



Constitution

The Royal Australasian College of Medical Administrators Limited

As amended up to and including August 2023

Contents

Constitution	i
The Royal Australasian College of Medical Administrators Limited	i
Contents	ii
Corporations Act 2001	1
1 Name	1
2 Nature of company	1
3 Liability of Members and guarantee on winding up	1
4 Object	1
5 Membership	2
Classes of Membership.....	2
Fellows	2
Honorary Fellows	2
Associate Fellows	3
Candidates	3
Affiliates.....	3
Members of the College.....	3
Award of an educational qualification does not imply Membership.....	4
Obligations of Members	4
Rights of Members	4
Rights not transferable	5
Form of application.....	5
Admission to Membership.....	6
Specific criteria for admission to Fellowship.....	6
Register of Members.....	7
6 Fees and subscriptions	7
7 Continuing professional development	8
8 Periodic demonstration of continuing competence	8
9 Cessation or suspension of, or the imposition of conditions on, Membership	9
Resignation	9
Failure to pay.....	9
Failure to comply with the College's continuing professional development requirements.	9
Failure to demonstrate continuing competence.....	9
Failure to maintain or revocation or suspension of registration.....	10
Prejudicial conduct	10
Consequences of cessation of Membership.....	11
Removal from the Register	12
Power of Board to reinstate	12
10 General meetings	12
Convening of meetings by Directors.....	12
Convening of meetings by Members	12
Annual general meetings	12

Notice of general meeting	13
Persons entitled to notice of meeting.....	13
Attendance of Directors at general meetings	14
Cancellation of general meetings.....	14
Quorum at general meetings	14
Chairperson.....	14
Adjournment of meetings	15
Voting	15
Objections to voter qualification.....	16
Mode of general meetings	16
Resolution in writing	17
Proxies	17
Postal ballots.....	18
11 Directors.....	19
Composition of the Board	19
Transitional provision – 2023 Board changes	19
President and President-Elect	20
Eligibility for election or appointment as a Director.....	21
Election as a Director	22
Appointment of Directors to casual vacancies and vacancies for which there are no nominees.....	23
Appointment of additional Directors with special expertise	23
Vacancy in office of a Director	24
Term of election or appointment as a Director	25
12 Role and responsibilities of the Board	25
Powers of Directors and the Board.....	25
Appointment of the Chief Executive.....	26
Meetings of the Board	26
Minutes.....	27
Resolution in writing	27
13 [Omitted]	28
14 Committees.....	28
15 Jurisdictions and jurisdictional committees	29
Establishment of jurisdictions.....	29
Jurisdictional committees	30
16 Income and property.....	31
Distribution to Members	31
Payment for services rendered	31
Payment to Directors.....	31
17 Indemnity and insurance.....	32
Indemnity.....	32
Insurance premiums.....	32
18 Seal and execution of documents.....	32
Custody of Seal.....	32
Execution of documents.....	32
19 Surplus assets on winding up or dissolution.....	32
20 Accounts, audit and records	33

Accounts.....	33
Audit	33
Rights of Inspection.....	33
21 Notices	33
Persons authorised to give notices	33
Method of giving notices	34
Addresses for giving notices to Members.....	34
Address for giving notices to the College	34
Time notice of meeting is given	34
Time other notices are given.....	34
Proof of giving notices.....	35
22 Standard replaceable clauses do not apply.....	35
23 Definitions and Interpretation.....	35
Definitions.....	35
Interpretation	36
References to the document.....	37
Application of Corporations Act.....	37
Exercise of powers.....	37

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 they are a Member or within one (1) year after ceasing to be a Member.

4 Object

- 4.1 The principal object of the College is to enable the delivery of high quality, safe health services and systems for the community by educating, training, and promoting the skills, knowledge, and professional attitudes of specialist medical leaders in health care settings and health related organisations.
- 4.2 The College does this by:
- 4.2.1 establishing and maintaining standards in medical leadership and management education;
 - 4.2.2 promoting health equity within the communities we serve, acknowledging the dignity and special needs of diverse groups within the community and including recognition of the commitment to reconciliation for Indigenous People of Australia and Aotearoa/New Zealand and the articles of Te Tiriti o Waitangi for Māori of Aotearoa/New Zealand;
 - 4.2.3 developing and delivering education, continuing professional development and research programs to promote and advance the principles and practice of medical leadership and management and providing opportunities to bring Members together for their common benefit;
 - 4.2.4 advocating as the peak body on medical leadership and management issues and related topics, and providing expert advice on high quality, effective and safe health care, services, and systems for the community; and

- 4.2.5 promoting cooperation and collaboration with organisations, including organisations outside Australia and Aotearoa/New Zealand, with objectives similar to those of the College.

5 Membership

Classes of Membership

5.1 The Membership of the College will be divided into five (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 has been assessed as having satisfactorily completed all components of a training and assessment program approved by the Board from time to time;
- 5.2.2 who meets the standards for participation in continuing professional development 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 The Board must not admit a person as an Honorary Fellow unless the person is 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 and assessment requirements approved by the Board from time to time, 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 professional development 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 and assessment 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 person:
- 5.6.1 who demonstrates an interest in medical administration and leadership;
 - 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 Member immediately prior to this Constitution coming into effect must be shown on the Register when this Constitution comes into effect, in the class of Membership they had immediately prior to this Constitution coming into effect.
- 5.9 [Omitted].

- 5.10 [Omitted].
- 5.11 [Omitted].
- 5.12 [Omitted].

Award of an educational qualification does not imply Membership

- 5.13 Persons who are awarded an educational qualification by, or have completed the training and assessment requirements of, 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 and all applicable Regulations of the College from time to time.
- 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 Committee member 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 Committee member 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 vote at any general meeting, nominate any person for Honorary Fellowship or Directorship of the College or be elected or appointed as a Committee

member of the College, other than in their class of Membership in accordance with clauses 11.1.4 and 11.1.5.

- 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:
- 5.16.5.1 in the case of an Associate Fellow registered as a Medical Practitioner by a medical registration authority of competent jurisdiction of Aotearoa/New Zealand or of a State or Territory of Australia— the title "Associate Fellow of the Royal Australasian College of Medical Administrators" and the postnominal "AFRACMA"; and
 - 5.16.5.2 in the case of an Associate Fellow registered as a Medical Practitioner by a medical registration authority of another country, or of a state or territory of another country, recognised by the Directors— the title "Associate Fellow of the Royal Australasian College of Medical Administrators (International)" and the postnominal "AFRACMA(Int.)".
- 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 one (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 of 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 Fellowship

- 5.28 The Board may only 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 been assessed as having satisfactorily completed all components of a training and assessment program approved by the Board from time to time; and

5.28.5 has applied for Fellowship in accordance with this Constitution.

5.29 [Omitted].

5.30 The Board must not admit a person 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 that person's 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 e-mail 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 e-mail 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 and assessment programs offered by the College, save that fees for participation in the College's training and assessment 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 professional development

- 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 professional development 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 which:
- 8.1.1 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 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 at the request of a specific regulatory or employing authority or other entity recognised by the Board, but only where required by law or 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 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 sixty (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 six (6) months or more from the due date for payment; and
 - 9.3.2 who has been given notice in accordance with clause 21.3 requiring payment of the overdue amount within the period specified in the notice (which must be not less than fourteen (14) days) and stating that if such payment is not made their Membership will terminate–
- ceases to be a Member if the overdue amount is not paid within the period specified in the notice.

Failure to comply with the College's continuing professional development requirements

- 9.4 It is a condition of continuing Membership of the College that Members meet the College's continuing professional development 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 professional development.
- 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 professional development.
- 9.7 If the Board concludes that a Member has not complied with the Board's standards for participation in continuing professional development 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 approved by resolution of 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 professional development, 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 whole number of Directors 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.

Failure to maintain or revocation or suspension of registration

- 9.12 A Member ceases to be a Member if, other than if they are an Honorary Fellow, they fail to maintain registration as a Medical Practitioner or 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/or 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;
- 9.14.3 conduct by a Member of a nature which is contrary to that prescribed in any Regulations 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 [Omitted].

- 9.16 A Member must:

- 9.16.1 be given at least forty (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 forty (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 to be 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.
- 9.18 [Omitted].

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 issued by the College; and
- 9.19.4 must cease to represent themselves as a Member including using any of the titles and/or 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 they 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 five (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 twenty-one (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 two (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.
- 10.9A Any person entitled to receive a notice of meeting may elect for that notice to be provided in physical or electronic form. The College must take reasonable steps to comply with such an election.
- 10.9B To the extent permitted by the Corporations Act and any other applicable law, any document that is required or permitted to be given to a Member and that relates to a general meeting (including, but not limited to, any notice of meeting) may be given by means of electronic communication, or by giving the Member (by means of an electronic communication or otherwise) sufficient information to allow the person to access the document electronically.

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 two (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 fifteen (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 seven (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 three (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 fifteen (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 President-Elect.

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 their 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 thirty (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 thirty (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 five (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 (1) vote.
- 10.36 On a poll every Member present in person or by proxy who is entitled to vote has one (1) 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 two (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.
- 10.42A Without limiting rule 10.42, and subject to any applicable law:
- 10.42A.1 a general meeting of the College may be convened using virtual meeting technology provided it gives the Members, as a whole, a reasonable opportunity to participate (including to ask questions and make comments both orally and in writing);
- 10.42A.2 a general meeting conducted using virtual meeting technology may be held at one (1) or more physical venues, or using virtual meeting technology only; and
- 10.42A.3 a person who attends and participates in a general meeting pursuant to this rule 10.42A (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting.
- 10.42B If a general meeting of the College is to be convened in accordance with rule 10.42A, subject to any applicable law:
- 10.42B.1 the Board may prescribe the Regulations, rules and procedures in relation to the manner in which the general meeting is to be conducted; and
- 10.42B.2 the inability of one (1) or more members to access, or to continue to access, the general meeting using any virtual meeting technology will not affect the validity of a general meeting or any business conducted at a general meeting, provided that sufficient members are able to participate in the general meeting as required by rule 10.15 or 10.18 (as applicable).

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 (1) 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 forty-eight (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; and
 - 10.49.3 may be withdrawn prior to the meeting by notice in writing to the Secretary.
- 10.50 If a general meeting is adjourned, an appointment and any authority received by the College at least forty-eight (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 ballot (which may be conducted by way of a postal ballot, an electronic ballot, or a combination of a postal and electronic 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 ballot is to be a secret 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 nine (9) weeks and not more than four (4) months after the making of the determinations provided for in clause 10.55.
 - 10.56.2 Where it has been determined that the 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 (where the ballot is to be conducted by way of a postal ballot) or ballot instructions (where the ballot is to be conducted by electronic means) to be forwarded in accordance with clause 21.3 and 21.4 to each Fellow at least five (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 President-Elect 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 or ballot instructions (as applicable) were not received by any Fellow at their registered address or by the College.

10.56.9 Any duties required by this clause to be performed by the President, President-Elect and/or Secretary will in their absence be performed by 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.

11 Directors

Composition of the Board

11.1 Subject to clause 11.2, the Board will comprise the following Directors:

11.1.1 a President;

11.1.2 a President-Elect, who is a Fellow nominated and elected to that position by those Fellows of the College entitled to vote at a general meeting;

11.1.3 five (5) additional Fellows nominated and elected by those Fellows of the College entitled to vote at a general meeting;

11.1.4 two (2) Associate Fellows nominated and elected by those Associate Fellows of the College entitled to vote on their election;

11.1.5 one (1) Candidate nominated and elected by those Candidates of the College entitled to vote on their election;

11.1.6 one (1) or two (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; and

11.1.7 if none of the Fellows nominated and elected pursuant to clause 11.1.3 is ordinarily a resident of Aotearoa/New Zealand, one (1) additional Fellow appointed by the elected Directors, such Fellow to be ordinarily resident of Aotearoa/New Zealand and appointed on the recommendation of the Aotearoa/New Zealand jurisdictional committee.

Transitional provision – 2023 Board changes

11.2 The following provisions apply on and from 30 August 2023 (**Transition Date**):

11.2.1 Notwithstanding anything to the contrary in this Constitution:

(a) the person holding office as President immediately before the Transition Date shall continue in that position until the expiry of the term for which the person was elected;

(b) the person holding office as Vice-President immediately before the Transition Date shall continue to hold that office until the earlier of the following:

- (i) the expiry of the term for which the Vice-President was elected in accordance with the Constitution in effect prior to the Transition Date; or
 - (ii) the person steps down or resigns from that office—
at which time the office of Vice-President ceases;
- (c) the person holding office as Chairperson of the Education and Training Committee and the person holding office as Chairperson of the Finance and Audit Committee immediately before the Transition Date shall each continue to be a Director until the term for which they were elected expires, and shall continue in their role as Chairperson unless and until the Board appoints another person to that role under clause 14.4; and
- (d) except as otherwise provided in this clause, each person who was a Director or member of a standing Committee of the Board immediately before the Transition Date will continue in that office or position until the earlier of the expiry of the term for which they were elected or appointed, or they step down or resign.
- 11.2.2 Following the end of the term of the President, or of a Director or Committee member referred to in clause 11.2.1, the relevant office or position shall be filled by election or appointment (as applicable) in accordance with this Constitution as in force after the Transition Date.
- 11.2.3 The Board must procure that the following occurs by the end of the first annual general meeting after the Transition Date:
- (a) a person is elected and appointed as the President-Elect;
 - (b) one (1) additional Director is elected and appointed pursuant to clause 11.1.4; and
 - (c) if clause 11.1.7 applies, one (1) additional Director is elected and appointed pursuant to that clause.
- 11.2.4 The taking effect of this clause 11.2 does not invalidate the election, appointment or employment of any Director, Committee member or employee of the College that was in effect before the Transition Date.

President and President-Elect

- 11.3 Subject to clause 11.2 and 11.4, the person who is President-Elect shall be appointed to be the President for a term commencing at the end of the annual general meeting following expiry of the term of the current President (**President Commencement Date**), and expiring at the end of the second annual general meeting following the President Commencement Date (**Presidential Term**).
- 11.4 If:
- 11.4.1 the President resigns or ceases to hold office before the expiry of their term (**Vacating President**), the President-Elect shall become President and shall be appointed for a term which will end at the third Annual General

meeting after the President-Elect takes office as President pursuant to this clause 11.4.1 ; or

- 11.4.2 a vacancy arises in the office of the President other than a vacancy to which clause 11.4.1 applies:
- (a) the President-Elect may perform the functions of the President during the period of the vacancy; and
 - (b) the Board may nominate another Director to perform the functions of the President-Elect during the period of the vacancy;
- 11.4.3 the President-Elect resigns or ceases to hold office before expiry of their term (including in accordance with clause 11.4.1) (**Vacating President-Elect**):
- (a) the Board shall appoint a Fellow who is, or is eligible to be appointed as, a Director to perform the functions of President-Elect until a new President-Elect is elected at a general meeting; and
 - (b) the Board shall procure that, no later than the next annual general meeting after the Vacating President-Elect resigns or ceases to hold office, an election for President-Elect is conducted in accordance with clause 11.1.2.

Eligibility for election or appointment as a Director

- 11.5 At any time, a maximum of two (2) Fellows who primarily reside in a single state or territory of Australia or in Aotearoa/New Zealand or Overseas may serve as elected Directors. Once two (2) Fellows who primarily reside in a single state or territory of Australia or in Aotearoa/New Zealand or Overseas have been elected or appointed to the Board, other Fellows who primarily reside in that state or territory of Australia or in Aotearoa/New Zealand or Overseas (as relevant) will be ineligible for election.
- 11.6 For the purposes of clause 11.5:
- 11.6.1 residency will be determined at the polling date save that a Director who moves their primary place of residence from Australia or Aotearoa/New Zealand to Overseas during their term of office will be taken to have resigned their position; and
 - 11.6.2 the President and President-Elect are excluded in determining the maximum number of Fellows who primarily reside in a single state or territory of Australia or in Aotearoa/New Zealand or Overseas who may serve as elected Directors; and
 - 11.6.3 the nomination or election of two (2) Fellows primarily residing in a State or Territory of Australia or in Aotearoa/New Zealand does not prevent a Fellow primarily resident in that State or Territory or Aotearoa/New Zealand from standing for election as President-Elect or becoming President.
- 11.7 A Member is ineligible:
- 11.7.1 to be elected as a Director unless written notice of their nomination is given to the College and the written notice is:

- (a) signed by two (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
- (b) delivered or sent by post or facsimile, or e-mail, or by other electronic means, to the Office at least thirty (30) business days before the annual general meeting.

11.7.2 A Member is ineligible to be elected or appointed as a Director if they:

- (a) are in arrears in payment of their annual subscription; and/or
- (b) are subject to any action by the Board in accordance with clause 9.

11.8 The President is ineligible to be appointed to that position for a second consecutive term.

11.9 The term of appointment of a Director shall be limited as follows:

11.9.1 Subject to clause 11.9.2, any person who has a continuous period of service of nine (9) years as a Director (including periods of service as a Director before this Constitution came into effect) is deemed to have resigned as a Director and is ineligible to be elected or appointed as a Director within twelve (12) months after the end of that continuous period of service. Any person to whom this clause applies will become eligible to apply for election or appointment for a further term as a Director twelve (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.

11.9.2 The period during which a person holds office as President or President-Elect holds is not to be taken into account in the calculation of a continuous period of service for the purpose of clause 11.9.1.

Election as a Director

11.10 Fellows may be nominated for election to more than one (1) 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-Elect.

11.11.2 Subject to clause 11.1.3, votes for election of five (5) 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 11.1.2:

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 Subject to clause 11.14, election of Directors will be determined as follows:

11.13.1 where there is only one (1) position being contested, the candidate who receives the highest number of votes of valid votes for that position is elected; and

11.13.2 where there is more than one (1) position being contested:

- (a) the candidate who receives the highest number of valid votes cast is elected first;
- (b) the candidate who receives the next highest number of valid votes cast is elected second; and
- (c) where there are three (3) or more positions being contested, the process set out in clauses (a) and (b) is repeated until all positions are filled.

11.14 If two (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 (including the President-Elect) 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 11.1.6:

11.18.1 Nominations must be signed by two (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 two (2) references specific to the nomination will be circulated to all elected

Directors at least ten (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.

Vacancy in office of 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 three (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 primarily resident in Australia or Aotearoa/New Zealand at the time of election to the Board moves their primary place of residence from Australia or Aotearoa/New Zealand to Overseas.

11.19.9 A Director completes a continuous period of service of nine (9) years as a Director (including periods of service as a Director 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 twelve (12) months after the end of that continuous period of service.

11.20 [Omitted]

11.21 [Omitted].

11.22 [Omitted].

- 11.23 [Omitted].
- 11.24 [Omitted]
- 11.25 [Omitted]
- 11.26 [Omitted]
- 11.27 [Omitted]

Term of election or appointment as a Director

- 11.28 Subject to clauses 11.2 and 11.5 to 11.9:
 - 11.28.1 each elected Director (other than a Director who is a Candidate) shall be elected for a term of three (3) years and will be eligible for re-election;
 - 11.28.2 a Director who is a Candidate shall be elected for a term of two (2) years.
- 11.29 The term of election for the purpose of clause 11.28 shall commence at the conclusion of the annual general meeting at which the person is elected as Director and to expire at the later of:
 - 11.29.1 the conclusion of the third (or second, in the case of a Candidate) annual general meeting after the term commenced; or
 - 11.29.2 the end of three years (3) years (or two (2) years in the case of a Candidate) after the term commenced.
- 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 three (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 [Omitted]

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 from time to time not inconsistent with the Corporations Act or this Constitution, including:
 - 12.2.1 procedural matters in relation to application for Membership;
 - 12.2.2 application fees, training and assessment 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 professional development 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 training and assessment programs 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 Committee members of the College; and
- 12.2.9 postal and electronic 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.
- 12.5 [Omitted]
- 12.6 [Omitted]
- 12.7 [Omitted]
- 12.8 [Omitted]

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 two (2) Directors, convene a meeting of Directors.
- 12.11 Notice of each meeting of the Directors must be given to each Director at least five (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 [Omitted]
- 12.13 A quorum is achieved if both of the following occur:
 - 12.13.1 at least five (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:
- 12.14.1 to appoint additional Directors to the number necessary for a quorum; or
 - 12.14.2 to convene a general meeting of the College; or
 - 12.14.3 in an emergency.
- 12.15 Without limitation, a meeting of the Board may be called or held by telephone, video, e-mail or any other technology which permits each Director to communicate with each other. A resolution passed at such a meeting, notwithstanding that the Directors are not present together in one place at the time of the meeting, is deemed to have been passed at a meeting of Directors held on the day on, and at the time at, which the meeting was held.
- 12.16 The President or if absent the President-Elect will preside at all meetings of the Board. If the President or President-Elect is not present within ten (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 [Omitted]

14 Committees

14.1 The following shall be established and maintained as standing Committees of the Board:

14.1.1 Education and Training Committee;

14.1.2 Finance and Audit Committee;

14.1.3 Board of Censors;

14.1.4 Continuing Professional Development Program Committee; and

14.1.5 Policy and Advocacy Committee.

14.2 The Board may establish such other Committees as it considers necessary for the good governance and achievement of the objects of the College, and may abolish such Committees.

14.3 The Board must make, and may vary, revoke or replace, Terms of Reference for each Committee. Before making, varying, revoking or replacing a Committee's Terms of Reference, the Board must consult with, and consider any recommendations of, the Committee.

14.4 The Board must appoint, and may remove, the members and Chairpersons of Committees, provided that:

14.4.1 a majority of the members of every standing Committee of the Board must be Members;

14.4.2 the Chairpersons of the Finance and Audit Committee and the Policy and Advocacy Committee must be Directors;

14.4.3 the Chairperson of the Education and Training Committee must be a Director who is a Fellow; and

14.4.4 the Chairperson of the Continuing Professional Development Program Committee and the Chairperson of the Board of Censors (Censor-in-Chief) must be Fellows.

14.5 Any Committee member (including any Chairperson of any Committee) whose Membership of the College ceases also ceases immediately to be a Committee member.

14.6 The Board may by resolution delegate any of its functions and powers to a Committee. Such delegation:

14.6.1 may be for such period, and may be subject to such conditions and limitations, as the Board considers appropriate;

14.6.2 may be revoked or varied at any time; and

- 14.6.3 does not authorise the Committee to subdelegate unless the sub-delegation is expressly authorised by the Board.
- 14.7 Each Committee must perform its functions and exercise its powers in accordance with:
- 14.7.1 the Committee's Terms of Reference as determined or approved and varied by the Board from time to time;
- 14.7.2 any applicable Regulations; and
- 14.7.3 any directions given, or the conditions or limitations of any function or power delegated, to it by the Board.
- 14.8 A Committee may, with the prior written approval of the Board, form subcommittees to assist in the performance of its functions.
- 14.9 Employees of the College may not be Committee members but may, at the invitation of a Committee, attend and be heard at meetings of that Committee.
- 14.10 The President may attend and be heard at meetings of Committees. The Chairperson of the Finance and Audit Committee may attend meetings of all Committees and shall be heard on any matter affecting the financial position of the College.
- 14.11 This clause 14 does not apply to Jurisdictional Committees.

15 Jurisdictions and jurisdictional committees

Establishment of jurisdictions

- 15.1 Each of the states and territories of Australia, and Aotearoa/New Zealand, will 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 four (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 Aotearoa/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 pursuant to clause 15.4;

- 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 two (2) other Members, as determined by the jurisdiction from time to time in accordance with the Terms of Reference, which:
 - 15.6.1 must comprise Members who primarily 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 performing the role of the jurisdiction set out in clause 15.5; 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 The Board may make, vary, revoke or replace Regulations with respect to or prescribing:
 - 15.7.1 Terms of Reference for jurisdictional committees;
 - 15.7.2 responsibilities of jurisdictional committees and their members and Committees;
 - 15.7.3 procedures for nomination and election of jurisdictional committee members and Committees;
 - 15.7.4 terms for which jurisdictional committee members and Committee members may hold office;
 - 15.7.5 requirements and procedures for meetings of jurisdictions and jurisdictional committees;
 - 15.7.6 the authority for jurisdictional committee members and Committee members to act on behalf of the College;
 - 15.7.7 jurisdictional committee funds and finances;
 - 15.7.8 provision of reports, minutes and other information to the Board;
 - 15.7.9 requirements and procedures for meetings to be held between the Board and jurisdictional committee members; and

15.7.10 such other matters as the Board considers necessary or convenient for the effective operation of jurisdictional committees and the College.

15.8 Before making, varying, revoking or replacing, a Regulation referred to in clause 15.7, the Board must consult with chairpersons 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 11.1.6 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 or any general meeting 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;

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 two (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 ten (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 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.

Committee means a committee of the Board established under this Constitution from time to time.

Competent Authority means a medical registration authority of competent jurisdiction of Aotearoa/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).

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.

Overseas means any country other than Australia or Aotearoa/New Zealand.

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

Regulations means regulations made by the Board in accordance with this Constitution.

Terms of Reference means terms of reference for a committee determined by the Board in accordance with this Constitution.

Seal means, if the College has one (1), 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. Without limiting the foregoing, for so long as the Company is registered as a charity under the ACNC Act, Parts 2G.2 and 2G.3 of the Corporations Act apply to meetings of Members of the Company for the purposes of this Constitution as if the Company were not registered as a charity under the ACNC Act.

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.