



Australasian College of
Health Service Management

AUSTRALASIAN COLLEGE OF HEALTH SERVICE MANAGEMENT
ACN 008 390734

CONSTITUTION

ADOPTED AT ANNUAL GENERAL MEETING
20 September 2022

CORPORATIONSACT 2001
PUBLIC COMPANY LIMITED BY GUARANTEE
(NOT-FOR-PROFIT)

ACHSM

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CONSTITUTION OF THE AUSTRALASIAN COLLEGE OF HEALTH SERVICE MANAGEMENT

Adopted at General Meeting 20 September 2022

1 NAME OF THE COMPANY

1.1 The name of the Company (also referred to in this Constitution as the College) is The Australasian College of Health Service Management.

2 NATURE OF THE COMPANY

2.1 The Company is a not for profit company limited by guarantee and the Company is prohibited from doing anything to change its not for profit status.

2.2 To the extent that they conflict with the Replaceable Rules, the terms of this Constitution and the Rules displace all or part of a Replaceable Rule.

2.3 The liability of the Members is limited.

2.4 Every Member undertakes to contribute \$20 to the assets of the Company if it is wound up while they are a Member, or within one year afterwards.

3 OBJECTS

3.1 Objects of the College

The Objects of the College are:

3.1.1 Educational and professional development

- (a) To provide professional development for the purpose of promoting excellence in health services management.
- (b) To promote, provide, foster and encourage education, training and skills development towards excellence in health services management.
- (c) To establish and maintain policies, practices and services which continually enhance the knowledge, skills and professional performance of its Members and other health service managers.
- (d) To develop, enhance and promote professional standards of education, training and continuing development.
- (e) To accredit education and training programs in health services management and other programs that contribute to the professional development of health services managers for the benefit of Members and to improve health service management for the wider community.

3.1.2 Advocacy and promotion

- (a) To provide, foster and participate in both national and international platforms for policies and representation to enhance the quality of health services management in Australia and internationally.
- (b) To advocate for and promote the health services management profession.
- (c) To encourage beneficial communication, cooperation and interaction between Members, with allied professional associations, with the wider health industry and with the community.

3.1.3 Recognition of achievement

- (a) To establish and promote the role of the College as an accrediting professional body whose Members have nationally and internationally recognised qualifications and expertise in the provision of health services management.

- (b) To recognise the achievements of its Members and others in the community for the purpose of encouraging excellence in health services management.

3.1.4 Promotion and encouragement of excellence and innovation

- (a) To represent the interests of its Members nationally and internationally on matters relating to professional health management and associated issues.
- (b) To promote the highest levels of integrity, ethical behaviour and compassion in the provision of health management services by its Members at all times.
- (c) To establish and enforce a Code of Ethics for its Members which ensures full professional independence, objectivity, responsibility and accountability in all activities of Members and collectively by the Company.
- (d) To foster wide understanding and acceptance within the health industry and the wider community of the high professional and ethical standards, commitment and performance of the Company and its Members.

3.1.5 Undertake research

- (a) To foster, contract, commission, purchase or engage in research as a sole entity or in partnership with others for the purpose of furthering knowledge in relation to the management of health services.

3.1.6 Govern and manage

- (a) To appropriately govern and administer all plans, strategies, functions, membership, assets and liabilities of the Company.
- (b) To achieve the most effective, efficient and economic use of resources available to the Company in support of professional health management and the provision of health services.
- (c) To do all things that maintains the relevance of the Company to its Members and key stakeholders through the modification and adaptation of these objects from time to time.

3.1.7 Promotion of health

- (a) To promote health services and health service providers through College activities and participate in, and support, health promotion and health services delivery.

3.2 The Objects of the Company

The Objects of the Company must be consistent with regulatory requirements to maintain the Company's charitable, not for profit and associated tax concession status (including, if obtained, deductible gift recipient status under Australian taxation law). The Company is prohibited from doing anything to jeopardise this status or including an object or purpose, which is inconsistent with this status.

3.3 Prohibited Acts

3.3.1 The College does not have the power to:

- (a) issue shares of any kind; or
- (b) pay, transfer, apply, directly or indirectly, any portion of the income and property of the Company, by way of dividend, bonus or otherwise howsoever by way of profit, to or for the benefit of a Member.

3.3.2 The Company must not be operated for the purpose of the profit or gain of any Member.

3.3.3 Nothing in this Constitution authorises the Company to do an act that is prohibited by law of a State or a Territory of Australia or gives the Company a right that the law of a State or Territory of Australia denies to the Company.

3.3.4 Even though Section 124 (1) of the Act may prescribe additional purposes and powers, the Company may only act in furtherance of the purposes described in Clause 3.1.

4 DEFINITIONS AND INTERPRETATION

4.1 Definitions

In this Constitution, except where the context requires otherwise:

- (a) Act means the Corporations Act 2001 (Commonwealth).
- (b) Additional Director means a person appointed by the Board as an Additional Director on the recommendation of the Nominations Committee.
- (c) Adoption Date means the date that this Constitution was adopted.
- (d) AGM means an annual general meeting of the Members of the Company and, where the content requires, means the specific Annual General Meeting in the context.
- (e) Board means the Board of Directors of the College, unless the context demands otherwise.
- (f) Branch means each Branch as set out and approved pursuant to Clause 5.3.
- (g) Branch Council means the committee elected by the Members of that Branch who are then responsible to the Board for the management of that Branch.
- (h) Branch Councillor Director means a Member of a Branch Council appointed by the Board on the recommendation of the Nominations Committee.
- (i) Category of Membership means each category of membership as set out in Schedule 1 or as otherwise approved pursuant to Clause 10.2.
- (j) CEO means the person holding the office of chief executive officer, referred to in Clause 6.3.
- (k) Chair means the Chair of the Board and hereafter called the President of the College.
- (l) Code of Conduct refers to the standards published by the Board from time to time to guide the professional behaviour of Members of the College.
- (m) College means the Company.
- (n) Company means The Australasian College of Health Service Management ACN 008 390 734.
- (o) Conflict of Interest means a material personal interest in a matter that relates to the affairs of the Company.
- (p) Director means a person appointed in accordance with this Constitution to perform the duties of a Director of the Company.
- (q) Financial Member means a Member who has paid all fees due and payable to the College as at the time the status of the Member needs to be determined for the purposes of this Constitution or the Rules.
- (r) Financial Year means the 12-month period as determined by the Board under the Rules.
- (s) Guarantee means the amount of the Member's guarantee as specified in Clause 2.4.
- (t) Member means an individual that has been admitted to one of the membership categories listed in Schedule 1 of the Constitution.
- (u) Membership Categories means the membership categories listed in Schedule 1.
- (v) Membership Registrar is a person appointed by the Board to maintain the register of Members.
- (w) Office Bearers means the President, Vice-President, Treasurer and such other positions as determined by the Board.
- (x) Officer has the meaning given in Section 9 of the Act.
- (y) Ordinary Resolution means any resolution passed by a simple majority of persons entitled to vote.
- (z) President means the Chair of the Board, elected from time to time in accordance with this Constitution.
- (aa) Qualifications means the qualifications for each membership Category stated in Schedule 1.
- (bb) Register means the Register of Members kept by the Company under the Corporations Act 2001.

- (cc) Replaceable Rules means the Replaceable Rules contained in the Act
- (dd) Rules means the College Rules made by the Board.
- (ee) Seal means, if the Company has one, the common seal of the Company.
- (ff) Secretary means a person appointed to perform the duties of a secretary of the Company in accordance with the Act.
- (gg) Special Interest Group Committee has the meaning given in Clause 7.14.
- (hh) Special Resolution means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

4.2 References to Law and the Constitution

- 4.2.1** A word or phrase used in the Act that is given a special meaning for the purposes of the relevant part of the Act, unless this Constitution specifically states otherwise, has the same meaning in this Constitution.
- 4.2.2** A reference to:
 - (a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; and
 - (b) this Constitution, where amended, means this Constitution as so amended.

4.3 Interpretation

In the interpretation of this document, the following provisions apply unless the context otherwise requires:

- 4.3.1** The singular denotes the plural and vice versa.
- 4.3.2** Any gender denotes the other gender.
- 4.3.3** A person denotes an individual and, where applicable, a body corporate.
- 4.3.4** Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 4.3.5** Headings and any Table of Contents must be ignored in the interpretation of this Constitution.
- 4.3.6** Unless the context otherwise requires, a reference to a time of day means that time of day in the state or territory in which the registered office of the Company is situated.
- 4.3.7** For the purposes of determining the length of a period (but not its commencement) a reference to:
 - (a) a day means a period of time commencing at midnight and ending 24 hours later; and
 - (b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.
- 4.3.8** Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 4.3.9** A provision of this Constitution, except that specifying the time for deposit of proxies with the Company, which has the effect of requiring anything to be done on or by a date that is not a business day, must be interpreted as if it required it to be done on or by the next business day.
- 4.3.10** A reference to a business day has the meaning of that term in the Acts Interpretation Act 1901 (Cth).
- 4.3.11** A reference to an Act of Parliament, whether State or Federal, includes a reference to that Act of Parliament as amended from time to time, and a reference to a specific provision of an Act of Parliament means, unless the context demands otherwise, a reference to the equivalent provision in any later amended version of that Act of Parliament, or if the original Act of Parliament has been repealed in any Act of Parliament substituted in its place.
- 4.3.12** This Constitution shall be construed according to the laws of New South Wales.

5 GOVERNANCE OF THE COLLEGE

5.1 Incorporation

5.1.1 The College shall establish and maintain incorporated status as a Public Company Limited by Guarantee.

5.2 Application of College Income and Assets

5.2.1 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 Constitution 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.

5.2.2 However, Clause 5.2.1 shall not 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.

5.2.3 Clause 5.2.1 shall also not 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.

5.3 Organisation

5.3.1 The College shall be composed of Members, Branches, Board of Directors, Office Bearers, committees and officers.

5.3.2 A Branch of the College may be established by the Board from time to time and having such powers as may be prescribed by the Board. All Members of the College shall be allocated by the Board to a Branch of the College.

5.3.3 The Branches shall be as set out in the Rules and determined by the Board from time to time.

5.3.4 Subject to decisions of Members at properly constituted General meetings, the governance of the College shall be vested in the Board.

5.4 Board of Directors

5.4.1 Number of Directors

- (a) The number of Directors of the College (constituting the Board), shall be a minimum of three, two of whom ordinarily reside in Australia, and a maximum of fifteen.
- (c) The College may, by ordinary resolution of its members, increase or decrease the minimum or maximum number of Directors (provided that the minimum must not fall below three as required by the Act) and may also determine the numbers of Directors drawn from Branch Councils and Additional Directors within that number.

5.4.2 Composition of the Board

- (a) The College shall have a skills-based Board aligned to a skills mix adopted by the Board on the recommendation of the Nominations Committee.
- (b) Subject to Clause 5.4.1 the Board shall comprise:
 - i A Branch Councillor Director from each Branch, and
 - ii up to six Additional Directors.
- (c) Each Branch Council shall have at least one of its Members as a Director.
- (d) A majority of the Directors must be Fellows of the College.

5.4.3 Eligibility for appointment as a Director

- (a) All Directors must be appointed by the Board on the recommendation of the Nominations Committee.
- (b) Branch Councillor Directors must be a member of a Branch Council and nominated by a Branch Council for consideration by the Nominations Committee.

- (c) Additional Directors must be nominated by a Branch Council or the Board for consideration by the Nominations Committee.
- (d) The candidate must consent in writing to their being nominated for consideration of appointment as a Director. This consent must be lodged with the Company Secretary, prior to consideration by the Board of a recommendation of the Nominations Committee, to appoint the candidate as a Director.

5.4.4 Ineligibility for appointment as Director

No person shall be eligible for appointment as a Director if:

- (a) that person has been excluded by law from becoming a director of a company; or
- (b) that person has been a Director for more than nine consecutive years on the Board, unless the Board recommends to the Members at the end of the nine years of appointment that there is no other eligible person recommended by the Nominations Committee; or
- (c) that person has been a Director for a cumulative total of 12 years; or
- (d) that person is employed by the College; or
- (e) the person is the Auditor and as such is ineligible to be elected or appointed as a Director.

5.4.5 Nomination and appointment of Branch Councillor Directors

The process for calling nominations, their consideration by the Nominations Committee and the appointment of Branch Councillor Directors by the Board shall be in accordance with the Rules.

5.4.6 Term of appointment of Directors

- (a) Subject to this Clause 5.4, each Director, other than a Director appointed to fill a casual vacancy for a Branch Councillor Director, is appointed for a term of three years.
- (b) Directors appointed to fill a casual vacancy for a Branch Councilor Director are appointed for the remainder of the term of that Branch Councillor Director.
- (c) The term of a Director commences on the date determined by the Board.

5.4.7 Appointment of Additional Directors

- (a) Subject to the Rules, the Board may, in its discretion, and from time to time, appoint Additional Directors, on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors.
- (b) The process for inviting nominations, their consideration by the Nominations Committee and the appointment of Additional Directors by the Board shall be in accordance with the Rules.
- (c) An Additional Director does not have to be a Member of the College.

5.4.8 Filling Casual Vacancies of Branch Councillor Directors

- (a) The Board may, on the recommendation of the Nominations Committee, appoint another person who is a Branch Councillor to fill a casual vacancy created by the resignation, early retirement, removal or other cessation of appointment of a Branch Councillor Director.
- (b) The process for inviting nominations, their consideration by the Nominations Committee and the appointment of a person to a Branch Councillor Director casual vacancy by the Board shall be in accordance with the Rules.

5.4.9 Retirement and Removal from Office

- (a) A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to the Company or, if another time is specified in the notice, at that time.
- (b) The members may by ordinary resolution at a General Meeting remove any Director from office. For the avoidance of doubt, the removal of a Director under this Clause shall cause a vacancy.

- (c) The Board may remove an Additional Director from office at any time and may appoint another person as a replacement.

5.4.10 Vacation of Office

Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:

- (a) becomes an insolvent under administration;
- (b) is absent without the consent of the Directors from three consecutive meetings of the Directors and the Board resolves that the office of that Director be vacated;
- (c) becomes an employee of the Company;
- (d) in the opinion of the Board, fails to adequately disclose a Conflict of Interest; or
- (e) becomes prohibited from being a Director by reason of an order made under the Act; or
- (f) if the Board forms a reasonable opinion that a Director has lost the capacity to act as a Director, and an independent registered medical practitioner certifies to the Company Secretary that this incapacity is permanent or will continue for a period of more than three months.

5.4.11 The Board may continue to act despite any vacancy in its membership.

5.5 Director's Remuneration and Payment for Expenses

5.5.1 The Company may not pay any Director remuneration or any other amount for fulfilling the role of a Director of the College except as expressly provided for in this Constitution.

5.5.2 Directors shall be entitled, on an equitable basis, to be paid all reasonable travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committees or general meetings or otherwise in the execution of their duties as Directors provided that such expenses have first been approved by the Board in accordance with the Rules.

5.5.3 However, Clause 5.5.1 shall not 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.

5.5.4 Any payment made to a Director by the Company under this Clause 5.5 must be made in good faith.

5.6 Members may obtain information about Directors' remuneration

5.6.1 The Company must disclose the remuneration paid to each Director of the Company or a subsidiary (if any) by the Company or by an entity controlled by the Company if the Company is directed to disclose the information by:

- (a) Members with at least 5% of the votes that may be cast at a general meeting of the Company; or
- (b) at least 100 Members who are entitled to vote at a general meeting of the Company.

5.6.2 The Company must disclose all remuneration paid to the Director, regardless of whether it is paid to the Director in their capacity as a Director or another capacity.

6 PRESIDENT AND VICE PRESIDENT AND OTHER OFFICE BEARERS

6.1 President, Vice President and Treasurer

6.1.1 The Board shall appoint from amongst the Directors:

- (a) a Chair (to be known as the President);
- (b) a Deputy Chair (to be known as the Vice President); and
- (c) Treasurer.

6.1.2 Any current Director is eligible to be nominated for the positions of President, Vice President and Treasurer.

- 6.1.3** The roles of the President, Vice President and Treasurer will be determined by the Board and set out in the Rules.
- 6.1.4** The Chair, Deputy Chair and Treasurer shall be appointed for three year terms, provided that the appointment will cease if:
- (a) the person is no longer eligible to be a Director under the Constitution and Rules; and/or
 - (b) the Board resolves to make a new appointment.
- 6.1.5** The President or, in their absence, the Vice President, shall preside as Chair at every meeting of the Board.

A Director shall not serve more than six consecutive years as President, except with the approval of the Board, in which case the President can serve for a maximum of nine consecutive years. The approval of the Board will be taken to be given if an anonymous ballot achieves at least a two-thirds majority.

6.2 Secretary of the Company

- 6.2.1** The Directors may:
- (a) appoint, and terminate the appointment of, one or more persons to be a Secretary; and
 - (b) determine their terms and conditions of appointment.
- 6.2.2** A Secretary shall be responsible to carry out all acts and deeds required by this Constitution, the Act or by law to be carried out by the Secretary of the Company.

6.3 Chief Executive Officer (CEO)

- 6.3.1** The Board shall appoint a person, to the position of CEO, to act as chief executive officer of the Company for the period and on the terms (including as to remuneration) the Board see fit.
- 6.3.2** The Board may, upon terms and conditions and with any restrictions they see fit, delegate to the CEO selected powers that the Board can exercise and delegate, [but not any powers essential to Directors' fiduciary duties to members or accountabilities under the Act].
- 6.3.3** Pursuant to Clause 6.3.2, the:
- (a) delegation must be recorded in the minutes of the Board meeting and the register of delegations; and
 - (b) the Board may at any time revoke or vary any of the powers delegated to the CEO.
- 6.3.4** If the CEO becomes incapable of acting in that capacity the Directors may appoint any other person, or a Director, to act temporarily as CEO until such time as the position can be permanently filled. A Director so appointed must temporarily not act in their capacity as a Director during the temporary appointment.
- 6.3.5** The CEO is not a Member or Director of the Company by virtue only of being appointed to the office of CEO but shall have the right to attend and speak at meetings of the Board, at the discretion of the Board.
- 6.3.6** Without affecting the generality of Clause 6.3.1 the CEO will:
- (a) be the executive officer of the Company;
 - (b) act consistently with the Objects of the Company;
 - (c) use their best endeavours at all times to enhance the good name of the Company;
 - (d) in so far as the resources available permit, implement the policies of the Board;
 - (e) prepare an annual report for the Board on the work and activities of the Company during the preceding Financial Year; and
 - (f) exercise such other functions duties and responsibilities as may be determined from time to time by the Board.
- 6.3.7** The appointment of the CEO terminates:
- (a) at the expiration of a fixed term if so defined in a written contract; or
 - (b) if the Board removes the CEO from that office (which, subject to any contract between the

Company and the CEO, the Board has power to do, whether or not the appointment was expressed to be for a specified term).

6.3.8 The Company must disclose the remuneration paid to the CEO of the Company or a subsidiary (if any) by the Company or by an entity controlled by the Company if the Company is directed to disclose the information by:

- (a) Members with at least 5% of the votes that may be cast at a general meeting of the Company; or
- (b) at least 100 Members who are entitled to vote at a general meeting of the Company.

6.3.9 The Company must disclose all remuneration paid to the CEO, regardless of whether it is paid to the CEO in the capacity as a CEO or another capacity.

6.4 Other Office Bearers

6.4.1 The Board shall elect from its Directors such other office bearers, as it considers necessary.

7 POWERS OF DIRECTORS

7.1 Powers of Directors

7.1.1 The Directors may exercise all of the powers of the Company which are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting or otherwise.

7.1.2 No delegation by the Board under this Clause limits the duties and liability of each Director of the Board.

7.1.3 Strategic Plan

The Board shall, by resolution of the Board, develop and implement and periodically review a strategic plan for the College to set its direction and guide its activities.

7.2 Public Statements

7.2.1 The Board may by resolution authorise the Chair, CEO or another person to make public statements on behalf of the Company.

7.2.2 No person may make any public statement on behalf of the Company unless authorised by the Board.

7.3 College Rules

7.3.1 Subject to Clause 7.1.1 the Board shall, by resolution of the Board, make or adopt Rules with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of the Company, which Rules shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over the Rules.

7.3.2 The Board may take disciplinary action as provided in the Rules against any member for any alleged breach of the member's obligations under this Constitution or any Rule made hereunder, or the Code of Conduct.

7.4 Duties

7.4.1 The Directors must comply with their duties under common law and under the Act.

7.5 Convening of Directors' Meetings

7.5.1 The Board shall meet not less than six times per year, but otherwise as necessary to discharge their duties and functions.

7.5.2 The President or the Vice President or any other two Directors or the CEO may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such a request.

7.5.3 Notice of each meeting, must be given to each Director at least 48 hours before the meeting, (or otherwise as determined by resolution of the Board), except in the case of a Director who is out of Australia or who has been given leave of absence from the Board.

7.5.4 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

7.6 Quorum and Voting at Directors' Meetings

- 7.6.1** At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is one half (50%) of the number, plus one of the Board as then constituted.
- 7.6.2** Each Director has one vote.
- 7.6.3** Questions arising at a meeting of the Board must be decided in the manner from time to time determined by the Board, and in the absence of any such agreement, by a majority of votes of Directors present and voting.
- 7.6.4** In the event of equality of votes, the Chair shall have the casting vote.

7.7 Absence of President and Vice President

- 7.7.1** If for any reason, within 15 minutes of the time nominated for a Board meeting to start, neither the President nor the Vice President is present, but a quorum is present, the Directors who are present at the meeting shall select one of their number to Chair the meeting until such time as the President or the Vice President arrives, upon which they shall assume the Chair.

7.8 Establishment of Committees

- 7.8.1** The Board may by resolution establish standing or ad hoc committees with such membership and terms of reference as it thinks appropriate.
- 7.8.2** Board committees may include members who are not Board Directors or members of the Company.
- 7.8.3** Subject to this Constitution and Rules, the Board may vary the membership of a committee and/or dissolve a committee at any time.
- 7.8.4** Each committee must:
 - (a) conform to the directions of the Board;
 - (b) provide such reports as required by the Board; and,
 - (c) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution and Rules.
- 7.8.5** The President and CEO shall be ex-officio members of each committee.

7.9 Delegation of Powers to Committee

- 7.9.1** Subject to the Act, the Board may delegate any of its powers except the power to delegate, to committees consisting of such Directors and such other persons as they think fit.
- 7.9.2** Pursuant to Clause 7.9.1:
 - (a) The committee's delegations must be recorded in the minutes of the Board meeting and in the Delegations Manual.
 - (b) The Board may at any time revoke or vary any of the powers delegated to the committee.
 - (c) The delegation will be on the terms and subject to any restrictions the Board decides.

7.10 Branch Councils

- 7.10.1** The Board must cause to be established and elected a Board Committee for each Branch (to be known as a Branch Council) to administer the affairs of the Branch. The process for election of a Branch Council is outlined in the Rules.
- 7.10.2** The members of each Branch Council will be elected by:
 - (a) the members of the Branch; and then
 - (b) endorsed by the Board.
- 7.10.3 Ballot for Election of Branch Council**

The process for conducting a ballot for the election of the Branch Council by the members of the Branch shall take place in accordance with the Rules.

7.10.4 Terms of Reference for Branch Council

The terms of reference, the rights and the powers of each Branch Council are stated in the Rules and may be amended by the Board from time to time.

7.10.5 Removal of Branch Council

The Board must not remove a member of a Branch Council without prior consultation with the members of the relevant Branch.

7.11 Finance Committee

7.11.1 The Board must establish a Finance Committee to consist of:

- (a) Treasurer (Chair);
- (b) a Director;
- (c) CEO; and
- (d) such other members as appointed by the Board.

7.11.2 The terms of reference of the Finance Committee are stated in the Rules and may be amended by the Board.

7.12 Audit and Risk Committee

7.12.1 The Board must at its first meeting after the AGM each year appoint an Audit and Risk Committee consisting of at least three members, who:

- (a) may or may not be Directors or members of the Company; but
- (b) must not be employees of the Company.

7.12.2 The terms of reference of the Audit and Risk Committee are stated in the Rules and may be amended by the Board.

7.13 Nominations Committee

The Board must establish and maintain a Nominations Committee with terms of reference and membership as set out in the Rules. The Nominations Committee will consider candidates for appointment as a Director of the Company and make recommendations of suitable candidates to the Board.

7.14 Special Interest Group Committees

7.14.1 On receipt of a proposal from Members with a common interest in a particular facet of health management, the Board may, at its discretion, establish a Special Interest Group and then establish a Committee from within the members of the group to administer the affairs of that Special Interest Group.

7.14.2 The terms of reference, the rights and the powers of a Special Interest Group Committee are stated in the Rules and may be amended by the Board.

7.14.3 The members of each Special Interest Group Committee having been duly elected by the Group members will then be endorsed by the Board.

7.14.4 The method of election of Special Interest Group Committee members is set out in the Rules.

7.15 Other Committees of the Board

7.15.1 The Board may by resolution establish other standing or ad hoc committees with such membership and terms of reference as it thinks appropriate.

7.15.2 Board committees may include members who are not Board Directors or Members of the Company.

7.16 Meetings of Committees of the Board

7.16.1 The quorum for committee meetings is the presence of a majority of committee members at the time, unless the Board resolves otherwise.

7.16.2 The meeting procedures of the Board contained in Clauses 7.5, 7.6 and 7.7 apply to committee meetings with such modifications as are necessary.

7.17 Validity of Acts of Directors

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

7.18 Minutes

7.18.1 The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be recorded in accordance with the Act and the Rules.

7.18.2 The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.

7.19 Resolution in Writing

7.19.1 The Board may pass a resolution in writing without holding a meeting if the following conditions are met:

- (a) the resolution is set out in a document or documents indicating that all of the Directors are in favour of it; and
- (b) all Directors who are entitled to vote on the resolution (excluding Directors who have been given leave of absence) sign the document or documents or identical copies of it or them.

7.19.2 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

7.19.3 In relation to a resolution in writing:

- (a) a document generated by electronic means (including by email), which purports to be a facsimile of a resolution of Directors, is to be treated as a resolution in writing. A provision for the security of such electronic documents will be set out in the Rules; and
- (b) a document bearing a facsimile of a signature is to be treated as signed; and
- (c) a register containing the date, time and purpose of the use of a facsimile of a signature must be established and maintained by the Company Secretary.

7.20 Conflict of Interest

7.20.1 Unless an exception in Section 191(2) of the Act applies, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the Board notice of the interest.

7.20.2 The notice required by Clause 7.20.1 must:

- (a) include details of:
 - i the nature and extent of the interest; and
 - ii the relation of the interest to the affairs of the Company; and
- (b) be given at a Board meeting as soon as practicable after the Director becomes aware of his or her interest in the matter, the details of which must be recorded in the minutes of the meeting.

7.20.3 A Director who has a material personal interest (perceived, potential or actual) in a matter that is being considered at a Board meeting shall not be present while the matter is being considered at the meeting or vote on the matter unless:

- (a) the interest does not need to be disclosed under Section 191 of the Act; or
- (b) the other Directors on the Board who do not have a material personal interest in the matter pass a resolution that:
 - i identifies the Director, the nature of his or her interest in the matter and its relation to the affairs of the Company, and
 - ii states that the Board is satisfied that the interest should not disqualify the Director from voting or being present.

- 7.20.4** A Director who votes when not otherwise authorised to do so under this Clause shall have his or her vote discounted.
- 7.20.5** A Director with an interest in a matter may give the Board standing notice of the nature and extent of this interest in accordance with the Act.
- 7.20.6** The Board will establish and maintain a Register of Conflicts of Interest. Members may obtain information about Directors' conflicts of interest.
- 7.20.7** The Board will establish and maintain a "Conflicts of Interest" policy.

8 GENERAL MEETINGS

8.1 Convening of Meetings

- 8.1.1** The President or any two Directors may at any time request the Secretary to convene a general meeting of the Members and the Secretary must comply with all such requests.
- 8.1.2** The Directors must call a meeting of Members on the request of Members holding at least 5% of votes able to be cast at such a meeting, or of at least 100 Members eligible to vote at such a meeting.
- 8.1.3** Notice of General Meetings
- (a) Notice of a general meeting of Members must be given individually to each Member entitled to vote at the meeting and to each Director.
 - (b) Notice of a general meeting:
 - i may be given by any form of communication permitted by the Act, and
 - ii must specify the place, date and time of the meeting, the general nature of the business to be transacted and any other matters as are required by the Act, and
 - iii must include a resolution for consideration if notice of the resolution has been given to Company in accordance with the Act by at least 100 Members or Members with at least 5% of the votes eligible to be cast at the meeting.
 - (c) The Company shall give notice of a general meeting of Members in accordance with Clause 8.14 of this Constitution.
- 8.1.4** Except for resolutions of Members under Section 203D of the Act, the Company may call:
- (a) an AGM on shorter notice if all Members entitled to attend and vote at the AGM agree beforehand; and
 - (b) any other meeting of members on shorter notice, if all members entitled to attend and vote at that meeting agree beforehand.
- 8.1.5** **Notice to Auditor**
- The Company must give the Auditor:
- (a) notice of a general meeting in the same way that a member is entitled to receive notice; and
 - (b) any other communication relating to the general meeting that a member is entitled to receive.
- 8.1.6** The accidental omission to give notice of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the General meeting.

8.2 Cancellation of General Meetings

- 8.2.1** The Directors may cancel a meeting, other than a General meeting which they are required to convene and hold under the Act.
- 8.2.2** A general meeting may only be cancelled under Clause 8.2.1 if notice of the cancellation is given pursuant to Clause 8.14 to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in the notice of meeting.

8.3 Quorum at General Meetings

- 8.3.1** For the purposes of a general meeting of members, 50 Financial Members present in person or by proxy shall constitute a quorum. A quorum must be present at all times during a general meeting. No business shall be transacted at any time that the meeting lacks a quorum.
- 8.3.2** In determining whether a quorum is present:
- (a) individuals who attend as proxies are to be counted;
 - (b) if a member has appointed more than one proxy, only one of them is to be counted; and
 - (c) if an individual is attending both as a member and as a proxy they may be counted more than once to reflect the number of proxies they hold.
- 8.3.3** If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chair:
- (a) if the meeting was convened by or on the requisition of members, it must be dissolved; or
 - (b) in any other case it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.
- 8.3.4** If a meeting has been adjourned to another time and place determined by the Board, then notwithstanding any other provision, no less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- 8.3.5** If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

8.4 Appointment of Chair and Powers of Chair

- 8.4.1** If the Directors have elected one of their number as Chair (also known as the President) of their meetings, that person is entitled to preside as Chair at every general meeting. In the absence of the Chair, the deputy Chair of the Board (also known as the Vice President) is entitled to preside as Chair.
- 8.4.2** The Directors present at a general meeting must elect one of their number to Chair the meeting if either of the following applies:
- (a) a Director has not been elected as the Chair or deputy Chair of Directors meetings; or
 - (b) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting or he/she is unwilling to act.
- 8.4.3** The Chair has the following Powers:
- (a) rule on procedural matters;
 - (b) speak on behalf of the Company; and
 - (c) expel people acting inappropriately at meetings.

8.5 Adjournment of Meetings

- 8.5.1** The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 8.5.2** 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.
- 8.5.3** When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 8.5.4** When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

8.6 Voting on Show of Hands

- 8.6.1** All resolutions put to the vote at a general meeting of Members must be decided by a show of hands unless a poll is demanded in accordance with Clause 8.7.2.
- 8.6.2** On a show of hands, every Member present in person has one vote.
- 8.6.3** On a show of hands, a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.7 Demand for a poll

- 8.7.1** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded on any resolution (other than on the election of the chairman of a meeting or the adjournment of a meeting) by:
- (a) at least one half (50%) plus one of Members present entitled to vote on the resolution; or
 - (b) Members present (having the right to vote at the meeting) with at least 5% of the votes that may be cast on the resolution of a poll; or
 - (c) the Chair.
- 8.7.2** A poll may be demanded:
- (a) before a vote is taken;
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.

8.8 Objections to Voter Qualification

- 8.8.1** An objection to the qualification of a voter may be raised at the meeting or adjourned meeting at which the vote objected to is given.
- 8.8.2** An objection to the qualification of a voter must be referred to the Chair, whose decision is final.
- 8.8.3** A vote not disallowed according to an objection as provided in this document is valid for all purposes.

8.9 Mode of Meeting for Members

- 8.9.1** A general meeting may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting. The Members may otherwise regulate their meetings as they think fit.

8.10 Written Resolutions

The Members may pass a resolution in writing without holding a meeting if the following conditions are met:

- (a) the resolution is set out in a document or documents indicating that all of the Members are in favour of it; and
- (b) more than 50% (or at least 75% if a Special Resolution) of Members who are entitled to vote on the resolution sign the document or documents or identical copies of it or them.

8.11 Form of Resolution in Writing

- 8.11.1** A resolution in writing may consist of several documents in like form, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the documents.
- 8.11.2** If a resolution in writing is signed by a proxy of a Member, it must not also be signed by the appointing Member and vice versa.
- 8.11.3** In relation to a resolution in writing a document generated by electronic means (including email), which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature or an email sent from a Member's email address is to be treated as signed.

8.12 Annual General Meeting of Members (Section 250R of the Act)

8.12.1 The College must hold an AGM at least once in each calendar year and within five (5) months after the end of its Financial Year (at a place and time determined by the Board) to:

- (a) to verify the minutes of the last AGM;
- (b) receive the financial reports, statements and accounts of the Company and reports of the Board and the Auditor for the preceding financial year;
- (c) appoint or confirm the appointment of the Auditor;
- (d) authorise the Directors to fix the remuneration of the Auditor appointed at the AGM;
- (e) consider any matter which may be submitted by a Member to the meeting in accordance with the Act or this Constitution;
- (f) transact any other business which:
 - iv under this Constitution ought to be transacted at an Annual General meeting of the Company, or
 - v which the Board considers appropriate;
- (g) consider any special resolutions of which notice has been given in accordance with this Constitution and the Act; and
- (h) conduct any other business as required by the Act.

8.12.2 Subject to the Act and this Constitution, all other business transacted at an AGM and all business transacted at a general meeting shall require an Ordinary Resolution to be carried.

8.12.3 The AGM may only consider other business of which notice has been given in accordance with Clauses 8.1.3, 8.1.4 and 8.1.5.

8.13 Calling and holding of General Meetings by Members (Section 249F of the Act)

8.13.1 Members with at least 5% of the votes that may be cast at a general meeting of the company may call, and arrange to hold, a general meeting.

8.13.2 The Members calling the meeting must pay the expenses of calling and holding the meeting. The meeting must be called in the same way – as far as is possible – in which general meetings of the company may be called.

8.13.3 The percentage of votes that is to be worked out is as at the midnight before the meeting is called.

8.14 Notices

8.14.1 Method of sending notices

In addition to the method for giving notices permitted by statute, a notice or communication by the Company, an officer of the Company or a Member in connection with this Constitution may be given to the Member's and auditor's designated address by the methods set out in the first column of the following table. The notification is effective on the date set out in the second column.

Method of notification	Date deemed receipt of notification
By personal delivery	Date of delivery
By sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee	One day after it is posted
By sending by fax to the recipient's fax number	Date of an error free fax transmission report from the sender's fax machine
By email sent to the recipient's email address	Date on which the recipient receives the email in readable form

- 8.14.2 Notices to legal representatives.** A notice may be given by the Company to a Member by giving notice to their legal representative by sending it through the post in a prepaid letter addressed to the legal representative of the relevant Member at the address supplied for this purpose by the Member, or where a legal representative has been appointed by law due to appointment of a guardian, voluntary administration, insolvency, court order and/or death of the Member, to that representative.
- 8.14.3 Notices to foreign residents.** Subject to Clause 8.14.1, notices and other documents for Members outside the Commonwealth of Australia shall be forwarded to those Members by airmail or by facsimile or by email at the address or facsimile number or email address outside the Commonwealth of Australia supplied to the Company by them.
- 8.14.4 Notices of general meetings.** Notice of every General meeting shall be given in any manner authorised to:
- (a) every Member;
 - (b) each Director; and
 - (c) the Auditor (if any) for the time being of the Company.
- 8.14.5 Signature on notices.** The signature to any notice to be given by or on behalf of the Company may be written, printed or stamped or by electronic methods that feature the following standards:
- (a) the method used must clearly identify the authorising person and indicate the person's intention in respect of the information communication; and
 - (b) the method used is as reliable as is appropriate for the purposes of the communication of notices of the Company; and
 - (c) the Board has agreed prior consent to the use of the electronic method.
- 8.14.6 Electronic notices.** For the avoidance of doubt, the Company may give a Member or other person a notice of a meeting, agenda papers, resolution (including a proposed resolution in writing) or other relevant material by emailing the Member or other person and advising them that the notice, agenda paper, resolution or other material is available for viewing and downloading from the Company's website.

9 PROXIES

9.1 Proxies

- 9.1.1** At meetings of Members, each Member entitled to vote may vote in person or by proxy.
- 9.1.2** A person appointed as a proxy must be an individual but does not have to be a Member. Members can appoint the Chair of the meeting as their proxy.
- 9.1.3** A person attending as a proxy shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

9.2 Form of proxy

- 9.2.1** A document appointing a proxy may be in a form acceptable to the Company, including that set out in Schedule 3. It must be signed in one of the following ways:
- (a) signed by the Member; or
 - (b) signed by the Member's authorised attorney.
- 9.2.2** An instrument appointing a proxy shall be valid if it contains the following information:
- (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the office held by the proxy; and
 - (d) the meetings at which the proxy may be used (Section 250A of the Act).
- 9.2.3** An appointment of a proxy may be a standing proxy.
- 9.2.4** An undated proxy shall be assigned the date on which it is received by the Company.

9.2.5 Any instrument of proxy, in which the name of the appointee is not filled in, shall be deemed to be given in favour of the chair of the meeting to which it relates.

9.2.6 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

9.3 Verification of Proxies

9.3.1 Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the following provisions are fulfilled:

- (a) Each Member appointing a proxy must send or deliver to the Company, for receipt by 5pm on the last business day before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
 - i the document appointing the proxy, and
 - ii if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- (b) The required documents must be either sent or delivered to the Company's office address, fax number or electronic address, and marked to the attention of the relevant person, as specified for that purpose in the notice convening the meeting.

9.4 Revocation of Appointment of Proxy

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

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

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

10 MEMBERSHIP

10.1 Membership

10.1.1 The Members of the College at any point in time shall comprise such persons as the Board admits to membership in accordance with this Constitution or under relevant Rules approved by the Board from time to time.

10.1.2 All Members of the College shall be allocated by the Board to a Branch of the College.

10.1.3 Members may apply to change the Branch of their membership by written application to the Board in accordance with the Rules and upon providing evidence to the Board that they meet the qualification and/or experience applicable to that Branch.

10.1.4 The rights, obligations and conditions of each Branch of Membership are set out in the Rules.

10.2 Categories of Membership

10.2.1 The Members of the Company shall also be organised into Categories of membership.

10.2.2 Each Member shall have equal voting and other rights as designated by this Constitution.

10.2.3 The Categories of membership shall be determined by the relevant qualifications and/or relevant experience of the Member - to be determined by the Board from time to time. The Categories of membership as at the date of the adoption of this Constitution are set out in Schedule 1. Members will be graded in accordance with Schedule 1 based on an assessment against one or all of the following criteria:

- (a) Relevant Qualification. This means a qualification from a tertiary course accredited by the College or a qualification recognised by the College on application for membership of the College.
- (b) Appropriate Experience. This means demonstrated experience through an appointment in a health management position or other relevant experience as recognised by the College on application for membership of the College.

- (c) Other Eligibility. This component means other eligibility as determined by the Board from time to time.
- 10.2.4** A Member may apply to change the Category of their membership by written application to the Board in accordance with the Rules and upon providing evidence to the Board that they meet the qualification and/or experience applicable to that Category.
- 10.2.5** The rights, obligations and conditions (including the payment of annual membership fees) of each category of Membership are set out in the Rules.
- 10.2.6** For the avoidance of doubt, for an individual person to become a Member of the Company, they must have a relevant qualification and/or experience.

10.3 Becoming a Member

- 10.3.1** The following provisions apply to applications for admission as a Member:
 - (a) Membership is open to individuals that are supportive of the objects of the Company and which are accepted to membership by the Board following the application procedure set out in this Constitution and in the Rules.
 - (b) An application for membership must be made from time to time by completing and signing the form approved for the purpose by the Board and lodging it with the CEO.
- 10.3.2** In respect of each application for membership duly made in accordance with this Constitution and the Rules:
 - (a) the CEO shall prepare the current list of applicants and they (or the Membership Registrar if appointed) will convene a meeting of the Membership sub-committee (if established) to determine the proposed Category of membership to be assigned to each applicant;
 - (b) following consideration by the CEO and Membership sub-committee, the list of applicants and recommendations shall be submitted for consideration by the Board or the Board's authorised delegate in accordance with the Rules;
 - (c) if the Board's authorised delegate does not accept a recommendation, the recommendation must be referred to the Board;
 - (d) the Board may accept a recommendation, reject a recommendation and/or request further information in relation to an application;
 - (e) the Board does not have to give reasons for rejecting an application; and
 - (f) if the application is rejected, all amounts paid by the applicant on account of the application shall be refunded in full.

10.4 Notifying Member of Admission

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

10.5 Ongoing Member Obligations and Rights

- 10.5.1** The Members of the Company agree to be bound by the provisions of this Constitution and Rules approved by the Board from time to time.
- 10.5.2** For so long as a Member abides by the provisions of this Constitution, the Member shall enjoy the rights and privileges of membership under this Constitution, the Rules and the Act.
- 10.5.3** All Members have the right to receive notices of, and to attend and be heard at, and to vote (subject to the other provisions of this Constitution and relevant Rules promulgated by the Board) at any general meeting.
- 10.5.4** The rights and privileges of every Member are personal to that Member and may not be transferable by any act of that Member or by operation of law.

10.5.5 Members shall indicate their membership of the Company only in such form and manner and subject to any conditions in Rules approved by the Board from time to time.

10.5.6 Each Member shall notify the CEO of any change in the circumstances of the Member, which may affect the Member's continued entitlement to membership, or Category of membership.

10.6 Register of Members

10.6.1 A register of Members must be kept in accordance with the Act.

10.6.2 The following details must be entered and kept current in the Register of Members in respect of each Member:

- (a) The full name and contact details of the Member.
- (b) The dates of admission to the College and cessation of membership.
- (c) Such other information as the Board requires in accordance with the Rules.

10.6.3 Each Member is responsible to notify the CEO in writing of any change in that person's name, address, and other available contact details within one month of the change.

10.7 Certificate of Membership

10.7.1 The Board may in its discretion issue a Certificate of Membership to Members in such form and upon payment of such fees as it may prescribe from time to time.

10.7.2 Certificates of Membership remain the property of the Company and must be promptly returned to the Company if requested by the Board or if the holder of the certificate ceases to be a Member.

10.7.3 The Board may approve from time to time the manner in which Certificates of Membership of the College can and cannot be used.

10.7.4 Without limiting Clause 10.7.3, Members with a Certificate of Membership must not use the certificate to make false or misleading representations about the College and their membership thereof and category of membership, including representing that they are a Member when membership has ceased.

10.8 Application and Subscription Fees

10.8.1 The entrance fee, payable by applicants for membership of the Company (if demanded), and the annual subscription fees payable by Members, shall be fixed by the Board and shall be payable by Members at such times and in such manner as determined by the Board from time to time.

10.8.2 The Board may in its discretion:

- (a) determine that no entrance or subscription fee is payable by a Member or Category of Members (in whole or in part) for any given year;
- (b) extend the time for payment of any entrance fee or subscription fee by any Member or Category of Members; and/or
- (c) reduce or waive the fees to be paid by a Member or Category of Members under any circumstance that the Board may deem appropriate.

10.9 Return of Fees

10.9.1 No part of any entrance fee or subscription fee shall be refunded to a Member who ceases to be a Member pursuant to Clause 10.10.

10.10 Removal and Cessation of Membership

10.10.1 A Member may resign from membership of the Company by giving written notice to the CEO, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.

10.10.2 Suspension or Removal from Membership

Subject to Clauses 10.10.3 and 10.10.4, a Member may be suspended or removed by a resolution of the Board, supported by at least 75% of Directors.

10.10.3 Except in the case of failure to pay subscriptions and levies (see sub-Clause 10.10.5(b) below), the following provisions must be fulfilled before a Member can be removed by a resolution of the Board under Clause 10.10.2:

- (a) The Board must give at least two months' written notice to the Member of the intention to terminate their membership and the grounds of the intended termination.
- (b) The Member must be invited, in the written notice, to provide to the Board within one month any written representations, which the Member wishes the meeting of the Board to consider.
- (c) If the Member makes written representations, the Secretary must ensure that a copy of the representations is included in the notices for the meeting of the Board.
- (d) Whether or not representations have been circulated or read, the member must be given a full and fair opportunity to address the meeting.

10.10.4 The Board may suspend a Member by written notice for a period of up to three months where there is reasonable suspicion or prima-face evidence that one or more of the provisions of Clause 10.10.3 might apply. The suspension will remain in effect until the Member is exonerated, or in the other case, until the Board terminates his/her membership of the College.

10.10.5 A Member ceases membership of the College by resolution of the Board if one of the following events occurs:

- (a) if convicted of an indictable offence;
- (b) by a resolution of the Board if the Member fails to pay the annual membership fees and/or levies as set out in the Rules;
- (c) if he/she notifies the Board that he/she is no longer eligible for membership; or
- (d) if the Member dies.

10.11 Effect of Cessation of Membership

10.11.1 Any Member who has been removed as and/or ceases to be a Member under Clause 10.10 (inclusive) is not entitled to enjoy the privileges of membership including receiving notice of, attendance and voting at, any meeting of Members.

10.11.2 Any Member whose membership has ceased for any reason continues to remain liable for:

- (a) all money owing by the Member to the Company as at the date of cessation of membership; and
- (b) the Guarantee.

10.11.3 Whenever any person or company ceases to be a Member, the Board shall direct that his or her name shall be removed from the Register of Members.

10.12 No Profits for Members on the Transfer of Income or Property

10.12.1 All of the assets and income of the Company shall be applied solely in the furtherance of the Objects of the Company and no portion shall be distributed directly or indirectly to any Member.

11 INDEMNITY, LIABILITIES & INSURANCE

11.1 Indemnity

11.1.1 Every officer and past officer of the Company may be indemnified by the Company, to the fullest extent permitted by law, against a liability for costs and expenses incurred by that person as an officer of the Company or a subsidiary of the Company, including without limitation:

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

11.2 Liabilities to Third Parties

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

11.3 Insurance Premiums

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

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

12 ACCOUNTS, AUDIT AND RECORDS

12.1 Accounts

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

12.2 Finance Committee

12.2.1 The Finance Committee shall oversee the prudent and compliant financial management of the College and to make recommendations to the Board on financial matters and give financial effect to the College's Strategic Plan through the preparation of budget submissions and reports to the Board.

12.3 Financial Transactions and Funds Management

12.3.1 Financial Delegations. The Board shall establish and maintain financial delegations for the operation of the College.

12.3.2 College Funds. The funds of the College will be held in the name of the College at a financial institution approved by the Board from time to time.

12.3.3 Financial Transactions. Wherever practicable, the financial transactions of the College are to occur via secure electronic means approved by the College Auditor from time to time and in accordance with the financial delegations of the College. Cash transactions are not preferred in the financial management of the College. Payments by cheque are approved where electronic transactions are not available and in accordance with the College financial delegations.

12.3.4 Investments. The College's Finance Sub-Committee shall consider and make recommendations to the Board upon all investment activity, in the application of College monies, and on behalf of the College, and advise the Board in writing of any or all known or anticipated risks relevant thereto. All investment activity will be in accordance with the College investment policy as approved by the Board from time to time.

12.3.5 Loans/Borrowing. The College's Finance Committee shall consider and make recommendations to the Board upon all borrowing activity, in the associated repayment and application of borrowed monies, and advise the Board in writing of any or all known or anticipated risks relevant thereto. All borrowing and loans will in accordance with the College borrowing policy as approved by the Board from time to time.

12.4 Negotiable instruments

12.4.1 The Board shall determine the mechanism for signing, drawing, accepting, endorsing or otherwise executing a negotiable instrument.

12.4.2 Receipts for money payable to or receivable by the College may be signed by a Director or the Secretary or by any other person authorised by the Board to receive money either generally or any particular sum of money on behalf of the Company and such receipt shall be deemed to be valid.

12.5 Financial Year

12.5.1 The start and end dates of the financial year of the Company are as determined by the Board in accordance with the Act and recorded in the Rules.

12.6 Payments

12.6.1 Two duly appointed financial delegates of the Company must approve all payments by the Company.

12.6.2 The Board must approve from time to time a list of individuals or positions to be signatories for the purpose of Clause 12.6.1.

12.7 Audit

12.7.1 A registered Company Auditor must be appointed.

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

12.7.3 The Board must arrange for the accounts for the last financial year to be audited in accordance with requirements of the Act before being submitted to the AGM in accordance with Clause 8.12.

12.8 Rights of Inspection

Subject to the Act, the Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by resolution of the Board.

13 FURTHER OBLIGATIONS UNDER AUSTRALIAN CHARITIES AND NOT FOR PROFITS COMMISSION ACT

13.1 The Company must comply with, and the Board must ensure that the Company complies with, all requirements (whether financial or otherwise) that apply to the Company under the Australian Charities and Not for Profits Commission Act 2012 (Cth) and all related legislation as commenced and amended from time to time.

14 GENERAL

14.1 Exercise of power

14.1.1 Except as specifically contemplated by this Constitution, the Company may exercise any power, take any action or engage in any conduct or procedure, which under the Act, a public company limited by guarantee has the power to do.

14.2 Seals and Execution of Documents

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

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

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

14.2.3 The Company may execute a document without the use of a Seal if the document is signed by:

- (a) two Directors;
- (b) a Director and the Secretary; or
- (c) in any other manner permitted by the Act.

14.3 Records

14.3.1 The Board must provide for the safe keeping of the records of the Company.

14.3.2 Members may inspect records of the Company permitted by the Act.

14.3.3 Members may not inspect the records of the Company that relate to confidential personal, employment, commercial and legal matters.

14.3.4 Copies of the Constitution and Members' resolutions must be freely available to Members.

14.4 Amendment of Constitution

14.4.1 This Constitution may be amended or repealed by Special Resolution in accordance with the Act (Section 136 (2)).

14.5 Copy of Constitution

14.5.1 The Company must send a copy of this Constitution to a Member of the Company within seven days if the Member asks the Company in writing for a copy and pays the fee (up to the amount prescribed by the Act) required by the Company as approved by the Board (Section 139 of the Act).

15 SURPLUS ASSETS ON WINDING UP OR DISSOLUTION

15.1 Upon the winding up or dissolution of the Company any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which satisfies both of the following requirements:

- (a) has objects similar to the objects of the Company; and
- (b) whose constituent documents have rules prohibiting the distribution of its assets and income to its members and which is not carried on for the purpose of profit or gain of its individual members;

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

SCHEDULE 1 – MEMBERSHIP CATEGORIES

Category	Description	Post-Nominals
(a) "Fellow"	A person or Member who has been appointed as a Fellow by the Board in accordance with the Rules after demonstrating a high level of knowledge and skill in health management, planning or administration	FCHSM
(a1) "Certified Health Executive"	A Fellow of the College who meets the requirements for Certification in accordance with the Rules	CHE FCHSM
(b) "Honorary Fellow"	A person or Member who has been appointed as an Honorary Fellow by the Board in accordance with the Rules for services to the Company. An Honorary Fellow is not liable to pay annual membership fees or levies (but must pay the Guarantee)	FCHSM (Hon)
(c) "Associate Fellow"	A person or Member who has been appointed as an Associate Fellow by the Board in accordance with the Rules	AFCHSM
(c1) "Certified Health Manager"	An Associate Fellow who meets the requirements for Certification in accordance with the Rules	CHM AFCHSM
(d) "Ordinary Member"	A person who has been appointed as an Ordinary Member by the Board in accordance with the Rules; referred to as "Member"	MCHSM
(e) "Retired Member"	A Member from any Member Category who has retired from active employment	No post-nominal
(f) "Student"	A person or Member who is undertaking part-time study or full-time study in accordance with the Rules	No post-nominal
(g) "Life Member"	A Member who has been appointed as a Life Member by the Board in accordance with the Rules. A Life Member is not liable to pay annual membership fees or levies (but must pay the Guarantee)	Post-nominal shown above, followed by the phrase: (Life Member)

