

The Companies (Western Australia) Code

Company Limited By Guarantee

**ARTICLES OF ASSOCIATION
of
THE AUSTRALASIAN COLLEGE FOR
EMERGENCY MEDICINE**

**Article 1
Interpretation**

(1) Definitions

In these Articles of Association unless there shall be something in the subject or context inconsistent therewith -

"College" means THE AUSTRALASIAN COLLEGE FOR EMERGENCY MEDICINE being the company of which these are the Articles of Association.

"Code" means the Companies (Western Australia) Code and any amendment or re-enactment thereof.

"Articles" means the Articles of Association of the College for the time being in force.

"Office" means the registered office for the time being of the College.

"Register" means the register of members of the College to be kept pursuant to the Act.

"Regulations" means the regulations made pursuant to Article 10(2) of these Articles of Association.

"Special resolution" shall have the meaning assigned thereto by the Code.

"Council" means the whole or any number (not being less than a quorum) of the members of the Council for the time being of the College elected or appointed in the manner provided in the Articles assembled at the meeting of the Council convened and held in accordance with the Articles and includes where appropriate the interim Council of the College.

"Month" means calendar month.

"In writing" or "written" includes printing, lithography and other means of representing or reproducing words in a visible form.

The singular number includes the plural number and vice versa.

Words importing any gender include the other genders.

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(2) Non-Application of Table A

The regulations contained in the Third Schedule to the Code shall not apply to the College.

Article 2 Membership of the College

- (1) There shall be one class only of Fellows of the College and the Fellows of the College shall be designated Fellows.
- (2) The College for the purpose of registration is declared to consist of one hundred (100) Fellows but the Council may from time to time whenever it things fit register an increase in the number of Fellows.
- (3) The Fellows of the College shall be the subscribers to the Memorandum of Association of the College, those persons elected to Fellowship of the unincorporated association known as the Australasian College for Emergency Medicine prior to its incorporation as the College and such other persons as may be elected to Fellowship of the College in accordance with the provisions of the Articles.
- (4) The rights and privileges of every Fellow shall be personal to himself and shall not be transferable by his own act or by the operation of law.
- (5) Without prejudice to the provisions in the Articles relating to Honorary Fellowship, no Fellow shall be entitled to exercise the rights and privileges of a Fellow unless all moneys due and payable by him to the College shall have been paid.
- (6) Any Fellow who fails to pay the annual subscription or other fees or levies payable by the Fellow within three (3) months of its due date may be required by Council to pay a surcharge or interest thereon (as the Council may determine) for each month or part of a month from the due date for payment of the annual subscription to the actual date of payment, the amount which is determined from time to time by Council. Any Fellow who fails to pay such annual subscription and such surcharge or interest or either of them within twelve (12) months of the due date for payment shall thereupon cease to be a Fellow and the Secretary shall so inform the Fellow in writing.
- (7) Should a sufficient explanation for the Fellow's failure to pay the annual subscription or other fees or levies or the surcharge or interest be made by the Fellow to the satisfaction of the Council, the Council may order the Fellow's re-admission to the College on such conditions as it thinks fit and the return of the Fellow's Certificate of Fellowship.
- (8) No person shall be eligible to be elected as a Fellow of the College other than as an Honorary Fellow unless at the time of his election he be registered as a medical practitioner in the Commonwealth of Australia or in New Zealand or in some other country, state or territory approved by the Council.
- (9) The Council may, notwithstanding the fact that it may not have approved any particular country, state or territory as aforesaid, declare a person registered as a medical practitioner therein to be eligible for election to Fellowship of the College by reason of the special medical qualifications of such person.
- (10) 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.

Article 3 Board of Censors

- (1) The Council shall as soon as possible after the incorporation of the College and as required from time to time thereafter appoint from among the Fellows of the College a Board of Censors which Board of Censors shall comprise a Censor-in-Chief and at least three other Censors.
- (2) The members of the Board of Censors shall while they remain Fellows of the College hold office for a period of 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.
- (3) The functions of the Board of Censors shall be to examine candidates seeking election to Fellowship of the College upon examination and to report the results of such examination to the Council and to perform and carry out such other functions as may from time to time be required by the Council to be carried out by the Board of Censors.
- (4) Where circumstances render it desirable or necessary the Council may from time to time appoint and remove Acting Censors and such Acting Censors shall hold office during the pleasure of the Council and shall be appointed with such limitations as to the times during which the places at which and the purposes for which they are to act as Censors of the College as the Council shall at the time of their appointment decide and as the Council shall thereafter from time to time alter or modify and subject thereto Acting Censors shall be deemed to be members of the Board of Censors.

Article 4 Election of Fellows

Qualification for Election upon Examination

- (1) Any person eligible for election and desirous of being elected a Fellow of the College upon examination shall submit to the Council in such form as the Council shall from time to time require a form of application for permission to be examined and upon receipt of such application together with such examination fees as shall from time to time be payable to the Council shall remit such application to the Censor-in-Chief.
- (2) The Censor-in-Chief shall determine whether or not the professional qualifications of the applicant are sufficient to render the applicant eligible to be admitted as a candidate for examination.
- (3) If the Censor-in-Chief shall decide that the professional qualifications of a candidate seeking election to Fellowship upon examination are sufficient to render the applicant eligible to be admitted as a candidate for examination the applicant shall be examined at such time and place and in such manner as the Council shall from time to time by regulation prescribe.
- (4) Any person seeking election to Fellowship of the College upon examination in accordance with the Articles shall make written application to the Council for election as a Fellow of the College and such application shall be in such form and shall contain such information as the Council may in any particular case require and without prejudice to the generality of the foregoing such form of application shall include the undertaking set forth in Article 4(11).
- (5) The Council shall consider the application and where appropriate the report of the Censor-in-Chief and all materials, communications which it considers relevant and after such consideration may either elect the applicant to Fellowship of the College or reject his application or suspend final determination for any period it thinks fit or until the submission to the Council and the consideration by the Council of such further evidence as to the qualification of the

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applicant shall be final and conclusive as the Council shall not be bound to give any reasons for its decision.

Qualification for Election without Examination

- (6) During the period of three (3) years from the date of incorporation of the College the Council may elect to Fellowship of the College without examination such eligible persons as it shall in its complete and unfettered discretion think fit.
- (7) The Council may from time to time elect to Fellowship of the College without examination any eligible person who is a qualified medical practitioner of not less than ten (10) years standing.
- (8) Without limiting the generality of the foregoing Articles, the Council may from time to time elect to Fellowship of the College without examination Fellows of any body with which the College may from time to time have reciprocity of examination sufficiently high as would have entitled them to have sought election as Fellows of the College upon examination.
- (9) Any person elected to Fellowship of the College without examination may be requested to provide such information as the Council may require and as a condition of such election any such person shall give to the Council in writing the undertaking set forth in Article 4(11).
- (10) The Council may from time to time elect as Honorary Fellows of the College such distinguished persons as it shall think fit and such Honorary Fellows shall enjoy none of the voting or other privileges of Fellows of the College nor shall they be required to pay any entrance fee or Fellowship due but such Honorary Fellows shall be liable to expulsion from the College pursuant to the Articles.
- (11) The undertaking referred to in this Article shall be in or to the effect of the following form:

"I hereby pledge myself as a condition of Fellowship of the Australasian College for Emergency Medicine to conduct myself in strict accordance with the Memorandum and Articles of Association and Regulations of the College.

I agree that all communications made by the Council to any other person or made between members of the Council to any other person or made between members of the Council in relation to my Fellowship of the College or to my application for election to Fellowship of the College shall be absolutely privileged and shall for all purposes be deemed to be absolutely privileged communications."

Article 5 Termination and Suspension of Fellowship

- (1) A Fellow of the College shall cease to be a Fellow of the College:
 - (a) if the Fellow dies or resigns his or her Fellowship in writing to the Secretary;
 - (b) pursuant to the provisions of Article 2(5) hereof;
 - (c) if the Fellow is removed from a register of medical practitioners by a medical registration authority recognised by Council for this purpose on grounds of malpractice, misconduct, unethical behaviour or other similar grounds; or
 - (d) if the Fellow is expelled in accordance with these Articles.
- (2) 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 Council for this purpose.

- (3) Any Fellow who shall cease to be a Fellow shall cease to be entitled to all rights and privileges of a Fellow and shall have no right in or claim upon the College for the property or funds of the College. Any Fellow who shall have his or her Fellowship suspended shall cease to be entitled to all rights and privileges of a Fellow for the duration of that suspension.
- (4) Any Fellow who resigns Fellowship or who shall have his or her Fellowship terminated or suspended pursuant to these Articles shall within seven (7) days of receipt of notice of such termination or suspension return his or her Fellowship Certificate to the College and the Fellow shall not represent or hold himself or herself out to be a Fellow of the College by use of the post nominal FACEM or by any other means.
- (5) 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 such Fellow has ceased to be a Fellow of the College or has been suspended as a Fellow of the College.
- (6) Any person who ceases to be a Fellow of the College shall nevertheless remain liable for and shall pay to the College all moneys which at the time of ceasing to be a Fellow may be due to the College.

Article 5A Complaints

- (1) Any complaint made by any person against a Fellow of the College must be made in writing to the College and lodged with the Secretary. The name and address of the complainant or complainants must be included in the written complaint. Any complaint by any person made to the College against any Fellow may be referred by the Secretary to the Complaints and Conciliation Committee or to the Council, as the Censor-in-Chief or such other person appointed by the Council for the purpose of this Article may from time to time direct.
- (2) The Council shall from time to time establish a Complaints and Conciliation Committee comprising at least two (2) Councillors and such other Fellows, or other persons as Council shall determine (in these Articles referred to as "the Complaints and Conciliation Committee"). The Complaints and Conciliation Committee shall consider all matters referred to it by Council, by the Secretary, and such other matters as it may determine from time to time in accordance with these articles
- (3) On receipt of a complaint, a Complaints and Conciliation Committee shall decide whether prima facie there is a case to answer in respect of such complaint. If it is so decided, the Complaints and Conciliation Committee shall forward details of the complaint to the Fellow concerned seeking the Fellow's submission in respect of such complaint.
- (4) Any Fellow who is the subject of any matter before the Complaints and Conciliation Committee shall, at least twenty-one (21) days prior to the meeting of the Complaints and Conciliation Committee at which any determination [other than a determination pursuant to Article 5A(3)] is to be made in respect of the matter to be considered, be given written notice by the Secretary of:
 - (a) the intention of the Complaints and Conciliation Committee to consider the matter;
 - (b) the time, date and place of the meeting;
 - (c) particulars of the nature of the matter under consideration; and

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- (d) advice that the Fellow may attend and give oral or written submissions at that meeting in respect of the matter.
- (5) At the meeting of the Complaints and Conciliation Committee held to consider the matter aforesaid, the Complaints and Conciliation Committee shall give to the Fellow an opportunity to be heard and shall give due consideration to any written submission tendered by the Fellow to the Complaints and Conciliation Committee at or prior to the meeting. The Fellow shall not be entitled to be legally represented before the Complaints and Conciliation Committee without its prior consent.
- (6) At the conclusion of consideration of the matter by the Complaints and Conciliation Committee, it may:
 - (a) take no action;
 - (b) dismiss the complaint and exonerate the Fellow;
 - (c) counsel the Fellow concerned on such terms and conditions as it may determine;
 - (d) censure the Fellow concerned on such terms and conditions as it may determine; or
 - (e) refer the matter to Council for consideration pursuant to Article 5B hereof.

Article 5B Expulsion

- (1) If any matter in respect of a Fellow is referred to the Council pursuant to Article 5A and/or if the Council considers that a Fellow should be charged with:
 - (a) a breach of these Articles or the Regulations; or
 - (b) conduct contrary or derogatory to or inconsistent with the principles, ethics, dignity, standards or purposes of the College;

(all of which are hereinafter called "derogatory conduct"), the Secretary of the College shall give the Fellow concerned written notice of the matter or the charge and of particulars thereof and of the date (being not less than twenty-one (21) days after the date when such notice is served) of the Council meeting when such matter or charge shall be heard. The Fellow shall be entitled to attend the meeting and to make submissions to the Council in his or her defence or the Fellow may take written submissions to the Council in his or her defence which shall be read at the meeting.

- (2) At the meeting of the Council held to consider the matter aforesaid, the Council shall give to the Fellow an opportunity to be heard and shall give due consideration to any written submission tendered by the Fellow to the Council at or prior to the meeting. The Fellow shall not be entitled to be legally represented before the Council without the Council's prior consent. Any member of the Council who was a member of the Complaints and Conciliation Committee referring the matter to the Council shall not participate in any consideration of that matter at any meeting of the Council.
- (3) In the event of any Fellow being found guilty by the Council of derogatory conduct, the Council may in its absolute discretion:
 - (a) counsel the Fellow on such terms and conditions as it thinks fit; or
 - (b) censure the Fellow on such terms and conditions as it thinks fit; or

- (c) suspend such Fellow from all or any of the privileges of Fellowship of the College for such period as it deems fit; or
 - (d) expel such Fellow; or
 - (e) apply such other sanction as the Council thinks fit.
- (4) No Fellow shall be found guilty and punished pursuant to Article 5B(3)(d) hereof except by a vote in favour of at least three-quarters of the members of the Council present (and being eligible to vote) at the relevant meeting of the Council.
- (5) In the event of a Fellow being found guilty of derogatory conduct and censured, suspended or expelled or otherwise sanctioned pursuant to this Article, the Secretary shall notify such Fellow of the Council's findings and the penalty.
- (6) The Council in its absolute discretion may give notice of, publish or communicate its findings and the 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;
 - (c) the public generally.

Article 5C Re-Instatement

A Fellow who has been suspended or expelled under these Articles may be reinstated as a Fellow of the College at the discretion of the Council and upon such terms and conditions as the Council may, in its absolute discretion, determine.

Article 6 General Meetings of the College

- (1) The Annual General Meeting of the College shall be held once in every calendar year at such time and place as may be prescribed by the Council and not more than fifteen (15) months shall elapse between any two Annual General Meetings.
- (2) If the College holds its first Annual General Meeting within eighteen (18) months of the date of its incorporation, no Annual General Meeting need be held in the year of its incorporation or in the following year.
- (3) All general meetings of the College other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (4) The Council may whenever it thinks fit and shall whenever required by requisition signed by not less than one-tenth of the Fellows of the College convene an Extraordinary General Meeting.
- (5) Any such requisition shall be signed by the requisitionists and delivered to or sent by post to the Secretary and may consist of several documents in like form each signed by one or more requisitionists.
- (6) Any such requisition shall specify the objects of the meeting required and the meeting shall be convened for the purpose specified in the requisition and if convened otherwise then by the Council for that purpose only.

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- (7) If the Council does not within twenty-one (21) days after the date upon which the requisition was received by the Secretary proceed to convene a meeting then the requisitionists may themselves in the same manner as nearly as possible as that in which general meetings are to be convened by the Council convene a general meeting, provided always that any meeting so convened shall not be held until the expiration of two (2) months from the date upon which the requisition was received by the Secretary.
- (8) Twenty-one (21) clear days' notice of all general meetings specifying the place, day and hour of the meeting and, in the case of special business, the general nature of such business shall be given by notice sent by post or otherwise served as hereinafter provided and shall include a statement clearly showing the effect of any special resolution proposed to be passed at the meeting.
- (9) The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the Fellows shall not invalidate any resolution passed at any such meeting.

Article 7 Proceedings at General Meetings

- (1) The business to be transacted at an Annual General Meeting shall be provided for by the regulations, but shall include the following -
 - (i) to consider the annual report of the Council;
 - (ii) to consider the balance sheet and the income and expenditure account and the report of the auditor thereon;
 - (iii) to elect members of the Council in the place of those retiring;
 - (iv) to elect an auditor; and
 - (v) to transact any other business which ought to be transacted at an Annual General Meeting.
- (2) All other business to be transacted at an Annual General Meeting and all business to be transacted at an Extraordinary General Meeting shall be deemed to be special business.
- (3) No business shall be transacted at any general meeting unless a quorum of Fellows is present and thirty (30) Fellows shall constitute a quorum for all purposes.
- (4) If within twenty (20) minutes from the time appointed for the meeting a quorum is not present -
 - (a) at a meeting convened upon a requisition of Fellows, then it shall lapse; or
 - (b) at a meeting otherwise convened, it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Council may by notice to the Fellows appoint and if at such adjourned meeting a quorum is not present, those Fellows who are personally present shall constitute a quorum and may transact the business for which the meeting was called.
- (5) The President of the College or in his absence the Vice-President of the College shall be entitled to take the chair at every meeting, provided always that if neither of them shall be present within fifteen (15) minutes after the time appointed for holding the meeting or be willing to act, the members of the Council present may choose a chairman and in default of their doing so the Fellows present shall choose one of the members of the Council to be chairman and if no

member of the Council present be willing to take the chair shall choose one of their number to be chairman.

- (6) The chairman may with the consent of any general meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) If any general meeting shall be adjourned for more than thirty (30) days, notice of such adjournment shall be given to the Fellows of the College in the same manner as notice was or ought to have been given to them of the original meeting.
- (8) Subject to the provisions of the Articles relating to postal ballots at any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands.
- (9) The Council of the College may prior to any general meeting being held submit any resolution which is to be considered by such meeting to a postal ballot of Fellows and, if necessary, the meeting shall stand adjourned in relation to such resolution until the chairman can declare the results of such postal ballot.
- (10) If at any general meeting immediately after a decision upon any matter by show of hands, the chairman or not fewer than twenty (20) Fellows present demand a postal ballot of Fellows, the resolution of the meeting upon the question shall cease to be effective and such a postal ballot shall be conducted and the meeting shall stand adjourned in relation to such resolution until the chairman can declare the results of such postal ballot.
- (11)
 - (a) In respect of any business which may be validly considered at an Extraordinary General Meeting pursuant to these Articles, the Council may (in lieu of an Extraordinary General Meeting) conduct a postal ballot of Fellows (in these Articles referred to as "a postal ballot"), in accordance with the provisions of this Article.
 - (b) At least thirty (30) days prior to the closing date of a postal ballot, the Secretary shall send to all Fellows 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 the Council may approve), and shall give all Fellows notice of the closing date of the postal ballot.
 - (c) The Secretary shall receive all voting forms received from Fellows 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 shall not be counted.
 - (d) In the event of an equal number of votes in respect of any business for which a postal ballot is conducted, the President shall have a second and casting vote.
 - (e) In all other respects, subject to these Articles, the Council shall determine any other procedures or matters in relation to the conduct of any postal ballot and shall have power to make Rules and Regulations for that purpose.
 - (f) In the event of any dispute by any Fellow in relation to the validity or conduct of any postal ballot, such Fellow shall within thirty (30) days of the closing date of such postal ballot, given notice in writing to the Council stating the grounds of his or her complaint. The Council may thereupon either itself investigate the complaint or may appoint a person or a Committee for the purpose. After hearing the complaint, the Council shall determine the matter and its decision thereon shall be final.

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- (12) A declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.
- (13) Subject to the provisions in these Articles contained that no Fellow shall be entitled to exercise the rights and privileges of a member unless all moneys due by him to the College have been paid and that Honorary Fellows shall not be entitled to vote, every Fellow present at any general meeting shall have one vote and upon a postal ballot all Fellows of the College save those above excepted shall be entitled to one vote.
- (14) In the case of an equality of votes, whether on a show of hands or a postal ballot, the chairman of the meeting or in those cases where the Articles so provide the President or the senior member of the Council shall have a casting vote in addition to his deliberative vote.

Article 8 Council of the College

- (1) As soon as possible after the date of incorporation of the College, the subscribers to the Memorandum of Association of the College shall select in such manner as they shall think fit an interim Council of the College which shall comprise -
 - (a) two Fellows of the College selected from among those Fellows resident in the State of New South Wales;
 - (b) two Fellows of the College selected from among those Fellows resident in the State of Victoria;
 - (c) one Fellow of the College selected from among those Fellows resident in the State of South Australia;
 - (d) one Fellow of the College selected from among those Fellows resident in the State of Queensland;
 - (e) one Fellow of the College selected from among those Fellows resident in the State of Western Australia;
 - (f) one Fellow of the College selected from among those Fellows resident in the Australian Capital Territory and the Northern Territory;
 - (g) one Fellow of the College selected from among those Fellows resident in the State of Tasmania;
 - (h) two Fellows of the College selected from among those Fellows resident in New Zealand;

and the interim Council shall elect the first Officers of the College in the same manner *mutatis mutandis* as the Council of the College shall from time to time elect the Officers of the College in accordance with the Articles and the interim Council shall otherwise exercise all the powers vested in the Council by the Articles and the proceedings of the Interim Council shall *mutatis mutandis* be conducted in accordance with the provisions of the Articles relating to the proceedings of the Council and the interim Council shall continue in office until the first Annual General Meeting of the College.

- (2) The Council of the College shall comprise the following -

- (a) three Fellows of the College elected from among those Fellows resident in the State of New South Wales;
 - (b) three Fellows of the College elected from among those Fellows resident in the State of Victoria;
 - (c) one Fellow of the College elected from among those Fellows resident in the State of South Australia or the Northern Territory;
 - (d) two Fellows of the College elected from among those Fellows resident in the State of Queensland;
 - (e) one Fellow of the College elected from among those Fellows resident in the State of Western Australia;
 - (f) one Fellow of the College elected from among those Fellows resident in the Australian Capital Territory;
 - (g) one Fellow of the College elected from among those Fellows resident in the State of Tasmania;
 - (h) two Fellows of the College elected from among those Fellows resident in New Zealand;
 - (i) the Censor-in-Chief; and
 - (j) such Fellows of the College as may be appointed to Council pursuant to Article 8(3).
- (3) The Council may from time to time appoint to the Council Fellows of the College to serve as Honorary Secretary and/or Honorary Treasurer in accordance with provisions of Article 9(5).
- (3A) The Council shall have power at any time and from time to time to appoint any Fellow of the College as an addition to the Council but so that the total number of members of the Council shall not any time exceed the maximum permitted number in accordance with the provisions of Article 8(2). Notwithstanding Article 8(7), any member of Council so appointed shall hold office only until the conclusion of the next following Annual General Meeting but may at that meeting retire and be eligible for re-election.
- (4) The Fellows of the College in general meetings may from time to time by special resolution increase or reduce the number of members of the Council fixed by Article 8(2).
- (5) Without prejudice to the provisions of the Articles relating to casual vacancies, those members of the Council to be elected shall be elected at the Annual General Meeting of the College by the following Fellows -
- (a) the members of the Council referred to in paragraph (a) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in the State of New South Wales;
 - (b) the members of the Council referred to in paragraph (b) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in the State of Victoria;
 - (c) the member of the Council referred to in paragraph (c) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in the State of South Australia or the Northern Territory voting as one body;
 - (d) the member of the Council referred to in paragraph (d) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in the State of Queensland;

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- (e) the members of the Council referred to in paragraph (e) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in the State of Western Australia;
 - (f) the member of the Council referred to in paragraph (f) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in the Australian Capital Territory;
 - (g) the member of the Council referred to in paragraph (g) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in the State of Tasmania;
 - (h) the members of the Council referred to in paragraph (h) of Article 8(2) shall be elected by the Fellows who at the time of such election shall be resident in New Zealand;
 - (i) the members of the Council referred to in paragraph (j) of Article 8(2) shall be elected by the Fellows, but such election shall only be a confirmatory election and be deemed to relate to the period from the date of their appointment pursuant to Article 8(3) until the date of their confirmation pursuant to Article 9(5)(b).
- (6) At the first Annual General Meeting of the College held after the date of incorporation of the College, those Fellows of the College referred to in the preceding Article shall elect the appropriate members of Council.
 - (7) At the second Annual General Meeting of the College and at each alternate Annual General Meeting thereafter, the members of the Council shall retire from office and shall, subject to compliance with residential qualifications, be eligible for re-election.
 - (8) Notwithstanding Article 8(7), at each Annual General Meeting of the College, the Fellow or Fellows (if any) appointed to the Council pursuant to Article 8(3) shall retire from office and shall, where no member or members of the Council has been elected to serve as the Honorary Secretary and the Honorary Treasurer, be eligible for re-election.
 - (9) The retiring member shall act as a member of the Council throughout the meeting at which he retires.
 - (10) Nominations of candidates for election as members of the Council shall be signed by two Fellows of the College resident in the same country, state or territory as the candidate and shall be countersigned by the candidate signifying his candidature and shall be delivered or sent by post to the Secretary at least thirty-five (35) days before the Annual General Meeting.
 - (11) If the number of nominations for membership of the Council in each of the categories referred to in paragraphs (a) to (h) inclusive of Article 8(2) shall not exceed the number of vacancies upon the Council in such category the candidate or candidates so nominated shall be deemed to have been duly elected and shall be declared as such at the Annual General Meeting.
 - (12) If the number of nominations of candidates for membership of the Council exceeds the vacancies, then a postal ballot or ballots shall be taken in such manner as the Council shall from time to time by regulation determine, and notwithstanding anything in the Articles contained, such regulations may provide for such a postal ballot or ballots to be taken prior to the Annual General Meeting and for the appointment of a Returning Officer or Returning Officers and in such event the declaration of the results of such ballot or ballots by the chairman at the Annual General Meeting shall be deemed to be an election properly held at such meeting.
 - (13) If the number of nominations for membership of the Council in each of the categories referred to in paragraphs (a) to (j) of Article 8(2) shall be less than the number of vacancies upon the Council in such category, then a casual vacancy or casual vacancies as the case may be shall be deemed to have arisen in relation thereto.

- (14) Any casual vacancy among members of the Council shall be filled by the Council from among the Fellows of the College resident in the same country, state or territory as the member in relation to whom the casual vacancy shall have occurred, or if no such Fellow shall be willing to act, then from among any other Fellows of the College. A member of Council appointed to fill a casual vacancy shall be appointed to hold office for the remainder of the term of office of the member of Council whose vacancy has occurred, but such member so appointed may, after such term, if eligible, seek re-election. Without limiting the generality of the foregoing, a casual vacancy shall not be deemed to have occurred upon a member ceasing to reside in the country, state or territory in which he was resident at the time of his election to membership of the Council.
- (15) In the event of any two or more candidates for membership of the Council receiving an equal number of votes the successful candidate shall be determined by lot.
- (16) Fellows of the College may by ordinary resolution remove any member of the Council before the expiration of his period of office and in such event the Council may cause an election to be conducted in relation to the vacancy thus created in the same fashion mutatis mutandis as an election of a member of Council at an Annual General Meeting of the College and otherwise as the Council may from time to time by regulation determine and any person so elected shall hold office during such time only as the member of Council in whose place he is elected would have held office if he had not been removed and failing such election a casual vacancy shall be deemed to have arisen.
- (17) Any dispute as to the election of any Fellow or any member of the Council shall be resolved by the Council, the decision of which thereon shall be final and conclusive and which shall not be bound to assign any reason for its decision.
- (18) The office of a member of the Council shall ipso facto be vacated -
 - (a) if he resigns by notice in writing delivered or sent by post to the Secretary;
 - (b) if he is absent from three consecutive meetings of the Council without the leave of the Council and the Council resolves that this office be vacated;
 - (c) if he ceases to be a Fellow of the College;
 - (d) if he holds any office of profit under the College; or
 - (e) if he becomes disqualified under the Act from being a member of the Council, which disqualification shall be deemed to arise if he would under the Act be disqualified from acting as a director of a company.

Article 9

Officers of the College

- (1) The Officers of the College shall comprise the President, Vice-President, Honorary Secretary, Honorary Treasurer and the Censor-in-Chief.
- (2) The provisions of the following Articles relating to the qualification of Officers, the election of Officers and the period during which such Officers shall hold office shall not apply to the Censor-in-Chief, who shall be appointed by the Council for the period and in the manner hereinbefore provided in Article 3(1).
- (3) The first Officers of the College shall be elected by the Interim Council from among its members in the manner provided by the Articles and shall hold office until the first Annual General Meeting of the College.

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- (4) At the first meeting of the Council after each Annual General Meeting of the College, the Council shall in accordance with the provisions of the Articles relating to the proceedings of the Council and from among the member of the Council, elect the President, Vice-President, Honorary Secretary and Honorary Treasurer and all such Officers shall hold office until the first Council Meeting after the Annual General Meeting next following.
- (5) In any case where the Honorary Secretary and/or the Honorary Treasurer are not elected in accordance with Article 9(4), a Fellow or Fellows of this College may be appointed by the Council to serve as Honorary Secretary and/or Honorary Treasurer in accordance with the provisions of Article 8(3) and in the case of such appointment the following conditions shall apply -
 - (a) at no time shall there be more than two (2) such Fellows so appointed serving as members of Council;
 - (b) the appointment of such Fellows as members of the Council 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 but so that if any such appointment is not so confirmed by the Fellows of the College there shall be no irregularity in the proceedings of the Council during the period such Fellow shall have served as a member of Council.
- (6) Nominations of candidates for election as Officers of the College shall be signed by two members of the Council and shall be countersigned by the candidate signifying his candidature.
- (7) The Council may from time to time determine by regulation the time within which nominations must be delivered to the Council prior to the meeting of the Council at which the Officers of the College are to be elected and the manner in which the election of such Officers is to be conducted including if thought fit the holding of a postal ballot among members of the Council.
- (8) All retiring Officers of the College shall be eligible for re-election provided always that a Fellow shall not be eligible for election as President where the Fellow has previously held the office of President for four or more years, whether continuous or not.
- (9) Any casual vacancy among the Officers of the College shall be filled by the Council but any officer so appointed shall hold office until such time only as the officer in whose place he is appointed would have held the same.
- (10) Any office of the College shall ipso facto be vacated by the member of the Council holding the same if such member ceases to be a member of the Council for any reason whatsoever and in such event a casual vacancy in such office shall be deemed to have arisen.

Article 10 Powers of the Council and Committee

- (1) The management of the affairs and business and the control of the College shall be vested in the Council and the Council may, without prejudice to any specific powers and discretions vested in it by the Articles, exercise all such powers and discretions and do all such acts matters and things as may be exercised or done by the College and as are not by the Code or by the Articles required to be done by the Fellows of the College in general meeting.
- (2) Without limiting the generality of the powers conferred upon the Council by the preceding Article, the Council shall have power to make regulations from time to time not inconsistent with the Code or the Articles in relation to the College and to vary or rescind the same from time to time, and without limiting the generality of the foregoing, the Council may from time to time make such 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 thereof;
 - (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 members of the Council and Officers of the College;
 - (i) postal ballots of Fellows of the College or members of the Council; and
 - (j) the membership and proceedings of committees of the Council.
 - (k) the creation, appointment, direction and dissolution of committees;
 - (l) subject to the corporations law, 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 these Articles;
 - (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 these Articles 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, a Complaints and Conciliation Committee or any other committee, including the establishment of special committees for that purpose, proceedings at and conduct of meetings for that purpose and any other procedures or matters necessary or incidental for same;
 - (r) to delegate 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;
 - (s) the conduct of training programs by the College and the admission, review and dismissal of trainees in relation to such programs.
- (3) The Council may from time to time at its discretion and in furtherance of the objects of the College borrow or raise or secure the payment of money.

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- (4) The Council may delegate all or any of its functions, powers and discretions to committees consisting of such members of the Council or of such Fellows of the College not being members of the Council or of both as the Council may from time to time determine.
- (5) Committees of the Council may be either standing committees or ad hoc committees.
- (6) The President of the Council shall be an ex officio member of all committees of the Council and the Honorary Treasurer an ex officio member of all committees of the Council created to consider matters affecting the financial position of the College.
- (7) Any committee of the Council shall in the exercise of its powers conform to any regulations that may be imposed on it by the Council.
- (8) The proceedings of any committee of the Council shall mutatis mutandis be governed by the provisions of the Articles regulating the meetings and procedures of the Council, save where the Council shall in relation to the proceedings of the committee have otherwise provided by regulation.

Article 11 Proceedings of the Council

- (1) Save as herein provided, the Council may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (2) The President of the College or in his absence the Vice President shall be entitled to preside at any meeting of the Council as chairman, but if at any meeting of the Council neither of them is present within ten (10) minutes after the time appointed for holding such meeting or willing to act, the members of the Council present may choose one of their number to be chairman of the meeting.
- (3) Any question arising at any meeting of the Council shall be decided by a majority of votes of the members of the Council present and voting on that question, and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote in addition to his deliberative vote.
- (4) No business shall be transacted at any meeting of the Council unless a quorum of members of the Council is present and five members present shall constitute a quorum for all purposes.
- (5) A resolution in writing signed by three-fourths of the members of the Council shall be as effective as a resolution passed at a meeting of the Council duly convened and held and may consist of several documents in like form each signed by one or more members of the Council.
- (6) The continuing members of the Council may act notwithstanding any vacancy in their body but so that if the number falls below the prescribed number of members of the Council fixed by the Articles as contributing a quorum, the Council shall not, except in emergencies or for the purpose of filling up such vacancies or of convening general meetings of the College, act so long as the number is below the said number provided.
- (7) (i) For the purpose of these Articles, simultaneous linking together by telephone of a number of Council members being not less than the quorum specified in Article 11(4) of these Articles of Association whether or not any one or more of the Council members is out of Australia shall constitute a meeting of the Council members and all the provisions in these Articles as to meetings of the Council members shall apply to such meetings by telephone subject to the following:

- (a) All Council members for the time being entitled to receive notice of a meeting of the Council members shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting. Notice of any such meeting may be given by telephone;
 - (b) Each Council member taking part in the meeting by telephone must be able to hear each of the other Council members taking part at the commencement of the meeting;
 - (c) At the commencement of the meeting each Council member must acknowledge his presence for the purpose of a meeting of the Council members of the College to all other Council members taking part;
 - (d) no Council member may leave the meeting by disconnecting his telephone unless he has previously obtained the express consent of the President of the meeting.
- (ii) A Council member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone unless he has previously obtained the express consent of the President to leave the meeting as aforesaid.
 - (iii) A minute of the proceedings at such meeting by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the President of the meeting.

Article 12 Executive Committee

- (1) The Executive Committee shall consist of the President, Vice President, Honorary Secretary, Honorary Treasurer and the Censor-in-Chief of the College.
- (2) The Executive Committee shall, during the intervals between meetings of the Council, exercise such of the functions, powers and discretions of the Council in the management and direction of the business and the conduct of the affairs of the College as may be entrusted to it from time to time by the Council or such as the Executive Committee in cases of emergency in its absolute discretion may deem it necessary to exercise.
- (3) No business shall be transacted at any meeting of the Executive Committee unless a quorum of members of the Committee is present and three members present shall constitute a quorum for all purposes.

Article 13 Minutes

The Council shall cause minutes to be made in books to be provided for the purpose -

- (a) of all appointments of Officers and committees made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council;
- (c) of the names of the members of any committee of the Council present at each meeting of such committee;
- (d) of all resolutions and proceedings at all general meetings of the College and at all meetings of the Council and committees of the Council;

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and any such minutes, if purporting to be signed by the chairman of the meeting or of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

Article 14 Seal

The Council shall provide for the safe custody of the Common Seal of the College and such Common Seal shall not be used except by authority of the Council or a committee of the Council duly authorised in that behalf and in the presence of at least two members of the Council who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Honorary Secretary or some other person appointed in that behalf by the Council.

Article 15 Cheques and other Negotiable Instruments

All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed, drawn, accepted, made or endorsed as the case may be for and on behalf of the College in such manner as the Council may from time to time determine.

Article 16 Accounts

- (1) The Council shall cause to be kept proper books of account in which shall be kept full and complete accounts of the affairs and transactions of the College.
- (2) The books of account of the College shall be kept at such place as the Council thinks fit.
- (3) The Council may from time to time by regulation make reasonable restrictions as to the time and manner of inspection of the books of account of the College, but subject to such restrictions, such books of account shall be open to the inspection of Fellows.
- (4) At the Annual General Meeting of the College in each year, the Council shall lay before the Fellows of the College the income and expenditure account for the period since the preceding account or since the incorporation of the College, as the case may be, made up to a date not earlier than the date of the Annual General Meeting by more than four months.
- (5) The Council shall cause to be made out in every calendar year and to be laid before the College in general meeting a duly audited balance sheet as at the date to which the income and expenditure account is made up and every such balance sheet shall comply with the requirements of the Code.
- (6) Every balance sheet and income and expenditure account shall be accompanied by a certificate signed on behalf of the Council by two members of the Council stating that in their opinion the balance sheet is drawn up so as to exhibit a true and correct view of the state of the affairs of the College and that in their opinion, the income and expenditure account is drawn up so as to exhibit a true and correct view of the results of the activities of the College for the year.
- (7) A copy of every balance sheet and every income and expenditure account and every document required by the Code to be annexed thereto which is to be laid before the College in general meeting together with a copy of the report of the auditor thereon shall not less than seven days before the date of the Annual General Meeting be sent to all Fellows.

Article 17

Audit

- (1) Once at least in every year the accounts of the College shall be audited and the correctness of the income and expenditure account and balance sheet ascertained by a registered company auditor.
- (2) The College at each Annual General Meeting shall appoint an auditor to hold office until the next Annual General Meeting and the appointment, remuneration, rights and duties of the auditor shall be regulated by the Code.
- (3) The auditor shall at all reasonable times have access to the books of account of the College and may in relation thereto examine members of the Council or any servants or agents of the College.
- (4) Every account of the College, when audited and approved by a general meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof, and whenever such error is discovered within such period the account shall forthwith be corrected and shall thenceforth be conclusive.
- (5) If any casual vacancy shall occur in the position of auditor, the Council shall forthwith fill the same.

Article 18

Interest

The maximum rate of interest payable by the College on moneys borrowed from any Fellow of the College shall be six per centum.

Article 19

Notices

- (1) Any notice may be served by the College upon any Fellow either personally or by sending the same through the post in a prepaid letter envelope addressed to such Fellow at his address shown in the register, provided that if such registered address is in an area in which postal services might reasonably be expected to be infrequent, such notice shall be sent by prepaid airmail letter.
- (2) Any notice sent by post shall be deemed to have been served on the day, not being a Sunday or a public holiday, following that on which the letter envelope or wrapper containing the same is posted and in providing such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office and a certificate in writing signed by the Honorary Secretary of the College that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.
- (3) The signature of any notice given by the College may be written or printed.
- (4) Where a given number of days notice is required to be given for any purpose in connection with the College, the day of service shall be included but the day upon which such notice will expire shall not be included in such number of days.

**Article 20
Expulsion**

(Repealed)

**Article 21
Indemnity and Insurance**

- (1) To the extent permitted by law, every person who is or has been a director, secretary or executive officer of the College shall be indemnified by the College against any liability incurred by such person in such capacity:
 - (a) to another person (other than the College or a related body corporate) unless such liability arises out of conduct involving a lack of good faith; and
 - (b) for costs and expenses incurred by such person:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of such person or in which such person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to such person under the corporations law.
- (2) To the extent permitted by law, the College may (but is not obliged to) pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a director, secretary or executive officer of the College against a liability:
 - (a) incurred by the person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the College or a contravention of sections 232(5) or (6) of the corporations law; or
 - (b) for costs and expenses incurred by that person as such an officer in defending any proceedings, whether civil or criminal and whatever their outcome.
- (3) For the purposes of this Article, the expressions "director", "secretary" and "executive officer" have the same meanings as the said expressions have in section 241 of the corporations law.

We, the several persons whose names and addresses are subscribed hereunder, being the subscribers to the Memorandum of Association of the College, are desirous of being formed into a company in pursuance of these Articles of Association.

Names, Addresses and Description
of Subscribers

Names, Addresses &
Description of Witnesses

ANNE FRANCIS D'ARCY
Director, Emergency Service
Royal Melbourne Hospital
Parkville, Victoria 3050
Medical Practitioner

GERARD JOSEPH FITZGERALD
Casualty Supervisor
Ipswich General Hospital
Ipswich, Queensland 4305
Medical Practitioner

THOMAS HAMILTON
Head, Accident & Emergency Department
Sir Charles Gairdner Hospital
Nedlands, Western Australia 6009
Medical Practitioner

DESMOND HENRY OWENS
Director, Emergency Service
Queen Elizabeth Hospital
Woodville, South Australia 5011
Medical Practitioner

JOHN PHILIP ROLLESTON
Director, Accident & Emergency Department
Royal North Shore Hospital
St Leonards, New South Wales 2065
Medical Practitioner

BRYAN GEOFFREY WALPOLE
Casualty Director
Alfred Hospital
Prahran, Victoria 3181
Medical Practitioner

GRAHAM ANDREW YULE
Director, Emergency Department
Royal Prince Alfred Hospital
Camperdown, New South Wales 2050
Medical Practitioner

Schedule Of Amendments

The edition of the Articles of Association dated November 2000 includes the following amendments:

Article		Minute
2(3)	amended by	7.1/1992
2(6)	inserted by	7.1/1995
2(7)	inserted by	7.1/1995
5	replaced by	7.1/1995
5A	inserted by	7.1/1995
5B	inserted by	7.1/1995
5C	inserted by	7.1/1995
7(3)	amended by	8/1990
7(11)	substituted by	7.1/1995
8(2)	replaced by	7.1/1989
8(3A)	inserted by	7.1/1989
8(5)(c)	replaced by	7.1/1989
8(5)(f)	replaced by	7/1/1989
9(8)	replaced by	7/1987; 7.1/1989; 8/1990
10(2)(k)-(s)	inserted by	7.1/1995
11(7)	inserted by	7.1/1991
20	deleted by	7.1/1995
21	substituted by	7.1/1995