

CONSTITUTION

AUSTRALASIAN COLLEGE FOR INFECTION PREVENTION AND CONTROL LIMITED

A company limited by guarantee

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TABLE OF CONTENTS

1.	NAME	4
2.	EXCLUSION OF REPLACEABLE RULES	4
3.	DICTIONARY AND INTERPRETATION.....	4
4.	PURPOSES.....	4
5.	POWERS.....	5
6.	MEMBERSHIP.....	5
7.	NEW MEMBERS	7
8.	LIABILITY OF MEMBERS.....	7
9.	DISCIPLINE OF MEMBERS AND CESSATION OF MEMBERSHIP	7
10.	EXECUTIVE COUNCIL – COMPOSITION AND QUALIFICATIONS	9
11.	ELECTION OR APPOINTMENT OF OFFICE BEARERS AND ORDINARY MEMBERS.....	9
12.	POWERS OF THE EXECUTIVE COUNCIL.....	11
13.	REMOVAL OF DIRECTORS	11
14.	PROCEEDINGS OF THE EXECUTIVE COUNCIL	12
15.	COMMITTEES	13
16.	MEETINGS OF MEMBERS	13
17.	PROCEEDINGS AT GENERAL MEETINGS.....	15
18.	VOTING AT GENERAL MEETINGS	16
19.	PROXIES.....	17
20.	GUARANTEE	20
21.	SUBSCRIPTIONS AND APPLICATION FEES.....	20
22.	AMENDMENT OF CONSTITUTION	20
23.	REVOCAION OF ENDORSEMENT OR WINDING UP.....	21
24.	NOTICES.....	21
25.	INCOME AND PROPERTY OF THE COLLEGE	21
26.	DIRECTORS’ CONFLICTS OF INTEREST	22

27.	ADMINISTRATION.....	23
28.	INSPECTION OF RECORDS	23
29.	DIVIDENDS AND RESERVES	24
30.	EXECUTION OF DOCUMENTS	24
31.	OFFICERS' INDEMNITIES AND INSURANCE	24
32.	PUBLICATIONS	25

THE CONSTITUTION

1. Name

The name of the Company is the Australasian College for Infection Prevention and Control Limited, hereafter referred to in this document as 'the College'.

2. Exclusion of replaceable rules

The replaceable rules contained in the Act do not apply to the College.

3. Dictionary and interpretation

In this Constitution, words and phrases will have the following meanings:

- (a) "ACNC" means the Australian Charities and Not-for-Profits Commission.
- (b) "ACNC Legislation" means the Australian Charities and Not-for-Profits Commission Act 2012 and the Australian Charities and Not-for-Profits Commission (Consequential and Transitional) Act 2012.
- (c) "Act" means the Corporations Act 2001 or any statutory modification or re-enactment thereof for the time being in force.
- (d) "Audit" includes a review for the purposes of the ACNC Legislation.
- (e) "Auditor" includes a review for the purposes of the ACNC Legislation.
- (f) "Committees" means any formal or informal group comprising of individuals to perform specific functions and duties on behalf of the College as directed by the Executive Council.
- (g) "Director" means a person appointed to hold office as a member of Executive Council in accordance with these rules. References in the *Corporations Act 2001* to a Director are to be taken to be a reference to a Director as defined here.
- (h) "Executive Council" means the Board of Directors of the College.
- (i) "Special Resolution" is as defined in Section 9 of the Corporations Act 2001.
- (j) "The Law" means the *Corporations Act 2001*, the ACNC Legislation and any regulations made pursuant to them, and shall include all statutory modifications or re-enactment thereof.

4. Purposes

4.1 The principal purpose for which the College is established is to promote the prevention or control of diseases in human beings through:

- (a) defining and promoting standards of infection prevention and control practice.
- (b) initiating and supporting relevant research and evidence based practice.
- (c) defining and promoting the education and specialised skills of its members.

- (d) communicating with educational, scientific and professional bodies (local, national or international) which are involved in or associated with infection prevention and control or associated disciplines.
- (e) publishing educational materials, newsletters, journals and other writings in respect of infection prevention and control.
- (f) participating in the discourse on infection prevention and control standards and practices to promote optimal health care, safety and advocacy for our patient population.
- (g) providing leadership, representation and support for members to promote optimum practice and challenge existing boundaries. fostering collegiality among members.
- (h) promoting equity of access for members to the College's services and forums.

4.2 The College may engage in any other activity and do all such other acts in accordance with this Constitution and the laws of Australia as may be incidental or conducive to the promotion or carrying into effect of the principal purpose.

5. Powers

The College has the power to do all things that a company or natural person may lawfully do.

6. Membership

6.1 The members of the College are:

- (a) All persons (including corporations) who are current members (including life and honorary members) on the date of adoption of this Constitution.
- (b) All other persons (including corporations) who are admitted to membership in accordance with this Constitution and who otherwise remain eligible to be members.

6.2 The following persons (including corporations) are eligible for membership of the College, provided that they have agreed to provide the guarantee set out in section 21:

- (a) all persons with an interest in infection prevention and control howsoever described, who are approved by the Executive Council.

6.3 The Executive Council may admit individuals or institutions as members of the College in the following categories:

- (a) Fellow – The Executive Council or its delegate may admit as Fellows of the College persons drawn from the current, credentialed members who, in the opinion of the Executive Council, are distinguished by reason of their notable contributions to the College and/or to infection prevention and control. Such persons if admitted as Fellows shall have the rights of members regarding elections and voting.

- (b) Full Member—The Executive Council or its delegate may admit as Full Members of the College persons who, in the opinion of the Executive Council, meet the eligibility requirements so determined by the Executive Council. Full Members shall have the rights of members regarding elections and voting.
- (c) Institutional Member – The Executive Council or its delegate may admit as Institutional Members any institution whose membership, in the opinion of the Executive Council, would be beneficial to the College. Such institutions if admitted as Institutional Members shall not be entitled to take part in any election or vote on any matter.
- (d) Student Member – The Executive Council or its delegate may admit as Student Members any person undertaking undergraduate study at a recognised vocational or tertiary institution so determined by the Executive Council whose membership, in the opinion of the Executive Council, would be beneficial to the College. Such persons if admitted as Student Members shall not be entitled to take part in any election or vote on any matter.
- (e) Corporate Member – The Executive Council or its delegate may admit as Corporate Members any corporation whose membership, in the opinion of the Executive Council, would be beneficial to the College. Such corporations if admitted as Corporate Members shall not be entitled to take part in any election or vote on any matter.
- (f) International Member (Developing Country) – The Executive Council or its delegate may admit as International Member (Developing Country) any person whose membership, in the opinion of the Executive Council, would be beneficial to the College. Such persons if admitted as an International Member (Developing Country) shall not be entitled to take part in any election or vote on any matter.
- (g) International Member (Developed Country) – The Executive Council or its delegate may admit as International Member (Developed Country) any person whose membership, in the opinion of the Executive Council, would be beneficial to the College. Such persons if admitted as an International Member (Developed Country) shall not be entitled to take part in any election or vote on any matter.
- (h) Life Member - The Executive Council or its delegate may admit as Life Members persons who, in the opinion of the Executive Council, are distinguished by reason of their notable contributions to the College and/or to infection prevention and control. Such persons if admitted as Life Members shall have the rights of members regarding elections and voting, and shall be exempt from payment of any subscriptions for the term of their natural lives.

6.4 The Executive Council may revoke the membership of any member where, in the opinion of the Executive Council, the member has been guilty of conduct unbecoming of such a member, or is prejudicial to the interests and objectives of the College. The Executive Council's decision in this respect shall be final and binding upon the member concerned, and shall not be subject to any review or appeal.

- 6.5 Save for the requirements of Section 6.1 and 6.2, the Executive Council may at its discretion review or rescind specific membership criteria and substitute new criteria.
- 6.6 The minimum number of members is one.
- 6.7 The rights of any members will not be transferrable.

7. New Members

- 7.1 Any individual who is approved for membership as provided in this Constitution and determined by the Executive Council is eligible to be a member of the College on payment of the application fee and any annual subscription payable under this Constitution.
- 7.2 An application for membership of the College:
- (a) Shall be made in writing on the prescribed form;
 - (b) Shall be lodged with the College; and
 - (c) Shall be accompanied by any applicable fees or subscriptions as set by the Executive Council.
- 7.3 If an applicant is accepted for membership of the College (such acceptance to be determined by the Executive Council using any criteria as the Executive Council alone may determine) the applicant's name must be entered on the register or members.
- 7.4 The Executive Council may decline any application for membership and is not bound to give reasons why the application was not accepted.
- 7.5 The College shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member, as minimum data.
- 7.6 The last address recorded in the register of members will be determinative of the member's ordinary place of residence, and the last electronic mail address (if any) recorded in the register of members will be determinative of the member's electronic mail address (if any).

8. Liability of Members

The liability of members is limited as set out in Section 20.

9. Discipline of members and cessation of Membership

- 9.1 The Executive Council, or its delegate, may by resolution expel or suspend a member from the College if, in its absolute discretion, it decides it is not in the interests of the College for the member to remain a member.
- 9.2 If the Executive Council, or its delegate, intends to consider a resolution under section 9.1, at least one week before the meeting at which the resolution is to be considered, it must give the member written notice:
- (a) stating the date, place and time of the meeting;

- (b) setting out the intended resolution and the grounds on which it is based; and
 - (c) informing the member that it may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- 9.3 The Executive Council or its delegate is required to comply with any rules of procedural fairness, to give reasons for its decision, to give any member facing expulsion or suspension of membership reasonable notice that such expulsion or suspension is being considered and to permit the affected member a reasonable opportunity to be heard.
- 9.4 Any member expelled or suspended from the College may at any time apply to the Executive Council to be readmitted as a member.
- 9.5 A person ceases to be a member on:
- (a) resignation, expulsion or suspension of membership; or
 - (b) in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (iii) the Executive Council deeming, in its sole discretion, the member to be an untraceable member because the person has not responded to correspondence sent to the contact details entered in the register of members; or
 - (c) in the case of a body corporate:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it;
 - (iii) being insolvent; or
 - (iv) the Executive Council deeming, in their its discretion, the member to be an untraceable member because the member has not responded to correspondence sent to the contact details entered in the register of members.
- 9.6 A member whose membership is terminated will be liable for all moneys due by that member to the College in addition to any sum not exceeding the guarantee set out in Section 20 for which the member is liable under this Constitution.
- 9.7 A member whose membership is terminated will not make any claim, monetary or otherwise, on the College, its funds or property except as a creditor thereof.
- 9.8 Any person or corporation who for any reason ceases to be a member shall no longer represent themselves in any manner as being a member.

10. Executive Council – composition and qualifications

- 10.1 The board of directors of the College shall be known as the Executive Council.
- 10.2 The Executive Council shall comprise:
- (a) the Office Bearers;
 - (b) up to seven (7) ordinary members of the Executive Council; and
 - (c) the Consumer Representative.
- 10.3 The Office Bearers of the College shall be:
- (a) the President;
 - (b) the Immediate Past President; and
 - (c) the President–Elect.
- 10.4 The role of the Officer Bearers and Community Representative shall be those functions documented in the Operations Manual, as amended by the Executive Council from time to time.
- 10.5 To be eligible to be an Office Bearer or an ordinary member of the Executive Council a person must:
- (a) be a member; and
 - (b) have the suitable qualifications, skills and experience to discharge the functions of a Director as determined by the Executive Council from time to time.
- 10.6 A person is ineligible to be a Director of the College if they are disqualified:
- (a) from managing a corporation by the Act; or
 - (b) from being a Director of the College by the ACNC Commissioner under the provisions of the ACNC Legislation¹ unless an exemption is obtained from the ACNC Commissioner.
- 10.7 To avoid any doubt, Section 10.6(b) shall only apply if the College is registered with the ACNC.

11. Election or appointment of Office Bearers and Ordinary Members

- 11.1 The President shall hold office:
- (a) by virtue of his or her prior appointment as President-Elect; and
 - (b) for a term of 2 years, at the conclusion of which time the President shall become the Immediate Past President.

¹ Note – the ACNC will establish and maintain an online register which the College can use to find out if a proposed Director is disqualified by the Commissioner from being a Director of the College.

- 11.2 The Immediate Past President shall hold office:
- (a) by virtue of his or her prior appointment as President; and
 - (b) for a term of 2 years.
- 11.3 The President-Elect shall be appointed:
- (a) by a resolution of the members passed at the annual general meeting;
 - (b) for a term of 2 years at the conclusion of which time, the President-Elect shall become the President.
- 11.4 The ordinary members of the Executive Council shall be appointed:
- (a) by resolution of the members passed at the annual general meeting;
 - (b) for a term of 2 years; and
 - (c) in such number (not exceeding 7) and on such terms as are determined by the Executive Council from time to time.
- 11.5 The Consumer Representative shall be appointed:
- (a) by the Executive Council;
 - (b) for a term of 2 years; and
 - (c) on such terms and to perform such functions as are determined by the Executive Council from time to time.
- 11.6 In the event of a casual vacancy in the office of:
- (a) the President – the President-Elect will immediately step up into the position for the residue of the outgoing President's term. Any time served by the President-Elect as President by operation of this clause will be in addition to his or her usual term as President;
 - (b) the Past-President – the office shall remain unfilled for the residue of the outgoing Past-President's term;
 - (c) the President-Elect - the Executive Council may call a general meeting for the election of a new President-Elect, who shall hold office for the residue of the outgoing President-Elect's term and, thereafter, will become President.
- 11.7 In the event of a casual vacancy in the office of an ordinary member of the Executive Council or of the Consumer Representative, the Executive Council may, at its discretion:
- (a) appoint a member of the College to that office for the residue of that ordinary member's term; or
 - (b) allow the position to remain vacant.

- 11.8 Notwithstanding anything else contained in this section, the Executive Council may, by resolution passed by not less than three quarters of all Directors, at any time dissolve a sitting Executive Council and declare all positions vacant.

12. Powers of the Executive Council

- 12.1 Subject to the Law and to any other provision of this Constitution, the business of the College shall be managed by the Executive Council who may pay all expenses incurred in promoting and registering the College, and may exercise all such powers of the College which are not, by the Law or by this Constitution, required to be exercised by the College in general meeting.
- 12.2 No rule made or resolution passed by the College in general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.
- 12.3 The Executive Council may make any rules it deems necessary for the proper functioning of the College, provided the rules neither conflict with this Constitution nor contravene the Law. Any such rules must be noted in the minutes of the meeting at which they were made.
- 12.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by no less than two Directors or in such other manner as the Executive Council from time to time determines.
- 12.5 The Executive Council is responsible for fixing a basis for the allocation of part of the subscriptions and fees it collects to the operations of any Committees. Such allocation must have regard to:
- (a) The cost of any services provided by that Committee for the benefit of the College or all of the members;
 - (b) The size of the Committee member base; and
 - (c) The need for a Committee to have sufficient allocation to enable it to conduct its day to day operations.
- 12.6 The Executive Council may advance other funds to any Committee on such terms as to its use or repayment as it thinks fit.
- 12.7 The assets and liabilities (including funds) and those assets and funds shall be managed by the Executive Council.

13. Removal of Directors

The position of any Director is to be treated as vacated in the event that such Director:

- (a) Becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (b) 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;

- (c) Becomes prohibited from being a Director of a company by reason of any order made under the Law;
- (d) Ceases to be a member of the Executive Council by operation of Section 203 of the Law;
- (e) Resigns her/his office by notice in writing to the College;
- (f) Is absent for more than two (2) consecutive meetings of the Executive Council without permission of the Executive Council;
- (g) Holds any office of profit under the College (unless permitted to do so under another provision of this Constitution);
- (h) Ceases to be a member of the College;
- (i) Is removed from office by a resolution of a Special General Meeting of a Committee convened for the specific purpose of removal of the Director; or
- (j) Fails to attend two or more consecutive general or special meetings of the College (either in person or by proxy) without good cause.

14. Proceedings of the Executive Council

- 14.1 The Executive Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.
- 14.2 Convening meetings - The Executive Council may at any time convene a meeting of the Executive Council.
- 14.3 Quorum - A quorum for a meeting of the Executive Council shall be a majority of the total number of serving Directors provided that at least one of the President-Elect, President or Past President are present at the meeting.
- 14.4 Chairing meetings - Every meeting of the Executive Council shall be chaired by the President or in the President's absence the Past President or in the Past President's absence the President-Elect.
- 14.5 Notice - Notice in writing of the time and place of every meeting of the Executive Council shall be posted or given to each Director together with a short agenda at least fourteen (14) days prior to the time appointed provided that the Executive Council may dispense with compliance with this Section in the case of meetings called to consider matters of urgency.
- 14.6 Alternate methods of meeting –
 - (a) The Executive Council may, if it thinks fit conduct its meetings by radio, telephone, closed circuit television or other electronic means or mode of audio or audio-visual communication, and a resolution passed by such a meeting held in such a manner shall, notwithstanding that the members of the Executive Council are not present together in one place, be deemed to have been passed at a meeting of the Executive Council held on the day on which and at the time at which the communications were made..
 - (b) The Directors may pass a resolution without a meeting of the Executive Council being held if all the Directors entitled to vote on a resolution sign a

document containing a statement that they are in favour of the resolution set out in the document. 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. The resolution is passed when the last Director signs. For the purposes of this clause, a document or documents may be transmitted by email, facsimile or other electronic means of transmission.

- 14.7 Adjournment of Meetings – When all members of the Executive Council are present and the meeting is adjourned to meet at a later date no further notice in writing need be given to the Executive Council members, but in the absence of one or more Directors notice shall be given in writing in accordance with Section 17.1.
- 14.8 Voting at Executive Council Meetings – Subject to this Constitution, questions arising at a meeting of the Executive Council shall be decided by a majority of votes of Directors personally present and voting, and any such decision shall for all purposes be deemed a decision of the Directors. In a case of an equality of votes, the Chair of the meeting shall have a casting vote in addition to any vote the Chair may have in the capacity as a Director.

15. Committees

- 15.1 The Executive Council may make rules for the establishment of Committees to carry out functions of the College. The Directors may delegate any of their powers to such Committees consisting of both Directors and non-Directors, as they think proper. A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
- 15.2 The purpose of the Committees is to support the ongoing vision and mission of the College.
- 15.3 By majority vote at a meeting of the Executive Council, the Executive Council may:
- (a) fix the name, size, structure and function of a Committee;
 - (b) alter the name, size, structure or function of a Committee; or
 - (c) dissolve a Committee.
- 15.4 Each Committee established by the Executive Council shall be governed by Standard Committee Rules, Terms of Reference and a Strategic plan which shall be developed by the relevant Committee in consultation with the Executive Council.
- 15.5 The Standard Committee Rules, or a Committee's Terms of Reference or Strategic Plan may be varied at any time by resolution of the Executive Council either:
- (a) at the request of the Committee (which request may, at the discretion of the Executive Council, be denied); or
 - (b) at the election of the Executive Council.

16. Meetings of Members

- 16.1 Interpretation

- (a) A provision in this Part which refers to “the Act” shall be interpreted as provided in this clause.
- (b) “Subject to the Act” shall be taken to mean subject to the provisions of the Act notwithstanding the commencement of the ACNC Legislation which may cause some provisions of the Act to cease to apply to the College by force of law.
- (c) If:
 - (i) the ACNC Legislation causes some provisions of the Act to cease to apply to the College by force of law; and
 - (ii) reference in this Constitution is made to such provisions;
 then this Constitution will be taken to apply the relevant provisions of the Act to the College as if the ACNC Legislation had not caused the provisions to cease to apply.
- (d) This clause is intended to remove any ambiguity about the interpretation of particular aspects of this Constitution. It is not intended to give effect to any provision of the Act where its continued operation would be in direct conflict with the ACNC Legislation.

16.2 Annual general meeting

- (a) Subject to the Act, a general meeting shall be held at least once in every calendar year and within the period of five months after the end of the financial year at such time and place as may be determined by the Executive Council. The abovementioned general meeting shall be called the “**Annual General Meeting**”.
- (b) The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
 - (i) the consideration of the Annual Financial Statements, Directors’ Declaration and Directors’ Report and Auditor’s Report;
 - (ii) the election of Directors;
- (c) the appointment of the auditor; and
- (d) the fixing of the auditor’s remuneration.

16.3 Convening general meetings

- (a) A general meeting may only be called:
 - (i) (i) by a Directors’ resolution; or
 - (ii) (ii) in accordance with a members’ requisition under the Act;
 - (iii) as otherwise provided in the Act; or
 - (iv) as otherwise provided in the ACNC Legislation.

- (b) The Executive Council may change the venue for, postpone or cancel a general meeting, provided that if the general meeting was not called by a Directors' resolution or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

17. Proceedings at General Meetings

17.1 Notice of general meetings

- (a) A notice of general meeting shall specify:
 - (i) the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of the business to be transacted at the meeting; and
 - (iii) such other information as is required by section 249L of the Act.
- (b) The College 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.
- (c) Subject to the provisions of the Act relating to agreements for shorter notice, at least 21 days' notice must be given of a general meeting.
- (d) Notice of every general meeting shall be given to:
 - (i) every member and to every Director; and
 - (ii) the auditor for the time being of the College.

No other person is entitled to receive notices of general meetings.

17.2 Chair of general meetings

- (a) The President shall preside as chair at every general meeting.
- (b) If the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the Immediate Past President will chair the meeting.
- (c) (c) If the Immediate Past President is not present or is present but is unwilling to act for all or part of the meeting, the members present shall elect one of their number to chair the meeting (or part of it).

17.3 Quorum for general meetings

- (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) A quorum of members for a general meeting is 25 members present, provided that there is also present a quorum of the Executive Council.

- (c) For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a body corporate that is a member, shall be deemed to be a member.

17.4 Adjournment of general meetings

- (a) If a quorum is not present within 15 minutes from the time appointed for the meeting:
 - (i) where the meeting was convened upon the request of members - the meeting shall be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (B) if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, then the meeting shall be dissolved.
- (b) The chair shall adjourn a general meeting from time to time and from place to place if the members present with a majority of votes that may be cast at that meeting agree or direct the chair to do so. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided in this paragraph, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. Voting at General Meetings

18.1 Voting Rights

- (a) Subject to Section 18.2 at any general meeting, each member present on a show of hands has one (1) vote and on a poll each member present has one (1) vote.
- (b) Any member holding a proxy or proxies has as many votes as the member holds proxy or proxies for in accordance with Section 19.

18.2 Voting Disqualification

- (a) A member is not entitled to vote at a general meeting if the annual subscription, if any, of the member is more than one (1) month in arrears at the date of the meeting or the postponed or adjourned meeting.

18.3 Power to Demand a Poll

- (a) At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):
 - (i) by the chairperson; or
 - (ii) by at least three (3) members.

18.4 Evidence of Resolutions

- (a) Unless a poll is so demanded, a declaration by the chairperson 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 book containing the minutes of the proceedings of the College, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18.5 Conduct of Poll

- (a) If a poll is duly demanded it must be taken in such manner and subject to Section 18.5(b) either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.
- (c) The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (d) The demand for a poll may be withdrawn.

18.6 Casting Vote

- (a) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has the casting vote. The chairperson has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

18.7 Objections to Exercise of Voting Rights

- (a) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (b) The objection must be referred to the chairperson of the meeting, whose decision is final.
- (c) A vote not disallowed following the objection is valid for all purposes.

19. Proxies

19.1 Appointment of Proxy

A member may appoint one (1) proxy. A proxy must be a member.

19.2 Deposit of Proxy and Attorney Instrument

- (a) An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Executive Council is or are deposited at the registered office of the College or at any other place specified for that purpose in the notice convening the meeting not less than twenty-four (24) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.
- (b) For the purpose of Section 19.2(a) it is sufficient if the proxy instrument is received at the registered office of the College by facsimile transmission or by similar means of communication in a reasonably legible form. If the proxy instrument is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile or other similar transmission.

19.3 Proxy Instrument to be in Writing

- (a) An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

19.4 Form of Proxy

- (a) The instrument of proxy must be in the form determined by the Executive Council but the form must:
 - (i) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
 - (ii) leave a blank for the member to fill in the name of the person primarily appointed as proxy.
- (b) The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the meeting is appointed proxy.
- (c) Despite Section 19.4(a) an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

PROXY FORM

The Australasian College for Infection Prevention and Control Limited

ACN _____

I, _____ of _____
(Name) (Address)

being a member of the above-named College, and a member of
the _____

appoint _____ of _____
(Name) (Address)

or, in his or her absence,

appoint _____ of _____
(Name) (Address)

as my proxy to vote for me on my behalf at the *annual general meeting* or *general meeting*

of the College to be held _____ and at any adjournment of that
on _____ meeting.
(day/month/year)

+ This form is to be used *in favour of *against the resolution.

Signed _____ on _____
(day/month/year)

*Strike out whichever is not desired.

+To be inserted if desired.

19.5 Effect of Proxy Instrument

- (a) An Instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- (b) If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- (c) A proxy may be revoked at any time by notice in writing to the College.

19.6 Voting Rights of Proxies and Attorneys

- (a) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (b) A vote given in accordance with the terms of an instrument or proxy or of a power of attorney is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;
- (c) In the event that the College does not receive written notification of death, unsoundness of mind or revocation at its registered offices before the commencement of the meeting, or adjourned meeting, at which the instrument is to be used or the power is to be exercised, the instrument remains in force.

20. Guarantee

Every member of the College undertakes to contribute to the assets of the College in the event of the College being wound up during the time that he, she or it is a member or within one (1) year afterwards for payment of the debts and liabilities of the College contracted before the time at which he, she or it ceases to be a member and for the costs, charges and expenses of winding up the College and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$1.00.

21. Subscriptions and Application Fees

All annual subscriptions, application fees, and times for payment will be set by the Executive Council.

22. Amendment of Constitution

This Constitution may be amended or repealed by special resolution in accordance with the Law. A special resolution to amend or repeal this Constitution can only be taken with the prior approval of the Executive Council.

23. Revocation of Endorsement or Winding up

- 23.1 The College may also be wound up voluntarily by special resolution of the members at a general meeting of members.
- 23.2 If the College is a deductible gift recipient and is wound up or cancelled, or in the event that the College's endorsement as a deductible gift recipient is revoked by the Commissioner of Taxation, the following assets remaining after satisfying the College's liabilities and expenses must be transferred to one or more funds, authorities or institutions to which income tax deductible gifts may be made:
- (a) gifts of money or property for the principal purpose received during any time that the College is endorsed as a deductible gift recipient;
 - (b) contributions described in item 7 or 8 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth) in relation to a fund-raising event (as defined by section 995-1 of the said Act) held for the purpose during any time that the Association is endorsed as a deductible gift recipient; and
 - (c) money received by the College because of such gifts or contributions during any time that the College is endorsed as a deductible gift recipient.
- 23.3 Upon the winding up of the College any assets remaining after complying with Section 23.2 above:
- (a) must not be paid or distributed to the members; and
 - (b) will be given or transferred to such other fund, authority, institution or association which:
 - (i) has similar objects to those of the College as described in this Constitution; and
 - (ii) prohibits the distribution of income, profit or assets to its members.
- 23.4 The identity of the fund, authority, institution or association will be decided by the members by ordinary resolution on or before the time of such winding up or dissolution. If the members fail to decide, the fund, authority, institution or association shall be determined by application to the Supreme Court in the state of incorporation.

24. Notices

- 24.1 Notices can be served by post, electronic mail, facsimile, or such other means as may be generally accepted in business from time to time.
- 24.2 Notices directed to the last known address (including any virtual or electronic address) of a Committee or a member are to be treated as duly served in such time as it would usually take for such notice to be delivered.

25. Income and Property of the College

- 25.1 All assets and income derived by the College and all property of the College must be applied solely in furtherance of the College's purposes.

- 25.2 No portion of the profits, income or property of the College may be paid or transferred directly or indirectly to members by way of dividend, bonus or otherwise in their capacity as members. (This clause does not prohibit the payment of fees to Directors or the indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this Constitution.)
- 25.3 Payment may be made in good faith to any member of the College:
- (a) in return for any services actually rendered to the College;
 - (b) for goods supplied in the ordinary and usual way of business;
 - (c) by way of interest on money borrowed from any member of the College at a rate not exceeding the rate for the time being fixed by the Executive Council; and
 - (d) of reasonable and proper rent for premises demised or let by any member of the College.

26. Directors' Conflicts Of Interest

Subject to complying with the Law regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the College, except that of auditor, unless being or becoming a Director would breach any law by reason of holding that office;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the College or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the College;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the College or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the College, except as auditor;
- (f) if the other Directors determine that the Director's interest should not disqualify the Director from considering or voting on a matter, participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Directors and may be present at any meeting where any matter is being considered by the Directors; and
- (g) sign or participate in the execution of a document by or on behalf of the College; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the College for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

27. Administration

27.1 Minutes

- (a) The Directors will cause minutes of:
 - (i) all proceedings and resolutions of meetings of members;
 - (ii) all proceedings and resolutions of meetings of the Directors, including meetings of a Committee;
 - (iii) resolutions passed by members without a meeting;
 - (iv) resolutions passed by Directors without a meeting,to be duly entered into the books kept for that purpose in accordance with the Law.
- (b) A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (c) Books containing the minutes of meetings of members and resolutions passed by members without a meeting will be open for inspection by any member free of charge.

27.2 Accounts

- (a) The Directors will cause to be kept proper books of accounts in which will be kept true and complete accounts of the affairs and transactions of the College. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the College's affairs and explain its transactions.
- (b) The Financial Year will begin on the first day of July and end on the thirtieth day of June.
- (c) The accounts will be held at the registered office or any other place as the Directors think fit.
- (d) The accounts will always be open to inspection by the Directors.
- (e) The Directors will arrange for the financial report, the Directors' report and the Auditors' report to be made out and laid before the Annual General Meeting, if required by the Act and ACNC Legislation.

27.3 Audit

If required the Law, the College must be audited and appoint and remunerate an Auditor for that purpose

28. Inspection Of Records

- 28.1 Subject to the Law, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and

other documents of the College or any of them will be open to the inspection of members other than Directors.

28.2 A member other than a Director does not have the right to inspect any document of the College except as provided by law or authorised by the Directors or by the College in a meeting of members.

29. Dividends And Reserves

No payment of dividends or other distributions to members shall be made.

30. Execution Of Documents

30.1 The College may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.

30.2 If the College has a seal the Directors shall provide for the safe custody of the Seal.

30.3 The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.

30.4 The College may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

(a) two Directors; or

(b) one Director and another person appointed by the Directors for that purpose.

30.5 The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

30.6 The College may execute a document without using a seal if the document is signed by:

(a) two Directors; or

(b) one Director and another person appointed by the Directors for that purpose.

30.7 A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the College have reported to the Executive Council in writing that the document may be sealed in that manner.

31. Officers' Indemnities And Insurance

31.1 To the extent permitted by the Act:

(a) the College indemnifies every person who is or has been an Officer of the College or of a wholly-owned subsidiary of the College against any liability for costs and expenses incurred by that person in defending any proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Law; and

- (b) the College indemnifies every person who is or has been an Officer of the College or of a wholly-owned subsidiary of the College against any liability incurred by that person, as an Officer of the College or of a wholly-owned subsidiary of the College, to another person (other than the College or a related body corporate of the College) unless the liability arises out of conduct involving a lack of good faith.

31.2 The College may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the College or of a subsidiary of the College against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the College or a subsidiary of the College or in the course of acting in connection with the affairs of the College or a subsidiary of the College or otherwise arising out of the Officer's holding such office PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the College or a subsidiary of the College or a contravention of Sections 182 and 183 of the Act; or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

31.3 In the two preceding clauses:

- (a) the term "proceedings" means any proceedings whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with the affairs of the College or a wholly-owned subsidiary or subsidiary of the College or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the College or a wholly-owned subsidiary or subsidiary of the College); and
- (b) the term "Officer" has the meaning given to that term in Section 9 of the Act.

32. Publications

The College may publish a peer-reviewed journal or other publications in accordance with the following provisions:

- (a) A peer-reviewed journal must be managed by an Editor-in-Chief with relevant experience and expertise so determined by the Executive Council;
- (b) The Editor-in-Chief will be appointed by, and will be responsible to, the Executive Council for the operation of the College's journal in collaboration with the commercial publisher of the journal;
- (c) The Editor-in-Chief and the Executive Council will establish an agreement that sets out mutually agreed conditions of appointment and the roles of the Editor-in-Chief and the Executive Councils within 30 days of the appointment of the Editor-in-Chief.
- (d) The Editor-in-Chief may establish sub-editorial or other positions and committees of the journal such as an international editorial advisory committee to carry out key functions under their strict and sole direction.

- (e) The Editor-in-Chief is not a member of the Executive Council and will maintain editorial independence and freedom as described by the World Association of Medical Editors' and International Committee on Medical Journal Editors.
- (f) The Editor-in-Chief will receive an annual honorarium as determined by the Executive Council.

—END—