



Constitution and Rules

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Table of Contents

1. NAME	3
2. PURPOSE	3
3. OBJECTS	3
4. INCORPORATION	3
5. OFFICE	3
6. MEMBERSHIP OF THE COUNCIL	3
7. OBSERVERS	4
8. CESSATION AS A COUNCILLOR	4
9. RESIGNATION OF A MEMBER	4
10. TERM OF OFFICE	4
11. DEPUTY COUNCILLORS	5
12. POWERS	5
13. OFFICE BEARERS	5
14. EXECUTIVE COMMITTEE	6
15. COMMITTEE ON ACCREDITATION	6
16. COMMITTEE ON OVERSEAS QUALIFICATIONS	6
17. EXECUTIVE OFFICER	7
18. MEETINGS OF THE COUNCIL	7
19. AMENDMENT OF THIS CONSTITUTION	8
20. FINANCIAL	8
21. ANNUAL REPORT	9
22. COMMON SEAL AND EXECUTION OF DOCUMENTS	9
23. INDEMNITIES	9
24. DISCLOSURE OF INTEREST	9
25. DISSOLUTION	9
26. REVIEW	10
27. INTERPRETATION	10

1. **NAME**

The name of the Council is the “Council on Chiropractic Education Australasia Inc” (the Council).

2. **PURPOSE**

The Council shall advise and make recommendations relating to chiropractic accreditation, standards of education and practice.

3. **OBJECTS**

- (1) Assess and accredit chiropractic undergraduate and postgraduate programs;
- (2) Advise and make recommendations regarding statutory accreditation, approval or prescription;
- (3) Develop, advocate and maintain valid and reliable accreditation standards and processes to assess the suitability and quality of chiropractic programs and to judge the success of provider institutions in ongoing development, implementation and evaluation of those course goals and outcomes;
- (4) Develop and conduct evaluations in relation to the suitability of overseas trained chiropractors for migration and practice in Australia;
- (5) Develop and conduct competency assessments on behalf of Members and advise on the suitability of chiropractors, referred for assessment, to practise in Australasia;
- (6) Advise and make recommendations in relation to chiropractic education and uniform approaches to Standards of Practice and regulation of chiropractors in Australasia;
- (7) Establish and maintain relationships with bodies or organisations in other countries having objects and functions, in whole or in part, similar to the objects and functions of the Council; and
- (8) Ensure that the Council achieves its purpose and objects.

4. **INCORPORATION**

- (1) The Council is an association incorporated in South Australia under the provisions of the *Associations Incorporation Act 1981*.
- (2) The Council has been granted an exemption from using the word “incorporated” in its name.

5. **OFFICE**

The office of the Council shall be situated at such place as determined by the Council.

6. **MEMBERSHIP OF THE COUNCIL**

- (1) There shall be a maximum of 12 Members of the Council. There shall be two classes of Members of the Council:
 - a) Appointing Members;
 - b) Council Nominee Members.
- (2) Unless otherwise specified in these Rules, all classes of Members shall have equal rights.
- (3) The Appointing Members of the Council shall be:
 - a) the Chiropractic Board of Australia
 - b) the New Zealand Chiropractic Board ;
 - c) the Chiropractors’ Association of Australia;
 - d) the New Zealand Chiropractors’ Association;

or each of their successors at law.

- (4) The Council Nominee Members shall be:
- a) two (2) persons nominated by the Council who are currently registered chiropractors in Australia and who are experienced in processes of evaluation, accreditation and wise governance;
 - b) two persons nominated by the combined institutions offering chiropractic undergraduate programs in Australia and New Zealand;
 - c) one (1) person nominated by the Council from another regulated health profession who is experienced in processes of evaluation, accreditation and wise governance; and
 - d) two persons nominated by the Council who will be senior independent persons in education, business or the community, who represent the public and who are experienced in processes of evaluation, accreditation and wise governance. The intention of Council is for independent public representatives from outside the chiropractic profession to fill these positions.
- (5) For Appointed members of Council:
- a) Each Appointing Member may appoint a person or persons as its appointee(s) on the Council on the basis of 1 person per each of Appointing Member 6 (3)(b), (c), (d), and 2 persons per Appointing Member 6 (3)(a); appointments to be on such terms and conditions as the Appointing Member determines;
 - b) An Appointing Member may replace its appointee(s) on the Council by giving written notice to the Executive Officer;
 - c) An Appointing Member may waive its right to appoint an appointee(s) on the Council;
 - d) The intention of Council is for members of the chiropractic profession to be appointed to fill these positions.

7. OBSERVERS

- (1) The Council may invite observers to attend any meeting of the Council.
- (2) Observers shall not have voting rights.

8. CESSATION AS A COUNCILLOR

A person ceases to be a Councillor if the person:

- a) dies;
- b) being a Councillor appointed by an Appointing Member resigns or is replaced as a Councillor in accordance with Rule 6(5)(b); or
- c) being a Councillor nominated as a Council Nominee Member resigns from the Council.

9. RESIGNATION OF A MEMBER

- (1) A Member may resign from membership of the Council by first giving notice (being not less than one month) in writing to the Executive Officer of the Member's intention to resign and, upon expiration of the period of notice, the membership of that Member ceases provided that if the Member is an Appointing Member, that Appointing Member has paid all amounts payable to the Council.
- (2) The Executive Officer shall make an appropriate entry in the Register of Members recording the date on which the Membership of the Member ceased.

10. TERM OF OFFICE

- (1) The Term of Office of Councillors appointed by Appointing Members shall be for a period of three years. Retiring Councillors are eligible for re-appointment.
- (2) The Term of Office of Councillors nominated as Council Nominee Members shall be for a period of three years. Retiring Councillors are eligible for re-nomination.

11. DEPUTY COUNCILLORS

- (1) An Appointing Member may appoint a Deputy Councillor to participate in meetings when the Councillor appointed by that Appointing Member is not available.
- (2) The combined institutions offering chiropractic undergraduate programs in Australia and New Zealand may appoint a Deputy Councillor to participate in meetings when a Councillor appointed pursuant to Rule 6(4)(b) is not available.
- (3) The Executive may nominate a Deputy Councillor to participate in meetings when a Councillor appointed pursuant to Rule 6(4)(a), Rule 6 (4)(c) or Rule 6(4)(d) is not available.
- (4) Each Deputy Councillor will only have the same status and voting rights at these meetings as the Councillor who is not available, but a Deputy Councillor shall not take on any Executive Committee role.

12. POWERS

The powers of the Council:

- (1) shall be exercised:
 - a) consistent with these Rules;
 - b) in a responsible and accountable manner;
 - c) in accordance with its purpose and objects; and
- (2) include, but are not limited to, the powers to:
 - a) Do all things incidental, reasonably necessary or expedient to achieve its purpose and objects.
 - b) Employ and dismiss the staff of the Council;
 - c) Make Rules and By-laws consistent with the objects for the conduct of the affairs of the Council and to amend or rescind those Rules or By-laws;
 - d) Determine an appropriate level of fees and charges to be set for the services provided by the Council;
 - e) Delegate in writing, any of its powers, except the power to make decisions concerning the accreditation status of institutions or courses, to the Executive Officer, a Committee constituted by Council or a Councillor. Powers delegated under this paragraph shall be subject to the continuing control of Council and may not be delegated by any person or body to which the powers of the Council have been delegated;
 - f) Purchase, lease, hold, sell, mortgage, exchange or otherwise in any way, deal with the real or personal property of the Council;
 - g) Borrow or raise or secure the payment of money for purposes consistent with the objects of the Council;
 - h) Invest the money of the Council in any way determined by the Council, provided that money is invested only as an incident to carrying out its purpose and objects.
 - i) Collect and expend funds in accordance with these Rules;
 - j) Make grants for persons, organisations, associations or bodies for research consistent with the objects of the Council or for any other purpose which achieves any of the objects of the Council;
 - k) Appoint committees for any purpose, to nominate Councillors to participate on committees other than the Executive Committee, forums and in meetings, and to second non-Members to committees other than the Executive Committee;
 - l) Authorise the publication of reports, information or advice consistent with the purpose and objects of the Council;
 - m) Determine any matter in relation to which these Rules are silent;
 - n) Appoint or engage persons or organisations considered necessary to advise the Council, including professional consultants and advisers; and
 - o) Do all things necessary to carry out the objects of the Council.

13. OFFICE BEARERS

- (1) The Councillors, from among their number, shall elect by simple majority a Chairperson, Deputy Chairperson and a Treasurer.
- (2) The Chairperson, Deputy Chairperson and Treasurer shall hold office for a two-year Term of Office subject to the provisions of Rules 8 and 9.

- (3) In addition to any duty defined elsewhere in these Rules, the Chairperson shall preside at all meetings of the Council, preserve order and, upon confirmation of the minutes, sign the minute book in the presence of the meeting.
- (4) The Deputy Chairperson shall carry out the duties of the Chairperson in his/her absence. All the provisions of these Rules which apply to the Chairperson, shall also apply to the Deputy Chairperson.
- (5) In the absence of the Chairperson and Deputy Chairperson at a meeting of the Council, the meeting shall appoint a Chairperson for the meeting.
- (6) Casual vacancies in the positions of Chairperson, Deputy Chairperson or Treasurer shall be filled for the balance of the Term of Office remaining at the time the vacancy occurs at any meeting of the Councillors in accordance with Rule 13(1).

14. EXECUTIVE COMMITTEE

- (1) There shall be an Executive Committee to act on behalf of the Council between meetings of the Council in all matters referred to the Executive Committee by the Council.
- (2) The Executive Committee shall consist of:
 - a) the Chairperson;
 - b) the Deputy Chairperson;
 - c) the Treasurer; and
 - d) one other Councillor.
- (3) Each position on the Executive Committee, as specified in Rule 14(2), shall be elected by the Council for a two year Term of Office. Councillors elected under this Rule are eligible for re-election.
- (4) The Executive Committee may not co-opt other persons to the Committee.
- (5) A Councillor is not eligible to simultaneously hold more than one position on the Executive Committee.
- (6) A vacancy in the membership of the Executive Committee arises when an event specified in Rules 8 or 9 occurs.
- (7) When a vacancy occurs in the membership of the Executive Committee, or when an Executive Committee Member is absent, the Council may elect a substitute.

15. COMMITTEE ON ACCREDITATION

- (1) There shall be a Committee on Accreditation which shall be responsible for:
 - (a) All matters pertaining to the assessment and accreditation process of chiropractic programs in Australia and New Zealand and associated regions.
 - (b) Recommending to the Council those institutions which shall be known as Member Institutions.
 - (c) The preparation, ongoing oversight and submission to Council for its approval of the relevant documents, Standards, Policies and Procedures, and any amendments thereto pertaining to the accreditation of chiropractic programs.
- (2) The Accreditation Committee shall apply and follow the Standards and Accreditation Policies and Procedures referred to in Clause 15(1)(c).
- (3) The Chairperson and other members of the Committee shall be appointed, and may be changed, by the Council at any meeting conducted in accordance with Rule 18 of the Constitution.
- (4) The Committee shall organise the timing and conduct of its meetings as it thinks fit.

16. COMMITTEE ON OVERSEAS QUALIFICATIONS

- 1) There shall be a Committee on Overseas Qualifications which shall be responsible for the establishment, development and undertaking of competency evaluations and assessments in relation to the suitability of overseas trained chiropractors for migration and eligibility to practice in Australia.
- 2) The Chairperson and other members of the Committee shall be appointed, and may be changed, by the Council at any meeting conducted in accordance with Rule 18 of the Constitution.
- 3) The Committee shall organise the timing and conduct of its meetings as it thinks fit.

17. EXECUTIVE OFFICER

- (1) The Council shall appoint an Executive Officer subject to the terms and conditions determined by the Council.
- (2) The Executive Officer shall be the Principal Officer of the Council but shall be subject to the control of the Council.
- (3) The Executive Officer shall:
 - a) conduct the business of the Council subject to the control and direction of the Council;
 - b) conduct the correspondence of the Council and its Committees;
 - c) arrange for meetings of the Council and Committees of the Council in accordance with these Rules;
 - d) sign any documents when requested to do so by the Council;
 - e) make and keep a correct record of the proceedings of the Council;
 - f) be responsible for and maintain true accounts of the collection and receipt of all monies payable to the Council, issue receipts and bank monies in the bank account of the Council in accordance with Council directions and under the supervision of the Treasurer;
 - g) be responsible for and maintain true accounts of the preparation of all cheques and orders drawn on Council's funds in accordance with Council directions and under the supervision of the Treasurer;
 - h) institute legal proceedings on behalf of the Council in accordance with Council directions;
 - i) act as Secretary of the Council.
- (4) If the appointment of the Executive Officer terminates for any reason, the Council shall, as soon as is reasonably practicable, appoint a replacement. In the period between termination and the appointment of a replacement, the Council may make a temporary appointment or delegate to one of its number, on terms and conditions the Council sees fit, the powers and functions assigned by these Rules to the Executive Officer.

18. MEETINGS OF THE COUNCIL

- (1) The Council shall hold those meetings which are necessary to achieve the purpose and objects of the Council but no fewer than two meetings in each calendar year.
- (2) An annual meeting of the Council shall be held each calendar year, but no later than four months from the end of the Council's financial year, at a time and place determined by the previous meeting of the Council.
- (3) The Council may adjourn any of its meetings to another time and/or place.
- (4) Upon a request in writing made to the Executive Officer by any three Appointing Members or Councillors, the Executive Officer shall summon a special meeting of the Council to be held on a date not later than 21 days after the receipt of the last of the written requests.
- (5) The Chairperson may summon a special meeting of the Council by reasonable notice to all Appointing Members and Councillors.
- (6) Where the Executive Committee determines it to be appropriate, a meeting of the Council may be conducted by any means by which Councillors are able to communicate with each other without being physically in each other's presence. Decisions concerning the accreditation status of institutions can only be made at meetings where Councillors are physically present.
- (7) The quorum for a meeting of the Council shall be the presence of no fewer than seven Councillors.
- (8) Each Councillor present at a meeting of the Council shall be entitled to one vote except in the case where an Appointing Member has not paid all amounts payable to the Council in which case the Councillor appointed by that Appointing Member shall not be entitled to vote.
- (9) Proxies are not permitted.
- (10) In general, decisions of the Council should be reached by consensus among the Councillors present. If a consensus cannot be reached, a vote shall be taken of the Councillors in accordance with Rule 18(11). The Councillors may decide, by a simple majority, to conduct a secret ballot.

- (11) A resolution or motion before the Council shall be carried if a least three quarters of the Councillors present vote in its favour.
- (12) For any meeting, other than a special meeting, the Executive Officer shall forward to all Appointing Members and Councillors, at least six weeks prior to the proposed date of the meeting, written notice of the meeting. The notice must include the nature of the business to be conducted at the meeting. This Rule does not prevent Councillors from conducting other business at the meeting. Non-receipt by an Appointing Member or Councillor of the notice under this Rule will not invalidate any meeting called under this Rule nor any resolution passed at that meeting.
- (13) Where the accreditation status of institutions is being determined, Councillors nominated by the educational institutions will not be permitted to vote and may be asked to leave the meeting while the rest of Council discusses the matter.

19. AMENDMENT OF THIS CONSTITUTION

- (1) The Constitution and Rules of the Council may only be added to, or amended by, a resolution of the Councillors, approved at a meeting of the Council called under Rule 16.
- (2) The Executive Officer shall give at least two months prior notice in writing of any special resolution to amend the Constitution and Rules to each Appointing Member and Councillor.
- (3) A Councillor appointed under Rule 6(4)(b) shall not vote on any amendment to the Constitution until the view of the combined institutions offering chiropractic undergraduate programs in Australia and New Zealand is obtained.
- (4) A Councillor appointed under Rule 6(5)(a) shall not vote on any amendment to the Constitution:
 - a) until the mandatory direction on how to cast the Councillor's vote from the Councillor's Appointing Member is obtained; nor
 - b) if the Appointing Member has not paid all amounts owing to the Council.

20. FINANCIAL

- (1) No fee, subscription or other charge is payable for membership of the Council, but Appointing Members referred to in Rule 6(3) shall fund the Council as referred to in Rule 20(4)(b).
- (2) The assets and income of the Council shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Council.
- (3) The financial year of the Council shall end on 30 June each year.
- (4)
 - a) The funds of the Council shall be derived from appropriate sources in accordance with the Council's purpose and objects;
 - b) Funds received from Appointing Members referred to in Rule 6(3) shall be on the basis of written agreement between the Council and the Appointing Members;
 - c) Councillors will ensure that the operations of the Council are carried out efficiently and effectively.
- (5) The Councillors will ensure that the procedures, including internal control procedures of the Council, always afford adequate safeguards with respect to the correctness, regularity and propriety of payments made and prevention of fraud or mistake.
- (6) Annual financial statements must be prepared, audited and rendered in accordance with requirements prescribed by the Council and any relevant legislation.
- (7) The Executive Officer will forward to the Appointing Members and Councillors, every six months or as required, financial reports for the previous six month period, prepared in accordance with the directions of the Council.
- (8) The Executive Officer shall cause all monies received on behalf of the Council to be properly receipted then deposited in the banking accounts kept on behalf of the Council.
- (9)
 - a) Cheques, money orders and the like shall be prepared under the direction of the Executive Officer.
 - b) All cheques drawn for payment of the Council's debts must be signed by at least two persons who have been authorised by the Council for that purpose.

- (10)
 - a) The Council shall determine the remuneration, allowances and expenses for Councillors and employees of the Council.
 - b) Subject to the control and direction of the Council, the Executive Officer or his/her delegate must approve all allowances and expenses before payment.
 - c) The allowances and expenses of the Executive Officer shall be approved and countersigned by the Chairperson.
- (11) The Executive Officer shall produce for audit, at least annually, and at any additional times directed by the Council, all books, documents and financial statements of the Council in his or her custody and shall ensure that all books and financial statements show a true and correct record of the financial transactions of the Council.
- (12) The Council shall appoint a qualified Auditor on an annual basis.

21. ANNUAL REPORT

Subject to the direction and control of the Council, the Executive Officer shall cause to be published to the Members, an Annual Report of the activities of the Council to 30 June in each year. The report shall incorporate the audited statement of income and expenditure for the preceding financial year and shall be published no later than four months after 30 June.

22. COMMON SEAL AND EXECUTION OF DOCUMENTS

- (1) The Common Seal of the Council shall be kept in the safe custody of the Executive Officer.
- (2) The Common Seal shall not be affixed to any document except by the authority of the Council and the affixing of the Common Seal shall be attested by either two Councillors elected to the Executive Committee, or by one Councillor elected to the Executive Committee and the Executive Officer.
- (3) All documents, deeds or instruments requiring execution by the Council shall be signed on behalf of the Council either by two Councillors elected to the Executive Committee, or by one Councillor elected to the Executive Committee and the Executive Officer.

23. INDEMNITIES

- (1) The Council shall indemnify and keep indemnified all Appointing Members, Councillors and employees of the Council from all liability arising from any acts or omissions of those Appointing Members, Councillors or employees which occur during the exercise in good faith of their respective powers and duties or which arise out of, or in the course of, the employment of an employee of the Council.
- (2) The Council shall take out and maintain appropriate insurance policies to ensure that the Council's indemnity to its Appointing Members, Councillors and employees is, as far as possible, effective.

24. DISCLOSURE OF INTEREST

- (1) Where a Councillor or any person serving on a Committee of the Council has any direct or indirect pecuniary interest in a contract (or proposed contract) to which the Council is or may be a party, or has a conflict of interest or personal interest in any matter under discussion, the Councillor or Committee person shall disclose the nature and extent of the interest immediately to the Executive Officer and to the Council at its next meeting.
- (2) The Councillor or Committee person may subsequently participate in any deliberations but shall not participate in the decision making.
- (3) Notwithstanding Rule 24(2), if any of the interests referred to in Rule 24(1) arise only as a consequence of a Councillor being an appointee of an Appointing Member, such a Councillor shall be entitled to participate in the decision making.

25. DISSOLUTION

- (1) The Council may only be dissolved by a special resolution with the approval of not less than three-quarters of those Councillors who are present and voting at a meeting called for that purpose.
- (2) At least three months' notice in writing of the proposed special resolution to dissolve the Council shall be given to each Appointing Member and Councillor. Non-receipt by a

- Member or Councillor of the notice required under this Rule will not invalidate the meeting nor any resolution passed at that meeting.
- (3) A Councillor appointed under Rule 6(5) shall not vote on the dissolution of the Council:
 - a) until the mandatory direction on how to cast the Councillor's vote from the Councillor's Appointing Member is obtained; nor
 - b) if the Appointing Member has not paid all amounts owing to the Council.
 - (4) A Councillor appointed under Rule 6(4)(b) shall not vote on the dissolution of the Council until the view of the combined institutions offering chiropractic undergraduate programs in Australia and New Zealand is obtained.
 - (5) Where the Council is dissolved, all property remaining after payment of all debts and legal liabilities shall be disbursed amongst those tax exempt Appointing Members which provide funding to the Council, according to the formula used for the provision of funding by the Appointing Members.
 - (6) The liability of an Appointing Member to contribute towards the payment of debts and liabilities of the Council or the costs charges and expenses of the winding up of the Council is limited to the amount of any unpaid liability of the Appointing Member to the Council.
 - (7) Councillors have no liability to contribute towards payment of its debts and liabilities or costs, charges and expenses incurred if the Council is wound up.

26. REVIEW

The Council shall undertake a review of this Constitution and Rules at least every three years.

27. INTERPRETATION

- (1) In these Rules, unless a contrary intention appears –
 - “Council” means the Council on Chiropractic Education Australasia Inc;
 - “Councillor” has the meaning provided in Rules 6(4)(a), 6(4)(b), 6(4)(c), 6(4)(d) and 6(5)(a);
 - “Member” means a Member, however described, of the Council;
 - “Executive Officer” means the person holding office under these Rules as Executive Officer of the Council or, where no such person holds that office, the Public Officer of the Council.
- (2) In these Rules –
 - a) a reference to a function includes a reference to a power, authority and duty;
 - b) 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.