

Australasian College for Emergency Medicine

Constitution

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Australasian College for Emergency Medicine

Revision History

Version	Date	Pages revised / Brief Explanation of Revision
v1	Nov-2009	New constitution accepted by members.
v2	Mar-2011	Clause 10: amended to make Deputy Censor-in-Chief an officer of the College
v3	Nov-2011	Clause 11.1.2: inserted to enable representation of certain people to attend and participate in Council meetings. Clause 13: amended to include Deputy Censor-in-Chief in Council Executive. Clause 14: amended to make Deputy Censor-in-Chief an ex-officio member of Board of Education and to enable appointment of certain persons to the Board of Education.
v4	Nov-2013	Changes to College hierarchy introducing the Board, COE and CAPP.
v5	Nov-2015	Clause 2.2: repealed (subclauses 2.3 to 2.9 consequently renumbered as 2.2 to 2.8). Clause 2.3: (previously 2.2) amended by insertion of the words 'for Fellowship' in the heading. Subclause 2.6.1: (previously 2.7.1) amended to include the words 'or other class or sub-class of membership' after the word 'Fellowship'. Clause 3.3: amended by substituting the word 'twelve' with 'six (6)' immediately prior to the words 'calendar months'. Clause 4.2.1(d): amended by deleting the words 'on the grounds of malpractice, misconduct, unethical behaviour or similar grounds' from the end of paragraph. Subclause 4.2.2: inserted. Subclause 4.2.3: inserted. Subclause 4.3.2: amended by inserting the words 'in the field of emergency medicine' at end of subclause. Clause 4.4: amended by substituting the word 'Fellow' (where thrice appearing) with 'member'. Clause 15.6: repealed Clause 15.7: repealed Subclause 25.1.14: amended by: <ul style="list-style-type: none"> • substituting the word 'fellowship' with 'membership'; • substituting the words 'associate members' with 'any such other classes or sub-classes as described in College regulations'.
v6	Aug-2016	Clause 8.2: revisions to Term of Office of Board Members Clause 8.4: reference removal from Board from removal as COE or CAPP Office Bearer Subclause 13.2: refer election of COE Office Bearers to regulations Subclause 14.2: refer election of CAPP Office Bearers to regulations.
v7	Jun-2019	Clause 8.1: amended by: <ul style="list-style-type: none"> • substituting the Deputy Chairs of CAPP and COE with 'up to two Fellows of the College appointed by Board members in accordance with selection policies and procedures set out in regulations'; • inserting new subclause 8.1.7, being the inclusion of one community representative as a member of the Board. Clause 8.2 and 8.4: amended numbering of referenced subclauses of 8.1. Clause 10.1: amended by deleting the Deputy Chairs of CAPP and COE as officers of the College. Clause 27.4: amended by insertion of new transition clause (subclause 27.4 consequently renumbered as 27.5).
v8	Nov-19	Clause 8.1.6 amended to clarify aspects relating to the role and election of the trainee member of the Board. Clause 4.3.1(f): revisions to period of time after which a member is considered for suspension or termination of membership. Clause 6.8: revision to broaden the range of debts to the College that may render a member ineligible to vote at a General Meeting, Contemporaneous changes as per special resolutions approved by the Fellowship.
v9	Jul-20	Inclusion of a new Object (Subclause 1.1.19) that explicitly outlines the College's support for equity in Indigenous health in Australia and Aotearoa New Zealand.

A1 Contents

1	Objects	1
1.1	The objects for which the College is established	1
1.2	Powers and functions.....	2
2	Membership of the College	2
2.1	Classes of membership	2
2.2	Eligibility for Fellowship.....	2
2.3	Rights not transferable.....	2
2.4	Honorary Fellows.....	2
2.5	Foundation Fellows	2
2.6	Admission to membership.....	3
2.7	Names to be entered in the Register	3
2.8	Limited liability of members.....	3
3	Membership Subscriptions	3
3.1	Rates of annual subscription.....	3
3.2	Surcharge or interest on outstanding amounts	3
3.3	Consequence of non-payment of fees	3
3.4	Reinstatement of member.....	3
4	Cessation of Membership	3
4.1	Suspension of membership.....	3
4.2	Automatic termination of membership	4
4.3	Termination or suspension of membership by resolution of the Board	4
4.4	Reinstatement.....	5
4.5	Name to be removed from Register.....	5
4.6	Consequence of termination of membership.....	5
4.7	Continuing obligations	5
5	General Meetings of the College	6
5.1	Annual General Meeting.....	6
5.2	Calling meetings of members	6
5.3	Notice requirements.....	6
6	Procedure at a General Meeting	6
6.1	Annual General Meeting business	6
6.2	Quorum at a general meeting.....	7
6.3	Chairperson.....	7
6.4	Adjournment of meetings.....	7
6.5	Voting.....	7
6.6	Conduct of a poll.....	8
6.7	Proxies.....	8
6.8	Only financial members to vote.....	9
6.9	Ballot	9

Constitution

Australasian College for Emergency Medicine

7	Board of College	9
	7.1 Manage general business of the College.....	9
	7.2 Power to delegate	10
	7.3 Regulations.....	10
8	Board Members	11
	8.1 Composition of Board	11
	8.2 Term of office of Board members	11
	8.3 Removal of Board members	12
	8.4 Termination of office of Board members.....	12
	8.5 Casual vacancies.....	12
	8.6 Casual vacancy in the office of President or President-Elect.....	12
	8.7 Salaried office	13
9	Election Procedure	13
	9.1 Consent to act as director.....	13
	9.2 Nominations of candidates.....	13
10	Officers	13
	10.1 Officers of the College.....	13
	10.2 President-Elect.....	13
	10.3 President.....	14
	10.4 Immediate Past President.....	14
11	Meetings of the Board	14
	11.1 Meetings.....	14
	11.2 Notice of Board meetings.....	14
	11.3 Quorum	14
	11.4 Chairperson	15
	11.5 Voting.....	15
	11.6 Written resolution	15
	11.7 Telephone or video conference meetings	15
	11.8 Defects in appointment or qualification of a Board member	15
	11.9 Board member’s interest.....	15
	11.10 Participation by interested Board member.....	16
12	[Not Used]	16
13	Council of Education	16
	13.1 Composition.....	16
	13.2 Council of Education Office Bearers.....	17
	13.3 Purpose	17
	13.4 Term of office.....	17
14	Council of Advocacy, Practice and Partnerships	17
	14.1 Composition.....	17
	14.2 CAPP Office Bearers.....	18
	14.3 Purpose	18
	14.4 Term of office.....	18

Constitution

Australasian College for Emergency Medicine

15 Board Committees	18
15.1 Status of Committees.....	18
15.2 Powers of Board Committees.....	19
15.3 Meetings of Committees.....	19
15.4 Review of need for Committees.....	19
15.5 Ex-officio members of Committees.....	19
16 Chief Executive Officer	19
17 Company Secretary	19
17.1 Appointment of Company Secretary.....	19
18 The Seal	19
18.1 Custody of seal.....	19
18.2 Affixing the seal.....	19
18.3 Seal register.....	19
19 Accounts	20
19.1 The College to keep accounts.....	20
19.2 Where accounts to be kept.....	20
19.3 Accounts open for inspection.....	20
19.4 Annual accounts.....	20
19.5 New Zealand account.....	20
20 Audit	20
21 Notices	20
21.1 Means of giving notices.....	20
21.2 Address for service.....	20
21.3 Notification of change of address.....	21
21.4 Time notices are effective.....	21
21.5 Proof of giving notices.....	21
22 Winding Up	21
22.1 Surplus of assets.....	21
22.2 Determination of institution.....	22
22.3 Duties of Board.....	22
23 Indemnity	22
23.1 Indemnity of officers.....	22
23.2 Definition of “legal proceedings”.....	22
24 Liability Insurance	22
25 Definitions and Interpretation	22
25.1 Definitions.....	22
25.2 References to the Act.....	23
25.3 Presumptions of interpretation.....	23

Constitution

Australasian College for Emergency Medicine

25.4	Application of the Act.....	24
25.5	Headings.....	24
25.6	Replaceable rules.....	24

26 Not-for-Profit **24**

26.1	Application of income and property of College.....	24
26.2	Permitted payments – Members and Board members.....	24
26.3	Permitted payments – Board members.....	24

27 Transitional **24**

27.1	Continued operation of College bodies until 1 July 2014.....	24
27.2	Transition of College bodies.....	25
27.3	Transition of terms of office.....	25
27.4	Transition of composition of the Board.....	25
27.5	Acts valid.....	25

1 Objects

1.1 The objects for which the College is established

The objects for which the College is established are to:

- 1.1.1 promote and encourage the study, research and advancement of the science and practice of emergency medicine;
- 1.1.2 promote excellence in healthcare services and cultivate and encourage high principles of practice, ethics and professional integrity in relation to emergency medicine practice, education, assessment, training and research;
- 1.1.3 determine and maintain professional standards for the practice of emergency medicine in Australia and New Zealand;
- 1.1.4 advocate on any issue which affects the ability of College members to meet their responsibilities to patients, the profession and to the community;
- 1.1.5 establish the status of Fellowship of the College and to admit appropriately qualified members of the College to that status;
- 1.1.6 conduct and support programs of training and education leading to the issue of Fellowship or other certification attesting to the attainment or maintenance of appropriate levels of skills, knowledge and competencies commensurate with practice in emergency medicine in Australia and New Zealand;
- 1.1.7 disseminate information and to advise on any course of study and training designed to promote and ensure the fitness of persons who wish to qualify for recognition by the College;
- 1.1.8 conduct and coordinate examinations and other assessment processes and to grant registered medical practitioners recognition in emergency medicine, either alone or in cooperation with other relevant bodies or institutions;
- 1.1.9 hold or sponsor meetings, lectures, seminars, symposia or conferences, within or outside of Australia and New Zealand, to promote understanding in emergency medicine and related subjects and professional relations among members of the College, members of other health professions, scientists and the community in general;
- 1.1.10 facilitate the advancement of specialist education and training in emergency medicine through the support of projects and research;
- 1.1.11 ensure College members undertake continuous professional development and participate in effective, ongoing professional activities;
- 1.1.12 foster and promote cooperation and association with organisations which have objectives similar to the College in Australia and New Zealand as well as in the wider international arena, including particularly Asia and the Pacific region;
- 1.1.13 advance public education and awareness of the science and practice of emergency medicine;
- 1.1.14 provide authoritative advice, information and opinion to other professional organisations, to governments and to the general public;
- 1.1.15 work with governments and other relevant organisations to achieve the provision of adequate, well qualified, experienced and capable workforces in Australia and New Zealand and to improve public health services;
- 1.1.16 facilitate medical education and medical aid support to developing nations;
- 1.1.17 monitor issues affecting the interests of the College or the professional interests of its members and to take all such actions as may be deemed necessary for the protection of those interests; and

Constitution

Australasian College for Emergency Medicine

- 1.1.18 provide advice and support to members to assist them in establishing and maintaining an appropriate work/life balance and to meet effectively the challenges of their professional life.
- 1.1.19 strive for excellence and equity in emergency care for Aboriginal, Torres Strait Islander and Māori communities in Australia and Aotearoa New Zealand, through a commitment to the principles of Te Tiriti o Waitangi in Aotearoa New Zealand, the process of Reconciliation in Australia and the intent of the United Nations Declaration on the Rights of Indigenous Peoples.

1.2 Powers and functions

- 1.2.1 In pursuit of the achievement of those objects, the College shall have all powers and functions necessary or desirable to the maximum extent permitted by law.

2 Membership of the College

2.1 Classes of membership

Membership of the College shall consist of:

- 2.1.1 Fellows,
2.1.2 Honorary Fellows,

and such other classes or subclasses as specified in regulations with such rights and privileges, obligations and liabilities, and status as set out in those regulations.

2.2 Eligibility for Fellowship

Except in the case of Honorary Fellows, no person shall be eligible to be a Fellow of the College unless at the time of admission as a Fellow:

- 2.2.1 he or she is a registered medical practitioner of a State or Territory of Australia or of New Zealand or of some other country or State approved by the Board for the purpose of this clause 2.2; or
2.2.2 he or she is a registered medical practitioner in any other country and holds some other special medical qualification regarded as satisfactory by the Board.

2.3 Rights not transferable

The rights and privileges of every Fellow shall be personal and shall not be transferred or transmitted.

2.4 Honorary Fellows

- 2.4.1 The Board may from time to time elect as Honorary Fellows people of renown, distinguished members of the medical profession and other eminent persons, whether or not those eminent persons are members of the medical profession.
- 2.4.2 An Honorary Fellow shall be a member of the College, but shall not:
- (a) be liable under clause 2.8;
 - (b) be entitled to vote in College elections or decisions; or
 - (c) be required to pay any entrance fee or annual subscription or to satisfy the College's professional development requirements.
- 2.4.3 An Honorary Fellow shall be entitled to attend and speak but shall not be entitled to vote at general meetings.

2.5 Foundation Fellows

All Fellows who were Fellows of the College at the expiration of a period of six (6) months from the date of incorporation of the College shall be designated Foundation Fellows of the College and shall be entitled to use such designation in such manner and upon such conditions as the Board may from time to time decide.

2.6 Admission to membership

- 2.6.1 The Board may admit an eligible and qualified person to Fellowship or other class or subclass of membership of the College in accordance with regulations.
- 2.6.2 The admission to membership of any person is subject to payment of any fee or subscription applicable.

2.7 Names to be entered in the Register

The name of any person admitted to membership of the College shall be entered in the Register.

2.8 Limited liability of members

The liability of the members is limited. Every member of the College undertakes to contribute to the property of the College in the event of its being wound up while that person is a member or within one (1) year after that person ceases to be a member, for payment of the debts and liability of the College contracted before the time at which that person ceased to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributors among themselves such amount as may be required, not exceeding ten dollars (\$10.00).

3 Membership Subscriptions

3.1 Rates of annual subscription

The Board, if it believes there is a good and compelling reason for doing so, may determine different rates of annual subscription for members within the same class of membership. The subscriptions payable by members of the College shall be of such amount and at such time as the Board from time to time prescribes (and pro rata for any part of a year).

3.2 Surcharge or interest on outstanding amounts

If the subscription or other fees of a member is unpaid for a period of three (3) calendar months after it becomes due, the member may be required by the Board to pay a surcharge or interest on any outstanding amounts as the Board may determine.

3.3 Consequence of non-payment of fees

If the subscription or other fees of a member is unpaid for a period of six (6) calendar months after it becomes due, the member shall cease to be a member of the College and shall lose all rights and privileges of membership.

3.4 Reinstatement of member

The Board may, if it thinks fit, reinstate the member upon payment of all arrears (on such conditions as the Board determines, including payment of a surcharge or interest on arrears of unpaid subscriptions).

4 Cessation of Membership

4.1 Suspension of membership

- 4.1.1 The Board may in its absolute discretion resolve to suspend a member of the College or impose such conditions as it thinks fit on his or her continuing membership for the duration of any period of restriction to undertake medicine imposed by a medical registration authority recognised by the Board for this purpose.
- 4.1.2 The Board may by resolution lift a member's suspension with or without the payment of a further membership fee and subject to any conditions imposed by the Board.

4.2 Automatic termination of membership

- 4.2.1 Subject to this Constitution, the membership of any individual terminates if:
- (a) the member resigns in writing;
 - (b) the member dies;
 - (c) pursuant to clause 3.3, the member fails to pay subscription or other fees; or
 - (d) has their name removed from the register of any medical or professional authority recognised by the Board (“an Authority”),
- and the Chief Executive Officer will inform the member of such termination in writing.
- 4.2.2 If the membership of a member terminates because the member resigns in writing from the College pursuant to subclause 4.2.1(a), the member may apply in writing for readmission to membership and may be readmitted by resolution of the Board with or without the payment of a further membership fee and subject to any conditions imposed by the Board.
- 4.2.3 Subclause 4.2.1(d) shall not apply to any Fellow whose name is removed from the register of an authority where the reason for that removal is that the Fellow has retired from practice and has completed the requirements for recognition as a Retired Fellow according to the relevant regulations.

4.3 Termination or suspension of membership by resolution of the Board

- 4.3.1 Subject to this Constitution, the Board may at any time by special resolution terminate or suspend the membership of a member if the member:
- (a) ceases to be eligible for admission to membership of the College;
 - (b) refuses or neglects to comply with the provisions of this Constitution or any applicable regulation made by the Board;
 - (c) engages in conduct which, in the opinion of the Board, is unbecoming of members or is prejudicial to the interests of the College;
 - (d) has any condition, restriction or suspension imposed on his or her right to practise by an Authority;
 - (e) is found guilty by a Court of an indictable offence;
 - (f) subject to clause 3.3 fails to pay any debt due to the College for a period of six (6) months after the due date for payment;
 - (g) becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability,
- and the Chief Executive Officer will inform the member of such termination or suspension in writing.
- 4.3.2 For the purposes of this clause 4, a member shall not be deemed to have ceased to be eligible for membership by reason of the fact that the member has ceased to practise in the field of Emergency Medicine.
- 4.3.3 Subject to clause 3.4, a decision of the Board (or a Committee or Council appointed for that purpose) under this clause 4 is not effective unless:
- (a) the member concerned has been given a notice of the resolution to be considered by the Board (or the Committee or Council) and a copy of any business papers circulated regarding the resolution not less than 14 days prior to the date of the meeting. If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given;
 - (b) the member has been permitted to make submissions to the meeting in writing and orally;
 - (c) the member is given an opportunity to respond to any matters raised in the meeting. The Board (or Committee or Council) may ask the member to leave the meeting during its deliberations once submissions from all interested parties are complete; and

Constitution

Australasian College for Emergency Medicine

(d) notice of the decision of the Board (or Committee or Council) is given promptly to the member.

4.3.4 Where the Board may terminate the membership of a member pursuant to this clause 4, the Board may instead:

- (a) counsel the member on such terms and conditions as it thinks fit; or
- (b) censure the member on such terms and conditions as it thinks fit; or
- (c) suspend such member from all or any of the privileges of Fellowship of the College for such period as it deems fit; or
- (d) apply such other sanction as the Board thinks fit.

4.3.5 A decision under this clause 4.3 may be subject to appeal under regulations.

4.3.6 The Board may in its absolute discretion give notice of, publish or communicate a decision under this clause 4.3 (including its findings and any penalty imposed) to:

- (a) all or any of the Fellows, Honorary Fellows and other College members;
- (b) any professional body or organisation in or connected with the field of medicine; and
- (c) the public generally.

4.4 Reinstatement

If the membership of a member terminates or is suspended because the member is suspended from practice, the member may be readmitted to membership by resolution of the Board with or without the payment of a further membership fee if the suspension is lifted and subject to any conditions imposed by the Board.

4.5 Name to be removed from Register

The name of any person ceasing to be a member of the College shall be removed from the Register.

4.6 Consequence of termination of membership

4.6.1 Any member whose membership of the College terminates for any reason in accordance with this Constitution, after receiving notice of the termination of the member's membership of the College:

- (a) shall cease to be entitled to any of the rights and privileges of a member;
- (b) must not display any membership certificate(s) of the College in a manner that may imply they continue to be a member; and
- (c) must not represent that he or she is a member of the College or use the post nominal "FACEM" or other post nominal or nomenclature of the College which may be applicable.

4.6.2 The Board may in its absolute discretion give notice or publish to the public generally or to any professional body or organisation the fact that any such person has ceased to be a member of the College.

4.7 Continuing obligations

4.7.1 Any person who ceases to be a member of the College shall forfeit all the rights and privileges of membership and shall have no rights in or claim upon the College for the property or funds of the College except as a creditor.

4.7.2 Without limiting clause 4.7.1, termination of membership for any reason does not affect the liabilities and obligations of a member (whether they arise under this Constitution or otherwise), including any obligation to pay any membership subscriptions payable on or before termination, existing at the date of termination or which arise or become known after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.

4.7.3 No former member of the College is eligible for readmission until all arrears of subscriptions and any interest imposed by the Board, if any, due to the College at the date when his or her former membership ceased are paid.

5 General Meetings of the College

5.1 Annual General Meeting

- 5.1.1 An Annual General Meeting of the members must be held before the end of November in each year, unless otherwise permitted by law.
- 5.1.2 The Board shall determine the time and the place of the Annual General Meeting.

5.2 Calling meetings of members

- 5.2.1 The Board may call a meeting of members.
- 5.2.2 The Board must call a general meeting of the College as required under the Act or if the College receives a written request from the lesser of:
- (a) at least 5% of members who are entitled to vote at the general meeting; or
 - (b) at least 100 members who are entitled to vote at the general meeting, and the written request:
 - (c) states the resolutions to be proposed at the general meeting; and
 - (d) is signed by all the members making the request.
- 5.2.3 If the members requisition a general meeting in accordance with clause 5.2.2:
- (a) the Board must call the general meeting within twenty-one (21) days after the request is given to the College; and
 - (b) the meeting must be held within two (2) months after the request is given to the Board.
- 5.2.4 If the Board does not call a general meeting that was requisitioned by members in accordance with clause 5.2.3 within twenty-one (21) days after the request is given to the College, then members with more than 50% of the votes of all the members who made the request under clause 5.2.2 may call and arrange to hold a general meeting.

5.3 Notice requirements

- 5.3.1 At least twenty-one (21) days' notice must be given of a meeting of members unless the Act permits shorter notice.
- 5.3.2 Subject to clause 5.3.1, a notice of a meeting of members must:
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (b) state the general nature of the meeting's business; and
 - (c) if a special resolution is to be proposed at the meeting — set out an intention to propose the special resolution and state the resolution; and
 - (d) if a member is entitled to appoint a proxy — contain a statement setting out:
 - (i) that the member has a right to appoint a proxy; and
 - (ii) that the proxy must be a Fellow of the College.

6 Procedure at a General Meeting

6.1 Annual General Meeting business

The business of the Annual General Meeting shall be:

- 6.1.1 to receive and consider the report of the Board;
- 6.1.2 to consider the annual financial reports, Officers' reports and the auditor's report;

Constitution

Australasian College for Emergency Medicine

- 6.1.3 to consider any proposed alteration of this Constitution;
- 6.1.4 in accordance with this Constitution, to declare the result of elections and appointments under this Constitution;
- 6.1.5 to appoint an auditor, if necessary; and
- 6.1.6 to transact any other business which ought to be transacted at an Annual General Meeting of which notice has been given in the notice of meeting.

6.2 Quorum at a general meeting

- 6.2.1 Business may not be transacted at a general meeting unless a quorum of members is present at the time when the meeting proceeds to business and while business is being conducted.
- 6.2.2 Except as otherwise set out in this Constitution, thirty (30) members present in person and entitled to vote at a general meeting is a quorum.
- 6.2.3 If a quorum is not present within twenty (20) minutes of the time appointed for a general meeting, or a longer period allowed by the Chairperson, the meeting shall 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 Chairperson.
- 6.2.4 At an adjourned meeting, if a quorum is not present within fifteen (15) minutes of the time appointed for the meeting, the members present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 6.2.5 Members may participate in any meeting remotely by electronic means permitted under the Act and approved by the ACEM Board for this purpose.

6.3 Chairperson

- 6.3.1 A general meeting shall be chaired by:
 - (a) the President; or
 - (b) if the President is absent or unable or unwilling to act, the President-Elect or the Immediate Past President; or
 - (c) if the President-Elect or the Immediate Past President is absent or unable or unwilling to act, a Board member elected by the Board members present.
- 6.3.2 Subject to this Constitution, the Chairperson's ruling on all matters relating to the order of business and the procedure and conduct of a general meeting (including any poll) is final and no motion of dissent from a ruling of the Chairperson may be moved.

6.4 Adjournment of meetings

- 6.4.1 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting to another time and to another place.
- 6.4.2 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 6.4.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one (1) month or more.

6.5 Voting

- 6.5.1 At a general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.
- 6.5.2 Subject to this Constitution, every Fellow present in person has one vote on a show of hands and every Fellow present in person or by proxy has one vote on a poll.

Constitution

Australasian College for Emergency Medicine

- 6.5.3 If there is an equality of votes, whether on a show of hands or on a poll, the Chairperson has a casting vote in addition to the Chairperson's deliberative vote.
- 6.5.4 An objection to the qualification of a voter must be referred to the Chairperson who must rule on the objection before a vote is taken.
- 6.5.5 If a poll is not duly demanded, a declaration by the Chairperson that on a show of hands a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect is made in the book containing the minutes of the general meeting of members is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 6.5.6 For a special resolution to pass, at least 75% of the eligible votes cast must be in favour.
- 6.5.7 For an ordinary resolution to pass at least 50% of the eligible votes cast must be in favour.

6.6 Conduct of a poll

- 6.6.1 A poll may not be taken on the election of a Chairperson or on a question of adjournment.
- 6.6.2 A poll may be demanded by:
- (a) the Chairperson; or
 - (b) any twenty (20) members present in person or by proxy entitled to vote. The demand for a poll may be withdrawn.
- 6.6.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which the poll is demanded.
- 6.6.4 If a poll is duly demanded, it must be taken in the manner and at such time as the Chairperson directs. The result of the poll is the resolution of the meeting on the question concerned.

6.7 Proxies

- 6.7.1 A document appointing a proxy (which for the purposes of this Constitution includes a power of attorney of a member appointing another member to vote on the first mentioned member's behalf) may be in the form issued with the notice of the meeting or in a common or usual form approved by the Board.
- 6.7.2 Only a Fellow may be appointed as a proxy.
- 6.7.3 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution other than as specified in the document (if any).
- 6.7.4 The document appointing a proxy and any power of attorney or other authority (if any) under which the proxy is signed (or a copy of that power or authority certified to be a true copy by a legal practitioner or justice of the peace) must be given (and may be given by facsimile) to the Office, or at another place specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- 6.7.5 A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one or more of the following events if no notice in writing of any of those events has been received at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
- (a) the previous death or unsoundness of mind of the principal; or
 - (b) the revocation of the instrument or of the authority under which the instrument was executed; or
 - (c) the termination of membership of the member.

6.8 Only financial members to vote

No member is entitled to:

- 6.8.1 be present;
- 6.8.2 vote on any question either personally or by proxy;
- 6.8.3 vote as a proxy for another member; or
- 6.8.4 be reckoned in a quorum or the requisitioning of a meeting,

at any general meeting of the College if his or her annual subscription or other fees or debts remain unpaid beyond the due date by more than one (1) month.

6.9 Ballot

- 6.9.1 In respect of any business which may be validly considered at a general meeting (including an Annual General Meeting) pursuant to this Constitution, the Board may (in lieu of a meeting) conduct a Ballot of members using technology, post or other means (in this Constitution referred to as a "Ballot").
- 6.9.2 At least thirty (30) days prior to the closing date of a Ballot, the College shall send to all members entitled to vote a notice of Ballot, giving particulars of the business in relation to which the Ballot is conducted, an explanation of the method of voting and a voting form or instructions to access one (all in a form and with such content as the Board may approve) and shall give all members notice of the closing date of the Ballot.
- 6.9.3 The College shall receive all voting forms returned from members in respect of a Ballot and shall promptly advise the Board of the result of the Ballot. Any voting form received by the College after 5:00pm on the closing date of a Ballot shall be deemed to be invalid and not be counted.
- 6.9.4 In the event of an equal number of votes in respect of any business for which a Ballot is conducted, the President (or President-Elect or Immediate Past President, in the President's absence) shall have a second or casting vote.
- 6.9.5 In all other respects, subject to this Constitution, the Board shall determine any other procedures or matters in relation to the conduct of any Ballot and shall have power to make regulations for that purpose.
- 6.9.6 In the event of any dispute by any member in relation to the validity or conduct of any Ballot, such member shall within thirty (30) days of the closing date of such Ballot, give notice in writing to the Board stating the grounds of his or her complaint. The Board may then either itself investigate the complaint or may appoint a Committee for that purpose. After hearing the complaint the Board shall determine the matter and its decision shall be final.

7 Board of College

7.1 Manage general business of the College

- 7.1.1 The business of the College shall be managed by the Board which may exercise all powers of the College as are not, by the Act or by this Constitution, required to be exercised by the College in general meeting or prescribed by the College in general meeting. No proper resolution or regulation made by the College in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
- 7.1.2 The Board shall invest the funds of the College not immediately required for the purposes of the College in any one or more of the modes of investment from time to time authorised by law for the investment of trust funds.
- 7.1.3 All negotiable instruments and all receipts for money paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed as the Board from time to time determines.

7.2 Power to delegate

- 7.2.1 The Board may delegate any of its powers (other than that of delegation, subject to clause 7.3.2(r)) to Committees or Councils or any other person.
- 7.2.2 The Board may revoke any delegation of its powers by ordinary resolution.
- 7.2.3 Any Committee or Council exercising the delegated power of the Board shall comply with any conditions or limitations imposed by the Board.

7.3 Regulations

- 7.3.1 The Board shall have power from time to time to make, amend and repeal all such regulations as it deems necessary or desirable for the proper conduct and management of the College, the regulation of its affairs and the furtherance of its objectives.
- 7.3.2 Without in any way limiting the power of the Board under clause 7.3.1, the Board may make, amend and repeal regulations in relation to:
- (a) procedural matters in relation to application for Fellowship;
 - (b) entrance fees and annual dues to be payable by members of the College other than Honorary Fellows;
 - (c) rights and privileges to be accorded to Fellows of the College;
 - (d) academic dress to be worn by Officers or Fellows;
 - (e) conditions of appointment of Honorary Fellows;
 - (f) the establishment, regulation, administration and dissolution of faculties and other organisations of Fellows, whether such faculties and other organisations have a regional basis or otherwise and in relation to the office bearers of such faculties or organisations;
 - (g) the conduct of courses of study and examinations both for admission to Fellowship of the College and otherwise;
 - (h) the process for nominations and elections required by this Constitution;
 - (i) Ballots of Fellows of the College;
 - (j) the membership and proceedings of Committees;
 - (k) the creation, appointment, direction and dissolution of Committees;
 - (l) subject to the Act, the appointment of auditors;
 - (m) the appointment of trustees of all or any part of the assets, property and funds of the College;
 - (n) the proceedings at and conduct of all meetings of Fellows, the Board, Councils, faculties, Committees and other groupings established under this Constitution;
 - (o) the maintenance and amendment from time to time of the Register of Members and the rights of Fellows and other persons to inspect the Register of Members;
 - (p) the discipline, suspension and expulsion of Fellows and other procedures (including any penalty or fine) as is necessary to uphold this Constitution and the regulations and the ethics, dignity, good reputation, standards and purposes of the College;
 - (q) the procedures for the hearing of any appeal or review of any decision of the College, including the Board, any Council or any other Committee, including the establishment of special committees for that purpose, proceedings at and conduct of meetings for that purpose and any other procedures or matters necessary or incidental for same;
 - (r) the delegation to Councils, Committees, Faculties or other bodies of Board any or all of its powers as it deems appropriate, including the power to establish Committees and formulate their terms of reference; and
 - (s) the conduct of training programs by the College and the admission, review and dismissal of trainees in relation to such programs.

Constitution

Australasian College for Emergency Medicine

- 7.3.3 No regulation shall be inconsistent with, nor shall it affect the repeal or modification of, anything contained in this Constitution.
- 7.3.4 All regulations shall be binding upon all members. A record of all regulations shall be kept in such place as the Board shall appoint for that purpose.

8 Board Members

8.1 Composition of Board

The Board shall consist of the following persons, each member of the Board being a Director of the College:

- 8.1.1 the President of the College pursuant to clause 10.3 or 8.6;
- 8.1.2 the President-Elect elected pursuant to clause 10.2, and when there is no President-Elect, the Immediate Past President pursuant to clause 10.4, or some other person appointed to either of these positions pursuant to clause 8.6, provided that there can never simultaneously be both a President-Elect and Immediate Past President;
- 8.1.3 the Chair of the Council of Advocacy, Practice and Partnerships (CAPP);
- 8.1.4 the Chair of the Council of Education (COE);
- 8.1.5 up to two Fellows of the College appointed by Board members in accordance with selection policies and procedures set out in regulations;
- 8.1.6 one trainee enrolled in the FACEM Training Program elected by and from FACEM Training Program trainees in accordance with election policies and procedures set out in regulations;
- 8.1.7 one person, who is not a member of the College, appointed as a Community Representative by Board members (other than any Board member appointed under this clause 8.1.7) in accordance with policies and procedures set out in regulations;
- 8.1.8 up to two persons, who are not Fellows of the College, appointed by Board members (other than any Board member appointed under this clause 8.1.8) on the basis that they have the required skills specified in regulations to complement the current composition of the Board; and
- 8.1.9 if all the Board members are resident in Australia or all the Board members are resident in New Zealand — a Fellow appointed by the Board who is resident in the country not represented. Such appointment will be made from, and nominated by, a College body in the unrepresented country (the nomination process and the bodies from which such an appointment may be made will be determined by the Board in regulations).

8.2 Term of office of Board members

The term of office of Board members under clauses 8.1.3 to 8.1.9 shall be:

- 8.2.1 two (2) years (between Annual General Meetings) commencing at the Annual General Meeting in the year of their election or appointment.
- 8.2.2 Board members elected/appointed under clauses 8.1.6 to 8.1.9, cannot serve more than three (3) consecutive terms on the Board, excluding any period serving to fill a casual vacancy.
- 8.2.3 For the purposes of clause 8.2.2, a Board member who serves as President-Elect, then President, then Immediate Past President pursuant to clauses 10.2 to 10.4 (but not clause 8.6) will be deemed to have served two (2) consecutive terms on the Board.
- 8.2.4 Excluding any period serving to fill a casual vacancy, Board members under clauses 8.1.3 to 8.1.5 cannot serve more than three (3) consecutive terms in any one position on the Board.

8.3 Removal of Board members

- 8.3.1 A Board member may be removed from office by ordinary resolution of a general meeting of the College.
- 8.3.2 If a Board member is removed from office by ordinary resolution of a general meeting of the College, that meeting may appoint another Fellow (or other qualified person for applicable vacancies) to fill the vacancy created for the remaining term of the Board member who was removed from office.

8.4 Termination of office of Board members

- 8.4.1 The office of a Board member becomes vacant if the Board member:
- (a) resigns that office by notice in writing to the College;
 - (b) ceases to be a member of the College who is financial and has complied with applicable continuing professional development requirements, excepting those appointed under clauses 8.1.7 or 8.1.8;
 - (c) is absent from three (3) consecutive meetings of the Board (other than meetings of the Board called on less than 48 hours notice) without leave of absence and the Board determines that the Board member should no longer be a Board member;
 - (d) becomes an employee of the College;
 - (e) is directly or indirectly interested in any contract or proposed contract with the College and fails to declare that interest in the manner required by the Act (or at the first meeting of the Board after the relevant facts have come to the Board member's knowledge) and the Board determines that the Board member should no longer be a Board member;
 - (f) is removed from office pursuant to clause 8.3.1;
 - (g) becomes bankrupt;
 - (h) is not permitted to be a director by operation of the Act; or
 - (i) ceases, for whatever reason, to hold any of the Offices referred to in clauses 8.1.3 to 8.1.4, inclusive.

8.5 Casual vacancies

Subject to clause 8.6:

- 8.5.1 a casual vacancy shall mean any vacancy in the membership of the Board caused otherwise than by the retirement of a Board member at the end of his or her term;
- 8.5.2 any Board member appointed pursuant to this clause 8.5 shall hold office only until the next appointment of Board members and shall be eligible for re-appointment in accordance with this Constitution; and
- 8.5.3 for the purposes of this clause 8 the period of time served pursuant to clause 8.5.2 shall not be counted as a period of office.

8.6 Casual vacancy in the office of President or President-Elect

- 8.6.1 If a casual vacancy occurs in the office of President:
- (a) the President-Elect (if there is one at the time the casual vacancy in the office of President first arises) becomes President for the duration of the casual vacancy and then continues as President pursuant to clause 10.3; or
 - (b) if there is no President-Elect but there is an Immediate Past President, the Immediate Past President resumes the role of President for the duration he or she would have been Immediate Past President and then retires, at which Annual General Meeting:
 - (i) the President-Elect who has just been elected will become President for the duration of the casual vacancy and then continues as President pursuant to clause 10.3; and

Constitution

Australasian College for Emergency Medicine

- (ii) there will be a casual vacancy in the office of Immediate Past President, which may be filled by the Board, but no vacancy in the office of President-Elect may be filled, despite clause 8.6.2.

8.6.2 If a casual vacancy occurs in the office of President-Elect:

- (a) as a result of clause 8.6.1(a) – the Board may appoint from the Fellows a President-Elect who shall hold office for the remainder of the term of office of the former President-Elect but does not become President at the end of that term of office pursuant to clause 10.3; or
- (b) otherwise, the Board may appoint from the Fellows a President-Elect who shall hold office for the remainder of the term of office of the former President-Elect but does not become President at the end of that term of office pursuant to clause 10.3, then retires, at which Annual General Meeting the Fellows will nominate and elect a replacement President-Elect who immediately becomes President pursuant to clause 10.3.

8.7 Salaried office

No Board member may be appointed to any salaried office of the College unless that Board member relinquishes his or her position on Board prior to appointment.

9 Election Procedure

9.1 Consent to act as director

If a candidate nominated may become a director as a result of his or her election, the nomination must contain a consent to act as a director if elected signed by the person nominated.

9.2 Nominations of candidates

The procedure for elections under this Constitution shall be determined by regulations. In the absence of regulations:

- 9.2.1 the returning officer will be the Chief Executive Officer;
- 9.2.2 nominations in an approved form must be received by the returning officer at least 35 days before the Annual General Meeting;
- 9.2.3 if the number of nominations of candidates for election does not exceed the number of vacancies the candidates so nominated shall be declared duly elected at the Annual General Meeting, otherwise a Ballot must be conducted in accordance with clause 6.9 with a closing date of one day before the Annual General Meeting;
- 9.2.4 Fellows, if they elect to vote, shall be obliged to vote for as many candidates as there are vacancies to be filled and no more; and
- 9.2.5 in the event of two or more candidates receiving an equal number of votes then priority in election as between such candidates will be determined by lot drawn by the returning officer.

10 Officers

10.1 Officers of the College

The Officers of the College shall be the President, President-Elect, Immediate Past President, Chair of CAPP and Chair of COE.

10.2 President-Elect

10.2.1 This clause 10.2 will apply to the election of the President-Elect:

- (a) at the Annual General Meeting to report on the year ended 30 June 2014; and

Constitution

Australasian College for Emergency Medicine

(b) whenever a vacancy will arise at the conclusion of the Immediate Past President's term of office pursuant to clause 10.4 at every second Annual General Meeting.

10.2.2 A person is not eligible to be elected or nominated for election as President-Elect within two (2) years after he or she has most recently held office as President or Immediate Past President.

10.2.3 The nomination and election of the President-Elect will be conducted in accordance with the nomination and election procedure set out in clause 9, with applicable changes and subject to clause 10.2.4.

10.2.4 The voting system to elect the President-Elect will be determined in regulations, and explained in the notice of Ballot.

10.3 President

10.3.1 The President-Elect becomes the President at the end of the Annual General Meeting after commencing as President-Elect.

10.3.2 A person may not hold office as President for a longer continuous term than two (2) years (between Annual General Meetings), except where the person became President on a casual vacancy in accordance with clause 8.6.

10.3.3 In the President's absence, the President-Elect (if any) has all the powers and authorities of the President.

10.4 Immediate Past President

10.4.1 The President becomes the Immediate Past President at the end of the second Annual General Meeting after commencing as President.

10.4.2 The Immediate Past President retires at the end of the Annual General Meeting after commencing as Immediate Past President.

10.4.3 In the President and the President-Elect's absence, the Immediate Past President has all the powers and authorities of the President.

11 Meetings of the Board

11.1 Meetings

11.1.1 The Board may meet for the transaction of business and adjourn and otherwise regulate its meetings as it thinks fit.

11.1.2 A meeting of the Board shall be convened on the requisition of the President or any two Board members.

11.2 Notice of Board meetings

11.2.1 At least 24 hours' notice of a meeting of the Board must be given to each Board member specifying the place, time and date of the meeting and the general nature of items to be discussed.

11.2.2 Shorter notice may be given if at least 75% of the Board members agree or if the President considers that the business of the meeting is urgent.

11.3 Quorum

11.3.1 The quorum necessary for the transaction of the business of the Board is six (6) unless the Board resolves that a greater number shall constitute a quorum.

11.3.2 If at any time the number of Board members is less than a quorum the Board may meet only for the purpose of filling any casual vacancies or for calling a general meeting of members.

Constitution

Australasian College for Emergency Medicine

11.3.3 The Board may act notwithstanding any vacancy on the Board.

11.4 Chairperson

11.4.1 The President shall be Chairperson at all meetings of the Board (or in the absence of the President, the President-Elect or Immediate Past President shall be Chairperson).

11.4.2 If the President or President-Elect/Immediate Past President are not present at any meeting of Board within ten (10) minutes after the time appointed for holding the meeting the Board members present shall elect a Board member present to be Chairperson of the meeting.

11.5 Voting

11.5.1 Questions arising at a meeting of the Board shall be decided by a majority of votes of Board members present and voting. A decision by a majority of the Board members present and voting is for all purposes a decision of the Board.

11.5.2 The Chairperson of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

11.6 Written resolution

11.6.1 A written resolution signed or approved by electronic mail by a majority of all Board members is taken to be a decision of the Board passed at a meeting of the Board members duly convened and held.

11.6.2 The written resolution may consist of:

- (a) several documents in like form, each signed by one or more Board members and, if so signed, takes effect on the last date on which a Board member signs one of the documents; or
- (b) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Board member sends such a message.

11.6.3 Where requested by three (3) or more Board members within two (2) business days of the written resolution being circulated, a written resolution shall be deferred for consideration at a meeting of the Board.

11.7 Telephone or video conference meetings

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

11.8 Defects in appointment or qualification of a Board member

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

11.9 Board member's interest

11.9.1 This clause 11.9 applies if:

- (a) a Board member has an interest or duty in relation to a matter that is not a material personal interest; or

Constitution

Australasian College for Emergency Medicine

- (b) a Board member with a material personal interest in relation to the College's affairs:
 - (i) complies with the requirements of the Act in relation to disclosure of the nature and extent of the interest and its relation to the College's affairs before acting in a matter that relates to the interest; or
 - (ii) does not have to disclose his or her material personal interest to the other Board members under the Act.

11.9.2 Subject to clause 11.10, the Board member is not in breach of his or her duties to the College merely because he or she acts in matters that relate to the Board member's interest.

11.9.3 In relation to any transactions that relate to the Board member's interest:

- (a) the transactions may proceed;
- (b) the College cannot avoid the transactions merely because of the Board member's interest; and
- (c) the Board member may retain benefits under the transactions despite the Board member's interest.

11.10 Participation by interested Board member

11.10.1 This clause applies to a Board member who has a material personal interest in a matter that is being considered at a Board meeting.

11.10.2 Subject to clause 11.10.5, the Board member must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

11.10.3 The Board member is not in breach of duty to the College merely because he or she does not act in relation to the matter.

11.10.4 The Board may vote on matters that relate to the Board member's interest in the Board member's absence.

11.10.5 The prohibition in clause 11.10.2 does not apply if:

- (a) the Board member does not have to disclose his or her material personal interest to the other Board members under the Act; or
- (b) Board members who do not have a material personal interest in the matter have passed a resolution that:
 - (i) identifies the Board members, the nature and extent of the Board member's interest in the matter and its relation to the affairs of the College; and
 - (ii) states that those Board members are satisfied that the interest should not disqualify the Board member from voting or being present.

12 [Not Used]

13 Council of Education

13.1 Composition

Unless otherwise specified in the regulations, COE shall consist of:

13.1.1 one Fellow of the College elected from among those Fellows resident in the Australian Capital Territory at the time of election;

Constitution

Australasian College for Emergency Medicine

- 13.1.2 one Fellow of the College elected from among those Fellows resident in the State of New South Wales at the time of election;
- 13.1.3 one Fellow of the College elected from among those Fellows resident in the State of Victoria at the time of election;
- 13.1.4 one Fellow of the College elected from among those Fellows resident in the State of Western Australia at the time of election;
- 13.1.5 one Fellow of the College elected from among those Fellows resident in the State of Queensland at the time of election;
- 13.1.6 one Fellow of the College elected from among those Fellows resident in the State of South Australia at the time of election;
- 13.1.7 one Fellow of the College elected from among those Fellows resident in the Northern Territory at the time of election;
- 13.1.8 one Fellow of the College elected from among those Fellows resident in the State of Tasmania at the time of election; and
- 13.1.9 one Fellow of the College elected from among those Fellows resident in New Zealand at the time of election.

13.2 Council of Education Office Bearers

- 13.2.1 The Office Bearers of COE shall be the Chair and the Deputy Chair, elected from its members as described in the regulations.
- 13.2.2 The Chair and the Deputy Chair of COE shall be referred to as the Censor-in-Chief and the Deputy Censor-in-Chief, respectively.

13.3 Purpose

The function of COE is to:

- 13.3.1 report to and advise the Board in relation to all the educational functions of the College;
- 13.3.2 oversee the activities of all educational Committees of the College;
- 13.3.3 assess candidates seeking election to Fellowship of the College upon examination;
- 13.3.4 stimulate the involvement of Fellows in activities that enhance and demonstrate professional competence, including through a comprehensive continuing professional development program; and
- 13.3.5 undertake any other functions delegated or required by the Board or specified by regulations.

13.4 Term of office

- 13.4.1 A member of COE shall hold office for two (2) years (between Annual General Meetings) from the date of their election. Unless the regulations provide otherwise, the election of members of COE will be conducted in accordance with clause 9.
- 13.4.2 Subject to clause 8.2.4 and any associated regulations, a member of COE cannot serve more than three (3) consecutive terms on COE (excluding any period serving to fill casual vacancies) unless the person has been absent from COE for at least one term.
- 13.4.3 Except with the Board's prior approval, a person is not eligible to become a member of COE while he or she is a member of CAPP.

14 Council of Advocacy, Practice and Partnerships

14.1 Composition

Unless otherwise specified in the regulations, CAPP shall consist of up to:

- 14.1.1 three Fellows of the College elected from among those Fellows resident in the State of New South Wales at the time of election;
- 14.1.2 three Fellows of the College elected from among those Fellows resident in the State of Victoria at the time of election;
- 14.1.3 two Fellows of the College elected from among those Fellows resident in the State of Western Australia at the time of election;
- 14.1.4 three Fellows of the College elected from among those Fellows resident in the State of Queensland at the time of election;
- 14.1.5 one Fellow of the College elected from among those Fellows resident in the State of South Australia at the time of election;
- 14.1.6 one Fellow of the College elected from among those Fellows resident in the Australian Capital Territory at the time of election;
- 14.1.7 one Fellow of the College elected from among those Fellows resident in the State of Tasmania at the time of election;
- 14.1.8 two Fellows of the College elected from among those Fellows resident in New Zealand at the time of election; and
- 14.1.9 one Fellow of the College elected from among those Fellows resident in the Northern Territory at the time of election.

14.2 CAPP Office Bearers

- 14.2.1 The Office Bearers of CAPP shall be the Chair and the Deputy Chair, elected from its members as described in the regulations.

14.3 Purpose

The function of CAPP is to:

- 14.3.1 report to and advise the Board in relation to all the non-educational functions of the College;
- 14.3.2 oversee the activities of all non-educational Committees of the College; and
- 14.3.3 undertake any other functions delegated or required by the Board or specified by regulations.

14.4 Term of office

- 14.4.1 The members of CAPP shall hold office for two (2) years (between Annual General Meetings) from the date of their election. Unless the regulations provide otherwise, the election of CAPP members will be conducted in accordance with clause 9.
- 14.4.2 Subject to clause 8.2.4 and any associated regulations, a member of CAPP cannot serve more than three (3) consecutive terms on CAPP (excluding any period serving to fill casual vacancies) unless the person has been absent from CAPP for at least one term.
- 14.4.3 Except with the Board's prior approval, a person is not eligible to become a member of CAPP while he or she is a member of COE.

15 Board Committees

15.1 Status of Committees

The Committees may be either standing or ad hoc Committees.

15.2 Powers of Board Committees

The Board shall determine the powers and duties of each Board Committee and each Committee shall in the exercise of its powers conform to any regulations imposed on it by the Board.

15.3 Meetings of Committees

Subject to any regulation made pursuant to clause 15.2, each Committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.

15.4 Review of need for Committees

The Board shall review the continuing need for each Committee and the membership of each such Committee at least every two (2) years.

15.5 Ex-officio members of Committees

The President shall be an ex-officio member of all Committees.

16 Chief Executive Officer

The Board shall appoint a Chief Executive Officer (or acting Chief Executive Officer) for such term and at such remuneration and upon such conditions as it may think fit. The Chief Executive Officer may be removed by the Board.

17 Company Secretary

17.1 Appointment of Company Secretary

The Board shall appoint a company secretary for the purposes of the Act who shall be:

- 17.1.1 the Chief Executive Officer (or Acting Chief Executive Officer); or
- 17.1.2 a Fellow or employee of the College appointed by the Board in the event that the office of Chief Executive Officer, or Acting Chief Executive Officer, is vacant.

18 The Seal

18.1 Custody of seal

The College must provide for the safe custody of the seal.

18.2 Affixing the seal

- 18.2.1 The seal may be used only by the authority of the Board or duly authorised persons.
- 18.2.2 Every document to which the seal is affixed must be signed by two (2) Board members and countersigned by the Chief Executive Officer or some other person appointed for that purpose by the Board.

18.3 Seal register

The College must maintain a seal register. The seal register may be maintained in electronic form.

19 Accounts

19.1 The College to keep accounts

The Board must cause proper books of account to be kept in accordance with the Act.

19.2 Where accounts to be kept

The books of account must be kept at the Office or, subject to the Act, at such other place or places as the Board thinks fit.

19.3 Accounts open for inspection

The books of account must always be open for the inspection of Board members. Subject to the Act, the Board may from time to time determine at what times and places and under what conditions the accounts and books of the College or any of them may be open for inspection by members.

19.4 Annual accounts

The Board must cause to be prepared, circulated to and laid before the members in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are from time to time required by the Act.

19.5 New Zealand account

Where required by law, donations or gifts received in New Zealand will be retained in a separate bank account in New Zealand and applied solely for the purposes for which they were intended and as permitted by law.

20 Audit

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

21 Notices

21.1 Means of giving notices

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

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

to the appropriate address or number of the addressee.

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

21.1.3 Notices given to the College must be marked for the attention of the Chief Executive Officer.

21.2 Address for service

The address for service is:

- 21.2.1 in the case of a member or Board members, the home address (or postal address, electronic mail address or facsimile number in the case of postal, electronic mail or facsimile dispatch) of the member or Board member specified in the Register; and
- 21.2.2 in the case of the College, the address (or any postal address, electronic mail address or facsimile number in the case of postal or electronic or facsimile dispatch) of the Office for the time being specified on the official stationery of the College.

21.3 Notification of change of address

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

21.4 Time notices are effective

Except if a later time is specified in a clause dealing with a notice or other communication, a notice is to be regarded as given, served, received and as having come to the attention of the addressee:

- 21.4.1 if delivered to the home address of the addressee, at the time of delivery;
- 21.4.2 if it is sent by post to the home address or postal address:
 - (a) if the notice is notice of a meeting – by the Australia Post standard delivery date;
 - (b) otherwise – on the third (or seventh if outside Australia) business day after sending, unless it is actually delivered earlier; or
- 21.4.3 if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time transmission is completed.

21.5 Proof of giving notices

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

22 Winding Up

22.1 Surplus of assets

Where, on the winding up or dissolution of the College, there is a surplus of assets after satisfying all the College’s liabilities and expenses, the surplus shall not be paid to or distributed amongst the members but shall be given or transferred to some other institution having similar charitable objects to those described in this Constitution situated within the Commonwealth of Australia and which:

- 22.1.1 is required by its constitution to apply its profits or income in promoting its objects; and

- 22.1.2 is prohibited from paying any profits or dividends to its members to the same extent as set out in this Constitution; and
- 22.1.3 itself, is exempt from income tax; and
- 22.1.4 is a registered charity, if the College is a registered charity under the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

22.2 Determination of institution

That institution shall be determined by the Board prior to the dissolution of the College or, failing such determination, by application to an appropriate Court.

22.3 Duties of Board

The Board shall:

- 22.3.1 upon ceasing to conduct any business, operations and undertaking in or from New Zealand (whether upon the winding up or dissolution of the College or for any other reason whatsoever), ensure that any surplus property of the College used in the conduct of such business, operations or undertaking in or from New Zealand is, notwithstanding any provision in this Constitution to the contrary, given or transferred to one or more charitable objects in New Zealand;
- 22.3.2 notify the New Zealand Inland Revenue Department of any proposed addition, alteration or amendment to this Constitution which may be inconsistent with the charitable nature of the business, operations or undertaking of the College conducted in or from New Zealand.

23 Indemnity

23.1 Indemnity of officers

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

23.2 Definition of “legal proceedings”

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

24 Liability Insurance

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

25 Definitions and Interpretation

25.1 Definitions

In this Constitution:

- 25.1.1 “**Act**” means the Corporations Act 2001 (Cth), and also, where the context permits, the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

Constitution

Australasian College for Emergency Medicine

- 25.1.2 **“Board”** means the Board of the College appointed under this Constitution, each member of which shall be a director of the Company;
- 25.1.3 **“Board member”** means a member of the Board;
- 25.1.4 **“CAPP”** means the Council established under clause 14;
- 25.1.5 **“Chairperson”** means the chairperson of a general meeting pursuant to clause 6.3 or a Board meeting pursuant to clause 11.4;
- 25.1.6 **“College”** means the Australasian College for Emergency Medicine constituted as a company limited by guarantee under this Constitution;
- 25.1.7 **“Constitution”** means this Constitution of the College as amended from time to time;
- 25.1.8 **“Committee”** means a board committee, but excludes the Councils;
- 25.1.9 **“Council”** means either CAPP or COE;
- 25.1.10 **“Emergency Medicine”** means the field of practice based on the knowledge and skills required for the prevention, diagnosis and management of acute and urgent aspects of illness and injury affecting patients of all age groups with a full spectrum of episodic undifferentiated physical and behavioural disorders. Emergency medicine further encompasses an understanding of the development of pre-hospital and in-hospital emergency medical systems and the skills necessary for this development;
- 25.1.11 **“Fellow”** means a member who holds Fellowship of the College in accordance with this Constitution and associated College regulations and whose membership of the College has not ceased or been terminated for any reason;
- 25.1.12 **“Honorary Fellow”** means a person specified in the Register as an Honorary Fellow;
- 25.1.13 **“Immediate Past President”** means a person for the time being holding that office under this Constitution;
- 25.1.14 **“Member”** means any person for the time being admitted to membership of the College and unless a contrary intention appears includes Fellows, Honorary Fellows and any such other classes or sub-classes as described in College regulations;
- 25.1.15 **“Membership Financial Year”** means the membership financial year of the College;
- 25.1.16 **“Office”** means the registered office for the time being of the College;
- 25.1.17 **“Officer”** means a person holding office as set out in clause 10;
- 25.1.18 **“President”** means the person for the time being holding that office under this Constitution;
- 25.1.19 **“President-Elect”** means a person for the time being holding that office under this Constitution;
- 25.1.20 **“Register”** means the Register of members required to be kept under this Constitution and the Act (whether kept electronically or otherwise);
- 25.1.21 **“Regulation”** means any regulation made in accordance with clause 7.3; and
- 25.1.22 **“Seal”** means the common seal of the College.

25.2 References to the Act

Unless the context otherwise requires, a reference to:

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

25.3 Presumptions of interpretation

Unless the context otherwise requires, a word which denotes:

- 25.3.1 the singular includes the plural and vice versa;
- 25.3.2 a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and
- 25.3.3 a notice includes any consent, publication or other written communication.

25.4 Application of the Act

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

25.5 Headings

Headings do not affect the interpretation of this Constitution.

25.6 Replaceable rules

The replaceable rules in the Act do not apply.

26 Not-for-Profit

26.1 Application of income and property of College

The income and property of the College must be applied solely towards the promotion of the objects of the College as set out in this Constitution. Subject to clauses 26.2 and 26.3, no income or property of the College may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member or Board member.

26.2 Permitted payments – Members and Board members

Nothing in clause 26.1 prevents the payment in good faith of:

- 26.2.1 remuneration to any Member or Board member for services actually rendered to the College;
- 26.2.2 an amount to any Member or Board member in return for any services actually rendered to the College or for goods supplied in the ordinary course of business;
- 26.2.3 interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this clause 26.2.3 but not exceeding the highest rate charged by trading banks carrying on business in Australia on overdraft accounts of less than \$100,000) on money borrowed from any Member or Board member; or
- 26.2.4 reasonable rent for premises let by any Member or Board member.

26.3 Permitted payments – Board members

No remuneration or other benefit in money or money's worth may be paid or given by the College to any Board member except:

- 26.3.1 for the payment of out-of-pocket expenses incurred by the Board member in the performance of any duty as Board member, where the amount payable does not exceed any amount previously approved by the Board; or
- 26.3.2 for payment for any service rendered to the College by the Board member in a professional or technical capacity, other than in the capacity of Board member, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and

commercially would be reasonable payment for the service.

27 Transitional

27.1 Continued operation of College bodies until 1 July 2014

Despite the repeal of the previous constitution, all provisions concerning or incidental to the operation of:

- 27.1.1 the Council of the College under the former clause 7;
- 27.1.2 the Councillors under the former clause 8;
- 27.1.3 the Officers under the former clause 10;
- 27.1.4 the Executive under the former clause 13;
- 27.1.5 the Board of Education under the former clause 15; and
- 27.1.6 anything incidental to the above,

continue with full force and effect until 1 July 2014.

27.2 Transition of College bodies

Subject to clause 27.3, on and from 1 July 2014 until the end of the 2014 Annual General Meeting which reports on the year ended 30 June 2014:

- 27.2.1 the Council of the College under the former clause 7 becomes CAPP under clause 14;
- 27.2.2 the Executive under the former clause 13 becomes the Board under clause 7;
- 27.2.3 the Board of Education under the former clause 15 becomes the Council of Education under clause 13; and
- 27.2.4 any vacancy arising will be filled according to this Constitution.

The transition of College bodies and membership of those bodies on and from 1 July 2014 will otherwise be determined by regulations (whether made by the Council of College under the former clause 7 before 1 July 2014 or by the Board of the College on and from 1 July 2014).

27.3 Transition of terms of office

- 27.3.1 A Censor appointed before the adoption of this Constitution will continue as a member of the Board/Council of Education until the 2015 Annual General Meeting which reports on the year ended 30 June 2015.
- 27.3.2 The President commencing at the end of the 2013 Annual General Meeting (which reports on the year ended 30 June 2013) will continue as President until the end of the 2015 Annual General Meeting (which reports on the year ended 30 June 2015), at which time the President becomes the Immediate Past President pursuant to clause 10.4.
- 27.3.3 The office of President-Elect will remain vacant until the first election is held in the lead up to the 2014 Annual General Meeting (which reports on the year ended 30 June 2014).
- 27.3.4 Subject to clauses 27.3.1 and 27.3.3, the transition of terms of office on and from 1 July 2014 will otherwise be determined by regulations (whether made by the Council of College under the former clause 7 before 1 July 2014 or by the Board of the College on and from 1 July 2014).

27.4 Transition of composition of the Board

- 27.4.1 Notwithstanding revisions approved to clauses 8.1 and 10.1, a person declared elected as Deputy Chair of the Council of Advocacy, Practice and Partnerships at the 2017 Annual General Meeting will

Constitution

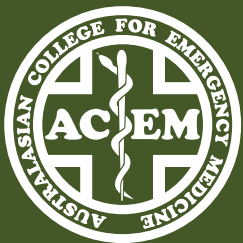
Australasian College for Emergency Medicine

remain a member of the Board and a College Officer until the 2019 Annual General Meeting which reports on the year ended 30 June 2019.

- 27.4.2 Notwithstanding revisions approved to clauses 8.1 and 10.1, a person declared elected as Deputy Chair of the Council of Education at the 2018 Annual General Meeting will remain a member of the Board and a College Officer until the 2020 Annual General Meeting which reports on the year ended 30 June 2020.

27.5 Acts valid

Everything done under any previous constitution of the College shall continue to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution.



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