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**Corporations Act 2001
A Public Company Limited by Guarantee
Constitution**

**Australian College of Rural and Remote Medicine
ACN 078 081 848**

Adopted by the Members on 1 November 2014

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1 Nature of the Company

- 1.1 The Company is a public company limited by guarantee.
- 1.2 The liability of the Members is limited. Every Member undertakes to contribute \$10 to the assets of the Company if it is wound up while they are a Member, or within one year afterwards.

2 Objects

- 2.1 The objects for which the Company is established are:
- (a) to set professional medical standards for training, assessment, certification and continuing professional development in the specialty of General Practice particularly for rural and remote contexts:-
 - (b) supporting the delivery of high quality, safe and sustainable health services to communities by providing appropriate standards, education, support, and strong representation for medical practitioners;
 - (c) establishing and maintaining high standards of knowledge, experience, competence, learning, skills and conduct of General Practice particularly for rural and remote contexts;
 - (d) developing curricula for the training of medical practitioners at traineeship and post-graduate levels;
 - (e) developing curricula for the training of medical students at undergraduate levels;
 - (f) recognising and accrediting the previous education and experience of medical practitioners;
 - (g) developing, designing and implementing education programs at the undergraduate and post graduate levels to extend knowledge and skills of practitioners, and ensure standards of patient care are improved;
 - (h) accrediting organisations, programs, individuals, posts and medical practices to train medical practitioners in the field of rural and remote medicine;
 - (i) offering awards or by giving of fellowships to medical or health practitioners or suitably qualified persons in recognition of their competence in the field of rural and remote medicine;
 - (j) liaising and communicating with rural and remote communities;
 - (k) conducting research and evaluation of medical practice and education in rural and remote areas;
 - (l) co-operating with other organisations on matters related to the health of people in rural and remote areas;

- (m) facilitating the careers of health practitioners in rural and remote areas;
- (n) taking any action which is incidental to and supportive of objects of the Company.

Ancillary Objects

- 2.2 To seek the cooperation of and join with like associations, governments, corporations, medical professionals and/or other persons to further the objects of the Company.
- 2.3 To undertake all manner of charitable work to further the objects and to accept any specific or general gifts or bequests for such charitable purposes, whether conditional or not.
- 2.4 To raise money by any lawful means and solicit, receive and enlist financial aid from any source, and conduct fund raising campaigns or other fund raising, marketing or promotional activities.
- 2.5 To receive any funds and to distribute these funds in a manner that best attains the objects of the Company.
- 2.6 To do all such things as are incidental or conducive to the attainment of all or any of the objects of the Company.

3 Membership

Membership

- 3.1 The Members of the Company are the persons/organisations that were members of the Company immediately prior to the end of the general meeting at which this Constitution was adopted, and such other persons/organisations as the Board admits to membership in accordance with this Constitution.
- 3.2 Membership of the Company shall be unlimited in number. There are two classes of membership of the Company:
 - (a) Voting Members; and
 - (b) Non-Voting Members.

Voting Members

- 3.3 The Voting Members of the Company comprise:
 - (a) the persons/organisations that were members of the Company immediately prior to the end of the general meeting at which this Constitution was adopted, who at that time were entitled to vote at general meetings of the Company; and
 - (b) Registrars;
 - (c) such other persons/organisations as the Board admits as Voting Members in accordance with this Constitution.

Non-Voting Members

- 3.4 The Non-Voting Members of the Company comprise:
- (a) the persons/organisations that were members of the Company immediately prior to the end of the general meeting at which this Constitution was adopted, who at that time were not entitled to vote at general meetings of the Company; and
 - (b) such other persons/organisations as the Board admits as Non-Voting Members accordance with this Constitution.

Categories of Membership.

- 3.5 The Board may make and adopt By-Laws setting out, for the Voting Member class of membership, the:
- (a) different categories of membership within that class, including:
 - (i) Ordinary membership;
 - (ii) Fellow membership;
 - (iii) Honorary Fellow membership
 - (iv) Organisational membership; and
 - (v) such other categories of Membership as the Board determines;
 - (b) eligibility criteria for each category;
 - (c) Entrance Fee and Annual Subscription payable by Members in each category; and
 - (d) various rights, if any, of Members in each category in addition to the rights set out in clauses 3.13 or 3.14.
- 3.6 The Board may make and adopt By-Laws setting out, for the Non-Voting Member class of membership, the:
- (a) different categories of membership within that class, including:
 - (i) Associate membership;
 - (ii) Organisational membership; and
 - (iii) such other categories of Membership as the Board determines;
 - (b) eligibility criteria for each category;
 - (c) Entrance Fee and Annual Subscription payable by Members in each category; and
 - (d) various rights, if any, of Members in each category in addition to the rights set out in clauses 3.13 or 3.14.

Becoming a Member

- 3.7 A person who qualifies for membership may apply for membership by completing and submitting an application in the form and manner approved by the Board and paying the Entrance Fee and Annual Subscription as set out in clause 4 below.
- 3.8 The following provisions apply to applications for admission as a Member:
- (a) Membership is open to persons that are supportive of or have a bona fide interest in the achievement of the objects of the Company and which are accepted to membership by the Board in accordance with this Constitution;
 - (b) the application must be made by completing and signing the form approved for the purpose by the Board, and lodging it with the Secretary or such other person as the Board may direct from time to time; and
 - (c) upon lodging the application, the applicant must pay the relevant entrance fee (see clause 4).
- 3.9 In respect of each application for Membership duly made in accordance with this Constitution:
- (a) The Secretary shall provide the application promptly to the Board, or to the Board's duly authorised delegate;
 - (b) the Board, or to the Board's duly authorised delegate, shall consider the application promptly and may, after considering it, determine in the sole and absolute discretion of the Board (or the delegated discretion of the Board's duly authorised delegate as the case may be) to accept or reject the application;
 - (c) if the application is accepted, the applicant shall be admitted forthwith as a Member and shall be notified accordingly;
 - (d) the Board, or to the Board's duly authorised delegate, does not have to give reasons for rejecting an application; and
 - (e) if the application is rejected, all amounts paid by the applicant on account of the application shall be refunded in full.

Notifying Applicant of Admission as Member

- 3.10 Following admission of a new Member, the Secretary must promptly:
- (a) notify the Member in writing of the admission to membership by issuing a receipt for the entrance fee paid by the Member on account of the application for membership; and
 - (b) cause the required details to be entered in the Register.

Ongoing Member Obligations and Rights

- 3.11 The Members of the Company agree to be bound by the provisions of this Constitution.

- 3.12 For so long as a Member abides by the provisions of this Constitution, the Member shall enjoy the rights and privileges of membership under this Constitution and the Act.
- 3.13 Voting Members have the rights to:
- (a) receive notices of, attend and be heard at any general meeting;
 - (b) cast 1 vote in person or by proxy at any properly convened general meeting of Members; and
 - (c) cast 1 vote in any properly held postal ballot.
- 3.14 Non-Voting Members have the rights to receive notices of, attend and be heard at any general meeting but do not have any right to vote at any general meeting or in any postal ballot.

Register of Members

- 3.15 A Register of the Members must be kept in accordance with the Act.
- 3.16 The following details must be entered and kept current in the Register in respect of each Member:
- (a) the full name and contact details of the Member;
 - (b) the date of admission to and cessation of membership; and
 - (c) such other information as the Board requires.
- 3.17 Each Member is responsible to notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number within 1 month after the change.

4 Entrance Fee and Annual Subscription

Amount of fees

- 4.1 The Entrance Fee, payable by applicants for Membership of the Company (if demanded), shall be the amount as determined from time to time by resolution of the Board and may vary as between Members or categories of Members in accordance with such criteria as the Board may determine from time to time and in its absolute discretion.
- 4.2 The Annual Subscription shall be an amount as determined from time to time by resolution of the Board and may vary as between Members or categories of members in accordance with such criteria as the Board may determine from time to time and in its absolute discretion.

5 Removal and cessation of membership

Resignation

- 5.1 A Member may resign from membership of the Company by giving written notice to the Secretary, and:
- (a) the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice; and
 - (b) the Member's liability for any fees, subscriptions or other moneys in arrears at the date of such resignation shall continue until discharged by payment.

Removal from Membership

- 5.2 The Board may, in the sole and absolute discretion of the Board, remove a Member from membership, provided that:
- (a) the Board has first given at least 1 months' written notice to the Member of the intention to terminate their membership and the grounds of the intended termination;
 - (b) the Member has been invited, in the written notice, to provide to the Board with any written representations which the Member wishes should be considered by the Board; and
 - (c) 75% or more of the Board vote in favour of removing the Member.

Other cessation of membership

- 5.3 A Member otherwise ceases to be a Member if the member:
- (a) fails or declines to complete and lodge with the Company Secretary an annual membership renewal in the form and manner from time to time required by the Board;
 - (b) fails to pay the Annual Subscription as determined from time to time by resolution of the Board;
 - (c) dies;
 - (d) becomes bankrupt;
 - (e) goes into liquidation;
 - (f) becomes of unsound mind or a person whose property is liable to be dealt with under a law regarding mental health;
 - (g) is convicted of an indictable offence;
 - (h) becomes insolvent;
 - (i) no longer holds medical registration in Australia.

6 No profits for members

Transfer of income or property

6.1 Subject to clause 6.2, all of the assets and income of the Company shall be applied solely in the furtherance of the objects of the Company and no portion shall be distributed directly or indirectly to any Member.

Payments, services and information

6.2 Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:

- (a) remuneration payable to an employee of the Company, who is also a Member's Representative under clause 9, for services actually rendered to the Company;
- (b) goods or services actually supplied to the Company by a Member in the ordinary and usual course of the Member's business; or
- (c) payment to a Member in his or her capacity as a Director.

7 General meetings of Members

Convening of meetings

7.1 The Chairperson or any 3 or more Directors or at least the number of Members permitted from time to time by the Act may at any time request the Secretary to convene a general meeting of the Members and the Secretary must comply with all such requests.

Notice of general meeting

7.2 Notice of a general meeting of the Members:

- (a) may be given by any form of communication permitted by the Act; and
- (b) must specify the place, the day and the hour of meeting, the general nature of the business to be transacted and any other matters as are required by the Act.

7.3 The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Quorum at general meetings

7.4 A quorum for the purposes of a general meeting of Members shall be 20 (Members of the Company for the time being).

7.5 Members will be regarded as present for these purposes whether present personally, by their Representative or by proxy.

7.6 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chair:

- (a) if the meeting was convened by or on the requisition of Members, it must be dissolved; or
- (b) in any other case 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 Board.

7.7 If a meeting has been adjourned to another time and place determined by the Board, then notwithstanding any other provision, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

7.8 If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chair and powers of chair

7.9 The Chairperson or, in his/her absence, the Deputy Chairperson, if any, shall preside as chair at every general meeting of Members.

7.10 If for any reason there is not then a Chairperson nor a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the meeting to start, the Directors who are present shall select one of their number to chair the meeting.

7.11 The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person's conduct is inappropriate.

No casting vote of Chair

7.12 The chair of a general meeting is not entitled to a second or casting vote on any resolution, whether by show of hands or on a poll.

Adjournment of meetings

7.13 The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.

7.14 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

7.15 When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting.

7.16 When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

Postal Ballots

7.17 Notwithstanding any other provision, to the extent permitted by law, a resolution of the Members decided by postal ballot conducted in accordance with this Constitution shall be as valid and effective as if it had been passed at a meeting of the Company duly called and constituted.

- 7.18 Without limiting the purposes for which the Board may conduct a postal ballot amongst the Members, a postal ballot shall be held for the elections of all College Councillors (including the filling of casual vacancies) and the election of the President and the results shall be declared as appropriate at each annual general meeting.
- 7.19 In relation to the election of College Councillors (other than College Council Appointed Councillors) and the President by postal ballot as contemplated by clause 7.18, in addition to any other requirements set out in the Postal Ballot By-Laws:
- (a) the postal ballot must be commenced by the Board calling for nominations no earlier than 6 months before the annual general meeting and must be completed no later than seven days before the annual general meeting; and
 - (b) there shall not be a further vote on the relevant resolution (whether by show of hands or by poll) at the annual general meeting in respect of any such election.
 - (c) If the number of candidates is equal to or less than the number of vacancies, the candidate/s will be declared elected. In any other case, the results of the ballot shall be determined in stages, as follows:

Stage 1

- (i) Ballot papers are reviewed and ballot papers which are required to be discarded pursuant to the Postal Ballot By-Laws are set aside and are not admitted to the count.
- (ii) The first preferences for each candidate are counted.
- (iii) If any candidate has an absolute majority of the first preference votes, that candidate is declared 'elected'.

Stage 2

- (iv) If no candidate has an absolute majority, a transfer of preferences is undertaken as follows.
- (v) The candidate with the least first preference votes is eliminated. That candidate's second preference votes are then distributed amongst the remaining candidates. Ballot papers with no second preference are set aside as "exhausted".
- (vi) This process is repeated, working down the preferences, until a candidate has an absolute majority of the votes and that candidate is then declared "elected".

Stage 3

- (vii) For second and subsequent positions, the following procedure is undertaken.
- (viii) The first preference votes for the remaining candidates are counted.

- (ix) The second preference votes of the elected candidate are distributed amongst the remaining candidates. Ballot papers with no second preference are set aside as “exhausted”.
- (x) If any candidate has an absolute majority of the votes (including first preferences and second preferences of the elected candidate), that candidate is declared ‘elected’.

Stage 4

- (xi) If no candidate has an absolute majority, a transfer of preferences is undertaken as follows.
- (xii) The candidate with the least votes (including first preferences and second preferences of the elected candidate) is eliminated. That candidate’s second preference votes are then distributed amongst the remaining candidates. Ballot papers with no second preference are set aside as “exhausted”.
- (xiii) This process is repeated, working down the preferences, until a candidate has an absolute majority of the votes and that candidate is then declared “elected”.

Subsequent Stages

- (xiv) Stages 3 and 4 are repeated for each vacant position, until all positions are filled.

- 7.20 In relation to a postal ballot other than one conducted for an election as contemplated by clause 7.18, the Board may declare that the results of the postal ballot will be added to votes to be taken on the resolution at a general meeting of Members provided that:
- (a) this is advised to the Members in writing prior to the conduct of the postal ballot; and
 - (b) no Member is entitled to vote more than once on the same resolution.
- 7.21 All postal ballots shall be held in such a manner as to provide a reasonable opportunity for the Members to cast a vote and otherwise in the manner prescribed by the Board from time to time in by-laws promulgated by the Board.
- 7.22 A postal ballot may be held by electronic means.
- 7.23 All resolutions put to the vote of a general meeting of Members, which have not already been decided by postal ballot under this Constitution, must be decided on a show of hands unless a poll is demanded in accordance with clause 7.26.
- 7.24 On a show of hands, every Member present in person has one vote.
- 7.25 On a show of hands, a declaration by the chair that a resolution has been carried 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 Company, is conclusive

evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Vote on a poll

- 7.26 A poll may be demanded in respect of a resolution at a general meeting:
- (a) by the chair; or
 - (b) by at least 2 Members present and entitled to vote on the resolution:
 - (i) before the vote on that resolution is taken;
 - (ii) before the result is declared on a show of hands; or
 - (iii) immediately after the result is declared on a show of hands.
- 7.27 On a poll every Member present in person or by proxy has one vote.
- 7.28 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.29 A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

8 Proxies

Proxies and representatives of Members

- 8.1 At meetings of Members, each Member entitled to vote may vote in person, by its Representative (see clause 9) or by proxy.
- 8.2 A person attending as a proxy shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

Appointment of proxies

- 8.3 A Member may appoint another Member's Representative as their proxy to attend and vote in their place at a general meeting.
- 8.4 The proxy must be appointed in writing, in the form from time to time required by the Board, and signed by the Member appointing the proxy.
- 8.5 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

Verification of proxies

- 8.6 Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the Member appointing a proxy sends or delivers to the Company, for receipt by 5pm on the last business day before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:

- (a) the document appointing the proxy; and
- (b) if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.

8.7 The required documents must be either sent or delivered to the Company's office address, fax number or electronic address, and marked to the attention of the relevant person, as specified for that purpose in the notice convening the meeting.

Revocation of appointment of proxy

8.8 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite:

- (a) the death or unsoundness of mind of the appointor; or
- (b) the revocation of the instrument or of the authority under which the instrument was executed,

except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

9 Members' Representatives

- 9.1 Members that are organisations shall appoint an individual as a representative to exercise all or any of the powers of the Member under this Constitution or the Act or otherwise at law.
- 9.2 The appointment may be a standing one.
- 9.3 The appointment may set out restrictions on the Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 9.4 A Member may appoint more than 1 Representative but only 1 Representative may exercise the body's powers at any one time.
- 9.5 Unless otherwise specified in the appointment, the Representative may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting or in voting on a resolution.

10 Board of Directors

Board of Directors

- 10.1 The governance of the Company shall be the responsibility of the Board of Directors duly elected and appointed under and in accordance with this Constitution.
- 10.2 The Directors may exercise all of the powers of the Company which are not, by the Act or by this Constitution, required to be exercised by the Members in a general meeting.

Number of Directors

- 10.3 The number of Directors of the Company shall be a minimum of 6 and a maximum of 10.
- 10.4 The Board shall comprise:
- (a) up to 5 College Council Appointed Directors;
 - (b) the President (as an ex officio member with full voting rights);
 - (c) the Registrar (as an ex officio member with full voting rights); and
 - (d) up to 3 Board Appointed Directors.
- 10.5 The Company may, by ordinary resolution of its Members, increase or decrease the minimum or maximum number of Directors (provided that the minimum must not fall below 3 as required by the Act) and may also determine in what rotation the Directors appointed as the result of any such alteration are to go out of office.

Invitees of the Board

- 10.6 The Board may in its absolute discretion invite any persons to attend and speak at Board meetings. Such persons are not Directors, are not counted in the quorum of Directors and are not entitled to vote at Board meetings.

Eligibility for appointment or election as a Director

- 10.7 A person is only eligible for election or appointment as a Director if:
- (a) should it be necessary, upon election or appointment as a Director, they resign from their role as employee of the Company or of any related entity employing staff of the Company;; and
 - (b) starting from the time the person was elected or appointed to the Board:
 - (i) the person has served less than 3 consecutive terms of office as a Director; or
 - (ii) in the case of an existing Director who was appointed as Chair during his or her third term of office, the person has served less than 4 consecutive terms of office as Director; or
 - (iii) at least 3 years has elapsed since the end of the person's last term of office as a Director; and
 - (c) prior to election or appointment of the person, the Nominations Committee has affirmed in writing to the College Council (in the case of a candidate for an College Council Appointed Director position) or the Board (in the case of a candidate for a Board Appointed Director position) that:
 - (i) the person fulfils the Director Eligibility Criteria; and
 - (ii) upon election or appointment of the person the Board Composition Requirements will be fulfilled provided that if this assessment is

contingent upon any other factors or circumstances, the Nominations Committee specifies those factors or circumstances in their written affirmation.

College Council Appointed Directors

- 10.8 The College Council must appoint up to 5 College Council Appointed Directors.
- 10.9 Each College Council Appointed Director will serve for a term of approximately three years commencing from the annual general meeting at which the College Council Appointed Director was elected, but is eligible for re-election if not then disqualified by law or by this Constitution from being re-elected.

Appointment of Board Appointed Directors

- 10.10 The College Council Appointed Directors appointed pursuant to clause 10.8, may appoint up to 3 Directors (**Board Appointed Directors**) as required by clause 10.4(b).
- 10.11 Subject to any compliance that may be required under the Act with respect to confirmation of appointment of Directors, each Board Appointed Director will serve for a term of up to 3 years, or such lesser period as the Board may determine, but is eligible for re-appointment if not then disqualified by law or by this Constitution from being re-appointed.
- 10.12 In addition to the requirements of clause 10.7, in considering persons for appointment as Board Appointed Directors, the Board shall have regard to the desired skills and other competencies which will assist the Board in discharging its role and functions in view of the skills and other competencies brought to the Board by the existing Directors then on the Board.

Chairperson and Deputy Chairperson of the Board

- 10.13 At the first meeting of the Board after each annual general meeting, the Board shall elect from amongst their number a Chairperson.
- 10.14 The Board may elect from amongst their number a Deputy Chairperson.
- 10.15 The Chairperson or, in his/her absence, the Deputy Chairperson (if any), shall preside as chair at every meeting of the Board.
- 10.16 If for any reason there is not then a Chairperson nor a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the Board meeting to start, the Directors who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.

Retirement from office

- 10.17 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire.
- 10.18 A notice of resignation takes effect at the time of giving the notice to the Company or, if another time is specified in the notice, at that time.

Vacation of office

- 10.19 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (b) 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;
 - (c) is absent without the prior consent of the Directors from 3 consecutive meetings of the Directors and the Board resolves that the office of that Director be vacated; or
 - (d) becomes prohibited from being a Director by reason of an order made under the Act.

Casual vacancies of College Council Appointed Directors

- 10.20 If a casual vacancy arises in the office of a College Council Appointed Director:
- (a) the College Council may appoint a person to fill the casual vacancy, provided that the person is not disqualified from being appointed by law or by this Constitution;
 - (b) the person's appointment to the Board shall continue until the person who vacated the office of College Council Appointed Director early would have been required to retire pursuant to this Constitution if they had not vacated office early; and
 - (c) that person shall then be eligible for re-election provided that they are not otherwise disqualified by law or by this Constitution.

11 Proceedings of directors**Convening of Directors' meetings**

- 11.1 The Board shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.
- 11.2 The Chairperson or the Deputy Chairperson or any other 2 Directors may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such request.
- 11.3 Notice of each meeting of the Directors must be given to each Director at least 48 hours before the meeting, or otherwise as determined by resolution of the Board, except in the case of a Director who is out of Australia or who has been given leave of absence from the Board.
- 11.4 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

Quorum and voting at directors' meetings

- 11.5 A quorum for the purposes of a meeting of the Board is a simple majority of the Board as then constituted.
- 11.6 Questions arising at a meeting of the Board must be decided in the manner from time to time determined by the Board, and in the absence of any such agreement, by a majority of votes of Directors present and voting.

No casting vote of Chair

- 11.7 The chair has no casting vote at meetings of Directors.

Delegation of powers to committee

- 11.8 The Board may delegate any of their powers, except this power to delegate, to committees consisting of such Directors and such other persons as they think fit.
- 11.9 In the exercise of any powers delegated to it, a committee formed by the Board:
- (a) must conform to the directions of the Board; and
 - (b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

Validity of acts of Directors

- 11.10 All acts done by a meeting of the Board or of a committee appointed by the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

- 11.11 The Board must cause minutes of all proceedings (except resolutions in writing treated as determinations of the Board) of general meetings, of meetings of the Board, of committees formed by the Board, and of College Council meetings to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting and entered, within one month after the relevant meeting is held, in books kept for the purpose.

Resolution in writing

- 11.12 The Directors may pass a resolution in writing without holding a meeting if a majority of Directors are in favour of the resolution being put forward in that manner and the following conditions are met:
- (a) all Directors who are entitled to vote on the resolution are provided with a copy of the resolution;
 - (b) reasonable attempts have been made to contact all Directors to obtain their response;
 - (c) at least 75% of all Directors (excluding Directors who have been given leave of absence) sign the document or documents or identical copies of it or them; and

- (d) a copy of any resolution passed in writing is provided to those Directors who did not respond.

11.13 A resolution in writing may consist of several documents in like form, including facsimile and email copies, each signed by one or more Directors and the resolution takes effect on the latest date on which a Director signs one of the documents.

Conflict of Interest

11.14 The Board shall, agree from time to time in writing on its policy for the regulation of conflicts of interest, which shall include a requirement that Directors only be engaged to provide goods or services to or on behalf of the Company if:

- (a) that Director is for bona fide reasons considered by the Board and agreed to be a suitable person to provide, such goods or services;
- (b) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
- (c) the goods or services are provided on arms-length terms;
- (d) the provision of the goods and services is disclosed clearly and expressly to the Members in the annual report of the Company; and
- (e) the Board agrees by ordinary resolution (excluding the interested Director) to the provision of the goods or services by the Director.

12 Transitional Board

Appointment of Transitional Board

12.1 The Transitional Board of Directors are the persons appointed upon adoption of this Constitution on an interim basis to carry out the role of the Board of Directors.

12.2 The Transitional Board must comprise:

- (a) a minimum of 3 and maximum of 5 persons who sat on the Board prior to the adoption of this Constitution; and
- (b) the President

Transitional provisions for Transitional Directors

12.3 The term of the Transitional Directors shall be subject to the transitional provisions set out in this clause.

12.4 In order to transition to the staggered 3 year rotational system:

- (a) the Transitional Directors on the Board following adoption of this Constitution will hold office until they are required to retire under this rule;
- (b) at least 2 months before the first annual general meeting following adoption of this Constitution:

- (i) the Board must determine (by agreement, or if the Board cannot agree, by the drawing of lots) which two of the Transitional Directors will be the “First Transitional Directors”;
 - (ii) the First Transitional Directors must retire, but (if not otherwise disqualified by this Constitution or the Act) are eligible for re-election or re-appointment at or after that meeting; and
 - (iii) the remaining Directors will be the “Remaining Transitional Directors”;
- (c) at least 2 months before the second annual general meeting following adoption of this Constitution:
- (i) the Board must determine (by agreement and with regard to the length of time already served by each Director), which two of the Remaining Transitional Directors will be the “Second Transitional Directors”;
 - (ii) the Second Transitional Directors must retire, but (if not otherwise disqualified by this Constitution or the Act) are eligible for re-election or re-appointment at or after that meeting; and
 - (iii) the remaining Directors, if any, will be the “Continuing Transitional Directors”;
- (d) at the third annual general meeting following adoption of this Constitution, all of the Continuing Transitional Directors must retire, but (if not otherwise disqualified by this Constitution or the Act) are eligible for re-election or re-appointment at or after that meeting.

13 College Council

College Council roles and powers

- 13.1 The College Council shall be an advisory representative body of the members.
- 13.2 All members of the College Council, including the President and Registrar must be elected by the Members.
- 13.3 The role of the College Council is to:
- (a) provide an arena for ongoing review and involvement of stakeholders in the development of guidelines, processes, procedures and policies of ACRRM; and
 - (b) be accessible to the Members for consultation on matters.
- 13.4 The College Council shall have the following powers:
- (a) to make recommendations to the Board on issues set out in clause 13.3(a) above;
 - (b) to attend and participate in strategy planning sessions held by the Board;
 - (c) to elect up to 5 College Council Appointed Directors pursuant to clause 10.8;

- (d) to fill casual vacancies of the College Council pursuant to clause 13.15(a); and
- (e) to invite stakeholders to its meetings.

Composition of the College Council

13.5 The number of College Councillors shall be:

- (a) a minimum of the number of persons appointed to the Board plus an additional 7 others; and
- (b) a maximum of the number of persons appointed to the Board plus an additional 12 others.

13.6 The College Council must comprise:

- (a) all members of the Board (including the President and the Registrar),
and may also comprise:
 - (b) representatives from each State and Territory of Australia (provided there shall be no more than 3 representatives from any one State or Territory);
 - (c) up to 3 College Council Appointed Councillors; and
 - (d) such other categories of persons as may be determined from time to time by the Council.

Invitees of the College Council

13.7 The College Council may in its discretion invite any persons to attend and speak at College Council meetings. Such persons are not College Councillors, are not counted in the quorum of College Councillors and are not entitled to vote at College Council meetings.

Eligibility for election as a College Councillor

13.8 A person is only eligible for election as a College Councillor if:

- (a) should it be necessary, upon appointment as a College Councillor, they resign from their role as employee of the Company or of any related entity employing staff of the Company; and
- (b) starting from the time the person was elected to the College Council:
 - (i) the person has served less than 3 consecutive terms of office as a College Councillor; or
 - (ii) in the case of an existing College Councillor who was appointed as Chair during his or her third term of office, the person has served less than 4 consecutive terms of office as College Councillor; or
 - (iii) at least 3 years has elapsed since the end of the person's last term of office as a College Councillor; and

- (c) prior to election of the person, the Nominations Committee has affirmed in writing to the College that:
 - (i) the person fulfils the College Councillor Eligibility Criteria; and
 - (ii) upon election of the person the College Council Composition Requirements will be fulfilled provided that if this assessment is contingent upon any other factors or circumstances, the Nominations Committee specifies those factors or circumstances in their written affirmation.

13.9 Notwithstanding anything to the contrary, for so long as a person holds the role of College Council Appointed Director, that College Councillor is deemed to be elected to the position of College Councillor for the term that the College Councillor remains on the Board, and the members will not vote to elect that person to the role of College Councillor.

Chairperson and Deputy Chairperson of the College Council

- 13.10 At the first meeting of the College Council after each annual general meeting, the College Council shall elect from amongst their number a Chairperson.
- 13.11 The College Council may elect from amongst their number a Deputy Chairperson.
- 13.12 The Chairperson or, in his/her absence, the Deputy Chairperson (if any), shall preside as chair at every meeting of the Board.
- 13.13 If for any reason there is not then a Chairperson nor a Deputy Chairperson, or neither of them is present within 15 minutes of the time nominated for the Board meeting to start, the College Councillors who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.
- 13.14 Nothing in this Constitution prevents a College Councillor, who is also a Director on the Board, from being elected as Chairperson or Deputy Chairperson of the College Council.

Casual vacancies of College Councillors

- 13.15 If a casual vacancy arises in relation to a College Councillor:
- (a) the College Council may appoint a person to fill the casual vacancy until the next annual general meeting after their appointment provided that the person is not disqualified from being appointed by law or by this Constitution;
 - (b) prior to the next annual general meeting after the person's appointment to the casual vacancy, their appointment as a College Councillor shall be submitted to a vote of the Members conducted by postal ballot in accordance with this Constitution;
 - (c) the person's appointment to fill the casual vacancy shall be deemed to be confirmed at the next annual general meeting if supported by an ordinary resolution of the Members in the postal ballot;

- (d) the person's appointment to the College Council shall then continue as and from the close of the annual general meeting only until the annual general meeting at which the person who vacated the office of College Councillor early would have been required to retire pursuant to this Constitution if they had not vacated office early; and
- (e) that person shall then be eligible for re-election at the next relevant annual general meeting provided that they are not otherwise disqualified by law or by this Constitution.

14 Proceedings of College Council

Convening of College Council meetings

- 14.1 The College Council shall meet not less than 2 times per year, one of which shall be face to face, but otherwise as necessary to discharge their duties and functions.
- 14.2 The Chairperson or the Deputy Chairperson or any other 2 College Councillors may request the Secretary to convene a meeting of the College Council at any time and the Secretary must comply with such request.
- 14.3 Notice of each meeting of the College Council must be given to each College Councillors at least 48 hours before the meeting, or otherwise as determined by resolution of the College Council, except in the case of a College Councillor who is out of Australia or who has been given leave of absence from the College Council.
- 14.4 A College Council meeting may be called or held using any technology consented to by all the College Councillors. The consent may be a standing one. A College Councillor may only withdraw their consent within a reasonable period before the meeting. The College Councillors may otherwise regulate their meetings as they think fit.

Quorum and voting at College Council meetings

- 14.5 A quorum for the purposes of a meeting of the College Council is a simple majority of the College Council as then constituted.
- 14.6 Questions arising at a meeting of the College Council must be decided in the manner from time to time determined by the College Council, and in the absence of any such agreement, by a majority of votes of College Councillors present and voting.

No casting vote of Chair

- 14.7 The chair has no casting vote at meetings of College Councillors.

Delegation of powers to committee

- 14.8 The College Council may delegate any of their powers, except this power to delegate, to committees consisting of such College Councillors and such other persons as they think fit.
- 14.9 In the exercise of any powers delegated to it, a committee formed by the College Council:

- (a) must conform to the directions of the College Council; and
- (b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the College Council.

Minutes

- 14.10 The College Council must cause minutes of all proceedings (except resolutions in writing treated as determinations of the College Council) to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting and entered, within one month after the relevant meeting is held, in books kept for the purpose.

Resolution in writing

- 14.11 The College Council may pass a resolution in writing without holding a meeting if a majority of College Councillors are in favour of the resolution being put forward in that manner and the following conditions are met:
- (a) all College Councillors who are entitled to vote on the resolution are provided with a copy of the resolution;
 - (b) reasonable attempts have been made to contact all College Councillors to obtain their response;
 - (c) at least 75% of all College Councillors (excluding College Councillors who have been given leave of absence) sign the document or documents or identical copies of it or them; and
 - (d) a copy of any resolution passed in writing is provided to those College Councillors who did not respond.
- 14.12 A resolution in writing may consist of several documents in like form, including facsimile and email copies, each signed by one or more College Councillors and the resolution takes effect on the latest date on which a College Councillor signs one of the documents.

Conflict of Interest

- 14.13 The College Council shall, agree from time to time in writing on its policy for the regulation of conflicts of interest, which shall include a requirement that College Councillors only be engaged to provide goods or services to or on behalf of the Company if:
- (a) the College Councillor is for bona fide reasons considered by College Council to be a suitable person to provide, such goods or services;
 - (b) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the College Councillor's rates and service levels;
 - (c) the goods or services are provided on arms-length terms;

- (d) the provision of the goods and services is disclosed clearly and expressly to the Members in the annual report of the Company; and
- (e) the College Council agrees by ordinary resolution (excluding the interested College Councillor) to the provision of the goods or services by the College Councillor.

15 Transitional Council

Appointment of Transitional College Council

- 15.1 Upon adoption of this Constitution, the Transitional College Council will comprise those persons who sat on the Board of the Company prior to the adoption of this Constitution to carry out the role on an interim basis of the first College Council.

Transitional provisions for Transitional College Councillors

- 15.2 In order to transition to the staggered 3 year rotational system of elections:
- (a) the College Councillors on the College Council at the annual general meeting following adoption of this Constitution (other than College Councillors who sit on the Transitional Board of Directors or who are appointed as College Council Appointed Directors) will hold office until they are required to retire under this rule;
 - (b) at least 2 months before the first annual general meeting following adoption of this Constitution:
 - (i) the College Council must determine (by agreement, or if the College Council cannot agree, by the drawing of lots) which one third (rounded down to the nearest whole number) of the College Councillors will be the “First Transitional College Councillors”;
 - (ii) the First Transitional College Councillors must retire, but (if not otherwise disqualified by this Constitution or the Act) are eligible for re-election at that meeting; and
 - (iii) the remaining College Councillors will be the “Remaining Transitional College Councillors”;
 - (c) at least 2 months before the second annual general meeting following adoption of this Constitution:
 - (i) the College Council must determine (by agreement, or if the College Council cannot agree, by the drawing of lots), which one third (rounded down to the nearest whole number) of the Remaining Transitional College Councillors will be the “Second Transitional College Councillors”;
 - (ii) the Second Transitional College Councillors must retire, but (if not otherwise disqualified by this Constitution or the Act) are eligible for re-election at that meeting; and

(iii) the remaining College Councillors, if any, will be the “Continuing Transitional College Councillors”;

(d) at the third annual general meeting following adoption of this Constitution, all of the Continuing Transitional College Councillors must retire, but (if not otherwise disqualified by this Constitution or the Act) are eligible for re-election at or after that meeting.

15.3 Notwithstanding anything to the contrary, for so long as a College Councillor sits on the Transitional Board of Directors and/or holds the role of College Council Appointed Director on the Board, that College Councillor is deemed to be elected to the position of College Councillor for the term that the College Councillor remains on the Board, and the members will not vote to elect that person to the role of College Councillor.

16 Committees

16.1 The following committees will, upon adoption of this Constitution, become committees of the Board and shall conform to the directions of the Board:

- (a) Registrar’s Committee; and
- (b) Finance Committee.

16.2 The following committees will, upon adoption of this Constitution, become committees of the Council and shall conform to the directions of the Council:

- (a) Research Committee;
- (b) Education Council; and
- (c) Board of Examiners.

17 President

17.1 Upon adoption of this Constitution, the President will be the person who was appointed as President at the 2014 Annual General Meeting.

17.2 Subject to clause 17.5, as and from the second annual general meeting following the adoption of this Constitution, the Members must elect a President in accordance with the terms of this Constitution and the President Role Statement.

17.3 A person is only eligible to stand for election as a President if they have served a minimum of 1 term of office as a College Councillor. Should a person not have served a minimum of 1 term of office as College Councillor, at least 50% of College Councillors must vote in favour of allowing the person to stand for election.

Term

17.4 The President will serve for a term of two years commencing from the annual general meeting at which the President was elected.

- 17.5 The two year term of the office of President may be extended by an additional 12 months with the agreement of the College Council and the incumbent.

Casual Vacancy

- 17.6 If a casual vacancy arises in relation to a President:
- (a) the College Council may appoint a person to fill the casual vacancy until the next annual general meeting after their appointment provided that the person is not disqualified from being appointed by law or by this Constitution;
 - (b) prior to the next annual general meeting after the person's appointment to the casual vacancy, their appointment as President shall be submitted to a vote of the Members conducted by postal ballot in accordance with this Constitution;
 - (c) the person's appointment to fill the casual vacancy shall be deemed to be confirmed at the next annual general meeting if supported by an ordinary resolution of the Members in the postal ballot;
 - (d) the person's appointment as President shall then continue as and from the close of the annual general meeting only until the annual general meeting at which the person who vacated the office of President early would have been required to retire pursuant to this Constitution if they had not vacated office early.

President as Chairperson

- 17.7 Nothing in this Constitution prevents the President from being appointed by the Board as the Chairperson or Deputy Chairperson of the Board and/or College Council.

18 Deputy President

- 18.1 The College Council may appoint a Deputy President on such terms and conditions and to carry out such role as the College Council thinks fit and deems necessary.

19 Past President

- 19.1 The Past President may attend and be heard at Board meetings for 6 months following the expiration of a President's term, but the Past President is not entitled to vote.

20 Directors' remuneration

Payment for expenses

- 20.1 Directors shall be entitled to be remunerated for their role as Directors provided that such fees are approved annually in advance by the Board.
- 20.2 In addition to remuneration approved by the Board, Directors may in the discretion of the Board be entitled to be paid all reasonable travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committee or general meetings or otherwise in the execution of

their duties as Directors provided that such expenses have first been approved by the Board.

21 Board and College Council composition requirements and Nominations Committee

- 21.1 As and from the adoption of this Constitution, there shall be a Nominations Committee, comprising:
- (a) 2 College Councillors or 2 persons nominated by the College Council;
 - (b) 2 Directors or 2 persons nominated by the Board; and
 - (c) a Registrar.
- 21.2 The Nominations Committee role is to review and assess the extent to which:
- (a) persons being considered for election and/or appointment to the Board fulfil the Director Eligibility Criteria and the Board Composition Requirements; and
 - (b) persons being considered for election to the College Council fulfil the College Councillor Eligibility Criteria and College Council Composition Requirements.
- 21.3 In promulgating by-laws in relation to the composition and election of the Nominations Committee the Board must take in to account any recommendations of the Nominations Committee in relation to the content of those by-laws.
- 21.4 In addition to the requirements of clause 21.3 and any other criteria which may be set out in the by-laws, a Director/College Councillor may only be eligible for appointment to, and membership of, the Nominations Committee, if the person:
- (a) is not a candidate being considered by the Nominations Committee for election (or re-election) or appointment (or reappointment) to the Board/College Council;
 - (b) has not at the relevant time been a member of the Nominations Committee for more than 5 years;
 - (c) is not at the relevant time a director, officer or employee of a Member; and
 - (d) is and has not during the previous 12 month period been an employee of the Company.

22 CEO

- 22.1 The Board may appoint any person, to the position of CEO, to act as chief executive officer of the Company for the period and on the terms (including as to remuneration) the Board see fit.
- 22.2 The Board may, upon terms and conditions and with any restrictions they see fit, confer on the CEO any of the powers that the Board can exercise.

22.3 The Board may at any time revoke or vary an appointment of, or any of the powers conferred on, the CEO.

22.4 If the CEO becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as CEO until such time as the position can be permanently filled.

23 Secretary

23.1 The Directors may:

- (a) appoint, and terminate the appointment of, one or more Secretaries;
- (b) determine their terms and conditions of appointment.

23.2 A Secretary shall be responsible to carry out all acts and deeds required by this Constitution, the Act or by law to be carried out by the secretary of the Company.

24 By-laws

24.1 The Board may by resolution make and adopt, or amend, by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Company, which by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over all such by-laws.

25 Seals and execution of documents

25.1 If the Company has one, the Board must provide for the safe custody of the Seal.

25.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

- (a) 2 Directors;
- (b) a Director and the Secretary; or
- (c) a Director and some other person appointed by the Directors for the purpose.

25.3 The Company may execute a document without the use of a seal if the document is signed by:

- (a) 2 Directors; or
- (b) a Director and a Secretary.

26 Surplus assets on winding up or dissolution

26.1 Upon the winding up or dissolution of the Company, 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 organisations which:

- (a) has objects similar to the objects of the Company; and
- (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1,

as determined by the Members at or before the time of winding up or dissolution of the Company and, in default of any determination, by the Supreme Court of Queensland.

27 Indemnity**Costs and expenses**

27.1 Every officer and past officer of the Company is indemnified by the Company against a liability for costs and expenses incurred by that person as an officer:

- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
- (b) in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

Liabilities to third parties

27.2 Every officer and past officer of the Company is indemnified against a liability incurred by that person as an officer to a person other than the Company or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

Insurance premiums

27.3 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company against:

- (a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and
- (b) other liability incurred by the person as an officer of the Company except a liability which arises from conduct that involves a wilful breach of duty in relation to the Company or a contravention of sections 182, 183 or 184(2) or (3) of the Act.

28 Accounts, audit and records**Accounts**

28.1 The Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.

Audit

28.2 A registered Company auditor must be appointed.

28.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

Rights of Inspection

28.4 Subject to the Act, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company 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 Company except as provided by law or authorised by resolution of the Board.

29 Notices**Persons authorised to give notices**

29.1 A notice given by either the Company or a Member in connection with this Constitution may be given on behalf of the Company or Member by a solicitor, or, in the case of the Company, by the Secretary or a Director.

29.2 The signature of a person on a notice given by the Company may be written, printed or stamped.

Method and time of giving notices

29.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this Constitution may be given by:

- (a) delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;
- (b) sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the next business day (or 5th business day if sent outside Australia) after posting;
- (c) sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete; or
- (d) sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

Addresses for giving notices to Members and to the Company

29.4 For the purposes of clause 29.3:

- (a) The address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to the Company with a request that they be recorded in the Register or the other records of the Company.
- (b) The street and postal address of the Company is the registered office of the Company and the facsimile, e-mail or other contact details are as the Company may specify from time to time by written notice to the Members as the contact details for the Company.

Proof of giving notices

29.5 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:

- (a) 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; or
- (b) a print out of an acknowledgement of receipt of the e-mail.

Persons entitled to notice of meeting

29.6 Notice of every general meeting must be given by a method authorised by this Constitution to every Member, Director and the auditor for the time being of the Company, if any. No other person is entitled to receive notices of general meetings.

30 Interpretation**References to law and the Constitution**

30.1 A reference to:

- (a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
- (b) this Constitution, where amended, means this Constitution as so amended.

Replaceable rules

30.2 Each of the provisions of the Act which would but for this clause apply to the Company as a replaceable rule within the meaning of the Act are displaced and do not apply to the Company.

Presumptions of interpretation

30.3 Unless the context otherwise requires a word which denotes:

- (a) the singular denotes the plural and vice versa;
- (b) any gender denotes the other genders; and

- (c) a person denotes an individual and a body corporate.
- 30.4 Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 30.5 Headings and any table of contents must be ignored in the interpretation of this Constitution.
- 30.6 Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.
- 30.7 For the purposes of determining the length of a period (but not its commencement) a reference to:
- (a) a day means a period of time commencing at midnight and ending 24 hours later; and
 - (b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.
- 30.8 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 30.9 A provision of this Constitution, except that specifying the time for deposit of proxies with the Company, 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.
- 30.10 A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated
- 30.11 A reference to an Act of Parliament, whether State or Federal, includes a reference to that Act of Parliament as amended from time to time, and a reference to a specific provision of an Act of Parliament means, unless the context demands otherwise, a reference to the equivalent provision in any later amended version of that Act of Parliament, or if the original Act of Parliament has been repealed in any Act of Parliament substituted in its place.

31 Definitions

- 31.1 In this Constitution, except where the context requires otherwise:

Act means the Corporations Act 2001.

Associate means any person, incorporated body, or unincorporated body (through its authorised representative), who is or that is supportive of the objects of Company but is not otherwise admitted by the Board as a Member of Company, for any reason

Board means the persons appointed under clause 10.4.

Board Appointed Director means a Director appointed to the Board, pursuant to clause 10.10 and otherwise in accordance with this Constitution.

Board Composition Requirements means the requirements from time to time set out in by-laws promulgated by the Board in relation to the preferred composition of skills and other competencies within the Board.

CEO means the chief executive, referred to in clause 22.

Chairperson means the chairperson of the Board, elected from time to time in accordance with this Constitution and/or, if the context requires, the person elected from time to time by the College Council.

Company means Australian College of Rural and Remote Medicine ACN 078 081 848.

College Council means the body elected by the Members in accordance with this Constitution.

College Council Appointed Councillors means Councillors appointed by the College Council who have the relevant skills and experience needed to assist the College Council in carrying out its role.

College Council Appointed Director means a Director appointed to the Board by the College Council and otherwise in accordance with this Constitution.

College Council Composition Requirements means the requirements from time to time set out in by-laws promulgated by the Board in relation to the preferred composition of skills and other competencies within the College Council.

College Councillor means a person elected in accordance with this Constitution to perform the duties of a member of the College Council.

College Councillor Eligibility Criteria means the criteria set out in by-laws promulgated by the Board in relation to the eligibility of persons for election to the College Council.

Director means a person elected or appointed in accordance with this Constitution to perform the duties of a director of the Company.

Director Eligibility Criteria means the criteria set out in by-laws promulgated by the Board in relation to the eligibility of persons for election or appointment to the Board.

Member means the persons and organisations that, at the relevant time, are Voting or Non-voting Members of the Company admitted in accordance with this Constitution.

Nominations Committee means the committee formed from time to time pursuant to clause 21.

Non-voting Members means those members admitted to membership pursuant to clause 3.4.

Postal Ballot By-Laws means the by-laws to be adopted by the Board setting out the process for the election of College Councillors and the President.

President means the leader of the College Council elected pursuant to clause 17.1 and in accordance with this Constitution.

President Role Statement means the expectations statement prepared by the College Council and approved by the Board setting out amongst other things, eligibility for appointment to the role and the duties and responsibilities expected of a President.

Register means the register of Members kept by the Company under the Corporations Act 2001.

Registrar means a Member who is a person enrolled in the Company's accredited vocational training program for fellowship.

Representative means, in relation to a Member, the representative of the Member appointed under clause 9.

Seal means, if the Company has one, the common seal of the Company, if any.

Secretary means a person appointed to perform the duties of a secretary of the Company.

State means a person appointed to represent the State in which the person resides at the time of nomination, regardless of whether this changes during a person's term of appointment.

Territory means a person appointed to represent the Territory in which the person resides at the time of nomination, regardless of whether this changes during a person's term of appointment.

Transitional Board of Directors means the board of directors appointed on an interim basis pursuant to clause 12.1. .

Transitional College Council means the College Council appointed on an interim basis pursuant to clause 15.1.

Voting members means those members admitted to membership pursuant to clause 3.3.