



The Constitution of the Australian College of Chiropractic Paediatrics

Australian Company Number (ACN) 611 129 527

Australian Business Number (ABN) 35 611 129 527

A company limited by guarantee

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Table of Contents

The Constitution of the Australian College of Chiropractic Paediatrics	1
Table of Contents	2
Preliminary	6
1. <i>Name of the company</i>	6
2. <i>Type of company</i>	6
3. <i>Limited liability of members</i>	6
4. <i>The guarantee</i>	6
5. <i>Definitions</i>	6
Principle Purpose	6
6. <i>Objectives</i>	6
Charitable purposes and powers	7
7. <i>Charitable Objective</i>	7
8. <i>Powers</i>	7
9. <i>Not-for-Profit</i>	7
Amending the Constitution	7
10. <i>Amending</i>	7
Members	8
11. <i>Membership and register of members</i>	8
Who can be a member	8
12. <i>Eligibility</i>	8
13. <i>Membership types</i>	9
How to apply to become a member	9
14. <i>Application</i>	9
15. <i>Approval</i>	9
16. <i>When a person becomes a member</i>	10
17. <i>Post Nominals</i>	10
18. <i>When a person stops being a member</i>	10
Dispute resolution and disciplinary procedures	10
19. <i>Dispute resolution</i>	10
20. <i>Disciplining members</i>	11
General meetings of members	12
21. <i>General meetings called by directors</i>	12
22. <i>General meetings called by members</i>	13
23. <i>Annual general meeting</i>	13
24. <i>Notice of general meetings</i>	14
25. <i>Quorum at general meetings</i>	15

26.	<i>Auditor's right to attend meetings</i>	15
Using technology to hold meetings		15
27.	<i>Technology Requirements</i>	15
Chairperson for general meetings		15
28.	<i>Chairperson</i>	15
29.	<i>Role of the chairperson</i>	16
30.	<i>Adjournment of meetings</i>	16
31.	<i>Members' resolutions and statements</i>	16
32.	<i>Company must give notice of proposed resolution or distribute statement</i>	16
33.	<i>Circular resolutions of members</i>	17
Voting at general meetings		18
34.	<i>How many votes a member has</i>	18
35.	<i>Challenge to member's right to vote</i>	18
36.	<i>How voting is carried out</i>	18
37.	<i>Manner of determining whether resolution carried</i>	18
38.	<i>When and how a vote in writing must be held</i>	18
39.	<i>Appointment of proxy</i>	19
40.	<i>Voting by proxy</i>	20
Directors		20
41.	<i>Number of directors</i>	20
42.	<i>Election and appointment of directors</i>	20
43.	<i>Election of chairperson</i>	21
44.	<i>Office holders</i>	21
45.	<i>Term of office</i>	21
46.	<i>When a director stops being a director</i>	21
47.	<i>Powers of directors</i>	22
48.	<i>Delegation of directors' powers</i>	22
49.	<i>Payments to directors</i>	22
50.	<i>Execution of documents</i>	23
51.	<i>Duties of directors</i>	23
Regional Representatives		23
52.	<i>Regional Representatives</i>	23
Election of Directors and Regional Representatives		23
53.	<i>Nominations</i>	24
Conflicts of interest		24
54.	<i>Disclosure</i>	24
Directors' meetings		25
55.	<i>When the directors meet</i>	25
56.	<i>Calling directors' meetings</i>	25

57.	<i>Chairperson for directors' meetings</i>	25
58.	<i>Quorum at directors' meetings</i>	25
59.	<i>Using technology to hold directors' meetings</i>	25
60.	<i>Passing directors' resolutions</i>	26
61.	<i>Circular resolutions of directors</i>	26
62.	<i>Removal of a Director</i>	26
Secretary		26
63.	<i>Appointment and role of secretary</i>	26
Minutes and records		27
64.	<i>Minutes and records</i>	27
Treasurer		27
65.	<i>Appointment and role of the Treasurer</i>	27
66.	<i>Financial and related records</i>	28
Research Committee		28
67.	<i>Committee Structure</i>	28
68.	<i>Role of the Research Committee</i>	28
69.	<i>Research Committee Chairperson</i>	29
70.	<i>Appointment of Members of the Research Committee</i>	29
71.	<i>Meetings of the Research Committee</i>	29
72.	<i>Notice of Research Committee Meetings</i>	29
73.	<i>Minutes of Research Committee Meetings</i>	29
Allocation of Funds (Gift Fund)		30
74.	<i>Gift fund (Research Fund) Account</i>	30
75.	<i>Gift fund Project Accounts</i>	30
76.	<i>Submission for Funding</i>	30
Research Funds		31
77.	<i>Receipt of Funds</i>	31
78.	<i>Access to Research Fund or its subsidiary accounts funding</i>	31
79.	<i>Raising funds</i>	31
80.	<i>Fees</i>	31
81.	<i>Project funding</i>	31
Maintaining Deductible Gift Recipient (DGR) Endorsement		Error! Bookmark not defined.
82.	<i>Principle Purpose Statement:</i>	32
83.	<i>Not-for-profit:</i>	32
84.	<i>Non-profit clause</i>	32
85.	<i>Dissolution clause</i>	32
86.	<i>Self- Review/Audit</i>	32
87.	<i>Notification</i>	32
Administering Deductible Gifts		33

88.	<i>Gifts</i>	33
89.	<i>Acceptable Gift Types</i>	33
90.	<i>Receipts</i>	33
91.	<i>Maintaining a Record of the Donation</i>	33
92.	<i>Winding Up of Research Fund</i>	33
By-laws		33
93.	<i>By-laws</i>	33
Notice		34
94.	<i>What is notice</i>	34
95.	<i>Notice to the company</i>	34
96.	<i>Notice to members</i>	34
97.	<i>When notice is taken to be given</i>	34
Financial year		35
98.	<i>Company's financial year</i>	35
Indemnity, insurance and access		35
99.	<i>Indemnity</i>	35
100.	<i>Insurance</i>	35
101.	<i>Directors' access to documents</i>	35
102.	<i>Logo Use</i>	36
103.	<i>Winding up</i>	36
104.	<i>Distribution of surplus assets</i>	36
Definitions and interpretation		36
105.	<i>Definitions</i>	36
106.	<i>Reading this constitution with the Corporations Act</i>	37
107.	<i>Interpretation</i>	37
APPENDIX 1		39
	<i>APPLICATION FOR MEMBERSHIP</i>	39
APPENDIX 2		39
APPENDIX 3		42
	<i>FORM OF APPOINTMENT OF PROXY</i>	42
APPENDIX 4		43
	<i>Current Schedule of Fees</i>	43
APPENDIX 5		44
	<i>Accredited Courses and Awards</i>	44
Appendix 6		45
	<i>Nomination of Office Holder</i>	45

Preliminary

1. Name of the company

The name of the company is Australian College of Chiropractic Paediatrics Ltd (the company).

2. Type of company

The company is a not-for-profit public company limited by guarantee.¹

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

4.1. Each member must contribute an amount not more than \$100 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the company incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 105 and 107.

Principle Purpose

6. Objectives

The objectives for which the Australian College of Chiropractic Paediatrics is established are:

- (a) to promote and encourage the practice of chiropractic paediatrics within Australia
- (b) to promote and encourage education and training in chiropractic paediatrics
- (c) to increase the knowledge of the public and the chiropractic profession in relation to chiropractic paediatrics
- (d) to promote the public utilization and knowledge of chiropractic paediatrics in the interests of public health
- (e) to maintain a register of chiropractors who are members of the company
- (f) to regulate the relations between members and between members and the chiropractic profession and the community
- (g) to regulate the conduct of members with a view to the encouragement and maintenance of high standards of study, professional conduct and ethics

¹ Amended AGM 20/11/2021

- (h) to associate or affiliate with or to any association or institution incorporated or not incorporated with objects similar in whole or in part to those of the company
- (i) to promote and assist in securing legislation in the interests of the members
- (j) to promote research in chiropractic care of children and infants
- (k) Endorsed registration for appropriately paediatric-trained chiropractors

Charitable purposes and powers

7. Charitable Objective²

8. Powers

- 8.1. Subject to clause 9, the company has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:³
- (a) the powers of an individual, and
 - (b) all the powers of a company limited by guarantee under the Corporations Act.

9. Not-for-Profit

- 9.1. The assets and income of the company shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the company except as bona fide compensation for services rendered or expenses incurred on behalf of the company, except as provided in clause 9.2.
- 9.2. Clause 9.1 does not stop the company from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company, or
 - (b) making a payment to a member in carrying out the company's purpose(s).⁴
- 9.3. In the event of the company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another company or institution with similar purposes which is not carried on for the profit or gain of its individual members.

Amending the Constitution

10. Amending

² Amended AGM 20/11/2021

³ Amended AGM 20/11/2021

⁴ Amended AGM 20/11/2021

10.1. The members may amend this constitution by passing a special resolution.⁵

Members

11. Membership and register of members

11.1. The members of the company are:

- (a) Full members
- (b) Associate members
- (c) Student members
- (d) Honorary members, and
- (e) any other person that the directors allow to be a member, in accordance with this constitution.

11.2. The company must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices
 - iv. date the member was entered on to the register, and
 - v. details of clinic
- (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and.
 - iv. dates the membership started and ended.

11.3. The company must give current members access to the register of members.

11.4. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

Who can be a member

12. Eligibility

12.1. A person who supports the purposes of the company is eligible to apply to be a member of the company under clause 13.

12.2. In this clause, 'person' means an individual or incorporated body.

⁵ Amended AGM 20/11/2021

13. Membership types

- 13.1. **Full membership** can be applied for by any qualified chiropractor who is of good character, and has completed and provided evidence of one of the qualifications listed in Appendix 5.
- 13.2. **Associate membership** may be granted to any qualified chiropractor who is not eligible for full membership. Associate members shall be entitled to all the rights and privileges of a Full member save that they shall not be entitled;
 - (a) to become a Director,
 - (b) to vote at any meeting of the company, and
 - (c) access to Full Member only activities as deemed by the Directors.
- 13.3. **Student membership** is available to any student currently enrolled in a recognised Chiropractic course on which completion would satisfy Associate Member requirements. Student members shall be entitled to all the rights and privileges of a Full member save that he shall not be entitled;
 - (a) To become a Director, and
 - (b) to vote at any meeting of the company, and
 - (c) access to Full Member only activities as deemed by the Directors.
- 13.4. **Honorary membership** may be granted by the company by election to any person who has rendered exceptional service to the field of chiropractic paediatrics. An Honorary member shall be entitled to all the rights and privileges of a Full member save that he shall not be entitled;
 - (a) to become a Director, and
 - (b) to vote at any meeting of the company.

How to apply to become a member

14. Application

- 14.1. A person (as defined in clause 12.2) may apply to become a member of the company by writing to the secretary stating that they:
 - (a) desire to become a member
 - (b) support the purpose(s) of the company, and
 - (c) agree to comply with the company's constitution, including paying the guarantee under clause 4 if required.

15. Approval

- 15.1. Directors decide whether to approve membership
 - (a) The directors must consider an application for membership within a reasonable time after the secretary receives the application.
 - (b) If the directors approve an application, the secretary must as soon as possible:

- i. enter the new member on the register of members, and
 - ii. write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 16).
- 15.2. If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 15.3. For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clause 14. In that case, by applying to be a member, the applicant agrees to those three matters.

16. When a person becomes a member

Other than initial members, an applicant will become a member when they are entered on the register of members.

17. Post Nominals

- 17.1. A chiropractor whose chiropractic paediatric qualification is listed under Appendix 5 “Diplomate” may apply to use the post nominal “Diplomate of the Australian College of Chiropractic Paediatrics” and use the abbreviation “DACCP”.
- 17.2. A chiropractor whose chiropractic paediatric qualification is listed under Appendix 5 “Fellow” may apply to use the post nominal “Fellow of the Australian College of Chiropractic Paediatrics” and use the abbreviation “FACCP”.
- 17.3. Graduates of Master level programs listed in Appendix 5 may apply to use the post nominal “Fellow of the Australian College of Chiropractic Paediatrics” and use the abbreviation “FACCP” upon submission of publication(s) and/or outstanding contribution to the field of chiropractic paediatrics as approved by the Directors.

18. When a person stops being a member

- 18.1. A person immediately stops being a member if they:
 - (a) die
 - (b) are deregistered by any Chiropractic registration body
 - (c) resign, by writing to the secretary giving one month’s notice in writing to the Secretary of his or her intention to resign
 - (d) are expelled under clause 20.1, or
 - (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

19. Dispute resolution

- 19.1. The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
 - (a) one or more members

- (b) one or more directors, or
 - (c) the company.
- 19.2. A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 19 until the disciplinary procedure is completed.
- 19.3. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 19.4. If those involved in the dispute do not resolve it under clause 19.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 19.5. The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the company has its registered office.
- 19.6. A mediator chosen by the directors under clause 19.5(b):
- (a) may be a member or former member of the company
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 19.7. When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

20. Disciplining members

- 20.1. In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the company if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the company or another member.
- 20.2. At least 14 days before the directors' meeting at which a resolution under clause 20.1 will be considered, the secretary must notify the member in writing:

- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 20.3. Before the directors pass any resolution under clause 20.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 20.4. After considering any explanation under clause 20.2(e), the directors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a general meeting.
- 20.5. The directors cannot fine a member.
- 20.6. The secretary must give written notice to the member of the decision under clause 20.3(b) as soon as possible.
- 20.7. Disciplinary procedures must be completed as soon as reasonably practical.
- 20.8. There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

21. General meetings called by directors

- 21.1. The directors may call a general meeting.
- 21.2. If members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a general meeting, and
 - (b) hold the general meeting within 2 months of the members' request.
- 21.3. The percentage of votes that members have (in clause 21.2) is to be worked out as at midnight before the members request the meeting.

- 21.4. The members who make the request for a general meeting must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the company.
- 21.5. Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

22. General meetings called by members

- 22.1. If the directors do not call the meeting within 21 days of being requested under clause 21.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 22.2. To call and hold a meeting under clause 22.1 the members must:
- (a) as far as possible, follow the procedures for general meetings set out in this constitution
 - (b) call the meeting using the list of members on the company's member register, which the company must provide to the members making the request at no cost, and
 - (c) hold the general meeting within three months after the request was given to the company.
- 22.3. The company must pay the members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

23. Annual general meeting

- 23.1. A general meeting, called the annual general meeting, must be held:
- (a) within 18 months after registration of the company, and
 - (b) after the first annual general meeting, at least once in every calendar year.
- 23.2. Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) A review of previous general meeting minutes
 - (b) a review of the company's activities
 - (c) a review of the company's finances
 - (d) any auditor's report
 - (e) the election of directors, and
 - (f) the appointment and payment of auditors, if any.
- 23.3. Before or at the annual general meeting, the directors must give information to the members on the company's activities and finances during the period since the last annual general meeting.

- 23.4. The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

24. Notice of general meetings

- 24.1. Notice of a general meeting must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 24.2. Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 24.3. Subject to clause 24.3(b), notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
 - (b) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 24.4. Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 24.5. Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy must be a member of the company
 - ii. the proxy form must be delivered to the company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the company at least 48 hours before the meeting.
 - (e) If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

25. Quorum at general meetings

- 25.1. For a general meeting to be held, 30% of membership with a minimum of 8 members including those represented by proxy must be present for voting purposes. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 25.2. No business may be conducted at a general meeting if a quorum is not present.
- 25.3. If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 25.4. If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

26. Auditor's right to attend meetings

- 26.1. The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 26.2. The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.

Using technology to hold meetings

27. Technology Requirements

- 27.1. The company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 27.2. Anyone using this technology is taken to be present in person at the meeting.

Chairperson for general meetings

28. Chairperson

- 28.1. The elected chairperson is entitled to chair general meetings.
- 28.2. The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:
 - (a) there is no elected chairperson, or

- (b) the elected chairperson is not present within 30 minutes after the starting time set for the meeting, or
- (c) the elected chairperson is present but says they do not wish to act as chairperson of the meeting.

29. Role of the chairperson

- 29.1. The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 29.2. The chairperson has a casting vote in the event of a drawn vote.

30. Adjournment of meetings

- 30.1. If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.
- 30.2. Only unfinished business may be dealt with at a meeting resumed after an adjournment.

31. Members' resolutions and statements

- 31.1. Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the company of a resolution they propose to move at a general meeting (members' resolution), and/or
 - (b) a written request to the company that the company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
- 31.2. A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 31.3. A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 31.4. Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 31.5. The percentage of votes that members have (as described in clause 31.1) is to be worked out as at midnight before the request or notice is given to the company.
- 31.6. If the company has been given notice of a members' resolution under clause 31.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- 31.7. This clause does not limit any other right that a member has to propose a resolution at a general meeting.

32. Company must give notice of proposed resolution or distribute statement

- 32.1. If the company has been given a notice or request under clause 31:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the company's cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the company will pay these expenses.
- 32.2. The company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 32.1(b) applies, and the members who proposed the resolution or made the request have not paid the company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

33. Circular resolutions of members

- 33.1. Subject to clause 33.3, the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 33.2. The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 33.3. Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a special resolution, or
 - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 33.4. A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 33.5.
- 33.5. Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 33.6. The company may send a circular resolution by email or electronic message on a similar program to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

34. How many votes a member has

Each member has one vote.

35. Challenge to member's right to vote

- 35.1. A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 35.2. If a challenge is made under clause 35.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

36. How voting is carried out

- 36.1. Voting must be conducted and decided by:
 - (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 36.2. Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 36.3. On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 36.4. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 36.5. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the company have been paid.
- 36.6. The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

37. Manner of determining whether resolution carried

- 37.1. If a question arising at a general meeting of the company is determined on a show of hands –
 - (a) a declaration by the Chairperson that a resolution has been-
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
 - (b) an entry to that effect in the minute book of the company -
 - i. is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

38. When and how a vote in writing must be held

- 38.1. A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five members present
 - (b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 38.2. A vote in writing must be taken when and how the chairperson directs, unless clause 38.3 applies.
- 38.3. A vote in writing must be held immediately if it is demanded under clause 38.1:
- (a) for the election of a chairperson under clause 28.2, or
 - (b) to decide whether to adjourn the meeting.
- 38.4. A demand for a vote in writing may be withdrawn.

39. Appointment of proxy

- 39.1. A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 39.2. A proxy must be a full member.
- 39.3. A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 38.1.
- 39.4. An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the company's name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 39.5. A proxy appointment may be standing (ongoing).
- 39.6. Proxy forms must be received by the company at the address stated in the notice or at the company's registered address at least 24 hours before a meeting.
- 39.7. A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 39.8. Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.

39.9. A proxy appointment may specify the way the proxy must vote on a particular resolution.

40. Voting by proxy

- 40.1. A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 40.2. When a vote in writing is held, a proxy:
- i. does not need to vote, unless the proxy appointment specifies the way they must vote
 - ii. if the way they must vote is specified on the proxy form, must vote that way, and
 - iii. if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

41. Number of directors

The company must have eight (8) directors.

42. Election and appointment of directors

- 42.1. The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the company.
- 42.2. Apart from the initial directors and directors appointed under clause 42.5, the members may elect a director by a resolution passed in a general meeting.
- 42.3. Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 42.4. A person is eligible for election as a director of the company if they:
- (a) are a full member of the company
 - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting),
 - (c) give the company their signed consent to act as a director of the company, and
 - (d) are not ineligible to be a director under the Corporations Act.⁶
- 42.5. The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a member of the company
 - (b) gives the company their signed consent to act as a director of the company, and
 - (c) is not ineligible to be a director under the Corporations Act.⁷

⁶ Amended AGM 20/11/2021

- 42.6. If the number of directors is reduced to fewer than eight or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to eight (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

43. Election of chairperson

The directors must elect a director as the company's elected chairperson.

44. Office holders

- 44.1. Two directors will fill positions of office, as President and Vice-President.⁸
- (a) Directors need to have been on the board for the preceding year to be able to fill position of office as President or Vice President.⁹
- 44.2. Four directors will be appointed as "Regional Representatives", one each for QLD, NSW/ACT, VIC/SA/TAS, WA/NT. Directors acting as regional representatives must be practising within that region.

45. Term of office

- 45.1. At each annual general meeting:
- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
- (b) at least one-third of the remaining directors must retire.
- 45.2. The directors who must retire at each annual general meeting under clause 45.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 45.3. Other than a director appointed under clause 42.5, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 45.4. Each director must retire at least once every three years.
- 45.5. A director who retires under clause 45.1 may nominate for election or re-election, subject to clause 42.4.
- 45.6. A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution

46. When a director stops being a director

- 46.1. A director stops being a director if they:
- (a) give written notice of resignation as a director to the company
- (b) die

⁷ Amended AGM 20/11/2021

⁸ Amended AGM 23/5/2018

⁹ Amended AGM 20/11/2021

- (c) are removed as a director by a resolution of the members
- (d) stop being a member of the company
- (e) are a representative of a member, and that member stops being a member
- (f) are a representative of a member, and the member notifies the company that the representative is no longer a representative
- (g) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (h) become ineligible to be a director of the company under the Corporations Act.¹⁰

47. Powers of directors

- 47.1. The directors are responsible for managing and directing the activities of the company to achieve the purpose(s) set out in clause 6.¹¹
- 47.2. The directors may use all the powers of the company except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 47.3. The directors must decide on the responsible financial management of the company including:
- (a) any suitable written delegations of power under clause 48, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 47.4. The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

48. Delegation of directors' powers

- 48.1. The directors may delegate any of their powers and functions to a committee, a director, an employee of the company (such as a chief executive officer) or any other person, as they consider appropriate.
- 48.2. The delegation must be recorded in the company's minute book.

49. Payments to directors

- 49.1. The company must not pay fees to a director for acting as a director.
- 49.2. The company may:
- (a) pay a director for work they do for the company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the company.
- 49.3. Any payment made under clause 49.2 must be approved by the directors.
- 49.4. The company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

¹⁰ Amended AGM 20/11/2021

¹¹ Amended AGM 20/11/2021

50. Execution of documents

- 50.1. The company may execute a document without using a common seal if the document is signed by:
- (a) two directors of the company, or
 - (b) a director and the secretary.

51. Duties of directors

- 51.1. The directors must comply with their duties as directors under legislation and common law (judge-made law):¹²
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company
 - (b) to act in good faith in the best interests of the company and to further the purpose(s) of the company set out in clause 6¹³
 - (c) not to misuse their position as a director
 - (d) not to misuse information they gain in their role as a director
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 54
 - (f) to ensure that the financial affairs of the company are managed responsibly, and
 - (g) not to allow the company to operate while it is insolvent.

Regional Representatives

52. Regional Representatives

- 52.1. Subject to this Constitution, each Regional Representative shall hold office until the end of annual general meeting next after the date of election but is eligible for re-election.
- 52.2. In the event of a casual vacancy occurring in the office of a Regional Representative, the directors may appoint a member of the company to fill the vacancy and the member appointed shall hold office, subject to these Rules of this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 52.3. Regional Representatives represent one of the four following regions: QLD, NSW/ACT, VIC/SA/TAS, WA/NT. Regional representatives must be practicing within that region to be eligible for this position.

Election of Directors and Regional Representatives

¹² Amended AGM 20/11/2021

¹³ Amended AGM 20/11/2021

53. Nominations

- 53.1. Nominations of candidates for election of directors of the company must be-
- (a) made in writing, signed by two members of the company and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination listed in Appendix 6); and
 - (b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- 53.2. A candidate may only be nominated for one office position, or as a Regional Representative, prior to the annual general meeting.
- 53.3. If insufficient nominations are received to fill all director vacancies, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 53.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 53.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 53.6. The ballot for the election of office holders and Regional Representatives must be conducted at the annual general meeting in such manner as the directors may direct.

Conflicts of interest

54. Disclosure

- 54.1. A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 54.2. The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 54.3. Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 54.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 54.4. A director may still be present and vote if:
- (a) their interest arises because they are a member of the company, and the other members have the same interest

- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company (see clause 100)
- (c) their interest relates to a payment by the company under clause 99 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the company, and
 - ii. says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

55. When the directors meet

The directors must meet at least 3 times in each year at such place and such times as the directors may determine.

56. Calling directors' meetings

- 56.1. A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 56.2. A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

57. Chairperson for directors' meetings

- 57.1. The elected chairperson is entitled to chair directors' meetings.
- 57.2. The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the elected chairperson is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

58. Quorum at directors' meetings

- 58.1. Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 58.2. A quorum must be present for the whole directors' meeting.

59. Using technology to hold directors' meetings

- 59.1. The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 59.2. The directors' agreement may be a standing (ongoing) one.

- 59.3. A director may only withdraw their consent within a reasonable period before the meeting.

60. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

61. Circular resolutions of directors

- 61.1. The directors may pass a circular resolution without a directors' meeting being held.
- 61.2. A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 61.3 or clause 61.4.
- 61.3. Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 61.4. The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 61.5. A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 61.3 or clause 61.4.

62. Removal of a Director

- 62.1. The company in general meeting may, by resolution, remove any Director of the company before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 62.2. A member who is the subject of a proposed resolution referred to in sub-rule 33.1 may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the members of the company.
- 62.3. The Secretary or the President may give a copy of the representations to each member of the company or, if they are not so given, the member may require that they be read out at the meeting.

Secretary

63. Appointment and role of secretary

- 63.1. The company must have at least one secretary, who may also be a director.

- 63.2. A secretary must be appointed by the directors (after giving the company their signed consent to act as secretary of the company) and may be removed by the directors.
- 63.3. The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 63.4. The role of the secretary includes:
 - (a) maintaining a register of the company's members, and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

64. Minutes and records

- 64.1. The company must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of general meetings
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each general meeting, and
 - (d) a copy of a members' statement distributed to members under clause 32.1.
- 64.2. The company must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 64.3. To allow members to inspect the company's records:
 - (a) the company must give a member access to the records set out in clause 64.1, and
 - (b) the directors may authorise a member to inspect other records of the company, including records referred to in clause 64.2 and clause 66.1.
- 64.4. The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 64.5. The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

Treasurer

65. Appointment and role of the Treasurer

- 65.1. The company must have at least one treasurer, who may also be a director.
- 65.2. A treasurer must be appointed by the directors (after giving the company their signed consent to act as treasurer of the company) and may be removed by the directors.

- 65.3. The directors must decide the terms and conditions under which the treasurer is appointed, including any remuneration.
- 65.4. The Treasurer must-
- (a) collect and receive all moneys due to the company and make all payments authorised by the company; and
 - (b) keep correct accounts and books showing the financial affairs of the company with full details of all receipts and expenditure connected with the activities of the company.
- 65.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two directors.
- 65.6. The funds of the company shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Directors determine.

66. Financial and related records

- 66.1. The company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 66.2. The company must also keep written records that correctly record its operations.
- 66.3. The company must retain its records for at least 7 years.
- 66.4. The directors must take reasonable steps to ensure that the company's records are kept safe.

Research Committee

67. Committee Structure

- 67.1. The Research Committee shall consist of no fewer than 3 Full Members and no more than 6 Full members of the company.
- 67.2. The Research Committee shall be chaired by a Director elected by majority vote of the Directors.

68. Role of the Research Committee

- 68.1. The Research Committee shall establish and annually update research objectives which may be funded either wholly or partially, by the Fund.
- 68.2. Research objectives will be determined as a result of member surveys, submissions and Research Committee deliberations.
- 68.3. Research objectives, once established by the Research Committee, will be submitted to the Directors for approval. Once approved by the Directors research funding applications may be considered by the Research Committee.

- 68.4. The allocation of Research Funds shall be decided by a majority vote of the Research Committee only to submissions which meet the research objectives as approved by the Directors.
- 68.5. At the discretion of the Research Committee, members, non-members or persons not affiliated with the company may be temporarily appointed to the Research Committee.

69. Research Committee Chairperson

- 69.1. Nominations and election of the Chair of the Research Committee shall occur at the first Directors Meeting after the Annual General Meeting.
- 69.2. The Chair of the Research Committee shall stay in office from appointment until the first meeting of the Directors after the next Annual General Meeting except in situation 69.3.
- 69.3. The Directors at any time can remove the Chair of the Research Committee by majority vote.
- 69.4. Appointment of a replacement Chairperson shall be done by the Directors as per point 69.1.

70. Appointment of Members of the Research Committee

Members of the Research Committee will be appointed by the Directors.

71. Meetings of the Research Committee

- 71.1. At least three members of the Research Committee must be present to form a quorum.
- 71.2. In the absence of the Chair of the Research Committee from meetings, a stand-in appointment shall be nominated by the Chair of the Research Committee.
- 71.3. Upon submission of a research proposal, the Research Committee shall endeavour to meet within a reasonable timeframe to discuss the proposal.
- 71.4. The results of the Research Committee meetings shall be presented to the Directors at the earliest subsequent Directors meeting.

72. Notice of Research Committee Meetings

- 72.1. Written notice of each committee meeting must be given to each member of the Research Committee at least 7 days before the date of the meeting.
- 72.2. Written notice must be given to members of the Research Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

73. Minutes of Research Committee Meetings

- 73.1. Minutes of the Research Committee meetings must be kept and provided to the Secretary, together with a record of persons present at the Research Committee meetings.
- 73.2. The Secretary must keep minutes of the resolutions and proceedings of each Research Committee meeting, together with a record of the names of persons present at committee meetings.

Allocation of Funds (Gift Fund)

74. Gift fund (Research Fund) Account

- 74.1. The “Gift Fund” of the Research branch shall be designated “Research Fund”.
- 74.2. Donations to the Research Fund shall only be accessed, or used, in accordance with directions set out in this document.

75. Gift fund Project Accounts

- 75.1. Subsidiary accounts to the Research Fund account shall be used for fundraising for individual research projects, for the purposes of this Constitution referred to as “Project(s)”.
- 75.2. Individual Projects, as allocated by the Research Committee, will be assigned a research account that will be numbered.
- 75.3. Donations to the Project accounts will only be accessed, or used, in relation to the associated research project, and will not be used for any other purpose or research project.
- 75.4. If insufficient funds are raised for a particular project, winding up of those funds will occur in accordance to point 81.3.

76. Submission for Funding

- 76.1. All projects shall require submission of a Proposal/Project Protocol to the Research Committee prior to allocation of funding for that project.
- 76.2. All proposals submitted for consideration will be submitted using forms provided by the Research Committee.
- 76.3. All Proposals/Project Protocols must include an estimation of expense, timeline of expected expenses and indicate additional sources of funding where relevant.
- 76.4. Upon successful application to funding, funds shall be made available to the Principal Investigator in accordance to a financial timeline plotted within the proposal/Project Protocol.
- 76.5. Unsuccessful applications for funding will be returned to the Principal investigator of the Proposal/Project Protocol with comment regarding reasons for declined funding.

Research Funds

77. Receipt of Funds

Funds shall be accepted into the Research Fund account, or any of its subsidiary accounts via cash, money transfer, cheque, or credit deposits.

78. Access to Research Fund or its subsidiary accounts funding

- 78.1. Access to Research Fund funds will only be available with direct permission of the Research Committee.
- 78.2. Funds shall only be accessed upon successful completion of a Proposal/Project Protocol to the Research Committee
- 78.3. There shall be no fewer than two authorising signatories involved in transactions of the Research Fund or its subsidiary accounts
- 78.4. No monies shall be removed from the Research Fund or its subsidiary accounts for any reason with the exception of those listed in 78.1 and 78.2.

79. Raising funds

- 79.1. All peoples are invited and are permitted to partake in fund raising activities for the Research Fund or individual projects but any advertising incorporating the use of the company logo must be submitted to the directors for approval prior to use.
- 79.2. Any business, association, or otherwise donators to a project will have their details listed in “Financial Disclosures” of any published material resulting from funding raised.
- 79.3. Major individual donators to a project will be acknowledged in the “Acknowledgements” of any published material resulting from funding raised at their discretion.
- 79.4. Individual donors contributing greater than 25% to a project will be considered a “major contributor”.
- 79.5. At the time of donation, all donors will be made aware that, should the raising of funds for a specific project be unsuccessful within the pre-established timeline, the funds will be transferred to another similar project, at the discretion of the Research Committee.
- 79.6. The Research Committee will determine the timeline on a per project basis
- 79.7. The Research Committee may extend the timeline of a Project on a per project basis.

80. Fees

- 80.1. All credit-card based donations will incur a vendor fee that will either be:
 - (a) Deducted from the total of the donation, or
 - (b) Will be added as a surcharge to the donation at the discretion of the donator.

81. Project funding

- 81.1. In the event of aProject fund total being reached the fund will be closed to further donations.
- 81.2. In the event of excess funds being allocated, those funds will be redirected to the Research Fund account, or to a similar Project at the discretion of the Research Committee.
- 81.3. In the event of aProject fund total not being reached,
 - (a) the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to the gift fund account (Research Fund), or
 - (b) the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another project of similar nature at the discretion of the Research Committee, or
 - (c) the Directors may elect to allocate the necessary funds from the Research Fund to the Project fund.

82. Principle Purpose Statement:

- 82.1. The purpose of the Research Fund is to generate funding and support research in the field of Chiropractic Paediatrics.
- 82.2. The purpose of the Project Funds is to generate funding for research in the field of Chiropractic Paediatrics in accordance to the proposal/project protocol submitted.

83. Not-for-profit:

The Research Fund will operate as per Point 9 and Point 84 of the constitution.

84. Non-profit clause

The assets and income of the Research Fund shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the company except as bona fide compensation for services rendered or expenses incurred on behalf of the Research Fund.

85. Dissolution clause

In the event of the Research Fund being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another Association or Fund with similar purposes which is not carried on for the profit or gain of its individual members.

86. Self- Review/Audit

The Research Committee will meet once per membership year to ensure that activities and projects undertaken by the Research Committee are aligned to objectives stated from Points 68.1 and 68.2.

87. Notification¹⁴

¹⁴ Amended AGM 20/11/2021

Administering Deductible Gifts

88. Gifts¹⁵

89. Acceptable Gift Types

The Research Fund and its subsidiary accounts will only accept monetary gifts.

90. Receipts

- 90.1. Upon receipt of a donation, a receipt for the amount donated will be issued. Upon the receipt will be:¹⁶
- (a) The details of the company
 - (b) The ABN of the company
 - (c) The name and details of the public or gift fund donated to as Research Fund or Project
 - (d) Fees associated with donation and the total donation value
- 90.2. The Research Committee will regularly ensure requirements for receipts are current and set to the standard by the Australian Taxation Office.

91. Maintaining a Record of the Donation

- 91.1. The Research Committee will keep records of all transactions into the Research Fund and each subsidiary account.¹⁷
- 91.2. The Research committee will keep adequate accounting and other records in general, and work in conjunction with the Treasurer to ensure accurate and separate records.

92. Winding Up of Research Fund

- 92.1. In the event of the Fund being dissolved, the amount that remains in the Gift Fund (Research Fund) after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
- 92.2. ¹⁸

By-laws

93. By-laws

- 93.1. The directors may pass a resolution to make by-laws to give effect to this constitution.

¹⁵ Amended AGM 20/11/2021

¹⁶ Amended AGM 20/11/2021

¹⁷ Amended AGM 20/11/2021

¹⁸ Amended AGM 20/11/2021

- 93.2. Members and directors must comply with by-laws as if they were part of this constitution.

Notice

94. What is notice

- 94.1. Anything written to or from the company under any clause in this constitution is written notice and is subject to clauses 95 to 97, unless specified otherwise.
- 94.2. Clauses 95 to 97 do not apply to a notice of proxy under clause 39.6.

95. Notice to the company

- 95.1. Written notice or any communication under this constitution may be given to the company, the directors or the secretary by:
- (a) delivering it to the company's registered office
 - (b) posting it to the company's registered office or to another address chosen by the company for notice to be provided
 - (c) sending it to an email address or other electronic address notified by the company to the members as the company's email address or other electronic address, or
 - (d) sending it to the fax number notified by the company to the members as the company's fax number.

96. Notice to members

- 96.1. Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any)
 - (e) sending it via notification of an electronic communication technology elected as a primary source of communication by the company, or
 - (f) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 96.2. If the company does not have an address for the member, the company is not required to give notice in person.

97. When notice is taken to be given

- 97.1. A notice:
- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered

- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 96.1(f) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

98. Company's financial year

The company's financial year is from 1st June to 31st May, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

99. Indemnity

- 99.1. The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.
- (a) In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
 - (b) In this clause, 'to the relevant extent' means:
 - i. to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and
 - ii. for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 99.2. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.

100. Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the company against any liability incurred by the person as an officer of the company.

101. Directors' access to documents

- 101.1. A director has a right of access to the financial records of the company at all reasonable times.
- 101.2. If the directors agree, the company must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

102. Logo Use

Members may display the Australian College of Chiropractic Paediatrics logo at events or in an advertising manner only upon written approval of the Directors, on a per use basis

103. Winding up

- 103.1. Surplus assets not to be distributed to members
- 103.2. If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 104.1.

104. Distribution of surplus assets

- 104.1. Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the company is wound up must be distributed to one or more charities:
 - (a) with purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and¹⁹
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company.
- 104.2. The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

Definitions and interpretation

105. Definitions

In this constitution:

- 105.1. **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)
- 105.2. **company** means the company referred to in clause 1
- 105.3. **Act** means the Corporations Act 2001 or any statutory modification or re-enactment thereof for the time being in force
- 105.4. **Chiropractic Paediatrics** means the application of chiropractic assessment, treatment and management on the paediatric population.
- 105.5. **Committee** means the committee of management of the company
- 105.6. **Elected chairperson** means a person elected by the directors to be the company's chairperson under clause 43
- 105.7. **Financial year** means the year ending on 31st May

¹⁹ Amended AGM 20/11/2021

- 105.8. **General meeting** means a meeting of members and includes the annual general meeting, under clauses 21, 22 and 23
- 105.9. **Member** means a full member of the company unless otherwise stated
- 105.10. **Member present** means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting
- 105.11. **Regional Representative** means a director who is not an officer of the company under but meets the requirements stated in clause 52
- 105.12. **Register** means the register of Members under Rule 16
- 105.13. **Registered charity** means a charity that is registered under the ACNC Act
- 105.14. **Special resolution** means a resolution:
- (a) of which notice has been given under clause 24.5(b), and
 - (b) that has been passed by at least 50% of the votes cast by members present and entitled to vote on the resolution, and
- 105.15. **Surplus assets** means any assets of the company that remain after paying all debts and other liabilities of the company, including the costs of winding up.

106. Reading this constitution with the Corporations Act

- 106.1. The replaceable rules set out in the Corporations Act do not apply to the company.
- 106.2. ²⁰
- 106.3. ²¹
- 106.4. A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

107. Interpretation

- 107.1. In this constitution:
- (a) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
 - (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

²⁰ Amended AGM 20/11/2021

²¹ Amended AGM 20/11/2021



APPLICATION FOR MEMBERSHIP OF
Australian College of Chiropractic Paediatrics

Applicant Details

Name:

Address:

Mobile phone (Not listed on directory):

Email address:

Membership Type (please indicate)

Full Member (please attach copy of qualification in Chiropractic Paediatrics)

Associate Member

Student (Institution: _____)

Practice Details

Name:

Phone:

Postal Address:

Please send correspondence to this address

Full Member Activities (please indicate your interests)

Accreditation

Forum Leader

Document writing

Regional Representative

Research Committee

Membership Coordinator

Researcher/Mentor/Assessor

Website Moderator/Admin

Other:

Terms and Conditions (please initial each paragraph indicating your acknowledgement)

_____ In the event of my admission as a member, I agree to be bound by the Constitution of the Australian College of Chiropractic Paediatrics for the time being in force.

_____ Membership dues to the Australian College of Chiropractic Paediatrics are payable within one month of receiving an invoice. One month written notification of termination of membership needs to be provided to the Secretary. Automatic payment options can be arranged.

_____ Members may display the Australian College of Chiropractic Paediatrics logo at events or in an advertising manner only upon written approval of the Directors, on a per use basis.

_____ Content shared or discussed on online services provided by the Australian College of Chiropractic Paediatrics are private and confidential unless otherwise specified, and sharing of material provided by other members is prohibited.

I agree to the terms and conditions listed above.

Name (please print):

Signature:

Date:

Nominating Member

I, _____, _____
(name)

A Full member of the Australian College of Chiropractic Paediatrics, nominate the applicant, who is personally known to me, for membership of the Australian College of Chiropractic Paediatrics.

Signature of Nominator:

Date:

INTERNAL USE ONLY						
Membership Approved by:						
Date:			Invoice #:			
Forms Saved/Folder			Master Directory		Member Directory	
Slack Invite			Member Activated		Pack posted	
Member pack	Award	Cert	Stic	Stat	Rec	Dir
Website Credentials:						

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF COMPANY CONVENED UNDER RULE 22

I,

(name)

of

(address)

being a member of the **Australian College of Chiropractic Paediatrics**

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that company, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Australian College of Chiropractic Paediatrics convened under rule 22, to be held on-

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution proposed under rule 22).

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of the **Australian College of Chiropractic Paediatrics**

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that company, as my proxy to vote for me on my behalf at the annual/special* general meeting of the company to be held on-

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against* following resolution (insert details of resolution).

Signed

Date

*Delete if not applicable

APPENDIX 4

Current Schedule of Fees

Fee	Amount
Entrance fee	\$50
Annual subscription fee	
Full	\$200
Associate	\$100
Student	\$75

APPENDIX 5

Accredited Courses and Awards

1. Diplomat of the Australian College of Chiropractic Paediatrics (DACCP)

- a. Recognised Australian University qualifications meeting requirements for the award Diplomat of the Australian College of Chiropractic Paediatrics (DACCP):
 - i. Masters of Chiropractic Science (Paediatrics)-RMIT
 - ii. Graduate Diploma of Chiropractic Science (Paediatrics)-RMIT
- b. Accredited Australian providers of the DACCP award:
 - i. Chiropaeds Australia

2. Fellow of the Australian College of Chiropractic Paediatrics (FACCP)

- a. Recognised Australian University qualifications meeting requirements for the award Fellow of the Australian College of Chiropractic Paediatrics (FACCP):
 - i. Master of Chiropractic Science (Paediatrics) – RMIT with submission of publication(s) and/or outstanding contributions to the field of Chiropractic Paediatrics as approved by the Directors.
- b. Accredited Australian providers of the FACCP award:
 - i. Chiropaeds Australia

Other qualifications may be added to Appendix 5 after successful accreditation by the Accreditation Committee

Those who have completed the following courses prior to the end of 2015 are eligible for full membership with the ACCP and are eligible for the DACCP Award under a Grandfather clause. Documentation of course completion will be required

1. Diplomat of International Chiropractic Pediatric Association (DICPA)
2. Master of Clinical Paediatrics (MSc Paediatrics) – awarded by Anglo-European College of Chiropractic

Australian College of Chiropractic Paediatrics

Nomination of Office Holder

TO BE ELECTED BY MEMBERS AT THE ANNUAL GENERAL MEETING

We the undersigned, being members of the company, pursuant to Rule and 54.1 hereby nominate the following member and hereby confirm he/she has so consented to such nomination:-

.....
<insert name of nominee>

for one of the following positions (tick or cross one box only):

President

Vice- President

Treasurer

Secretary

QLD NSW/ACT VIC/SA/TAS WA/NT Regional Representative (4 required)

Proposer:
Name

Date: / /

.....
Signature

Secunder:
Name

Date: / /

.....
Signature

I, the undersigned, being a member of the Australian College of Chiropractic Paediatrics, hereby consent to being nominated to the office marked above and understand my assuming of the position depends on the wishes of the members at the annual general meeting.

.....
Name

..... Date: / /

Signature

NB: As required by clause 54.1(b) of the Constitution, this nomination paper must be completed and returned to the Office of the Secretary – marked to the Secretary’s attention – no later than 7 days’ prior to the Annual General Meeting.