

~~20-17~~ November 202~~30~~



Royal Australasian College  
of Dental Surgeons  
*Let knowledge conquer disease*

**ROYAL AUSTRALASIAN COLLEGE OF DENTAL SURGEONS**

**(formerly Royal Australasian College of Dental Surgeons Incorporated ABN 97 343 369 579 ACT Association A00186)**

## CONSTITUTION

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

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# ROYAL AUSTRALASIAN COLLEGE OF DENTAL SURGEONS

## CONSTITUTION

### 1 DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In this Constitution:

**“ACNC Act”** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

**“Advisory Council”** means the advisory body described in clause 10

**“Affiliates”** are persons who are current registered dentists in their country of residence, and in good standing with that registration body. They do not bear voting rights, nor the right to serve on the Board nor the right to use post-nominals

**“Annual General Meeting”** or **“AGM”** means the annual general meeting of the College;

**“Associates of RACDS”** are persons who have gained a Fellowship or Membership from a College with a similar history and purpose to the RACDS, and who do not bear voting rights, nor the right to serve on the Board nor the right to use post-nominals. Associates of RACDS receive access to all other benefits provided to RACDS Fellows and Members;

**“Board”** means some or all of the Directors acting as the board of directors of the College;

**“Chief Executive Officer”** means the person for the time being appointed to that position pursuant to clause 9.3;

**“College”** means the company limited by guarantee named Royal Australasian College of Dental Surgeons ACN 617 702 548 and ABN 97 343 369 579;

**“Company Secretary”** means the person appointed as a company secretary of the College by the Board under clause 9.4, as applicable;

**“Constitution”** means this constitution of the College;

**“Corporations Act”** means the *Corporations Act 2001* (Cth) as amended;

**“Director”** means an individual elected or appointed from time to time to the office of director of the College in accordance with this Constitution.

**“Fellow”** means a Voting Member in the class described in clause 4.2(a), and where the context permits, includes an Honorary Fellow or a Life Fellow;

**“Fellowship”** means all persons admitted in the class of Fellow;

**“Financial Member”** means a Fellow or a Member including an Honorary Fellow, a Life Fellow, an Honorary Member or a Life Member that has paid the annual fee determined by the Board;

**“General Meeting”** means a general meeting of Voting Members who are entitled to vote and includes the AGM;

**"Gift Fund"** means any gift fund established by the College pursuant to clause 3.3;

**"Honorary Fellow"** means a Voting Member in the class described in clause 4.2(b);

**"ITAA"** means the *Income Tax Assessment Act 1997* (Cth) as amended;

**"Life Fellow"** means a Voting Member in the class described in clause 4.2(c);

**"Member"** means a member of the College in accordance with Part 4 Membership of this Constitution including classes of Voting members (4.2A) and Non-Voting members (4.2B).

**"Membership"** means all persons admitted as a Member;

**"Non-voting member"** means a person that is admitted as a Non-voting member in accordance with this Constitution and includes Associates, Affiliates and Students;

**"Officer"** has the meaning given to it in the Corporations Act;

**"President"** means the office bearer by that name appointed or elected pursuant to clause 8.9;

**"Purposes"** means the purposes set out in clause 2.1;

**"Regulations"** means regulations made by the Board under clause 9.6 and commonly referred to as "By-laws";

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

**"Special Resolution"** means a resolution that must be passed by a majority of at least 75% of votes cast by Voting Members entitled to vote at the relevant General Meeting in accordance with the Corporations Act;

**"Student"** means a current University student in the Asia-Pacific region, undertaking an approved dental course leading to registration as a general dentist. They do not bear voting rights, nor the right to serve on the Board nor the right to use post-nominals

**"Terminable Conduct"** means conduct of a Member which, in the reasonable opinion of the Board:

- (a) has been or will be prejudicial to the College's interests;
- (b) does not meet a standard of a fit and proper person or a person of good fame and character;
- (c) is unbecoming of Members;
- (d) arises from a finding of professional misconduct or an indictable offence; or
- (e) is conduct similar to the conduct described in paragraphs (a) to (d) above and which is set out in the Regulations.

**"Vice President"** means the office bearer by that name appointed or elected pursuant to clause 8.9;

**"Voting Member"** means a person for the time being, admitted to Membership of the College and entitled to vote subject to clause 6.6 and unless the context indicates otherwise, or the contrary intention appears, includes Fellows, Fellows without Examination, Honorary Fellows, Life Fellows, Members and Members without Examination;

## 1.2 Interpretation of rules

Unless the contrary intention appears in this Constitution:

- (a) a reference to the College is a reference to Royal Australasian College of Dental Surgeons ACN 617 702 548, a company limited by guarantee;
- (b) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any state or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (d) words importing the singular include the plural, and words importing the plural include the singular;
- (e) words importing a gender include every other gender;
- (f) words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);
- (g) a reference to a person includes that person's successors, legal personal representatives and permitted transferees;
- (h) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (i) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (j) headings and bold text are for convenience only and do not affect the interpretation of the Constitution;
- (k) the words "include", "includes", "including" and "for example", are not to be interpreted as words of limitation;
- (l) "in writing" and "written" includes typing or printing, lithographing and other modes of representing or reproducing words and figures in visible form including any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (m) a reference to "month" means a calendar month.

## 1.3 Application of Corporations Act

- (a) This Constitution is to be interpreted subject to the Corporations Act. However, the rules that apply as replaceable rules to companies under the Corporations Act do not apply to the College except to the extent that they may be repeated in this Constitution.
- (b) Unless the contrary intention appears, a word or expression in a provision that is defined in the Corporations Act has the same meaning in this Constitution.

## 2 PURPOSES OF THE COLLEGE

### 2.1 Purposes

The Purposes of the College are to:

- (a) advance the science and art of dentistry;
- (b) encourage study and research in the field of dental science and cognate subjects; and
- (c) do all such things as are incidental and conducive to the attainment and furtherance of all or any of the above Purposes.

### 2.2 College powers as a body corporate

- (a) Solely for furthering the Purposes under clause 2.1, the College, in addition to any powers it has under this Constitution, has the legal capacity and powers of a company limited by guarantee as prescribed under the Corporations Act.
- (b) Without limiting clause 2.2(a), the College may pursue the Purposes by:
  - (i) raising money to further the Purposes and secure sufficient funds to pursue the Purposes; and
  - (ii) receiving any funds and applying those funds in a manner that best attains the Purposes.

## 3 PURPOSES AND PROPERTY OF THE COLLEGE

### 3.1 Income applied for the Purposes

- (a) The income and property of the College:
  - (i) must be applied solely towards promotion of the Purposes of the College; and
  - (ii) must not be paid or given to a Member, directly or indirectly, by way of dividend, bonus or otherwise.
- (b) Clause 3.1(a) does not prevent the College from paying a Member or Officer a reasonable and proper amount with the Board's prior approval in good faith for:
  - (i) goods or services supplied to the College in the ordinary and usual course of business;
  - (ii) interest on money lent to the College; or
  - (iii) reasonable rent for premises let to the College.

### 3.2 Winding up

If on the winding up or dissolution of the College, and after satisfaction of all its liabilities and debts, any property or surplus remains, that property or surplus must be transferred to another body or bodies:

- (a) having purposes similar to the Purposes;
- (b) whose constitution prohibits (or each of whose constitutions 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 under this Constitution;
- (c) which are income tax exempt under the ITAA if the College had been;
- (d) which can receive deductible gifts under the ITAA if the College has or had and on the same basis; and
- (e) which are selected at or before winding up or dissolution by:
  - (i) a resolution of the Voting Members;
  - (ii) failing clause 3.2(e)(i), by resolution of the Board;
  - (iii) failing clause 3.2(e)(ii), by application to the New South Wales Supreme Court.

### **3.3 Gift Fund**

The College may establish and maintain a Gift Fund on the following basis:

- (a) the Gift Fund is established for pursuing the Purposes;
- (b) the Gift Fund must receive all gifts and deductible contributions of money or property for the Purposes;
- (c) any money received by way of gifts referred to in clause 3.3(b) must be credited to the Gift Fund's account;
- (d) the Gift Fund must not receive any other money or property; and
- (e) if the College is wound up or if it is entitled to receive tax deductible gifts and it has its deductible gift recipient endorsement revoked (whichever occurs first), the Gift Fund's surplus assets must be paid or transferred to one or more funds, authorities or institutions determined according to clause 3.2 which is endorsed as a deductible gift recipient on the same basis as the Gift Fund.

## **4 MEMBERSHIP**

### **4.1 Limited liability of Voting Members / guarantee**

- (a) A Voting Member's liability is limited to the guaranteed amount in clause 4.1(b).
- (b) If the College is wound up, each Voting Member must contribute to the College's property, up to one Australian dollar (\$1AUD) towards:
  - (i) the College's debts and liabilities contracted before the person ceased to be a Voting Member;
  - (ii) costs, charges and expenses to wind up; and
  - (iii) adjustment of rights of the contributories among themselves.

## **4.2 4.2A Voting Classes of membership**

- (a) Fellows who:
  - (i) have been admitted under clause 5.1, having successfully completed the Fellowship examination for general or specialist dental practice;
  - (ii) in the case of medical and dental graduates, having successfully completed the Oral and Maxillofacial Surgery Training Program (or otherwise being eligible without examination) as prescribed in Regulations and having been admitted under clause 5.1; or
  - (iii) in the case of Oral and Maxillofacial Surgeons, being an Overseas Trained Specialist and assessed by the Board of Studies Oral and Maxillofacial Surgery as comparable to a trainee graduating from the RACDS Oral and Maxillofacial Surgery Training Program, have been admitted under clauses 5.1;
- (b) Honorary Fellows admitted under clause 5.2;
- (c) Life Fellows admitted under clause 5.3;
- (d) Members, having completed the Membership examination or assessment for General or Specialist Dental Practice (or otherwise being eligible without examination) as prescribed in Regulations and having been admitted under clauses 5.4;
- (e) such other voting classes whose rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status determined by the Board.

### **4.2B Non-voting members**

- a) Persons who do not otherwise satisfy the requirements to be a Voting Member but who support the Purposes and satisfy any other requirements for Non-voting membership as prescribed by the Board may apply to become a Non-voting member.
- b) The Board may create categories for Non-voting membership on such conditions and criteria as the Board may determine.
- c) At the time of adoption of this Constitution, Non-voting members include Associates, Affiliates and Students.
- d) The rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status of Non-voting members will be as determined by the Board.

## **4.3 Admission of Members**

A person will become a Member, and the Board will direct the Company Secretary to record the person's name in the register of Members kept by the College in accordance with clause 4.9, only upon satisfying the criteria applicable to the relevant class of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Board, and is admitted, the Member undertakes and agrees to:

- (a) be bound by this Constitution, the Regulations and By-laws specific to the relevant class of membership;
- (b) pay the fees determined to apply to the Member under clause 4.7; and
- (c) support the College in the encouragement and promotion of its Purpose.



#### **4.4 Limit on number of Members**

The number of Members is unlimited.

#### **4.5 Voting Member rights and obligations**

- (a) Voting Members have the right to receive notice of, attend, speak at and vote at General Meetings provided that they are a Financial Member.
- (b) Fellows and Members may wear the academic dress set out in College Policy.

#### **4.6 Rights not transferrable**

A person's membership rights and privileges:

- (a) apply only if the person is a Member of good standing; and
- (b) are personal and no Member will, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so will be void.

#### **4.7 Classes of Members**

Pursuant to clause 4.2, the Board may establish classes of Members and determine other membership matters and may by By-law:

- (a) establish different classes of membership;
- (b) prescribe the admission process, qualifications, rights and privileges and annual fees (if any) of persons to become a Member of a class of membership;
- (c) prescribe the amount of annual fees payable, subscription amounts and levies, or the power to create or vary such fees, amounts and levies, payable by Members (if applicable);
- (d) establish the power of, and procedures governing, the expulsion or disciplining of a Member, and the rights of all relevant persons in such cases; and
- (e) such other matters concerning membership as the Board sees fit.

#### **4.8 Fees**

In respect of classes of Members which must pay an annual fee, the Board may determine:

- (a) the amount of annual fee payable, including any application fee to apply for each class of membership, any admission fee to be admitted as a Member;
- (b) whether annual fees are refundable or non-refundable;
- (c) the timing for payment of fees;
- (d) the payment method and the due date for payment of the fee;
- (e) whether Members admitted during the annual fee period may pay *pro rata* annual fees;
- (f) whether to reduce annual fees for Members aged 65 or over on application to the Board; and

- (g) whether to reduce annual fees for any other Member on application to the Board in accordance with Regulations but otherwise determined in the Board's absolute discretion. Any fee reduction permitted under this clause 4.8(g) only applies for one annual fee period and the applicant may reapply.

#### **4.9 Register of Members, including closure of register**

- (a) The College must maintain a register of Members in accordance with the Corporations Act which contains the following details for current and recent Members:
  - (i) full name;
  - (ii) address for notices; and
  - (iii) the membership start and end dates.
- (b) The Board may establish Regulations which regulate closure of the register for up to sixty (60) days per financial year.
- (c) Separate to the register, the College may maintain a database of personal details of Members which are not used for notices.

#### **4.10 Change of Member details**

A Member must notify the College if the Member's address for notices change within twenty-eight (28) days of the change.

### **5 BECOMING AND CEASING TO BE A MEMBER**

#### **5.1 Admission of Fellows (FRACDS)**

- (a) The Board may prescribe Regulations for enrolling, registering, assessing and examining candidates for Fellowship, and admission without examination.
- (b) The Board may admit, in accordance with Regulations, to Fellowship, a person who completes the Fellowship examination in general or specialist dental practice prescribed by Regulation.
- (c) The Board may admit, in accordance with clause 9, to Fellowship in Oral and Maxillofacial Surgery, an Overseas Trained Specialist who has been assessed by the Board of Studies OMS as comparable to a trainee graduating from the RACDS OMS Training Program.
- (d) The Board may admit, in accordance with clause 9, to Fellowship without examination a dentist who, on the recommendation of the respective Board of Studies, has qualifications and experience comparable to a Fellow of the College. Only two (2) dentists per financial year in each of general and specialist dental practice respectively may be admitted under this clause 5.1(d).

#### **5.2 Admission of Honorary Fellows (FRACDS)**

The Board may, according to the procedures specified in Regulations, confer Honorary Fellowship on distinguished persons who in the opinion of the Board have made outstanding contributions to the advancement of the science and practise of dentistry or the dental profession.

### 5.3 Admission of Life Fellows (FRACDS)

The Board may, (according to the procedures specified in Regulations), confer Life Fellowship on a Fellow or Member of the College that has demonstrated an exceptional contribution of service to the College. Life Fellowship is the highest level of recognition that the College can bestow.

### 5.4 Admission of Members (MRACDS)

- (a) The Board may prescribe Regulations for enrolling, registering, assessing and examining candidates for Membership, and admission without examination.
- (b) The Board may admit, in accordance with Regulations, to Membership, a person who completes the Membership examination in general or specialist dental practice prescribed by Regulation.
- (c) The Board may admit, in accordance with clause 9, to Membership without examination a dentist who, on the recommendation of the respective Board of Studies, has qualifications and experience comparable to a Member of the College. Only two (2) dentists per financial year in each of general and specialist dental practice respectively may be admitted under this clause 5.4(c).

### 5.5 Pledge

Every application for admission as a Fellow and/or as a Member shall contain:

- (a) the following pledge which shall be binding upon the candidate admitted to membership:
 

*“I hereby pledge myself as a condition of Fellowship/Membership (as relevant) of the College to practise dentistry and conduct my professional life in strict accordance with the Constitution and purposes of the College. I pledge myself to obey all Regulations of the College now in force, which I hereby declare I have read, or any Regulations that may be adopted from time to time by the Board or by its governing body or duly delegated authority. I declare that I will submit to any penalties, including expulsion from the College that may be imposed by the Board or the governing body or duly delegated authority for violation of any Regulation or of this pledge, and to yield up my Certificate of Fellowship/Membership upon ceasing to be a Fellow/Member of the College.”*
- (b) an agreement to be bound by the Constitution and the Regulations.

### 5.6 Testamur

- (a) On admission each Voting Member must receive a testamur stating that by virtue of complying with this Constitution, Fellowship (FRACDS) or Membership (MRACDS) has been conferred upon the holder by resolution of the Board.
- (b) The testamur remains the College's property at all times.
- (c) A person who ceases to be a Voting Member must, within seven (7) days, surrender any testamur to the College, except where a specific exemption has been granted by the Board.
- (d) In this Constitution, “testamur” includes those issued by the College before and after this Constitution was adopted.

## **5.7 Resignation of Members**

A Member may resign by written notice to the Board and the resignation takes effect when accepted by the Board.

## **5.8 Cessation and termination of Membership**

- (a) A person ceases to be a Member on
  - (i) resignation pursuant to clause 5.7;
  - (ii) death;
  - (iii) termination of membership according to clause 5.8(b); and
  - (iv) the basis that, without limiting the foregoing, the Member ceases to hold, maintain or retain the qualifications which entitled the Member to be eligible for membership of the College or no longer satisfies the requirements for membership according to clauses 5.1 to 5.6 (inclusive) unless the Board resolves otherwise.
- (b) The Board may terminate a person's membership if:
  - (i) pursuant to clause 5.9(b), the Member fails to pay the annual fee or any other fee due to the College in accordance with clause 4.8;
  - (ii) by ordinary resolution the Board determines that the Member engages in Terminable Conduct;
  - (iii) the Board so determines by resolution passed by 75% of the whole number of the Directors in the absolute discretion of the Board; or
  - (iv) any Member whose conduct or continued membership which, in the reasonable opinion of the Board, is prejudicial to the interests of the College, but such termination will not affect any liability of such Member to the College.
- (c) Before the Board considers passing a resolution to terminate a person's membership under clause 5.8(b), the Chief Executive Officer must serve the person with a notice:
  - (i) setting out the proposed resolution of the Board and the grounds on which the resolution is to be based;
  - (ii) stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service notice;
  - (iii) stating the date, place and time of the Board meeting; and
  - (iv) informing the Member that he or she may do either or both of the following:
    - (A) attend and speak at the relevant part of that Board meeting, and be entitled to legal assistance and legal representation;
    - (B) submit written representations to the Board at or before the meeting.
- (d) At a meeting convened under clause 5.8(c)(iii), the Board must:

- (i) give to the Member or his or her legal representative a reasonable opportunity to make oral representations;
  - (ii) give due consideration to any written representations submitted to the Board by or on behalf of the Member at or before the meeting; and
  - (iii) decide whether to terminate the person's membership.
- (e) If the Board terminates a person's membership under clause 5.8(b), the Chief Executive Officer must, within seven (7) days by written notice inform the Member of the decision and of the Member's right of appeal under clause 5.11.
- (f) A resolution confirmed by the Board under clause 5.8(c) does not take effect until all rights of appeal have either lapsed or fully exercised or until after the Member's rights of appeal expire under clause 5.11, whichever is the later.

## **5.9 Failure to pay fees**

- (a) If an annual fee remains unpaid two (2) months after the due date, the Member must pay a surcharge determined by the Board calculated from the due date until the annual fee is actually paid.
- (b) If an annual fee and any surcharge under clause 5.9(a) remains unpaid ~~twelve-six (126)~~ months after the annual fee's due date, the person's membership automatically ceases.
- (c) Persons who cease to be a Member or Voting Member (FRACDS or MRACDS) remain liable for all money due to the College at the time he or she ceased to be a Member.

## **5.10 Readmission**

- (a) Persons who ceased to be a Member may be readmitted at the absolute discretion of Board by a resolution passed by 75% of the whole number of Directors and upon payment of the admission fee and compliance with the requirements of clause 5.9.
- (b) A refusal to readmit a Member may be appealed subject to any right of appeal in clause 5.11.

## **5.11 Rights of appeal**

- (a) The Member's appeal rights (if any) will be set out in the Regulations.
- (b) A Member or persons seeking readmission may appeal to the College by lodging with the Chief Executive Officer a notice in writing within seven (7) days after notice of the resolution or decision of the Board has been served on the Member or persons seeking readmission.
- (c) The Board's decision pursuant to the Member's appeal procedure specified in the Regulations will be final and conclusive, and binding on the Member.

## 6 GENERAL MEETINGS

### 6.1 Convening Annual General Meetings

- (a) Annual General Meetings must be held in accordance with the Corporations Act for a public company limited by guarantee that is not registered under the ACNC Act and at a date and venue determined by the Board.
- (b) The Board and any Director may, at any time, call a General Meeting in accordance with the Corporations Act.
- (c) The Voting Members may request the Board to call a General Meeting in accordance with the Corporations Act.

### 6.2 Ordinary business

- (a) The ordinary business of an AGM is to:
  - (i) consider the Board's, financial, auditor's, Officers' and Committees' reports;
  - (ii) declare the Director election results (where applicable);
  - (iii) appoint an auditor if that office has or will become vacant at the meeting;
  - (iv) consider any other matter required by the Corporations Act or the ACNC Act; and
  - (v) receive and consider minutes of the preceding General Meeting(s).
- (b) An ordinary resolution is carried at a General Meeting if a majority of the votes cast on the resolutions is in favour of the resolution.
- (c) If a Special Resolution is proposed at the General Meeting, the notice of General Meeting must specify the intention to propose the Special Resolution and state the terms of the proposed Special Resolution.
- (d) No business other than that stated in the notice of General Meeting may be transacted at a General Meeting.

### 6.3 Notice of meeting

- (a) At least twenty-one (21) days' notice of any General Meeting must be given unless the Corporations Act requires or permits some other period of notice.
- (b) The Notice of a General Meeting must specify:
  - (i) the place, date and time of the meeting;
  - (ii) the general nature of the business to be transacted;
  - (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting;

- (iv) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act for a public company limited by guarantee that is not registered under the ACNC Act;
  - (v) where applicable, a list of nominations received for positions of Directors to be elected at the relevant General Meeting; and
  - (vi) any other matters as required by the Corporations Act and the ACNC Act.
- (c) Notice of every General Meeting must be given in writing in accordance with clause 13.7 to:
- (i) every Director;
  - (ii) every Voting Member entitled to attend the General Meeting; and
  - (iii) the College's auditor.
- (d) No person other than those referred to in clauses 6.3(c)(i) to 6.3(c)(iii) is entitled to receive a notice of General Meeting.
- (e) A General Meeting and any resolution passed at the meeting is not invalid merely because of:
- (i) the accidental omission to give notice of any General Meeting; or
  - (ii) the non-receipt of any such notice by a Voting Member who is entitled to receive notice.
- (f) ~~At least 45 days prior to the proposed date of the General Meeting, the Chief Executive Officer will request from Voting Members a~~ Notices of motions from Voting Members which must be received no less than 28 days prior to the General Meeting.

#### 6.4 Postponement

- (a) For a General Meeting convened by the Board, the Board may, if they think fit, postpone, relocate or cancel a General Meeting to a date and time they determine.
- (b) Clause 6.4(a) does not apply to a meeting requisitioned by Voting Members according to the Corporations Act, by the Board at the request of Voting Members, by individual Directors or by court order.
- (c) A notice of the cancellation or postponement of a General Meeting must:
  - (i) state the reasons for doing so; and
  - (ii) be given to each person entitled to a notice of a General Meeting under clause 6.3(c).
- (d) A notice postponing a General Meeting must specify:
  - (i) the new date and time for meeting;
  - (ii) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the General Meeting; and
  - (iii) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

- (e) The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the General Meeting.

## **6.5 Quorum**

- (a) A General Meeting may not transact business unless a quorum is present at the time when the meeting proceeds to business.
- (b) A quorum to transact business of a General Meeting is constituted by thirteen (13) Voting Members present in person or by proxy provided that at least seven (7) Voting Members are present in person.
- (c) If a quorum is not present within half an hour of the time scheduled to start the General Meeting or a longer period allowed by the Chair of the General Meeting:
  - (i) the meeting, if requisitioned by Voting Members, is dissolved; and
  - (ii) in any other case, the meeting is adjourned to such other place, date and time as the Board determines and notifies Voting Members (if required to do so by clause 6.8).
- (d) If a quorum is not present within (thirty) 30 minutes from the scheduled time to start the adjourned meeting, the meeting is dissolved.

## **6.6 Voting members**

If a Voting Member has not paid all money due and owing to the College, he or she will not be eligible to:

- (a) join in requisitioning a General Meeting;
- (b) attend a General Meeting;
- (c) vote at a General Meeting; or
- (d) participate in any election of Directors.

## **6.7 Meeting chair**

- (a) The President will ordinarily chair a General Meeting.
- (b) If the President is not present or not willing to act, the Vice President may chair the General Meeting.
- (c) If the President and Vice President are not present or not willing to act:
  - (i) the Directors present may choose one of their number to chair the General Meeting; or
  - (ii) if no Director is present, or if all the Directors present decline to chair, the Voting Members present must choose one of their number to chair the General Meeting.
- (d) In addition to powers conferred by law, the General Meeting chair may:
  - (i) determine the meeting's conduct and procedures to ensure proper and orderly discussion or debate;



- (ii) make rulings without putting a question to the vote, or terminate discussion or debate and require that matter to be put to a vote;
  - (iii) refuse to allow debate or discussion on any matter which is not ordinary or special business; and
  - (iv) refuse any person admission to a General Meeting (including for causing offence or disruption), or expel the person from the General Meeting and not permit the person to return.
- (e) All procedural decisions by the meeting chair at a General Meeting are final.

## **6.8 Adjournment**

- (a) The meeting chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the General Meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment of a General Meeting may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Voting Members that are present.
- (c) The adjourned meeting may only transact unfinished business specified in the notice originally convening the relevant General Meeting.
- (d) If a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as required for the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **6.9 Voting – show of hands (poll)**

- (a) A resolution put to the vote of a General Meeting must be decided by a show of hands unless a poll is demanded pursuant to clause 6.9(c).
- (b) A declaration by the General Meeting chair that a resolution has on a show of hands been carried, carried unanimously, carried by a particular majority or lost, and an entry to that effect made in the minutes is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll must be held on a resolution before the General Meeting, if demanded on or before the meeting chair declaring the result, by the meeting chair or five per cent (5%) of Voting Members present in person.
- (d) The demand for a poll at a General Meeting may be withdrawn.
- (e) If a poll is demanded at a General Meeting:
  - (i) when electing a meeting chair under clause 6.7 or on a question of adjournment, it must be taken immediately;
  - (ii) otherwise, it must be taken at the General Meeting at which it is demanded (or at its adjournment), in such manner as the meeting chair directs.

- (f) A demand for a poll does not prevent the General Meeting from continuing or the transaction of any business other than the question on which the poll was demanded.
- (g) Any dispute regarding voting and the admission or rejection of a vote at a General Meeting must be referred to the meeting chair, whose decision is final.

#### **6.10 Proxies**

- (a) A Voting Member entitled to attend and vote at a General Meeting is entitled to appoint a proxy or an attorney to attend any General Meeting on the Voting Member's behalf. A Voting Member is taken to be present at a General Meeting if the Voting Member is present in person or by proxy or attorney.
- (b) A proxy at a General Meeting must be a Voting Member.
- (c) For the instrument appointing a proxy to be valid, it must be:
  - (i) in writing and signed by the appointor;
  - (ii) in the form complying with the Corporations Act or some other Board approved form; and
  - (iii) lodged with the College at least (forty eight) 48 hours before the time for holding a General Meeting or adjourned meeting.
- (d) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy or an attorney to:
  - (i) agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
  - (ii) speak to any proposed resolution at a General Meeting; and
  - (iii) demand or join in demanding a poll on any resolution.
- (e) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy or attorney on how to vote on those resolutions, the appointment is taken to confer authority:
  - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (ii) to vote on any procedural motion; and
  - (iii) to act generally at the meeting.
- (f) A vote given according to the proxy instrument is valid despite:
  - (i) the death, or unsoundness of mind, of the appointee; or
  - (ii) revocation of the instrument or of the authority under which the instrument was executed,

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

- (g) A Voting Member may hold no more than five (5) proxies. However, the chair of the General Meeting may hold an unlimited number provided that the Voting Member has specified his or her vote for or against, for each matter listed in the notice of meeting.
- (h) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
  - (i) at the postponed or adjourned meeting; or
  - (ii) at the new venue.
- (i) An appointment of a proxy may be a standing proxy, that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (j) The instrument appointing a proxy may:
  - (i) provide for the chair of the General Meeting to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting; or
  - (ii) direct the manner in which the proxy is to vote in respect of a particular resolution.
- (k) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

## **6.11 Use of technology**

General Meetings may be held at more than one place, provided that the technology that is used enables each Voting Member present at all places, the meeting is held to clearly and simultaneously communicate with every other such Voting Member.

# **7 OTHER MEMBER STRUCTURES**

## **7.1 Convocations**

- (a) Convocations of the College must be held at such places and at such time intervals as the Board by resolution, may from time to time direct.
- (b) The business of such convocations may be:
  - (i) the presentation of successful examination candidates for induction as a Fellow or Member of the College (FRACDS or MRACDS);
  - (ii) the presentation of awards;
  - (iii) scientific discussions and/or practical demonstrations; and/or
  - (iv) discussions on matters concerning the College.

## 7.2 Regional Committees

- (a) Pursuant to clause 12.1, the Board may establish Regional Committees and:
  - (i) define geographical regions and appoint Regional Committees elected from Voting Members of each respective and defined region; and
  - (ii) determine the number of persons on each Regional Committee.
- (b) Directors resident in the respective region ~~must~~ are entitled to be ex-officio Members of the Regional Committee.
- (c) Each Regional Committee must appoint a chair, an honorary secretary and an honorary treasurer.
- (d) Each Regional Committee is established in accordance with this Constitution and subject to the limitations of any powers and functions delegated by the Board under clause 9.2 and will otherwise be governed by any Regulations issued by the Board and in the absence of Regulations, Board meeting procedures will apply.

## 8 THE BOARD

### 8.1 Structure of the Board / Number of Directors

- (a) The Board will have a maximum of ten (10) Directors consisting of:
  - (i) Eight (8) Directors elected by the Voting Members or appointed to fill casual vacancies in accordance with clause 8.8(a) and who shall be designated Elected Directors; and
  - (ii) up to two (2) Directors appointed by the Board and who shall be designated Appointed Directors.
- (b) There must be not less than three (3) Elected Directors.

### 8.2 Appointment of Advisory Council

- (a) The Board will appoint members of the Advisory Council.
- (b) The Board will receive and consider in good faith any guidance and advice arising from the Advisory Council (refer to clause 10).
- (c) In line with the legal duties and obligations of Directors, the Board is not required to act on or to implement any guidance or advice from the Advisory Council.

### 8.3 Election of Directors

- (a) Elections for Elected Directors must take place ~~in alternate (even each)~~ years and subject to this Constitution, elections must be conducted as specified in Regulations.
- (b) Any person nominating for election to the Board must notify the Chief Executive Officer or the Chief Executive Officer's delegate in writing not less than sixty (60) days before the AGM is to be held. The notice of nomination must be signed by the nominator, who must be a

Voting Member, as well as by the nominee, signifying the nominee's consent to stand for election and consent to act as a Director of the College.

- (c) If the number of nominations for the position of Director does not exceed the number of vacancies in that category then the candidate or candidates, as the case may be, so nominated must be declared elected at the AGM. Casual vacancies arise for unfilled positions.
- (d) If the number of nominations for the position of Director exceeds the number of vacancies in that category then a ballot of Voting Members must be conducted in the manner determined by the Board, sent to each Voting Member at least forty-five (45) days before the AGM.
- (e) The returning officer appointed by the Board must declare the election result at the AGM.

#### 8.4 Eligibility to be a Director

A person is eligible to become a Director if they:

- (a) are a Financial Voting Member of the College in the case of an Elected Director;
- (b) are over the age of eighteen (18) years;
- (c) consent in writing to become a Director;
- (d) are not prohibited or disqualified or otherwise prevented from being a director of a company under the Corporations Act or the ACNC Act; or
- (e) are not an employee of the College.

#### 8.5 Appointed Directors

- (a) Appointed Directors must have skills, experience, perspectives or capabilities that the Board determines from time to time are important for the Board. Appointed Directors do not have to be Members.
- (b) The term for an Appointed Director shall be such period as the Board determines at the time of appointment up to twenty four (24) months from the date of appointment. A Voting Member who is no longer an Appointed Director who is otherwise eligible may nominate for election or be appointed as an Elected Director.

#### 8.6 Limits on period of office as a Director

- (a) If a Director has served nine (9) years or more whether or not consecutive and (regardless of whether it was as an Elected Director or Appointed Director,) but excluding any casual vacancies any time served as President or in filling a casual vacancy during their lifetime, (whether or not consecutive) then the Director may finish serving their current term of office but is not eligible to continue to serve as a Director.
- ~~(b) For clarity, any period served as a Director prior to the adoption of this Constitution counts in determining the term limits under clause 8.6.~~

## 8.7 Term of office of Elected Directors

- (a) Subject to clause 8.7(b), aAn Elected Director holds office:
- (i) for a term of two (2) years between Annual General Meetings;
  - (ii) from immediately after the end of the Annual General Meeting at which their election was declared; and
  - (iii) until the end of the second Annual General Meeting after the one at which their election was declared.
- (b) At each Annual General Meeting:
- (i) any Elected Directors (other than a person to whom clauses 8.9(c)(ii) or 8.9(d) applies) who were elected two (2) years prior must retire but, if eligible, may be nominated for re-election; and
  - (ii) an Elected Director to whom clauses 8.9(c)(ii) or 8.9(d) applies who has concluded their term as President must retire but, if eligible, may be renominated for re-election.
- ~~(b)(c)~~ A retiring Elected Director holds office until the end of the Annual General Meeting at which that Elected Director retires.

## 8.8 Casual vacancies

- (a) If a casual vacancy occurs in any position for Elected Director, the Board may fill the casual vacancy from among the eligible Voting Members. The person selected will serve only for the balance of the term of the original Elected Director, but shall be eligible for re-election.
- (b) The Board may continue to act despite vacancies on the Board however, if there are less than three Elected Directors, the Board may only:
  - (i) act in the case of emergencies;
  - (ii) appoint persons to fill casual vacancies; or
  - (iii) convene a General Meeting.

## 8.9 President and Vice President

- ~~(a) The Board, from the Elected Directors, will elect Directors to the office bearer positions of President and Vice President at least every two (2) years and in any event at the first meeting of the Board following an AGM in an election year or at any time after a vacancy arises. Subject to this clause 8.9, the Board may determine the period for which a Director is to be an office bearer.~~
- ~~(b) At the first meeting of the Board following an AGM in an election year, the Director serving as Vice President at the time of that AGM, if they are re-elected as an Elected Director assumes the office of President. If the previous Vice President was not re-elected as an Elected Director then the Board, from the Elected Directors, will elect Directors to the positions of President and Vice President.~~

- ~~(c) There will be a term limit on the President of two (2) consecutive years (i.e one term). Any time spent filling a casual vacancy in the office of President will not count in determining the term limit of two (2) consecutive years.~~
- ~~(a) The President and/or Vice President will not hold office beyond their removal or retirement from the Board as a Director. The Board will appoint a President and a Vice President from amongst the Elected Directors.~~
- ~~(b) The President will normally serve a term of two (2) consecutive years as President in accordance with clause 8.9(c)(i). The maximum term limit for the office of President is one term (i.e no person may serve two consecutive terms as President).~~
- ~~(c) No later than 3 months Pprior to the Annual General Meeting at which the President's term is due to end,:~~
  - ~~(i) The Vice-President assumes the role of president-elect and will become the President at the end of that Annual General Meeting and will hold office as President for two (2) years until the end of the second following Annual General Meeting; and~~
  - ~~(ii) If the Vice President's term as an Elected Director was due to end at that Annual General Meeting, they shall have their term as an Elected Director extended where necessary to allow them to remain on the Board and serve as President. This means they may continue to serve as an Elected Director where necessary until their term as President concludes.~~
- ~~(d) If a casual vacancy in the position of President occurs, the Board will appoint the Vice President as President and that person will hold office as President until the end of the third following Annual General Meeting and will have their term as an Elected Director extended to allow them to remain on the Board and serve as President.~~
- ~~(d)(e) Any President or Vice President who ceases to be a Director in accordance with clauses 8.10 or 8.11 automatically ceases to be the President or Vice President at the same time as they cease to be a Director.~~

## 8.10 Resignation of Director

A Director may resign as Director by written notice to the College and the resignation takes effect when the College receives the Director's notice or on a later date specified in the notice.

## 8.11 Ceasing to be a Director

- (a) The Voting Members may, by ordinary resolution, remove any Director prior to the expiration of that Director's term of office in accordance with the Corporations Act.
- (b) The office of a Director becomes vacant as prescribed in the Corporations Act and ACNC Act and without limitations, if the Director:
  - (i) is an Elected Director and ceases to be a Voting Member;
  - (ii) dies or is physically incapable of fulfilling his or her duties as a Director;
  - (iii) becomes disqualified from being a Director pursuant to the Corporations Act;

- (iv) becomes disqualified from being a responsible entity within the meaning of the ACNC Act;
- (v) no longer eligible under clause 8.4;
- (vi) is absent without leave of absence from the Board for at least three (3) of the Board meetings held during their term of office;
- (vii) resigns from office by notice in writing to the College;
- (viii) is removed by the College by resolution in a General Meeting in accordance with clause 8.11(a);
- (ix) becomes insolvent under administration within the meaning of the Corporations Law;
- (x) becomes a bankrupt or makes any arrangement or composition with personal creditors generally;
- (xi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (xii) is directly or indirectly interested in any contract or proposed contract with the College and fails to declare the nature of the interest as required by the Corporations Act, the ACNC Act or this Constitution.

## **8.12 Director remuneration and reimbursements**

Directors are not entitled to any fees or remuneration for undertaking the ordinary duties as a Director under the Corporations Act. However:

- (a) the Directors may be reimbursed for reasonable travel and other expenses incurred by them when engaged in the College's business, attending meetings or otherwise in carrying out the duties of a Director where payment does not exceed any amount previously approved by the Board; and
- (b) the Directors may be paid for any service rendered to the College in a professional or technical capacity outside the scope of the ordinary duties of a Director where:
  - (i) the service and amount payable is on reasonable and proper terms; and
  - (ii) the provision of that service has the Board's prior approval.
- (c) any remuneration shall be recorded in the appropriate Annual Report.

## **9 BOARD POWERS**

### **9.1 Management vests in the Board**

- (a) The Board is responsible for the governance, business and affairs of the College and in addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all the College's powers which are not by the Corporations Act or this Constitution required to be exercised by the College in a General Meeting.



- (b) Without limiting clause 9.1(a), the College and its Directors may exercise all the College's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the College or of any other person.
- (c) The powers under clause 9.1(a) are subject to:
  - (i) this Constitution; and
  - (ii) the Corporations Act and the ACNC Act.
- (d) A resolution made under clause 9.1(b) does not invalidate any prior act of the Board which would have been valid before the resolution was passed or made.

## **9.2 Power to delegate**

- (a) The Board may delegate its powers and functions in writing to:
  - (i) an Officer or employee of the College; or
  - (ii) a committee under clause 12.
- (b) The Board may amend or revoke the terms of its delegation at any time.

## **9.3 Power to appoint Chief Executive Officer**

- (a) The Board may appoint a Chief Executive Officer on such terms and conditions as the Board determines from time to time.
- (b) The Board may remove a Chief Executive Officer, subject to the terms of any employment agreement between the College and the Chief Executive Officer.
- (c) The Chief Executive Officer is entitled to attend Board meetings and General Meetings, if so directed by the Board from time to time.
- (d) The Chief Executive Officer may undertake the role of the Company Secretary for the purposes of the Corporations Act if appointed by the Board.
- (e) The Chief Executive Officer may have other responsibilities determined by the Board.

## **9.4 Appointment of Company Secretary**

- (a) The Board must appoint a Company Secretary.
- (b) The Board may suspend or remove a Company Secretary from that office.
- (c) A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities delegated to them by the Board and its Directors.

## **9.5 Power to appoint Registrars and other positions**

- (a) The Board may appoint the following positions to hold office for two (2) years or as the Board may determine from time to time:

- (i) Registrars for general dental practice, specialist dental practice or such other discipline as determined by the Board from time to time;
  - (ii) Assistant Registrars for general dental practice, specialist dental practice or such other discipline as determined by the Board from time to time; and
  - (iii) Voting Members to posts within the College.
- (b) The Board may determine that any of its appointees under clause 9.5 will be entitled to attend Board meetings, and must attend if so directed by the Board from time to time, but the appointees will not have any right to vote and are not Directors unless duly appointed as a Director under this Constitution.

## **9.6 Power to make Regulations**

- (a) Subject to the powers and limitations of the Board in this Constitution, the Board may from time to time make, vary and rescind Regulations (whether they may be known as ordinances, by-laws, resolutions and standing orders) in relation to the business and operations, or for the conduct of, the College.
- (b) The Regulations for the time being in force, and which are not inconsistent with this Constitution, are binding on Voting Members and have full effect accordingly.

## **10 ADVISORY COUNCIL**

### **10.1 Advisory Council**

- (a) The Board must maintain an Advisory Council whose role and powers will be prescribed in the Regulations.
- (b) The composition, meeting processes and other administrative requirements of the Advisory Council will be prescribed in the Regulations.
- (c) The Board may call a meeting of the Advisory Council as and when the Board determines.

## **11 BOARD MEETINGS**

### **11.1 Board meetings**

- (a) Subject to this clause 11, the Board may meet to consider business, adjourn and otherwise regulate its meetings as it thinks fit.

### **11.2 Convening Board meetings**

The Chief Executive Officer will convene a Board meeting:

- (a) at the request of the President; or
- (b) on the requisition of three or more Directors.

### **11.3 Notice of a Board meeting**

- (a) At least twenty-one (21) days' notice of any Board meeting should be given individually to each Director (except a Director on leave of absence approved by the Directors) in person, or by post or by telephone, facsimile or other electronic means unless the Board decides otherwise or in emergencies.
- (b) A Director may waive notice of a Board meeting by giving notice to that effect to the College, in person or by post or by telephone, facsimile or other electronic means.
- (c) A person who attends a Board meeting waives any objection that person may have in relation to a failure to give notice of the Board meeting.
- (d) The non-receipt of a notice of a Board meeting or the accidental omission to give notice of a Board meeting to a person entitled to receive notice does not invalidate anything done (including the passing of resolutions) at a Board meeting.

### **11.4 Agenda of Board meeting**

- (a) The notice of Board meeting shall contain a draft agenda prepared by the Chief Executive Officer.
- (b) Within seven (7) days of circulating the draft agenda, Directors may advise the Chief Executive Officer of further agenda items.
- (c) A final agenda should be circulated no later than fourteen (14) days before the Board meeting.
- (d) Any Director may introduce a matter or move a motion without needing a seconder and may do so in writing or orally at any meeting of the Board.
- (e) If the Board meeting chair considers a matter is not within the agenda, the matter may be considered at that meeting with the approval of the majority of Directors present at the meeting.
- (f) A question arising at a Board meeting is to be decided by a majority of votes cast by the Directors present.

### **11.5 Quorum**

- (a) The quorum for a Board meeting is 50% plus one of the Directors currently serving, rounded down if not a whole number. A meeting at which a quorum is present may exercise all powers and discretions of the Board.
- (b) If a Board meeting is adjourned due to lack of quorum, the meeting chair must set a further date for the adjourned meeting.

### **11.6 Effect of vacancy**

- (a) To the extent of a casual vacancy in the number of Directors, the continuing Directors at a Board meeting may act despite a vacancy in their number.
- (b) However, subject to clause 8.8, if the number of Directors at a Board meeting is reduced below the number required for a quorum, the remaining Directors may act only for the

purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

### **11.7 Meeting chair**

- (a) The President will chair a Board meeting.
- (b) If the President is absent or unwilling or unable to act then the Vice President may chair.
- (c) In the absence of the President and the Vice President, the Directors must appoint a meeting chair from among their number.

### **11.8 Voting**

- (a) Each Director present and entitled to vote at a Board meeting has one vote on a resolution or a matter arising for decision at a Board Meeting.
- (b) In the event of an equality of votes the chair of the Board meeting has a second or casting vote.

### **11.9 Use of technology**

The Board may hold a technology enabled meeting if:

- (a) all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and
- (b) those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors.

### **11.10 Circulating resolutions**

- (a) The Directors may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and 75% of Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document constituting the circulating resolution may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile or electronic transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of clause 11.10(a) and is taken to be signed when received by the College in legible form.
- (c) The circulating resolution is passed when the last Director constituting a 75% majority signs.
- (d) The President may, and must at the request of three Directors, institute a vote by technological means of the Directors for the purposes of a circulating resolution.
- (e) A written resolution signed or approved by electronic means according to clause 11.10(b) is taken to be a decision of the Board passed at a Board meeting properly convened and held.

### 11.11 Conflicts and personal interests

- (a) A Director who has a material personal interest or related party transaction as defined by the Corporations Act or the ACNC Act in a matter that relates to matters before the Board must give the other Directors written notice of the interest, as soon as practicable after that Director becomes aware of the interest in the matter unless the Corporations Act and ACNC Act require otherwise.
- (b) A Director who declares a material personal interest or related party transaction in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter, unless permitted to do so under the Corporations Act and ACNC Act.
- (c) In the event of any uncertainty in relation to the disclosure of a material personal interest or related party transaction, the issue must immediately be determined by a vote of the Directors or, if this is not possible, the matter must be adjourned or deferred to the next Board meeting.
- (d) The College must keep a register of declared interests by Directors in accordance with the Corporations Act and ACNC Act and declare as required by the ACNC Act.

### 11.12 Minutes

- (a) The Board must ensure that minutes of all proceedings of General, Board and committee meetings are recorded in a minute book within one (1) month after the relevant meeting is held according to the Corporations Act.
- (b) The minutes of the Board must be signed within a reasonable time by the meeting chair at which the proceedings took place or by the meeting chair of the next succeeding Board meeting.
- (c) Minutes signed and confirmed by the Board are *prima facie* evidence of the proceedings to which they relate.

### 11.13 Validity of acts / procedural defects

- (a) An act or decision of the Board will not be invalidated by reason only of a defect or irregularity in connection with the election or appointment of a Director.
- (b) For signed minutes of meetings which have been confirmed by the Board, unless the contrary is proved:
  - (i) the meeting is deemed to have been convened and held;
  - (ii) all proceedings that are recorded in the minutes as having taken place are deemed to have taken place; and
  - (iii) all appointments that are recorded in the minutes as having been made are deemed to have been validly made.

## 12 COMMITTEES

### 12.1 Board's power to establish committees

The Board may establish committees as follows:

- (a) A committee will comprise two (2) or more members, ~~of which at least one shall be a Director or nominee of the President;~~
- ~~(b) The committee members otherwise need not be Directors or Voting Members;~~
- ~~(c)~~ (b) The committee has the purpose set out in its charter approved by the Board, and may undertake the powers and functions delegated to it by the Board;
- ~~(d)~~ (c) In the absence of any provision in the committee charter, meetings and proceedings of any committee are governed by the provisions of clause 11; and
- ~~(e) The President or the President's nominee is an ex-officio member of the committee.~~

## 13 ADMINISTRATION

### 13.1 Change of name

The Voting Members may, change the College's name by Special Resolution in accordance with the Corporations Act.

### 13.2 Amendment of Constitution

The Voting Members may, amend this Constitution by Special Resolution in accordance with the Corporations Act.

### 13.3 Accounts

The Board must cause:

- (a) proper accounting and other records to be kept in accordance with the requirements of the Corporations Act or ACNC Act as applicable, and
- (b) financial reports to be made and laid before each Annual General Meeting as required by the Corporations Act or ACNC Act as applicable.

### 13.4 Cheques and receipts

- (a) All cheques, drafts, bills of exchanges, promissory notes and other negotiable instruments must to be signed by any two (2) Directors or employees of the College, being Directors or employees authorised to do so by the Board.
- (b) As soon as practicable after the College receives any money, the Board must cause an appropriate receipt to be issued.

### **13.5 Audits**

A properly qualified auditor must be appointed to the College and the auditor's duties shall be regulated in accordance with the requirements of the Corporations Act and ACNC Act as applicable.

### **13.6 Records and inspection**

- (a) Subject to the Corporations Act, the Regulations and this Constitution, the Chief Executive Officer must keep under his or her control all records and other documents relating to the College.
- (b) Subject to prior approval of the Board, the records, books and other financial documents of the College, other than those available by law shall be open to inspection at the College office, free of charge, by a Voting Member at any reasonable business hour.

### **13.7 Service of documents**

- (a) In this clause 13.7, a document includes a notice.
- (b) A document must be in writing and may be given by the College to any Member:
  - (i) in person;
  - (ii) by sending it by post to the Member at the Member's registered address; or
  - (iii) by sending it to the address, facsimile number, e-mail address nominated by the Member or contained in the register of Members or other address supplied for receiving notices.
- (c) A document sent by post is deemed to have been given two (2) business days after it was posted.
- (d) A document sent by fax, or by other electronic transmission, is taken to be effected by properly addressing and transmitting the facsimile or electronic transmission and have been given on the next business day after it was sent.

### **13.8 Indemnity of Officers**

To the maximum extent permitted by law, the College indemnifies any current or former Director or other Officer of the College out of the assets of the College against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an administrative or investigatory nature against the person or in which the person becomes involved because of that capacity; and
- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an Officer of the College.

### **13.9 Insurance**

To the maximum extent permitted by law, the College may pay a premium for a contract insuring a person who is or has been a Director or other Officer of the College against liability incurred by the person in that capacity, including a liability for legal costs.

### 13.10 Contract

The College may enter into an agreement with a Director or other Officer of the College with respect to the matters referred to in clauses 13.8 and 13.9 including provisions relating to rights of access to the books of the College.

### 13.11 Seal

- (a) The Board will determine whether or not the College is to have a Seal and, if so, will provide for the safe custody of the Seal.
- (b) The Seal may only be affixed to any instrument with the authority of the Board.

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

## 14 TRANSITIONAL ARRANGEMENTS

### 14.1 The Board

- (a) Annual elections will commence from 2024 onwards.
- (b) To implement staggered rotational terms for Elected Directors, the term of Elected Directors elected at the 2024 Board election will be as follows:
  - (i) The three Directors receiving the highest number of votes in the 2024 election will be duly elected for a two-year term. For clarity, this means their term ends at the conclusion of the 2026 Annual General Meeting, unless clauses 8.9(c)(ii) or 8.9(d) applies;
  - (ii) The four Directors receiving the next highest number of votes in the 2024 election will be duly elected for a one-year term. For clarity, this means their term ends at the conclusion of the 2025 Annual General Meeting, unless clauses 8.9(c)(ii) or 8.9(d) applies.
- (c) Elections will be held in 2025 for the vacant Elected Director positions.
- (d) For clarity, any period served as a Director prior to the adoption of this Constitution counts in determining the term limits under clause 8.6.

### 14.2 Deletion of transitional clauses

- (a) At the end of the first Board meeting after the 2024 AGM, these Transitional Arrangements in this clause 14, except for clause 14.1(c), shall cease to have a purpose and shall be removed from the Constitution and be replaced with the word 'deleted (date)'.
- (b) Immediately after, there are no Directors in office whose term limits are subject to clause 14.1(d), then clause 14.1(d) shall cease to have a purpose and shall be removed from the Constitution and be replaced with the word 'deleted (date)'.