

BLAKE DAWSON WALDRON

L A W Y E R S

Constitution

Australian College of Health Service Executives

ACN 008 390 734

(a Company limited by guarantee)

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CORPORATIONS ACT
A COMPANY LIMITED BY GUARANTEE
CONSTITUTION OF
AUSTRALIAN COLLEGE OF
HEALTH SERVICE EXECUTIVES

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of members is limited as provided in this document.

1.2 The name of the College is the “AUSTRALIAN COLLEGE OF HEALTH SERVICE EXECUTIVES” (hereinafter called the **College**).

1.3 Replaceable rules

The replaceable rules referred to in section 135 of the Corporations Act do not apply to the Company and are replaced by the rules set out in this document.

1.4 The objects for which the College is established are:

- (a) To establish an organisation to teach by theory and practice subjects pertaining to the administration and management of hospitals, health and aged care services.
- (b) To provide for training, instruction and examination of persons who desire training and instruction as health service managers or who contemplate becoming health service managers.
- (c) To grant certificates and diplomas to trained or qualified students and to establish scholarships and prizes for health service managers and such other persons as aforesaid.
- (d) To keep a register of College members.
- (e) To generally improve the standard of technical and general knowledge and the professional standards of members.
- (f) To establish an information bureau for the use of the members.
- (g) To publish and to co-operate in the publication of papers on health service and health administration including a journal connected with the objects of the College.
- (h) To provide opportunities and facilities for the reading of papers, the delivery of lectures, the conduct of research and the collection and dissemination of useful professional information and to encourage improved methods of health service management.

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- (i) To establish a central or federal organisation to promote the general welfare, protection, and mutual interests of members and the discussion and study of matters affecting their duties and responsibilities and to uphold the status of the profession of members.
 - (j) To employ and remunerate out of the funds of the College such officials, employees, servants and agents including suitable teaching and examining staff as may be thought expedient or proper for carrying into effect the objects of the College or any of them.
 - (k) To receive from or on behalf of members, students examination candidates and others annual or other subscriptions and fees for teaching or instruction or for examination and to apply such fees for or towards the objects of the College or any of them.
 - (l) To provide friendly intercourse and to promote co-operation among members of the said profession, to consider and deal with all matters affecting the professional interests of members to afford opportunities of personal intercourse by means of meetings and conferences and to decide all questions of professional etiquette, usage, and courtesy.
 - (m) To co-operate with health service organisations and associations and bodies having objects similar to the objects of the College in matters coming within the objects of the College and to consider and make any representations which may be thought proper, either alone or in conjunction with others, in respect of any existing or proposed policies or legislation affecting members or hospitals or health service managers.
 - (n) To purchase, take on lease, or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the College may think necessary or convenient for the promotion of its objects, and to construct, furnish, equip, maintain and alter any offices, classrooms, buildings, or erections necessary or convenient for the work of the College and to sell, exchange, partition, grant options, or rights, to purchase over, improve, manage, develop, lease, sub-lease, mortgage, license, dispose or, turn to account or otherwise deal with all or any part of the property and rights of the College.
 - (o) To accept and take over from any Board or Association (incorporated or not incorporated) having objects in whole or in parts similar to the objects of the College any moneys and property upon and subject to such terms and conditions relating thereto as the College may deem fit or proper.
 - (p) To establish and support, or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the College or calculated to further its objects.
 - (q) To promote, petition, apply for and obtain any Royal Charter, Act of Parliament, Letters Patent of Incorporation or other authority which may appear desirable for reconstituting the College or regulations, amending or extending its constitution or with a view to attaining any of its objects.

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- (r) To commence, acquire, print, publish and circulate or otherwise deal with any newspaper or publication and generally to carry on the business of newspaper proprietor and general publisher and to advertise and promote the sale of any newspaper or publication issued by the College or in which it is interested.
 - (s) To establish and maintain relations with bodies (incorporated or unincorporated) in any part of the world, having objects similar to this College.
 - (t) Generally to purchase, to take on lease, or in exchange, hire or otherwise acquire (whether by cash payment or by allotment of shares or by debentures, debenture stock or other securities of the College partly or wholly paid or otherwise) any real and personal property whether in the Commonwealth of Australia or elsewhere and any rights and privileges which the College may think necessary or convenient for its objects and purposes and in particular any land, buildings, leaseholds, easements, rights of any restrictive covenants, business shares in any other companies and to discontinue, sell, exchange, and dispose of all or any portion of such real and personal property.
 - (u) To sell, transfer, lease, hire, exchange, grant licenses in respect of or otherwise deal with or dispose of the College's undertakings or any part thereof or any property or any interest in any property rights, concessions, or privileges belonging to the College or over which the College shall have any right or power of disposal either together or in portions to any firm, person, company or corporation for such consideration or premium as the College may think fit.
 - (v) To construct, maintain, alter, add to, improve, enlarge, pull down, remove or replace, manage, carry out and control any buildings, shops, stores and conveniences which may seem to the College likely to advance the College's interests directly or indirectly.
 - (w) To make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, dock and other warrants, debentures and any other instruments negotiable or transferable by delivery or to order or otherwise.
 - (x) To borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the College in such manner as the College may think fit and in particular by the issue of debentures, debenture stock (perpetual or redeemable) bonds, mortgages or charges or lien upon the whole or any part of the College property and assets (whether present or future) and to purchase, redeem or pay off any such securities.
 - (y) To receive from the members of the College and to give receipts for money on deposits with or without allowance of interest in any State or country.
 - (z) To invest and deal with the moneys of the College not immediately required in such manner as may from time to time be determined and in particular to invest the same in Government or other stock or loans and in the debentures of the College itself or to invest the same on mortgage or in the purchase of real leasehold or personal property shares or securities or by depositing the same with any bank, company, firm or person at interest and such investments from time to time to vary.

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- (aa) To open and establish, carry on, regulate and discontinue branches and to procure the College to be legalised domiciled, registered or recognised in any part of the World, including any other relationship with kindred bodies.
 - (bb) To remunerate any person firm or company for services rendered to the College or to pay for any properties, rights, privileges, concessions or any other thing or interest acquired by the College by cash payment or by the allotment of debentures, debenture stocks or other securities of the College.
 - (cc) To do all such other things as in the opinion of the College may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- 1.5 The intention is that the objects specified in each of the subparagraphs of this paragraph shall (except where otherwise expressed in such paragraph) be construed in the most liberal way and shall be in no way limited or restricted by reference to or inference from the terms of the first or any other paragraph or the name of the College.
- 1.6 The income and property of the College however derived shall be applied solely towards the promotion of the objects of the College as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the College PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the College or to any member of the College in return for any service actually rendered to the College nor for goods supplied in the ordinary and usual way of business nor prevent the payment to any member of reasonable travelling and sustenance expenses incurred by such member when engaged either within or outside Australia on the affairs or business of the College nor prevent the payment of interest on money borrowed from any member of the College or reasonable and proper rent for premises demised or let by any member to the College.
- 1.7 The payment of director's fees, in whatever form, is prohibited to directors for serving in that capacity. However, payments may be made to directors:
- (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board; or
 - (b) for any service rendered to the College in a professional or technical capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
 - (c) as an employee of the College, where the terms of employment have been approved by a resolution of the Board.
 - (d) for the provision of a financial benefit to which subsection 199B of the *Corporations Act* refers.

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- 1.8 The liability of the members of the College is limited provided however, if any member of the College pays or receives any dividend, bonus, or other profit in contravention of the terms of the fourth clause of this memorandum that members liability shall be unlimited and the liability of every member of the Board (or committee or other governing body as the case may be) of the College who has concurred in or authorised such payment shall likewise be unlimited.
- 1.9 Every member of the College undertakes to contribute to the assets of the College in the event of its being wound up while they are a member of the College or within one year afterwards for payment of the debts and liabilities of the College contracted before the time at which they cease to be a member and the costs, charges and expenses of winding up and for an adjustment of the rights or contributories among themselves such amount as may be required not exceeding twenty dollars (\$20.00).
- 1.10 True accounts shall be kept of the sums of money received and expended by the College and the matter in respect of which such receipts or expenditure takes place and of the property, credits and liabilities of the College and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations or Constitution of the College for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the College shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the *Corporations Act*.
- 1.11 If upon the winding up or dissolution of the College there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the College but shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the College, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of the fourth paragraph hereof such Institution or Institutions to be determined by the members of the College at or before the time of dissolution and in default thereof by any Judge of the Supreme Court of the State or Territory in which the College is incorporated at the time of the winding up or dissolution.
- 1.12 No addition, alteration or amendment shall be made to or in the Constitution for the time being in force unless the same has been previously submitted to and approved by the ASIC.
- 1.13 Subparagraphs 1.7, 1.11 and 1.12 of the Constitution contain conditions upon which a licence is granted by the ASIC to the College pursuant to section 150 of the *Corporations Act*. In pursuance of the provisions of the said section, the ASIC may from time to time, on giving notice to the College of its intention so to do, and after affording the College an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the College.

1.14 Definitions

- (a) In this Constitution, unless the context or subject matter otherwise indicates or requires:
- (b) Words importing the masculine gender shall include the feminine or neuter gender and vice versa and words importing the singular number shall include the plural number and vice versa and words importing persons shall include corporations.
- (c) **ASIC** means the Australian Securities and Investments Commission.
- (d) **Board** means the whole or any number of the members of the Directors of the College for the time being assembled at a meeting in accordance with this Constitution and not being less than a quorum.
- (e) **Branch** means a branch of the College established by the Board with such powers as may be prescribed by the Board.
- (f) **Branch Council** means the council elected by the members of that Branch and responsible for the management of that Branch.
- (g) **Branch Auditor** means the auditor from time to time of a Branch or any person appointed temporarily to act as such by the Branch Council.
- (h) **Branch President** means the President of a Branch Council.
- (i) **Chief Executive Officer** means the Chief Executive Officer (formerly entitled National Director) of the College as appointed from time to time or any person acting in that role.
- (j) **College or this College** means the Australian College of Health Service Executives and its predecessors, The Australian College of Health Service Administrators and The Australian Institute of Hospital Administrators.
- (k) **Commonwealth** means the Commonwealth of Australia.
- (l) **Constitution** means this Constitution and any modification, extension, variation or alteration thereof from time to time in force.
- (m) **Corporations Act** means *The Corporations Act 2001 (Cwth)*.
- (n) **Executive Position** means any position which may be accepted or determined as such from time to time by the Board of the College.
- (o) **Federal Auditor** means the auditor from time to time of the College or any person appointed temporarily to act as such by the Board.
- (p) **Federal President** means the President of the Board.

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- (q) **Health Service Executive** means a person who holds or occupies a position accepted or determined as an Executive Position within this Constitution.
- (r) **Health Service Organisation** means a hospital, day procedure centre nursing home, community health centre, multi-purpose centre, area or district or regional health service, rehabilitation centre or similar organisation, however styled, providing services relating to the health care needs of the community.
- (s) **Hospital** means any legal body established for the treatment or cure of or attention to any disease or ailment or any injury consequent on any accident and also the maintenance and the provision of medical surgical and/or dental attention, medicines, surgical appliances, and nursing of any patient, and includes any institution or organisation for the care of the aged or infirm or of convalescent or incurable persons or persons suffering from a chronic ailment complying with the above requirement and without limiting the generality of the foregoing this includes any hospital incorporated, listed or approved under private hospital regulation in the Commonwealth of Australia or any State or legislation relative to public and private hospitals in the Commonwealth of Australia or any State or Territory thereof.
- (t) **In writing** and **written** includes printing lithography and any other mode whatsoever of reproducing or representing words in a visible form.
- (u) **Member** or **members** means a member or members for the time being of the College.
- (v) **Member of the Board** or **members of the Board of Directors**, when used in reference to or in connection with the Board as herein defined shall include a member or members of the Board appointed pursuant to clause 24 hereof and an alternate or substitute member or members appointed pursuant to clause 28 hereof when acting as such alternate or substitute members.
- (w) **Month** means a calendar month.
- (x) **National Register** means the Register of members to be kept pursuant to section 168 of the *Corporations Act* .
- (y) **National Secretariat** means the staff working in the Registered Office of the College on either a paid or voluntary basis.
- (z) **Registrar** means the Registrar from time to time of a Branch Council or any person appointed temporarily to act as such.
- (aa) **State** means a State of the Commonwealth of Australia.
- (bb) **Statutory Body** means any organisation established or which may be established by any State or by the Commonwealth under any Act of Parliament to register, administer or control Hospitals or Health Services in such State, Territory, or in the Commonwealth.
- (cc) **Territory** means a Territory of the Commonwealth.
- (dd) **Year** means a Calendar year.

2. REGISTERED OFFICE

2.1 The registered office of the College shall be in Sydney New South Wales or as otherwise determined by the Board.

3. MEMBERSHIP

3.1 The College is to consist of an unlimited number of members.

4. MEMBERS OF THE COLLEGE

4.1 Members of the College shall be:

- (a) The persons who originally signed the Constitution s; and
- (b) Those whom the Board has admitted or in the future shall admit to membership.

5. MEMBERSHIP STATUS

5.1 On admission, the Board shall allocate to each member the status of either:

- (a) Associate;
- (b) Associate Fellow; or
- (c) Fellow.

6. ASSOCIATE MEMBER ADMISSION

6.1 An Applicant for admission to the status of Associate member shall:

- (a) apply in writing to the Board;
- (b) satisfy the Board that they are a fit and proper person to be admitted to the status of Associate;
- (c) either be undertaking a course of study approved by the Board; or be in a senior health management position approved by the Board; and
- (d) comply with such conditions as the Board may prescribe either generally or in any particular case from time to time.

6.2 Associate members are not entitled to be elected to Branch Council or nominated to the Board,

6.3 Associate members shall not have voting rights for elections or for general meetings.

7. ASSOCIATE FELLOW MEMBERSHIP ADMISSION

7.1 An applicant for admission to the status of Associate Fellow membership or advancement from the status of Associate to the status of Associate Fellow membership shall:

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- (a) apply in writing to the Board on the prescribed form; and
 - (b) satisfy the Board that they are a fit and proper person to be an Associate Fellow; and
 - (c) have satisfactorily completed an accredited tertiary qualification in health management approved by the Board; or
 - (d) have other tertiary qualifications approved by the Board and have been in a senior health management position for three (3) years or have been a full time health management academic for at least three (3) years.

7.2 The Board may on written application on the prescribed form admit to membership with the status of Associate Fellow a member of any organisation or body elsewhere in the world which in the opinion of the Board has similar objects and aims to the College and where such member, in the opinion of the Council holds a status in the organisation similar to that of an Associate Fellow in the College and on such admission may waive compliance with any of the conditions of clause 7.1 except for clause 7.1(b).

8. FELLOW MEMBERSHIP ADMISSION

8.1 An Applicant for admission to the status of Fellow membership or advancement from the status of Associate Fellow to the status of Fellow membership shall:

- (a) apply in writing to the Board on the prescribed form;
- (b) satisfy the Board that they are a fit and proper person to be a Fellow;
- (c) have completed a course of study approved by the Board; and
- (d) have passed the prescribed examinations (unless the Board shall in any particular case dispense with such examinations or any of them) or have submitted a satisfactory thesis, published papers and/or a case study in accordance with clause 9, or comply with such conditions and possess such qualifications as the Board may prescribe either generally or in any particular case.

8.2 The Board may on written application on the prescribed form admit to membership with the status of Fellow a member of any organisation or body elsewhere in the world which in the opinion of the Council has similar objects and aims to the College and where such member, in the opinion of the Council holds a status in the organisation similar to that of a Fellow in the College and on such admission may waive compliance with any of the conditions in clause 8.1 except for clause 8.1(b).

9. FELLOWSHIP THESIS, PUBLISHED PAPERS, CASE STUDIES

9.1 Every applicant or member who desires to submit a thesis, published papers and/or case studies under the terms of clause 8.1(d) shall:

- (a) apply in writing on the prescribed form;
- (b) have the prior written approval of the Board; and

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- (c) comply with any relevant regulations which may be adopted from time to time by the Board.

10. ADVANCEMENT/ADMISSION REFUSAL

- 10.1 The Board may refuse to admit or advance as a member any person or persons. If an applicant's request for admission or advancement is rejected, a panel comprising representatives of the Board will be formed to review the application and make a recommendation to the Board. The review panel will aim to be representative of diverse professional backgrounds and geographies and will include both genders. The decision of the Board shall be final.

11. LIFE MEMBERS

- 11.1 The Board may by unanimous vote of those present and eligible to vote, elect as a life member any member who in its opinion has rendered conspicuous service to the College. Nominations may only be made by a Branch Council. Life members are not required to pay annual subscriptions.

12. HONORARY FELLOW

- 12.1 The Board may by unanimous vote of those present and eligible to vote, confer the status of Honorary Fellow on a person who has made a notable contribution to health service management. Honorary members do not have to pay annual subscriptions and shall not have voting rights for elections or for general meetings.

13. POST NOMINALS

- 13.1 Members may indicate membership and status in the College by the following words or initials:
 - (a) Members granted Associate status prior to 26 July 1995 - ACHSE
 - (b) Members granted Associate status after 26 July 1995 - no postnominals;
 - (c) Associate Fellow - AFCHSE;
 - (d) Fellow - FCHSE;
 - (e) Honorary Fellow - FCHSE (Hon); or
 - (f) Life member - status initials plus "(life member)".
- 13.2 Members enrolled in continuing professional development may likewise indicate this involvement by the initials CHE or words "Certified Health Executive".

14. BRANCH MEMBERSHIP

- 14.1 Where a member resides close to the boundary of another Branch and considers it more appropriate to be attached to that Branch, the Board shall, on application, have the right to allow the member to be attached to that Branch and not to the Branch in which place the member resides.

15. ANNUAL SUBSCRIPTIONS

- 15.1 When an applicant has been deemed to meet the requirements for membership the National Secretariat shall send to the candidate written notice of the acceptance and a request for payment of the appropriate fees.
- 15.2 Upon payment of the subscription fee the applicant shall become a member.
- 15.3 If the payment is not made within three (3) calendar months after the date of notice, the Board may in its absolute discretion cancel its acceptance of the Applicant for membership.
- 15.4 The Board shall prescribe annual subscriptions to be payable by the several classes of members and may prescribe different rates for the various classes of membership and for different members within a class.
- (a) An Associate member who is currently a full time undergraduate or post-graduate student studying a health management related course, may apply for 'discount rates'. The Board reserves the right to request evidence from applicants to support their request for discount rates.
- (b) Participants of management training programs provided by the College may be eligible to receive the discounted membership rate.
- (c) The Board may amend the member groups within a class referred in section 6.1 at any time in order to apply different annual subscription rates. Changes to member groups will be voted upon by the Board and documented in meeting minutes.
- 15.5 All subscriptions shall be due and payable on 1 April each year.
- 15.6 Unless otherwise determined by the Board, all annual subscriptions shall be paid to the National Secretariat.

CESSATION OF MEMBERSHIP

16. UNPAID SUBSCRIPTIONS

- 16.1 If the subscription of a member remains unpaid for a period of three (3) calendar months after payment becomes due, then the member may, after notice of the default being sent to them, be removed and debarred from all privileges of membership.
- 16.2 The Board in its absolute discretion may reinstate the member on payment of all arrears.

17. MEMBERSHIP RESIGNATION

- 17.1 A member may at any time, by giving notice in writing, resign their membership of the College and the resignation shall be effective upon receipt by the Chief Executive Officer.

18. CESSATION OF MEMBERSHIP AND APPEALS

- 18.1 A person shall cease to be a member if:
- (a) the member is declared by the Board to be guilty of conduct which in the opinion of the Council is unworthy of a member or is injurious to the College or if the member is guilty of misconduct in a professional respect provided that any such member will first be given an opportunity to make an explanation or defence; or
 - (b) the member is deemed ineligible under the *Corporations Act*; or
 - (c) the member's name is removed from the register under clause 17 (due to death or non-payment of subscriptions).
- 18.2 Before the meeting of the Board at which such a resolution is passed, the member shall have reasonable notice of such meeting and the issue lodged against the member and the intended resolution. Such member shall have had an opportunity of giving an explanation and to have the opportunity of inviting another College member to support the member at the meeting. Such member shall not be a solicitor or a barrister.
- 18.3 The Board may at its discretion expel or suspend a member from membership after giving the member an opportunity to provide an explanation or defence.
- 18.4 The Board has the discretion to restore membership rights.

19. MEMBERSHIP CLAIMS

- 19.1 Upon ceasing to be a member, a person ceases to be entitled to any status of membership and to have a claim upon or interest in the property or assets of the College.

20. DEBTS TO THE COLLEGE

- 20.1 A person who ceases to be a member remains liable for personal debts owing to the College at the time of cessation of membership.

21. CERTIFICATES OF MEMBERSHIP

- 21.1 Every member shall be entitled to a certificate of membership specifying membership status.
- 21.2 Such certificate shall bear the common seal of the College, be serially numbered and signed in manuscript by the Federal President or a Federal Vice-President and the Chief Executive Officer.
- 21.3 A record of all certificates issued shall be recorded in a register at the National Secretariat of the College.
- 21.4 Every certificate shall remain the property of the College and the Board shall be at liberty at any time to call for and compel its production and delivery.

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- 21.5 Upon demand in writing by the Chief Executive Officer, any person ceasing to be a member shall return the certificate of membership for cancellation or destruction provided that the Board may waive this requirement in approved cases.
- 21.6 If any person neglects or refuses to deliver the certificate on demand, the Board may institute legal or other proceedings for its recovery.

22. LOST OR DEFACED CERTIFICATES

- 22.1 Where a membership certificate is lost, defaced, or destroyed a member may apply to the Board for the issue of a new membership certificate. The member must tender to Council a statutory declaration affirming the loss or destruction of the original membership certificate. Upon production of such proof by a Statutory Declaration to the satisfaction of the Board, and on the giving of such indemnity as the Council shall deem to be adequate a member may be issued with a new certificate. On the issue of a new membership certificate the member shall be liable for payment of such sum as may be prescribed by the Board together with all costs and expenses of and incidental to the issue of a new membership certificate.

23. BOARD OF DIRECTORS

- 23.1 The College shall be managed and controlled by a Board which may do anything authorised by the Constitution of the College unless an act is specifically required by the Constitution or by the Corporations Act to be done by the College in general meeting.
- 23.2 Board members are appointed to represent the best interests of the entire College and not the jurisdiction from which they were nominated.

24. COMPOSITION OF BOARD OF DIRECTORS

- 24.1 Subject to paragraph 28, the Board shall have a minimum of thirteen members all of whom are to be Fellows:
- (a) the Branch Councils of New South Wales, Victoria, Queensland, Western Australia and South Australia shall each nominate two Fellows to the Board;
 - (b) the Branch Councils of Tasmania, the Australian Capital Territory, Northern Territory and any newly formed Branch shall each nominate one Fellow to the Board;
 - (c) the Board may, by a majority vote, exclude an individual on the basis that the individual does not have the appropriate skills and experience.
- 24.2 Selection of representatives from the branches to the Board are to be based upon meeting the best interests of the College.
- (a) Mechanisms are to be established that allow for incremental replacement of Directors to preserve continuity and allow for easy transition.

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- (b) Directors may identify whether the composition of the Board should include individuals with particular skills or experience.
- 24.3 (a) In addition to the requirements in clauses 24.1(a), nominations shall be provided to the Chief Executive Officer prior to the relevant annual general meeting and appointees shall be current Branch Councillors;
- (b) The nomination form is to include a signed declaration that the Nominee is aware of their duties and obligations as a Director.
- (c) Appointments shall take effect immediately after the relevant annual general meeting at which they are appointed whereupon the new Board shall elect the office-bearers.
- 24.4 The Board may invite to any or all of its meetings, such persons that the Board determines. Such invitees shall not have voting rights.

25. TERMS OF APPOINTMENT

- 25.1 Appointments to the Board are for two years subject to clause 26.
- 25.2 Directors shall not be eligible for reappointment after ten (10) consecutive years on the Board unless there is no other eligible member from that Branch willing to accept appointment in which event the member may accept appointment for a further term of two (2) years.
- 25.3 Clause 25 does not apply to appointments under clause 28.

26. CESSATION OF BOARD MEMBERSHIP

- 26.1 A member shall cease to be a member of Board if:
- (a) they cease to be a member of the College by ceasing to be entered on the National Register (including suspension);
- (b) they are absent from two (2) or more consecutive Board meetings without the Board's consent;
- (c) they cease to be a member of their Branch Council;
- (d) they are removed from the Board by their Branch Council; or
- (e) in accordance with clause 27, they resign and the resignation is received by the Chief Executive Officer.

27. RESIGNATION FROM BOARD

- 27.1 A member of the Board may resign their office by writing to their Branch Council and to the Board. The resignation shall be effective from the date of notice of receipt

by the Chief Executive Officer or such future date where specified in the notice given by the Councillor.

28. ALTERNATE MEMBERS OF BOARD

- 28.1 Branch Councils may appoint alternate members of the Branch Council to represent the Branch Council on the Board in the absence of the appointed member.
- 28.2 An alternate member appointed pursuant to sub-clause 28.1 shall hold office as such only for so long as the member whose alternate they are continues to hold office as a member of the Board.
- 28.3 There may be appointments of alternate members for each representative appointed by the Branch Council or a lesser number.
- 28.4 When the appointed member is absent, the alternate representative shall have the rights and entitlements of a full Board member.
- 28.5 The alternate member shall be a Fellow or Associate Fellow (the actual member is to be a Fellow) and a member of Council in the Branch they represent.
- 28.6 Notice of alternate appointments shall be given to the Chief Executive Officer specifying the absent member whom they will represent.

29. BOARD REPLACEMENTS

- 29.1 Branch Councils may appoint replacements for the remainder of the term of a vacating Branch Council representative of the Board.

30. BOARD MEETING PROCEDURES

- 30.1 Acts of meetings of the Board and its committees are to stand notwithstanding any irregularity in the appointment or presence of a member of the Board or committee.

31. BOARD DECISIONS

- 31.1 Decisions of the Board shall be decided by a majority.

32. CONVENING OF MEETINGS OF BOARD

- 32.1 The Chief Executive Officer shall convene meetings of the Board at such times and places as may from time to time be determined by the Board and a meeting may be convened at any time by the Federal President or by any four members of the Board.

33. BOARD MEETING NOTICE

- 33.1 Twenty eight (28) days notice of every meeting is required to be given to each member of the Board. The requirements for such notice may be waived if all Board members agree.

34. NOTICES OF MOTION TO BOARD

- 34.1 It shall be competent for any members of the Board through the Chief Executive Officer at any time to forward by writing, or by facsimile to all members of the Board a motion of which they are desirous of becoming a resolution of the Board.
- 34.2 If within twenty one (21) days after the transmission thereof to members of the Board a majority assent in writing such resolution shall become a resolution of the Board and be as valid and as effective as if it had been passed at a meeting of the Board duly called and constituted.

35. DIRECTOR REIMBURSEMENT

- 35.1 Every member of the Board shall be entitled to be reimbursed by the College for all travelling and other expenses reasonably and properly incurred by them in the course of their duties as a member of the Board subject to approval by the Board.

36. USE OF TECHNOLOGY FOR MEETINGS

- 36.1 The Board may hold any meeting by electronic means whereby each participant can be heard and can hear but is not necessarily in the same place. The requirements of this Constitution shall nonetheless apply to such a meeting.

37. OFFICE BEARERS

- 37.1 At the first Board meeting after the Annual General Meeting in each year, the Board shall elect from its members a President and one senior and one junior Vice-President and a Treasurer who shall respectively hold office for one year. No member shall hold office as President for more than two (2) consecutive terms of one (1) year. If only one nomination be received for any such office the chairperson shall declare such nominee elected. All contested elections shall be by ballot subject to this Constitution. Any casual vacancy occurring in the office of President, Vice-President or Treasurer shall be filled by the Board as soon as it conveniently may be after such vacancy occurs but any person elected to fill any such office shall retain office so long only as the person vacating such position would have held it if no vacancy had occurred but shall be eligible for re-election.

38. DIRECTORS COMMITTEES

- 38.1 (a) Subject to the provisions of this Constitution the Board may appoint committees comprising members of the Board or other persons.
- (b) These committees may make recommendations to the Board or perform certain functions as are delegated by the Board.
- 38.2 The Board shall:
- (a) determine the quorum of committees appointed by it;
- (b) delegate any of its powers to such committees appointed by it (except this power to delegate); and

(c) make rules for regulating the proceedings of such committees.

38.3 Such committees shall have power to co-opt any member or members or other persons.

39. COMMITTEE MEETING PROCEDURE

39.1 The meeting and procedures of any such committee shall be determined by the Board. Every resolution of a committee shall be reported to the Board which may adopt, amend or decline to adopt the same. Any such resolution if adopted by the Board shall become the act or resolution of the Board and take effect accordingly.

40. EX-OFFICIO ATTENDEES

40.1 The Federal President and Chief Executive Officer of the College shall be ex-officio members of all Directors committees and shall be entitled to attend or participate by virtue of their office.

41. GENERAL MEETINGS OF THE COLLEGE

41.1 An annual general meeting of the College shall be held at least once in every year before the 31st day of August at such time and place as the Board determines.

41.2 A general meeting of members may be convened by the President or by a vote of the Board at any time.

41.3 Not less than twenty eight (28) days notice of all general meetings of the College, including the annual general meeting, shall be given to the members specifying the place, day and hour of the meeting and in case of special business the general nature of such business.

41.4 The Chief Executive Officer on receipt of a requisition in writing signed by not less than twenty five (25) members stating the object of the meeting proposed must convene a general meeting of the College giving at least twenty eight (28) days notice of the meeting and providing members with the agenda for the meeting and any proposed resolutions.

42. ANNUAL GENERAL MEETING OF THE COLLEGE

42.1 At each annual general meeting the following business shall be transacted:

- (a) consideration of the financial report, the director's report and the auditor's report for the last financial year that ended before the AGM;
- (b) any other business of which fourteen (14) days notice in writing has been given to the Chief Executive Officer by members or Branch Councils; and
- (c) consideration of all reports that the Board has considered and circulated to members within fourteen (14) days of the meeting.

43. CHAIRPERSON

43.1 The Federal President or if absent, a Vice President of the College shall preside as chairperson at every general meeting of the College. If neither the President nor a Vice-President be present within ten (10) minutes of the time appointed for the meeting, the members present shall elect one of their number, being a Fellow, to act as chairperson.

44. GENERAL MEETING QUORUM

44.1 If within fifteen (15) minutes from the time appointed for a general meeting a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, including an annual general meeting it shall stand adjourned to the same day in the following week at the same time and place and at such adjourned meeting the members present shall comprise a quorum for the conduct of business for which notice was given.

45. NOTICE OF ADJOURNMENT

45.1 If a quorum as set out in clause 55 is not achieved at an annual general meeting, members shall be notified of the adjournment by the chairperson. Notice of adjournment of other general meetings shall not be given unless otherwise determined by the chairperson at the meeting.

46. ADJOURNMENT

46.1 The chairperson may, with the consent of any general meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

47. ATTENDANCE AND VOTING RIGHTS

47.1 Every member shall be entitled to attend and take part in discussion at all general meetings. At any such meetings every member other than Honorary Fellows and Associates shall be entitled to one (1) vote either in person or by proxy.

48. VOTING RIGHTS AND FINANCIAL STATUS OF MEMBERS

48.1 No member shall be entitled to vote or be present at any general meeting unless all monies payable by the member shall have been paid.

49. RESOLUTIONS

49.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of members present in person and entitled to vote in accordance with their rights under clauses 47 and 48 unless a poll (before or on the declaration of the result of the show of hands) is demanded by the chairperson or at least ten (10) members present or by proxy. Voting shall be in accordance with the Law.

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- 49.2 Unless a-poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost shall be deemed to be a resolution of the meeting.
- 49.3 A poll so demanded shall be taken in such a time (not exceeding fourteen (14) days after the meeting at which it is demanded) and place as the chairperson of the meeting decides and the result of the poll shall be deemed to be a resolution of the meeting at which it was demanded.
- 49.4 The demand for a poll may be withdrawn.

50. MEETING CONTINUATION WITH A POLL DEMAND

- 50.1 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

51. APPOINTMENT OF CHAIRPERSON

- 51.1 A poll may not be demanded on the appointment of a chairperson.

52. MEETING DISPUTES

- 52.1 In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure or order, the decision of the chairperson shall be final unless the chairperson's decision be over-ruled by a three fourths majority of the votes of the members present and entitled to vote.

53. PROXY VOTES

- 53.1 At any general meeting any financial member of the College may appoint any other financial member of the College to act as a proxy for that member. On a poll every financial member present in person or by proxy shall be entitled to cast one (1) vote on the member's own behalf and one (1) vote for every proxy the member holds.
- 53.2
- (a) An instrument appointing a proxy shall be in writing and in a form required by this Constitution.
 - (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not be entitled to vote on the resolution except as specified in the instrument.
 - (c) An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not vote in respect of the resolution.
 - (d) Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
 - (e) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

54. PROXY FORM

54.1 The instrument appointing a proxy must be in the following form or such other form as the Board may from time to time prescribe or allow.

THE AUSTRALIAN COLLEGE OF HEALTH SERVICE EXECUTIVES

[I,] _____ of _____

being a member of The Australian College of Health Service Executives hereby 'appoint/appoints _____ of _____ or, failing *him/her, _____ of _____ being a member of the College as *my/its proxy to vote for *me/it and on *my/its behalf at the 'annual general/general meeting of the College to be held on the _____ day of _____ 19 and _____ at any adjournment of that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[Description of resolution]

'Strike out whichever is not desired.

Instructions

1. To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.
2. If no indication of voting preference is given, this direction is an instruction to the appointee to vote according to the appointee's discretion on a show of hands.

54.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of the College or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.

54.3 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of the mind of the principal, or revocation of the instrument or of the authority under which the

instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the College at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

54.4 The only persons entitled to vote at general meetings are:

- (a) Associate Fellows;
- (b) Fellows;
- (c) proxies for Associate Fellows and Fellows; and
- (d) Life Members and proxies for Life Members.

54.5 In the case of an equality of votes the chairperson of the meeting shall be entitled to a casting vote in addition to any deliberate vote or votes to which he or she may be entitled.

55. QUORUM

55.1 A quorum at a general meeting shall be the following:

- (a) Branch Councils with less than fifty (50) voting members the quorum shall be seven voting members;
- (b) Branch Councils with more than fifty (50) voting members the quorum shall be ten (10) voting members; and
- (c) The annual general meeting of the members of the College shall have a quorum of twenty five (25) voting members.

56. BOARD QUORUM

56.1 A quorum for the Board is seven (7) members.

57. ACCOUNTS

57.1 The Board shall cause proper records of account to be kept in which shall be entered full particulars of the affairs and transactions of the College including moneys received and expended by all Branches and the matters in respect of which such receipts and expenditure take place, and of the assets and liabilities of the College.

57.2 In furtherance of the obligations set out in clause 57.1, the College shall ensure that a financial report and a Directors' report is prepared for each financial year. The reports shall comply with the requirements of the *Corporations Act*.

57.3 Such records shall be kept at such a place or places as the Board shall determine and shall be open to the inspection of the members of the College with reasonable notice.

57.4 The Board shall review the details of the current and future financial position of the College at no less than quarterly intervals.

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- 57.5 The accounts of the College until otherwise determined shall be closed annually as at the 31st day of March.
- 57.6 A copy of the financial report, directors' report and auditor's report on the financial report must be sent to the members by the earlier of:
- (a) 21 days before the next AGM after the end of the financial year; or
 - (b) 4 months after the end of the financial year.
- 57.7 Alternatively, a concise report may be provided to the members for the financial year in accordance with the provisions of the *Corporations Act*.

58. AUDITS

- 58.1 A qualified auditor called the Federal Auditor shall be appointed by the members at the annual general meeting of the College in accordance with clause 42.
- 58.2 If the Federal Auditor is not appointed at an annual general meeting, the Board shall call a general meeting for the purpose of appointing a Federal Auditor.
- 58.3 In the event of a Federal Auditor being incapable of or disqualified from acting, or in the case of an extraordinary vacancy in the position of Federal Auditor by resignation or otherwise the Board shall appoint another auditor to fill the office until the next annual general meeting.

59. BRANCH COUNCIL

- 59.1 The Board may:
- (a) establish a Branch of the College as the Board may determine with such powers as may be prescribed by the Board;
 - (b) convene a meeting of relevant members; and
 - (c) provide for such members to be entered as members in the National Register.

60. BRANCH MANAGEMENT AND ELECTION OF BRANCH COUNCIL

- 60.1 Subject to the powers of the Board, the management of members in a Branch shall be vested in a Branch Council to be elected by members of that Branch.
- 60.2 Branch Council members shall hold office for three years subject to clause 18.
- 60.3 At the Branch annual general meeting one third of the members of the Branch Council or if their number is not three or a multiple of three the number nearest one third shall retire from office but shall be eligible for re-election.
- 60.4 The members of the Branch Council to retire in every year shall be those who have been longest in office since their last election but as between those who become members of the Branch Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

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- 60.5 At least forty two (42) days before the annual general meeting of the Branch, the Branch Council shall invite nominations from members for election to the Branch Council.
- 60.6 No member shall be eligible for election to a Branch Council unless notice in writing signed by a proposer (who is a member) and seconder (who is a member) and by the nominee that they are a candidate for election shall have been given to the Branch Registrar at least twenty eight (28) days before the meeting at which the election is to be declared.
- 60.7 No candidate shall be permitted to withdraw their nomination after the date for nominations has expired. All nominations received by the closing date must be included on the ballot paper and be included in the declaration of the poll.
- 60.8 All contested elections shall be by postal ballot in which event the Branch Registrar or appointed returning officer shall hand or forward to each Branch member an envelope addressed to the Branch Registrar or appointed returning officer in which shall be enclosed a ballot paper containing a list of the candidates for election to the Branch Council together with such information or directions for the recording of votes as the Branch Council may from time to time determine and a smaller envelope endorsed ballot paper.
- 60.9 The member to whom such envelope is handed or sent shall record their vote on the ballot paper in accordance with the said directions and place it in the smaller envelope which shall be sealed and delivered to the Branch Registrar or appointed returning officer by post or otherwise in the larger envelope with their signature on the inside of the flap or back, or other nominated place thereof for identification before the time for the commencement of the meeting.
- 60.10 (a) On receipt of such envelope the Branch Registrar or appointed returning officer shall check the signature on the appointed place and hand the smaller envelope unopened to the scrutineers appointed for the ballot and the ballot paper therein shall be taken into account in the said ballot.
- (b) The first past the post system of voting shall be utilised.
- (c) The appointment of a returning officer shall be a matter for each Branch to decide on.
- (d) Branch Councils may use the Australian Electoral Commission for the conduct of the Branch elections if desired.
- (e) At least two (2) tellers shall be appointed by the Branch Council to oversight the counting of votes. Candidates may also appoint scrutineers if they wish.
- (f) The declaration of the poll in regard to announcing the number of votes cast and the number of votes received by each candidate shall be decided by each Branch Council.
- 60.11 Each Branch Council shall elect a Council member to fill a casual vacancy on the Board. Branch Council shall determine the appointment under clause 24 and the appointment dates and shall notify the Chief Executive Officer accordingly.

60.12 The members of a Branch Council at the meeting at which a member of the Branch Council retires may fill the vacancy.

61. POWERS AND DUTIES

61.1 Branch Councils shall have such powers and duties as are prescribed by this Constitution or by the Board.

62. BRANCH COUNCIL MEMBER STATUS

62.1 No member shall be eligible to be a member of a Branch Council unless at the date of the nomination to that office they are an Associate Fellow or a Fellow of the College and entered in the National Register of members.

63. BRANCH COUNCIL MEMBERSHIP

63.1 The numbers of members of a Branch Council shall not be more than twelve (12) members nor less than three (3) members. Subject thereto the members of a Branch Council may by resolution at a general meeting called with notice of the intention to submit such resolution from time to time determine, increase or reduce the numbers of members of such Branch Council.

64. BRANCH COUNCIL MEMBERSHIP CESSATION

64.1 Membership of Branch Council shall cease if a member:

- (a) ceases to be a member of the College by ceasing to be entered on the National Register (including suspension);
- (b) is absent from two or more consecutive meetings of the Branch Council without consent;
- (c) ceases to be a member of the Branch or a resident in the place attached to the Branch; or
- (d) forwards a written resignation to the Branch Registrar . The Branch Registrar will notify the Chief Executive Officer of the Branch member's resignation within seven (7) days.

65. BRANCH COUNCILLOR RESIGNATION

65.1 A member of the Branch Council may resign their office by writing to the Branch Registrar. The resignation shall be effective from the date notice is received by the Branch Registrar or such future date where specified in the notice given by the Councillor.

66. BRANCH COUNCIL ANNUAL GENERAL MEETING

66.1 Each Branch Council shall hold an annual general meeting of Branch members at least every calendar year and not more than three (3) months after the end of the financial year of the Branch at such time and place as the Branch Council shall determine.

66.2 At the first Branch Council meeting after the annual general meeting in each year, the Council shall elect from its members a Branch President and one (1) senior and one (1) junior vice-president and any office bearer the Branch Council may determine.

67. BRANCH GENERAL MEETING PROCEDURE

67.1 The clauses governing procedures at general meetings of the members shall govern Branch general meetings.

68. BRANCH COMMITTEES

68.1 Subject to the provisions of this Constitution the Branch Council may appoint committees comprising members of Branch Council, or other persons.

68.2 These committees shall make recommendations to the Branch Council or perform certain functions of the appointing Branch Council as are nominated by the Branch Council.

68.3 Each such Branch Council may:

- (a) determine the quorum of committees appointed by it; and
- (b) delegate any of its powers to such committees appointed by it (except this power of delegation); and
- (c) make rules for regulating the proceedings of such committees.

68.4 Such committees shall have power to co-opt any member or members or other persons.

68.5 The President of a Branch Council shall be an ex-officio member of all Branch Council committees appointed by the Branch Council.

69. MEETING PROCEDURE

69.1 The meeting and procedures of any such committee shall be governed by the provisions contained in the clauses or regulations for regulating the meetings and proceedings of the Branch Council.

69.2 Every resolution of a committee shall be reported to the Branch Council by which such committee was appointed and the Branch Council may adopt or decline to adopt the same.

69.3 Any such resolution if adopted by such Branch Council shall become the act or resolution of such Branch Council and take effect accordingly.

69.4 The provision of clause 30 shall extend to acts done by any meeting of a Branch Council and any committee thereof.

70. MINUTES

- 70.1 The Board shall cause minutes to be kept of all proceedings at meetings of the Board and of the Board and of any committee thereof and shall cause to be recorded therein the names of those present at such meetings respectively.
- 70.2 The records of minutes of the Board shall be kept at the registered office and will be open for inspection by the members.
- 70.3 Each Branch Council shall also cause minutes and records to be made of all proceedings of meetings of such Branch Councils and of any committee thereof.

71. MINUTES - RATIFICATION

- 71.1 The minutes of any meeting signed by the chairperson at the next succeeding meeting shall be conclusive evidence of the proceedings of that previous meeting.

72. BRANCH COUNCIL MINUTES TO BOARD

- 72.1 Each Branch Council shall cause to be sent to the Chief Executive Officer copies of the minutes of every meeting of such Branch Council.

73. REGULATIONS

- 73.1 The Board may make Regulations as it may deem appropriate for the proper conduct control and management of the College and in particular the Board may by such regulations regulate:
- (a) the access of visitors to the premises and benefits of the College;
 - (b) the times of opening and closing any premises belonging to the College or any part thereof;
 - (c) the use by or supply to members of any of the property of the College;
 - (d) the conduct of members of the College in relation to one another and to the College's servants;
 - (e) the setting apart of any part or parts of the College's premises for particular purposes;
 - (f) the procedure at meetings of the College and meetings of Board and Branch Councils;
 - (g) the admission of members to membership of the College;
 - (h) the formation of any committees including the composition, terms of reference and other relevant matters; and
 - (i) generally all such matters as are commonly the subject matter of regulations for the proper conduct of Colleges similar to this College and are not expressly dealt with in this Constitution.

74. THE SEAL

74.1 The common seal of the College shall be kept at the National Secretariat in a secure place.

75. SEAL AFFIXING

75.1 The common seal shall not be affixed to any deed, instrument or writing other than a certificate of membership except by resolution of the Board and be affixed in the presence of two directors.

76. OFFICERS AND EMPLOYEES

- 76.1 The Board may from time to time subject to the provisions herein appoint a Chief Executive Officer who need not be a member of the College and such other officers and employees of the College as they may think necessary and determine the duties of employment or engagement conditions and remuneration, salaries and wages of such Chief Executive Officer and all such officers and employees and at any time in accordance with law suspend or dismiss any such Chief Executive Officer, officers and employees.
- 76.2 Similar powers in respect of officers of a Branch may be exercised by the Branch Council concerned in accordance with the College's Human Resource policy as endorsed by the Board.
- 76.3 Employment and or engagement processes and related documentation for officers and employees appointed by the Board or Branches are to comply with College policies and procedures as endorsed by the Board.
- 76.4 For the purposes of the Law, the Chief Executive Officer may, if the Board so determines, act as and fulfil the duties of the Company Secretary and in the event that the Board does not from time to time so determine the College shall comply with the requirements of the Corporations Act in respect of the appointment of a Secretary.

77. CO-OPERATION WITH OTHER BODIES

77.1 The Board may co-operate with any body or bodies, statutory or otherwise, person or persons in any manner which the Board may consider will promote the objects of the College.

78. EXAMINATIONS

78.1 Examinations of candidates shall be held at such places and times in such subjects and under such conditions as the Board may from time to time determine.

79. FINANCIAL YEAR

79.1 The financial year of the College shall commence on the first day of April in each year and close on the thirty first day of March in the succeeding year.

80. ACCOUNTS

- 80.1 All monies received on account of the College by the Board shall be paid forthwith by the Chief Executive Officer into a bank appointed by the Board to the account of the College.
- 80.2 All monies received by a Branch shall be paid forthwith by the Branch Treasurer into the account of such Branch in a bank appointed by the Council of such Branch to the account of the College.
- 80.3 All cheques and other negotiable instruments required to be signed on behalf of the College or a Branch shall be signed in such manner as the Board or the Branch Council (as the case may be) shall from time to time determine.
- 80.4 The Board shall from time to time issue guidelines relating to investments.

81. ACCOUNTS AND AUDITS

- 81.1 The Branch Council shall cause proper records of account to be kept in which shall be entered full particulars of the affairs and transactions of the Branch Council, including monies received and expended and the matters in respect of which such receipts and expenditure take place, and of the assets and liabilities of the Branch Council.
- 81.2 Such records shall be made available to the Board at all times, and kept at such a place or places as the Branch Council shall feel fit and shall be open to the inspection of the members of the College with reasonable notice.
- 81.3 The accounts of each Branch until otherwise determined be closed annually as at the 31st day of March.
- 81.4 A copy of such financial accounts and balance sheet and of the Branch Auditor's report thereon shall each year be sent to each Branch member not less than fourteen (14) days before the annual general meeting.
- 81.5 Each Branch Council shall upon receipt of its Branch Auditor's report forthwith forward its income and expenditure account and balance sheet and annual report to the Board by the date as determined by the Board.

82. FINANCIAL BORROWING

- 82.1 The College may from time to time borrow money to promote the objects of the College or any of them and give such security as it may deem proper.

83. MEMBER LEVY

- 83.1 The Board may make a levy on members for any purpose that the Board may think proper.

84. AUDIT

- 84.1 A qualified auditor (called a Branch Auditor) shall be elected at the annual general meeting by the members of that Branch.
- 84.2 If a Branch Auditor is not appointed at an annual general meeting the Branch Council shall forthwith call a general meeting for the purpose of appointing a Branch Auditor.
- 84.3 In the event of a Branch Auditor being incapable of or disqualified from acting, or in the case of an extraordinary vacancy in the position of Branch Auditor by resignation or otherwise the Branch Council shall appoint another auditor to fill the office until the next annual general meeting.

85. NOTICE

- 85.1 A notice may be given to any member either by serving it on the member personally or by sending it by post to the member at his, her or its address supplied by the member to the College for the giving of notices to the member.
- 85.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 85.3 Notwithstanding the foregoing, if a member has supplied to the College a facsimile number for the service of notices on the member, then any notice may be served by the College on that member by facsimile.
- 85.4 A notice sent by facsimile (provided a status report is received by the sender which shows the notice has been transmitted) shall be deemed served immediately upon completion of sending if such completion is within business hours in the place where the addressee's facsimile machine is located, but if not, then at 9:00 am next occurring during business hours at such place.
- 85.5 For the purposes of this clause, "business hours" means from 9.00 am to 5.00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee's facsimile machine is located.

86. GENERAL MEETING NOTICE

- 86.1 Notice of every general meeting shall be given in the manner authorised by clause 86 to:
- (a) every member except those members for whom the College has no address for the giving of notices to him, her or it; and
 - (b) the Auditor or Auditors for the time being of the College or a Branch.
- 86.2 No other person shall be entitled to receive notices of general meetings.

87. NOTICE DELIVERY EVIDENCE

87.1 In proving service under clause 86 it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and posted and a certificate in writing signed by the Chief Executive Officer or other officer of the College that the envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.

88. ADDRESS CHANGES

88.1 Any member in any Branch who changes their place of residence or takes up residence in another State, Territory or Country shall within twenty eight (28) days of doing so, notify the Chief Executive Officer of their new residential address.

89. INDEMNITY

Except to the extent that it is prohibited from doing so by sections 241 and 241A of the *Corporations Act*, the College:

- (a) shall indemnify every officer, employee, auditor and agent of the College against any liability incurred by him or her in that capacity; and
- (b) may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.
