



Constitution

The Royal Australian and New Zealand College of Ophthalmologists

ACN 000 644 404

(College)

A Company Limited by Guarantee

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1 Definitions and Interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

Alternate Director means a person appointed as an alternate Director under clause 18.1.

Annual General Meeting has the same meaning as the term 'AGM' in the Corporations Act.

ASIC means the Australian Securities and Investments Commission.

Auditor means the auditor for the time being of the College.

By-Laws means the by-laws made by the Directors under clause 15.2(d).

Censor-in-Chief means the Censor-in-Chief elected under clause 12.3.

Chairman means the chairman at a General Meeting under clause 10.5.

Code of Conduct means the code of conduct set out in By-Laws.

College or **RANZCO** means The Royal Australian and New Zealand College of Ophthalmologists being an Australian public company limited by guarantee established under the Corporations Act which bears the ACN 000 644 404 .

Constitution means this constitution as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Council means the Council under clause 11.

Director means a person holding office as director of the College.

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

Directors' Committee means a committee of Directors constituted under clause 19.

Fellow means a person admitted to membership of the College under clause 6.

General Meeting means a meeting of the Fellows of the College.

Income Tax Assessment Act means the *Income Tax Assessment Act 1997* (Cth), as amended from time to time.

President means the President elected under clause 12.3.

Register means the register of members under the Corporations Act and if appropriate includes a branch register.

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

Related Body Corporate has the same meaning it has in the Corporations Act.

Schedule means a schedule to this Constitution.

Seal means the common seal (if any) of the College.

Secretary means a person appointed as a secretary of the College under the Corporations Act and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the College.

Vice-President means the Vice-President elected under clause 12.3.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a law includes regulations and instruments made under the law;
- (d) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (e) a reference to a clause is a reference to a clause in this constitution unless otherwise state;

- (f) a reference to a meeting includes a meeting by technology where all attendees have reasonable opportunity to participate;
- (g) a power, an authority or a discretion reposed in a Director, the Directors, the College in General Meeting or a Fellow may be exercised at any time and from time to time;
- (h) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (i) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 Signing

Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Directors.

1.4 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act; and
- (c) while the Company is a registered charity under the Australian Charities and Not-for-profits Commission Act 2012 (Cth):
 - (i) subject to (c)(ii), the provisions of the Corporations Act in Part 2G.2 and Part 2G.3 apply as if s111L(1) of the Corporations Act was not enacted; and
 - (ii) where a particular provision of the Corporations Act referred to in s111L(1) includes a reference to ASIC including a reference to lodge any document with,

or seek consent or approval from ASIC, that particular provision does not apply to the Company to the extent that s111(L) of the Corporations Act is in force.

1.5 Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

1.6 Replaceable rules do not apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the College.

2 Objects of the College

The objects of the College are:

- (a) to promote the study of the science and practice of ophthalmology and to promote investigation and research in ophthalmology and related sciences and branches of medicine and to bring together ophthalmologists and for scientific discussions and to disseminate knowledge of the principles and practice of ophthalmology by such means as may be thought fit;
- (b) to consider establish and conduct courses of study and training and to diffuse information calculated to promote and ensure the fitness of persons desirous of qualifying for membership of the College;
- (c) to grant diplomas certificates or similar forms of recognition of knowledge in the field of ophthalmology and related sciences and branches of medicine either alone or in conjunction with other bodies or institutions having similar objects;
- (d) to cultivate and maintain high principles and standards of practice and ethics in relation to ophthalmology and related sciences and branches of medicine and to promote fair honourable and proper practice and to discourage and suppress malpractice or misconduct and to settle questions of practice and of professional usage and etiquette;

- (e) to consider all questions affecting the interests of the College and to promote or oppose any legislative or other measures affecting such matters or concerned with ophthalmology or related sciences or branches of medicine or as are related to the interests of the College;
- (f) to promote and facilitate the development of ophthalmology and the improvement of eye health care internationally, particularly in developing countries, and in relation to indigenous populations;
- (g) to act as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects;
- (h) to invite donations from the public for the purposes of the college; and
- (i) to do such other things as are incidental or conducive to the attainment of these objects.

3 Powers

The College has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Corporations Act.

4 Application of income for Objects only

4.1 Application of Income and property

The income and the property of the College, however derived:

- (a) must be applied solely towards the promotion of the purposes of the College as set out in clause 2; and
- (b) may not be paid or transferred to the Fellows, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

4.2 Payment in good faith

The above clause does not prevent payment in good faith to a Fellow, or to a firm of which a Fellow is a partner:

- (a) of reasonable remuneration for services to the College;
- (b) for goods supplied in the ordinary course of business;
- (c) of fair and reasonable interest on money borrowed from a Fellow at a rate not exceeding that fixed for the purposes of this clause by the Directors; or
- (d) of a reasonable rent for premises let by a Fellow.

5 Winding up

5.1 Guarantee by Fellows

- (a) Each Fellow undertakes to contribute to the College's property if the College is wound up while they are a Fellow, or within one year after they cease to be a Fellow.
- (b) This contribution is for:
 - (i) payment of the College's debts and liabilities contracted before they ceased to be a member;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount is not to exceed \$20.

5.2 Limited liability

Fellows have no liability as members of the College except as set out in clause 5.1.

5.3 Application of property

- (a) If any property remains on the winding up or dissolution of the College and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed

among the Fellows but must be given or transferred to some other institution or institutions:

- (i) having charitable objects similar to the objects of the College; and
- (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the College under this Constitution.

- (b) The institution will be determined by the Fellows at or before the time of dissolution.

5.4 Revocation of Australian Tax Office endorsement

- (a) Where the College is endorsed as a deductible gift recipient in relation to a public fund under Subdivision 30-BA of the Income Tax Assessment Act, then where:
 - (i) the fund is wound up; or
 - (ii) the endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked;

then any surplus assets of the fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause 5.3 and is a deductible gift recipient.

- (b) Where the College operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

5.5 Revocation of deductible gift recipient status

Where the College is a deductible gift recipient under item 1 of the table contained in section 30-15 of the Income Tax Assessment Act, then where the College is wound up, then any surplus assets of the College remaining after the satisfaction of all of its debts and liabilities must be given or transferred to one or more institutions or funds that comply with clause 5.3 and

is a deductible gift recipient under item 1 of the table contained in section 30-15 of the Income Tax Assessment Act.

6 Membership of College

6.1 Fellows

The Fellows as at the date of adoption of this Constitution and any person the Council admits to membership under clause 6.2 are the Fellows of the College.

6.2 Admission as a Fellow

The Council may admit any person to membership as a Fellow if the person is eligible under clause 6.3 and makes an application in accordance with clause 6.4.

6.3 Membership criteria for Fellows

To be admitted as a Fellow, a person must:

- (a) satisfy the qualification requirements set out in the By-Laws;
- (b) agree to be bound by this Constitution in any manner the Directors determine; and
- (c) agree to be bound by the Code of Conduct in any manner the Directors determine.

6.4 Admission process for Fellows

- (a) The application for membership as a Fellow must be made:
 - (i) in writing, signed by the applicant;
 - (ii) signed by two existing Fellows who personally know and endorse the applicant;
 - (iii) in such form as the Council from time to time prescribes; and
 - (iv) accompanied by the membership fee, if any, determined by the Directors.
- (b) Applications for membership as a Fellow must be considered by the Council in accordance with the By-Laws.

- (c) When an applicant has been accepted or rejected for membership of the College the Secretary must, as soon as reasonably practicable, notify the applicant of the decision of the Council.

6.5 Council's discretion to admit or refuse admission as a Fellow

The Council may, subject to this constitution and the By-Laws, refuse any person admission as a Fellow without giving that person any reason for the decision.

6.6 Admission terms

Fellows are to be admitted as members on such terms as determined by Council in accordance with the By-Laws.

6.7 Registration as Fellow

If the Council accepts an application for admission as a Fellow, as soon as practicable, the Directors must ensure the name of the person is entered in the Register.

6.8 Membership fees

Fellows must pay such membership fees as prescribed from time to time by the Directors.

6.9 Fellows assigned to branches

Fellows may be assigned to branches in accordance with the By-Laws.

7 Ceasing to be a Fellow and discipline procedure

7.1 Cessation of membership

A person ceases to be a Fellow on:

- (a) death;
- (b) resignation by written notice to the College having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice;

- (c) failing to pay any fee that may be prescribed by the Directors from time to time for a period of twelve months after the fee was due and payable; or
- (d) the passing of a resolution by the Council pursuant to clause 7.2.

7.2 Discipline procedure

- (a) Subject to this Constitution and the Corporations Act and in accordance with the By-Laws, the Council by at least two-thirds majority, may at any time discipline, suspend or terminate the membership of a Fellow if the Fellow:
 - (i) ceases to satisfy the eligibility criteria in clause 6.3;
 - (ii) fails repeatedly to reach reasonable professional standards of competence and diligence;
 - (iii) refuses or neglects to comply with this Constitution or By-Laws;
 - (iv) engages in conduct which in the opinion of the Council is unbecoming of a Fellow or prejudicial to the interests of the College; or
 - (v) fails to pay any debt due to the College for a period of three months after the date for payment (such debt not including a subscription referred to in clause 7.1(c)).
- (b) A Fellow suspended under clause 7.2(a) will have their membership rights and privileges suspended, but such rights and privileges shall revive following the period of suspension.

8 Dispute resolution

Where there is a dispute, grievance or other disagreement between a Fellow and the College, or a Fellow and another Fellow (**Disputing Parties**), arising out of the application of this Constitution, the By-Laws, a decision of the Directors, the Council or a committee (**Dispute**), then the Disputing Parties must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, follow the appeals procedure set out in the By-Laws, and use best endeavours to resolve the Dispute.

9 General Meetings

9.1 Annual General Meetings

Annual General Meetings are to be held in accordance with the Corporations Act.

9.2 Convening a General Meeting

The Directors may convene and arrange to hold a General Meeting when they think fit and must do so if required to do so under the Corporations Act.

9.3 Notice of a General Meeting

Notice of a General Meeting must be given in accordance with the Corporations Act and served in accordance with clause 27.

9.4 Calculation of period of notice

In computing the period of notice under clause 9.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

9.5 Cancellation or postponement of General Meeting

- (a) Where a General Meeting (including an Annual General Meeting) is convened by the Directors they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- (b) This clause 9.5 does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Fellows, by the Directors on the request of Fellows or to a meeting convened by a Court.

9.6 Notice of cancellation or postponement or change of place of a meeting

Notice of cancellation, postponement or change of place of a General Meeting must state the reason for cancellation or postponement and be given:

- (a) to each Fellow individually; and

- (b) to each other person entitled to be given notice of a General Meeting under the Corporations Act.

9.7 Contents of notice of postponement of meeting

A notice of postponement of a General Meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

9.8 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the General Meeting required to be given under clause 9.3.

9.9 Business at postponed meeting

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

9.10 Proxy at postponed meeting

Where by the terms of an instrument appointing a proxy:

- (a) the proxy is authorised to attend and vote at one or more General Meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy;

then, by force of this clause 9.10, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, unless the Fellow appointing the proxy gives to the

College at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

9.11 Non-receipt of notice

The non-receipt of notice of a General Meeting or cancellation or postponement of a General Meeting by, or the accidental omission to give notice of a General Meeting or cancellation or postponement of a General Meeting to, a person entitled to receive notice does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of a meeting.

10 Proceedings at General Meetings

10.1 Number of a quorum

A majority or thirty (30) Fellows, whichever is the lesser number, present in person are a quorum at a General Meeting.

10.2 Requirement for a quorum

- (a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chairman of the meeting (on the Chairman's own motion or at the request of a Fellow) declares otherwise.

10.3 If quorum not present

If within twenty (20) minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened by a Director or at the request of Fellows, is dissolved; and

- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Fellows and others entitled to notice of the meeting.

10.4 Adjourned meeting

At a meeting adjourned under clause 10.3(b), ten (10) Fellows present in person are a quorum. If a quorum is not present within fifteen minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

10.5 Chairman of General Meeting

The President is to preside as Chairman, however, if a General Meeting is held and the President is either:

- (a) not present within 15 minutes after the time appointed for the holding of the meeting; or
- (b) unable or unwilling to act;

then the following person may preside as the Chairman of the meeting (in order of precedence):

- (c) the Vice-President; or
- (d) a Director or Fellow elected by the Fellows present to preside as the Chairman of the meeting.

10.6 Conduct of General Meetings

- (a) The Chairman:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (ii) may require the adoption of any procedure which is, in the Chairman's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting; and

(iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the Chairman under this clause is final.

10.7 Adjournment of General Meeting

(a) The Chairman may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

(i) in exercising the discretion to do so, the Chairman may, but need not, seek the approval of the Fellows present in person or by proxy; and

(ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.

(b) Unless required by the Chairman, a vote may not be taken or demanded by the Fellows present in person or by proxy in respect of any adjournment.

10.8 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

10.9 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes – no casting vote for Chairman

If there is an equality of votes, either on a show of hands or on a poll, then the Chairman of the meeting is not entitled to a casting vote in addition to any votes to which the Chairman is entitled as a Fellow or proxy, and consequently the resolution fails.

10.11 Voting on show of hands

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the College, is conclusive evidence of the fact.
- (c) Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

10.12 Poll

If a poll is demanded:

- (a) it must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded;
- (b) on the election of a Chairman or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

10.13 Votes of Fellows

- (a) Every Fellow entitled to vote has one vote.
- (b) Subject to this Constitution:
 - (i) on a show of hands, each Fellow present in person and each other person present as a proxy of a Fellow has one vote; and
 - (ii) on a poll, each Fellow present in person has one vote and each person present as proxy of a Fellow has one vote for each Fellow that the person represents.

- (c) Any Fellow whose membership is suspended under clause 7.2(a) will not be entitled to attend in person or by proxy and vote.

10.14 Right to appoint proxy

- (a) Subject to the Corporations Act, a Fellow entitled to attend a meeting of the College is entitled to appoint another person (whether a Fellow or not) as proxy to attend in the Fellow's place at the meeting. A proxy has the same right as the Fellow to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- (b) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing.
- (c) The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- (d) A Fellow will be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. The proxy may vote as he thinks fit unless otherwise instructed.
- (e) No person may hold and vote in accordance with more than three proxies.
- (f) The instrument appointing a proxy may be in the form set out in Schedule 1 to this Constitution.
- (g) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority is to be deposited at the Registered Office, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy will not be treated as valid.

10.15 Validity of vote in certain circumstances

Unless the College has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Fellow dies;
- (b) the Fellow revokes the appointment or authority; or
- (c) the Fellow is mentally incapacitated

10.16 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a meeting:
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chairman of that meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

11 Council

11.1 Composition

There shall be constituted a committee of Fellows called the Council comprised of such Fellows appointed or elected in accordance with the By-Laws.

11.2 Election and appointment of Councillors

Councillors are to be elected or appointed on such terms as set out in the By-Laws.

11.3 Powers and duties of Council

- (a) The Council shall exercise such powers and duties as set out in this Constitution and the By-Laws including, but not limited to:
 - (i) advising and consulting with the Directors on such matters as requested by the Directors;

- (ii) electing the Directors in accordance with clause 12.3;
 - (iii) removing Directors in accordance with clause 12.8(b);
 - (iv) admitting persons as Fellows in accordance with clause 6.2;
 - (v) removing, disciplining or terminating Fellowship in accordance with clause 7.1(d) and clause 7.2; and
 - (vi) granting diplomas of the College to such candidates as shall satisfy the requirements as laid down by the Council from time to time.
- (b) The exercise of such powers and duties by the Council shall be in accordance with the By-Laws.

11.4 Proceedings at meetings of the Council

- (a) The President shall be the chairman of any meeting of the Council however, if a Council meeting is held and the President is either:
- (i) not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) unable or unwilling to act,
- then the following person may preside as the chairman of the meeting (in order of precedence):
- (iii) the Vice-President; or
 - (iv) a Councillor elected by the Fellows present to preside as the chairman of the meeting.
- (b) The meetings of Council shall be governed in accordance with the By-Laws.

12 Directors

12.1 Number of Directors

The number of Directors must be such number between three (3) and eleven (11) as the Directors may determine from time to time and subject to the provisions of the Corporations Act. In the absence of any such determination, the number of Directors will be nine (9).

12.2 Board of Directors

The board of Directors shall comprise:

- (a) the President
- (b) the Vice-President;
- (c) the Censor-in-Chief; and
- (d) such other persons elected to the office of Director, provided that the total number of Directors does not exceed the number determined in accordance with clause 12.1.

12.3 Election and appointment of Directors

- (a) Subject to clause 12.3(b), the Directors shall be elected by the Council from among the Fellows.
- (b) The Censor-in-Chief shall be appointed in accordance with the By-Laws.

12.4 Qualification of Directors

- (a) To be eligible for the office of Director a person must:
 - (i) be a Fellow of the College;
 - (ii) consent in writing to act as a Director; and
 - (iii) have such qualifications as determined by the Council from time to time.

- (b) The College must ensure that a majority of the Directors are persons who, because of their tenure of some public office or other position or activity in the community, have a degree of responsibility to the public.

12.5 Terms and re-election of Directors

- (a) A Director other than the President, Vice-President and Censor-in-Chief, is elected for a term of three (3) years.
- (b) A Director may seek re-election as a Director, provided their total continuous period of service to the College as a Director (including any term served as President or Vice-President) shall not exceed a period of nine (9) consecutive years. Thereafter that Director may be re-elected after one (1) year.

12.6 President and Vice-President

- (a) The President is elected for a term of two (2) years and is not eligible to seek re-election to the office of President.
- (b) The Vice-President is elected for a term of two (2) years, and is eligible for re-election for up to two (2) additional consecutive terms.

12.7 Censor-in-Chief

- (a) The Censor-in-Chief is not elected under clause 12.5 but is appointed on such term as set out in the By-Laws.
- (b) The Censor-in-Chief is eligible for reappointment subject to the By-Laws.

12.8 Retirement and removal of a Director

- (a) At each Annual General Meeting, any Director who has served their term of office must retire from that office, but subject to clauses 12.5, 12.6 and 12.7, is eligible for reappointment.
- (b) The Council may by ordinary resolution remove any Director other than the Censor-in-Chief before the expiration of that Director's period of office, and may by an ordinary resolution appoint another person in the place of that Director.

12.9 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the Council meeting at which that Director retires or is removed.

12.10 Casual vacancy

- (a) The Directors may at any time appoint a person who is qualified to be a Director under clause 12.4 to fill a casual vacancy for any position other than Censor-in-Chief provided the total number of Directors does not exceed the maximum number determined in accordance with clause 12.1.
- (b) A Director appointed under this clause holds office until the conclusion of the next Annual General Meeting, but subject to this Constitution or the By-Laws, is eligible for election at that meeting.

13 Remuneration and expenses of Directors

13.1 Remuneration of a Director

A Director must not be paid any remuneration for their services as a Director.

13.2 Expenses of a Director

- (a) A Director is entitled to be reimbursed out of the funds of the College for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Directors' Committee or when otherwise engaged on the business of the College.
- (b) Any payment to a Director must be approved by the Directors.

14 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) ceases to be eligible to be a Director under clause 12.4;
- (b) resigns from the office by notice in writing to the College;
- (c) is not present at three successive meetings of the Directors without leave of absence from the Directors;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, and is accordingly under a legal disability;
- (e) becomes insolvent or bankrupt, compounds with his creditors, or assigns his estate for the benefit of his creditors;
- (f) becomes prohibited for being a Director by reason of any order of any court of competent jurisdiction; or
- (g) dies.

15 Powers and duties of Directors

15.1 Directors to manage the College

The Directors are to manage the business of the College and may exercise all the powers of the College that are not, by the Corporations Act or by this Constitution, required to be exercised by the Council or the College in General Meeting.

15.2 Specific powers of Directors

Without limiting the generality of clause 15.1, and subject to any trusts relating to the assets of the College, the Directors may exercise all the powers of the College to:

- (a) borrow or raise money;
- (b) charge any property or business of the College;
- (c) give any security for a debt, liability or obligation of the College or of any other person;

- (d) adopt rules, regulations or terms of reference, from time to time, which are binding on the Fellows for the management and conduct of the business of the College (**By-Laws**), including in relation to the following:
 - (i) procedural matters;
 - (ii) rights and privileges to be granted to Fellows; and
 - (iii) the membership and proceedings of committees of the College.

16 Appointment of attorney

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the College for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the conditions that they think fit.
- (b) A power of attorney granted under this clause 16 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

17 Proceedings of Directors

17.1 Meetings of Directors

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

17.2 Quorum for Directors' meeting

- (a) At a meeting of Directors, the number of Directors whose presence in person or by participation through technology is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is a majority of Directors holding office.

- (b) If their number is reduced below the minimum fixed by clause 12.1, the Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a General Meeting.

17.3 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote, and that decision is for all purposes a decision of the Directors.

17.4 Alternate Director and voting

- (a) A person who is present at a meeting of Directors as an Alternate Director:
 - (i) is entitled to participate and vote in the appointor's place if the appointor would have been entitled to vote and does not participate in that meeting; and
 - (ii) has one vote for each person for whom they have been appointed as Alternate Director.
- (b) If that person is also a Director, then that person also has one vote as a Director in that capacity.

17.5 Chairman at meeting of Directors

At any meeting of Directors, the President shall be chairman, however if the President is not present within ten minutes after the time appointed for the holding of the meeting, or is unable or unwilling to act, then:

- (a) the Vice-President shall be chairman of the meeting; or
- (b) if the Vice-President is not present or is unable or unwilling to act, the Directors present shall elect one of their number to be chairman of that meeting.

17.6 No casting vote for chairman at meetings of Directors

In the event of an equality of votes cast for and against a question, the chairman of a meeting of Directors does not have a second or casting vote, and consequently the question is decided in the negative.

18 Alternate Director

18.1 Appointment

- (a) Subject to the Corporations Act, a Director may appoint a person, with the approval of the Directors, to be an Alternate Director in the Director's place during such period as the Director thinks fit.
- (b) Subject to the Corporations Act, an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment, and delivered to the College.

18.2 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

18.3 Notice

An Alternate Director is entitled to notice of all meetings of the Directors.

18.4 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the College and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

18.5 Alternate Director and remuneration

An Alternate Director is not entitled to receive from the College any remuneration or benefit.

18.6 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period, if any, of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

18.7 Termination in writing

The termination of an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who made the appointment and delivered to the College.

18.8 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

19 Committees

19.1 Directors' Committees

- (a) The Directors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to one or more committees comprised of such directors and other persons as they think fit (**Directors' Committee**).
- (b) A Directors' Committee must exercise its powers in accordance with the By-Laws or any directions of the Directors.
- (c) A power so exercised by a Directors' Committee is taken to have been exercised by the Directors.

19.2 Special interest groups

The Directors may from time to time establish special interest groups, comprised of such Fellows or other persons as allowed under the By-Laws, and governed in accordance with the By-Laws.

20 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

21 Validity of acts of Directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director are taken as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote.

22 Secretary

22.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

22.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

22.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers

and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Directors.

23 Execution of documents

Documents executed for and on behalf of the College must be executed by:

- (a) two Directors;
- (b) a Director and the Secretary; or
- (c) such other persons as the Directors by resolution appoint from time to time.

24 Accounts

- (a) The Directors must cause proper financial records to be kept and if required by a law, regulation or guideline applicable to the College or otherwise considered by the Directors to be appropriate, cause the accounts of the College to be audited accordingly.
- (b) Gifts and deductible contributions made to the College must be kept separate from any other funds of the College, and accounted for separately.
- (c) Receipts for gifts and deductible contributions to the College must state the name and ABN of the College, that the receipt is for a gift made to the College, any other matter required to be on the receipt by law, regulation or guideline applicable to the College or otherwise considered by the Directors to be appropriate,
- (d) The Directors must distribute to the Fellows copies of the annual financial reports of the College accompanied by a copy of the Auditor's report and Directors' report in accordance with the requirements of a relevant law, regulation or guideline.

25 Seals

25.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the College.

25.2 Use of common seal

If the College has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Directors' Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

26 Inspection of records

26.1 Inspection by Fellows

The Directors may determine at what times and places and under what conditions the accounting records of the College will be open to inspection by the Fellows (other than Directors), but subject to such restrictions, the accounting records are open to the inspection of Fellows and Directors.

27 Service of documents

27.1 Document includes notice

In this clause 27, a reference to a document includes a notice.

27.2 Methods of service

- (a) The College may give a document to a Fellow:
 - (i) personally;
 - (ii) by sending it by post to the address for the Fellow in the Register or an alternative address nominated by the Fellow; or
 - (iii) by sending it to an electronic address nominated by the Fellow.
- (b) A document sent by post:
 - (i) if sent to an address in Australia, may be sent by ordinary post and is taken to have been received on the day after the date of its posting; and
 - (ii) if sent to an address outside Australia, must be sent by airmail and is taken to have been received on the fifth day after the date of its posting.
- (c) If a document is sent by electronic transmission, delivery of the document is taken:
 - (i) to be effected by properly addressing and transmitting the electronic transmission; and
 - (ii) to have been delivered on the day following its transmission.

27.3 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Fellow by post or by electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

28 Indemnity and insurance

28.1 Indemnity

The College may indemnify any current or former Director, Secretary or executive officer of the College or of a Related Body Corporate of the College out of the property of the College against:

- (a) every liability incurred by the person in that capacity; and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (c) the College is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the College of the person against the liability or legal costs would, if given, be made void by statute.

28.2 Insurance

The College may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or executive officer of the College or of a Related Body Corporate of the College against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the College is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the College paid the premium, be made void by statute.

28.3 Contract

The College may enter into an agreement with a person referred to in clauses 28.1 and 28.2 with respect to the matters covered by these clauses. An agreement entered into pursuant to

this clause may include provisions relating to rights of access to the books of the College conferred by the Corporations Act or otherwise by law.

Schedule 1

Appointment of Proxy

**The Royal Australian and New Zealand College of Ophthalmologists
ACN 000 644 404**

I/We _____ [name]

of _____ [address]

being a Fellow/Fellows of the above named College hereby appoint

_____ [name]

of _____ [address]

or, in his or her absence _____ [name]

of _____ [address]

as my/our proxy to vote for me/us on my/our behalf at the meeting of the Fellows of the College to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

[To be inserted if desired] This form is to be used in favour of / against the resolution (Strike out whichever is not desired)

[Insert details of specific resolutions if desired]

SIGNED _____

NAME _____

DATED _____

This notice must be returned to The Royal Australian and New Zealand College of Ophthalmologists at [address] by [time] on [date] [insert specific details ensuring that the time is 48 hours before the time for the meeting]