

CORPORATIONS ACT 2001

COMPANY LIMITED BY GUARANTEE

CONSTITUTION
of
THE AUSTRALIAN AND NEW ZEALAND
COLLEGE OF VETERINARY SCIENTISTS
ACN 000 894 208

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Record of amendments to Constitution

Date	Details of amendments
29/10/2017	Clauses 1.1 & 5.8 Associate Member definition (remove residency reference);
	5.10.1 & 5.10.2 Include MANZCVS & FANZCVS references
	7.3.3 Include references to FANZCVS & MANZCVS
	40.1 Includes reference to out of session matters being passed by 5 votes
24/06/2022	35.5.2 remove and not more than nine (9) persons
25/07/2025	Various clauses: Removed any gender specific references.
	1.1 Included electronic methods for “Vote” and “Polls”
	3.1.20 Included “websites and other electronic communication”
	12.1 Removed Chief Examiner and replaced with Honorary Secretary
	24.1 Removed reference to 6 members elected in manner provided by Constitution;
	24.1 Removed reference to seventh member (of Directors) shall be the Chief Examiner.
	31.2 Removed Chief Examiner from list of Officers of the College
	31.5 Removed reference to Chief Examiner
	31.6 Removed reference to the Chief Examiner becoming a Director.
	33.9 Removed Chief Examiner and replaced with Honorary Secretary

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1. Preliminary

1.1. In this Constitution, unless the contrary intention appears:

“**Affiliate**” means a person who is not a Member and not a qualified veterinarian but who is affiliated with the College or one of its chapters. Affiliates are entitled to participate in chapter events and meetings, speak at seminars but have no voting rights.

“**Alternate Director**” means a person appointed as an alternate director under **clause 37**.

“**Associate Member**” means a Member of the College who is a veterinarian holding United Kingdom, European or United States Diplomate qualifications.

“**Auditor**” means the Company's auditor.

“**Board of Examiners**” means the Board of persons appointed by the Council pursuant to the powers contained in **clause 32.5.2**.

“**Business day**” has the same meaning as in the *Corporations Act 2001*.

“**the Chief Examiner**” means that Member of the Board of Examiners appointed to the position.

“**the College**” has the same meaning as “Company.”

“**the Commonwealth**” means the Commonwealth of Australia and includes the dependencies and external territories thereof.

“**Company**” means The Australian and New Zealand College of Veterinary Scientists.

“**Constitution**” means the constitution of the Company as amended from time to time.

“**Corporations Act**” means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

“**Council**” means the Directors of the College from time to time acting as a board and a Councillor shall be a Director.

“**Fellow**” means that category of Membership of the College more particularly described in **clause 5.9** and includes Honorary, Life and Foundation Fellows.

“**Director**” includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director.

“**Directors**” means all or some of the Directors acting as a board.

“**Eminent**” means of high standing in comparison with peers on a regional veterinary discipline basis.

“**Fast- tracked or fast-tracking**” means dispensing with the requirement to complete a Membership examination or any College approved training program before advancing to Fellowship.

“**Foundation Fellow**” has the meaning identified in **clause 5.4.4**.

“**Foundation Member**” has the meaning in **clause 5.4.3**.

“**General Body of Members**” means the Members assembled in general meeting.

“**Honorary Fellow**” means a Member admitted to such title by the Council in accordance with **clause 5.11**.

“**Life Fellow**” means a Member admitted to such title by the Council in accordance with **clause 5.12**.

“**Life Member**” means a Member admitted to such title by the Council in accordance with **clause 5.12**.

“**Member**” means a Member of the College as further identified in **clause 5**.

“**Month**” shall mean calendar month.

“**Office**” means the Company's registered office.

“**Officers**” mean those persons appointed to one of more of the positions identified in **clause 31**. “**Officer**” means one of such persons.

“**Ordinary Member**” means a Member under **clause 5**, other than an Associate Member or a Fellow.

“**Poll**” means electronic, in person or manual methods.

“**President**” means the Officer appointed to such position under **clause 31**.

“**Register**” means the register of Members of the College.

“**Registered address**” means the last known address of a Member as noted in the Register.

“**Seal**” means the common seal of the Company (if any).

“**Secretary**” means any person appointed by the Directors to perform any of the duties of a secretary of the College and if more than one person is appointed, any one or more of those persons.

“**Vote**” means electronic, in person or manual methods.

1.2. In this Constitution, except where the context, otherwise requires an expression in a clause of this Constitution has the same meaning given to it in the *Corporations Act*. Where the expression has more than one meaning in the *Corporations Act* and a provision of the *Corporations Act* deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

1.3 In this Constitution, except where the context otherwise requires:

1.3.1 the singular includes the plural and vice versa and reference to a gender includes other genders;

1.3.2 words importing natural persons include corporations;

1.3.3 another grammatical form of a defined word or expression has a corresponding meaning;

1.3.4 a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;

1.3.5 headings are for ease of reference only and do not affect interpretation; and

1.3.6 reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;

1.3.7 **A\$, \$A, dollar** or **\$** is to Australian currency; and

1.3.8 the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

2. **Replaceable rules**

To the extent permitted by law, the replaceable rules in the *Corporations Act 2001* do not apply to the College.

3. **Objects**

3.1 The objects for which the College is established are:

3.1.1 To advance the study of veterinary science and to bring together Members of the veterinary profession for their common benefit;

3.1.2 To hold, conduct or arrange examinations of professional proficiency for the purpose of determining qualification for Membership of the College;

3.1.3 To consider and advise as to any course of study and technical training and to disseminate any information calculated to promote and ensure the fitness of persons desirous of qualifying for Membership of the College;

3.1.4 To establish the classes of Membership of the College and to admit to the respective classes such persons as shall be eligible therefore in accordance with the regulations of the College and to make and maintain registers of the Members of the College;

3.1.5 To subscribe to, become a Member of and co-operate with any other College, club, association or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the College, provided that the College shall not subscribe to or support with its funds any college, club, association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the College under or by virtue of **clause 4** of this constitution;

3.1.6 To acquire by purchase, donation or otherwise a library and to maintain and from time to time extend and improve such library;

3.1.7 In furtherance of the objects of the College to buy, sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid, required by Members of the College or persons frequenting any premises of the College;

- 3.1.8 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the College, provided that in case the College shall take or hold any property which may be subject to any trusts the College shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - 3.1.9 To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the College's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the College may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - 3.1.10 To borrow or raise or secure the payment of money for the purposes of the College in such manner as may from time to time be determined;
 - 3.1.11 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the College or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
 - 3.1.12 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the College's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 - 3.1.13 To invest and deal with the money of the College not immediately required in such manner as may be permitted by law for the investment of trust funds;
 - 3.1.14 To borrow or raise or secure the payment of money in such manner as the College may think fit and to secure the same or the repayment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the College in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the College's property (both present and future), and to purchase, redeem or pay off any such securities;
 - 3.1.15 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferrable instruments;
 - 3.1.16 In furtherance of the objects of the College to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the College;
 - 3.1.17 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the College's property of whatsoever kind sold by the College, or any money due to the College from purchasers and others;
 - 3.1.18 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the College but subject always to the proviso in **clause 3.1.8**;
 - 3.1.19 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the College, in the shape of donations, annual subscriptions or otherwise;
 - 3.1.20 To print and publish any newspapers, periodicals, books, leaflets, website and other electronic communication that the College may think desirable for the promotion of its objects;
 - 3.1.21 In furtherance of the objects of the College to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the College and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon the College under or by virtue of **clause 4** of this constitution;
 - 3.1.22 In furtherance of the objects of the College to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the College is authorised to amalgamate;
 - 3.1.23 In furtherance of the objects of the College to transfer all or any part of the property, assets, liabilities and engagements of the College to any one or more of the companies, institutions, societies or associations with which the College is authorised to amalgamate;
 - 3.1.24 To make donations for patriotic or charitable purposes;
 - 3.1.25 To transact any lawful business in aid of the Commonwealth in the prosecution of any war in which the Commonwealth is engaged;
 - 3.1.26 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the College.
- 3.2 The College may only exercise the powers in section 124(1) of the *Corporations Act* to:
- 3.2.1 carry out the objects in this **clause 3**; and
 - 3.2.2 do all things incidental or convenient in relation to the exercise of power under **clause 3.2.1**.

4. Income and property of College

- 4.1 The income and property of the College will only be applied towards the promotion of the objects of the College set out in **clause 3**.
- 4.2 No income or property will be paid or transferred directly or indirectly to any Member of the College except for payments to a Member:
- 4.2.1 in return for any services rendered or goods supplied in the ordinary and usual course of business to the College; or
 - 4.2.2 of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
 - 4.2.3 in the circumstances described in **clause 35.1**.

5. Membership

- 5.1 The number of Members of the College is unlimited.
- 5.2 The Members of the College are:
- 5.2.1 the persons who consented to become Members in the application for registration of the College; and
 - 5.2.2 any other persons, corporations or organisations whom or which the Directors admit to Membership in accordance with this Constitution.
- 5.3 There shall be three classes of Members of the College, namely:
- 5.3.1 Fellows;
 - 5.3.2 Ordinary Members; and
 - 5.3.3 Associate Members.
- 5.4
- 5.4.1 Fellows includes Foundation Fellows, Honorary Fellows (but in respect of Honorary Fellows subject to the Membership qualifications in **clause 5.11**) and Life Fellows;
 - 5.4.2 Ordinary Members include Foundation Members and Life Members;
 - 5.4.3 The sub category of Foundation Members is restricted to those ordinary Members of the College designated as such when the College was formed. Foundation Fellows shall be those Fellows designated as such when the College was formed;
 - 5.4.4 No further, additional or replacement Foundation Members or Foundation Fellows will be appointed.
- 5.5 The requirements and procedure for admission to Ordinary Membership of the College shall be as follows:
- 5.5.1 No person shall be eligible for Ordinary Membership of the College unless:
 - 5.5.1.1 they are eligible for registration or entered on a register of Veterinary Surgeons or otherwise qualified to practice Veterinary Science in any State or Territory of Australia or in New Zealand; and
 - 5.5.1.2 at least three and a half years have elapsed since the applicant's original registrable veterinary degree was conferred; and
 - 5.5.1.3 the applicant has fulfilled such other conditions as may be determined from time to time by the CouncilPROVIDED ALWAYS that the Council may declare a person eligible for Ordinary Membership of the College who has veterinary qualifications recognised in any other part of the World notwithstanding that such person would fail to be eligible under this **clause 5.5.1**.
 - 5.5.2 Any person who intends to apply for Membership of the College shall notify the College of their intention and willingness to submit for approval by the Board of Examiners and shall apply for Membership of the College in writing in such form as the Council may prescribe. The Board of Examiners shall determine by examination in accordance with this constitution and any regulations made from time to time by the Council whether the applicant is a person duly qualified for Ordinary Membership of the College.
 - 5.5.3 Every person who has applied for Ordinary Membership of the College shall pay as or when required such examination or other fees as the Council may prescribe from time to time.
- 5.6 The Council will determine the eligibility of applicants for Ordinary Membership under **clause 5.5** and the admission to, or rejection of, Membership following a report on applicants from the Board of Examiners. In no case shall the Council or Board of Examiners be required to give reasons for the rejection of an applicant.
- 5.7 When an applicant has been accepted as an Ordinary Member the Chief Examiner shall forthwith send to the applicant written notice of acceptance and (if not paid as part of the examination or other fees) a request for payment of the first annual subscription. Upon acceptance and payment of the first annual subscription the applicant shall become an Ordinary

Member. The Council may cancel acceptance if payment of the first annual subscription is not made within 2 calendar months after the date of the notice of acceptance by the Chief Examiner.

- 5.8 Applications for Associate Membership shall be made to the Council in writing from qualified veterinarians and shall include the following:
- 5.8.1 evidence of successful completion of UK, European or US Diplomate examinations;
 - 5.8.2 an outline of how the applicant has or will contribute to the College;
 - 5.8.3 a proposer and seconder, both of whom must be Members;
 - 5.8.4 payment of the College's annual subscription fee.
- 5.9 Fellows shall be elected by the Council on the advice of the Chief Examiner.
- 5.9.1 The Chief Examiner, after consultation with the Board of Examiners and such examiners as may be appointed for the purpose, shall advise the Council of those Members who, in the opinion of the Chief Examiner, have by examination sufficiently distinguished themselves in the practice or pursuit of Veterinary Science as to be eligible for election as Fellows.
 - 5.9.2 At the discretion of the Council, Eminent Veterinary Scientists who are not Members of the College but who meet the eligibility requirements for both Membership and Fellowship, may be fast-tracked.
 - 5.9.3 A candidate for Fast Tracking must (unless the Council otherwise resolves):
 - 5.9.3.1 have successfully completed a Diplomate examination in one of the American Colleges, European Colleges or the Royal College of Veterinary Surgeons; or
 - 5.9.3.2 be an Eminent veterinarian with extensive depth and breadth of training, scholarship and experience and a record of academic and practical excellence as otherwise defined by the Council; and
 - 5.9.3.3 apply in writing to the Chief Examiner including as part of the application a request for Fast Tracking, a curriculum vitae and a copy of the relevant diploma from the relevant college;
 - 5.9.3.4 submit a credentials document containing such components and materials as the Council may from time to time determine;
 - 5.9.3.5 provide documentary evidence of the equivalent of ninety-six (96) weeks of directly supervised training in the appropriate discipline under an approved supervisor.
- 5.10
- 5.10.1 Every Member shall be entitled to append the initials MACVSc (if awarded in or before 2010), or MANZCVS (if awarded at any time).
 - 5.10.2 Every Fellow shall be entitled to append the initials FACVSc (if awarded in or before 2010), or FANZCVS (if awarded at any time).
- 5.11 The Council may in accordance with regulations made by it from time to time admit to Honorary Fellow of the College persons, whether or not holding veterinary qualifications who, in the opinion of the Council, have rendered exceptional service to Veterinary Science or the practice thereof or Eminent Veterinary Scientists who have been actively involved in the affairs of the College provided that the number of such persons elected in any one year shall not exceed seven (7). Subject to the following provisos, an Honorary Fellow:
- 5.11.1 shall be entitled to enjoy the privileges of Membership of the College except those of voting or holding office but shall be liable to none of the obligations imposed upon Members of the College;
 - 5.11.2 shall take no part in governing the College; and
 - 5.11.3 shall not be liable to pay fees, subscriptions or levies under this constitution.
- Provided always that Honorary Fellows who are Veterinary Scientists shall be eligible for election as Directors and appointment as Officers of the College, if (unless otherwise waived by the Council) they elect in writing to pay the appropriate fees, subscriptions and levies payable by other Members of the College and accept the obligations associated with such office or appointment. Honorary Fellows who are elected as Directors or appointed as Officers of the College, shall be entitled to vote at general meetings of the College and at meetings of the Council.
- 5.12 The Council may admit any Member to be a Life Member and any Fellow or any Honorary Fellow who has been elected to the Council or appointed as an Officer of the College, pursuant to the proviso to **clause 5.11** to be a Life Fellow, in accordance with regulations made from time to time by the Council and no Life Member or Life Fellow shall be liable for fees, subscriptions or levies becoming payable after the date of admission as a Life Member or Life Fellow.
- 5.13 The rights and privileges of every Member are personal and are not transferable by the Member's own act or by operation of law.

6. Subscriptions

- 6.1 The fees payable by Members of the College (other than Honorary Fellows, Life Fellows or Life Members) shall be an entrance or examination fee and an annual subscription. The Council may, in its discretion combine the examination fee and the first annual subscription fee. The entrance or examination fee and the annual subscription shall be such amounts as the College in General Meeting shall from time to time prescribe. The Council may levy calls of such amounts as it may think fit and may determine when and by whom the same shall be payable provided always that the total amount of calls payable by any Member during any one College Financial Year shall not exceed one-half of the annual subscription for that Financial Year. Any determination by Council in accordance with this clause may be revoked, reduced or, subject to the qualification above, increased by Members of the College in general meeting. The Council may at its discretion exempt any Member from payment of fees on grounds of great hardship. Honorary Fellows, Life Fellows and Life Members shall be exempt from payment of fees.
- 6.2
- 6.2.1 Subject to the rights of the Council under **clause 6.1**, the annual subscription shall become due and payable in advance on the first day of the College financial year.
- 6.2.2 Unless otherwise resolved by the Council, the College financial year shall commence on the First day of March in one year and end on the last day of February in the succeeding year.
- 6.3 If a Member does not pay a subscription within 30 days after it becomes due, the Directors:
- 6.3.1 will give the Member notice of that fact; and
- 6.3.2 if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's Membership forfeited.

7. Ceasing of Membership

- 7.1 A Member's Membership of the College will cease:
- 7.1.1 if Membership is declared to be forfeited under **clause 6.3.2** provided however that the Council may reinstate the Member and restore the Member's name to the appropriate register on payment of all arrears if the Council thinks fit to do so;
- 7.1.2 if the Member gives the secretary written notice of resignation, from the date which is six (6) calendar months after delivery of such notice (unless accepted earlier by the Council). Any such Member shall remain liable for any amounts payable for entrance fees and annual subscriptions in arrears for any period up to and including the day that such resignation takes effect.
- 7.1.3 if the Member:
- 7.1.3.1 dies;
- 7.1.3.2 becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- 7.1.3.3 is convicted of an indictable offence; or
- 7.1.3.4 is deregistered by the Australian or New Zealand Veterinary Surgeons Registration Board (as the case may be).
- 7.2 If any Member of the College shall wilfully refuse or neglect to comply with the provisions of the Constitution or shall be guilty of any conduct which, in the opinion of the Council, is unbecoming of a Member or prejudicial to the interest of the College, the Council shall have power to expel the Member from the College and erase that Member's name from the register of Members, provided that at least one week before the meeting of the Council at which a resolution for expulsion is tabled, the Member shall be given notice of such meeting, of what is alleged and of the intended resolution for expulsion and the Member shall at such meeting and before the consideration of such resolution, have an opportunity of giving orally or in writing any explanation or defence the Member may think fit and provided further that any such Member may by notice in writing lodged with the Council at least twenty-four hours before the time for holding the meeting at which the resolution for expulsion is to be considered by the Council elect to have the question of expulsion dealt with by the College in general meeting and in that event a general meeting of the College shall be called for the purpose and if at the meeting a resolution for the expulsion of the Member is passed by a majority of two thirds of those present and voting (such vote to be taken by ballot) the Member shall be expelled and the Member's name removed from the register of Members.
- 7.3 Any Member ceasing to be a Member:
- 7.3.1 will not be entitled to any refund (or part refund) of a subscription; and
- 7.3.2 will remain liable for and will pay to the College all subscriptions and moneys which were due at the date of ceasing to be a Member.
- 7.3.3 will not be entitled to use the post nominal MACVSc, FACVSc, MANZCVS or FANZCVS.

8. Membership – Powers of Attorney

- 8.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the College or the Member's Membership in the College, that Member must deliver the instrument appointing the Attorney to the College for notation.
- 8.2 If the College asks the Member to file with it a certified copy of the instrument for the College to retain, the Member will promptly comply with that request.
- 8.3 The College may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

9. Calling general meeting

- 9.1 Any Director may, at any time, call a general meeting.
- 9.2 A Member may:
- 9.2.1 only request the Directors to call a general meeting in accordance with section 249D of the *Corporations Act*; and
 - 9.2.2 not request or call and arrange to hold a general meeting except under section 249E or 249F of the *Corporations Act*.

10. Notice of general meeting

- 10.1 Subject to the provisions of the *Corporations Act* allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 10.2 A notice calling a general meeting:
- 10.2.1 must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - 10.2.2 must state the general nature of the business to be transacted at the meeting; and
 - 10.2.3 may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 10.3 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under **clause 9.2**).
- 10.4 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in **clause 49.1** entitled to receive notices from the College.
- 10.5 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

11. Quorum

- 11.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 11.2 A quorum of Members is twenty (20) Members.
- 11.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- 11.3.1 if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - 11.3.2 in any other case:
 - 11.3.2.1 it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - 11.3.2.2 if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

12. Chairperson

- 12.1 The President shall preside as chairperson at every general meeting of the College or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Honorary Secretary shall be chairperson or if the Honorary Secretary is not present or is unwilling to act, then the Members of the College present shall elect one of their number to be chairperson of the meeting.
- 12.2 Provided it is not inconsistent with the provisions of the constitution, the general conduct of each general meeting of the College and the procedures to be adopted at the meeting will be determined by the chairperson, including the procedure for the conduct of the election of Directors.
- 12.3 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

13. Adjournment

- 13.1 The chairperson of a general meeting at which a quorum is present:
- 13.1.1 At the chairperson's discretion may adjourn the general meeting with the meeting's consent; and
 - 13.1.2 must adjourn the general meeting if the meeting directs them to do so.
- 13.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 13.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 13.4 Notice of an adjourned meeting must only be given in accordance with **clause 10.1** if a general meeting has been adjourned for more than 21 days.

14. Decision on questions

- 14.1 Subject to the *Corporations Act* in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 14.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act. Before a vote is taken, the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- 14.3 Unless a poll is demanded:
- 14.3.1 a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - 14.3.2 an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution provided that the declaration reflects the show of hands and the votes of the proxies are received. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of against.
- 14.4 A demand for a poll may be withdrawn.
- 14.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

15. Votes of Members - Admission to general meetings

- 15.1 For the purposes of **clause 18** "Member" includes a Member present in person or by proxy.
- 15.2 The chairperson of a general meeting may refuse admission to a person, or require a person to leave and not return to, a meeting if the person:
- 15.2.1 refuses to permit examination of any article in the person's possession; or
 - 15.2.2 is in possession of any:
 - 15.2.2.1 electronic or recording device;
 - 15.2.2.2 placard or banner; or
 - 15.2.2.3 other article,which the chairperson considers to be dangerous, offensive or liable to cause disruption; or
 - 15.2.3 causes any disruption to the meeting.

16. Votes of Members - Auditor's right to be heard

The Auditor is entitled to:

- 16.1.1 attend any general meeting of the College;
- 16.1.2 be heard at any general meeting of the College on any part of the business of the meeting that concerns the Auditor in their capacity as auditor, even if:
 - 16.1.2.1 the Auditor retires at the general meeting; or
 - 16.1.2.2 Members pass a resolution to remove the Auditor from office; and
- 16.1.3 authorise a person in writing to attend and speak at any general meeting as the Auditor's representative.

17. Taking a poll

- 17.1 A poll will be taken when and in the manner that the chairperson directs.

- 17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 17.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 17.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 17.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 17.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.
- 18. Entitlement to vote**
- 18.1 A Member is not entitled to vote at a general meeting if the Member's annual subscription is more than three (3) month in arrears at the date of the meeting.
- 18.2 A Member entitled to vote has one vote.
- 19. Objections**
- 19.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 19.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 19.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.
- 20. Votes by proxy**
- 20.1 If a Member appoints a proxy or proxies, then, subject to **clause 14.2**, the proxy or proxies may not vote on a show of hands.
- 20.2 A proxy need not be a Member.
- 20.3 A proxy may demand or join in demanding a poll.
- 20.4 A proxy may vote on a poll.
- 20.5 A proxy may vote or abstain as they choose except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes, the proxy will be deemed to have voted all directed proxies in the manner directed.
- 21. Document appointing proxy**
- 21.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 21.2 For the purposes of **clause 21.1**, an appointment received at an electronic address will be taken to be signed by the Member if:
- 21.2.1 a personal identification code allocated by the College to the Member has been included in the appointment; or
- 21.2.2 the appointment has been verified in another manner approved by the Directors.
- 21.3 A proxy's appointment is valid at an adjourned general meeting.
- 21.4 A proxy may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 21.5 Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:
- 21.5.1 to vote on:
- 21.5.1.1 any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
- 21.5.1.2 any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting;
- 21.5.2 to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 21.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either act as proxy or complete the appointment by inserting the name or names of one or more Director or the Secretary.
- 22. Lodgement of proxy**
- 22.1 The written appointment of a proxy or attorney must be received by the College, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- 22.1.1 the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - 22.1.2 the taking of a poll on which the appointee proposes to vote.
- 22.2 The College receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- 22.2.1 the Office;
 - 22.2.2 a facsimile number at the Office; or
 - 22.2.3 a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

23. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- 23.1.1 died;
- 23.1.2 became mentally incapacitated; or
- 23.1.3 revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the College before the relevant general meeting or adjourned general meeting.

24. Number of Directors

- 24.1 The Directors shall consist of not more than seven (7) Members of the College, elected in the manner provided by this Constitution unless the College in general meeting by resolution changes the maximum number.
- 24.2 The initial Directors of the College are the persons who have consented to act as directors and are set out in the College's application for registration as a company. Those persons hold office subject to the Constitution.

25. Appointment and removal of Directors

- 25.1 The Members may by resolution passed in general meeting:
 - 25.1.1 appoint new Directors;
 - 25.1.2 subject to **clause 24.1** increase or reduce the number of Directors;
 - 25.1.3 remove any Director before the end of the Directors' term of office; and
 - 25.1.4 appoint another person in the Director's place.
- 25.2 A person appointed under **clause 25.1.4** will hold office for the term for which the Director replaced would have held office if the Director had not been removed.
- 25.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the College, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 25.4 Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with **clause 25.1.3** or annul the suspension and reinstate the Director.

26. Additional and casual Directors

- 26.1 Subject to **clause 24.1**, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 26.2 A Director appointed under **clause 26.1** will hold office until the next general meeting of the College when the Director may be re-elected.

27. Retirement

- 27.1 Two (2) Directors shall retire and two (2) Directors shall be elected at every annual general meeting of the College. If any dispute arises between Directors as to which Directors must retire at a particular general meeting, that dispute will be determined by the President.
- 27.2 A retiring Director will be eligible for re-election.
- 27.3 Subject to **clause 27.1** the term of office of a Director shall commence at the conclusion of the annual general meeting at which the Director's election is confirmed and shall conclude at the third succeeding annual general meeting.
- 27.4 A retiring Director will be ineligible for re-election after serving three (3) consecutive terms in office for two (2) years after retirement.

28. Filling vacated office

- 28.1 When a Director retires at a general meeting, the College may by ordinary resolution elect a person to fill the vacated office.
- 28.2 If the vacated office is not filled and the retiring Director has offered themselves for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which the Director retires:
- 28.2.1 it is resolved not to fill the vacated office; or
- 28.2.2 the resolution for the re-election of the Director is put and lost.

29. Nomination of Director

- 29.1 The election of Directors shall take place in the following manner:
- 29.1.1 Any two (2) Members of the College shall be at liberty to nominate any other Member of the College to serve as a Director.
- 29.1.2 The nomination, which shall be in writing and signed by the Member of the College and the proposer and seconder shall be lodged at the Office at least forty-two days before the annual general meeting at which the election results shall be announced.
- 29.1.3 A list of the candidates' names in alphabetical order with the proposer's and seconder's names shall be posted to all Members, together with notice of the meeting.
- 29.1.4 Votes for the election of Directors shall be given by postal vote. If the number of nominations exceeds the vacancies, balloting lists shall be printed containing in alphabetical order the names of the candidates nominated, and one such list shall at least thirty days before the Annual Meeting, be forwarded to each Member of the College. Voting papers shall be forwarded to the Secretary at the Office and no voting paper received by the Secretary after midnight on the seventh day preceding the day of the annual meeting shall be counted as valid. Each Member shall be entitled to vote for any number of candidates not exceeding the number of vacancies.
- 29.1.5 If, in the opinion of the Directors, there shall not be a sufficient number of candidates nominated to fill the available vacancies the Directors may appoint such additional Directors as they shall think fit, subject however to **Clause 24.1**.
- 29.1.6 The Directors will appoint a returning officer from amongst Members of the College, not being a candidate or a Director, to conduct the ballot. The returning officer shall not have a vote in the election, but in the event of two or more candidates receiving an equal number of votes, priority in election as between such candidates shall be determined by the returning officer. The returning officer will report the result of the election to the President at least forty-eight (48) hours prior to the declaration of the ballot at the annual general meeting. The returning officer will retain all voting papers for three (3) calendar months after the close of the ballot.
- 29.1.7 The Directors may in their discretion prescribe an electronic or other voting process as an alternative to the postal vote method identified in **clause 29.1.4**. Such process must:
- 29.1.7.1 give all Members a reasonable opportunity to participate; and
- 29.1.7.2 be consistent (to the extent reasonably possible) with the processes identified in this **clause 29.1**.
- 29.2 The Members may from time to time by resolution:
- 29.2.1 increase or reduce the number of Directors (see **clause 24.1**) and determine in what rotation the increased or reduced number shall be elected to and retire from office; and
- 29.2.2 increase or reduce the number or titles of Officers and determine which Officers shall be appointed by the Directors each year or in any particular year.
- 29.3 Unless there are insufficient nominations for this purpose, at any time, at least one (1) Director shall be a resident of Australia and at least one (1) Director shall be a resident of New Zealand.

30. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- 30.1.1 ceases to be a Director by virtue of the Corporations Act;
- 30.1.2 is prohibited by the *Corporations Act* from holding office or continuing as a Director;
- 30.1.3 becomes bankrupt or makes any general arrangement or composition with their creditors;
- 30.1.4 is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing the duties of a director;
- 30.1.5 resigns by notice in writing to the College; or
- 30.1.6 is removed by resolution of the College;

- 30.1.7 is absent from Directors' meetings for three consecutive months without leave of absence from the Directors;
- 30.1.8 holds any office of profit in the College; or
- 30.1.9 engages in activity or transactions in breach of **clauses 35 or 36**.

31. Council and Office Holders

- 31.1 The Board of Directors is also known as the Council of the College and a Director shall also be known as a Councillor.
- 31.2 The Officers of the College shall be:
 - 31.2.1 President;
 - 31.2.2 Honorary Secretary; and
 - 31.2.3 Honorary Treasurer.
- 31.3 In addition to the rights of Members under **clause 29.2.2** the Directors may at any time appoint such additional Officers as they think fit.
- 31.4 As soon as practicable after each annual general meeting of the College, the Directors shall appoint the Officers for the ensuing year.
- 31.5 The Officers shall be appointed from the Directors.
- 31.6 Directors may appoint any Member as Chief Examiner.

32. Powers and duties of Directors

- 32.1 The business of the College is managed by the Directors who may exercise all powers of the College that this Constitution and the *Corporations Act* do not require to be exercised by the College in general meeting.
- 32.2 Without limiting the generality of **clause 32.1**, the Directors may exercise all the powers of the College to:
 - 32.2.1 borrow money;
 - 32.2.2 charge any property or business of the College;
 - 32.2.3 issue debentures or give any other security for a debt, liability or obligation of the College or of any other person; and
 - 32.2.4 guarantee the payment of money or the performance of any obligation by or of any other person.
- 32.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.
- 32.4 The Directors shall cause minutes to be made:
 - 32.4.1 of all appointments of Officers;
 - 32.4.2 of the names of Members of the Council present at all meetings of the College and of the Directors; and
 - 32.4.3 of all proceedings at all meetings of the College and of the Directors.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.
- 32.5 Without limiting the powers otherwise conferred under this Constitution, it is expressly declared that the Directors shall have the following powers:
 - 32.5.1 to establish Australian and New Zealand branches of the College, chapters, agencies or regional faculties or other organisations and bodies and to make regulations for their management and to discontinue the same in such manner as the Directors may from time to time determine;
 - 32.5.2 to appoint Examiners to constitute a Board of Examiners for Australia and New Zealand to inquire into and test the qualifications of candidates for Membership (including Diploma) and to report to the Directors upon any other matter referred to them by it. The Board of Examiners shall consist of not less than six (6), including the Chief Examiner, and the Chief Examiner shall be chairperson of the Board of Examiners.
 - 32.5.3 from time to time to make, vary and repeal regulations not inconsistent with the Corporations Act and this constitution for the proper conduct and management of the College and any such regulations shall be binding on all Members. Without restricting the generality of this clause the Directors shall have power to make regulations with respect to the following matters:
 - 32.5.3.1 the means by which candidates for Membership of the College may be required to demonstrate qualification for Membership, including the conduct, nature and subject matter of examinations, written

papers or theses, published work and other matters as the Council may in its unfettered discretion determine;

32.5.3.2 the provision of courses of study, the content, conduct and supervision of any such courses for the purpose of qualification for Membership;

32.5.3.3 academic dress;

32.5.3.4 the conditions (if any) governing admission of Honorary Fellows, Life Members and Life Fellows;

32.5.3.5 any qualifications or restrictions imposed upon Members or any category or class of such Members.

33. Directors' meetings

33.1 The Directors' may meet together, adjourn and regulate their meetings as they think fit.

33.2 Subject to the *Corporations Act*, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able to simultaneously hear each other and to participate in discussion.

33.3 The Directors need not all be physically present in the same place for a Directors' meeting to be held.

33.4 A quorum is a majority of Directors for the time being.

33.5 A quorum of Directors may at any time, and the Secretary must, on request by a quorum of Directors, call a Directors meeting.

33.6 Unless the Directors unanimously agree to the contrary, a Directors' meeting must be called on at least 48 hours written notice to each Director and each Directors' alternate.

33.7 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary reasonably believes to be temporarily outside Australia; or to a New Zealand resident temporarily outside New Zealand.

33.8 Subject to **clause 36**, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

33.9 The President shall preside as chairperson at every meeting of the Directors or if there is no President, or if at any meeting the President is not present within fifteen minutes after the time appointed for holding the meeting, the Honorary Secretary shall be chairperson or if the Honorary Secretary is not present at the meeting, then the Directors may choose one of their number to be chairperson of the meeting.

34. Decision of Directors

34.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to **clause 36**, each Director has one vote.

34.2 In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.

34.3 An Alternate Director has one vote for each Director for whom they are an alternate.

34.4 If the Alternate Director is a Director, the Alternate Director also has a vote as a Director.

35. Payments to Directors

35.1 No payment will be made to any Director of the College other than payment:

35.1.1 for out of pocket expenses incurred by the Director in the performance of any duty as Director of the College where the amount payable does not exceed an amount previously approved by the Directors;

35.1.2 for any service rendered to the College by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service;

35.1.3 relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of such act.

36. Directors' interests

36.1 No contract made by a Director with the College and no contract or arrangement entered into by or on behalf of the College in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

36.2 No Director contracting with or being interested in any arrangement involving the College is liable to account to the College for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

36.3 A Director is not disqualified merely because of being a Director from contracting with the College in any respect.

36.4 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

36.4.1 be present while the matter is being considered at the meeting;

36.4.2 vote on the matter.

36.5 Each Director must disclose their material personal interests.

36.6 Voting by a Director contrary to this **clause 36**, or failure by a Director to make disclosure under this **clause 36**, does not render void or voidable a contract or arrangement in which the Director has a material personal interest.

37. Alternate Directors

37.1 A Director may, with the approval of the Directors, appoint any person as their alternate for a period determined by that Director.

37.2 An Alternate Director is entitled to notice of Directors meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

37.3 An Alternate Director is an officer of the College and is not an agent of the appointor.

37.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

37.5 The appointment of an Alternate Director:

37.5.1 may be revoked at any time by the appointor or by the other Directors; and

37.5.2 ends automatically when the appointor ceases to be a Director.

37.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

38. Remaining Directors

38.1 The Directors may act even if there are vacancies on the board.

38.2 If the number of Directors is not sufficient to constitute a quorum at a Directors meeting, the Directors may act only to:

38.2.1 appoint a Director; or

38.2.2 call a general meeting.

39. Delegation

39.1 The Directors may delegate any of their powers other than those which by law must be dealt with by the Directors as a board, to a committee or committees.

39.2 The Directors may at any time revoke any delegation of power to a committee.

39.3 Subject to **clause 43.1**, the Directors may delegate any of their powers to Committees consisting of such Member or Members of the College as they think fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. In particular the Directors may appoint:

39.3.1 an executive Council to exercise, subject to this clause, the powers of the Directors during intervals between meetings of the Directors; and

39.3.2 a local Council within any State or Territory of Australia or New Zealand.

39.4 A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairperson of the meeting.

39.5 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes, the chairperson shall have a second or casting vote.

39.6 At least one Member of each committee must be a Director;

39.7 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

39.8 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

39.9 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Member was a Director.

40. Written resolutions

40.1 The Directors may pass a resolution without a Directors meeting being held if at least five Directors entitled to vote on the resolution provide written approval of the resolution (including by electronic means), provided that no Director indicates, within five days of the resolution being circulated, that the resolution should instead be decided at a Directors meeting.

Where any Director does so indicate that the resolution should be decided at a Directors meeting, the resolution cannot be passed under this clause 40.1. Where a resolution is passed under this clause 40.1, the resolution is deemed to be made when the fifth Director constituting the majority of approval provides their written response.

- 40.2 For the purposes of **clause 40.1** separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 40.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 40.4 The minutes of Directors meetings must record that a meeting was held in accordance with this clause.
- 40.5 This clause applies to meetings of Directors' committees as if all Members of the committee were Directors.

41. Validity of acts of Directors

If it is discovered that:

- 41.1.1 there was a defect in the appointment of a person as a Director, Alternate Director or Member of a Directors committee; or
- 41.1.2 a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

42. Minutes and Registers

- 42.1 The Directors must cause the minutes to be made of:
- 42.1.1 the names of the Directors present at all general meetings, Directors meeting and meetings of Directors committees;
- 42.1.2 all proceedings and resolutions of general meetings, Directors meetings and meetings of Directors committees;
- 42.1.3 all resolutions passed by Directors;
- 42.1.4 all appointments of Officers;
- 42.1.5 all orders made by the Directors and Directors committees; and
- 42.1.6 all disclosures of interests made under **clause 36**.
- 42.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 42.3 The College must keep all registers required by this Constitution and the *Corporations Act*.

43. Appointment of attorneys and agents

- 43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Act* appoint any person to be the attorney or agent of the College:
- 43.1.1 for the purposes;
- 43.1.2 with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- 43.1.3 for the period; and
- 43.1.4 subject to the conditions,
determined by the Directors.
- 43.2 An appointment by the Directors of an attorney or agent of the College may be made in favour of:
- 43.2.1 any Member of any local board established under this Constitution;
- 43.2.2 any company;
- 43.2.3 the Members, directors, nominees or managers of any company or firm; or
- 43.2.4 any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 43.4 The Directors may appoint attorneys or agents by facsimile or email transmission to act for and on behalf of the College.
- 43.5 An attorney or agent appointed under this **clause 43** may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

44. Secretary

- 44.1 If required by the *Corporations Act*, there must be at least one secretary of the College appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 44.2 The Secretary is entitled to attend and be heard on any matter at all Directors and general meetings.
- 44.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 44.4 Nothing in this clause shall prevent the appointment of a Member of the College as Honorary Secretary in accordance with this Constitution.

45. Common seal

- 45.1 If the College has a Seal:
- 45.1.1 the Directors must provide for the safe custody of the Seal;
- 45.1.2 the Seal must not be used without the authority of the Directors or of a committee of Members appointed by the Directors or authorised by them;
- 45.1.3 every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

46. Duplicate Seal

- 46.1 If the College has a Seal, the College may have one or more duplicate Seals each of which:
- 46.1.1 must be a facsimile of the Seal and record 'Duplicate Seal' on its face;
- 46.1.2 must not be used except with the authority of the Directors.

47. Inspection of records

- 47.1 Except as otherwise required by the *Corporations Act*, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the College or any of them will be open for inspection by Members other than Directors.
- 47.2 Except as otherwise provided by the *Corporations Act*, a Member other than a Director does not have the right to inspect any financial records or other documents of the College unless the Member is authorised to do so by a court order or a resolution of the Directors.

48. Services of notices

- 48.1 Notice may be given by the College to any person who is entitled to notice under this Constitution:
- 48.1.1 by serving it on the person; or
- 48.1.2 by sending it by post, facsimile transmission or electronic notification to the person at the persons address shown in the Register or the address supplied by the person to the College for sending notices to the person.
- 48.2 A notice sent by post is taken to be served:
- 48.2.1 by properly addressing, prepaying and posting a letter containing the notice; and
- 48.2.2 on the second day after the day on which it was posted, if posted to an address in Australia and on the fourth day after it was posted if posted to an address outside Australia.
- 48.3 A notice sent by facsimile or other electronic transmission is taken to be served:
- 48.3.1 by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- 48.3.2 on the day after its despatch.
- 48.4 If a Member has no address recorded in the Register a notice will be taken to be served on that Member 48 hours after it was posted on a notice board at the Office.
- 48.5 A Member whose registered address is not in Australia may (but is not required to) specify in writing an address in Australia to be taken to be the Member's registered address for the purposes of this **clause 48**.
- 48.6 A certificate in writing signed by a Director, Secretary or other officer of the College that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 48.7 Subject to the *Corporations Act* the signature to a written notice given by the College may be written or printed.
- 48.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

49. Persons entitled to notice

49.1 Notice of every general meeting must be given to:

- 49.1.1 every Member;
- 49.1.2 every Director and Alternate Director; and
- 49.1.3 any Auditor.

49.2 No other person is entitled to receive notice of a general meeting.

50. Audits and accounts

50.1 The Directors must cause the College to keep written financial records in accordance with the requirements of the *Corporations Act*.

50.2 The Directors must cause the financial records of the College to be audited in accordance with the requirements of the *Corporations Act*.

51. Winding up

51.1 If the College is wound up:

- 51.1.1 each Member; and
 - 51.1.2 each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the College for the:
 - 51.1.3 payment of debts and liabilities of the College (and, in relation to **clause 51.1.2**, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - 51.1.4 adjustment of the rights of the contributors amongst themselves,
- such amount as may be required, not exceeding twenty dollars \$20.00.

51.2 If any surplus remains following the winding up of the College, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution:

- 51.2.1 has objects similar to the objects of the College; and
- 51.2.2 is required to apply its profits (if any) or other income in promoting its objects; and
- 51.2.3 is prohibited from making any distribution to its Members or paying fees to its directors,

such corporation to be determined by the Members before the winding up and in default of such determination, by a Court of competent jurisdiction.

52. Indemnity and insurance

52.1 To the extent permitted by law and subject to the restrictions in section 199A of the *Corporations Act* the College indemnifies every person who is or has been an officer of the College against:

- 52.1.1 any liability (other than for legal costs) incurred by that person as an officer of the College (including liabilities incurred by the officer as an officer of a subsidiary of the College, where the College requested the officer to accept that appointment); or
- 52.1.2 reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the College (including legal costs incurred by the officer as an officer of a subsidiary of the College where the College requested the officer to accept that appointment).

52.2 The amount of any indemnity payable under **clauses 52.1.1** or **52.1.2** will include an additional amount (GST Amount) equal to any GST payable by the officer being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the indemnified Officer providing the College with a GST tax invoice for the GST Amount.

52.3 For the purposes of this **clause 52** 'officer' means a Director, Secretary or Executive Officer of the Company.