vote it will be determined by the President, the Vice-President and the Secretary and their determination will be final.

- 10.56.6 The proposed resolution will be by simple majority according to the number of valid votes for and against the resolution. If there is an equality of votes, the President will have a casting vote.
 - 10.56.7 The proposed resolution and the number of valid votes for and against respectively will be entered in the book of proceedings of the College and signed by the President and the Secretary.
 - 10.56.8 No resolution will be deemed to be invalid because a ballot paper was not received by any Fellow at his or her registered address or by the College.
 - 10.56.9 Any duties required by this clause to be performed by the President, Vice-President and/or Secretary will in their absence be performed by another Officeholder of the College or the Chief Executive.
- 10.57 Any resolution deemed by virtue of clause 10.56 to be passed will, subject to the Corporations Act and other than in the case of a special resolution, have the same effect and operation as if it were a resolution passed validly at a general meeting of Members held on the polling date.
- 10.58 For the avoidance of doubt, clauses 10.54 to 10.57 do not apply to the conduct of a ballot for the election of a person as a Director under clause 11.2.

11 Directors and Officeholders

Composition of the Board

- 11.1 The Board will comprise the following 10 or 11 Directors and Office Holders:
- 11.1.1 a President, a Vice-President, a Chairperson of the Education and Training Committee and a Chairperson of the Finance and Audit Committee, all of whom are Fellows nominated and elected to those positions by those Fellows of the College entitled to vote at a general meeting;
 - 11.1.2 3 additional Fellows nominated and elected by those Fellows of the College entitled to vote at a general meeting;
 - 11.1.3 1 Associate Fellow nominated and elected by those Associate Fellows of the College entitled to vote on their election;
 - 11.1.4 1 Candidate nominated and elected by those Candidates of the College entitled to vote on their election;
 - 11.1.5 1 or 2 additional persons appointed by the elected Directors in accordance with clause 11.18, at least one of whom is not a Medical Practitioner and each of whom brings relevant expertise to the Board in the areas of business, education and/or community.

Transitional: first Board

- 11.2 Notwithstanding clause 11.1, the Board on and from 1 March 2010 will comprise those Fellows who were appointed to the Board with effect from midnight 28th February 2010 in accordance with the Constitution at that time.
- 11.3 As soon as reasonably practicable after 1 March 2010 the Board must do each of the following:

- 11.3.1 hold an election from amongst the Associate Fellows to appoint one of their number to the Board;
 - 11.3.2 hold an election from amongst the Candidates to appoint one of their number to the Board; and
 - 11.3.3 make the appointment of an additional director with special expertise who complies with clause 11.1.5.
- 11.4 The elections for the appointment of an Associate Fellow and Candidate pursuant to clauses 11.3.1 and 11.3.2 will be in accordance with processes established by the Board, provided that they are in accordance with clause 11.6.

Eligibility for election or appointment as a Director

- 11.5 At any time, a maximum of 2 Fellows who reside in a single state or territory of Australia or in New Zealand or Overseas may serve as elected Directors. Once 2 Fellows who reside in a single state or territory of Australia or in New Zealand or Overseas have been elected or appointed to the Board, other Fellows who reside in that state or territory of Australia or in New Zealand or Overseas (as relevant) will be ineligible for election. For the purposes of this clause, residency will be determined at the polling date save that a Director or Officeholder who moves their place of residency from Australia or New Zealand to Overseas during their term of office will be taken to have resigned their position.
- 11.6 A Member is ineligible to be elected as a Director unless written notice of their nomination is given to the College and the written notice is:
- 11.6.1 signed by 2 Members of the same class of Membership as the nominee and accompanied by a properly completed consent to act form that satisfies the requirements of the Corporations Act; and
 - 11.6.2 delivered or sent by post or facsimile, or by other electronic means, to the Office at least 30 business days before the annual general meeting.
- 11.7 A Member is ineligible to be elected or appointed as a Director if they:
- 11.7.1 are in arrears in payment of their annual subscription; and/or
 - 11.7.2 are subject to any action by the Board in accordance with clause 9.
- 11.8 The President is ineligible to be elected to that position for a second consecutive term, save that this clause does not become operative until the third annual general meeting convened after this constitution comes into effect.
- 11.9 Any person who has a continuous period of service of 12 years as a member of the Council and/or Director of the Board and/or Officeholder (including periods of service as a member of Council and/or as an Officeholder before this constitution came into effect) is ineligible to be elected or appointed as a Director within 12 months after the end of that continuous period of service. The period of service will be determined at the voting or appointment date, as applicable.

Election as a Director

- 11.10 Fellows may be nominated for election to more than one position on the Board but a Fellow who has been elected to a position on the Board is ineligible to be elected or appointed to any other position on the Board.
- 11.11 Subject to there being vacancies in the relevant positions, votes for election to positions on the Board will be counted in the following order:
- 11.11.1 Votes for election of the President.
 - 11.11.2 Votes for election of the Vice-President.
 - 11.11.3 Votes for election of the Chairperson of the Education and Training Committee.
 - 11.11.4 Votes for election of the Chairperson of the Finance and Audit Committee.
 - 11.11.5 Votes for election of three Fellows as Directors.
- 11.12 If the number of eligible nominees for election to each of the positions referred to in clauses 11.1.1 to 11.1.4:
- 11.12.1 does not exceed the number of vacancies available, the nominee or nominees will be deemed to have been duly elected and will be declared as such at the annual general meeting; or
 - 11.12.2 exceeds the number of vacancies available, the Board must appoint a returning officer or returning officers and conduct a postal ballot or electronic ballot or ballots prior to the annual general meeting in accordance with procedures it defines from time to time.
- 11.13 Election of Directors will be by a simple majority of the Members who vote for each position.
- 11.14 If 2 or more eligible nominees for election to a Director's position receive an equal number of votes, the successful candidate will be determined by lot.

Appointment of Directors to casual vacancies and vacancies for which there are no nominees

- 11.15 If there are no eligible nominees for election to a position of a Director, or if a casual vacancy in an elected position of Director arises, the Board may appoint from among those Members who would be eligible to be elected a Director to serve in that position until the next annual general meeting.
- 11.16 Subject to clauses 11.5 to 11.9, a Director appointed to a vacancy for which there are no nominees is eligible for election for a full term at the next annual general meeting.
- 11.17 Subject to clauses 11.5 to 11.9, a Director appointed to a casual vacancy is eligible for election at the next annual general meeting, either:
- 11.17.1 for a full term if the previously elected Director would have retired at that annual general meeting if the casual vacancy had not occurred; or
 - 11.17.2 for a term expiring at the annual general meeting at which the previously elected Director would have retired if the casual vacancy had not occurred.

Appointment of additional Directors with special expertise

- 11.18 The following conditions will apply to the appointment by the Board of an additional Director or Directors in accordance with clause 11.1.5:
- 11.18.1 Nominations must be signed by 2 Directors and accompanied by a properly completed consent to act form that satisfies the requirements of the Corporations Act.
 - 11.18.2 The curriculum vitae of each nominee together with at least 2 references specific to the nomination will be circulated to all elected Directors at least 10 business days before the Board meeting at which nominations will be considered.
 - 11.18.3 The appointment is subject to clause 11.9 and to endorsement by at least three-quarters of the Directors present at the meeting at which the nomination is considered.
 - 11.18.4 The Members must confirm the appointment by resolution at the College's next annual general meeting. If the appointment is not confirmed, the person ceases to be a Director at the conclusion of the annual general meeting.

Cessation of appointment as a Director

- 11.19 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this constitution, the office of Director becomes vacant and a casual vacancy arises if any of the following occurs:
- 11.19.1 A Director resigns by notice in writing to the College.
 - 11.19.2 A Director who is a Member of the College ceases to be a Member of the College.
 - 11.19.3 The Members entitled to vote at a general meeting by ordinary resolution remove a Director from office.
 - 11.19.4 A Director becomes an insolvent under administration.
 - 11.19.5 A Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - 11.19.6 A Director is absent without the consent of the Directors from 3 consecutive meetings of the Board and the Board resolves that the office of that Director be vacated.
 - 11.19.7 A Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.
 - 11.19.8 A Director who was resident in Australia or New Zealand at the time of election to the Board moves their place of residency from Australia or New Zealand to Overseas
 - 11.19.9 A Director completes a continuous period of service of 12 years as a member of the Council and/or Director of the Board and/or Officeholder (including periods of service as a member of Council and/or as an Officeholder before this constitution came into effect), provided that a

Director whose office becomes vacant by operation of this clause shall become eligible to apply for election or appointment for a further term as Director 12 months after the end of that continuous period of service.

Authority of the Board when the office of a Director becomes vacant

- 11.20 Where the office of a Director becomes vacant, the Board may continue to act except where the number of Directors falls below 6 and/or there are not at least 5 Fellows who are Directors, in which case the Board may act only:
- 11.20.1 to appoint Directors up to that number;
 - 11.20.2 to convene a general meeting of the College; or
 - 11.20.3 in an emergency.

Officeholders

- 11.21 The Officeholders of the College comprise the President, the Vice-President, the Chairperson of the Finance and Audit Committee, the Chairperson of the Education and Training Committee, the Censor-in-Chief and the Chairperson of the Continuing Education Program Committee.
- 11.22 The Board will appoint the Censor-in-Chief and the Chairperson of the Continuing Education Program Committee from amongst the Fellows of the College.
- 11.23 Any person who has a continuous period of service of 12 years as a member of the Council and/or Director of the Board and/or Officeholder (including periods of service as a member of Council and/or as an Officeholder before this constitution came into effect) is ineligible to be elected or appointed as an Officeholder within 12 months of the end of that continuous period of service. The period of service will be determined at the polling or appointment date, as applicable.
- 11.24 If any of the President, Vice-President, Chairperson of the Finance and Audit Committee or Chairperson of the Education and Training Committee ceases to be a Director, their position as an Officeholder is vacated.
- 11.25 Any Officeholder whose Membership of the College ceases also ceases immediately to be an Officeholder.
- 11.26 Any Officeholder who completes a continuous period of service of 12 years as a member of the Council and/or Director of the Board and/or Officeholder will be taken to have resigned their position, provided that an Officeholder who is taken to have resigned their position by operation of this clause shall become eligible to apply for election or appointment for a further term as Officeholder 12 months after the end of that continuous period of service..
- 11.27 The Censor-in-Chief and the Chairperson of the Continuing Education Program Committee may be invited to attend meetings of the Board, observe its decision-making processes and provide advice or information but will not be Directors and will not be entitled to vote.

Term of election or appointment as a Director or Officeholder

- 11.28 Subject to clauses 11.5 to 11.9 and 11.19, Directors will serve on the first Board which is formed under this constitution for the following terms:

- 11.28.1 The President and Vice-President will serve as Directors until the third annual general meeting following the commencement of this constitution.
- 11.28.2 Of the remaining Fellows who are Directors, 3 will serve as Directors until the second annual general meeting following the commencement of this constitution and 2 will serve as Directors until the fourth annual general meeting following the commencement of this constitution. The duration of service for each position will be determined by lot.
- 11.28.3 One Associate Fellow will serve as a Director until the third annual general meeting following the commencement of this constitution and 1 Candidate will serve as a Director until the second annual general meeting following the commencement of this constitution or to the end of his or her candidacy, whichever is sooner.
- 11.29 Subject to clauses 11.5 to 11.9, all elected Directors thereafter will be elected for terms of 3 years and will be eligible for re-election save that the Candidate elected as a Director will be elected for a term of 2 years or until the end of his or her candidacy, whichever is sooner.
- 11.30 Taking into account the need for turnover and renewal of the Board, Directors appointed by the Board in accordance with clause 11.18 may be appointed for a maximum term of 3 years at the discretion of the Board following which, subject to clause 11.9, they may be re-appointed by the Board.
- 11.31 The Board may appoint the Censor in Chief and the Chairperson of the Continuing Education Program Committee for terms of up to 3 years, following which, subject to clause 11.23, they will be eligible for re-appointment by the Board.

12 Role and responsibilities of the Board

Powers of Directors and the Board

- 12.1 The Directors are entitled to exercise all those powers of the College as are not, by the Corporations Act or this Constitution, required to be exercised by the Members in general meeting or otherwise.
- 12.2 Without limiting the generality of the powers conferred upon the Board, the Board has the power to make, vary and rescind regulations and policies from time to time not inconsistent with the Corporations Act or this Constitution, including:
 - 12.2.1 procedural matters in relation to application for Fellowship and/or Membership;
 - 12.2.2 application fees, training fees, annual subscriptions and other fees;
 - 12.2.3 rights, privileges and responsibilities of Members including rights to use College titles and post-nominals and responsibilities to participate in continuing education and to demonstrate continuing competence in accordance with the Board's requirements;
 - 12.2.4 academic dress to be worn by Fellows;

- 12.2.5 the establishment, regulation, administration and dissolution of committees, faculties and other organisations of Fellows and other Members, whether on a jurisdictional, regional, academic, sub-specialty or other basis;
- 12.2.6 the conduct of courses of study and examinations for admission to Fellowship and otherwise;
- 12.2.7 conditions of admission to and maintenance of Fellowship and Membership in the various other classes;
- 12.2.8 the nomination and election or appointment of Directors and Officeholders of the College; and
- 12.2.9 postal ballots of Members.

Appointment of the Chief Executive

- 12.3 The Board may appoint a Chief Executive and may delegate any of its powers (apart from this power and the power of delegation) to the Chief Executive, providing that it institutes appropriate mechanisms to monitor the performance of the Chief Executive and of the College generally.
- 12.4 The Board may revoke the appointment of the Chief Executive.

Committees

- 12.5 The Board must establish an Education and Training Committee and a Finance and Audit Committee as standing committees of the Board.
- 12.6 The Board may establish any other standing and/or *ad hoc* committees or subcommittees it considers are necessary to assist with the governance of the College, and delegate any or all of its functions and powers to those committees, providing always that the majority of members of such committees are Directors, Officeholders and/or employees of the College.
- 12.7 The President has the right to attend and be heard at meetings of all committees established by the Board and the Chairperson of the Finance and Audit Committee has the right to attend and be heard at all committees established by the Board which consider matters affecting the financial position of the College.
- 12.8 Any committee established by the Board must in the exercise of its powers conform to any directions, delegations and/or limitations imposed on it by the Board.

Meetings of the Board

- 12.9 Subject to the Corporations Act and this Constitution, the Board may regulate its own proceedings as it sees fit.
- 12.10 A Director may at any time, and the Secretary must on the request of the President or at least 2 Directors, convene a meeting of Directors.
- 12.11 Notice of each meeting of the Directors must be given to each Director at least 5 business days before the meeting or at another time determined by resolution of the Directors. The notice must indicate that business that is to be dealt with at the meeting.

- 12.12 Despite that requirement all Directors may waive in writing the required period of notice for a particular meeting and it is not necessary to give notice of a meeting of Directors to a Director who is out of Australia or New Zealand or who has been given leave of absence by the Board.
- 12.13 A quorum is achieved if both of the following occur:
- 12.13.1 at least 5 Directors are present; and
 - 12.13.2 a majority of those present are Fellows.
- 12.14 If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a general meeting of the College.
- 12.15 Without limitation, a meeting of the Board may be called or held by telephone, video, electronic mail or any other technology which permits each Director to communicate with each other. A resolution passed at such a conference, notwithstanding that the Directors are not present together in one place at the time of the conference, is deemed to have been passed at a meeting of Directors held on the day in, and at the time at, which the conference was held.
- 12.16 The President or if absent the Vice-President will preside at all meetings of the Board. If the President or Vice-President is not present within 10 minutes after the time appointed for holding the meeting the Directors may choose a Director to chair the meeting.
- 12.17 Unless otherwise provided in this constitution, the Board may reach decisions by consensus but if a vote is requested by any Director, any question will be decided by a majority of votes of Directors present and voting on that question and in the case of an equality of votes the chairperson of the meeting will have a second or casting vote in addition to a deliberative vote.
- 12.18 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.

Minutes

- 12.19 The Directors must cause minutes of all proceedings of general meetings, meetings of the Directors and meetings of committees formed by the Directors to be entered into books kept for the purpose.
- 12.20 The Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

Resolution in writing

- 12.21 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence by the Board, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.
- 12.22 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

- 12.23 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

13 Executive Committee

- 13.1 There will be an Executive Committee of the Board which will consist of the President, the Vice-President, the Chairperson of the Finance and Audit Committee and the Chairperson of the Education and Training Committee.
- 13.2 Three Directors, one of whom is the President or Vice-President, will comprise a quorum of the Executive Committee.
- 13.3 The Executive Committee may during the intervals between meetings of the Board exercise such of the functions, powers and discretions of the Board in the management and direction of the business and the conduct of the affairs of the College as may be entrusted to it from time to time by the Board or such as the Executive Committee in cases of emergency in its absolute discretion may deem it necessary to exercise.
- 13.4 Any action taken by the Executive Committee must be reported to the next meeting of the Board by its inclusion on the agenda.
- 13.5 The Censor-in-Chief and the Chairperson of the Continuing Education Program Committee may be invited to attend meetings of the Executive Committee, observe its decision-making processes and provide advice or information but will not be Directors and will not be entitled to vote.

14 Other committees and subcommittees

Education and Training Committee

- 14.1 At the first meeting of the Board following the commencement of this constitution and thereafter at each subsequent annual general meeting the Board will appoint from amongst the Members an Education and Training Committee.
- 14.2 The Education and Training Committee will be chaired by the Chairperson of the Education and Training Committee. The Board may appoint such members of the committee as it sees fit, providing a majority are Fellows.
- 14.3 With the consent of the Board, the Education and Training Committee may:
- 14.3.1 co-opt additional persons to its membership; and/or
 - 14.3.2 form subcommittees to advise and assist it in the exercise of its powers and responsibilities.
- 14.4 The Education and Training Committee will:
- 14.4.1 define its terms of reference relating to the College's education and training activities and submit them to the Board for its approval; and

- 14.4.2 define and submit to the Board for its approval the terms of reference of the following 2 sub-committees, the members of which will be appointed by the Board:
- (a) The Board of Censors.
 - (b) The Continuing Education Program Committee.
- 14.5 The Board of Censors will comprise the Censor-in-Chief (who will be the chairperson) and at least 6 other censors appointed by the Board, all of whom must be Fellows.
- 14.6 The Board may appoint additional Fellows to act as Censors. Acting Censors will be members of the Board of Censors and will hold office for such time and with such limitations on their roles as are determined by the Board.
- 14.7 The Continuing Education Program Committee will comprise the Chairperson of the Continuing Education Program Committee. The Board may appoint such members of the committee as it sees fit, providing a majority of committee members are Fellows.
- 14.8 No Fellow may have a cumulative period of service on the Education and Training Committee and/or either of its sub-committees of more than 12 years.

Finance and Audit Committee

- 14.9 At the first meeting of the Board following the commencement of this constitution and thereafter at the each subsequent annual general meeting the Board will appoint from amongst the Members a Finance and Audit Committee.
- 14.10 The Finance and Audit Committee will be chaired by the Chairperson of the Finance and Audit Committee. The Board may appoint such members of the committee as it sees fit, providing a majority of committee members are Fellows.
- 14.11 The role of the Finance and Audit Committee is to assist the Board to:
- 14.11.1 provide sound financial leadership; and
 - 14.11.2 demonstrate appropriate accountability for the use of College resources.
- 14.12 With the consent of the Board, the Finance and Audit Committee may:
- 14.12.1 co-opt additional persons to its membership; and/or
 - 14.12.2 form subcommittees to advise and assist it in the exercise of its powers and responsibilities.
- 14.13 The Finance and Audit Committee will define its terms of reference relating to the College's finance and audit activities and submit them to the Board for its approval.
- 14.14 No Fellow may have a cumulative period of service on the Finance and Audit Committee of more than 12 years.

15 Jurisdictions and jurisdictional committees

Establishment and meetings of jurisdictions

- 15.1 All Members residing in each of the states and territories of Australia and in New Zealand will each constitute a separate jurisdiction of the College.
- 15.2 Members residing in any jurisdiction may by simple majority at a properly constituted jurisdictional meeting vote to combine their jurisdiction for a defined period of time with another jurisdiction, providing at least 4 weeks' written notice has been given to all Members who reside in the first jurisdiction that a motion to that effect will be considered at the jurisdictional meeting. Such vote will only be effective if it is approved at a properly constituted meeting of the second jurisdiction.
- 15.3 Following the expiration of the period during which a jurisdiction is combined with another jurisdiction, the jurisdictions will be reconstituted separately until another majority vote to re-combine the relevant jurisdictions for a defined period of time is passed.
- 15.4 Any Member not residing in Australia or New Zealand may select a jurisdiction for the purposes of jurisdictional membership.
- 15.5 The role of the jurisdiction is to:
- 15.5.1 provide opportunities for professional interaction and development for Members who reside in the jurisdiction or who have joined the jurisdiction;
 - 15.5.2 assist to ensure effective communication between the College and its Members;
 - 15.5.3 assist the College to ensure efficient and effective administration within the jurisdiction;
 - 15.5.4 advise the Board and/or the College on relevant issues affecting Members who reside in the jurisdiction or issues affecting the practice of medical administration generally within the jurisdiction area;
 - 15.5.5 promote and support the activities of the College within the jurisdiction; and
 - 15.5.6 such other roles as are delegated to it from time to time.

Jurisdictional committees

- 15.6 Each jurisdiction of the College must elect a committee consisting of a chairperson who is a Fellow, and at least 3 other Members, as determined by the jurisdiction from time to time, which:
- 15.6.1 must be comprised of Members who reside in or who have joined that jurisdiction in accordance with clause 15.4, providing that the majority of the members of the jurisdictional committee are Fellows;
 - 15.6.2 is responsible for leading the jurisdiction in all its activities; and
 - 15.6.3 may exercise any power delegated to it by the Board from time to time but in the absence of a specific delegation will act in an advisory capacity only.

- 15.7 Subject to the Corporations Act, this constitution and the regulations and policies of the Board, the jurisdictional committees may regulate their own proceedings as they see fit.
- 15.8 Each jurisdictional committee must meet at least twice each year and at such meetings one half of the total number of members of the jurisdictional committee personally present will be a quorum.
- 15.9 The jurisdictional committee must ensure:
- 15.9.1 minutes of all proceedings of general meetings, meetings of the jurisdictional committee and meetings of committees formed by the jurisdictional committee are entered into books kept for the purpose;
 - 15.9.2 all minutes are signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting; and
 - 15.9.3 a copy of all minutes is sent to the Board.
- 15.10 Subject to clause 15.6.1, casual vacancies on any jurisdictional committee may be filled by the remaining members of the jurisdictional committee from among the Members who reside in or who have joined the jurisdiction.

General meetings of jurisdictions

- 15.11 Each jurisdiction must hold a general meeting once in each calendar year and such other meetings of its Members as determined by the jurisdictional committee.
- 15.12 The chairperson of the jurisdictional committee will preside over each meeting of the jurisdiction unless he or she is absent, in which case the Fellows present must elect a chairperson for the meeting.
- 15.13 Procedures for meetings of each jurisdiction will be prescribed by the jurisdictional committee.
- 15.14 Only Fellows may vote on resolutions put to the vote at a meeting of a jurisdiction.

Annual meeting of jurisdictional committees, Board representatives and Officeholders

- 15.15 At least annually, the Board must convene a meeting of the chairpersons of all of the jurisdictional committees and at least 6 Directors including the chairperson of the Education and Training Committee. The Board may invite other persons with relevant expertise to attend. The purpose of the meeting will be to ensure effective communication between the Board, the Officeholders of the College and the jurisdictional committees and to enable the jurisdictional committees to contribute to the strategic and planning activities of the Board.
- 15.16 At least 40 business days' notice of the meeting must be given to the jurisdictional committees.
- 15.17 The chairpersons of the jurisdictional committees may nominate another member of their jurisdictional committee to attend in their place.
- 15.18 The Chief Executive will prepare an agenda following consultation with the Board and the chairpersons of the jurisdictional committees. The agenda will include an

opportunity for the chairperson of each jurisdictional committee to present a jurisdictional report.

- 15.19 The Chief Executive must ensure that a comprehensive record of the meeting including copies of jurisdictional reports and agreed outcomes is recorded and distributed to the Board and to each of the jurisdictional committees.

16 Income and property

Distribution to Members

- 16.1 No income or property of the College may be paid or transferred, directly or indirectly, to any Member.

Payment for services rendered

- 16.2 Nothing in clause 16.1 prevents:

16.2.1 the payment in good faith of the following:

- (a) remuneration to any employees or contractor of the College for services rendered to the College;
- (b) an amount paid to any Member in return for any services rendered to the College or for goods supplied in the ordinary and usual course of business;
- (c) reasonable and proper interest on money borrowed from any Member;
- (d) reasonable and proper rent for premises let by any Member to the College; and/or

16.2.2 the College from providing services or information to Members on terms which are different from the terms on which services or information are provided to persons who are not Members.

Payment to Directors

- 16.3 The Directors will not be remunerated for their services save that:

16.3.1 the Directors appointed in accordance with clause 11.1.5 may be paid by way of fees for their service, with the maximum aggregate annual amounts to be paid, if any, determined from time to time by the College in general meeting;

16.3.2 Directors may be paid travelling, accommodation and other expenses properly incurred by them in accordance with Board policy in attending and returning from meetings of the Directors or any committee of the Directors of general meetings or otherwise in the execution of their duties as Directors;

16.3.3 Directors may be remunerated for any service rendered to the College in a professional or technical capacity on reasonable commercial terms and in accordance with Board policy; and/or

- 16.3.4 Directors may be remunerated as employees of the College where the terms of employment have been approved by resolution of the Board.

17 Indemnity and insurance

Indemnity

- 17.1 Every officer and past officer of the College may 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 without limitation legal costs and expenses incurred in defending an action.

Insurance premiums

- 17.2 The College may pay the premium on a contract insuring a person who is or has been an officer of the College to the fullest extent permitted by law.

18 Seal and execution of documents

Custody of Seal

- 18.1 If the College has a Seal, the Directors must provide for its safe custody.
- 18.2 The College may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Directors.

Execution of documents

- 18.3 The College may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following:
- 18.3.1 2 Directors;
 - 18.3.2 a Director and the Secretary; or
 - 18.3.3 a Director and some other person appointed by the Directors for the purpose.
- 18.4 The Secretary must keep a register of documents to which the seal is affixed and that register must be tabled at every meeting of the Directors.

19 Surplus assets on winding up or dissolution

- 19.1 Upon the winding up or dissolution of the College, any remaining property after satisfaction of all debts and liabilities will not be paid to or distributed among the Members but will be given or transferred to some other institution or company which satisfies the following requirements:
- 19.1.1 It has objects similar to the objects of the College.
 - 19.1.2 Its constituent documents prohibit the distribution of its income and property among its members.

19.1.3 The institution or company is exempt from income tax under the Income Tax Assessment Act 1997.

19.2 This is to be determined by the Members at or before the time of winding up or dissolution of the College and, in default of any determination, by the Supreme Court of Victoria.

20 Accounts, audit and records

Accounts

20.1 The Board must ensure that proper accounting records are kept of the College.

20.2 The College must maintain a register of audited financial statements of the College, reports of the Board and lists of Members.

20.3 The Register must be kept at the office of the College and must always be open to inspection by Members of the College.

20.4 A copy of the audited financial statements of the College accompanied with copies of the Board's and Auditors' reports presented to the College at its annual general meeting will be sent to all Members not less than 10 business days prior to the date fixed by the Board for the annual general meeting.

20.5 Auditors must be appointed as required by the Corporations Act.

20.6 The Directors must cause proper accounting and other records to be kept in accordance with the Corporations Act. The Directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Corporations Act.

Audit

20.7 A registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act.

20.8 The accounts of the College must be audited annually.

Rights of Inspection

20.9 Subject to the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the College or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the College except as provided by law or authorised by the Board or by the College in general meeting.

21 Notices

Persons authorised to give notices

21.1 A notice by either the College in connection with this document may be given on behalf of the College by a solicitor, Director or the Secretary.

- 21.2 The signature of a person on a notice given by the College may be written, printed or stamped.

Method of giving notices

- 21.3 In addition to the method for giving notices permitted by statute, a notice by the College or a Member in connection with this document may be given to the addressee by any of the following means:

- 21.3.1 By delivering it to a street address of the addressee.
- 21.3.2 By sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee.
- 21.3.3 By sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

Addresses for giving notices to Members

- 21.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 21.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the College as the facsimile number or e-mail address to which notices may be sent to the Member.

Address for giving notices to the College

- 21.6 The street and postal address of the College is the Office.
- 21.7 The facsimile number or e-mail address of the College is the number which the College may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the College.

Time notice of meeting is given

- 21.8 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times:
- 21.8.1 If delivered in writing to the street address of the addressee, at the time of delivery.
- 21.8.2 If it is sent by post to the street or postal address of the addressee, on the business day after posting.
- 21.8.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Time other notices are given

- 21.9 A notice given in accordance with this document is to be taken as given, served and received at the following times:
- 21.9.1 If delivered in writing to the street address of the addressee, at the time of delivery.
- 21.9.2 If it is sent by post to the street or postal address of the addressee, on the second (fifth if outside Australia) business day after posting.

- 21.9.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

- 21.10 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of the relevant one of the following:
- 21.10.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.
- 21.10.2 A print out of an acknowledgment of receipt of the e-mail.

22 Standard replaceable clauses do not apply

- 22.1 The set of standard replaceable clauses contained in the Corporations Act does not apply to the College.

23 Definitions and Interpretation

Definitions

- 23.1 In this document the following definitions apply:

Affiliate has the meaning given in clause 5.6.

Associate Fellow has the meaning given in clause 5.4.

Auditor means the auditor from time to time of the College

Board means the board of Directors of the College for the time being.

Candidate has the meaning given in clause 5.5.

Chief Executive means the person accountable to the Board of Directors for the management of the College.

Competent Authority means a medical registration authority of competent jurisdiction of New Zealand or of a state or territory of Australia, or some other country or a state or territory of another country recognised by the Directors.

Corporations Act means the Corporations Act 2001 (Cth).

Council means a Board of the College which was in place at any time prior to the election of the first Board under this constitution.

Director means a person elected or appointed to perform the duties of a director of the College.

Fellow has the meaning given in clause 5.2.

Fellowship means Membership of the College in the class of Fellow.

Honorary Fellow has the meaning given in clause 5.3.

Medical Practitioner means a person who is registered as such by a Competent Authority.

Member means a person whose name is entered in the Register as a Member of the College.

Membership means membership of the College in accordance with section 231 of the Corporations Act 2001 (Cth).

Month means a calendar month.

Office means the registered office of the College.

Officeholder means any of the President, the Vice-President, the Chairperson of the Finance and Audit Committee, the Chairperson of the Education and Training Committee, the Censor-in-Chief and the Chairperson of the Continuing Education Program Committee.

Overseas means any country other than Australia or New Zealand.

Register means the register of Members kept by the College under the Corporations Act.

Seal means, if the College has one, the common seal of the College.

Secretary means a person appointed by the Directors in accordance with the Corporations Act to perform the duties of a secretary of the College.

Interpretation

23.2 In this document, unless the context otherwise requires:

23.2.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.

23.2.2 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.

23.2.3 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.

23.2.4 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

23.2.5 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.

23.2.6 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.

- 23.2.7 A reference to dollars or \$ means Australian dollars.
- 23.2.8 References to the word 'include' or 'including' are to be construed without limitation.
- 23.2.9 A reference to a time of day means that time of day in the place where the Office is located.
- 23.2.10 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
- 23.2.11 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 23.2.12 A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the document

- 23.3 A reference to this document, where amended, means this document as so amended.

Application of Corporations Act

- 23.4 The Corporations Act applies in relation to this document as if it was an instrument made under the Corporations Act as in force on the day when this document became the constitution of the College.

Exercise of powers

- 23.5 Except as specifically contemplated to the contrary in this document, the College may, in any manner permitted by the Corporations Act exercise any power take any action or engage in any conduct or procedure which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its document.