

Constitution of Council on Chiropractic Education Australasia Limited

Constitution put to the initial members prior to registration under the Corporations Act for the purposes of adoption upon registration, and signed by the initial Chairperson for the purposes of identification:



Chairperson

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Corporations Act 2001

COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF COUNCIL ON CHIROPRACTIC EDUCATION AUSTRALASIA LIMITED

NATURE OF THE COUNCIL

1. Name

- 1.1 The name of the Council is “Council on Chiropractic Education Australasia Limited”.

2. Purpose and Objects

- 2.1 The Council is established to advise and make recommendations relating to chiropractic accreditation, standards of education and practice.
- 2.2 Without limiting the generality of rule 2.1, the objects for which the Council is established include the following:
- (a) assess, accredit and monitor chiropractic undergraduate and postgraduate programs and other relevant programs as it sees fit;
 - (b) advise and make recommendations regarding statutory accreditation, approval or prescription;
 - (c) develop, advocate and maintain valid and reliable accreditation standards and processes to assess the suitability and quality of chiropractic programs and to assess the success of provider institutions in ongoing development, implementation and evaluation of those course goals and outcomes;
 - (d) develop and conduct evaluations in relation to the suitability of overseas trained chiropractors for migration and practice in Australia and New Zealand;
 - (e) develop and conduct competency assessments on behalf of regulatory authorities and advise on the suitability of chiropractors, referred for assessment, to practise in Australia and New Zealand;
 - (f) advise and make recommendations in relation to chiropractic education and uniform approaches to Standards of Practice and regulation of chiropractors in Australia, New Zealand and Asia;

- (g) establish and maintain relationships with bodies or organisations within Australia and in other countries having objects and functions, in whole or in part, similar to the objects and functions of the Council; and
- (h) ensure that the Council achieves its purpose and objects.

3. Powers

- 3.1 The Council may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) pursue, promote or carry out the purposes or objects of the Council as set out in this Constitution; and
 - (b) do all things incidental or convenient in relation to the exercise of power under paragraph (a).

4. Income and property

- 4.1 The income and property of the Council shall only be applied towards promotion of the purposes and objects of the Council as set out in this Constitution.
- 4.2 No income or property of the Council shall be paid or transferred directly or indirectly to any Member except for payment in good faith to any Member:
- (a) for services actually rendered to the Council whether as an employee or otherwise;
 - (b) for goods supplied to the Council in the ordinary and usual course of business;
 - (c) of interest or like amounts, at a rate not exceeding the current overdraft rates of the Council's bank, on money borrowed from any Member;
 - (d) of reasonable and proper rent or like amounts for premises demised or let by any Member;
 - (e) for any out-of-pocket expenses incurred by the Member on behalf of the Council; or
 - (f) in his or her capacity as a Director which is permitted by rule 45.

5. Liability of Members

- 5.1 The liability of Members is limited.

6. Contribution on winding up

6.1 If the Council is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Council for the:
 - (c) payment of debts and liabilities of the Council (in relation to paragraph (b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,such amount as may be required, not exceeding \$20 in aggregate.

7. Distribution of surplus on winding up

7.1 If any surplus remains following the winding up of the Council, the surplus shall not be paid to or distributed amongst the Members but shall be paid to or distributed to another organisation or organisations:

- (a) with similar purposes and objects to the Council;
- (b) that is not carried on for the profit or gain of its individual members;

such organisation or organisations to be determined by the Members at or before the winding up and in default thereof by application to the Supreme Court of Victoria for determination.

MEMBERSHIP

8. Members

8.1 The Members of the Council are:

- (a) on registration of the Council under the Corporations Act, the persons, corporations and organisations which have agreed to become or remain members of the Council and are named in the application for registration; and
- (b) any other persons, corporations or organisations which are admitted to membership in accordance with this Constitution.

8.2 The rights and privileges of a Member are personal to that Member and are not transferable by the Member's own act or by operation of law.

9. Admission

- 9.1 Admission to membership of the Council is by invitation of the Board only.
- 9.2 The Directors may from time to time invite any person, corporation or organisation to apply for membership of the Council if the Directors are of the opinion that the membership of that person or corporation would assist the Council to pursue, promote and carry out its purposes and objects.
- 9.3 An application for membership of the Council by an invitee must be:
- (a) in writing in a form approved by the Directors;
 - (b) signed by the applicant;
 - (c) accompanied by such documents or evidence as to qualification for membership as the Directors determine,
- and must include:
- (d) a consent to become a Member; and
 - (e) an agreement to be bound by the terms of the Constitution.
- 9.4 The Directors must consider an application for membership of the Council by an invitee as soon as practicable after its receipt and determine, in accordance with this Constitution or otherwise at their absolute discretion, whether to accept or reject the application.
- 9.5 The Directors need give no reason for the rejection of an application.
- 9.6 If an applicant is accepted for admission to membership:
- (a) the Secretary must notify the applicant in writing of admission; and
 - (b) the name and details of the Member must be entered in the Register.

10. Ceasing to be a member

- 10.1 A Member's membership of the Council will cease:
- (a) if the Member gives the Executive Officer written notice of resignation, which is deemed to take effect from the date of receipt of the notice or such later date as is specified in the notice; or
 - (b) if the Member is expelled under rule 11;
 - (c) in the case of a Member which is a natural person, if the Member:
 - (i) dies;

- (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
- (iii) becomes bankrupt or compounds with his or her creditors or assigns his estate for the benefit of his or her creditors; or
- (d) in the case of a Member which is a corporation or organisation, if the Member is wound up or is otherwise dissolved or deregistered.

11. Expulsion of Members

11.1 If any Member:

- (a) wilfully refuses or neglects to comply with the provisions of the Constitution; or
- (b) is guilty of any conduct which, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the interest of the Council,

the Directors may call a General Meeting for the purpose of proposing a special resolution to expel the Member from the Council and remove the Member's name from the Register

11.2 At least 21 days before the General Meeting at which a special resolution of the nature referred to in rule 11.1 is passed the Directors must give to the Member notice of:

- (a) the General Meeting;
- (b) what is alleged against the Member; and
- (c) the proposed special resolution.

11.3 At the General Meeting and before passing the special resolution the Member must have an opportunity to give orally or in writing any explanation or defence the Member thinks fit.

11.4 If at the General Meeting such a special resolution is passed, the Member concerned shall be expelled and the Member's name removed from the Register.

11.5 In rule 11, "**special resolution**" has the same meaning as under the Corporations Act.

12. Powers of attorney

12.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Council or the Member's membership in the Council, that Member must deliver the instrument appointing the attorney to the Council for notation.

- 12.2 If the Council asks the Member to file with it a certified copy of the instrument for the Council to retain, the Member will promptly comply with that request.
- 12.3 The Council may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

13. Representatives

- 13.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Council as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 13.2 A Representative is entitled to:
- (a) exercise at a General Meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a General Meeting by its Representative.
- 13.3 A certificate executed in accordance with the Corporations Act is rebuttable evidence of the appointment of the Representative, any restrictions on the Representative's powers or of the revocation of the appointment of the Representative.
- 13.4 The chairperson of a General Meeting may permit a person claiming to be a Representative to exercise his or her powers even if he or she has not produced a certificate evidencing his or her appointment, or may allow the Representative to vote on the condition that he or she subsequently establishes to the satisfaction of the chairperson of the General Meeting his or her status as a Representative within a period prescribed by the chairperson of the General Meeting.
- 13.5 The appointment of a Representative may set out restrictions on the Representative's powers

GENERAL MEETINGS

14. Number of General Meetings

- 14.1 Except as permitted by the Corporations Act, a General Meeting called the "Annual General Meeting" shall be held at least once every calendar year in accordance with the Corporations Act and this Constitution.

14.2 Other General Meetings shall be held in accordance with this Constitution.

15. Calling a General Meeting

15.1 The Directors may, at any time, call a General Meeting.

15.2 A Member:

- (a) may only request the Directors to call a General Meeting in accordance with the Corporations Act; and
- (b) may not convene or join in convening a General Meeting except in accordance with the Corporations Act.

16. Notice of General Meeting

16.1 Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to the persons entitled to notice of General Meetings.

16.2 A notice calling a General Meeting must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
- (b) state the general nature of the business to be transacted at the meeting;
- (c) if a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the resolution; and
- (d) if a Member is entitled to appoint a proxy – contain a statement setting out the following information:
 - (i) that the Member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a Member; and
 - (iii) that a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

16.3 A notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;

- (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 16.4 The Directors may postpone or cancel any General Meeting whenever they think fit (other than a meeting convened as the result of a request under rule 15.2). The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Council.
- 16.5 The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

17. Venue of General Meetings

- 17.1 A General Meeting may be held at 2 or more venues using any available technology that gives the Members as a whole a reasonable opportunity to participate.

18. Business of General Meetings

- 18.1 The business of an Annual General Meeting will include the following:
- (a) to receive and consider the Council's financial statements and the reports of the Board and of the Auditor of the Council; and
 - (b) to transact any other business which, under the Corporations Act or this Constitution, is required to be transacted at any Annual General Meeting and any business which is brought under consideration by any reports of the Board issued with the notice convening the meeting.
- 18.2 The Auditor is entitled to attend and be heard on any part of the business of any General Meeting which concerns him or her as Auditor.

PROCEEDINGS AT GENERAL MEETINGS

19. Member

- 19.1 In rules 15.2, 17, 20, 23 and 26, '**Member**' includes a Member present in person or by proxy, attorney or Representative.

20. Quorum

- 20.1 No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- 20.2 A quorum of Members is a majority of the Members. For avoidance of doubt, if there are 12 Members then the quorum is 7, if there are 11 Members then the quorum is 6, if there are 10 Members then the quorum is

6 and so on. If there is only 1 Member, a quorum of Members is that Member.

- 20.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- (a) if the General Meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, it is automatically dissolved.

21. Chairperson

- 21.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, will be the chairperson at every General Meeting.
- 21.2 The Directors present may elect a chairperson if:
- (a) there is no Chairperson or Deputy Chairperson; or
 - (b) neither the Chairperson nor Deputy Chairperson are present within 15 minutes after the time appointed for holding the General Meeting; or
 - (c) the Chairperson and Deputy Chairperson are unwilling to act as chairperson of the General Meeting.
- 21.3 If no election is made under rule 21.2, then
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 21.4 If there is a dispute at a General Meeting about a question of procedure, the chairperson may determine the question.

22. Adjournment

- 22.1 The chairperson of a General Meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the General Meeting with the meeting's consent; and

(b) must adjourn the General Meeting if the meeting directs him or her to do so.

22.2 An adjourned General Meeting may take place at a different venue to the initial meeting.

22.3 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.

22.4 Notice of an adjourned General Meeting need not be given in accordance with rule 16.2 unless the General Meeting has been adjourned for more than 21 days.

23. Decision on questions

23.1 Unless specified otherwise in this Constitution and subject to the provisions of the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

23.2 A resolution put to the vote of a General Meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by:

- (a) the chairperson;
- (b) at least 5 Members entitled to vote on the resolution; or
- (c) Members with at least 5% of the votes that may be cast on the resolution on a poll.

23.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority or lost; and
- (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

23.4 The demand for a poll may be withdrawn.

23.5 A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

24. Taking a poll

24.1 A poll will be taken when and in the manner that the chairperson directs.

24.2 The result of the poll will be the resolution of the General Meeting at which the poll was demanded.

- 24.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 24.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 24.5 A poll demanded on the election of the chairperson or the adjournment of a General Meeting must be taken immediately.
- 24.6 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

25. Offensive material

- 25.1 A person may be refused admission to, or required to leave and not return to, a General Meeting if the person is in possession of any:
- (a) electronic or recording device;
 - (b) placard or banner; or
 - (c) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

VOTES OF MEMBERS

26. Entitlement to vote

- 26.1 Subject to this Constitution:
- (a) every Member may vote;
 - (b) subject to rule 30.1(b), on a show of hands every Member has one vote; and
 - (c) on a poll every Member has one vote.

27. Casting vote of chairperson

- 27.1 The chairperson has a casting vote on a show of hands and on a poll in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

28. Objections

- 28.1 An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter tendered its vote.

28.2 An objection must be referred to the chairperson of the General Meeting, whose decision is final.

28.3 A vote which the chairperson does not disallow pursuant to an objection is valid for all purposes.

PROXIES

29. Appointment of proxy

29.1 A Member may appoint a person as the Member's proxy to attend and vote for the Member at a General Meeting.

29.2 A proxy need not be a Member.

30. Rights of proxies

30.1 A proxy appointed to attend and vote for a Member has the same rights as the Member:

- (a) to attend and speak at the meeting;
- (b) to vote (but only to the extent allowed by the appointment) provided that a proxy is not entitled to vote on a show of hands; and
- (c) to demand or join in a demand for a poll.

30.2 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.

30.3 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

31. Instrument appointing proxy

31.1 An appointment of a proxy is valid if it is signed or otherwise authenticated in a manner prescribed under the Corporations Act by the Member making the appointment and contains the following information:

- (a) the Member's name and address;
- (b) the Council's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meetings at which the appointment may be used.

31.2 A proxy's appointment is valid at an adjourned General Meeting.

31.3 An appointment may be a standing one.

- 31.4 An undated appointment is taken to have been dated on the day it is given to the Council.
- 31.5 An appointment may specify the way the proxy is to vote on a particular resolution.
- 31.6 A later appointment revokes an earlier one.

32. Lodgement of proxy

- 32.1 The written appointment of a proxy must be deposited at the Council's registered office, or another address nominated by the Council, not less than 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - (a) the time for holding the General Meeting or adjourned General Meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 32.2 If the appointment purports to be executed under a power of attorney or other authority, then the original document, or an office copy or a notarially certified copy of it, must be deposited with the appointment.

33. Validity

- 33.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
 - (a) died;
 - (b) became of unsound mind; or
 - (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind, or revocation was received at the Council's registered office before the relevant General Meeting or adjourned General Meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

34. Number of Directors

- 34.1 The number of Directors must not be less than 3 or more than 13.

35. Composition of the Board

- 35.1 Subject to rule 34.1, the Board shall comprise:
 - (a) up to 5 persons appointed by chiropractic boards and associations in accordance with rule 36 (***Nominee Directors***); and

(b) up to 8 persons appointed by the Board in accordance with rule 37 (***Elected Directors***).

35.2 On registration of the Council under the Corporations Act, the Directors shall be the persons who have agreed to become or remain directors of the Council and are named in the application for registration.

35.3 The procedures for nomination and election of Elected Directors will be as determined by the Board from time to time.

35.4 An appointment or election of a person may not be made unless the person has given the Council a signed consent to act as a Director.

36. Appointment and removal of Nominee Directors

36.1 Each of the bodies listed in rule 36.2 (or their successors at law) (***Nominating Bodies***) will be entitled by giving written notice to the Executive Officer to:

(a) appoint such number of Nominee Directors as specified in rule 36.2; and

(b) remove or replace any Nominee Director appointed by that body.

36.2 The Nominating Bodies referred to in rule 36.1 are:

(a) the Chiropractic Board of Australia – 2;

(b) the New Zealand Chiropractic Board – 1;

(c) the Chiropractors' Association of Australia – 1; and

(d) the New Zealand Chiropractors' Association – 1.

36.3 It is intended that Nominee Directors will be members of the chiropractic profession.

36.4 Every appointment or removal of a Nominee Director under rule 36.1 takes effect at the conclusion of the meeting after the written notice of appointment (together with a written consent to act as a Director) or removal is received at the Council's registered office unless otherwise specified by the Nominating Body in the written notice.

36.5 A Nominee Director will hold office for 3 years after they are appointed and will be eligible for re-appointment.

36.6 In the event of a casual vacancy in the office of a Nominee Director, the remaining Directors shall request the Nominating Body entitled to fill the vacancy to do so by appointing another person as a Director as soon as possible. A Nominee Director appointed to fill a casual vacancy will hold office until the end of the term of the vacancy they are filling (unless removed earlier by the relevant Nominating Body under clause 36.1(b)) and are eligible for re-appointment.

37. Appointment and removal of Elected Directors

- 37.1 Subject to rule 35.1(b) and the remainder of this rule, the Board may appoint any person to be an Elected Director.
- 37.2 The Board shall use best endeavours to procure that the Elected Directors (from time to time) consist of:
- (a) 2 persons who are currently registered chiropractors in Australia;
 - (b) 2 persons who are nominated by CCEA-accredited chiropractic programs in Australia and New Zealand;
 - (c) 1 person who is nominated by CCEA accredited chiropractic programs in Asia
 - (d) 1 person from another regulated health profession; and
 - (e) 2 senior independent persons in education, business or the community who will represent the public and who are not members of the chiropractic profession.
- 37.3 The Board shall also endeavour to procure that each Elected Director is experienced in processes of evaluation, accreditation and wise governance.
- 37.4 An Elected Director will take office at the conclusion of the meeting at which they were appointed.
- 37.5 An Elected Director will hold office for 3 years after they are appointed and will be eligible for re-appointment, unless they are appointed under 37.2(c), where appointment may be considered annually.
- 37.6 The Board may appoint any person as a Director to fill a casual vacancy in the office of an Elected Director. A Director appointed to fill a casual vacancy will hold office until the end of the term of the vacancy they are filling and are eligible for re-appointment.

38. Vacation of office

- 38.1 The office of a Director immediately becomes vacant if the Director:
- (a) resigns by notice in writing to the Council;
 - (b) is prohibited by the Corporations Act from continuing as a Director;
 - (c) becomes bankrupt or compounds with his or her creditors or assigns his estate for the benefit of his or her creditors;
 - (d) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) dies;

- (f) fails to attend 3 consecutive meetings of the Board without leave of the Directors;
- (g) is removed pursuant to the provisions of this Constitution or the Corporations Act.

39. Executive Committee and Office Bearers

39.1 The Board shall establish an Executive Committee to:

- (a) meet and carry out business delegated or referred by the Board between Board meetings; and
- (b) report to subsequent Board meetings.

39.2 The members of the Executive Committee shall be:

- (a) the Chairperson;
- (b) the Deputy Chairperson;
- (c) the Treasurer; and
- (d) up to two other Directors

each of whom shall be elected by the Board from among the Directors and, subject to this Constitution, shall hold office until the conclusion of the second Annual General Meeting after their election. No other person may be co-opted to the Executive Committee.

39.3 Unless the Board determines otherwise:

- (a) the Chairperson and Treasurer will retire at the conclusion of the Annual General Meeting in even-numbered years; and
- (b) the Deputy Chairperson and any other member of the Executive Committee will retire at the conclusion of the Annual General Meeting in odd-numbered years.

39.4 The Board shall hold elections for all vacant positions on the Executive Committee at its first meeting after the Annual General Meeting each year.

39.5 If a casual vacancy occurs on the Executive Committee, the Board must elect a Director to fill the vacancy. That person will hold office for the remainder of the term of the person he or she replaces.

39.6 Retiring members of the Executive Committee are eligible to be re-elected in the same or another position on the Executive Committee while still a Director.

39.7 A Director is not able to simultaneously hold more than one position on the Executive Committee.

- 39.8 The Board may revoke the appointment of an Office Bearer at any time and elect another person to that office.
- 39.9 A position on the Executive Committee immediately becomes vacant if the person holding the position:
- (a) ceases to be a Director for any reason; or
 - (b) resigns from the position by giving notice in writing to the Board (but continues to be a Director).

POWERS AND DUTIES OF DIRECTORS

40. Powers of Board

- 40.1 The business of the Council is managed by the Directors who may exercise all powers of the Council that this Constitution and the Corporations Act do not require to be exercised by the Council at a General Meeting.
- 40.2 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiate instruments, and all receipts for money paid to the Council, must be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) by any two Directors, or any such other manner as the Directors determine.

PROCEEDINGS OF DIRECTORS

41. Directors' meetings

- 41.1 A Director may at any time, and the Secretary must on the requisition of a Director, call a Directors' meeting.
- 41.2 A Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Directors need not all be physically present in the same place for a Directors' meeting to be held. A Director who participates in a meeting held in accordance with this rule 41.2 is taken to be present and entitled to vote at the meeting. However, decisions concerning the accreditation status can only be made at a meeting where the Directors are physically present.
- 41.3 Subject to this Constitution, the Directors may meet together, adjourn and regulate their meetings as they think fit.
- 41.4 At a meeting of Directors a quorum is a majority of the Directors. For avoidance of doubt, if there are 13 Directors then the quorum is 7, if there are 12 Directors then the quorum is 7, if there are 11 Directors then the quorum is 6, if there are 10 Directors then the quorum is 6 and so on.
- 41.5 If a quorum for a meeting of Directors is not present within 30 minutes after the time appointed for the meeting, then it will stand adjourned to another day, time and place determined by the Directors present, giving notice in

accordance with rule 63.3, and at the adjourned meeting a quorum is any 4 Directors who were present at the first meeting.

- 41.6 At least 2 Board meetings must take place each financial year.
- 41.7 The Board may invite observers to attend any meeting of the Board. Observers do not have voting rights.

42. Chairperson

- 42.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, will be the chairperson of Director's meetings.
- 42.2 The Directors present may elect one of the Directors present as chairperson if:
 - (a) there is no Chairperson or Deputy Chairperson; or
 - (b) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the Directors' meeting.
- 42.3 If there is a dispute at a Directors' meeting about a question of procedure, the chairperson may determine the question.

43. Decision on questions

- 43.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to rule 46, each Director has 1 vote.
- 43.2 The chairperson of a meeting has a casting vote in addition to the chairperson's deliberative vote if there is an equality of votes.
- 43.3 Where the accreditation status is being determined, any Elected Director nominated by chiropractic programs pursuant to rule 37.2(b) and 37.2(c) will not be permitted to vote and may be asked to leave the meeting while the rest of the Board discusses the matter.

44. Written resolutions

- 44.1 If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a Directors' meeting held on the day on which the document was last signed by a Director.
- 44.2 For the purposes of rule 44.1, 2 or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.

44.3 Any document referred to in rule 44 may be in the form of a facsimile or electronic transmission.

44.4 Rule 44 applies to meetings of Directors' committees as if all members of the committee were Directors.

45. Payments to Directors

45.1 No payment will be made to any Director other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Council where the amount payable does not exceed an amount previously approved by the Directors of the Council;
- (b) for any service rendered to the Council by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Council and where the amount payable is approved by the Directors of the Council and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Council or a related body corporate where the terms of employment have been approved by the Directors of the Council;
- (d) of an honorarium for holding such positions, and in such amounts, as determined by the Directors of the Council from time to time;
- (e) of reasonable sitting fees for attendance at face-to-face meetings which have been approved by the Directors of the Council;
- (f) relating to an indemnity in favour of the Director and not prohibited by section 199A of the Corporations Act or section 77A of the Competition and Consumer Act or a contract of insurance not prohibited by section 199B; and
- (g) in his or her capacity as a Member which is permitted by rule 4.2.

46. Directors' interests

46.1 No contract made by a Director with the Council and no contract or arrangement entered into by or on behalf of the Council in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

46.2 No Director contracting with or being interested in any arrangement involving the Council is liable to account to the Council for any profit realised by or under any such contract or arrangement merely because of the Director

holding office as a director or because of the fiduciary obligations arising out of that office.

46.3 A Director is not disqualified merely because of being a Director from contracting with the Council in any respect.

46.4 Subject to rule 45, a Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Council;
- (b) hold any office or place of profit other than as auditor in the Council; and
- (c) act in a professional capacity other than as auditor for the Council,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Council or from holding an office or place of profit in or acting in a professional capacity with the Council.

A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (d) be present while the matter is being considered at the meeting; or
- (e) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (f) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (g) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (h) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

46.5 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate promoted by the Council or in which the Council may be interested as a vendor, shareholder or otherwise and is not accountable to the Council for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

47. Remaining Directors

47.1 The Directors may act even if there are vacancies on the Board.

47.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) convene a General Meeting.

48. Validity of acts of Directors

48.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

49. Minutes and registers

49.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of General Meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with rule 44;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made pursuant to rule 46.

49.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

49.3 The Council must keep all registers required by this Constitution and the Corporations Act.

DIRECTORS' COMMITTEES

50. Directors' committees

50.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.

- 50.2 The Directors may at any time revoke any delegation of power to a committee.
- 50.3 Except for the Executive Committee (which is dealt with in rule 39), a committee appointed shall consist of such persons as the Directors think fit and may include persons who are not Directors. The Chairperson will be, ex officio, a member of all such committees.
- 50.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 50.5 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- 50.6 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

51. Committee on Accreditation

- 51.1 The Board shall establish a Committee on Accreditation which shall (subject to oversight by the Board) be responsible for:
- (a) all matters pertaining to the assessment and accreditation process of chiropractic programs and providers in Australia and New Zealand and associated regions;
 - (b) recommending to the Board those chiropractic programs and providers that should be granted accreditation; and
 - (c) the preparation, ongoing oversight and submission to Board for its approval of the relevant documents, Standards and Accreditation Policies and Procedures, and any amendments thereto pertaining to the accreditation of chiropractic programs.
- 51.2 The Accreditation Committee shall apply and follow the Standards and Accreditation Policies and Procedures referred to in rule 51.1(c).
- 51.3 The chairperson and other members of the Accreditation Committee shall be appointed, and may be removed and replaced, by the Board.

52. Committee on Overseas Qualifications

- 52.1 The Board shall establish a Committee on Overseas Qualifications which shall (subject to oversight by the Board) 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 practise in Australia.

- 52.2 The chairperson and other members of the Committee on Overseas Qualifications shall be appointed, and may be removed and replaced, by the Board.

LOCAL MANAGEMENT

53. Local management

- 53.1 The Directors may provide for the management and transaction of the affairs of the Council in any places and in such manner as they think fit.

- 53.2 Without limiting rule 53.1 the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the Council in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under paragraph (a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

- 53.3 The Directors may at any time revoke or vary any delegation under this rule 53.

54. Appointment of attorneys and agents

- 54.1 The Directors may from time to time by resolution or power of attorney appoint any person to be the attorney or agent of the Council:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

- 54.2 An appointment by the Directors of an attorney or agent of the Council may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any Council;
- (c) the members, directors, nominees or managers of any Council or firm; or

- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 54.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 54.4 The Directors may appoint attorneys or agents by telex, facsimile transmission, telegraph, cable or electronic means to act for and on behalf of the Council.
- 54.5 An attorney or agent appointed under this rule 54 may be authorised by the Directors to sub delegate all or any of the powers authorities and discretions for the time being vested in it.

EXECUTIVE OFFICER

55. Executive Officer

- 55.1 The Directors shall appoint a person to the position of Executive Officer of the Council, for the period and on the terms (including as to remuneration) as the Directors see fit.
- 55.2 If the position of Executive Officer is vacant, the Directors may appoint any other person to act temporarily as Executive Officer.
- 55.3 The Directors may confer on the Executive Officer any powers exercisable by the Directors, subject to any terms and restrictions determined by the Directors.
- 55.4 Without limiting rule 55.3, the Executive Officer shall:
 - (a) conduct the business of the Council subject to the control and direction of the Board;
 - (b) conduct the correspondence of the Council, the Board and its committees;
 - (c) arrange for meetings of the Council, the Board and its committees in accordance with these rules;
 - (d) sign any documents when requested to do so by the Board;
 - (e) make and keep a correct record of the proceedings of the Council and the Board;
 - (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 Board 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 Board directions and under the supervision of the Treasurer;

- (h) institute legal proceedings on behalf of the Council in accordance with Board directions;
 - (i) act as Secretary of the Council.
- 55.5 The Executive Officer may be authorised by the Directors to sub-delegate all or any of the powers vested in him or her.
- 55.6 The Directors may at any time withdraw or vary any of the powers conferred on the Executive Officer.

SECRETARY AND OTHER OFFICERS

56. Secretary

- 56.1 There must be at least 1 secretary of the Council appointed by the Directors for a term and at remuneration and on conditions determined by the Directors.
- 56.2 The Secretary is entitled to attend and be heard on any matter at all Directors' Meetings and General Meetings.
- 56.3 The Directors may, without affecting the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 56.4 The Executive Officer will ordinarily be the Secretary pursuant to rule 55.4(i).

57. Other officers

- 57.1 The Directors may from time to time:
- (a) create any other position or positions in the Council with the powers and responsibilities as the Directors may from time to time confer; and
 - (b) appoint any person, whether or not a Director, to any position or positions created under paragraph (a).
- 57.2 To the extent permitted by law, the Directors at any time may terminate the appointment of a person holding a position created under rule 57.1 and may abolish the position.

SEALS

58. Common Seal

- 58.1 The Council may at the option of the Directors have a Seal.
- 58.2 If the Council has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;

- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another director, the Secretary or another person appointed by the Directors to countersign the document.

58.3 The Council may execute a document without using its Seal in accordance with the Corporations Act.

59. Duplicate Seal

59.1 If the Council has a Seal, the Council may have one or more duplicate seals of the Seal each of which

- (a) must be a facsimile of the Seal with "Duplicate Seal" on its face; and
- (b) must not be used except with the authority of the Directors.

INSPECTION OF RECORDS

60. Times for inspection

60.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Council or any of them will be open for inspection by Members other than Directors.

60.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any accounting records or other documents of the Council unless the Member is authorised to do so by a court order or a resolution of the Directors.

ACCOUNTS AND AUDIT

61. Accounts and audit

61.1 The Directors must cause the Council to keep accounts of the business of the Council in accordance with the requirements of the Corporations Act.

61.2 The Directors must cause the financial records of the Council to be audited in accordance with the requirements of the Corporations Act.

NOTICES

62. Service of notices

62.1 Notice may be given by the Council to any person who is entitled to notice under this Constitution by:

- (a) serving it on the person;
- (b) sending it by post, telex or facsimile transmission to the person at the person's address shown in the Register or the address supplied by the person to the Council for sending notices to the person;
- (c) if the notice is to a Member and the Member has no registered office, posting it on a notice board at the Council's registered office;
- (d) sending it to the electronic address (if any) nominated by the person; and
- (e) any other means requested by the person and agreed to by the Council.

62.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the next business day after the day on which it was posted.

62.3 A notice sent by telex, facsimile transmission or other electronic means is taken to be served:

- (a) by properly addressing the telex, facsimile transmission or electronic document and sending it; and
- (b) on the next business day after its dispatch.

62.4 A notice posted on a notice board is taken to be served 24 hours after it is posted on the board.

62.5 A cheque, warrant or other document may be delivered by the Council either personally or by sending it:

- (a) in the case of a Member who does not have a registered address in Australia, by airmail post; and
- (b) in any other case, by ordinary post,

and is at the risk of the addressee as soon as it is given or posted.

62.6 A Member whose registered address is not in Australia may specify in writing an address in Australia as the Member's registered address within the meaning of this rule.

- 62.7 A certificate in writing signed by a Director, Secretary or other officer of the Council that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 62.8 Subject to the Corporations Act the signature to a written notice given by the Council may be written or printed, including electronic signature.
- 62.9 All notices sent by post outside Australia must be sent by prepaid airmail post.

63. Persons entitled to notice

- 63.1 Notice of every General Meeting must be given to:
- (a) every Member;
 - (b) every Director and Secretary;
 - (c) any Auditor; and
 - (d) each body listed in rule 36.2 (or their successors at law).
- 63.2 No other person is entitled to receive notice of a General Meeting.
- 63.3 Notice of every Directors' meeting shall be given to every Director and Secretary. Such notice shall afford the Director a reasonable opportunity to participate in the meeting.

INDEMNITY AND INSURANCE

64. Indemnity and insurance

- 64.1 To the extent permitted by the Corporations Act, the Council indemnifies every person who is or has been an officer of the Council against any liability incurred by that person as such an officer in respect of any act or omission whatsoever and howsoever occurring in defending proceedings, whether civil or criminal.
- 64.2 The Council may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Council against a liability incurred by the person as such an officer unless the liability arises out of:
- (a) conduct involving a wilful breach of duty in relation to the Council; or
 - (b) without limiting paragraph (a), a contravention of section 182 or 183 of the Corporations Act,

or for costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.

64.3 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Council or of a related body corporate.

64.4 In rule 64:

indemnify has the same meaning as in section 199A of the Corporations Act;

officer has the meaning given to that term in section 9 of the Corporations Act; and

pay has the same meaning as in section 199B of the Corporations Act.

GENERAL

65. Definitions and interpretation

65.1 In this Constitution, unless the contrary intention appears:

Auditor means the Council's auditor (if any).

Board means the board of Directors of the Council constituted pursuant to rule 35.

business day has the same meaning as in the Corporations Act.

Chairperson means the person appointed as Chairperson of the Council under rule 39.2.

Committee on Accreditation means the Board committee established under rule 51.

Committee on Overseas Assessment means the Board committee established under rule 52.

Competition and Consumer Act means the *Competition and Consumer Act 2010 (Cth)*.

Constitution means the constitution of the Council as amended from time to time.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Council.

Council means Council on Chiropractic Education Australasia Limited.

Deputy Chairperson means the person appointed as Deputy Chairperson of the Council under rule 39.2.

Director includes any person occupying the position of director of the Council.

Directors means all or some of the Directors acting as a board.

Elected Directors means the Directors appointed under rule 37.

Executive Committee means the Board committee established under rule 39.

Executive Officer means the person for the time being appointed as executive officer of the Council under rule 55 (if any).

General Meeting means a meeting of the Members of the Council and includes an Annual General Meeting;

Member means a member of the Council pursuant to rule 8.

month means calendar month;

Nominating Bodies means the bodies (or their successors at law) listed in clause 36.2.

Nominee Directors means the Directors appointed under rule 36.

Register means the register of Members of the Council.

registered address means the last known address of a Member as noted in the Register.

related body corporate has the meaning given to that term in the Corporations Act.

Seal means the Council's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Council and if there are joint secretaries, any one or more of those joint secretaries.

Treasurer means the person appointed as Treasurer of the Council under rule 39.2.

65.2 In this Constitution, unless the contrary intention appears, an expression in a rule in this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the rule.

65.3 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;

- (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution; and
- (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
- (e) a reference to **dollar** or **\$** is to Australian currency.

66. Exclusion of replaceable rules

- 66.1 To the extent permitted by law, the replaceable rules in the Corporations Act shall not apply to the Council.