

CORPORATION ACT

A Company Limited by Guarantee

Constitution
of the

Council of Presidents of Medical Colleges

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CORPORATIONS ACT

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1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution -

'Act' means the Corporations Act, 2001 (C'th);

'By-law' means any By-law made in accordance with clause 5.2;

'Chairperson' means the person for the time being appointed to that office by the Members;

'Constitution' means this constitution of the CPMC as amended from time to time;

'Committee' means the Committee of the CPMC established pursuant to clause 5.3;

'Committee member' means a member of the Committee, each of whom shall be a Director of the company;

'CPMC' means the Council of Presidents of Medical Colleges constituted as a company limited by guarantee under this Constitution;

'Executive' means the Executive of the Committee established pursuant to clause 7;

'Member' means an organisation which has been admitted as a Member of the CPMC in accordance with the Constitution. At the date of the adoption of this Constitution, the Members of the CPMC are the following organisations –

Australian and New Zealand College of Anaesthetists
The Australasian College of Dermatologists
The Australasian College for Emergency Medicine
The Royal Australian College of General Practitioners
The Royal Australasian College of Medical Administrators
The Royal Australian and New Zealand College of Obstetricians & Gynaecologists
The Royal Australian and New Zealand College of Ophthalmologists
The Royal College of Pathologists of Australasia
The Royal Australasian College of Physicians
The Royal Australian and New Zealand College of Psychiatrists
The Royal Australian and New Zealand College of Radiologists
Royal Australasian College of Surgeons.

'Member Representative' means a person appointed by a Member from time to time by written notice to the CPMC to represent the Member and attend all meetings and vote on the Member's behalf (including a proxy);

'Office' means the registered office for the time being of the CPMC;

'Register' means the Register of Members required to be kept under this Constitution and the Act;

'Secretary' means any person appointed to perform the duties of the Secretary of the CPMC.

1.2 **References to the Act**

Unless the context otherwise requires, a reference to –

- (a) 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
- (b) a section of the Act includes any corresponding section for the time being in force.

1.3 **Presumptions of Interpretation**

Unless the context otherwise requires, a word which denotes –

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

1.4 **Application of the Act**

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

1.5 **Headings**

Headings do not affect the interpretation of this Constitution.

1.6 **Replaceable Rules**

The replaceable rules in the Act do not apply.

2. OBJECTS

- 2.1.1 The CPMC is the unifying organisation of and support structure for the Medical Colleges of Australia. It has been established to allow the Colleges to discuss issues of common interest and to enable them to share knowledge, objectives and policies. It is acknowledged that some of the Medical Colleges also operate in New Zealand.
- 2.1.2 The CPMC seeks to ensure, through the voluntary, co-operative and coordinated action of its member Medical Colleges, that individual medical specialties have a broad base of intercollegiate knowledge. This enables them, both collectively as CPMC and individually as Medical Colleges through their Fellows and members, to provide for the community the highest quality of medical care delivered in accordance with accepted clinical principles and to improve, protect and promote the health of the Australian public.
- 2.1.3 The aim of the CPMC is the collective support of the individual Colleges in their core roles and responsibilities. The principal objects of the CPMC shall be, through consultation and cooperation with its Members, to –
- (a) improve the health of the Australian community by –
 - (i) advancing the science and practice of medicine in Australia;
 - (ii) upholding high standards of medical practice, education and training at all levels;
 - (iii) fostering the development and maintenance of a skilled medical workforce in Australia;
 - (iv) working with governments and other relevant organisations to achieve the provision of an adequate, well qualified, experienced and capable medical workforce;
 - (v) promoting ethical conduct in the practice of medicine and the delivery of health services;
 - (vi) working with governments, other bodies and the community to improve individual and public health services; and
 - (vii) encouraging health and medical research.
 - (b) provide a mechanism for Australian medical Colleges to share knowledge, objectives and policies;
 - (c) provide a forum within which to consider relevant issues including postgraduate medical training, standards and their maintenance, quality improvement, allocation of resources, medical litigation, appeals, the medical workforce and some aspects of credentialing, certification, registration and recertification;
 - (d) advocate on any issue which affects the ability of its member Colleges to meet their responsibilities to patients and to the Australian community;
 - (e) provide authoritative advice, information and opinion to other professional organisations, the general public and to governments where such advice has been agreed to by all constituent member Colleges;
 - (f) encourage constituent Australian medical Colleges to adopt, where appropriate, common or complementary policies;
 - (g) develop by consensus policy positions and guidelines on issues relating to the improvement of medical care and the standard of health in the community;
 - (h) promote programs concerned with –
 - (i) the promotion of health and the prevention of injuries and disease;
 - (ii) the early detection of anomalies, disabilities, disease and other abnormal states; and
 - (iii) the enhancement of high quality medical care;

- (i) encourage inter-disciplinary national and international cooperation;
- (j) facilitate medical education provision and medical aid support to developing nations; and
- (k) support universal access to high quality medical care for all people in Australia.

2.1.4 In pursuit of the achievement of those objects, the CPMC may –

- (a) institute and cooperate in the conduct of meetings and discussions upon medicine and related sciences and branches of medicine;
- (b) consider all issues affecting the interests of the CPMC and its Members, including proposed legislation;
- (c) establish and maintain such physical facilities as are considered necessary to facilitate the effective operation of the CPMC and the achievement of its objects;
- (d) employ and dismiss officers and employees, whether professional or otherwise, whose employment may be necessary or conducive to the furtherance of the objects of the CPMC and to pay to such persons any salaries, wages, fees or emoluments as shall be appropriate;
- (e) make, rescind or alter By-laws, not being inconsistent with any applicable law or with the Constitution as amended from time to time, for the regulation of the affairs of the CPMC;
- (f) invest and deal with the funds of the CPMC not required immediately for any of its objects in such manners as may be determined from time to time;
- (g) do all such other things as are incidental to or conducive to the furtherance of the objects of the CPMC; and
- (h) exercise all powers and do all things which a corporation may do under the Act.

3. MEMBERSHIP

3.1 Membership Criteria

An organisation which is a body corporate is eligible to apply for admission to membership of the CPMC if that organisation –

- (a) is a medical College or other medical body whose membership comprises predominantly medical practitioners;
- (b) is recognised generally as the arbiter of professional standards within its medical discipline and its medical education, training and professional development programs have been accredited by the Australian Medical Council;
- (c) conducts a vocational training program or other process leading to Fellowship of that body and which provides specialist recognition or vocational registration for medical graduates and is of a standard determined or approved by the Australian Medical Council for this purpose or as determined in the By-laws;
- (d) conducts examinations or assessments for post-graduate diplomas or qualifications recognised by the Australian Medical Council for this purpose or as determined in the By-laws;
- (e) conducts a continuing education program recognised by the Australian Medical Council for this purpose or as determined in the By-laws; and
- (f) has objects which are not primarily to carry out activities of an industrial or political nature and it does not carry out such activities predominantly.

3.2 **Admission to Membership**

- 3.2.1 An application for admission to membership of the CPMC shall be in writing, shall address each of the criteria set out in clause 3.1 and shall be accompanied by the membership entrance fee as determined by the Committee from time to time. In submitting its application the applicant agrees, if the application is approved, to be bound by and to observe the provisions of this Constitution and By-laws.
- 3.2.2 A copy of the application shall be provided to each member of the Committee at least 3 months prior to the Committee meeting at which the application is to be considered.

3.3 **Committee Approval of Applications**

- 3.3.1 Every application for membership shall be brought before a meeting of the Committee which shall decide whether or not the application for membership is to be approved.
- 3.3.2 The decision of the Committee on an application for membership shall be final and conclusive and binding on the applicant. The Committee shall not be required to give any reason for the rejection of any application for membership.
- 3.3.3 The Secretary shall notify any applicant whose application for membership is rejected by the Committee of the Committee's decision.

3.4 **Register of Members**

- 3.4.1 The Secretary will maintain a Register of Members of the CPMC at its registered office.
- 3.4.2 When an organisation has been accepted as a Member of the CPMC, the Secretary will enter the Member's name and address in the Register of Members and will advise the Member in writing of the acceptance of the Member's application. The acceptance of the Member's application shall not have effect unless and until any initial subscription as determined by the Committee, in addition to the membership entrance fee, is paid.
- 3.4.3 The address of the Member in that Register will be the address of the Member for the purpose of service of notices to Members.
- 3.4.4 The rights of any Member are not transferable.

3.5 **Entrance Fee and Subscriptions**

- 3.5.1 The Committee may determine, from time to time, the entrance fee payable in respect of any application for membership of the CPMC.
- 3.5.2 The entrance fee shall be payable in full at the time an application is made for admission to membership.
- 3.5.3 The Committee may determine, from time to time, the annual or periodic subscription payable in respect of membership of the CPMC.
- 3.5.4 The subscription payable consequent upon approval of an application for admission to membership shall be paid in full forthwith upon receipt by the applicant of the Committee's approval of the organisation's application.
- 3.5.5 A Member's subsequent subscription shall be paid on the due date determined by the Committee.

3.6 **Cessation of Membership**

- 3.6.1 A Member shall cease to be a Member if –
- (a) the Member, by notice in writing to the CPMC, resigns its membership;
 - (b) the Member organisation is wound up or dissolved; or
 - (c) the Member ceases to meet the membership criteria set out in clause 3.1,

but the Member shall continue to be liable for any subscriptions and other monies due and unpaid at the time of cessation of membership and also for any monies payable by the Member pursuant to the Constitution.

3.6.2 Any Member whose subscription remains unpaid for more than 3 calendar months after the end of the month in which it falls due for payment shall thereupon cease to be a Member of the CPMC. The Committee may, in its discretion, reinstate that Member's membership upon payment of all arrears.

3.7 **Expulsion of Member**

3.7.1 The CPMC shall have the power, in its absolute discretion, to expel any Member who –

- (a) wilfully refuses or neglects to comply with the provisions of this Constitution or the By-laws; or
- (b) is guilty of any conduct which in the opinion of the CPMC is prejudicial to the interests of the CPMC.

3.7.2 A vote at a general meeting to expel a Member shall require a majority of at least two-thirds of the CPMC members. Any such vote shall be final and conclusive and binding on the Member and shall not be subject to any challenge whatsoever. The Secretary shall give written notice of the CPMC's decision to the expelled Member.

3.8 **Readmission to Membership**

An organisation which for any reason ceases to be a Member may at any subsequent time apply to the Committee to be readmitted as a Member. Any monies owing by that former Member must be paid in full as a pre-requisite to the consideration of any application for readmission.

3.9 **Liability of Members**

The liability of the Members of the CPMC is limited.

3.10 **Associate Members**

The Committee shall have power, by By-law, to admit non-voting Associate Members who may –

- attend but not vote at general meetings;
- appoint a representative to attend but not vote at Committee meetings; and
- have such other rights and privileges as the Committee may, by By-law, determine.

4. **GENERAL MEETINGS**

4.1 **Annual General Meeting**

4.1.1 An Annual General Meeting of the Members must be held before the end of November in each year.

4.1.2 Subject to sub-clause 4.1.1, the Committee shall determine the time and the place of the Annual General Meeting.

4.1.3 The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting –

- (a) the consideration of the annual financial statements, report of the Directors and auditor's report;
- (b) the election of the Chairperson; and
- (c) the appointment of the auditor.

4.2 **Calling Meetings of Members**

4.2.1 The Committee may call a meeting of Members.

4.2.2 The Committee must call a general meeting if the Committee receives a written request from not less than 7 Members and the written request -

- (a) states the resolutions to be proposed at the general meeting; and
- (b) is signed by or on behalf of all the Members making the request.

4.2.3 If Members requisition a general meeting in accordance with sub-clause 4.2.2 –

- (a) the Committee must call the general meeting within 21 days after the request is given to the Committee; and
- (b) the meeting must be held within 2 months after the request is given to the Committee.

4.2.4 If the Committee does not call a general meeting that was requisitioned by Members in accordance with sub-clause 4.2.2 within 21 days after the request is given to the Committee, then the Members who made the request under sub-clause 4.2.2 may call and arrange to hold a general meeting.

4.3 **Notice Requirements**

4.3.1 At least 21 days notice must be given of a meeting of Members unless the Corporations Act permits shorter notice.

4.3.2 Subject to sub-clause 4.1.3, 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 2 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 the following information –
 - (i) that the Member has a right to appoint a proxy; and
 - (ii) the categories of persons who are eligible to act as a proxy.

4.4 **Quorum at a General Meeting**

4.4.1 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.

4.4.2 Except as otherwise set out in this Constitution, at least two-thirds of the Member representatives present in person and entitled to vote at a general meeting is a quorum.

4.4.3 If a quorum is not present within 15 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.

4.4.4 At an adjourned meeting, if a quorum is not present within 15 minutes of the time appointed for the meeting, the meeting shall be dissolved.

4.5 **Chairperson**

4.5.1 A general meeting shall be chaired by –

- (a) the Chairperson; or
- (b) if the Chairperson is absent or unable or unwilling to act a member of the Executive elected by the Member representatives present.

4.5.2 Subject to this Constitution, the Chairperson's ruling on all matters relating to the order of business and the procedure and conduct of a general meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the Chairperson may be moved.

4.6 **Adjournment of Meetings**

4.6.1 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.

4.6.2 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.

4.6.3 Unless the Chairperson or the meeting directs otherwise, notice need not be given of the time and place of an adjourned meeting.

4.7 **Voting**

4.7.1 At a general meeting, a resolution put to the vote of the meeting is decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded.

4.7.2 Subject to this Constitution, every Member Representative present in person has one vote on a show of hands and every Member Representative present in person or by proxy has one vote on a ballot.

4.7.3 If there is an equality of votes, whether on a show of hands or on a ballot, the Chairperson has a casting vote in addition to the Chairperson's deliberative vote.

4.7.4 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.

4.7.5 If a ballot is not duly demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the general meetings 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.

4.8 **Conduct of a Ballot**

4.8.1 A ballot may not be taken on the election of a Chairperson or on a question of adjournment.

4.8.2 A ballot may be demanded by –

(a) the Chairperson; or

(b) any 5 Members present in person or by proxy entitled to vote.

4.8.3 The demand for a ballot may be withdrawn.

4.8.4 The demand for a ballot does not prevent the continuance of a meeting for the transaction of business other than the question on which the ballot is demanded.

4.8.5 If a ballot is duly demanded, it must be taken in the manner and at such time as the Chairperson directs.

4.8.6 The result of the ballot is the resolution of the meeting on the question concerned.

4.9 **Proxies**

4.9.1 A document appointing a proxy (which for the purposes of this Constitution includes a power of attorney of a Member appointing another representative to vote on the Member's behalf) may be in the form included in Appendix 1 of this Constitution or in a common or usual form.

4.9.2 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 except as specified in the document.

- 4.9.3 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 Secretary at the Office or at another place specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- 4.9.4 A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one of the following events if no notice in writing of any of those events has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the document is used –
- (a) the revocation of the instrument or of the authority under which the instrument was executed; or
 - (b) the termination of membership of the Member.

4.10 **Only Financial Members to Vote**

4.10.1 No Member is entitled to –

- (a) be represented;
- (b) vote on any question either personally or by proxy; or
- (c) be reckoned in a quorum,

at any general meeting of the CPMC if that Member's annual subscription remains unpaid beyond the due date by more than one month.

5. **POWERS AND DUTIES OF THE COMMITTEE**

5.1 **Manage General Business of the CPMC**

- 5.1.1 The business of the CPMC shall be managed by the Committee which may exercise all powers of the CPMC as are not, by the Act or by this Constitution, required to be exercised by the CPMC in general meeting or prescribed by the CPMC in general meeting. No resolution or By-law made by the CPMC in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or By-law had not been passed or made.
- 5.1.2 The Committee shall invest the funds of the CPMC not immediately required for the purposes of the CPMC in any one or more of the modes of investment from time to time authorised by law for the investment of trust funds.
- 5.1.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the CPMC shall be signed, drawn, accepted, endorsed or otherwise executed as the Committee from time to time determines.
- 5.1.4 The Secretary shall cause minutes to be made of the –
- (a) appointments of all officers;
 - (b) names of all Committee members present at all meetings of the Committee; and
 - (c) proceedings at all meetings of the Committee and the Executive .

The minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

5.2 **Power to Make By-laws**

- 5.2.1 Subject to the provisions of sub-clauses 5.2.3 and 5.2.4, the Committee shall have power from time to time to make, amend and repeal all such By-laws as it deems necessary or desirable for the proper conduct and management of the CPMC, the regulation of its affairs and the furtherance of its objectives.

- 5.2.2 Without in any way limiting the power of the Committee under sub-clause 5.2.1, the Committee may make, amend and repeal By-laws which –
- (a) define any further criteria for membership and the rights and benefits, duties and obligations of Members;
 - (b) regulate all matters relating to applications for and admission to membership of the CPMC not otherwise provided for in this Constitution;
 - (c) define and regulate the procedure and order of business of general meetings of the CPMC and meetings of the Committee, to the extent to which this is not provided for in this Constitution; or
 - (d) define and regulate the functions, duties and responsibilities of any officer of the CPMC to the extent to which they are not provided for in this Constitution.
- 5.2.3 No By-law shall be inconsistent with, nor shall it affect a repeal or modification of, anything contained in the Constitution.
- 5.2.4 Any By-law made by the Committee may be set aside by a special resolution of a general meeting of the CPMC.
- 5.2.5 Subject to sub-clause 5.2.4, all By-laws shall be binding upon all Members. A book containing the By-laws shall be kept in such place as the Committee shall appoint for that purpose.

5.3 **Composition of the Committee**

Subject to sub-clauses 6.1.1 and 6.1.4, the Committee shall comprise one representative nominated in writing from time to time by each of the Members (to the extent that each is and remains a Member), being a current President or Vice-President or equivalent office holder of the Member.

5.4 **Removal of Committee Members**

- 5.4.1 A Committee member may be removed from office by ordinary resolution of a general meeting of the CPMC.
- 5.4.2 If a Committee member is removed from office by ordinary resolution of a general meeting of the CPMC, the Member who appointed the removed Committee member may appoint another representative to fill the vacancy created.

5.5 **Termination of Office of Committee Members**

The office of a Committee member becomes vacant if the Committee member –

- (a) resigns that office by notice in writing to the CPMC;
- (b) is removed from office by operation of the Act;
- (c) is the representative of a Member which ceases for any reason to be a Member;
- (d) ceases to be the duly nominated representative of a Member;
- (e) is removed from office pursuant to clause 5.4;
- (f) 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;
- (g) is absent from two consecutive meetings of the Committee (other than meetings of the Committee called on less than 48 hours notice) without leave of absence; or
- (h) is directly or indirectly interested in any contract or proposed contract with the CPMC and fails to declare that interest in the manner required by the Act (or at the first meeting of the Committee after the relevant facts have come to the Committee member's knowledge) and the Committee determines that the Committee member should no longer be a Committee member.

5.6 Committee Member's Interest

5.6.1 This section 5.6 applies if –

- (a) a Committee member has an interest or duty in relation to a matter that is not a material personal interest; or
- (b) a Committee member with a material personal interest in relation to the CPMC'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 CPMC'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 Committee members under the Act.

5.6.2 Subject to clause 5.7, the Committee member is not in breach of his or her duties to the CPMC merely because he or she acts in matters that relate to the Committee member's interest.

5.6.3 In relation to any transactions that relate to the Committee member's interest –

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

5.7 Participation by Interested Committee Member

5.7.1 This clause 5.7 applies to a Committee member who has a material personal interest in a matter that is being considered at a Committee meeting.

5.7.2 Subject to sub-clause 5.7.5, the Committee member must not –

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

5.7.3 The Committee member is not in breach of duty to the CPMC merely because he or she does not act in relation to the matter.

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

5.7.5 The prohibition in sub-clause 5.7.2 does not apply if –

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

5.8 Power to Delegate

5.8.1 The Committee may delegate any of its powers (other than that of delegation) to sub-committees comprising persons appointed by the Committee.

5.8.2 The Committee may revoke any delegation of its powers by ordinary resolution.

5.8.3 Any sub-committee exercising the delegated power of the Committee shall comply with any conditions or limitations imposed by the Committee.

5.9 Remuneration of Committee Members

5.9.1 The income and property of the CPMC must be applied solely towards the promotion of the objects of the CPMC as set out in this Constitution. No income or property of the CPMC may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Committee member.

5.9.2 Nothing in this clause prevents –

(a) the payment in good faith of –

(i) remuneration to any Committee member for services actually rendered to the CPMC;

(ii) an amount to any Committee member in return for any services actually rendered to the CPMC or for goods supplied in the ordinary course of business;

(iii) interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this paragraph by By-law 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 Committee member; or

(iv) reasonable rent for premises let by any Committee member; or

(b) the CPMC from providing services or information to Members on terms which are different from the terms under which services or information are provided to persons who are not Members.

5.9.3 No remuneration or other benefit in money or money's worth shall be paid or given by the CPMC to any Committee member except –

(a) for the payment of out-of-pocket expenses incurred by the Committee member in the performance of any duty as Committee member, where the amount payable does not exceed any amount previously approved by the Committee; or

(b) for payment for any service rendered to the CPMC by the Committee member in a professional or technical capacity, other than in the capacity of Committee member, where the provision of the service has the prior approval of the Committee and where the amount payable is approved by the Committee and commercially would be reasonable payment for the service.

5.9.4 No Committee member may be appointed to any salaried office of the CPMC or any office of the CPMC paid by fees.

5.10 Representation of the CPMC

5.10.1 The Committee may authorise any sub-committee or individual to represent the CPMC before any government or governmental body or committee or to make statements or express views on behalf of the CPMC. The authority may be given generally or for a specific situation and may be given on such conditions as the Committee thinks fit.

5.10.2 Unless duly authorised to do so under this sub-clause, no member of the Committee may make any statement or express any view which purports to be a statement or view of the CPMC or as having been made or expressed on behalf of or with the concurrence of the CPMC.

5.11 Meetings of the Committee

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

5.11.2 The Secretary must convene a meeting of the Committee on the requisition of the Chairperson or any 2 Committee members.

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

5.11.4 Shorter notice may be given if at least 75% of the Committee members agree or if the Chairperson considers that the business of the meeting is urgent.

5.12 **Quorum**

5.12.1 The quorum necessary for the transaction of the business of the Committee is two-thirds of the Committee members.

5.12.2 If at any time the number of Committee members is less than the required number, the Committee may meet only for the purpose of filling any casual vacancies or for calling a general meeting of Members.

5.12.3 The Committee may act notwithstanding any vacancy on the Committee.

5.13 **Chairperson**

5.13.1 The Chairperson shall take the Chair at all meetings of the Committee.

5.13.2 If the Chairperson is not present at any meeting of Committee within fifteen minutes after the time appointed for holding the meeting, a member of the Executive shall take the chair at that meeting.

5.14 **Voting**

5.14.1 Subject to subclause 5.14.3, questions arising at a meeting of the Committee shall be decided by a majority of votes of the Committee members present and voting. A decision by a majority of the Committee members present and voting is for all purposes a decision of the Committee.

5.14.2 Any decision proposed in respect of any item of business listed for discussion on the agenda for, or raised during the course of any Committee meeting, may be declared by any Committee member to require the approval of every Committee member, whether present or not, before that decision may be implemented.

5.14.3 Except where the Chairperson has ceased to be the duly nominated representative of a Member, the Chairperson of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes. Where the Chairperson is no longer the duly nominated representative of a Member, the Chairperson shall have a casting vote only.

5.15 **Written Resolution**

5.15.1 A written resolution signed or approved by electronic mail by all Committee members (other than any Committee member on leave of absence) is taken to be a decision of the Committee members passed at a meeting of the Committee members duly convened and held.

5.15.2 The written resolution may consist of –

(a) several documents in like form, each signed by one or more Committee members and, if so signed, takes effect on the last date on which a Committee 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 Committee member sends such a message.

5.16 Telephone or Video Conference Meetings

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

5.17 Defects in Appointment or Qualification of a Committee Member

All acts done in good faith by a meeting of the Committee or of a sub-committee of the Committee or by any person acting as a Committee member, sub-committee member or Office Bearer of the CPMC 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.

5.18 Secretary to Attend Meetings

5.18.1 Unless directed otherwise by the Committee, the Secretary must attend all meetings of the Committee and all general meetings of the CPMC and must keep a record of the proceedings of those meetings.

5.18.2 The Secretary must cause draft minutes of all meetings to be promptly circulated to all Committee members for information and approval.

5.18.3 Subject to any objection, the Chairperson of the meeting or the next such meeting must sign the minutes to certify that they are a true and correct record of the proceedings of the meeting.

6. CHAIRPERSON**6.1 Election of Chairperson**

6.1.1 The period of office of the Chairperson shall be 2 terms and a Committee member may not serve as Chairperson more than once. For the avoidance of doubt –

(a) the Chairperson shall hold office until the second Annual General Meeting after the Chairperson assumes that office; and

(b) time in office filling a casual vacancy under clause 6.2 shall not be counted.

6.1.2 In a year in which the Chairperson's term expires, a general meeting shall be held, no later than the date of the first meeting of the Committee in that year, at which the Members will elect a Chairperson-elect from the Committee members.

6.1.3 At the Annual General Meeting in a year in which the Chairperson's term expires, the Members shall vote to confirm or otherwise the appointment of the Chairperson-elect as Chairperson. That appointment as Chairperson may be confirmed notwithstanding that the Chairperson-elect has ceased to be a Member representative.

6.1.4 The Chairperson shall have the right to serve a full term in that office, notwithstanding that the Chairperson during that term ceases to be a Member representative.

6.1.5 The Member whose duly nominated representative is elected as Chairperson may, at the Member's discretion, nominate another person as its Member representative.

6.1.6 Subject to subclause 6.1.1, all Committee members shall be eligible for election to the office of Chairperson-elect, subject to them being the duly nominated representative of a Member.

6.1.7 In the event that the appointment of the Chairperson-elect as Chairperson is not confirmed, the Members at that Annual General Meeting shall elect another Committee member who is a Member representative as Chairperson.

6.2 Casual Vacancy

- 6.2.1 In the event of a casual vacancy in the office of Chairperson, the Committee may appoint to the vacant office another Committee member and the Committee member so appointed may continue in that office up to and including the day of the Annual General Meeting next succeeding his or her appointment.
- 6.2.2 Time in office as Chairperson following appointment to fill a casual vacancy shall not be counted for the purposes of time limits set out in this Constitution.

7. EXECUTIVE

- 7.1.1 The Executive shall comprise –
- (a) the Chairperson;
 - (b) the Chairperson-elect (if any); and
 - (c) 4 other Committee members elected to the Executive by Committee members at the first meeting of the Committee after the Annual General Meeting.
- 7.1.2 Subject to them continuing to be the duly nominated representative of a Member, each of the 4 Committee members elected pursuant to sub-clause 7.1.1(c) shall hold office on the Executive for the duration of that Committee and shall be eligible to stand for re-election to that office.
- 7.1.3 The Committee may delegate to the Executive the supervision of the day to day business of the CPMC and such other functions as the Committee may in its discretion think fit.
- 7.1.4 The Executive shall during intervals between meetings of the Committee have power to act in accordance with the power delegated to it. The Executive may meet, convene and adjourn its meetings and otherwise regulate its proceedings in such manner as it thinks fit. The quorum necessary for a meeting of the Executive shall be 3.
- 7.1.5 The Secretary shall ensure that records of all meetings of the Executive are kept and shall forward copies of the Minutes of each meeting to each member of the Committee within fourteen days of the meeting or before the next meeting of the Committee, whichever is the sooner.

8. CHIEF EXECUTIVE OFFICER

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

9. SECRETARY

- 9.1.1 The Committee shall appoint a Secretary for the purposes of the Corporations Act who shall be –
- (a) the Chief Executive Officer; or
 - (b) a Committee member appointed as an Honorary Secretary in the event that the office of Chief Executive Officer is vacant.
- 9.1.2 The duties of the Secretary shall include –
- (a) ensure that due notice is given, agendas are prepared and accurate minutes are kept of all meetings of the Committee, the Executive Committee and Committee sub-committees;
 - (b) cause copies of the minutes of all meetings to be forwarded to all persons entitled to receive such minutes;
 - (c) ensure the sending, receipt and proper filing of all correspondence;
 - (d) issue notices of all resolutions, decisions and amendment to the Constitution;

(e) maintain all statutory registers including the Register which shall record each Member's name, address, the date on which the Member's membership commenced and the date on which membership ceased and any other information specified by the Committee from time to time; and

(f) file all statutory notices and returns.

9.1.3 Subject to such rules as may from time to time be imposed on him or her by the Committee, the Secretary shall be entitled to attend and speak at all meetings of the Committee and all sub-committees but shall not have the right to vote at meetings.

10. ACCOUNTS

10.1 The CPMC to Keep Accounts

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

10.2 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 Committee thinks fit.

10.3 Accounts Open for Inspection

10.3.1 The books of account must always be open for the inspection of Committee members.

10.3.2 Subject to the Act, the Committee may from time to time determine at what times and places and under what conditions the accounts and books of the CPMC or any of them may be open for inspection by Members.

10.4 Annual Accounts

The Committee 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.

11. AUDIT

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

12. NOTICES

12.1 Means of Giving Notices

12.1.1 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.

12.1.2 A Committee member, Secretary or other person authorised by the Committee may give notices on behalf of the CPMC. The signature on a notice given by the CPMC may be written, photocopied, printed or stamped.

12.1.3 Notices given to the CPMC must be marked for the attention of the Secretary.

12.2 Address for Service

The address for service is –

- (a) in the case of a Member or Committee member, the street address (or postal address, electronic mail address or facsimile number in the case of postal, electronic main or facsimile dispatch) of the Member or Committee member specified in the Register; and
- (b) in the case of the CPMC, 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 CPMC.

12.3 Notification of Change of Address

12.3.1 If the street address, postal address, electronic mail address or facsimile number of a Member changes, the Member must promptly give notice of the change to the CPMC.

12.3.2 The CPMC must promptly notify Members of any change in its address.

12.4 Time Notices are Effective

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

- (a) if delivered to the street address of the addressee, at the time of delivery; or
- (b) if it is sent by post to the street address or postal address:
 - (i) if the notice is notice of a meeting – on the first business day after sending
 - (ii) otherwise – on the third (or fifth if outside Australia) business day after sending,

unless it is actually delivered earlier, or

- (c) if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time transmission is completed.

12.5 Proof of Giving Notices

12.5.1 Proof of the sending of a notice by facsimile and the time of completion of transmission may be established by production of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicated that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.

12.5.2 A certificate signed by a Committee member or Secretary that a notice was delivered or posted at a particular time is conclusive evidence that the notice was delivered or posted at the time.

12.5.3 A certificate signed by a Committee member or Secretary that a notice was sent by electronic mail at a particular time and that no “undeliverable mail” message has been received in relation to it is conclusive evidence that the notice was sent and received at that time.

13. WINDING UP AND DGR REVOCATION

13.1.1 Every Member of the CPMC undertakes to contribute to the assets of the CPMC in the event of it being wound up while that Member is a Member, or within one year of that Member ceasing to be a Member, such amount as may be required not exceeding 10 dollars for the payment of the debts and liabilities of the CPMC contracted before ceasing to be a Member and to the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

- 13.1.2 Subject to clause 13.1.5, CPMC's surplus assets, after satisfying all liabilities on wind up or dissolution:
- (a) must not be paid to or distributed amongst the Members unless eligible under clause 13.1.3; and
 - (b) must be paid to one or more eligible recipients set out in clause **Error! Reference source not found.**
- 13.1.3 A fund, authority or institution is eligible to receive any surplus under clause **Error! Reference source not found.** if it:
- (a) has similar not-for-profit objects to those described in this Constitution situate within the Commonwealth of Australia;
 - (b) is required by its constitution to apply its profits or income in promoting its objects;
 - (c) prohibits its income and property from being paid to members; and
 - (d) itself, is exempt from income tax.
- 13.1.4 . A fund, authority or institution eligible to receive any surplus under clause **Error! Reference source not found.** shall be determined by the Committee prior to the dissolution of CPMC or failing such determination, by application to an appropriate Court.
- 13.1.5 Any surplus gifts, fundraising contributions under Commonwealth taxation Laws and money received because of those gifts or contributions, must be transferred to eligible recipients selected pursuant to clause 13.1.3 on the earlier of:
- (a) CPMC's deductible gift recipient endorsement being revoked; or
 - (b) the winding up of CPMC.

14. LIABILITY INSURANCE

To the extent permitted by the Corporations Act, the CPMC 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 CPMC or any other person.

15. INDEMNITY

- 15.1.1 Every officer and past officer of the CPMC must be indemnified by the CPMC to the fullest extent permitted by law against a liability incurred by that person as an officer of the CPMC or a subsidiary of the CPMC including legal costs and expenses incurred in participating, 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 CPMC (whether that claim is made solely by the officer or otherwise).
- 15.1.2 For the purposes of sub-clause 15.1.1, '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 CPMC.

16. AMENDMENT

This Constitution may only be amended by special resolution as provided by the Act.

APPENDIX 1
APPOINTMENT OF PROXY FORM
Council of Presidents of Medical Colleges
ABN 46 101 213 478

I ,
(Full Name)
of , being the duly appointed
(Full Home Address)
representative of the hereby appoint:
(Member Organisation)

Tick one only
the Chairperson of the meeting;
OR

... or failing him/her
(Full Name of Proxy)

the Chairperson of the meeting to be my proxy at the General Meeting to be held at:
.....on (Full Description of
Time and Place of Meeting)

and any adjournment of that meeting. I authorise my proxy to vote:

Tick one only
as he or she thinks fit at the meeting;
OR

on each motion as indicated by a tick in the appropriate box below. If a motion is not included below,
or no instruction is given below in relation to a motion, my proxy may vote as he or she thinks fit on
that motion.

- For
- Against
- Abstain

[insert adequate description of each motion]

Signed:
..... (Signature) (Date)