



Australian College of Midwives

Constitution

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AUSTRALIAN COLLEGE OF MIDWIVES CONSTITUTION

PART I - PRELIMINARY

1 Interpretation and objects

1.1 Interpretation

In this Constitution, unless a contrary intention appears:

"The Act" means the Australian Capital Territory *Associations Incorporation Act 1991*.

"Board of Directors" means the committee formed from one (1) Director elected by the membership of each State and Territory Branch; which oversees the management of the Australian College of Midwives ("ACM") and its affairs.

"Branch" shall mean any one of the eight (8) member Branches each representing a State or Territory:

- (a) ACM - ACT Branch
- (b) ACM - NT Branch
- (c) ACM - Queensland State Branch
- (d) ACM - SA Branch
- (e) ACM - Tasmania Branch
- (f) ACM - Victoria Branch
- (g) ACM - WA Branch
- (h) ACM - NSW Branch

"College" means the Australian College of Midwives.

- (a) In this Constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty, and
 - (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (b) The provisions of the *Interpretation Act 1967* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

“**Consumer**” shall mean any person who has received or is interested in receiving midwifery services.

“**Financial year**” means the year ending on 30 June.

“**Governance Policies**” means the policies developed by the Board of Directors for the management of the college and its affairs.

“**Member**” means a member, however described, of the College.

“**Midwife**” shall be any person recognised by an approved registering body to practise midwifery.

“**Ordinary committee member**” means a member of the Board of Directors who is not an office-bearer of the College.

“**The Regulations**” means the Associations Incorporation Regulations.

“**Representative**” shall mean any member appointed by the College to represent it at meeting(s).

“**Student**” shall mean any person who is studying towards initial registration as a midwife.

1.2 Objects

The College is the peak professional organisation for midwives in Australia, striving to assist midwives to reach their full potential and to shape Australian maternity care in the best interest of women and their families. To this end the College's objects are:

1. to uphold the International Confederation of Midwives definition of the midwife's role and scope of practice
2. to achieve, monitor and continually refine standards for midwifery education and practice that are accepted and recognised nationally and internationally
3. to seek national regulation of midwives
4. to influence policy development and decision making related to maternity services at national, state and local levels for the benefit of women and families
5. to promote midwifery research and scholarship which contributes to improvements in maternity care
6. to ensure that midwifery is inherently a Public Health Strategy
7. to ensure that all childbearing women have access to continuity of care by a known midwife

PART II – MEMBERSHIP

2 Membership qualifications

- 2.1 The members of the College are the members of each Branch and such other persons and organisations as the College admits to membership in accordance with this Constitution.
- 2.2 Subject to rule 3, the categories of membership shall be:
- 2.2.1 full members
 - 2.2.2 associate members
 - 2.2.3 student members
 - 2.2.4 consumer members, or
 - 2.2.5 corporate members
- 2.3 A person is qualified to be a member if:
- 2.3.1 the person has been approved for membership of the College by a Branch of the College, or
 - 2.3.2 the person has been approved for membership of the College by the College, where there is no Branch of the College in a State or Territory.
- 2.4 An organisation is qualified to be a corporate member if it supports the objects of the College, and the College decides to grant corporate membership.

3 Nomination for membership

- 3.1 Any person or organisation who falls within the categories of membership set out in rule 2 may apply to be a member of the College or may be admitted to membership of the College as the case may be:
- 3.1.1 **Full membership** of the College shall be open to midwives and includes full member services, voting rights and eligibility to be a member of the Board of Directors
 - 3.1.2 **Associate membership** shall be open to a midwife who is not currently in the paid workforce (eg retired, on maternity leave, undertaking post-registration studies) and a midwife not currently working as a midwife but who wishes to maintain membership of the College. Associate membership shall be entitled to full member services and voting rights but shall not be eligible to be a member of the Board of Directors.
 - 3.1.3 **Student membership** shall be open to any person undertaking education in an accredited program to gain initial authorisation

to practice midwifery. Membership as a student member shall cease on completion of the program of study. Student members shall be entitled to full member services, and have voting rights but shall not be eligible to be a member of the Board of Directors.

- 3.1.4 **Consumer membership** shall be open to any person who has received or is interested in midwifery services and who supports the Objects of the College. Consumer members shall be entitled to full member services, and have voting rights but shall not be eligible to be a member of the Board of Directors.
- 3.1.5 **Corporate membership** shall be open to interested organisations whose philosophies and objectives are congruent with those of the College. Corporate members shall receive member services as determined by the Board of Directors but shall not have voting rights or be eligible to be a member of the Board of Directors.
- 3.2 The Board of Directors shall have the option of granting special recognition upon members or non-members of the College in accordance with College governance policies under one or more of the following:
- 3.2.1 **Life membership** shall be granted to members of the College who in the opinion of the Board of Directors has rendered distinguished and valuable service to midwifery and who has been recommended by a Branch to the Board of Directors.
- 3.2.2 **Fellowship** of the College shall be granted to a midwife who is a Member of the College and who, in the opinion of the College has met the criteria for Fellowship as determined by the Board of Directors.
- 3.2.3 **Distinguished fellowship** may be conferred upon any Fellow of the College, who in the opinion of the College of the day, has made an outstanding contribution to midwifery for the benefit of the midwifery profession and/or the health of women and their families.
- 3.2.4 **Honorary fellowship** is awarded to an individual who is not a midwife and who, in the opinion of the College of the day, has made a significant contribution to midwifery for the benefit of the midwifery profession and/or the health of women and their families.
- 3.3 For each of the honours listed in subrule 3.2, the honour is conferred for the lifetime of the individual and can only be revoked by the Board of Directors of the College.
- 3.4 An **application for membership** must be:
- 3.4.1 in writing or in any other form approved by the College

- 3.4.2 lodged with the relevant Branch, if any.
- 3.5 If an application for membership is accepted by College or the relevant Branch, the Branch must notify the College in writing of its acceptance.
- 3.6 Following notification pursuant to subrule 3.4, the College must enter the names and details of the applicant in the Register of Members where upon the applicant **becomes a member** of the College.
- 3.7 A member will **remain a member** of the College provided:
- 3.7.1 the member remains a financial member, when required to be, of a relevant Branch in accordance with the rules of the relevant Branch and the relevant Branch pays an annual capitation fee to the College in respect of that member in accordance with this Constitution, or
- 3.7.2 otherwise maintains membership in accordance with this Constitution.

4 Membership entitlements not transferable

- 4.1 A right, privilege or obligation which a person has by reason of being a member of the College:
- 4.1.1 is not capable of being transferred or transmitted to another person, and
- 4.1.2 terminates upon cessation of the person's membership.

5 Cessation of membership

- 5.1 A person ceases to be a member of the College if the person:
- 5.1.1 dies
- 5.1.2 fails to renew membership of the College
- 5.1.3 resigns from membership of the College
- 5.1.4 is convicted of any offence leading to deregistration as a midwife.

6 Resignation of membership

- 6.1 A member may resign from membership of the College by giving written notice to the relevant Branch and/or to the College.
- 6.2 The resignation of a member is deemed to take effect from the date of receipt of the notice of resignation, or such later date as is provided on the notice.

- 6.3 Where a person ceases to be a member, the College or Branch shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

7 Fees and register of members

- 7.1 The College shall maintain a **register of all members**.
- 7.2 The following shall be entered in the Register in respect of each member:
- 7.2.1 the full name of the member
 - 7.2.2 the address and e-mail address, if any, of the member
 - 7.2.3 the date of admission to and cessation of membership
 - 7.2.4 the category of membership, and
 - 7.2.5 such other information as the College may require.
- 7.3 Each member shall notify the College of any changes in that person or organisation's name, address or e-mail address within one month after the change.
- 7.4 **Access to the register** of all College members shall be at the discretion of the Board of Directors according to the Privacy Act and only for the purposes for which it was collected.
- 7.5 A **capitation fee**, as determined by the Board of Directors, shall be paid by each Branch to the College for each voting member. The Board of Directors determines annual capitation fees for each category of individual membership and any increases shall be approved by a majority of the Board of Directors voting at any Board of Directors meeting following a consultative process with the State and Territory Branches.
- 7.6 The Branch Treasurer shall forward to the College the capitation fees for all financial individual members on a schedule as determined by the College in consultation with the Branches. Corporate members shall pay their membership fee directly to the National office of the College.
- 7.7 Unless negotiated with the College Board of Directors, the College Treasurer or their delegate shall notify Branches whose capitation fees are one (1) month in **arrears** that if the capitation fees are not received by the College within two (2) months of their due date interest accrues on arrears from the due date.
- 7.8 On application of a Branch made before the expiry of the time for payment of capitation fees specified in subrule 7.7, the College may grant **extensions** of time within which to pay capitation fees.

- 7.9 The **annual membership fee** for individual members is an amount determined from time to time by resolution of each Branch. The annual membership fee for corporate members is an amount determined by the Board of Directors and may vary between corporate members.
- 7.10 A member must **renew membership** of the College annually by paying the annual membership fee, which falls due on the anniversary of the date of becoming a member of the College, or as otherwise determined by the Branch for individual members or as determined by the National Board of Directors for corporate members..
- 7.11 An annual **Fellowship fee** may be charged by the College as determined by the Board of Directors from time to time.

8 Members' liabilities

- 8.1 The liability of a member to contribute towards the payment of debts and liabilities of the College or the costs, charges and expenses of the winding up of the College is limited to the amount, if any, unpaid by the member in respect of membership of the College as required by rule 7.

9 Disciplining of members

- 9.1 Following a report from a complainant and where the Board of Directors is of the opinion that a member:
- 9.1.1 has persistently refused or neglected to comply with a provision of this Constitution, or
 - 9.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the College.
- 9.2 The Board of Directors may, by resolution:
- 9.2.1 expel the member from the College, or
 - 9.2.2 suspend the member from such rights and privileges of membership of the College as the Board of Directors may determine for a specified period.
- 9.3 A resolution of the Board of Directors under subrule 9.1 is of no effect unless the Board of Directors, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under subrule 9.3, confirms the resolution in accordance with this rule.
- 9.4 Where the Board of Directors passes a resolution under subrule 9.1, the College shall, as soon as practicable, cause a notice in writing to be served on the member:
- 9.4.1 setting out the resolution of the Board of Directors and the grounds on which it is based

- 9.4.2 stating that the member may address the Board of Directors at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice
- 9.4.3 stating the date, place and time of that meeting, and
- 9.4.4 informing the member that the member may do either or both of the following:
 - 9.4.4.1 attend and speak at that meeting, or
 - 9.4.4.2 submit to the Board of Directors at or prior to the date of that meeting written representations relating to the resolution.
- 9.5 Subject to section 50 of the Act, at a meeting of the Board of Directors mentioned in subrule 9.1, the Board of Directors must:
 - 9.5.1 give to the member mentioned in subrule 9.1 an opportunity to make oral representations
 - 9.5.2 give due consideration to any written representations submitted to the Board of Directors by that member at or prior to the meeting, and
 - 9.5.3 by resolution determine whether to confirm or to revoke the resolution of the Board of Directors made under subrule 9.1.
- 9.6 Where the Board of Directors confirms a resolution under subrule 9.1, the College must, within seven (7) days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- 9.7 A resolution confirmed by the Board of Directors under subrule 9.3 does not take effect:
 - 9.7.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or
 - 9.7.2 where within that period the member exercises the right of appeal, unless and until the College confirms the resolution in accordance with subrule 10.4.

10 Right of appeal of disciplined member

- 10.1 A member may appeal to the College in general meeting against a resolution of the Board of Directors which is confirmed under subrule 9.3, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 10.2 Upon receipt of a notice under subrule 9.1, the College must notify the Board of Directors, which shall convene a general meeting of the

College to be held within twenty-one (21) days after the date on which the College received the notice or as soon as possible after that date.

- 10.3 Subject to section 50 of the Act, at a general meeting of the College convened under rule 21:
- 10.3.1 no business other than the question of the appeal is to be transacted
 - 10.3.2 the Board of Directors and the member are to be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and
 - 10.3.3 the members present shall vote by secret ballot on the question of whether the resolution made under subrule 9.1 should be confirmed or revoked.
- 10.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9.1 that resolution is confirmed.

PART III - THE BOARD OF DIRECTORS

11 Powers of the Board of Directors

- 11.1 The Board of Directors, subject to the Act, the Regulations, this Constitution, any resolution passed by the College in general meeting, and the objectives of the College:
- 11.1.1 controls and manages the affairs of the College
 - 11.1.2 may exercise all such functions as may be exercised by the College other than those functions that are required by this Constitution to be exercised by the College in general meeting
 - 11.1.3 has power to perform all such acts and do all such things as appear to the Board of Directors to be necessary or desirable for the proper management of the affairs of the College
 - 11.1.4 has the authority to make, repeal or alter from time to time governance policies as to the management of the College and its affairs, and
 - 11.1.5 has the responsibility to practice within good governance and therefore remain accountable to the membership.

12 Constitution and membership

- 12.1 The **Board of Directors** shall consist of one Director elected by the members of each State and Territory Branch.
- 12.2 The **office-bearers** of the College shall be drawn from the Board of Directors and are:
- 12.2.1 the President

- 12.2.2 the Vice-President
- 12.2.3 the Treasurer
- 12.3 A Director must be a full financial member of the College and may not be an employee of or have any contractual relationship with the College.
- 12.4 Subject to this Constitution each member of the Board of Directors **holds office** for 2 years from the Annual General Meeting, following the date of the member's election.
- 12.5 Each member of the Board is eligible for re-election for a further term or terms of two years each, but not exceeding six consecutive years in total.
- 12.6 Each Director may nominate a proxy to attend Board meetings on their behalf if the Director is unable to attend.

13 Election of members of the Board of Directors

- 13.1 The terms of members of the Board of Directors shall be staggered so that only half of the Board of Directors shall be elected each year. The details of the election process under this rule shall be described in a College governance policy
- 13.2 Nomination of candidates for election as a member of the Board of Directors shall be:
 - 13.2.1 made in writing, signed by two members of the College in that State or Territory and accompanied by the written consent of the candidate
 - 13.2.1 delivered to the relevant Branch of the College not less than 30 days prior to the Annual General Meeting of the Branch.
- 13.3 If only one nomination is received within each Branch for the position of Director, the candidate nominated shall be deemed to be elected.
- 13.4 If more than one nomination is received within each Branch for the position of Director a ballot shall be held in accordance with College Governance policy on election of Directors.
- 13.5 Notification of the election of a Director by the members of a Branch must:
 - 13.5.1 be made in writing by the Branch to the National office
 - 13.5.2 be delivered to the College not less than seven (7) days before the Annual General Meeting.
- 13.6 **The President and other office bearers** shall be elected by members of the Board of Directors at the first Board meeting following the Annual

General Meeting each year. The ballot is to be completed in accordance to the relevant College Governance Policy.

- 13.7 A Director is not eligible to simultaneously hold more than one office.
- 13.8 Should a **temporary vacancy** occur in the Board of Directors it shall be filled by the Branch from which the Director was elected.
- 13.9 In the event of a **temporary office bearer vacancy**, the Board of Directors may appoint one of its members to fill the vacancy and the appointee shall hold office until the expiration of the term of office the appointee is replacing.
- 13.10 In the event that the office of President becomes vacant under subrule 15.1 or the President becomes incapacitated or otherwise unable to fulfil their duties, the President's position is deemed to be vacant and the Vice- President is to be appointed President until the next Annual General Meeting and a casual vacancy shall arise in the position of Vice-President which is to be filled in accordance with subrule 13.9.

14 Duties of office-bearers

- 14.1 The duties of office-bearers of the College are to be determined from time to time by resolution of the Board of Directors and recorded in the College Governance Policies.

15 Vacancies

- 15.1 For the purposes of this Constitution, a vacancy in the office of a member of the Board of Directors occurs if the member:
- 15.1.1 dies
 - 15.1.2 ceases to be a member of the College
 - 15.1.3 resigns from office
 - 15.1.4 becomes an insolvent under administration within the meaning of the Corporations Law
 - 15.1.5 becomes of unsound mind or incapable of managing his or her affairs
 - 15.1.6 is disqualified from office under subsection 63(1) of the Act
 - 15.1.7 is absent without the consent of the Board of Directors from 3 consecutive meetings of the Board of Directors, or
 - 15.1.8 is no longer a member of the Branch from which they were elected as Director.

16 Board of Directors' meetings and quorum

- 16.1 The Board of Directors is to meet in person or by teleconference at least **three times** in each calendar year at such place and time as the Board of Directors determines.

- 16.2 Additional meetings of the Board of Directors may be convened by a number of members equalling a quorum under subrule 16.5.
- 16.3 Oral or written **notice of a meeting** of the Board of Directors is to be given by the College to each member of the Board of Directors at least (forty-eight) 48 hours (or such other period as may be unanimously agreed upon by the members of the Board of Directors) before the time appointed for the holding of the meeting.
- 16.4 Notice of a meeting given under subrule 16.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the majority of the Directors present at the meeting agree to treat as business which should be discussed.
- 16.5 Any five (5) members of the Board of Directors constitute a **quorum** for the transaction of the business of a meeting of the Board of Directors.
- 16.6 All the provisions of this Constitution relating to the Board of Directors, or other College Committee meetings apply to a telecommunications meeting.
- 16.7 No business is to be transacted by the Board of Directors unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same day in the following week at the same time and place unless otherwise specified at the time of the adjournment.
- 16.8 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- 16.9 At meetings of the Board of Directors:
- 16.9.1 the President or in the absence of the President, the Vice-President is to preside, or
 - 16.9.2 if the President and the Vice-President are absent, (one) 1 of the remaining members of the Board of Directors may be chosen by the members present to preside.
- 16.10 Any members of the Board of Directors who have a **material interest** in any contract or arrangement made, or proposed to be made with the College must disclose their interest at the meeting of the Board of Directors at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting after the acquisition of their interest. No member of the Board of Directors may vote in respect of any such contract or arrangement. All declarations of interest under this subrule 16.10 are to be recorded in the minutes of the Board of Directors meeting.
- 16.11 Where a paid secretary or other administrative officer or an employee of the College is present at Board of Directors meetings they have the right to speak but no right to vote.

16.12 The Board of Directors will strive to achieve decision making by consensus. Whenever this is not possible a majority vote will decide. In the event of a tied vote the Chairperson shall have the casting vote.

17 Delegation by Board of Directors to Committees

17.1 The Board of Directors may by instrument in a College Governance Policy, **delegate** to one (1) or more Committees (consisting of such member or members of the College as the Board of Directors thinks fit) the exercise of such of the functions of the Board of Directors as are specified in the instrument, other than:

17.1.1 this power of delegation, and

17.1.2 a function which is a function imposed on the Board of Directors by the Act, by any other law of the Territory, or by resolution of the College in general meeting.

17.2 A function, the exercise of which has been delegated to a Committee under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.

17.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the College Governance Policy.

17.4 Notwithstanding any delegation under this rule, the Board of Directors may continue to exercise any function delegated.

17.5 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board of Directors.

17.6 The Board of Directors may, by instrument in writing, revoke wholly or in part any delegation under this rule.

17.7 A Committee may meet and adjourn as it thinks proper.

17.8 Any person who is co-opted to undertake sub-committee work of the College is entitled to speak and vote at those sub-committee meetings.

18 Voting and decisions

18.1 Questions arising at the meeting of the Board of Directors or of any Committee appointed by the Board of Directors are to be determined by a majority of the votes of members of the Board of Directors or Committee present at the meeting.

18.2 Each member present at a meeting of the Board of Directors or of any Committee appointed by the Board of Directors (including the person presiding at the meeting) is entitled to (one) 1 vote but, in the event of

an equality of votes on any question, the person presiding may exercise a second or casting vote.

18.3 Subject to rule 16 (5) the Board of Directors may act notwithstanding any vacancy on the Board.

18.4 Any act or thing suffered, or purported to have been done or suffered, by the Board of Directors or by the Committee appointed by the Board of Directors, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Directors or Committee.

PART IV - GENERAL MEETINGS

19 Annual General Meetings - holding of

19.1 The College must, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the College, convene an Annual General Meeting of its members.

19.2 Subrule 19.1 has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

20 Annual General Meetings - calling of and business at

20.1 Subject to the Act, the Annual General Meeting of the College shall be convened on such date and at such place and time as the Board of Directors thinks fit.

20.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:

20.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting

20.2.2 to receive from the Board of Directors reports on the activities of the College during the last preceding financial year

20.2.3 to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73.1 of the Act, and

20.2.4 to appoint an auditor.

20.3 An Annual General Meeting must be specified as such in the notice convening it in accordance with rule 22.

20.4 An Annual General Meeting must be conducted in accordance with the provisions of this Part.

21 General meetings - calling of

- 21.1 The Board of Directors may, whenever it thinks fit, convene a general meeting of the College.
- 21.2 The Board of Directors must, on the requisition in writing of not less than twenty five percent (25%) of the total number of members entitled to vote, convene a general meeting of the College.
- 21.3 A requisition of members for a general meeting:
- 21.3.1 must state the purpose or purposes of the meeting
 - 21.3.2 must be signed by the members making the requisition
 - 21.3.3 must be lodged with the College, and
 - 21.3.4 may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- 21.4 If the Board of Directors fails to convene a general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the College, any one (1) or more of the members who made the requisition may convene a meeting to be held not more than three (3) months after that date.
- 21.5 A general meeting convened by members is to be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Directors and any Executive member who thereby incurs expense is entitled to be reimbursed by the College for any reasonable expense so incurred.

22 Notice

- 22.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the College or where the meeting is an Annual General Meeting, the College must, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 22.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the College, the College must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule 22.1 specifying, in addition

to the matter required under that subrule, the intention to propose the resolution as a special resolution.

- 22.3 At least twenty-eight (28) days before the date fixed for the holding of an Annual General Meeting the College must cause to be sent by pre-paid post to each full member at the member's address a notice:
- specifying the place, date and time of the meeting, and
 - specifying the nature of the business proposed to be transacted at that meeting.
- 22.4 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to subrule 20.2.
- 22.5 A member desiring to bring any business before a general meeting may give notice in writing of that business to the College of not less than fourteen (14) days prior to the date on which the College must give notice of the meeting to the members, and the College shall include that notice from the member.

23 General meetings - procedure and quorum

- 23.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 23.2 At any general meeting of the College thirty (30) financial members present shall form a quorum.
- 23.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 23.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten (10)) constitute a quorum.

24 Presiding member

- 24.1 The President, or in the absence of the President, the Vice-President, shall preside at each general meeting of the College.

- 24.2 If the President and the Vice-President are absent from the general meeting, the Directors present are to elect one (1) of the Directors present to preside at the meeting.

25 Adjournment

- 25.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 25.2 Where a general meeting is adjourned for fourteen (14) days or more, the College must give written or oral notice of the adjourned meeting to each member of the College stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 25.3 Except as provided in subrules 25.1 and 25.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

26 Making of decisions

- 26.1 A question arising at a general meeting of the College is to be determined on a show of hands and, unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the College, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 26.2 At a general meeting of the College, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.
- 26.3 Where the poll is demanded at a general meeting, the poll must be taken:
- 26.3.1 in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter
 - 26.3.2 independent scrutineers shall be appointed to count votes at either open or secret ballot.

27 Voting

- 27.1 Subject to subrule 27.3, upon any question arising at a general meeting of the College a member has one (1) vote only.
- 27.2 All votes must be given personally, by proxy or post.
- 27.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 27.4 A member is not entitled to vote at any general meeting of the College unless all money due and payable by the member to the College has been paid.

PART V - MISCELLANEOUS

28 Funds - source

- 28.1 The funds of the College are to be derived from fees and annual subscriptions of members, donations, investments and, subject to any resolution passed by the College in general meeting and subject to section 114 of the Act, such other sources as the Board of Directors determines.
- 28.2 All money received by the College is to be deposited as soon as practicable and without deduction to the College's bank account.
- 28.3 The College shall, as soon as practicable after receiving any money, issue an appropriate receipt.

29 Funds - management

- 29.1 Subject to any resolution passed by the College in general meeting, the funds of the College are to be used in pursuance of the objects of the College in such a manner as the Board of Directors determines.
- 29.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by any (two) 2 members of the Board of Directors or employees of the College, being members of the Board of Directors or employees authorised to do so by the Board of Directors.
- 29.3 Financial statements are to be prepared quarterly by the Treasurer for presentation to the Board of Directors.
- 29.4 The assets and income of the ACM shall be applied solely in furtherance of its objectives, and no portion shall be distributed directly or indirectly to the members of the ACM except as bona fide

compensation for services rendered or expenses incurred on behalf of the organisation.

30 Alteration of objects and rules

- 30.1 Neither the objects of the College referred to in section 29 of the Act nor this Constitution may be altered except in accordance with the Act.

31 Common seal

- 31.1 The College shall have a common seal.
- 31.2 The common seal must not be affixed to any instrument except by the authority of the Board of Directors and the affixing of the common seal must be attested by the signatures of two (2) members of the Board of Directors or the Board of Directors and the Executive Officer.

32 Custody of books

- 32.1 Subject to the Act, the Regulations and this Constitution, the College must keep in its control all records, and other documents relating to the College.

33 Inspection of books

- 33.1 The financial records, books and other documents of the College shall be open for inspection, free of charge, by a member of the College at any reasonable hour, subject to the condition that all members agree to maintain the confidentiality of such information.

34 Service of notices

- 34.1 For the purpose of this Constitution, a notice may be served by or on behalf of the College upon any member at the member's address shown in the register of members.
- 34.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person an envelope containing the document, the document is, unless the contrary is proved, deemed for the purposes of this Constitution to have been served on the person at the time at which the envelope would have been delivered in the ordinary course of post.

35 Auditor and public officer

- 35.1 An auditor must be appointed at the Annual General Meeting in each year and at least once a year and at other times as provided in this Constitution or when directed by the Board of Directors. The auditor shall audit the books, accounts and vouchers of the College and must

report whether in their opinion the Treasurer's statement and report is properly drawn up and exhibits a true and fair view of the state of affairs of the College according to the best of their information and the explanations given to them and as shown by the books of the College.

- 35.2 A Public Officer of the College is to be appointed by the Board of Directors at the times specified in, and in accordance with the provisions of the Act.
- 35.3 The office of Public Officer shall become vacant if the Public Officer resigns from office, dies or ceases to reside in the Australian Capital Territory and district or for any other cause set out in section 64(2) of the Act.
- 35.4 Where a vacancy occurs in the office of the Public Officer the Board of Directors must within fourteen (14) days after the vacancy occurred appoint a person to fill the vacancy.
- 35.5 The Public Officer:
- 35.5.1 must within one (1) month of their appointment lodge with the Registrar of Associations a notice of appointment in the approved form, and
 - 35.5.2 in the event that they change their residential address must within 1 month of the change lodge with the Registrar a notice of change in the approved form.

36 New Board of Directors

- 36.1 Notwithstanding any other provision in this Constitution, in the event that no existing members of the Board of Directors are able to continue, then any member of the College has the power in this instance to call a special general meeting to form a new Board of Directors.

37 Surplus property

- 37.1 In the event of the dissolution or winding up of the College will vest its surplus property, on a full member per capita basis, to each Branch of the College in accordance with the ACT, section 92 (1) (a).
- 37.2 Each Branch nominated under subrule 37.1 must fulfil the requirements specified in the Act, section 92 (2).