



## **Constitution of the Royal Australian and New Zealand College of Psychiatrists**

**ABN 68 000 439 047**

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# Constitution of the Royal Australian and New Zealand College of Psychiatrists

## A Company Limited by Guarantee

ABN 68 000 439 047

### 1 DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In this Constitution:

‘**Act**’ means the *Corporations Act 2001* (Cth);

‘**ACNC**’ means the Australian Charities and Not-for-profits Commission;

‘**Affiliate**’ means a Member admitted pursuant to Article 3.5;

‘**Annual General Meeting**’ means the annual general meeting of the College held in accordance with this Constitution, the Act and/or the ACNC;

‘**Appointed Director**’ has the meaning given to that term in Article 9.1;

‘**Article**’ means an article of this Constitution;

‘**Associate**’ means a Member admitted pursuant to Article 3.4;

‘**Authority**’ has the meaning given to that term in Article 5.1.2(c);

‘**Board**’ means the board of the College established under this Constitution, each member of which shall be a Director of the College;

‘**Branch**’ means a branch of the College established under Article 16;

‘**Branch Committee**’ means Management Committee for the Branch;

‘**Business Day**’ means a day that is not a Saturday, Sunday, public holiday or bank holiday in the city where the Office is located;

‘**Business Hours**’ means the hours of 9.00am to 5.00pm on a Business Day;

‘**Casual Vacancy**’ means any vacancy on the Board caused otherwise than by the retirement of a Director at the end of his or her term;

‘**Chief Executive Officer**’ means the person appointed pursuant to Article 17.1;

‘**College**’ means The Royal Australian and New Zealand College of Psychiatrists constituted as a company limited by guarantee under this Constitution;

‘**Committee**’ means a committee, howsoever named, established by the Board pursuant to Article 14;

‘**Company Secretary**’ means the person appointed by the Board pursuant to Article 17.2 to perform the duties of the Company Secretary for the purposes of the Corporations Act;

‘**Constitution**’ means this Constitution of the College as amended from time to time;

**'Director'** means any person occupying the position of Director of the College, including the President and the President Elect;

**'Elected Director'** means a Director pursuant to Article 9.1.3;

**'Faculty'** means a faculty of the College established pursuant to Article 15;

**'Fellow'** means a Member, who holds Fellowship of the College pursuant to Article 3.3;

**'Finding of Professional Misconduct'** means a finding or findings of professional misconduct by a registration body or statutory authority responsible for making findings in relation to the conduct of medical practitioners, and includes a finding by such bodies of infamous conduct in a professional respect, unsatisfactory professional conduct or other similar findings;

**'General Meeting'** means annual general meetings and other general meetings of the members of the College;

**'Honorary Fellow'** means a Member, who holds Honorary Fellowship pursuant to Article 3.6;

**'International Corresponding Member'** means a Member admitted pursuant to Article 3.7;

**'Material Personal Interest'** has the same meaning as set out in the Corporations Act;

**'Member'** means any person for the time being admitted to Membership of the College pursuant to Article 3, and **'Membership'** shall be construed accordingly;

**'Membership Financial Year'** means the Membership financial year of the College, from 1 January to 31 December;

**'Members' Advisory Council'** means the advisory council established pursuant to Article 13 to advise the Board;

**'Notice'** means a notice given in accordance with Article 21;

**'Office'** means the registered office for the time being of the College;

**'Office Bearer'** means a person holding the office of President or President Elect;

**'President'** means the person for the time being elected to that office pursuant to Article 9.1.1;

**'President Elect'** means the person for the time being elected to the office of President Elect pursuant to Article 9.1.2 or Acting President Elect, as the case may be;

**'Register'** means the Register of Members maintained in accordance with Article 3.9;

**'Regulation'** means a regulation made by the Board in accordance with this Constitution;

**'Remote Ballot'** means a vote pursuant to Article 7.9 of the Members eligible to vote at a General Meeting;

**'Seal'** means the common seal of the College;

**'Section'** means a section of the College established pursuant to Article 15.3;

**'Terms of Reference'** has the meaning given to it in Article 14; and

**'Year'** for the purposes of Articles dealing with elections or appointments means the period of a year or years commencing from assumption of an office, and includes the period up to and including the Annual General Meeting at which retirement from that office occurs.

## **1.2 References to the Act**

Unless the context otherwise requires, a reference to:

- 1.2.1 the Act includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; and
- 1.2.2 a section of the Act includes any corresponding section for the time being in force.

## **1.3 Presumptions of Interpretation**

Unless the context otherwise requires, a word which denotes:

- 1.3.1 the singular includes the plural and vice versa;
- 1.3.2 a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and
- 1.3.3 a Notice includes any consent, publication or other written communication.

## **1.4 Application of the Act**

Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

## **1.5 Headings**

Headings do not affect the interpretation of this Constitution.

## **1.6 Replaceable Rules**

The replaceable rules in the Act do not apply.

# **2 PURPOSES AND POWERS**

## **2.1 Purposes**

The purposes of the College are to:

- 2.1.1 promote and encourage the study, research and advancement of the science and practice of psychiatry;
- 2.1.2 promote excellence in healthcare services for patients, and their families and carers, and cultivate and encourage high principles of practice, ethics and professional integrity in relation to psychiatric practice, education, assessment, training and research;
- 2.1.3 determine and maintain professional standards for the practice of psychiatry in Australia and New Zealand;

- 2.1.4 promote and sustain a bi-national approach to psychiatric affairs in Australia and New Zealand;
- 2.1.5 advocate on any issue which affects the ability of Members to meet their responsibilities to patients and to the community;
- 2.1.6 admit to Membership of the College such persons as shall be eligible in accordance with this Constitution;
- 2.1.7 establish the status of Fellowship of the College and to admit appropriately qualified Members of the College to that status;
- 2.1.8 conduct and support programs of training and education leading to the issue of a certificate, diploma, or other certification attesting to the attainment or maintenance of appropriate levels of skills, knowledge and competencies commensurate with specialist and sub-specialist practice in psychiatry in Australia and New Zealand;
- 2.1.9 disseminate information and advise on any course of study and training designed to promote and ensure the fitness of persons who wish to qualify for recognition by the College;
- 2.1.10 conduct and co-ordinate examinations and other assessment processes and to grant registered medical practitioners recognition of special knowledge in psychiatry, either alone or in co-operation with other relevant bodies or institutions;
- 2.1.11 award certificates, diplomas or other forms of certification evidencing a standard of attainment of specialised knowledge and competencies in the discipline of psychiatry and related subjects;
- 2.1.12 hold or sponsor meetings, lectures, seminars symposia or conferences, within or outside of Australia and New Zealand, to promote understanding in psychiatry and related subjects and professional relations among Members of the College, members of other health professions and the community in general;
- 2.1.13 facilitate the advancement of specialist and sub-specialist medical education and training through the conduct of projects and research;
- 2.1.14 ensure Members undertake continuous professional improvement and participate in effective, ongoing professional development activities;
- 2.1.15 foster and promote cooperation and association with organizations which have objectives similar to the College in Australia and New Zealand as well as in the wider international arena, including Asia and the Pacific Region;
- 2.1.16 advance public education and awareness of the science and practice of psychiatry and the health and welfare of patients and their families;
- 2.1.17 provide authoritative advice, information and opinion to other professional organisations, to governments and to the general public in respect of the practice of psychiatry and mental health;
- 2.1.18 work with governments and other relevant organisations, and consumers and carers to achieve the provision of adequate, well qualified, experienced and capable psychiatric workforces in Australia and New Zealand and to improve public health services;

- 2.1.19 encourage mental health programs concerned with:
- (a) the promotion of health and the prevention of disability and disease;
  - (b) the early detection of mental health problems, disabilities, disease and other abnormal states; and
  - (c) the enhancement of high quality psychiatric care;
- 2.1.20 facilitate psychiatric and mental health education to developing nations;
- 2.1.21 monitor issues affecting the interests of the College or the professional interests of its Members and to take all such actions as may be deemed necessary or expedient for the protection of those interests;
- 2.1.22 lobby government and make submissions in support of the interests of Members;
- 2.1.23 obtain, support, promote or oppose the enactment or repeal of any statute, statutory rule, regulation, order, instrument, licence, privilege, exemption or authority as may seem to the College expedient in its interests or the interests of its Members; and
- 2.1.24 provide support to Members to assist them in establishing and maintaining an appropriate work/life balance and to meet effectively the challenges of their professional life.

## **2.2 Powers**

In pursuit of the achievement of its purposes, the College may:

- 2.2.1 provide, establish, support and maintain buildings, offices, libraries, lecture halls and research facilities with all requisite equipment for the benefit of Members of the College and psychiatrists in general and to facilitate the effective operation of the College and the achievement of its purposes;
- 2.2.2 publish periodically journals, books or and other communications dealing with the science and practice of psychiatry and related subjects;
- 2.2.3 encourage research in psychiatry and related subjects by grants, scholarships, fellowships, prizes and awards;
- 2.2.4 at its discretion, accept any gift, endowment or bequest made to the College generally or for the purpose of any specific purpose and to carry out any trusts attached to any such gift, endowment or bequest;
- 2.2.5 execute any trusts which are in the interests of the College or psychiatrists in general;
- 2.2.6 consider all issues relevant to the interests of the College, including any legislative or other measures concerned with psychiatry as are directly or indirectly related to the interests of the College or its Members;
- 2.2.7 confer or correspond with any association, institution, society, body or individual, whether incorporated or not, in relation to any of the purposes of the College or on any other matter of interest to its Members;

- 2.2.8 establish and support or aid in the establishment and support of any charitable or benevolent association or institution connected with the purposes of the College or calculated to further its purposes, provided that the College shall not amalgamate with any association, society, institution or body unless it shall prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the College under Article 12;
- 2.2.9 establish rules for Membership of the College and maintain a register of Members of the College;
- 2.2.10 make, rescind or alter Regulations, being consistent with any applicable law or with the Constitution as amended from time to time, for the regulation of the affairs of the College;
- 2.2.11 borrow any monies required for the purposes of the College upon such security as may be determined and to make, accept and endorse promissory notes, bills of exchange and other negotiable instruments;
- 2.2.12 invest and deal with the moneys of the College not immediately required for any of its purposes in such manner as may from time to time be determined;
- 2.2.13 employ and dismiss officers and employees, whether professional or otherwise, whose employment may be necessary or conducive to the furtherance of the purposes of the College and to pay to such persons any salaries, wages, fees or emoluments as shall be appropriate; and
- 2.2.14 do all such other things as are incidental or conducive to the attainment of the above purposes, and to exercise any powers that the College has by having the legal capacity of a natural person, including performing any act or function which it is authorised to do by any law.

### **3 MEMBERSHIP OF THE COLLEGE**

#### **3.1 Members**

The Members of the College shall be:

- 3.1.1 all persons who were Members of the College on the date of adoption of this Constitution; and
- 3.1.2 any other person admitted to Membership in accordance with this Constitution from time to time,

until such time as they cease to be a Member.

#### **3.2 Classes of Membership**

- 3.2.1 Members of the College shall comprise:
  - (a) Fellows (as voting Members),
 and certain other categories (as non-voting Members) being:
  - (b) Affiliates;
  - (c) Associates;



- (d) Honorary Fellows;
- (e) International Corresponding Members;

and any such other categories, classes or subclasses determined by the Board with such rights and privileges as may be specified in Regulations.

3.2.2 All Members agree to be bound by this Constitution and any Regulations.

### **3.3 Fellows**

- 3.3.1 The Board may admit to Fellowship of the College such registered medical practitioners as have completed training prescribed or approved by the Board pursuant to Regulations.
- 3.3.2 Upon admission to Fellowship, the College shall immediately send to the candidate written notice of the candidate's admission. Admission to Fellowship takes effect only upon payment of the prescribed fee.
- 3.3.3 The Board may grant Fellowship for life, pursuant to Regulations, to a Fellow of the College who formally declares that he/she has completely and permanently retired from practice as a specialist psychiatrist. A retired Fellow thus granted shall have the same powers, privileges and liabilities as a Fellow but shall not be required to pay any annual subscription or other fee and shall be exempt from any professional development requirements.
- 3.3.4 Fellows shall be entitled to attend, speak and vote at General Meetings.

### **3.4 Associates**

- 3.4.1 The Board may admit as an Associate any registered medical practitioner who is undertaking College accredited training and provides satisfactory evidence of continuing that training in accordance with Regulations. Admission to Associate Membership takes effect only upon payment of the prescribed fee.
- 3.4.2 An Associate shall be entitled to attend and speak but shall not be entitled to vote at General Meetings.

### **3.5 Affiliates**

- 3.5.1 The Board may admit as an Affiliate such registered medical practitioners without further examination, who have such higher qualifications and meet such other criteria as may be determined by the Board in accordance with Regulations. Affiliate Membership takes effect only upon payment of the prescribed fee.
- 3.5.2 An Affiliate shall be entitled to attend and speak but shall not be entitled to vote at General Meetings.

### **3.6 Honorary Fellows**

- 3.6.1 The Board may in its sole discretion elect as Honorary Fellows such persons who meet prescribed criteria as may be determined by the Board in accordance with Regulations.

- 3.6.2 An Honorary Fellow shall have the same powers, privileges and liabilities as a Fellow, except that an Honorary Fellow shall not be required to pay any annual subscription or other fee or to satisfy the College's professional development requirements.
- 3.6.3 An Honorary Fellow shall be entitled to attend and speak but shall not be entitled to vote at General Meetings.

### **3.7 International Corresponding Members**

- 3.7.1 The Board may admit as an International Corresponding Member such registered medical practitioners without further examination, who reside outside of Australia and New Zealand and who have such higher qualifications and meet such other criteria as may be determined by the Board in accordance with Regulations. International Corresponding Membership takes effect only upon payment of the prescribed fee.
- 3.7.2 An International Corresponding Member shall be entitled to attend and speak but shall not be entitled to vote at General Meetings.

### **3.8 Right to Refuse Membership**

The Board has the absolute right to refuse to admit to Membership any person without giving any reason for that decision.

### **3.9 Register of Members**

- 3.9.1 The College shall maintain an up-to-date Register of all persons admitted to membership of the College.
- 3.9.2 Each Member must promptly give the College written notice of any change in their qualification to be or remain a Member, and otherwise give the College details of any change concerning the Member's details kept in the Register, within one month after the change.
- 3.9.3 The College may amend the Register to correct any error or mis-description of which the Board becomes aware.

## **4 MEMBERSHIP SUBSCRIPTIONS**

### **4.1 College to Determine Fees**

- 4.1.1 The Board shall from time to time determine the fees and annual subscriptions payable by Members of the College.
- 4.1.2 The Board may, in its absolute discretion as it sees fit:
- (a) prescribe different fees and annual subscriptions for Members within the same category of Membership;
  - (b) vary or waive fees and subscriptions;
  - (c) prescribe pro-rata fees and subscriptions for part-year Memberships; and
  - (d) prescribe the payment or refund of the difference in fees and subscriptions for membership class changes.

- 4.1.3 All annual subscriptions shall become due and payable in advance on 1 January in each year or any other later date determined by the Board.
- 4.1.4 The Board may require Members to pay fees, charges and interest in respect of any late or overdue subscriptions.

## 4.2 Subscription Fee Exemptions

- 4.2.1 Honorary Fellows, Members holding a Fellowship for life (granted pursuant to Article 3.3.3, or Members granted exemption under Article 4.2.2), shall not be required to pay annual subscriptions.
- 4.2.2 The Board may grant exemption from the payment of annual subscriptions, in favour of Fellows:
- (a) who have attained the age of 65 years and held Fellowship of the College for at least 30 years; or
  - (b) who qualify for a reduction in whole or in part due to personal circumstances.

## 4.3 Unpaid Fees

If the subscription of a Member is unpaid for a period of twelve calendar months after it becomes due, the Board may, except if it resolves otherwise in the circumstances, cease the individual's Membership of the College at which point the Member shall lose all rights and privileges of Membership. The Board may, if it thinks fit, reinstate the Member, in accordance with Regulations.

## 5 CIRCUMSTANCES AFFECTING MEMBERSHIP

### 5.1 Automatic Cessation of Membership

- 5.1.1 For the purposes of this Article 5, Members shall include Fellows, Associates, Affiliates and International Corresponding Members, unless the context otherwise requires.
- 5.1.2 Subject to this Constitution, the Membership of any Member ceases if:
- (a) the Member delivers to the College a written notice of resignation as a Member of the College;
  - (b) the Member dies; or
  - (c) the Member's name is removed from the register of any medical or professional authority recognised by the Board ('**Authority**').
- 5.1.3 A Member's cessation or resignation takes effect from the date the College becomes aware of any of the circumstances referred to in Article 5.1.2, or in the case of a resignation on any later date stated in the notice referred to in Article 5.1.2(a).
- 5.1.4 Article 5.1.2(c) shall not apply to any Member whose name is removed from the register of an Authority where the reason for that removal is that the Member has retired from practice and as a consequence is not participating in relevant professional development activities.

## 5.2 Membership Determinations by Resolution

- 5.2.1 The Board may at any time cease or suspend the Membership of a Member, or warn, counsel or censure a Member in accordance with Regulations, if the Member:
- (a) ceases to be eligible for admission to Membership of the College;
  - (b) refuses or neglects to comply with the provisions of this Constitution or the Regulations;
  - (c) engages in conduct which in the opinion of the Board is unbecoming of Members or is prejudicial to the interests of the College;
  - (d) has any condition or restriction imposed on his / her right to practise by an Authority;
  - (e) is suspended from practice by an Authority pending a determination by an Authority whether for disciplinary or other reasons;
  - (f) has a Finding of Professional Misconduct recorded against them;
  - (g) is found guilty by a Court of a criminal offence;
  - (h) becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability;
  - (i) fails to pay any debt due to the College for a period of twelve calendar months after the due date for payment;
  - (j) fails to satisfy any regulated requirements of the College;
  - (k) becomes untraceable because the Member has ceased to reside at, attend or otherwise communicate with his or her address as recorded on the Register;  
or
  - (l) any other purpose as determined by the Board.
- 5.2.2 For the purposes of this Article 5, a Member shall not be deemed to have ceased to be eligible for Membership by reason of the fact that the Member has ceased to practice psychiatry.
- 5.2.3 A decision of the Board to cease a person's Membership is subject to appeal in accordance with Regulations.

## 5.3 General

- 5.3.1 Subject to this Constitution, the Board may make Regulations delegating any of the powers, processes, functions and procedures described under this Article 5, and any matters incidental or pertaining to them to one or more Committees.
- 5.3.2 A person whose Membership has been ceased pursuant to Article 5.1 or 5.2 may have their Membership reinstated at the discretion of the Board upon such terms or conditions as the Board may in its absolute discretion determine.

## **5.4 Consequence of Cessation of Membership**

- 5.4.1 Any person whose Membership of the College ceases for any reason in accordance with this Constitution:
- (a) shall cease to be entitled to any of the rights and privileges of a Member;
  - (b) may be required to return his / her Membership Certificate(s) to the College within 14 days of receiving notice of the termination of the person's Membership of the College; and
  - (c) must not represent that he or she is a Member of the College or use the post-nominals 'FRANZCP' or other post-nominal or nomenclature of the College.
- 5.4.2 The College shall record the date on which a person ceases to be a Member in the Register.
- 5.4.3 The Board may in its absolute discretion give notice or publish to the public generally or to any professional body or organisation the fact that any person has ceased to be a Member of the College.

## **5.5 Consequence of Suspension of Membership**

- 5.5.1 Any person whose Membership of the College is suspended for any reason in accordance with this Constitution:
- (a) shall have limited rights and privileges of a Member;
  - (b) shall comply with the requirements placed on the Member.
- 5.5.2 The College shall record the date on which a Member is suspended in the Register.
- 5.5.3 The Board may in its absolute discretion give notice to the public generally or to any professional body or organisation the fact that any person has been suspended as a Member of the College.

## **5.6 Continuing Obligations**

- 5.6.1 Any person who ceases to be a Member of the College shall forfeit all the rights and privileges of Membership and shall have no rights in or claim upon the College for the property or funds of the College except as a creditor.
- 5.6.2 Cessation of Membership for any reason does not affect the liabilities and obligations of a Member (whether they arise under this Constitution or otherwise) existing at the date of cessation or which arise or become known after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- 5.6.3 Without limiting Article 5.6.1, cessation of Membership does not relieve a Member from any obligation to pay any Membership subscriptions payable on or before the Membership cessation date.
- 5.6.4 No former Member of the College is eligible for readmission until all arrears of subscriptions, plus any fees, charges and interest, if any, due to the College at the date when his or her former Membership ceased are paid.

## 6 GENERAL MEETINGS OF THE COLLEGE

### 6.1 Annual General Meeting

- 6.1.1 An Annual General Meeting of the Members must be held at least once in every calendar year and in accordance with the Act.
- 6.1.2 Subject to Article 6.1.1, the Board shall determine the time and the place of the Annual General Meeting.

### 6.2 Calling Meetings of Members

- 6.2.1 The Board may at any time call a General Meeting of Members.
- 6.2.2 The Board must call a General Meeting of the College if required by the Act or if the College receives a written request (**'Members' Requisition'**) from the lesser of:
  - (a) at least 5% of Members who are entitled to vote at a General Meeting; and
  - (b) at least 100 Members who are entitled to vote at a General Meeting.
- 6.2.3 To be valid, a Members' Requisition must state the resolutions to be proposed at the General Meeting and be signed by all Members making the request.
- 6.2.4 On receiving a valid Members' Requisition:
  - (a) the Board must call a General Meeting within 28 days of the request being received; and
  - (b) the General Meeting must be held within 2 calendar months of the request being received.
- 6.2.5 If the Board fails to comply with Article 6.2.4 then Members not being less than 50% of Members who made the Members' Requisition, may call and arrange to hold a General Meeting. The meeting must be called in the same way, so far is possible, in which General Meetings of the College may be called and held by the Board. For calling the General Meeting, the Board shall provide the requisitioning Members with a copy of the Register and the College must pay the Requisitioning Members' reasonable expenses in calling and holding the requisitioned General Meeting.
- 6.2.6 The Board may, whenever it thinks fit, postpone holding a General Meeting for not more than 35 clear days after the date for which it was originally called and may cancel or change the venue for a General Meeting if the Board considers that the meeting has become unnecessary or the venue has become unreasonable or impracticable or a change has become necessary in the interests of conducting a meeting efficiently.
- 6.2.7 Notwithstanding Article 6.2.6, a meeting which is called pursuant to a Members' Requisition may not be postponed or cancelled without the prior written consent of the Members who requisitioned the meeting.
- 6.2.8 When a meeting is postponed (as distinct from being adjourned), the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting was being called for the date to which the original meeting is postponed.

- 6.2.9 When a meeting is cancelled or the venue for it is changed notice of the cancellation or the change of venue must be given to persons entitled to receive notice of the meeting before the date of the meeting which is cancelled or the venue for which is changed.

### **6.3 Notice Requirements**

- 6.3.1 At least 28 days notice must be given of a General Meeting unless the Act permits shorter notice.
- 6.3.2 Subject to Article 6.3.1, a notice of a General Meeting must:
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
  - (b) state the general nature of the business to be transacted at the meeting; and
  - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
  - (d) if a Member is entitled to appoint a proxy, contain a statement setting out:
    - (i) that the Member has a right to appoint a proxy; and
    - (ii) that the proxy must be a Fellow of the College.
- 6.3.3 The accidental omission to give notice of a General Meeting or the non-receipt of a notice by a person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings or any resolution passed at the meeting.
- 6.3.4 A person may waive notice of any General Meeting by written notice to the Company Secretary.
- 6.3.5 A person's attendance at a General Meeting waives any objection that person may have to a failure to give notice to, or the giving of a defective notice of, the meeting.

## **7 PROCEDURE AT A GENERAL MEETING**

### **7.1 Business of the Annual General Meeting**

The business of the Annual General Meeting is:

- 7.1.1 to receive and consider the report of the Board;
- 7.1.2 to receive and consider the annual financial report, President's report and the auditor's report;
- 7.1.3 to consider any proposed alteration of the Constitution;
- 7.1.4 to declare the result of the Remote Ballots for the election of the President Elect and Elected Directors;
- 7.1.5 to appoint an auditor, if necessary; and

- 7.1.6 to transact any other business which ought to be transacted at an Annual General Meeting.

## **7.2 Quorum at a General Meeting**

- 7.2.1 Business may not be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and while business is being conducted.
- 7.2.2 Except as otherwise set out in this Constitution, 20 Members present in person and entitled to vote at a General Meeting is a quorum.
- 7.2.3 If a quorum is not present within 15 minutes of the time appointed for a General Meeting, or such longer period allowed by the Chairperson, the meeting shall stand adjourned to the following day at the same time and place, or to another day and at another time and place determined by the Chairperson.
- 7.2.4 At an adjourned meeting, if a quorum is not present within 15 minutes of the time appointed for the meeting, the Members present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 7.2.5 Members may participate in any General Meeting remotely by electronic means in accordance with the Act.

## **7.3 Chairperson**

- 7.3.1 A General Meeting shall be chaired by:
- (a) the President; or
  - (b) if the President is absent or unable or unwilling to act, the President Elect; or
  - (c) if the President Elect is absent or unable or unwilling to act, a Fellow elected by the Fellows present.
- 7.3.2 Subject to this Constitution, the Chairperson's ruling on all matters relating to the order of business and the procedure and conduct of a General Meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the Chairperson may be moved.

## **7.4 Adjournment of Meetings**

- 7.4.1 The Chairperson may, with the consent of any General Meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting to another time and to another place.
- 7.4.2 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.
- 7.4.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.



## **7.5 Voting**

- 7.5.1 At a General Meeting a resolution put to the vote of the meeting is decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded.
- 7.5.2 Subject to this Constitution, every Fellow present in person has one vote on a show of hands and every Fellow present in person or by proxy has one vote on a ballot.
- 7.5.3 If there is an equality of votes, whether on a show of hands or on a ballot, the Chairperson has a casting vote in addition to the Chairperson's deliberative vote.
- 7.5.4 An objection to the qualification of a voter must be referred to the Chairperson who must rule on the objection before a vote is taken.
- 7.5.5 If a ballot is not duly demanded, a declaration by the Chairperson that on a show of hands a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect is made in the book containing the minutes of the General Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

## **7.6 Conduct of a Ballot**

- 7.6.1 A ballot may not be taken on the election of a Chairperson or on a question of adjournment.
- 7.6.2 A ballot may be demanded by:
  - (a) the Chairperson; or
  - (b) any five Members who are present in person or by proxy and who are entitled to vote.
- 7.6.3 The demand for a ballot may be withdrawn.
- 7.6.4 The demand for a ballot does not prevent the continuance of a meeting for the transaction of business other than the question on which the ballot is demanded.
- 7.6.5 If a ballot is duly demanded, it must be taken in the manner and at such time as the Chairperson directs. The result of the ballot is the resolution of the meeting on the question concerned.

## **7.7 Proxies**

- 7.7.1 A document appointing a proxy (which for the purposes of this Constitution includes a power of attorney of a Member appointing another Member to vote on the first mentioned Member's behalf) may be in the form issued with the notice of the meeting or in a common or usual form approved by the Board.
- 7.7.2 Only a Fellow may be appointed as a proxy.
- 7.7.3 A document appointing a proxy may specify the manner in which the proxy is to vote. The proxy is not entitled to vote on the resolution other than as specified in the document (if any).

- 7.7.4 The document appointing a proxy and any power of attorney or other authority (if any) under which the proxy is signed (or a copy of that power or authority certified to be a true copy by a legal practitioner or justice of the peace) must be given (and may be given by facsimile or electronic means) to the Company Secretary at the Office, or at another place specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- 7.7.5 A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one or more of the following events if no notice in writing of any of those events has been received by the Company Secretary at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
- (a) the death or unsoundness of mind of the principal; or
  - (b) the revocation of the instrument or of the authority under which the instrument was executed; or
  - (c) the termination of Membership of the principal.

## 7.8 Eligibility to Attend

No Member is entitled to:

- 7.8.1 be present;
- 7.8.2 vote on any question either personally or by proxy;
- 7.8.3 vote as a proxy for another Fellow;
- 7.8.4 be reckoned in a quorum

at any General Meeting if his or her annual Membership subscription remains unpaid beyond the due date by more than twelve months.

## 7.9 Remote Ballot

- 7.9.1 In respect of:
- (a) any business which may be validly considered at a General Meeting pursuant to this Constitution, the Board may (in lieu of a General Meeting); and
  - (b) the election of the President Elect and Elected Directors the Board must, conduct a postal or electronic ballot of Members entitled to vote (in this Constitution referred to as a '**Remote Ballot**').
- 7.9.2 At least thirty days prior to the closing date of a Remote Ballot, the College shall send to all Members entitled to vote, ballot papers in written or electronic form, as the case may be, giving particulars of the business in relation to which the Remote Ballot is conducted, an explanation of the method of voting and ballot papers (all in a form and with such content as the Board may approve) and shall give all Members notice of the closing date of the Remote Ballot.

- 7.9.3 The College shall receive all ballot papers from Members in respect of a Remote Ballot and shall promptly advise the Board of the result of the Remote Ballot. Any ballot paper received by the College after 1700 hours on the closing date of a Remote Ballot shall be deemed to be invalid and not be counted.
- 7.9.4 In the event of an equal number of votes in respect of any business for which a Remote Ballot is conducted, the President shall have a second or casting vote.
- 7.9.5 In all other respects, subject to this Constitution, the Board shall determine any other procedures or matters in relation to the conduct of any Remote Ballot and shall have power to make Regulations for that purpose.
- 7.9.6 In the event of a Member disputing the validity or conduct of any Remote Ballot, such Member shall within 30 days of the closing date of such Remote Ballot, give notice in writing to the Board stating the grounds of his or her complaint. On receiving such notice the Board shall either investigate the matter itself or delegate this function to a Committee for the purpose of investigating the matter. On the investigations concluding the Board shall determine the matter and its decision shall be final.

## **8 BOARD OF THE COLLEGE**

### **8.1 Govern the College**

- 8.1.1 The business of the College shall be governed by the Board which may exercise all powers of the College as are not, by the Act or by this Constitution, required to be exercised by the College in a General Meeting. No resolution made by the College shall invalidate any prior act of the Board which would otherwise have been valid.
- 8.1.2 The Board shall invest the funds of the College not immediately required for the purposes of the College in any one or more of the modes of investment from time to time authorised by law for the investment of trust funds.
- 8.1.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed as the Board determines.
- 8.1.4 Without limiting Article 8.1.2, the Board may exercise all the powers of the College to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

### **8.2 Power to Delegate**

- 8.2.1 The Board may delegate any of its powers (other than that of delegation) to any person or Committee.
- 8.2.2 The Board may revoke any delegation of its powers by ordinary resolution.
- 8.2.3 Any Committee exercising the delegated power of the Board shall comply with all Regulations and any conditions or limitations that may be imposed by the Board.

### 8.3 Regulations

- 8.3.1 The Board shall have power from time to time to make, amend and repeal all such Regulations as it deems necessary or desirable for the proper conduct and management of the College, the regulation of its affairs and the furtherance of its objectives.
- 8.3.2 No Regulation shall be inconsistent with, nor shall it affect the repeal or modification of, anything contained in this Constitution.
- 8.3.3 Without in any way limiting the power of the Board under Article 8.3.1, the Board may make, amend and repeal Regulations in relation to:
- (a) procedural matters in relation to application for all classes of Membership of the College (whether by way of examination, election or otherwise);
  - (b) entrance fees, admission, annual subscriptions and other fees payable by all classes of Membership of the College;
  - (c) rights and privileges to be accorded to all classes of Membership of the College;
  - (d) academic dress to be worn by Office Bearers or other Members of the College;
  - (e) the establishment, regulation, administration and dissolution of Faculties, Sections or Branches of the College or other groups of Members, whether such groups have a regional basis or otherwise and in relation to any office bearers of such groups;
  - (f) the conduct of courses of training, study and/or examinations for admission to Membership or Fellowship or for other diplomas or certificates of the College or otherwise, including prescribing fees pertaining to such courses of study and/or examinations;
  - (g) the nomination and election of Office Bearers and Elected Directors and the nomination and appointment of Appointed Directors of the College;
  - (h) the conduct of Remote Ballots of Members of the College;
  - (i) the membership, purpose and proceedings of Committees established by the Board;
  - (j) the terms and conditions for renewal or reinstatement of Fellowship and re-admission to Fellowship and any professional development requirements adopted by the Board;
  - (k) the discipline of, and sanctions applicable to Fellows, Associates and Affiliates, including, counselling, reprimand, cessation or expulsion; and
  - (l) the discipline of, and sanctions applicable to trainees, including, suspension, counselling, reprimand, cessation or expulsion.
- 8.3.4 All Regulations shall be binding upon all Members and the Board and have the same effect as this Constitution. A record of all Regulations shall be kept as deemed appropriate by the Board.

## 8.4 Representations by the College

- 8.4.1 The President or the Board may authorise any Committee or individual to represent the College before any government or governmental body or committee or to make statements or express views on behalf of the College. The authority may be given generally or for a specific situation and may be given on such conditions as the President or Board thinks fit.
- 8.4.2 Unless duly authorised to do so under this Article 8.4, no Member may make any statement or express any view which purports to be a statement or view of the College or as having been made or expressed on behalf of or with the concurrence of the College.

## 9 BOARD AND DIRECTORS

### 9.1 Composition of the Board

The Board shall consist of a minimum of seven Fellows of the College, one of whom must be from New Zealand and one of whom must be from Australia, being:

- 9.1.1 the President being a Director determined in accordance with Articles 9.4.1 and 9.4.2;
- 9.1.2 the President Elect being a Director elected by and from the Fellows in accordance with Article 9.3.1;
- 9.1.3 a minimum of five Elected Directors elected by and from the Fellows in accordance with Article 9.3.2,

together with up to two additional Directors which may be appointed by the Board to fill identified skill gaps in accordance with Article 9.3.3 ('**Appointed Directors**').

### 9.2 Right to attend meetings

Any Director shall be entitled to attend and speak at all meetings of the College, the Board and all other committees and bodies of the College.

### 9.3 Procedure for the Election and Appointment of Directors

#### 9.3.1 President Elect

- (a) The President Elect shall be elected in accordance with Regulations by and from the Fellows of the College by Remote Ballot so that the result of the election can be declared at alternate Annual General Meetings.
- (b) Upon election, the President Elect shall assume office at the conclusion of the Annual General Meeting in the year in which they were declared elected and shall, at that time, cease to hold any other committee positions where the Regulations do not allow the committee position to be held by an Office Bearer (but excluding where this Constitution or the Regulations grant the Office Bearer an ex-officio right to attend or vote on that committee).
- (c) A person is not eligible to be elected as the President Elect or to fill a Casual Vacancy in the office of the President Elect, Acting President Elect or the President after he or she has served as the President of the College.

- (d) If a Casual Vacancy in the office of President Elect arises other than as a result of a Casual Vacancy in the office of the President, the Casual Vacancy in the office of President Elect shall be filled by election in accordance with Regulations.
- (e) If a Casual Vacancy in the office of President Elect arises because the President Elect filled a Casual Vacancy in the office of the President, then the Casual Vacancy in the office of President Elect shall be filled by election of an Acting President Elect in accordance with Regulations.

### **9.3.2 Elected Directors**

- (a) Elected Directors shall be elected in accordance with Regulations by and from the Fellows of the College by Remote Ballot so that the result of the election can be declared at the Annual General Meeting.
- (b) Upon election under this Article 9.3.2, the Elected Directors shall assume office at the conclusion of the Annual General Meeting in the year in which they were declared elected and shall, at that time, cease to be a member of the Members' Advisory Council if they held that position immediately prior to their election. They shall, at that time, cease to hold any other committee positions where the Regulations do not allow the committee position to be held by a Director (but excluding where this Constitution or the Regulations grant the Director an ex-officio right to attend or vote on that committee).

### **9.3.3 Appointed Directors**

- (a) The Board may, at any time, decide to appoint up to a maximum of two additional Directors who need not be a Fellow to fill identified skill gaps on the Board.
- (b) The period and commencement date of appointment of any additional Directors shall be determined by the Board at the time the appointment is made.

## **9.4 Term of Office of Directors**

### **9.4.1 President**

- (a) The President shall hold office for two Years from the conclusion of the Annual General Meeting in the year in which he or she was deemed to become the President.
- (b) In the case of a President Elect who becomes the President as a result of a Casual Vacancy in the office of the President, the person:
  - (i) shall hold office for the balance of the term of the previous President's term of office; and
  - (ii) despite anything to the contrary in this Article 9, shall continue to hold office for two Years from the conclusion of the term under Article 9.4.1(b)(i).

#### **9.4.2 President Elect**

- (a) The President Elect shall hold office for two Years and will, thereafter, automatically be deemed to be the President from the conclusion of the Annual General Meeting at which the President retires from office, unless the College receives confirmation in writing from the President Elect that he or she does not wish to become President, in which case a Casual Vacancy shall occur in both offices.
- (b) In the case of a President Elect elected pursuant to Article 9.3.1(d), the person:
  - (i) shall hold office for the balance of the term of the previous President Elect's term of office; and
  - (ii) thereafter, shall automatically be deemed to be the President from the conclusion of the term under Article 9.4.2(b)(i).
- (c) In the case of an Acting President Elect taking office pursuant to Article 9.3.1(e) they shall hold office for the balance of the term of the previous President Elect which he or she replaces, and shall be eligible to be elected as the President Elect in accordance with this Constitution at the next election.

#### **9.4.3 Elected Directors**

- (a) The Elected Directors shall hold office for two Years from the conclusion of the Annual General Meeting in the year in which they were declared elected.
- (b) The Elected Directors shall be entitled to stand for re-election but they are not entitled to hold this office for more than three consecutive terms. A person who serves three consecutive terms may only be eligible to be elected to the Board after an absence from the Board of at least two years.
- (c) The Elected Directors may serve terms as President Elect and President in addition to the maximum term provided for in Article 9.4.3(b).

#### **9.4.4 Appointed Directors**

- (a) Appointed Directors shall serve the term stipulated by the Board at the time of appointment.
- (b) There shall be a six year limit to the number of years an appointed Director may serve on the Board.

### **9.5 Casual Vacancy**

#### **9.5.1 Office Bearers**

- (a) Any Casual Vacancy in the office of President shall be filled by the President Elect. The office of President Elect shall thereupon be subject to election in accordance with Article 9.3.1(e).
- (b) Any Casual Vacancy in the office of President Elect shall be filled by election in accordance with Article 9.3.1(d) or 9.3.1(e) as the case may be.

### **9.5.2 Elected Directors**

- (a) Where a Casual Vacancy arises in the office of Elected Director, the Board shall appoint another Fellow to fill the vacancy for the remainder of the term, in accordance with Regulations.
- (b) Any Elected Director appointed pursuant to this Article 9.5.2 shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election in accordance with this Constitution.
- (c) Any period of time served pursuant to Article 9.5.2(b) shall not count towards any term referred to in Article 9.4.3.

### **9.6 Cessation of Office**

The office of a Director becomes vacant if the Director:

- 9.6.1 has served their term of office under this Article 9;
- 9.6.2 resigns that office by notice in writing to the College;
- 9.6.3 in the case of an Office Bearer or Elected Director, ceases to be a Fellow;
- 9.6.4 is absent from three consecutive meetings of the Board (other than meetings of the Board called on less than 48 hours notice) without leave of absence;
- 9.6.5 becomes an employee of the College;
- 9.6.6 is directly or indirectly interested in any contract or proposed contract with the College and fails to declare that interest in the manner required by the Act (or at the first meeting of the Board after the relevant facts have come to the Director's knowledge) and the Board determines that the Director should no longer be a Director;
- 9.6.7 becomes bankrupt;
- 9.6.8 is removed from office by operation of the Act.

## **10 MEETINGS OF THE BOARD**

### **10.1 Meetings**

- 10.1.1 The Board shall meet as often as is necessary for the effective governance of the College. The Board may meet for the transaction of business and adjourn or otherwise regulate its meetings as it thinks fit.
- 10.1.2 A meeting of the Board must be convened on the request of the President or any two Directors.

### **10.2 Notice of Board Meetings**

- 10.2.1 Subject to Article 10.2.2, at least 24 hours notice of a meeting of the Board must be given to each Director specifying the place, time and date of the meeting and the general nature of items to be discussed.



- 10.2.2 Less than 24 hours notice of a Board meeting may be given if at least 75% of the Directors agree or if the President considers that the business of the meeting is urgent.

### **10.3 Quorum**

- 10.3.1 The quorum necessary for the transaction of the business of the Board is one half of the aggregate number of Directors unless the Board resolves that a greater number shall constitute a quorum.
- 10.3.2 The Board may act notwithstanding any Casual Vacancy on the Board.
- 10.3.3 If at any time the number of Directors is less than a quorum the Board may meet only for the purpose of filling any Casual Vacancy or for calling a General Meeting.

### **10.4 Chairperson**

- 10.4.1 The President shall take the Chair at all meetings of the Board, or in the absence of the President, the President Elect shall chair.
- 10.4.2 If the President and President Elect are not present at any meeting of the Board within fifteen minutes after the time appointed for holding the meeting the Directors present shall elect one of their number to be Chairperson of the meeting.

### **10.5 Voting**

- 10.5.1 Questions arising at a meeting of the Board shall be decided by a simple majority (more than 50%) of votes of Directors present. A decision by a simple majority of the Directors present and voting is for all purposes a decision of the Board.
- 10.5.2 The Chairperson of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

### **10.6 Written Resolution**

- 10.6.1 A written resolution signed or approved by electronic mail by a simple majority (more than 50%) of votes of Directors (other than any Director on leave of absence) is taken to be a decision of the Directors passed at a meeting of the Directors duly convened and held.
- 10.6.2 The written resolution may consist of:
- (a) several documents in like form, each signed by one or more Directors and, if so signed, takes effect on the last date on which a Director signs one of the documents; or
  - (b) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Director sends such a message.

## **10.7 Telephone or Video Conference Meetings**

A meeting of the Board may be held with one or more of the Directors taking part by telephone or other means of audio or audio-visual communication and when each of the Directors participating in the communication is able to read the written contributions or hear each of the other participating Directors. A meeting of the Board may only be held in this manner where all of the Directors (other than any Director on leave of absence) have access to the communication facilities to be used for the meeting.

## **10.8 Defects in Appointment or Qualification**

All acts done in good faith by a meeting of the Board or a Committee or by any person acting as an Office Bearer, Director or member of a Committee of the College will be valid and effective even if it is afterwards discovered that there was some defect in the appointment of that person or that the person was disqualified from acting for any reason.

## **11 DIRECTORS' INTERESTS**

### **11.1 Prohibition on being Present or Voting**

11.1.1 This Article 11.1 applies to a Director who has a Material Personal Interest in a matter that is being considered by the Board.

11.1.2 Except to the extent the Act permits, a Director who has a Material Personal Interest, or whose employer or corporate practice has a Material Personal Interest in a matter or transaction that is being considered at a meeting of the Board which might reasonably give rise to a conflict of interest or a perception of a conflict of interest with that of the College must not:

- (a) be counted in a quorum;
- (b) vote on the matter; or
- (c) be present while the matter is being considered at the meeting,

but is not thereby in breach of duty to the College merely because he or she does not act in relation to the matter.

### **11.2 Directors may contract where Interested**

11.2.1 Subject to Article 11.1, a Director may to the extent the Act permits:

- (a) enter into a contract or arrangement or have dealings with the College; or
- (b) be interested in any contract, operation or undertaking or business entered into, undertaken or assisted by the College or in which the College is or may be interested.

11.2.2 The Director is not because of entering into any relationship or transaction referred to in Article 11.2.1:

- (a) disqualified from the office of Director; or
- (b) liable to account to the College for any profit arising from the relationship or transaction because of being a Director or of the fiduciary relationship between the Director and the College; and

- (c) is not in breach of his or her duties to the College merely because he or she acts in matters that relate to the Director's interest,

provided in all cases the Director has at the relevant time fully and fairly disclosed any relevant interest to the Board.

### **11.3 Disclosure of Interest**

11.3.1 A Director who has a Material Personal Interest in a matter that is being considered by the Board must make full and proper disclosure of that interest to the Board:

- (a) before or at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if the interest then exists; or
- (b) in any other case at the first meeting of the Board after the Director becomes interested.

11.3.2 A Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the College must immediately advise the Board in writing of the nature of the Director's interest in accordance with the provisions of the Act.

11.3.3 The Board may issue guidance to Directors on the nature and extent of the matters required for disclosure pursuant to this Article 11 and other related matters of governance and directors' responsibilities, but such guidance shall not relieve Directors from any duty owed to the College in conformity with the law, or be taken to supplant or relieve Directors from individual understanding in application of any legal duty contained in the Act.

## **12 REMUNERATION OF DIRECTORS AND NOT-FOR-PROFIT**

### **12.1 Income applied to the College purpose**

The income and property of the College must be applied solely towards the promotion of the purposes of the College as set out in this Constitution. Subject to this Article 12, no income or property of the College may be paid or transferred, directly or indirectly, by way of dividend, bonus or the like, to any Director or Member.

### **12.2 Allowable payments**

Nothing in this Article 12 prevents:

12.2.1 the payment in good faith of:

- (a) remuneration to any Director for other services actually rendered to the College;
- (b) an amount to any Director in return for any services rendered or goods supplied to the College in the ordinary course of business;
- (c) interest on loans made to the College by a Director (at a rate not exceeding any rate which may at any time be fixed by Regulation but not exceeding the highest rate charged by trading banks; or
- (d) reasonable rent for premises let by a Director; or

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

**12.3** No remuneration or other benefit in money or money's worth shall be paid or given by the College to any Director except:

12.3.1 out-of-pocket expenses incurred by the Director in the performance of any duty as Director, where the amount payable does not exceed any amount previously approved by the Board; or

12.3.2 for payment for any service rendered to the College by the Director in a professional or technical capacity, other than in the capacity of Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and commercially would be reasonable payment for the service.

**12.4** No Director may be appointed to any salaried office of the College.

### **13 MEMBERS' ADVISORY COUNCIL**

There shall be a Members' Advisory Council established for the purposes of advising and communicating with the Board. The Members' Advisory Council's terms of reference, composition and meeting frequency shall be determined by Regulation.

### **14 COMMITTEES**

**14.1** The Board may establish committees comprising such persons as the Board determines or otherwise determined in accordance with Regulations or Terms of Reference.

**14.2** Committees may be either standing committees or ad hoc committees.

**14.3** The Board shall determine the powers and duties of each Committee (its Regulations or Terms of Reference) and each Committee shall in the exercise of its powers comply with the Regulations or its Terms of Reference.

**14.4** Unless specifically provided for in Regulations or its Terms of Reference, a Committee may not make any determination of policy for the College but may provide advice to the Board on any area falling within its Regulations or Terms of Reference to assist the Board.

**14.5** Each Committee shall make such reports and recommendations to the Board as the Board reasonably requires.

**14.6** Subject to Regulations or Terms of Reference, each Committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.

**14.7** Unless otherwise provided for in Regulations or Terms of Reference, the period or term of office of members of such committees shall commence or cease as the case may be at the conclusion of an Annual General Meeting.

**14.8** The Board shall review the need for each Committee and the members thereof every two years.

## **15 FACULTIES AND SECTIONS**

- 15.1** The Board may establish Faculties of the College, provided that any such Faculty shall in the opinion of the Board represent an internationally recognised body of knowledge in psychiatry and have College accredited training. Membership of Faculties shall be open to all qualified Members of the College as determined by the Board.
- 15.2** A Committee in accordance with Regulations shall govern each Faculty, which shall be responsible to the Board.
- 15.3** The Board may establish Sections of the College each of which shall in the opinion of the Board represent an interest group in psychiatry and shall satisfy such other conditions the Board shall determine.
- 15.4** A Committee in accordance with Regulations shall govern each Section, which shall be responsible to the Board.

## **16 BRANCHES**

### **16.1 College to Consist of Branches**

The College shall consist of Branches in each State and Territory of Australia as well as a Branch in New Zealand.

### **16.2 Membership of Branches**

- 16.2.1 On becoming a Member, a Member in Australia or New Zealand shall automatically be admitted as a Member of a Branch as determined by the Member's usual place of residence.
- 16.2.2 A Member may belong to one Branch only.

### **16.3 Branch Committees**

- 16.3.1 Each Branch shall be governed by a Branch Committee which shall be responsible to the Board for the affairs of the Branch and the Members within it.
- 16.3.2 In recognition of its national status, the governing committee in New Zealand is known as the New Zealand National Committee – Tu Te Akaaka Roa, which shall be responsible to the Board for the affairs of the Branch and the Members within it.
- 16.3.3 Subject to the further provisions of this Constitution:
- (a) matters of Branch governance, structure and process will be prescribed in Regulations; and
  - (b) the Branches shall otherwise be free to individually establish those matters in rules made by the Branch in accordance with Article 16.3.4.
- 16.3.4 A Branch shall not be entitled to make any rule which is inconsistent with the Act, this Constitution or any Regulation. A copy of any rules made by a Branch (and any amendments made from time to time) shall be forwarded to the Company Secretary, and shall only take effect when approved by the Board.

- 16.3.5 A Branch, Branch Committee or New Zealand National Committee, unless acting under or pursuant to a function conferred on it by this Constitution or any Regulation made pursuant to it, shall in no circumstances be deemed to be an agent of the Board or the College or to have the authority to represent or bind the Board of the College in any manner whatsoever.

## **17 CHIEF EXECUTIVE OFFICER AND COMPANY SECRETARY**

### **17.1 Board to Appoint Chief Executive Officer**

- a) The Board shall appoint a Chief Executive Officer for such term and at such remuneration and upon such conditions as it may think fit. The Chief Executive Officer may be removed by ordinary resolution of the Board.
- b) Subject to such rules as may be imposed on him or her by the Board, the Chief Executive Officer shall be entitled to attend and speak at all meetings of the College, the Board and all other committees and bodies of the College but shall not have the right to vote at meetings.

### **17.2 Board to Appoint Company Secretary**

- a) The Board shall appoint a Company Secretary for the purposes of the Corporations Act for such term and at such remuneration and upon such conditions as it may think fit. The Company Secretary may be removed by ordinary resolution of the Board.
- b) Subject to such rules as may be imposed on him or her by the Board, the Company Secretary shall be entitled to attend and speak at all meetings of the College, the Board and all other committees and bodies of the College but shall not have the right to vote at meetings.

## **18 THE SEAL**

### **18.1 Custody of Seal**

The Company Secretary must provide for the safe custody of the seal.

### **18.2 Affixing the Seal**

18.2.1 The seal may be used only by the authority of the Board or a duly authorised Committee of the Board.

18.2.2 Every document to which the seal is affixed must be signed by two Directors and witnessed by the Company Secretary or a person appointed by the Board.

### **18.3 Seal Register**

18.3.1 The College must maintain a Seal Register. The Seal Register may be maintained in electronic form.

18.3.2 Before affixing the seal to a document, the College must enter in the Seal Register:

- (a) a short title and description of the document; and
- (b) the date of the resolution authorising the seal to be affixed.

18.3.3 Within 7 days of the affixing of the seal to a document, the College must enter in the Seal Register:

- (a) the date of the affixing of the seal;
- (b) the names of the two Directors who signed the document; and
- (c) the name of the person who witnessed those signatures.

## **19 ACCOUNTS**

### **19.1 The College to keep Financial Records**

The Board must cause proper financial records to be kept in accordance with the Act.

### **19.2 Where Financial Records to be Kept**

The College's financial records must be kept at the Office or, subject to the Act, at such other place or places as the Board thinks fit.

### **19.3 Financial Records to be open for Inspection**

19.3.1 The financial records of the College must be open for the inspection by Directors during Business Hours.

19.3.2 Subject to the Act, the Board may determine at what times and places and under what conditions the financial records of the College or any of them may be open for inspection by Members.

### **19.4 Annual Accounts**

The Board must cause to be prepared, circulated to and laid before the Members in General Meeting such annual financial reports and directors' reports as are required by the Act and/or the ACNC.

## **20 AUDIT**

Auditors of the College must be appointed and removed and their duties regulated in accordance with the Act.

## **21 NOTICES**

### **21.1 Means of Giving Notices**

21.1.1 A notice pursuant to this Constitution must be given in writing and may be sent by:

- (a) mail (postal service);
- (b) facsimile; or
- (c) electronic mail,

to the appropriate address or number of the addressee.

21.1.2 A Director, Company Secretary or other person authorised by the Board may give notices on behalf of the College. The signature on a notice given by the College may be written, photocopied, printed or stamped.

- 21.1.3 Notices given to the College must be marked for the attention of the Company Secretary.

## **21.2 Address for Service**

The address for service is:

- 21.2.1 in the case of a Member or Director, the home, postal, electronic mail address or facsimile number of the Member or Director specified in the Register; and
- 21.2.2 in the case of the College, the postal or electronic mail address, or facsimile number of the Office for the time being specified on the official stationery of the College.

## **21.3 Notification of Change of Address**

- 21.3.1 If the home, postal, or electronic mail address or facsimile number of a Member changes, the Member must promptly give notice of the change to the College.
- 21.3.2 The College must promptly notify Members of any change in its address.

## **21.4 Time Notices are Effective**

- 21.4.1 Except if a later time is specified in an Article dealing with a notice or other communication, a notice is to be regarded as given, served, received and as having come to the attention of the addressee:
- (a) if delivered to the home address of the addressee, at the time of delivery;
  - (b) if it is sent by post to the home address or postal address on the third (or seventh if outside Australia) Business Day after sending unless it is actually received earlier; or
  - (c) if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time of transmission is completed.

## **21.5 Proof of Giving Notices**

- 21.5.1 Proof of the sending of a notice by facsimile and the time of completion of transmission may be established by production of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicated that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
- 21.5.2 A certificate signed by a Director or Company Secretary that a notice was delivered or posted at a particular time is conclusive evidence that the notice was delivered or posted at that time.
- 21.5.3 A certificate signed by a Director or Company Secretary that a notice was sent by electronic mail at a particular time and that an 'undeliverable mail' message has not been received in relation to it is conclusive evidence that the notice was sent and received at that time.



## **22 WINDING UP**

### **22.1 Members' Obligation to Contribute**

Every Member of the College undertakes to contribute to the assets of the College in the event of it being wound up while that Member is a Member, or within one year of that Member ceasing to be a Member, such amount not exceeding 20 dollars as may be required for the payment of the debts and liabilities of the College contracted before ceasing to be a Member and to the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

### **22.2 Surplus of Assets**

Subject to Article 22.4 where, on the winding-up or dissolution of the College, there is a surplus of assets after satisfying all the College's liabilities and expenses, the surplus shall not be paid to or distributed amongst the Members but shall be given or transferred to some other institution having similar purposes to those described in this Constitution situated within the Commonwealth of Australia and which:

22.2.1 is required by its Constitution to apply its profits or income in promoting its purposes;

22.2.2 is prohibited from paying any profits or dividends to its Members to the same extent as set out in this Constitution; and

22.2.3 itself, is exempt from income tax.

### **22.3 Selection of recipient**

The recipient in Article 22.2 shall be determined by the Board prior to the dissolution of the College or failing such determination, by application to an appropriate Court.

### **22.4 New Zealand**

The Board shall:

22.4.1 Upon ceasing to conduct any business, operations and undertaking in or from New Zealand (whether upon the winding up or dissolution of the College or from any other reason whatsoever), ensure that any surplus property of the College used in the conduct of such business, operations or undertaking in or from New Zealand is, notwithstanding any provision in this Constitution to the contrary, given or transferred to one or more charitable purposes in New Zealand.

22.4.2 Notify the New Zealand Inland Revenue Department of any proposed addition, alteration or amendment to this Constitution which may be inconsistent with the charitable nature of the business, operations or undertaking of the College conducted in or from New Zealand.

## **23 INDEMNITY**

**23.1** Every officer and past officer of the College must be indemnified by the College to the fullest extent permitted by law against a liability incurred by that person as an officer of the College or a subsidiary of the College including legal costs and expenses incurred in participating in, being involved in or defending any legal proceedings. This indemnity does not extend to any liability incurred by the officer arising from any claim made by that officer against the College (whether that claim is made solely by the officer or otherwise).

**23.2** For the purposes of Article 23.1, 'legal proceedings' means any claim, action, suit or demand, enquiry, Royal Commission or other regulatory investigations, whether civil or criminal, which relates to or arises in connection with the officer or agent being an officer or agent of the College.

**24 LIABILITY INSURANCE**

To the extent permitted by the Act, the College may enter into (and pay premiums on) a contract of insurance in relation to a person who is or has been an officer or agent of the College or any other person.

**25 TRANSITIONAL**

25.1 The Board may, by Regulation, make any provision for any matter necessary to deal with transitional arrangements arising from the adoption of this Constitution.