

CONSTITUTION OF
THE AUSTRALASIAN COLLEGE FOR EMERGENCY MEDICINE
ACN 009 090 715

1 OBJECTS

- 1.1 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 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;
 - 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.
- 1.2 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 any Regulations for that purpose with such rights and privileges as set out in those Regulations.

2.2 Fellows

The College shall consist of such persons as are admitted as Fellows and Honorary Fellows under this Constitution.

2.3 Eligibility

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:

- 2.3.1 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 Council for the purpose of this clause 2.3; or

2.3.2 he or she is a registered medical practitioner in any other country and holds some other special medical qualification regarded as satisfactory by the Council.

2.4 **Rights not transferable**

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

2.5 **Honorary Fellows**

2.5.1 The Council 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.

2.5.2 An Honorary Fellow shall be a member of the College, but shall not

- (a) be liable under Clause 2.9
- (b) be entitled to vote in College elections or decisions
- (c) be required to pay any entrance fee or annual subscription or to satisfy the College's professional development requirements.

2.5.3 An Honorary Fellow shall be entitled to attend and speak but shall not be entitled to vote at general meetings.

2.6 **Foundation Fellows**

All Fellows who shall be 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 Council may from time to time decide.

2.7 **Admission to membership**

2.7.1 The Council may admit an eligible and qualified person to Fellowship of the College in accordance with Regulations made for that purpose.

2.7.2 The admission to membership of any person is subject to payment of any fee or subscription applicable.

2.8 **Names to be entered in the Register**

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

2.9 **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 The Council, 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 Council from time to time prescribes (and pro rata for any part of a year).
- 3.2 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 Council to pay a surcharge or interest on any outstanding amounts as the Council may determine.
- 3.3 If the subscription or other fees of a member is unpaid for a period of twelve (12) 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 The Council may, if it thinks fit, reinstate the member upon payment of all arrears (on such conditions as the Council determines, including payment of interest of arrears of unpaid subscriptions).

4 CESSATION OF MEMBERSHIP

4.1 Suspension of membership

4.1.1 The Council may in its absolute discretion resolve to suspend a Fellow of the College or impose such conditions as it thinks fit on his or her continuing Fellowship for the duration of any period of restriction to undertake medicine imposed by a medical registration authority recognised by the Council for this purpose.

4.1.2 The Council may by resolution lift a Fellow's suspension with or without the payment of a further membership fee and subject to any conditions imposed by the Council.

4.2 Automatic termination of membership

4.2.1 Subject to this Constitution, the membership of any Fellow terminates if:

- (a) the Fellow resigns in writing;
- (b) the Fellow dies;
- (c) pursuant to clause 3.3, the Fellow fails to pay subscription or other fees;

and the Secretary will inform the Fellow of such termination in writing.

4.3 Termination or suspension of membership by resolution of the Council

4.3.1 Subject to this Constitution, the Council 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 Council;
- (c) engages in conduct which in the opinion of the Council 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; or
- (f) subject to clause 3.2, fails to pay any debt due to the College for a period of twelve (12) months after the due date for payment.
- (g) has their name removed from the register of any medical or professional authority recognised by the Council (“an Authority”) on the grounds of malpractice, misconduct, unethical behaviour or similar grounds;
- (h) 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 Secretary will inform the Fellow 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.

4.3.3 Subject to clause 3.4, a decision of the Council (or a committee of 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 Council (or a committee of Council appointed for that purpose) 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 Council (or committee) may ask the member to leave the meeting during its deliberations once submissions from all interested parties are complete; and
- (d) notice of the decision of the Council (or committee) is given promptly to the member.

4.3.4 Where the Council may terminate the membership of a member pursuant to clause 4, the Council 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 Council thinks fit.

4.3.5 A decision under this clause 4.3 may be subject to appeal under Regulations relating to appeals made for that purpose.

4.3.6 The Council may in its absolute discretion give notice of, publish or communicate decision under this clause 4.3.3 (including its findings and any penalty imposed) to:

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

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

4.4 **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.

4.5 **Consequence of termination of membership**

4.5.1 Any member whose membership of the College terminates for any reason in accordance with this Constitution:

- (a) shall cease to be entitled to any of the rights and privileges of a member;
- (b) must return his or her membership Certificate(s) to the College within 7 days of receiving notice of the termination of the member's membership of the College;
- (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.

4.5.2 The Council 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.

4.6 **Continuing obligations**

- 4.6.1 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.
- 4.6.2 Without limiting clause 4.6.1, 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.
- 4.6.3 No former member of the College is eligible for readmission until all arrears of subscriptions and any interest imposed by the Council, 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 Council shall determine the time and the place of the Annual General Meeting.

5.2 **Calling meetings of members**

- 5.2.1 The Council may call a meeting of members.
- 5.2.2 The Council 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 members requisition a general meeting in accordance with clause 5.2.2:
- (a) the Council must call the general meeting within 21 days after the request is given to the College; and

- (b) the meeting must be held within 2 months after the request is given to the Council.

5.2.4 If the Council does not call a general meeting that was requisitioned by members in accordance with clause 5.2.3 within 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 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:
 - (1) that the member has a right to appoint a proxy; and
 - (2) 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 Council;
- 6.1.2 to consider the annual financial reports, Officers reports and the auditor's report;
- 6.1.3 to consider any proposed alteration of the Constitution;
- 6.1.4 in accordance with the Constitution, to declare the result of the election of Elected Councillors in place of those retiring;
- 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.

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 Vice President; or
 - (c) if the Vice President is absent or unable or unwilling to act, a Councillor elected by the Councillors 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 or ballot) 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 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 ballot 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 ballot.
- 6.5.3 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.
- 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 ballot 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.

6.6 **Conduct of a ballot**

- 6.6.1 A ballot may not be taken on the election of a Chairperson or on a question of adjournment.
- 6.6.2 A ballot may be demanded by:
- (a) the Chairperson; or
 - (b) any twenty members present in person or by proxy entitled to vote.
- The demand for a ballot may be withdrawn.
- 6.6.3 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.
- 6.6.4 If a ballot is duly demanded, it must be taken in the manner and at such time as the Chairperson directs. The result of the ballot 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 Council.
- 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,

at any general meeting of the College if his or her annual membership subscription remains unpaid beyond the due date by more than one month.

6.9 **Postal 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 Council may (in lieu of a meeting) conduct a Postal Ballot of members (in this Constitution referred to as a "Postal Ballot").
- 6.9.2 At least thirty days prior to the closing date of a Postal Ballot, the College shall send to all members entitled to vote ballot papers, giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in a form and with such content as then Council may approve) and shall give all members notice of the closing date of the Postal Ballot.
- 6.9.3 The College shall receive all voting forms received from members in respect of a Postal Ballot and shall promptly advise the Council of the result of the Postal Ballot. Any voting form received at the office after

5:00pm on the closing date of a Postal 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 Postal Ballot is conducted, the President (or acting 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 Council shall determine any other procedures or matters in relation to the conduct of any Postal 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 Postal Ballot, such member shall within 30 days of the closing date of such Postal Ballot, give notice in writing to the Council stating the grounds of his or her complaint. The Council may then either itself investigate the complaint or may appoint a committee for that purpose. After hearing the complaint the Council shall determine the matter and its decision shall be final.

7 COUNCIL OF COLLEGE

7.1 Manage general business of the College

- 7.1.1 The business of the College shall be managed by the Council 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 Council which would have been valid if that resolution or Regulation had not been passed or made.
- 7.1.2 The Council 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 cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed as the Council from time to time determines.

7.2 Power to delegate

- 7.2.1 The Council may delegate any of its powers (other than that of delegation) to committees comprising persons appointed by the Council.
- 7.2.2 The Council may revoke any delegation of its powers by ordinary resolution.
- 7.2.3 Any committee exercising the delegated power of the Council shall comply with any conditions or limitations imposed by the Council.

7.3 Regulations

- 7.3.1 The Council 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 Council under clause 7.3.1, the Council 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 Fellows 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 of the College;
 - (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 Officers;
 - (g) the conduct of courses of study and examinations both for admission to Fellowship of the College and otherwise;
 - (h) the nomination and election of Elected Councillors and Officers of the College;
 - (i) postal ballots of Fellows of the College or members of the Council;
 - (j) the membership and proceedings of committees of the Council;
 - (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 Council, Faculties, committees and other groupings established under this Constitution;
 - (o) the maintenance and amendment from time to time of the Register of Fellows and the rights of Fellows and other persons to inspect the Register of Fellows;
 - (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 Council, 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 committees, Faculties or other bodies of Council 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.

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 Council shall appoint for that purpose.

8 COUNCILLORS

8.1 Composition of Council

8.1.1 The Council shall consist of:

- (a) the following elected Fellows ("**Elected Councillors**"):
 - (1) three Fellows of the College elected from among those Fellows resident in the State of New South Wales at the time of election;
 - (2) three Fellows of the College elected from among those Fellows resident in the State of Victoria at the time of election;
 - (3) two Fellows of the College elected from among those Fellows resident in the State of Western Australia at the time of election;
 - (4) two Fellows of the College elected from among those Fellows resident in the State of Queensland at the time of election;
 - (5) one Fellow of the College elected from among those Fellows resident in the State of South Australia at the time of election;
 - (6) one Fellow of the College elected from among those Fellows resident in the Australian Capital Territory at the time of election;
 - (7) one Fellow of the College elected from among those Fellows resident in the State of Tasmania at the time of election;
 - (8) two Fellows of the College elected from among those Fellows resident in New Zealand at the time of election;

(9) one Fellow of the College elected from among those Fellows resident in the Northern Territory at the time of election;

(b) the Censor-in-Chief; and

(c) such Fellows of the College as may be appointed to the Council to serve as Honorary Secretary and/or Honorary Treasurer in accordance with clause 10,

each being a director of the College.

8.1.2 The Fellows of the College in general meeting may by special resolution, change the number of Elected Councillors to be elected on the Council for the purposes of clause 8.1.1(a).

8.1.3 At each alternate Annual General Meeting all Elected Councillors of the Council shall retire from office but (subject to this clause) shall be eligible for re-election.

8.2 Term of office of Councillors

8.2.1 The elected term of office of Elected Councillors shall be two (2) years commencing at the Annual General Meeting in the year of their election.

8.2.2 An Elected Councillor who has served his or her two (2) year term of office as prescribed in clause 8.2.1 shall retire from office at the second Annual General Meeting held after that Elected Councillor is declared elected provided that any retiring Elected Councillor shall be eligible for re-election subject to this clause.

8.2.3 A retiring Elected Councillor shall be entitled to act as a Councillor at the meeting at which he/she retires.

8.3 Removal of Councillors

8.3.1 A Councillor may be removed from office by ordinary resolution of a general meeting of the College.

8.3.2 If a Councillor is removed from office by ordinary resolution of a general meeting of the College, that meeting may appoint another Fellow to fill the vacancy created for the remaining term of the Councillor who was removed from office.

8.4 Termination of office of Councillors

8.4.1 The office of a Councillor becomes vacant if the Councillor:

(a) resigns that office by notice in writing to the College;

(b) ceases to be a member of the College in Good Standing;

(c) is absent from three consecutive meetings of the Council (other than meetings of the Council called on less than 48 hours notice) without leave of absence and the Council determines that the Councillor should no longer be a Councillor;

- (d) becomes an employee of the College (other than the Censor-in-Chief);
- (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 Council after the relevant facts have come to the Councillor's knowledge) and the Council determines that the Councillor should no longer be a Councillor;
- (f) is removed from office pursuant to clause 8.3.1;
- (g) becomes bankrupt;
- (h) is removed from office by operation of the Act.

8.5 **Casual vacancies**

- 8.5.1 A casual vacancy shall mean any vacancy in the membership of the Council caused otherwise than by the retirement of a Councillor at the end of his or her term.
- 8.5.2 A casual vacancy shall not be deemed to have arisen upon a Councillor ceasing to reside in the State or Territory or in New Zealand in which that Councillor was resident at the time of his or her election.
- 8.5.3 If the office of a Councillor becomes vacant during the Councillor's term of office that position shall be filled by the Council from the Fellows of the College, subject to clause 8.3.2.
- 8.5.4 Any Councillor appointed pursuant to this clause 8.5 shall hold office only until the next election of Councillors and shall be eligible for re-election in accordance with this Constitution.
- 8.5.5 For the purposes of this clause the period of time served pursuant to clause 8.5.4 shall not be counted as a period of office.

8.6 **Alternate Elected Councillor**

- 8.6.1 In the event that an Elected Councillor is unable to attend a meeting or meetings of the Council, the Elected Councillor may, with the approval of Council, appoint another person to be an alternate Councillor in his or her place for that meeting or meetings.
- 8.6.2 If an alternate Councillor is nominated, he or she must be a member of the Faculty Board in the region from which the Elected Councillor of Council has been elected.
- 8.6.3 The Elected Councillor of Council shall nominate the alternate Councillor in writing and, subject to the approval of Council, the alternate director shall attend the meeting or meetings for which he or she has been nominated, and shall have all of the rights and responsibilities of an Elected Councillor of Council at that meeting or those meetings.

9 ELECTION OF COUNCIL

- 9.1 Nominations of candidates for election as Elected Councillors of the Council shall:
- 9.1.1 be signed by two Fellows;
 - 9.1.2 contain a consent to act if elected signed by the person nominated; and
 - 9.1.3 be left with or forwarded by post to the Chief Executive Officer so as to reach the Chief Executive Officer at least thirty-five (35) days before the Annual General Meeting.
- 9.2 If a number of nominations of candidates for election as Elected Councillor does not exceed the number of vacancies the candidates so nominated shall be declared duly elected at the Annual General Meeting.
- 9.3 If the number of nominations of candidates exceeds the vacancies, balloting lists shall be printed containing in alphabetical order the names of the candidates nominated and one such list shall at least thirty (30) days before the Annual General Meeting be posted to each Fellow at his or her address for the time being appearing in the College register.
- 9.4 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, provided that all votes must be received at the Chief Executive Officer's Office not later than 5:00pm on the closing date of the poll and any votes received thereafter shall be deemed to be invalid and shall not be counted.
- 9.5 Then the vacancies shall be filled by declaring elected the necessary number of the remaining candidates who received the most votes.
- 9.6 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.

10 OFFICERS

- 10.1 The Officers of the College shall be the President and Vice President, Honorary Secretary, Honorary Treasurer and the Censor-in-Chief.
- 10.2 Nominations of candidates for election as Officers of the College shall be signed by two Councillors and shall be countersigned by the candidate signifying that person's candidature. The Council may otherwise determine from time to time by Regulation the manner and timing for the nomination and election of Officers.
- 10.3 At the first Council Meeting after the Annual General Meeting in each year, the Elected Councillors of the Council shall elect by secret ballot from among the Elected Councillors of the Council the Officers (other than the Censor-in-Chief) listed in clause 10.1 who will take office.
- 10.4 If the Honorary Secretary and/or the Honorary Treasurer are not elected in accordance with clause 10.2 the Council may appoint Fellow(s) of the College to serve as Honorary Secretary and/or Honorary Treasurer, provided that:
- 10.4.1 at no time shall there be more than two (2) such Fellows appointed pursuant to this clause 10.4 serving as Councillors; and

- 10.4.2 the appointment of such Fellows as Councillors shall be subject to confirmation by the Fellows of the College at the Annual General Meeting next following such appointment or at an Extraordinary General Meeting called to consider such appointment
- 10.5 If, pursuant to clause 10.4, any appointment is not confirmed by the Fellows of the College, there shall be no irregularity in the proceedings of the Council during the period that the Fellow shall have served as Councillor.
- 10.6 Subject to clauses 8 and 9 the Officers (other than the Censor-in-Chief) listed in clause 10.1 (other than the Censor-in-Chief) shall hold office for one (1) year but shall be eligible for re-election and shall continue to exercise their functions until their successors have been regularly appointed.
- 10.7 Where an Officer dies while in office or resigns or is disqualified in any way from holding office the Council shall elect a replacement for the balance of that term of office.

11 MEETINGS OF THE COUNCIL

11.1 Meetings

- 11.1.1 The Council 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 Council shall be convened on the requisition of the President or any two Councillors.

11.2 Notice of Council meetings

- 11.2.1 At least 24 hours notice of a meeting of the Council must be given to each Councillor 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 Councillors 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 Council is five (5) unless the Council resolves that a greater number shall constitute a quorum.
- 11.3.2 If at any time the number of Councillors is less than a quorum the Council may meet only for the purpose of filling any casual vacancies or for calling a general meeting of members.
- 11.3.3 The Council may act notwithstanding any vacancy on the Council.

11.4 Chairperson

- 11.4.1 The President shall take the Chair at all meetings of the Council (or in the absence of the President, the Vice President shall Chair).
- 11.4.2 If the President or Vice President are not present at any meeting of Council within ten (10) minutes after the time appointed for holding the

meeting the Councillors present shall elect a Councillor present to be Chairperson of the meeting.

11.5 **Voting**

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

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 75% of all Councillors (other than any Councillor on leave of absence) is taken to be a decision of the Councillors passed at a meeting of the Councillors 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 Councillors and, if so signed, takes effect on the last date on which a Councillor 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 Councillor sends such a message.

11.7 **Telephone or video conference meetings**

A meeting of the Council may be held with one or more of the Councillors taking part by telephone or other means of audio or audio-visual communication and when each of the Councillors participating in the communication is able to read the written contributions or hear each of the other participating Councillors. A meeting of the Council may only be held in this manner where all of the Councillors (other than any Councillor 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 Councillor**

All acts done in good faith by a meeting of the Council or of a committee of Council or by any person acting as an Officer, Councillor 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 **Councillor's interest**

11.9.1 This clause 11.9 applies if:

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

- (b) a Councillor with a material personal interest in relation to the College's affairs:
 - (1) 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
 - (2) does not have to disclose his or her material personal interest to the other Councillors under the Act.

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

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

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

11.10 **Participation by interested Councillor**

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

11.10.2 Subject to clause 11.10.5, the Councillor must not:

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

11.10.3 The Councillor 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 Council may vote on matters that relate to the Councillor's interest in the Councillor's absence.

11.10.5 The prohibition in clause 11.10.2 does not apply if:

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

12 REMUNERATION OF COUNCILLORS

- 12.1 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 this clause 12, no income or property of the College may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Councillor.
- 12.2 Nothing in this clause 12 prevents:
- 12.2.1 the payment in good faith of:
- (a) remuneration to any Councillor for services actually rendered to the College;
 - (b) an amount to any Councillor in return for any services actually rendered to the College or for goods supplied in the ordinary course of business;
 - (c) interest (at a rate not exceeding any rate which may at any time be fixed for the purpose of this clause by Regulation 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 Councillor; or
 - (d) reasonable rent for premises let by any Councillor; or
- 12.2.2 the College 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.
- 12.3 No remuneration or other benefit in money or money's worth shall be paid or given by the College to any Councillor except:
- 12.3.1 for the payment of out-of-pocket expenses incurred by the Councillor in the performance of any duty as Councillor, where the amount payable does not exceed any amount previously approved by the Council; or
- 12.3.2 for payment for any service rendered to the College by the Councillor in a professional or technical capacity, other than in the capacity of Councillor, where the provision of the service has the prior approval of the Council and where the amount payable is approved by the Council and commercially would be reasonable payment for the service.
- 12.4 No Councillor (other than the Censor-in-Chief) may be appointed to any salaried office of the College unless that Councillor relinquishes his or her position on Council prior to appointment.

13 EXECUTIVE

13.1 Composition of Executive

- 13.1.1 The Executive of the College shall comprise:
- (a) President;
 - (b) Vice President;

- (c) Honorary Secretary;
- (d) Honorary Treasurer; and
- (e) Censor-in-Chief.

13.1.2 The Executive shall be chaired by the President (or in his or her absence, the Vice President).

13.1.3 Three members of the Executive present personally or participating by means of telephonic or electronic media (in the manner set out in clause 11.7) shall constitute a quorum of the Executive.

13.2 **Term of office**

13.2.1 The President shall hold office for one year from the Annual General Meeting at which he or she is declared elected. The President is not entitled to serve more than four years, whether continuous or interrupted.

13.2.2 For the purposes of this clause, the period of time served in respect to filling a casual vacancy shall not be counted as a term of office.

13.3 **Cessation of office**

The term of office of an Officer shall end on:

- 13.3.1 the end of the term provided for in clause 13.2;
- 13.3.2 notice of retirement from the Officer being given to the College;
- 13.3.3 the Officer ceasing to be a Councillor for any reason; or
- 13.3.4 removal from the office by a resolution of Council.

13.4 **Delegation**

The Council may delegate to the Executive the supervision of the day to day business of the College and such other functions as the Council may in its discretion think fit.

13.5 **Powers**

The Executive shall during intervals between meetings of the Council have power to act in accordance with the power delegated to it. In addition, in cases of emergency, the Executive shall have the absolute discretion to exercise such powers and functions as it deems necessary.

13.6 **Meetings**

The Executive may meet, convene and adjourn its meetings and otherwise regulate its proceedings in such manner as it thinks fit.

13.7 **Records**

The Executive shall keep a record of its meetings.

14 BOARD OF EDUCATION

14.1 Composition

The Board of Education shall comprise of:

14.1.1 a Censor-in-Chief; and

14.1.2 at least three other Censors,

appointed by the Council from time to time from among the Fellows of the College.

14.2 Purpose

The function of the Board of Education is to:

14.2.1 assess candidates seeking election to Fellowship of the College upon examination, and report the results of such examinations to the Council;

14.2.2 stimulate the involvement of Fellows in activities that enhance and demonstrate professional competence, including through a comprehensive maintenance of professional standards program; and

14.2.3 any other functions required by the Council and specified by Regulations.

14.3 Term of office

The members of the Board of Education shall hold office for three (3) years from the date of their appointment by the Council and shall be eligible for re-appointment at the expiration of any term of appointment.

14.4 Acting Censors

The Council may appoint and remove Acting Censors (including the Censor-in-Chief) to act in place of Censors, and shall be deemed to be members of the Board of Education. Acting Censors shall have such of the powers of a Censor as may be specifically delegated to him or her with such limitations determined by the Council from time to time.

15 COMMITTEES

15.1 The Council may otherwise delegate all or any of its functions, powers or discretions to committees comprising such persons as the Council determines.

15.2 The Committees may be either standing or ad hoc committees.

15.3 The Council shall determine the powers and duties of each Council committee and each committee shall in the exercise of its powers conform to any Regulations imposed on it by the Council.

15.4 Subject to any Regulation made pursuant to clause 15.3, each committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit.

15.5 The Council shall review the continuing need for each committee of Council and the membership of each such committee at least every two years.

- 15.6 The President of the Council shall be a member of all committees of the Council.
- 15.7 The Honorary Treasurer shall be a member of all committees of the Council created to consider matters affecting the financial position of the College.

16 CHIEF EXECUTIVE OFFICER

The Council 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 Council.

17 SECRETARY

The Council shall appoint a Secretary for the purposes of the Act who shall be:

- 17.1 the Chief Executive Officer (or acting Chief Executive Officer); or
- 17.2 a Fellow or employee of the College appointed by the Council 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 Council or duly authorised persons.
- 18.2.2 Every document to which the seal is affixed must be signed by two Councillors and countersigned by the Honorary Secretary or some other person appointed for that purpose by the Council.

18.3 Seal register

- 18.3.1 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 Council 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 Council thinks fit.

19.3 Accounts open for inspection

The books of account must always be open for the inspection of Councillors. Subject to the Act, the Council 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 Council 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 Councillor, Secretary or other person authorised by the Council 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 Secretary.

21.2 **Address for service**

The address for service is:

21.2.1 in the case of a member or Councillor, the home address (or postal address, electronic mail address or facsimile number in the case of postal, electronic main or facsimile dispatch) of the member or Councillor 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 Councillor 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 Councillor 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 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 situate 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;
 - 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.
- 22.2 That institution shall be determined by the Council prior to the dissolution of the College or failing such determination, by application to an appropriate Court.
- 22.3 The Council 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 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 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 In this Constitution:
- 25.1.1 “**Act**” means the *Corporations Act 2001* (Cth);
 - 25.1.2 “**Constitution**” means this constitution of the College as amended from time to time;

- 25.1.3 “**Censor-in-Chief**” means a person for the time being holding that office under this Constitution;
- 25.1.4 “**Council**” means the Council of the College appointed under this Constitution, each member of which shall be a director of the Company;
- 25.1.5 “**Councillor**” means a member of the Council;
- 25.1.6 “**College**” means The Australasian College for Emergency Medicine constituted as a company limited by guarantee under this Constitution;
- 25.1.7 “**Elected Councillor**” means an elected member of the Council holding one of the offices in clause 8.1.1(a).
- 25.1.8 “**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;
- 25.1.9 “**Executive**” means the Executive of the Council established pursuant to this Constitution;
- 25.1.10 “**Fellow**” means a member who holds Fellowship of the College in accordance with this Constitution and whose membership of the College has not ceased or been terminated for any reason;
- 25.1.11 “**Honorary Fellow**” means a person specified in the Register as an Honorary Fellow;
- 25.1.12 “**Honorary Secretary**” means a person for the time being holding that office under this Constitution;
- 25.1.13 “**Honorary Treasurer**” 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 Fellowship of the College and unless a contrary intention appears includes Fellows and Honorary Fellows;
- 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 pursuant to clause 10;
- 25.1.18 “**President**” means the person for the time being holding that office under this Constitution;
- 25.1.19 “**Register**” means the Register of members required to be kept under this Constitution and the Act (whether kept electronically or otherwise);
- 25.1.20 “**Regulation**” means any regulation made in accordance with clause 7.3;

25.1.21 “**Seal**” means the common seal of the College;

25.1.22 “**Vice President**” means a person for the time being holding that office under this Constitution.

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.