AUSTRALIAN COLLEGE OF RURAL AND REMOTE MEDICINE LIMITED
ACN 078 081 848
ABN 12 078 081 848

As endorsed by Board on 28 August 2026 and adopted by a special resolution of the members on 23 October 2026

CONSTITUTION

A public company limited by guarantee under the *Corporations Act 2001* (Cth)

A registered charity with Australian Charities and Not-for-profits Commission

TABLE OF CONTENTS

1 PURPOSES OF THE COLLEGE 1

2 POWERS OF THE COLLEGE 2

3 NOT-FOR-PROFIT AND CHARITABLE NATURE OF THE COLLEGE 2

4 MEMBERSHIP 3

5 BECOMING AND CEASING TO BE A MEMBER 6

6 GENERAL MEETINGS 7

7 BOARD 11

8 BOARD POWERS 17

9 BOARD MEETINGS 19

10 COMMITTEES 21

11 COLLEGE COUNCIL 21

12 COLLEGE COUNCIL MEETINGS 25

13 ADMINISTRATION 27

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CONSTITUTION

1 PURPOSES OF THE COLLEGE

1.1 Principal Purpose

The College is a not-for-profit health promotion charity. It creates standards, provides education, and supports Rural Generalists and General Practitioners with the explicit aim of preventing and controlling disease in rural, remote and First Nations communities. Considering the social determinants of health in Australia, the provision of high quality, safe and sustainable rural, remote and First Nations medical care contributes to the health and wellbeing of rural, remote and First Nations individuals and their communities. (**Purpose**)

1.2 Supporting activities

The College pursues this Purpose by undertaking the following supporting activities:

1.2.1 setting standards for training, assessment, certification and continuing professional development for general practice and rural generalist medicine in rural, remote and First Nations contexts;

1.2.2 liaising, informing and communicating with rural, remote and First Nations communities about disease prevention and control;

1.2.3 conducting research and evaluating medical practice and education to prevent and control disease in rural, remote and First Nations communities;

1.2.4 establishing and maintaining high standards for knowledge, experience, competence, learning, skills and conduct of the specialty of General Practice and Rural Generalist Medicine particularly in rural, remote and First Nations contexts;

1.2.5 providing input into the development of curricula for the training of medical students at undergraduate level;

1.2.6 developing curricula for medical practitioners at traineeship and post-graduate levels;

1.2.7 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;

1.2.8 offering awards or conferring fellowships to medical or health practitioners or suitably qualified persons in recognition of their competence in the field of rural, remote and First Nations medicine;

1.2.9 accrediting organisations, programs, individuals, posts and medical practices to train medical practitioners in the field of rural, remote and First Nations medicine with the aim of preventing and controlling diseases in rural, remote and First Nations communities;

1.2.10 co-operating with other organisations on matters related to the health of people in rural, remote and First Nations communities;

1.2.11 being committed to diversity and inclusion, recognising that a diverse population is better served by a diverse workforce; and

1.2.12 do all other lawful things as are incidental or conducive to the attainment of these supporting activities and that are consistent with, necessary or desirable to support and further the Purpose.

2 POWERS OF THE COLLEGE

2.1 Powers

In pursuit of the Purpose, but subject always to clause 3, the Corporations Act and Relevant Laws, the College:

2.1.1 has all the powers of an individual and a company limited by guarantee under the Corporations Act to the maximum extent permitted by law; and

2.1.2 without limiting clause 2.1.1, has the power to establish and maintain branches, subsidiaries, foundations, trusts, funds, joint ventures, partnerships, associations or other entities within and outside Australia to support and further the Purposes.

3 NOT-FOR-PROFIT AND CHARITABLE NATURE OF THE COLLEGE

3.1 Income applied for the Purposes

The College's income and property:

3.1.1 must be applied solely towards the Purposes; and

3.1.2 must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise, unless permitted by clause 3.2 or 3.5.

3.2 Permitted payments to Members

Subject to clause 3.1.2, the College may pay a Member in good faith with prior Board approval, or consistent with a By-law made pursuant to clause 8.5.1 or a Board approved policy, up to a fair and reasonable amount for:

3.2.1 expenses properly incurred for the College;

3.2.2 goods or services supplied to the College;

3.2.3 interest on money lent to the College; or

3.2.4 rent for premises let to the College.

3.3 Charitable purposes only

Despite anything to the contrary in this Constitution, the College is established:

3.3.1 solely to be a not-for-profit and charitable institution; and

3.3.2 to pursue not-for-profit and charitable Purposes only.

3.4 Winding up

Subject to clause 3.7, the College's surplus assets, after satisfying all liabilities on wind up or dissolution:

3.4.1 must not be paid or given to current or former Members unless eligible under clause 3.5; and

3.4.2 must be paid to one or more eligible recipients selected under clauses 3.5 and 3.6.

3.5 **Eligible recipients**

A fund, authority or institution is eligible to receive any surplus under clauses 3.4.2 and 3.7 if it:

3.5.1 has not-for-profit and charitable purposes similar to the Purposes;

3.5.2 prohibits its income and property from being paid to members on at least the terms of this clause 3;

3.5.3 is a charity under Relevant Laws with the same subtype if the College had been;

3.5.4 can receive deductible gifts under Commonwealth taxation Laws if the College had been; and

3.5.5 is income tax exempt under Commonwealth taxation Laws if the College had been.

3.6 **Selection of eligible recipients**

Eligible recipients to receive any surplus referred to in clause 3.5 must be selected:

3.6.1 by Member special resolution;

3.6.2 failing clause 3.6.1, by Board resolution; and

3.6.3 failing clause 3.6.2, by application to the Supreme Court in the state or territory in which the College's registered office is located.

3.7 **Surplus gifts**

Any surplus gifts, fundraising contributions under Commonwealth taxation Laws and money received because of those gifts or contributions, must be transferred to eligible recipients selected under clauses 3.5 and 3.6 on the earlier of:

3.7.1 the College's deductible gift recipient endorsement being revoked; or

3.7.2 the winding up of the College.

4 MEMBERSHIP

4.1 **Limited Liability of Members**

4.1.1 A Member's liability is limited to the guaranteed amount in clause 4.1.2.

4.1.2 If the College is wound up, each Member and former Member in the previous year must contribute ten dollars ($10) towards:

(a) the College's liabilities contracted before the person ceased to be a Member; and

(b) costs, charges and expenses to wind up and adjust the rights of the contributories among themselves.

4.2 Classes of Members and eligibility

The Members of the College comprise the classes of Members with eligibility and rights set out in the table below and such other voting or non-voting classes whose rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status will be determined by the Board in By-laws made for this purpose. The number of Members is unlimited.

Member Class	Eligibility	Rights (see also clause 4.3)
Fellow Member	A registered specialist medical practitioner who holds a current Fellowship of the College in accordance with the By-laws.	Voting
Registrar Member	A registered medical practitioner who is enrolled in the College's fellowship training program or a registered medical practitioner who is enrolled in the ACRRM specialist international medical graduate pathway.	Voting
General Member	A registered medical practitioner working in rural generalist care, primary care, academic practice or who holds registration as a Specialist General Practitioner or Specialist Rural Generalist, who supports the Purposes of the College.	Voting
Prevocational Member	A registered medical practitioner who is working primarily at a prevocational stage of their career.	Non-voting
Affiliate Member	A company, association, institution or person who is not a medical practitioner who supports the Purposes of the College, including any of the following categories of Affiliate Member: **Health professional**: An allied health professional or administrator. **Medical Student**: A person enrolled in an Australian Medical School undergraduate or graduate course. **Other Student**: A person enrolled in an Australian accredited undergraduate or graduate course in health. **Retired Fellow**: A former Fellow Member who has ceased medical practice. **Retired Member**: A former General Member who has ceased medical practice.	Non-voting Retired Fellow/Member exempted from paying College membership fees.
Life Fellow	A registered or retired medical practitioner who has provided exceptional service to the profession and/or the discipline of rural, remote and/or First Nations medicine, and who has demonstrated significant contribution to the College and/or health and wellbeing of rural, remote and/or First Nations communities. This membership class can only be awarded by a resolution of the Board.	Voting Exempted from paying College membership fees

Member Class	Eligibility	Rights (see also clause 4.3)
Life Member	A non-medical practitioner person who has demonstrated significant contribution to the College and/or the health and wellbeing of rural, remote and/or First Nations communities. This membership class can only be awarded by a resolution of the Board.	Non-voting Exempted from paying College membership fees
Honorary Fellow Member	A registered or retired medical practitioner who has demonstrated significant contribution to the College and/or the health and wellbeing of rural, remote and/or First Nations communities. This membership class can only be awarded by a resolution of the Board.	Non-voting Exempted from paying College membership fees
Other	As determined by the Board and set out in the By-laws.	As set out in the By-laws

4.3 **Member rights and obligations**

4.3.1 Voting Members have the right to receive notice of, participate in the requisition of, attend, speak at, vote at and join in the demand for a poll at general meetings. These rights are suspended while membership fees are unpaid.

4.3.2 Non-voting Members have the right to receive notice of and attend the annual general meeting, but may not participate in the requisition of, speak at, vote at or join in the demand for a poll at that meeting.

4.3.3 Each Member has the right to appoint a Representative to exercise all the Member's rights but the Representative cannot exceed the rights of the appointing Member.

4.3.4 As determined by the Board, additional rights may be provided to a member class or a sub-set of a class.

4.3.5 Despite clause 4.2, existing Members with voting rights upon adoption of this Constitution will retain their voting rights while they remain in the same category of membership.

4.4 **Rights not transferable**

A person's membership rights and privileges:

4.4.1 apply only whilst the person is a Member; and

4.4.2 are personal and may not be transferred or transmitted.

4.5 **Membership period and fees**

The Board may determine:

4.5.1 the membership period (including common expiry dates) as well as how and when membership is renewed;

4.5.2 fees payable by Members, including different fees payable by different classes of Members or a sub-set within a class, including any fee to apply for membership or be admitted as a Member; and

4.5.3 whether fees are refundable or non-refundable.

4.6 Register of Members, including closure of register

4.6.1 The College must maintain a register of Members in accordance with the Corporations Act which contains the name, addresses for notices and membership start/end dates for current and recent former Members.

4.6.2 The Board may establish By-laws to close the register to new Members for up to 60 days per year.

4.6.3 The College may maintain a database of other Member details which is separate to the register of Members.

4.7 Change of Member details

A Member must notify the College if the Member's addresses for notices change within one month of the change.

5 BECOMING AND CEASING TO BE A MEMBER

5.1 Admission as a Member

5.1.1 The Board may admit in its absolute discretion a person as Member upon application in accordance with any requirements specified in the By-laws.

5.1.2 The Board must consider membership applications as soon as reasonably practicable.

5.1.3 The Board need not provide reasons for refusing to admit a person as Member.

5.1.4 Successful applicants become Members when added to the register of Members.

5.2 Resignation of Members

5.2.1 A person may resign as Member by written notice to the College.

5.2.2 The resignation takes effect when the College receives the Member's notice or on a later date specified in the notice.

5.2.3 The Member's liability for any fees, subscriptions or other money in arrears at the date of such resignation will continue until discharged by payment.

5.3 Ceasing to be a Member

Subject to this Constitution and By-laws, a person automatically ceases to be a Member if the person:

5.3.1 does not renew their membership by the date of the final notice of membership renewal;

5.3.2 has not paid membership fees (annual or otherwise) for 3 months after the due date;

5.3.3 has a debt to the College which remains unpaid for one year or more;

5.3.4 ceases to be eligible to be a Member in the relevant class;

5.3.5 becomes untraceable for 3 months because the Member cannot be contacted using the address on the register of Members;

5.3.6 dies or, in the case of a body corporate, is wound up or deregistered;

5.3.7 becomes bankrupt, or makes any arrangement or composition with the Member's creditors generally;

5.3.8 is a member of a class which requires the member to be a registered medical practitioner and no longer holds medical registration in Australia or is suspended from practice by an Authority;

5.3.9 no longer has capacity to give informed consent under mental health legislation which provides for the decision-making capacity of an individual; or

5.3.10 is expelled pursuant to clause 5.4 or ceases to be a Member in any other circumstances for causes as set out in the By-laws.

5.4 Disciplining Members

Subject to any procedures set out in By-laws made for this purpose, the Board may warn, fine, censure, suspend or expel a Member if the Member:

5.4.1 engages in Unacceptable Conduct, subject to:

(a) the Member being afforded a reasonable opportunity of at least one month to respond, in accordance with any By-laws, to an allegation of Unacceptable Conduct;

(b) the decision being made by a 75% majority of all Directors present and voting (but excluding any conflicted Directors); and

(c) the Member's appeal rights (if any) set out in the By-laws;

5.4.2 refuses or neglects to comply with the provisions of this Constitution or the By-laws;

5.4.3 has any condition or restriction imposed on their right to practise by an Authority except where it relates solely to a health matter;

5.4.4 is found guilty by a court of an indictable offence; or

5.4.5 has a debt to the College which remains unpaid for six months or more.

6 GENERAL MEETINGS

6.1 Convening an annual general meeting

6.1.1 The Board must convene an annual general meeting to be held at least once every year. The requirements for convening an annual general meeting may otherwise be set out in the Corporations Act or Relevant Laws.

6.1.2 The business of an annual general meeting is to:

(a) consider the Board's, financial and auditor's reports;

(b) appoint an auditor if that office is or will become vacant;

(c) consider any other matter required by the Corporations Act or Relevant Laws; and

(d) consider any special business, the general nature of which is specified in the notice of meeting.

6.2 **Convening a special general meeting**

6.2.1 General meetings other than annual general meetings are called special general meetings.

6.2.2 The Board must convene and hold special general meetings of the Members on written request of Members with at least 5% of the votes at a general meeting. The request must be provided to the College, and include any resolution proposed to be considered at the meeting and be signed by each of the Members making the request. The Board must convene the meeting within the time set out in the Corporations Act.

6.2.3 The Board or 3 Directors may convene special general meetings of the Members.

6.2.4 The notice of special general meeting must specify the general nature of special business, unless the Corporations Act or Relevant Laws require otherwise.

6.3 **Notice of meeting**

6.3.1 At least 21 days' notice of any general meeting must be given specifying the meeting's place, date and time, unless the Corporations Act or Relevant Laws require or permit some other period of notice.

6.3.2 Notice of every general meeting must be given in writing in accordance with clause 13.6 to:

(a) every Director, College Councillor, Secretary and College auditor; and

(b) every Member entitled to attend who has supplied an address for notices to the College.

6.3.3 No other person is entitled to receive notices of general meetings.

6.3.4 A general meeting and any resolution passed at the meeting is not invalid merely because of:

(a) the accidental omission to give notice of the meeting; or

(b) the non-receipt of any such notice.

6.4 **Postponement**

6.4.1 The Board may postpone, relocate or cancel a general meeting which it convened by giving at least five days' notice to the Members.

6.4.2 Clause 6.4.1 does not apply to a meeting requisitioned by Members or convened by the Members or by Directors under clause 6.2.3 or by court order.

6.5 **Quorum**

6.5.1 A general meeting may not transact business unless a quorum is present when the meeting proceeds to business.

6.5.2 The quorum for general meetings is 20 Members present in person, by Representative or by proxy.

6.5.3 If a general meeting includes an option to participate in a meeting remotely, Members may participate in that meeting by electronic means permitted under the Corporations Act, this Constitution, any By-laws and/or the notice of meeting.

6.5.4 If a quorum is not present within 30 minutes of the time scheduled to start the general meeting:

(a) the meeting, if requisitioned by Members, is dissolved; and

(b) in any other case, the meeting is adjourned to such other place, date and time as the Board determines and notifies to Members (if required to do so by clause 6.7).

6.5.5 If a quorum is not present within 30 minutes of the time scheduled to start the adjourned general meeting, the meeting must be dissolved.

6.6 **Meeting chair**

6.6.1 The Chair may chair a general meeting.

6.6.2 If the Chair is not present and willing to act, the Deputy Chair will chair the general meeting.

6.6.3 The Directors present may elect a chair of a general meeting if:

(a) there is no Chair or Deputy Chair; or

(b) neither the Chair nor Deputy Chair is present within 15 minutes after the time appointed for holding the general meeting; or

(c) the Chair and Deputy Chair are unwilling to act as meeting chair.

6.6.4 If the Directors make no election under clause 6.6.3 when they are entitled to do so, then:

(a) the Members may elect one of the Directors present as meeting chair; or

(b) if no Director is present or willing to take the chair, the Members may elect one of the Members present as meeting chair.

6.6.5 In addition to powers conferred by law, the meeting chair may:

(a) determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate;

(b) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;

(c) refuse to allow debate or discussion on any matter which is not ordinary or special business; and

(d) refuse any person admission to a general meeting (including for causing offence or disruption), or expel the person from the general meeting and not permit them to return.

6.6.6 All procedural decisions by the meeting chair are final.

6.7 Adjournment

6.7.1 The meeting chair:

(a) may, with the consent of any general meeting at which a quorum is present; and

(b) must, if so directed by the meeting,

adjourn the meeting to some other time or place.

6.7.2 The adjourned meeting may only transact unfinished business from the original meeting.

6.7.3 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.8 Voting – show of hands / poll

6.8.1 By default, resolutions at general meetings held in person must be voted on by a show of hands. Voting at a Hybrid Meeting or a wholly virtual meeting will be by ballot, which may occur via Electronic Voting.

6.8.2 The meeting chair does not have a second or casting vote.

6.8.3 The meeting chair must declare whether resolutions were carried, carried unanimously, carried by particular majority or lost. These voting results must be minuted.

6.8.4 The minutes of the voting results are conclusive without the need to record the number or proportion of, or manner in which votes were cast.

6.8.5 A poll may be demanded by the meeting chair or at least 2 Members present in person or by proxy and entitled to vote.

6.8.6 A demand for a poll must be made on or before the result being declared, and may be withdrawn.

6.8.7 A poll to elect a meeting chair or adjourn the meeting must be taken immediately, and may occur via Electronic Voting. Polls must otherwise be taken at that meeting in the manner directed by the meeting chair.

6.8.8 The meeting chair must decide all voting disputes, and that decision is final.

6.9 Proxies

6.9.1 A Member may appoint a proxy to act on the Member's behalf at any general meeting at which that Member may attend and vote.

6.9.2 A proxy must be a Member or another Member's Representative.

6.9.3 For the instrument appointing a proxy to be valid, it must be:

(a) in writing and signed by the appointor;

(b) in the form complying with the Corporations Act or some other Board approved form; and

(c) lodged with the College at least 48 hours before the time for holding the meeting or adjourned meeting.

6.9.4 A vote given according to the proxy instrument is valid despite:

(a) the death, or loss of decision-making capacity, of the appointor; or

(b) revocation of the instrument or of the authority under which the instrument was executed,

if no knowledge in writing of that fact was received by the College before commencing the meeting or adjourned meeting at which the instrument is used.

6.10 Use of technology

Subject to the Corporations Act, a meeting of Members (including an annual general meeting):

6.10.1 may be held in two or more places; and may, at the election of the Board, acting reasonably, be conducted in a wholly virtual format or as a Hybrid Meeting; and

6.10.2 be held using any technology approved by the Board that gives Members as a whole (and their proxies) a reasonable opportunity to participate.

6.11 Circular resolution by Members

6.11.1 The Board may if it thinks fit submit any question or resolution to the vote of all Members entitled to a vote at a general meeting by circular resolution (including by Electronic Voting), unless the Corporations Act or Relevant Laws require a general meeting.

6.11.2 The Board may determine in the By-laws:

(a) the form of the circular resolution and manner of Electronic Voting;

(b) the polling date;

(c) the method for responding to the circular resolution; and

(d) whether voting on the circular resolution is to be by secret ballot.

6.11.3 A resolution approved by a majority or specific majority of the Members has the same force and effect as if the resolution was passed in a general meeting.

6.11.4 The provisions of this clause do not apply to a resolution to remove an auditor.

7 BOARD

7.1 Structure of Board

The Board will comprise between 6 and 10 Directors as follows:

7.1.1 the President in accordance with clause 7.3;

7.1.2 the President-Elect elected in accordance with clause 7.2, who shall serve for one year, and when there is no President-Elect, the Past President appointed pursuant to clause 7.4.1, who shall serve for one year, provided that there can never simultaneously be both a President-Elect and Past President. This director position is not required to be filled;

7.1.3 the Registrar Director appointed in accordance with clause 7.5;

7.1.4 up to 4 College Council Appointed Directors appointed in accordance with clause 7.6; and

7.1.5 up to 3 Board Appointed Directors appointed in accordance with clause 7.7,

provided that, at all times, at least 50% of the Board are Fellows of the College.

7.2 **Election of President-Elect**

7.2.1 Nominations for the President-Elect will be sought from Members who are eligible for the position.

7.2.2 There will be an election for the President-Elect position which will be undertaken in accordance with this clause 7.2 and any By-laws made for this purpose. Where an election for the position of President-Elect occurs, the voting Members will vote for the President-Elect subject to the following resolution:

"*That the candidate be elected to the position of President-Elect for a term of one year commencing at the end of the next annual general meeting, and that, at the end of the following annual general meeting, the candidate be elected to the position of President for a two year term unless College Council has issued a notice at least eight weeks before that annual general meeting, that the candidate will not continue to the position of President."*

7.2.3 Nominations of candidates eligible for election as President-Elect must be signed by the candidate, contain a consent to act as a Director signed by the candidate, declare eligibility requirements are met and must be received at least 14 days before the annual general meeting.

7.2.4 If only a single nomination for the role of President-Elect is received, the candidate will be declared elected at the annual general meeting.

7.2.5 If a candidate is not declared elected pursuant to clause 7.2.4, an election will be held and the role will be filled by the candidate with the most votes for the position according to the election system previously approved by the Board.

7.2.6 The returning officer appointed by the Board must declare the election result at the annual general meeting.

7.2.7 The President-Elect will have the role and responsibilities as set out in By-laws.

7.3 **President**

7.3.1 Where there is a President-Elect in office and no determination is made by College Council that the candidate will not continue to the position of President, pursuant to the resolution of Members appointing the President-Elect under clause 7.2.2, the President-Elect will be declared elected as President at the end of the annual general meeting after commencing as President-Elect.

7.3.2 Where:

(a) there is a President-Elect in office and a determination is made by College Council that the candidate will not continue to the position of President, pursuant to the resolution of Members appointing the President-Elect under clause 7.2.2;or

(b) there is otherwise not a President-Elect in office, resulting in a vacancy for the position of President at the next annual general meeting

a nomination and election for President will be held. The election will be conducted in accordance with the procedure set out in clauses 7.2.1 to 7.2.6 and the candidate with the most votes will be elected to the position of President for a two year term commencing at the end of the next annual general meeting.

7.3.3 The President will have the role and responsibilities as set out in By-laws.

7.4 Past President

7.4.1 Subject to clause 7.1.2 and there already being a person holding the President-Elect position, at least four weeks before the end of the President's term, the College Council will decide whether to appoint the President to the position of Past President. If so decided, the Past President appointment will be declared at the annual general meeting and commence at the end of the annual general meeting. If College Council does not appoint the President to the position of Past President, the position of Past President will remain vacant.

7.4.2 The Past President will have the roles and responsibilities set out in By-laws.

7.5 Appointment of Registrar Director

7.5.1 Nominations for the Registrar Director will be sought from Registrar Members.

7.5.2 The Nominations Committee will review the nominations and make recommendations to the College Council.

7.5.3 After considering the recommendations of the Nominations Committee, College Council may appoint an eligible candidate as the Registrar Director.

7.5.4 The Board may determine any other procedures or matters in relation to the process to appoint the Registrar Director and may, following consultation with College Council, make By-laws for that purpose.

7.6 Appointment of College Council Appointed Directors

7.6.1 Nominations for College Council Appointed Directors will be sought from Members.

7.6.2 The Nominations Committee will review the nominations and make recommendations to the College Council.

7.6.3 After considering the recommendations of the Nominations Committee, the College Council may appoint an eligible candidate as a College Council Appointed Director.

7.6.4 The Board may determine any other procedures or matters in relation to the process to appoint College Council Appointed Directors and may, following consultation with College Council, make By-laws for that purpose.

7.7 **Appointment of Board Appointed Directors**

7.7.1 The Nominations Committee will consider eligible candidates for Board Appointed Director positions.

7.7.2 After considering the recommendations of the Nominations Committee, the Board may appoint an eligible candidate as a Board Appointed Director.

7.7.3 The Board may determine any other procedures or matters in relation to process to appoint Board Appointed Directors and may make By-laws for that purpose.

7.8 **Nominations Committee**

7.8.1 The Board must convene a Nominations Committee which will conduct selection processes for director positions and oversee the process for College Council appointments and elections, including casual vacancies.

7.8.2 The Board may make By-laws regarding the powers, roles and composition of the Nominations Committee.

7.8.3 The Nominations Committee may, but is not required to, interview candidates for Director positions which are appointed by College Council or the Board.

7.8.4 The Nominations Committee's recommendations for director appointments must be based on the skills, background and expertise deemed necessary or desirable by the Board (including, without limitation, to complement the other Directors) for the effective operation of the Board.

7.9 **Eligibility to be a Director**

In order to be eligible to be a Director, the person must:

7.9.1 be over the age of 18 years

7.9.2 consent in writing to become a Director;

7.9.3 hold or have applied for a Director Identification Number;

7.9.4 subject to clause 7.16.4, not currently be an Employee or Contractor of the College;

7.9.5 not be prohibited, disqualified or otherwise prevented from being a Director under the Corporations Act or Relevant Laws;

7.9.6 have good professional standing;

7.9.7 meet all eligibility requirements set out in the table below or in By-laws; and

7.9.8 provide evidence of eligibility on the request of the College.

Director class	**Additional eligibility requirements**
President/President-Elect/Past President	• Fellow Member or Life Fellow • Has either: ○ served at least two years in a leadership position within the College as a Director, as the Chair of

	the College Council, or as a Chair of a College committee or council; or ○ held a leadership position within the rural, remote and First Nations medical sector engaging with key stakeholders within the last two years.
Registrar Director	• Enrolled as a Registrar with the College at time of appointment • Registrar Member
College Council Appointed Director	• Fellow Member, Life Fellow or Retired Fellow
Board Appointed Director	• In the opinion of the Board, meets or contributes appropriate skills, expertise and experience, complements the Board's diversity and meets the suitability and eligibility requirements imposed on Directors as to the composition of the Board under any By-laws or Policies made for this purpose.

7.10 **Limits on period of office as a Director**

7.10.1 If a Director has served 9 years or more continuously, then the Director may finish serving their current term of office but does not become eligible to be elected or appointed (whether or not to a casual vacancy) until they have not been a Director for a subsequent continuous period of 3 years.

7.10.2 Notwithstanding clause 7.10.1, the President may be appointed to the position of Past President for a one year term even if the time which they will serve as director will exceed 9 years.

7.11 **Term of office of Directors**

7.11.1 The President-Elect holds office for a term of one year:

(a) commencing immediately after the annual general meeting at which their election was declared;

(b) concluding at the end of the next annual general meeting after the one at which they were declared elected.

7.11.2 The President holds office for a term of two years:

(a) commencing immediately after the annual general meeting at which their election was declared;

(b) concluding at the end of the second annual general meeting after the one at which they were declared elected.

7.11.3 The Past President holds office for a term of one year:

(a) commencing immediately after the annual general meeting at which their appointment was declared;

(b) concluding at the end of the next annual general meeting after the one at which they were declared appointed.

7.11.4 The Registrar Director holds office for a term of three years.

7.11.5 The term of College Council Appointed Directors will be three years.

7.11.6 The Board will determine the term of each Board appointed Director.

7.12 **Director casual vacancies**

7.12.1 Where a Director's term ends, due to any reason, prior to the end of their original term, this casual vacancy will be filled as set out below.

Director class	**Nominations sought from**	**Appointed by**	**Appointed**
College Council Appointed Directors	Membership	College Council	Until the end of the original term
President	Membership	College Council	Until the next AGM
Registrar Director	Registrar Members	College Council	Until the end of the original term

7.12.2 The Board may continue to act despite vacancies on the Board. However, if there are fewer than six Directors, the Board may only:

(a) act in the case of emergencies;

(b) appoint persons to fill casual vacancies pursuant to this Constitution; or

(c) convene a general meeting.

7.13 **Office bearers**

7.13.1 The Board may elect and remove the following office bearers from the Directors:

(a) Chair;

(b) Deputy Chair; and

(c) such other office bearers with titles determined from time to time by the Board.

7.13.2 Office bearers may hold another position on the Board, including President, President-Elect or Past President.

7.14 **Resignation of Directors**

7.14.1 A Director may resign as Director by written notice to the College.

7.14.2 The resignation takes effect when the College receives the Director's notice or on a later date specified in the notice.

7.15 **Ceasing to be a Director**

7.15.1 The Members may remove any Director in accordance with the Corporations Act.

7.15.2 A directorship automatically ceases if the Director:

(a) dies or is physically incapable of fulfilling their duties as a Director;

(b) becomes disqualified from being a Director pursuant to the Corporations Act or Relevant Laws;

(c) no longer meets the relevant eligibility requirements under this Constitution, including clause 7.9, and any By-laws;

(d) is absent from 3 consecutive Board meetings without prior Board permission;

(e) becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or

(f) no longer has capacity to give informed consent under mental health legislation which provides for the decision-making capacity of an individual.

7.16 Director, College Council and committee member remuneration and reimbursement

7.16.1 Despite clause 3, the Directors, College Councillors (excluding Directors) and members of Committees (excluding directors) established under clause 10.1 may be paid reasonable remuneration for undertaking the ordinary duties of these positions.

7.16.2 Director remuneration is determined by the Members at an annual general meeting, general meeting, or by circular resolution of Members.

7.16.3 Remuneration for College Councillors and members of Committees is determined by the Board.

7.16.4 Those receiving remuneration under this clause must not otherwise be paid any other remuneration for those duties (Duties) but, despite clauses 3 and 7.9.4, may be paid for any service rendered to the College in a professional or technical capacity outside the scope of the Duties where:

(a) the service and amount payable is on reasonable and proper terms and is limited to the circumstances of the appointment; and

(b) the provision of that service has the Board's prior approval.

7.16.5 Despite clause 3, the Directors, College Councillors and members of Committees may be reimbursed for reasonable travel and other expenses incurred by them when engaged in the College's business, attending meetings or otherwise in carrying out the duties of their position where payment does not exceed any amount previously approved by the Board.

8 BOARD POWERS

8.1 Management vests in Board

8.1.1 The Board is responsible for the governance, business and affairs of the College. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the College's powers which are not by the Corporations Act, Relevant Laws or this Constitution required to be exercised by the Members in general meeting.

8.1.2 The powers under clause 8.1.1 are subject to:

(a) this Constitution;

(b) the Corporations Act and Relevant Laws; and

(c) such resolution, not being inconsistent with those provisions, as may be passed by the Members in general meeting.

8.1.3 A resolution under clause 8.1.2 does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

8.2 **Power to delegate**

8.2.1 The Board may delegate any of the powers and functions it has under clause 8.1 in writing to:

(a) an officer or employee of the College;

(b) a committee established under this Constitution or clause 10; or

(c) the College Council.

and may, expressly in writing, authorise such delegates to hold the power to sub-delegate to other officers or employees of the College subject to any limits or restrictions imposed by the Board.

8.2.2 The Board may amend or revoke the terms of its delegation at any time.

8.2.3 Any power and authority not expressly delegated in accordance with clause 8.2.1 will reside with the Board.

8.3 **Power to appoint Chief Executive Officer**

8.3.1 The Board may appoint a Chief Executive Officer on such terms and conditions as the Board determines from time to time.

8.3.2 The Board may remove a Chief Executive Officer, subject to the terms of any agreement between the College and the Chief Executive Officer.

8.3.3 The Chief Executive Officer is entitled to attend Board meetings and attend general meetings, unless directed not to attend by the Board from time to time.

8.3.4 The Chief Executive Officer will have the responsibilities determined by the Board.

8.4 **Power to appoint Secretary**

8.4.1 The Board must appoint at least one Secretary on such terms and conditions as the Board determines from time to time.

8.4.2 The Secretary may, but need not, be a Director.

8.4.3 A Secretary may attend Board meetings and general meetings, if so directed by the Board from time to time.

8.4.4 The Secretary will have the responsibilities set out in the Corporations Act and Relevant Laws.

8.5 **Power to make By-laws**

8.5.1 The Board may from time to time make, vary and rescind By-laws in relation to the College.

8.5.2 The By-laws for the time being in force, and which are not inconsistent with this Constitution, are binding on Members and have full effect accordingly.

8.5.3 The College Council should be consulted regarding By-laws relating to either Member rights and/or College Council.

9 BOARD MEETINGS

Subject to this clause 9, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

9.1 **Number of meetings**

The Board must meet at least four times per year.

9.2 **Convening meetings**

The Secretary must arrange a Board meeting at the request of the Chair, the Deputy Chair or two Directors.

9.3 **Notice of meeting**

9.3.1 At least 48 hours' notice of any Board meeting must be given unless the Board decides otherwise or in emergencies.

9.3.2 The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least three days' before the meeting.

9.3.3 The decision of the meeting chair as to whether business is routine is conclusive.

9.4 **Quorum**

9.4.1 The quorum for a Board meeting is a simple majority of the Directors entitled to attend and vote. A meeting at which a quorum is present may exercise all powers and discretions of the Board.

9.4.2 If a Board meeting is adjourned due to lack of quorum, the Chair must set a further date for the adjourned meeting.

9.5 **Meeting chair**

9.5.1 The Chair may chair a Board meeting.

9.5.2 In the absence of the Chair, the Deputy Chair will chair a Board meeting.

9.5.3 In the absence of the Chair and Deputy Chair, Directors may appoint a meeting chair from among their number.

9.6 **Voting**

9.6.1 Each Director present and entitled to vote at a Board meeting has one vote. Proxy voting and alternate Directors are not permitted.

9.6.2 Questions arising at a Board meeting must be decided by a majority of votes. Such a decision is for all purposes a decision of the Board.

9.6.3 In the event of an equality of votes the meeting chair does not have a second or casting vote.

9.7 **Use of technology**

Subject to the Corporations Act, the Board may hold a technology enabled meeting in a wholly virtual format or as a Hybrid Meeting, if:

9.7.1 at least 48 hours' notice is provided to each Director and each Director provides their consent (including standing consent);

9.7.2 all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and

9.7.3 those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors.

9.8 **Circulating resolutions of Board**

9.8.1 A written resolution which has:

(a) been circulated to all the Directors who are entitled to vote on the resolution, and

(b) which is then signed or approved by technological means by all the Directors entitled to vote on the resolution

is taken to be a decision of the Board passed at a Board meeting convened and held.

9.8.2 The written resolution may consist of:

(a) several documents in the same form, each signed by one or more Directors and, such a resolution takes effect when the last Director signs such a document; or

(b) permanent records indicating the identity of each Director, the text of the resolution and the Director's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect when the last Director indicates their approval.

9.9 **Conflicts and personal interests**

9.9.1 A Director who has a material personal interest in a matter that relates to the College's affairs must give the other Directors written notice of the interest unless the Corporations Act or Relevant Laws require otherwise.

9.9.2 To the maximum extent required by Law, a Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter.

9.10 **Minutes**

9.10.1 The Board must ensure that minutes of all proceedings of general, Board and committee meetings (and meetings of any other Board entity) are recorded in a minute book within one month after the relevant meeting is held.

9.10.2 The minutes must be signed by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding meeting.

9.10.3 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

9.11 **Validity of acts / procedural defects**

9.11.1 A Board act or decision will not be invalid by reason only of a defect or irregularity in connection with the election or appointment of a Director.

9.11.2 For entered and signed minutes, unless the contrary is proved:

(a) the meeting is deemed to have been convened and held;

(b) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and

(c) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

10 COMMITTEES

10.1 **Board's power to establish committees**

The Board may establish committees, either as a committee of the Board or of the College Council, as follows:

10.1.1 a committee will comprise two or more committee members;

10.1.2 the committee members need not be a Director, College Councillor (as applicable) or Member;

10.1.3 the committee has the purpose set out in its terms of reference approved by the Board, and may undertake the powers and functions delegated to it by the Board; and

10.1.4 in the absence of any provision in the committee terms of reference, meetings and proceedings of any committee are governed by the provisions of clause 9.

10.2 **Registrar Committee**

10.2.1 The Board must convene a Registrar Committee which will represent and support the broad interests of all the registrar members of the College.

11 COLLEGE COUNCIL

11.1 **College Council roles and powers**

11.1.1 The College Council shall be an advisory representative body of the Members. It is not a committee of the Board.

11.1.2 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 the College; and

(b) be accessible to the Members for consultation on matters.

11.1.3 The College Council shall have the following powers:

(a) to make recommendations to the Board on issues set out in clause 11.1.2(a) above;

(b) to raise strategic issues, develop papers for consultation and provide input to the Board on the development of the strategic plan including attendance at combined Board-Council strategic planning sessions;

(c) to appoint a Registrar Director pursuant to clause 7.5 and College Council Appointed Directors pursuant to clause 7.6, and fill casual vacancies of the President, Registrar Director and College Council Appointed Directors;

(d) to invite stakeholders to its meetings; and

(e) such other powers as delegated by the Board from time to time under clause 8.2.

11.2 **Structure of College Council**

The College Council will comprise the following persons who will each perform the role of College Councillor:

11.2.1 the Directors as non-voting, ex officio members of the College Council;

11.2.2 one representative from each State and Territory in Australia elected by the voting Members in the respective State or Territory, in accordance with clause 11.3;

11.2.3 may include one Registrar, appointed by the Registrar Committee;

11.2.4 may include one Aboriginal and/or Torres Strait Islander representative, appointed by the relevant committee or interest group representing Aboriginal and Torres Strait Islander members, or if there is no relevant committee or interest group, appointed by the College Council;

11.2.5 may include one representative of Rural Doctors Association of Australia (RDAA), who must be a Fellow Member of ACRRM, appointed by the College Council on the recommendation of the RDAA;

11.2.6 up to 4 additional College Councillors appointed by the College Council who represent member interest groups as established from time to time and are established with the right to be represented by a College Councillor, in accordance with clause 11.3;

provided that the maximum number of persons on the College Council at any time does not exceed the number of Directors for the time being plus 15.

11.3 **Appointment of State/Territory and Interest Group Representatives**

11.3.1 The Board may make By-laws in relation to the nomination, appointment or election process of College Councillors.

11.3.2 The By-laws made pursuant to clause 11.3.1 for the election of State and Territory representatives to College Council, pursuant to clause 11.2.2, must be consistent with the following, including but not limited to:

(a) nominations for election will be sought from the Members in that State or Territory;

(b) each representative must be elected only by the voting Members in the respective State or Territory represented by the nominee;

(c) College Councillors will be elected from every State and Territory or, at the discretion of the Board, a College Councillor may be elected to represent two States and/or Territories;

(d) no more than eight College Councillors may represent more than one jurisdiction;

(e) consideration should be given to:

(1) the number of Voting-Members in each State and Territory region;

(2) College strategic goals, and

(3) any other unique policy or representation needs for that jurisdiction.

11.3.3 The By-laws made pursuant to clause 11.3.1 for the appointment of interest group representatives to College Council, pursuant to clause 11.2.6, must be consistent with the following:

(a) a person appointed must represent an interest group, where the terms of reference or By-law establishing that interest group includes the right to be represented on the College Council;

(b) nominations for the appointment will be sought from the membership of that interest group;

(c) only Members of the College, except a community representative if there is one, may be nominated for appointment to the College Council;

(d) the interest group representative is nominated by the interest group and is then appointed to College Council at a College Council meeting; and

(e) the interest group representative is entitled to vote at a College Council meeting.

11.4 **Eligibility to be a College Councillor**

A person is eligible to become a College Councillor if they:

11.4.1 are over the age of 18 years;

11.4.2 meets any eligibility criteria set out in this Constitution and By-laws; and

11.4.3 are not an Employee or full time Contractor of the College, except as allowed for in By-laws.

11.5 **Limits on period of office as a College Councillor**

If a College Councillor has served nine years or more continuously, excluding any time served on College Council as a Director, then the College Councillor may finish serving their current term of office but does not become eligible to be elected or appointed (whether or not to a casual vacancy) until they have not been a College Councillor, excluding any time served on College Council as a Director, for a subsequent continuous period of 3 years.

11.6 **Term of office of College Councillors**

11.6.1 Subject to clause 11.6.2, a College Councillor holds office for a term of three years:

(a) commencing at the conclusion of the annual general meeting in which they were appointed; and

(b) concluding at the end of the third annual general meeting after commencing as a College Councillor.

11.6.2 The Directors on the College Council hold office for so long as they are Director.

11.7 **College Council Casual vacancies**

11.7.1 Except as provided for under clause 11.7.2, and subject to any eligibility requirements set out in clauses 11.2 to 11.4, if a casual vacancy occurs for the office of a College Councillor, another eligible person may be appointed in their place for the balance of the term of the College Councillor whose vacancy is being filled. The appointment may be made by the respective committee or interest group, or by College Council, consistent with clauses 11.2 to 11.3.

11.7.2 For State and Territory representatives:

(a) nominations would be sought from the Members in the State or Territory which was represented by the College Councillor vacating office; and

(b) if less than one and a half years of the term remains, the College Council must appoint an eligible candidate to the position; or

(c) if more than one and a half years of the term remains, the Members in the State or Territory which was represented by the College Councillor vacating office will elect an eligible person to the position.

11.8 **Office bearers**

The College Council may elect and remove the following office bearers from those College Councillors who are eligible to vote:

11.8.1 College Council Chair;

11.8.2 College Council Deputy Chair; and

11.8.3 such other office bearers with titles determined from time to time by the College Council.

11.9 **Resignation or cessation of College Councillors**

11.9.1 Except for Directors, who are ex officio College Councillors, a College Councillor may resign as College Councillor by written notice to the College Council. The resignation takes effect when the College Council receives the College Councillor's notice or on a later date specified in the notice.

11.9.2 Except for Directors, who are ex officio College Councillors, the Members may remove any College Councillor by ordinary resolution.

11.9.3 Except for Directors, who are ex officio College Councillors, a College Councillor may automatically cease to be a College Councillor or otherwise be removed in accordance with the By-laws.

11.10 **Remuneration of College Councillors**

The Board may determine that College Councillors (excluding Directors) receive remuneration pursuant to clause 7.16.

12 COLLEGE COUNCIL MEETINGS

Subject to this clause 12, the College Council may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

12.1 **Number of meetings**

The College Council must meet at least two times per year.

12.2 **Convening meetings**

The College Council secretariat must arrange a College Council meeting at the request of the College Council Chair, the College Council Deputy Chair or two College Councillors.

12.3 **Notice of meeting**

12.3.1 At least 48 hours' notice of any College Council meeting must be given unless the College Council decides otherwise or in emergencies.

12.3.2 The notice must specify the business to be transacted. The College Council may only transact business of a routine nature unless notice of any other business has been given either in the notice convening the meeting or in some other notice given at least three days before the meeting.

12.3.3 The decision of the meeting chair as to whether business is routine is conclusive.

12.4 **Quorum**

12.4.1 The quorum for a College Council meeting is a simple majority of the College Councillors entitled to attend and vote. A meeting at which a quorum is present may exercise all powers and discretions of the College Council.

12.4.2 If a College Council meeting is adjourned due to lack of quorum, the meeting chair must set a further date for the adjourned meeting.

12.5 **Meeting chair**

12.5.1 The College Council Chair may chair a College Council meeting.

12.5.2 In the absence of the College Council Chair, the College Council Deputy Chair will chair a Council meeting.

12.5.3 In the absence of the College Council Chair and College Council Deputy Chair, College Councillors may appoint a meeting chair from among their number.

12.6 **Voting**

12.6.1 Each College Councillor present and entitled to vote at a College Council meeting has one vote. Proxy voting and alternate College Councillors are not permitted.

12.6.2 Questions arising at a College Council meeting must be decided by a majority of votes. Such a decision is for all purposes a decision of the College Council.

12.6.3 In the event of an equality of votes the meeting chair does not have a second or casting vote.

12.7 **Use of technology**

The College Council may hold a technology enabled meeting in a wholly virtual format or as a Hybrid Meeting, if:

12.7.1 at least 48 hours' notice is provided to each College Councillor and each College Councillor provides their consent (including standing consent);

12.7.2 all College Councillors (other than any College Councillor on leave of absence) have access to the technology to be used for the meeting; and

12.7.3 those College Councillors participating by technological means can hear, or can hear and read, the communications of all other participating College Councillors.

12.8 **Circulating resolutions of College Council**

12.8.1 A written resolution which has:

(a) been circulated to all College Councillors who are entitled to vote on the resolution, and

(b) which is then signed or approved by technological means by a majority of College Councillors entitled to vote on the resolution

is taken to be a decision of the College Council passed at a College Council meeting convened and held.

12.8.2 The written resolution may consist of:

(a) several documents in the same form, each signed by one or more College Councillors and, such a resolution takes effect when the last College Councillors signs such a document; or

(b) permanent records indicating the identity of each College Councillor, the text of the resolution and the College Councillor's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect when the last College Councillor indicates their approval.

12.9 **Conflicts and personal interests**

12.9.1 A College Councillor who has a material personal interest in a matter that relates to the College Council's affairs must give the other College Councillors written notice.

12.9.2 A College Councillor who has a material personal interest in a matter that is being considered by the College Council must not be present while the matter is being considered, or vote on the matter, unless otherwise permitted under By-laws.

12.10 **Minutes**

12.10.1 The College Council must ensure that minutes of all proceedings of College Council meetings are recorded in a minute book within one month after the relevant meeting is held.

12.10.2 The minutes must be signed by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding meeting.

12.10.3 Minutes entered and signed are prima facie evidence of the proceedings to which they relate.

12.11 **Validity of acts / procedural defects**

12.11.1 A College Council act or decision will not be invalid by reason only of a defect or irregularity in connection with the election or appointment of a College Councillor.

12.11.2 For entered and signed minutes, unless the contrary is proved:

(a) the meeting is deemed to have been convened and held;

(b) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and

(c) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

12.12 **Invitees of the College Council**

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.

13 ADMINISTRATION

13.1 **Change of name**

The Members may change the College's name by special resolution in accordance with the Corporations Act. Such a resolution authorises the Board to update all references to the College's name in this Constitution.

13.2 **Amendment of Constitution**

13.2.1 The Members may amend this Constitution by special resolution in accordance with the Corporations Act and Relevant Laws.

13.2.2 If the College is registered under Relevant Laws, a special resolution under clause 13.2.1 (unless it expressly provides otherwise) does not take effect if it

would cause the College to lose any entitlements to registration under Relevant Laws.

13.3 **Accounts**

The Board must cause:

13.3.1 proper accounting and other records to be kept in accordance with the requirements of the Corporations Act and Relevant Laws, and

13.3.2 financial statements to be made and laid before each annual general meeting as required by the Corporations Act and Relevant Laws.

13.4 **Audits**

A properly qualified auditor must be appointed and the auditor's duties regulated in accordance with the requirements of the Corporations Act and Relevant Laws.

13.5 **Records and inspection**

A Member (other than a Director) is not entitled to inspect any document of the College, except as provided by law or authorised by the Board.

13.6 **Service of notices**

13.6.1 Notices must be in writing and may be given by the College to any Member:

(a) in person;

(b) by sending it by post to the Member at the Member's registered address; or

(c) by sending it to the address, facsimile number, e-mail address or other address supplied for receiving notices.

13.6.2 A notice sent by post is deemed to have been given three Business Days after it was posted. A notice sent by fax, or by other electronic means, is deemed to have been given on the next business day after it was sent.

13.7 **Indemnity of officers**

13.7.1 The College indemnifies current and former Directors, officers of the College as determined under the Corporations Act and College Councillors (**Indemnified Officer**) out of its assets against any Liability incurred by the Indemnified Officer in connection with or arising out of:

(a) the College's affairs or business; or

(b) the Indemnified Officer's conduct or duties,

but only to the extent that:

(c) the Indemnified Officer has not been found by a court of competent jurisdiction (and there is no longer any avenue for appeal) to have acted without good faith;

(d) the College is not precluded by Law from doing so; and

(e) the Liability is not a cost or expense for an unsuccessful application to a Court for relief under the Corporations Act, or the defence of civil or criminal proceedings where judgement is given against the Indemnified Officer or in which the Indemnified Officer is convicted (and, in each case, there is no longer any avenue for appeal).

13.7.2 The College may execute any deed in favour of any Indemnified Officer to provide indemnities to the extent permitted by law.

13.7.3 Clause 13.7.1 applies whether or not any deed is executed under clause 13.7.2.

13.8 **Insurance**

13.8.1 The College may pay or agree to pay premiums for directors and officers insurance to insure Indemnified Officers against any Liability incurred by the Indemnified Officer referred to in clause 13.7.

13.8.2 The College may execute any deed in favour of any Indemnified Officer to take out insurance referred to in clause 13.8.1, on such terms as the Board considers appropriate.

13.9 **Seal**

13.9.1 The Board will determine whether or not the College is to have a seal (known as the common seal) and, if so, will provide for the safe custody of such seal.

13.9.2 The seal, if any, of the College may only be affixed to any instrument with the Board's authority.

13.9.3 The affixing of the seal must be attested by the signatures of persons authorised by the Board for that purpose.

13.10 **Definitions**

In this Constitution:

Authority means a medical board or council or other professional regulatory body approved by the Board for this purpose.

Board means the board of Directors of the College with a quorum to transact business.

Board Appointed Director means a Director appointed to the Board under clause 7.7.

By-laws means by-laws made by the Board under clause 8.5.

Chair means the Director and office bearer under clause 7.13.1(a).

College means the company named on page 1 of this Constitution.

College Council means the body established under clause 11.

College Council Appointed Director means a Director appointed to the Board under clause 7.6.

College Councillor means a person for the time being who performs the role as a member of the College Council for the purposes of clause 11.2.

College Council Chair means the College Councillor and office bearer under clause 11.8.1.

College Council Deputy Chair means the College Councillor and office bearer under clause 11.8.2.

Constitution means this constitution of the College.

Contractor means a person engaged by the College as a contractor.

Corporations Act means the *Corporations Act 2001* (Cth).

Deputy Chair means the Director and office bearer under clause 7.13.1(b).

Director means a person for the time being who performs the role of director of the College for the purposes of clause 7.1.

Electronic Voting means an electronic vote of members (including voting using electronic means, computer-mediated voting and voting via email) conducted in accordance with this Constitution and the By-laws from time to time.

Employee means any person engaged by the College as an employee;

Fellow means a registered specialist medical practitioner who holds a current Fellowship with the College in accordance with the By-laws.

Hybrid Meeting means a meeting held in two or more locations where some or all of the participants' attendance is enabled by audio and video conferencing or similar technology.

Law includes statute, by-law, legislative instrument, rules, standards, proclamation, ordinance or by-law which, by or under statute, bind a person from time to time.

Liability includes cost, charge, loss, damage, expense or penalty.

Member means a person who is a member of the College pursuant to clauses 4 and 5.

Nominations Committee means the committee established by the Board under clause 7.8.

Past President means the person appointed as Past President under clause 7.4.1.

President means the Director elected in accordance with clause 7.2. or clause 7.3.

Purpose has the meaning given in clause 1.

Registrar Director means the Director appointed under clause 7.5.

Relevant Laws means Laws, in effect from time to time, relevant to regulating the registration, reporting or governance obligations of the College and includes without limitation at the date of adoption of this Constitution:

(a) *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (**ACNC Act**);

(b) *Charities Act 2013* (Cth); and

(c) *Income Tax Assessment Act 1997* (Cth).

Representative of a Member means:

(a) a proxy appointed in accordance with clause 6.9;

(b) an attorney of the Member, whose instrument of appointment has been provided to the College;

(c) a representative appointed by an individual Member in accordance with clause 4.3; and

(d) a representative appointed by a body corporate Member in accordance with the Corporations Act,

and includes a Representative appointed on a standing basis.

Secretary means a secretary appointed under clause 8.4.

Unacceptable Conduct means conduct of a Member which, in the reasonable opinion of the Board:

(d) is, has been or will be prejudicial to the College's interests;

(b) is not that of a fit and proper person or a person of good fame and character;

(c) is unbecoming of Members;

(d) breaches any code of conduct established by the Board under By-laws; or

(e) is conduct similar to the above which is set out in By-laws.

13.11 **Interpretation rules**

Unless the contrary intention appears in this Constitution:

13.11.1 words importing the singular include the plural, and words importing the plural include the singular;

13.11.2 words importing a gender include every other gender;

13.11.3 words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);

13.11.4 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

13.11.5 headings and bold text are for convenience only and do not affect its interpretation; and

13.11.6 a Member is to be taken to be present at a general meeting if the Member is present in person or by Representative, or present by electronic means such as by video conference, and/or attending a wholly virtual or Hybrid Meeting in the manner permitted by the notice of the meeting.

13.12 **Interpretation subject to Corporations Act and Relevant Laws**

13.12.1 This Constitution is to be interpreted subject to the Corporations Act and Relevant Laws. If there is any inconsistency, Relevant Laws prevail.

13.12.2 To the extent that Relevant Laws require this Constitution to include provisions so that the College can hold a registration or exemption status, those provisions are taken to form part of this Constitution.

13.12.3 Provisions which are optional replaceable rules under the Corporations Act do not apply to the College.

13.13 Transition provisions

13.13.1 The President whose term finishes at the AGM at which this Constitution is adopted will commence a one-year term as Past President, commencing at the end of the AGM at which the Constitution is adopted, as if appointed under clause 7.4.1.

13.13.2 Where a Member's class changes following adoption of this Constitution, the College may continue to refer to that Member as being in the Member's previous class until such time as necessary administrative changes are made. This will not affect the rights of that Member under this Constitution, including under clause 4.3.5.

13.13.3 College Councillors appointed at the time of the adoption of this Constitution remain in their positions as if they were appointed under this Constitution. For avoidance of doubt, if a Councillor was appointed to a casual vacancy, that person remains in the position for the balance of the term of the College Councillor whose vacancy is being filled.

13.13.4 Despite any other provision of this Constitution, any determination of director remuneration made by the Board for the financial year in which the Constitution is adopted continues in force until the conclusion of that financial year, unless Members determine otherwise.