

**Constitution of  
Cosmetic Physicians College of Australasia  
A.C.N. 601 692 415**

# Cosmetic Physicians College of Australasia Inc.

## CONSTITUTION

(ASIC Doc ID 029059876)

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# Cosmetic Physicians College of Australasia

## 1. INTERPRETATION AND DEFINITIONS

### 1.1. Interpretation

- (i) In this document, unless the context otherwise requires:-
  - (a) A reference to any Law or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.
  - (b) A reference to any agreement or document is to that agreement or document as amended, notated, supplemented or replaced from time to time.
  - (c) A reference to a clause, part, schedule or attachment is to this document.
  - (d) Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
  - (e) A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.
  - (f) An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.
  - (g) A reference to dollars or \$ means Australian dollars.
  - (h) References to the word 'include' or 'including' are to be construed without limitation.
  - (i) A reference to a time of day means that time of day in the place where the Office is located.
  - (j) A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the College Office is located.
  - (k) Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
  - (l) A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

- (ii) A reference to this document, where amended, means this document as so amended.
- (iii) Each of the provisions of the Corporations Act which would, but for this clause, apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the College.
- (iv) The Corporations Act applies in relation to this document as if it was an instrument made under the Corporations Act as in force on the day when this document became the Constitution of the College.

## 1.2. Definitions

**“Board”** means the Board of Directors constituted in accordance with clause 10.

**“College”** means *Cosmetic Physicians College of Australasia*

**“Constitution”** means the Constitution of the College.

**“Corporations Act”** means the Corporations Act 2001 (Cth) as modified or amended from time to time.

**“Cosmetic Medicine”** means medical practice, whether as a principal, employee or locum tenens, which involves initial, continuing and co-ordinated cosmetic medicine for individuals, families and communities.

**“Financial Year”** means a year ending 30 June.

**“Medical Practitioner”** means a person registered under the legislation in force in Australia or in New Zealand, or other medical registration as approved by the Board, as a Medical Practitioner and authorised pursuant to that legislation to practice medicine.

**“Member”** means a Fellow, Full Member, Affiliate, Honorary, Life, Corporate and any other categories of Membership which may be established under Clause 5.1 and “membership” has a corresponding meaning;

**“Seal”** means the common Seal of the College and includes any official Seal of the College.

**“Secretary”** means any person appointed to perform the duties of the Secretary of the College.

**“Student”** means a medical student undertaking studies at a recognised, as assessed by the Board, educational facility based in Australia or New Zealand or a registrar in training with an accredited and recognised, as assessed by the Board, Australasian medical post-graduate training body.



“**Terminating Event**” means an incident which leads to membership being terminated at the discretion of a quorum of the elected and appointed Board members.

## **2. NAME**

The name of the College is: ***Cosmetic Physicians College of Australasia.***

3. The College is established for the objects and purposes set out in the Constitution.

## **4. NATURE, OBJECTS AND POWERS OF COLLEGE & LIABILITY OF MEMBERS**

### **4.1. Nature of College**

- (a) The College is a public not-for-profit body.
- (b) The principal objects of the College are to:-
  - (a) Establish and maintain high standards of learning, skills and conduct in cosmetic medicine.
  - (b) Support public education and awareness of cosmetic medicine.
  - (c) Support the implementation of cosmetic medical educational programs for medical practitioners wishing to further their knowledge of cosmetic medicine.
  - (d) Support research into cosmetic medical treatments.
  - (e) Secure the support and cooperation of medical practitioners from other medical disciplines with an interest in cosmetic medicine, other health professionals, like minded associations, institutes, governments, corporations, and/or other persons, to further College objectives.
  - (f) Promote the College’s activities and objectives.
  - (g) Raise money to further College objectives by any lawful means, solicit, receive and enlist financial aid from any ethical source, conduct fund raising campaigns and other fund raising, marketing or promotional activities.
  - (h) Position and promote itself as the leading representative body for medical practitioners of cosmetic medicine in Australasia.

### **4.2. Liability of members and guarantee on winding up**

- (a) The liability of members is limited.
- (b) Every member of the College undertakes to contribute to the assets of the College in the event of it being wound up during the time that he or she is a member, or within one year afterwards, for the payment of debts and liabilities of the College contracted before the time at which he or she ceases to be a member, for the costs, charges and expenses of winding up the College, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding ten dollars (\$10.00).
- (c) If upon the winding up or dissolution of the College there remains, after satisfaction of all its debts and liabilities, any property or money, the property or money will not be paid or distributed amongst the members of the College, but will be given or transferred to some other institution which is:
  - (a) an institution with objects similar to the objects of the College; and
  - (b) an institution which prohibits the distribution of its income and property amongst its members to an extent at least as great as that imposed on the College; and
  - (c) determined by the members of the College at or before the time of dissolution, and failing this, by application to a court of competent jurisdiction.
- (d) If the College is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another similar organisation to which income tax deductible gifts can be made:
  1. gifts of money or property for the principal purpose of the College;
  2. contributions made in relation to an eligible fundraising event held for the principal purpose of the College; and
  3. money received by the College because of such gifts and contributions.

4.4 In furtherance of the College's objects, the College has the power:

- (a) To subscribe to, become a member of and co-operate with any other company, club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the College, provided that the College shall not subscribe to or support with its funds any club, association or organisation which allows the distribution of its income and property among its members;
- (b) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal; and any rights of

privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the College. Provided that in case the College shall take or hold any property which may be subject to any trusts the College shall only deal with the same in such manner as is allowed by the law having regard to such trusts;

- (c) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the College's objects or any of them; and to obtain from any such Government or authority any grants, loans, rights, privileges and concessions which the College may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (d) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the College;
- (e) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable objects;
- (f) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the College's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (g) To invest and deal with the money of the College not immediately required;
- (h) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (i) In furtherance of the objects of the College to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the College;
- (j) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the College's property of whatsoever kind sold by the College, or any money due to the College from purchasers and others;
- (k) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the College but subject always to the proviso in para (b) of this clause;
- (l) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the College, in the shape of donations, annual subscriptions or otherwise;
- (m) To print and publish (such as electronic and website publication) any newspapers, periodicals, books or leaflets that the College may think desirable for the promotion of its objects;
- (n) In furtherance of the objects of the College to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the College and which shall prohibit the distribution of its or their income and property among its or their members;
- (o) In furtherance of the objects of the College to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any or more of the companies, institutions, societies or associations with which the College is authorised to amalgamate;

- (p) In furtherance of the objects of the College to transfer all or any part of the property, assets, liabilities and engagements of the College to any one or more of the companies, institutions, societies or associations with which the College is authorised to amalgamate;
- (q) To make donations for charitable purposes;
- (r) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the College; and
- (s) To otherwise exercise any powers of an individual and those powers contained in Pt 2B.1 of the Corporations Act 2001 (Cth), provided that they shall not be exercised in contravention of any provision of this Constitution.

## **5. MEMBERSHIP**

### **5.1 Classes of membership**

Unless otherwise resolved by the College in General Meeting, the members of the College are such persons as the Board members may admit to membership pursuant to this Constitution and shall be classified into the classes with the eligibility requirements for each class as set hereunder:-

#### **(a) Fellow**

A medical practitioner registered pursuant to the Law of Australia or New Zealand, or other medical registration as approved by the Board, as a medical practitioner, and authorised pursuant to the Law to practice medicine, who is deemed to have fulfilled the criteria for Fellowship as assessed by the Membership Committee, and is approved by the Board.

#### **(b) Full Member**

A medical practitioner registered pursuant to the Law of Australia or New Zealand, or other medical registration as approved by the Board, as a medical practitioner, and authorised pursuant to the Law to practice medicine, who fulfils the requirements for membership as assessed by the Membership Committee and is approved by the Board, but who does not fulfil the criteria for Fellowship as assessed by the Membership Committee.

#### **(c) Affiliate Member**

A medical student undertaking studies at a recognised, as assessed by the Board, educational facility based in Australia or New Zealand, a registrar in training with an accredited and recognised Australasian medical post-graduate training body, as assessed by the Board, or a medical practitioner registered pursuant to the Law of Australia or New Zealand, or other medical registration as approved by the Board, as a medical practitioner, and who is

authorised pursuant to the Law to practice medicine, who fulfils the requirements for membership as assessed by the Membership Committee, and is approved by the Board, but who does not fulfil the criteria required of Fellows or Full Members as assessed by the Membership Committee.

(d) Honorary Member

A person who, in the opinion of the Board, has made an outstanding contribution to the College. An Honorary Member shall be appointed by the Board at its discretion, for a term not exceeding three years, and may be re-appointed. A member may nominate any person for appointment as an Honorary Member.

Honorary Members shall not be required to pay any annual subscription.

(e) Life Member

A person who, in the opinion of the Board, has made a significant contribution to the College. A candidate for Life Membership must be approved by the Board before the College, in General Meeting, votes on the awarding of Life Membership.

Life Members shall not be required to pay any annual subscription.

(f) Corporate Sponsor

A firm, company or organisation which, in the opinion of the Board, is engaged in activities consistent with the objects of the College.

## **5.2 Change of member circumstances**

A member, other than an Honorary or Life Member, will cease to be a member where the Board believes that the member's employment or business activities change so that the member is no longer directly or indirectly involved in activities consistent with and/or promoting the objects of the College.

## **5.3 Variation to membership rights**

Subject to the Corporations Act and the terms of a particular class of membership, the College may vary the rights attached to any class (unless otherwise prohibited by this Constitution or by the terms of grant of membership of that class) by a special resolution passed at a General Meeting of members.

#### **5.4 Term of membership**

Fellow, Full Member and Affiliate memberships and Corporate sponsorships shall be renewable annually on the anniversary of joining. The renewal of any membership is at the discretion of the Board.

#### **5.5 Membership rights**

Subject to the Constitution, a Fellow, a Full Member, an Honorary Member and a Life Member, providing the Honorary or Life Member would otherwise be a Fellow or a Full Member, has:-

- (a) The right to receive notices of, and to attend and be heard at, any General Meeting of the College; and
- (b) The right to vote at any General Meeting of the College.

Affiliate Members have the right to receive notices of, and to attend, General Meetings but do not have the right to vote.

#### **5.6 Membership obligations**

Members must fulfil their continuing medical education obligations, be financial at all times and adhere to the objectives, policies and guidelines of the College.

#### **5.7 Membership not transferrable**

The rights, benefits and privileges of any member are personal to the member and are not transferrable. A membership will lapse if there is any purported sale, transfer, agreement to effect a transfer, or assignment of any member's rights.

#### **5.8 Certificates**

- (a) A Fellow will receive a certificate on attaining his/her Fellowship.
- (b) The College will issue to each member, free of charge, an annual certificate evidencing that person's currency of membership.
- (c) The College may issue a replacement certificate to a member if the College receives and cancels the existing certificate for that person's membership or the College is satisfied that the existing certificate is lost or destroyed and the member pays any fee as the Board resolves.

#### **5.9 Membership Committee**

There shall be a Membership Committee which shall be a sub-committee of the Board. The Membership Committee is by appointment of the Board and will consist of three Fellows and one Full Member. One of the 4 committee members will also be a Board member as per clause 25.4. The committee will

regulate its meeting in accordance with any directions imposed by the Board. Subject to such direction, the committee may meet as it thinks fit to consider and recommend membership of the College and will report to the Secretary of the Board within one week of this consideration.

#### **5.10 Membership fees**

(a) The annual fee payable by members of the College will be such sum as is decided by the Board.

(b) All annual fees are due and payable in advance on admission to the College and, subsequently, annually in advance by July 1st in each year.

(c) Annual fees will rise with CPI, and at anytime at the discretion of the Board.

(d) At its discretion, the Board may levy fees for Fellowship applications, examinations or other purposes.

(e) No annual fees are payable by any Honorary or Life Member.

#### **5.11 Post Nominals**

(a) Fellows of the College, and Honorary and Life members who would otherwise be Fellows of the College, may use the abbreviation FCPCA after their name.

(b) Full Members, Affiliate Members, Honorary and Life members who would not otherwise be Fellows, and Corporate Sponsors are not entitled to the use of College post nominals.

#### **5.12 Education Committee**

There shall be an Education Committee which shall be a sub-committee of the Board. The Education Committee is by appointment of the Board and will consist of three Fellows and one Full Member. One of the 4 committee members will also be a Board member as per clause 25.4. The committee will regulate its meeting in accordance with any directions imposed by the Board. Subject to such direction, the committee may meet as it thinks fit and will report its resolutions to the Secretary of the Board.

### **6. ADMISSION TO MEMBERSHIP**

#### **6.1 Form of application for membership**

Any eligible person or corporation may apply in writing to be a member of the College. The application must be:-

(a) Signed by the applicant; and

- (b) Be accompanied by documents or evidence of eligibility as the Board requires.

## **6.2 Consideration of application by the Board**

If a person makes an application that complies with clause 6.1, the application will be reviewed by the Membership Committee as soon as practicable after its receipt. The Committee will forward its recommendation to the Board within one week of this review. The Board will determine, at its discretion, the acceptance or rejection of that application for membership.

## **6.3 Acceptance or rejection of membership application**

- (a) If an application for membership is accepted:
  - (i) The Secretary must notify the applicant of his, her or its acceptance and;
  - (ii) The name and details of the applicant must be entered into the register of members in accordance with the Corporations Act.
  
- (b) If an application is rejected, the Secretary must notify the applicant that the application has been rejected.
  
- (c) The Board and Membership Committee are not obliged to give reasons for rejecting or accepting an application for membership. Further correspondence, other than the acceptance or rejection notification, will not be entered into.

## **7. REMOVAL AND CESSATION OF MEMBERSHIP**

### **7.1 Resignation**

- (a) A member may resign from membership by notifying the Secretary of the College in writing.
  
- (b) Unless the notice provides otherwise, the resignation of a member is deemed to take effect 6 months after the date of receipt of notice by the Secretary.

### **7.2 Expulsion of member**

- (a) The Board may resolve to expel a member if:
  - (i) A terminating event occurs in respect of the member; and



- (ii) The College gives that member at least 14 days notice in writing stating the terminating event, that the member is liable to be expelled and informing the member of his/her/its rights under clause 7.2 (b),(c),(d).
- (b) Before the passing of a motion to expel the member under clause 7.2 (a)(ii) a member is entitled to give the Board, either orally or in writing, any explanation or defence of the terminating event as the member may think fit.
- (c) A member may, by notice in writing to the College within 14 days of receipt of the notice referred to in clause 7.2 (a) (ii), request that a motion to expel the member under clause 7.2 (a) (ii) be reviewed by the College at the next General Meeting. If such a request is made, the Board must propose at the next Annual General Meeting of the College or, at the Board's discretion, at a General Meeting convened specially for this purpose, that a motion be moved to confirm the expulsion of the member concerned.
- (d) Where a motion is passed under clause 7.2 (c), the College must give that member notice in writing of the expulsion within 14 days of the resolution.

### **7.3 Lapsing**

The membership of a member will cease if he, she or it does not pay his, her or its annual subscription on or before the day which is 90 days after the due date.

### **7.4 Reinstatement of member**

The Board may reinstate an expelled, or lapsed, member, if a written application is received from the former member, on any terms and at any time as the Board resolves, including a requirement that all amounts due but unpaid by the expelled, or lapsed, member are paid.

## **8 DISCIPLINARY PROCEEDINGS / MISCONDUCT**

### **8.1 Non-compliance with Constitution, misconduct**

If any member shall wilfully refuse or neglect to comply with the provisions of this Constitution; or

If a member shall lodge a complaint against another member alleging one or more of the following:-

- (a) That the member has refused or neglected to comply with the provisions of this Constitution;
- (b) That the member has engaged in conduct unbecoming of a member;

- (c) That the member has engaged in conduct, including but not limited to, non adherence to the policies and guidelines of the College, that brings the College into disrepute;
- (d) That the member has engaged in conduct that is, or is likely to be, harmful to the interests of the College;
- (e) That the member does not hold the qualifications required for the class of membership which he, she or it holds;

The Board may conduct such inquiries and investigations as it considers appropriate into the subject matter of any complaint lodged pursuant to this clause and other matters concerning any conduct of the member.

The member is obliged to cooperate honestly and openly with the Board for the duration of the investigation.

If the Board considers it appropriate and the Board formulates a charge or allegation concerning the matter, the member shall:-

- (i) Be given notice within 14 days of a meeting of the Board particularising and stating the specific nature of the charge or allegation against the member;
- (ii) Be given the opportunity of responding either orally at the meeting, or in writing, to the charge or allegation.

- 8.2 (a) The Board may amend the particulars of the charge or allegation against the member if additional information is gained during investigation;
- (b) The member shall be given not less than 14 days notice to respond to any amendment.

8.3 Following consideration of the charge or allegation the Board shall resolve to uphold or dismiss the charge or allegation in part or in full.

8.4 The Board, on consideration of the charge or allegation, shall resolve to:-

- (a) Take no further action; or
- (b) Censure the member; or
- (c) Suspend the member for such period as the Board shall determine; or
- (d) Take such action as the Board resolves.

8.5 Subject to clauses 8.2 and 8.4, the Board will not be bound by rules of evidence or procedure, and no member of the Board will be prevented from participating in the consideration and resolution of a charge or allegation because of prior familiarity or dealings with the member, or another person involved in the subject matter for the charge, provided that the Board is of the bona fide belief that he or she can bring a

fair and open mind to the matter.

8.6 The Board may, if it determines that there are exceptional circumstances, suspend a member's membership pending consideration of the charge or allegation against the member, without first giving the member an opportunity to be heard in relation to the allegations or charge.

8.7 During a period of suspension, the member will remain liable for all liabilities and obligations of membership, but will not enjoy any of the rights and privileges of membership.

8.8 If a member is found by the Board to have made a vexatious, dishonest, mischievous or unreasonable complaint against another member, the Board, at its discretion, may bring disciplinary action against the offending member.

8.9 Any unresolved dispute will be referred for mediation by a mutually agreed Mediator in accordance with the mediation rules of the Institute of Arbitrators and Mediators Australia ('IAMA'). If no agreement can be reached on an appointee within 7 days, the mediator shall be appointed by the Chair of the NSW Chapter of IAMA. The cost of mediation will be borne by the party against whom a decision is made or shared equally if the Mediator decides this is reasonable.

## **9 PAYMENTS – NO PROFIT TO MEMBERS**

9.1 The assets and income of the College shall be applied solely in furtherance of the objects of the College and no portion of the income or assets of the College may be paid or transferred, directly or indirectly to any member, except as bona fide compensation for services rendered or expenses incurred on behalf of the College.

9.2 Payment will be made in good faith of:-

- (a) Reasonable Remuneration to officers or employees of the College for services actually rendered;
- (b) A reasonable amount to any member in return for any services actually rendered to the College (whether by the member or any corporation or partnership in which the member has an interest or is a member) or for goods supplied in the ordinary and usual course of business, shall be reimbursed after consideration by the Board.

## **10 ELECTION OF PRESIDENT & BOARD MEMBERS**

10.1 The initial, interim, Board will consist of [names to be provided] who shall hold office until the inaugural Annual General Meeting of the College.

10.2 The second term President, Vice President, Secretary, Treasurer and Public Relations Officer shall be elected by ballot by the members of the College at its inaugural Annual General Meeting.

### 10.3 **Terms of Appointment**

President and Board members elected under this Constitution shall be appointed as follows:-

- (a) The President and four office holders, who receive the highest number of votes in the initial poll, shall be elected for a term of two years.
- (b) Two additional Board members will be appointed by the elected office holders for a term of one year.
- (c) In the event any member is appointed to fill a vacancy, however occurring, prior to the expiration of the term of the preceding Board member, such appointment shall be for the unexpired term of the previous Board member's appointment, or until the next Annual General Meeting of members, depending on the circumstances of appointment. He/she will then be eligible for re-election.

**10.4.** The positions of the Board will include:

- President (elected term of two years)
- Vice President (elected term of two years)
- Secretary (elected term of two years)
- Treasurer (elected term of two years)
- Public relations officer (elected term of two years)
- 2 Board members (appointed by the Board, within 28 days of the Board's election, for a term of one year).

Elections will be conducted at the next Annual General Meeting held after positions fall due.

Notice of general election must be given in accordance with the Corporations Act. All nominations must be nominated on the official College nomination form and be seconded by a financial Fellow or Full Member. Any Fellow or Full Member may nominate for any Board position, excepting the position of President, where the nominee should hold the position of Fellow.

Duly signed and seconded nomination forms must be received by the College office by close of business 30 days before the date of the scheduled election date.

## **11 PRESIDENT**

### 11.1 **Election of President**

Each member being proposed as a Board member pursuant to clause 13.5, when providing notice pursuant to clause 13.5 (a) (ii) shall indicate his or her willingness / unwillingness to be elected as President.

Subject to clause 11.2 the President shall be the person who, having been elected as a Board member, receives the highest tally of votes and who has indicated his or her willingness to be elected as President.

The appointment of the President takes effect from the conclusion of the General Meeting at which he/she is appointed.

#### **11.2 Eligibility to nominate as President**

Only Fellows of the College may nominate for the position of President.

#### **11.3 Functions of President**

The President will ipso facto be a Board member.

The President will have the following roles and functions (subject to any directions or other decisions of the Board):-

- (a) The President will be the principal public representative of the College with primary responsibility for oral and written public statements and commentary on matters relevant to the objects of the College;
- (b) The President will be the ex officio chair of the Board and the College;
- (c) The President will be responsible to the Board for the oversight of the chief executive officer of the College and the operation and functioning of the administration of the College and its affairs.

11.4 The Board may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon the President any of the powers exercisable by the Board, either concurrently with or to the exclusion of the power of the Board, with the provision that the Board may at any time withdraw or vary any of the powers conferred on the President on the basis of majority vote by a quorum of 5 Board members.

11.5 No person may hold the office of the President for any continuous period exceeding two two-year terms but, subject to that limitation, a Fellow may be reappointed as President.

#### **11.6 Suspension of President**

- (a) The Board members may suspend a President by majority resolution.

- (b) No motion for the suspension of a President may be moved unless not less than seven clear days' notice of the intention to move the motion has been given to all members of the Board.
- (c) The President must be given a reasonable opportunity to be heard in relation to the motion that has been given to all members of the Board.

11.7 If the President is suspended by the Board members, he or she may not:-

- (a) Hold himself or herself out as speaking for or representing the College or;
- (b) Chair any meeting of the College, the Board or a Committee established by the College.

## **12 BOARD MEMBERS: APPOINTMENT AND REMOVAL**

### **12.1 Board positions**

Board positions will be decided amongst the elected Board members at the first post-election Board meeting.

### **12.2 Number of Board members**

- (a) Subject to clause 12.2 (b), the number of Board members will, subject to the Corporations Act, be such number as the members in General Meeting shall resolve, but not less than 5 nor more than 12.
- (b) The members in General Meeting may, by ordinary resolution, increase or decrease the maximum or minimum number of Board members, provided that the minimum will not be less than 5.

### **12.3 Limited ability of Board members to act during vacancies**

The continuing Board members may act notwithstanding any vacancy in their number; but for as long as the number of Board members is below the minimum fixed by this Constitution, the Board members will not act except in emergencies or for the purpose of filling up vacancies or convening a General Meeting of the members.

### **12.4 Eligibility to nominate as Board member**

Only Fellows or Full Members of the College may nominate for the position of Board member.

### **12.5 Board members may fill casual vacancies and may appoint additional Board members**

- (a) The Board members have the power to appoint any appropriately qualified person as a Board member, either to fill a casual vacancy or as an additional Board member, but the total number of Board members will never exceed the maximum fixed by this Constitution.
- (b) Any Board member so appointed will retire at the expiration of the replaced Board member's term or at the next Annual General Meeting of members, depending on the circumstances of appointment. He/she will then be eligible for re-election.

**12.6 Resignation of Board members**

A Board member may resign from office on giving the Secretary notice in writing.

**12.7 Removal of Board members by General Meeting**

Subject to the Corporations Act, at a General Meeting convened on at least 21 days' notice, the members may by ordinary resolution:-

- (a) Remove any Board member; and
- (b) Appoint a replacement Board member.
- (c) Appoint new Board members.

**12.8 Suspension of Board members guilty of prejudicial behaviour**

- (a) If the conduct or position of any Board member is such that continuance in office appears to a majority of the Board members to be prejudicial to the interests of the members, a majority of Board members, at a meeting of the Board members specially convened for that purpose, may suspend that Board member.
- (b) Within 21 days of the suspension, the Board members will call a General Meeting, at which the members may either confirm the suspension and remove that Board member from office in accordance with clause 12.7(a), or annul the suspension and reinstate that Board member.

**12.9 Vacation of office of Board member: automatic**

The office of a Board member is vacated if that Board member:-

- (a) Becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the Law relating to mental health;
- (b) Is absent without the consent of the Board from all meetings of the Board held during a period of 3 months and the Board members resolve that his or

her office be vacated;

- (c) Resigns;
- (d) Ceases to be a member; or
- (e) becomes prohibited from being a Board member by virtue of the Law.

#### **12.10 Remuneration**

There shall be a Remuneration Committee which shall not be a sub-committee of the Board. The serving Board Members will be remunerated at an amount agreed to by the membership at the AGM, after consideration by and the recommendation of the Remuneration Committee which is to be composed of three fully financial members appointed by the Members at the AGM who are not currently sitting on the Board.

### **13 RETIREMENT OF BOARD MEMBERS**

#### **13.1 Retirement of Board members at Annual General Meetings**

At each Annual General Meeting, those Board members due for election shall retire from office and be eligible for re-election subject to clause 10.

#### **13.2 Retiring Board member stays for meeting**

A retiring Board member will retain office until the dissolution or adjournment of the Annual General Meeting at which that Board member retires.

#### **13.3 Election of Board members by General Meeting**

Subject to the provisions of this Constitution, the members at an Annual General Meeting at which any Board member retires or at the conclusion of which a Board member ceases to hold office, may fill all or any of the vacated offices by electing a like number of persons to be Board members.

#### **13.4 Board member may continue if place not filled**

If the vacated office is not filled by election, the retiring Board member, if offering himself or herself for re-election and not being disqualified under the Law from holding office as a Board member, is deemed to have been re-elected unless at that meeting:-

- (a) It is expressly resolved not to fill the vacated office at that time; or



- (b) A motion for the re-election of that Board member is put and lost or a motion to not re-elect that Board member is put and passed.

### **13.5 Nomination of Board members for office**

- (a) No person, other than a Board member retiring in accordance with this Constitution, is eligible for election to the office of Board member at any Annual General Meeting unless, at least 21 days prior to the Meeting, in the case of a person whose nomination is recommended by the Board members, or at least 30 days prior to the Meeting in any other case, there has been received at the office,:-
  - (i) A notice in writing, signed by a member duly entitled to attend and vote at the Meeting for which such notice is given, of that member's intention to nominate a person for election and;
  - (ii) The notice in writing is signed by the nominated person, indicating his or her willingness to be elected, and his or her willingness/unwillingness to be elected as President.
- (b) Members duly entitled to attend and vote at the Meeting may also nominate themselves for election in accordance with this Constitution.
- (c) Notice of each and every candidature will be given to all members at least 21 days before the meeting at which the election will be held.

## **14 PROCEEDINGS OF BOARD MEMBERS**

- 14.1** The Board members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 14.2** Subject to the Constitution, questions arising at any meeting of the Board must be decided by a majority of votes. This will be deemed to be a resolution of the Board. If there are an equal number of votes in favour and against, the President will not have a second and casting vote and the resolution shall not be carried.
- 14.3** A Board member must not vote in respect of any contract or proposed contract with the College in which he or she has a material personal interest, and if the Board member does so vote his or her vote will not be counted.
- 14.4** For the purposes of clause 14.3, a Board member does not have a material personal interest in a contract merely because the contract insures, or would insure, the Board member against:-
  - (a) A liability incurred by the Board member as an officer of the College; or

- (b) Any legal costs incurred by the Board member in the defence of civil or criminal proceedings against the Board member as an officer of the College.
- 14.5** A Board member is not disqualified merely on the basis of being a Board member from contracting with the College in any respect including, without limitation:-
- (a) Selling any property to, or purchasing any property from, the College or;
- (b) Being employed by the College or acting in any professional capacity, other than auditor, on behalf of the company.
- 14.6** Where a Board member has a material personal interest in a matter to be considered at a meeting, that Board member must not be present while the matter is being considered at the meeting or vote on the matter, unless the Board members who do not have a material personal interest pass a motion in accordance with section 195 (2) of the Corporations Act, or another exception applies under the Corporations Act, which permits that Board member to do so.
- 14.7** The Board may make regulations requiring the disclosure of interests that a Board member, and any person deemed by the Board to be a relation of or associated with the Board member, may have in any matter concerning the company or a related body corporate. Any regulations made under this rule bind all Board members and apply in addition to any obligations imposed on the Board members by the Corporations Act to disclose interests to the company.
- 14.8** The Board members shall, at all times, act in good faith in the best interests of the members in accordance with the Corporations Act.
- 14.9** The quorum for a meeting of the Board shall be 5. If there are an equal number of votes in favour and against, the President will not have a second and casting vote and the resolution shall not be carried.
- 14.10** The continuing Board members may act despite any vacancy, but if and so long as their number is reduced below the number fixed as the necessary quorum for a meeting of the Board, the continuing Board member/s will not act except in emergencies, or for the purpose of filling up vacancies, or for convening a General Meeting of the members.
- 14.11** The President will be entitled to chair any meeting of the Board but, if at any time the President is not present at the time appointed for the holding of the meeting, the Board members present may choose one of their number to chair the meeting.
- 14.12** (a) The President may, at any time, call a meeting of the Board.  
(b) The Secretary of the Board must, at any time, at the request of 2 or more Board members, call a meeting of the Board within 14 days.

**14.13** (a) If all the Board members have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Board member or, if the Board members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Board member.

(b) More than one document containing statements in identical terms each of which is signed by one or more Board members will together be deemed to constitute one document containing a statement in those terms signed by those Board members on the respective days on which they signed the separate documents.

**14.14** The Board members may participate in a meeting of the Board by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Any Board member participating in such a meeting shall for the purposes of this document be deemed to be personally present at the meeting.

## **15 GENERAL MEETINGS**

### **15.1 Convening of General Meeting**

- (a) The Board may convene a General Meeting of the College's members whenever it thinks fit.
- (b) The Board must call a General Meeting within 21 days on the request of members with at least 5% of the votes that may be cast at a General Meeting, in accordance with section 249D of the Corporations Act.

### **15.2 Notice Period**

Subject to the provisions of the Corporations Act relating to shorter notice, at least 21 days' notice must be given of a meeting of the College's members.

### **15.3 Contents of notice**

- (a) The date, time and place of the meeting; and
- (b) The general nature of the meeting's business; and
- (c) In the case of an election of Board members, the names of the candidates for election and the procedure for conduct of any ballot; and

- (d) Such other information as is required by the Corporations Act; and
- (e) If the meeting is to be held in 2 or more places, communication will be facilitated by use of appropriate technology.

#### **15.4 Failure to give notice**

Subject to the Corporations Act, the accidental omission of notice of any meeting to greater than 50% of the members will invalidate any resolution passed at that meeting.

#### **15.5 Notice of adjourned meeting in certain circumstances only**

- (a) Whenever a meeting of the members is adjourned for less than 21 days, no further notice of the time and place of the adjourned meeting need be given.
- (b) Whenever a meeting of the members is adjourned for 21 days or more, at least 3 days' notice of the time and place of the adjourned meeting will be given to members.

#### **15.6 Persons entitled to notice of General Meetings**

Notice of every General Meeting of the College will be given in accordance with the Corporations Act to:-

- (a) Every Fellow, Full Member, Affiliate Member, Honorary Member and Life Member.
- (b) The auditors of the College;
- (c) Corporate Sponsors and other persons are not entitled to notice of the meeting.

#### **15.7 Attendance at General Meetings**

Persons entitled to attend General Meetings of the College:-

- (a) Every Fellow, Full Member, Affiliate Member, Honorary Member and Life Member.
- (b) Corporate Sponsors and other persons are not entitled to attend the meeting;

#### **15.8. Persons entitled to vote at General Meetings**

- (a) Fellows are entitled to vote.

- (b) Full Members are entitled to vote.
- (c) Honorary Members and Life Members, who would otherwise be Fellows or Members, are entitled to vote.
- (d) Affiliate Members are not entitled to vote.
- (e) Corporate Sponsors are not entitled to vote.
- (f) Non-financial members are not entitled to vote.

#### **15.9. Conduct of General Meeting**

- (a) Subject to the requirements of the Corporations Act, the President will be responsible for the general conduct of General Meetings and for the procedures to be adopted at General Meetings.
- (b) The President may make rulings or adjourn the meeting without putting the question (or any questions) to the vote if such action is required to ensure the orderly conduct of the meeting. The President may not close a meeting if a motion of dissent to a ruling from the Chair, or a motion of no-confidence in the Chair, has been proposed and seconded.
- (c) The President may require the adoption of any procedures which are in the President's opinion necessary or desirable for the proper and orderly casting or recording of votes at any General Meeting of the College, whether on show of hands or on a poll, such as electronic or website voting procedures.
- (d) The President may determine conclusively any dispute concerning the admission, validity or rejection of a vote.
- (e) Persons in possession of visual recording or sound recording devices, placards, banners or articles considered by the Board members or the President to be dangerous, offensive or likely to cause disruption, or persons who refuse to produce or to permit examination of any articles in their possession or the contents thereof, may be refused admission to any General Meeting or may be required to leave and remain out of the meeting.
- (f) Nothing contained in this clause will limit the powers conferred on the President by Law.

#### **15.10. Postponement or cancellation of meeting**

The Board may, whenever it thinks fit, postpone or cancel any meeting of the College's members convened under clause 15.1 (a), other than an Annual General Meeting, or a General Meeting convened under clause 15.1 (b).

## **15.11. Ballots**

- (a) The Board may conduct a ballot of members (“ballot”) in respect of any business, including but not limited to the election of the President and of Board members in accordance with the Constitution, which may be validly considered at a General Meeting.
- (b) In the case of a ballot to appoint the Board members, each member who is eligible to vote will be requested to cast a vote. The President will be the Board member who receives the highest tally of votes as a Board member and who has indicated willingness to be President, in accordance with clauses 11.1 and 11.2.
- (c) At least 21 days prior to the date of closing of a ballot, the College shall send to all members entitled to vote ballot papers giving particulars of the business to be conducted together with an explanation of the method of voting and voting form (such form to be approved by the Board members) and advising of the closing date of the ballot.
- (d) A ballot may be conducted electronically or by any web based system, or other lawful method as approved by the President.
- (e) Any voting form received after the closing time of the ballot is deemed invalid and shall not be counted.
- (f) The Board may determine any procedures or matters in relation to the conduct of any ballot subject to this Constitution.

## **16 PROCEEDINGS OF GENERAL MEETING**

### **16.1 Business of an Annual General Meeting**

- (a) To receive and consider the annual financial report and any other accounts, reports and statements as are required to be presented;
- (b) To transact any other business which under this Constitution or by the provisions of the Corporations Act may be transacted at an Annual General Meeting and which business the Board determines to transact.

### **16.2 President**

- (a) The President shall chair every General Meeting.
- (b) If there is no President, or if at any meeting of the College’s members such person is not present at the time appointed for holding the meeting or willing to act for all or part of the meeting, the Board members present may choose

another Board member as Chair of the meeting (or part of it).

- (c) If no Board member is present or if all Board members present decline to act as Chair, the members present may choose one of their number to be Chair of the meeting.
- (d) The Chair may require any person who, in the opinion of the Chair, is not complying with his or her reasonable directions, to leave and remain out of any meeting.

### **16.3 Quorum at General Meeting**

A quorum for a General Meeting, including the Annual General Meeting, consists of members, present in person, or by telecommunications or proxy, and entitled to vote on all resolutions that may be put, totalling three times the total number of elected and appointed Board members (including the President) present in person, sufficient to form a Board quorum 5.

No business may be transacted at a General Meeting unless a quorum of members is present at the time the meeting proceeds to business.

If at the time appointed for a General Meeting, or at the time when the meeting proceeds to business, a quorum of members is not present, the meeting may be adjourned to such other day, time and place as the Board members may, by notice to the members, appoint.

### **16.4 Dissolution of adjourned General Meeting if quorum absent**

If at any adjourned General Meeting a quorum is not present at the time appointed, then the meeting shall be dissolved.

### **16.5 Adjournment of General Meetings**

- (a) The President will 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 to direct the President to do so.
- (b) No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **17 VOTES AT GENERAL MEETING**

### **17.1 Number of Votes**

Subject to any rights or restrictions for the time being attaching to any class of members:-

- (a) On a show of hands at a meeting of College's members every member present in person or by proxy has one vote; and
- (b) On a poll at a meeting of the College's members every member present in person or by proxy has one vote.

#### **17.2 President to determine disputes re votes**

In the case of any dispute as to the admission or rejection of a vote, the President may determine the dispute and such determination made in good faith will be conclusive.

#### **17.3 Objections to qualification to vote**

Any objection to the qualification of any person to vote at a General Meeting will be referred to the President, whose decision made in good faith is final and conclusive.

#### **17.4 Proxy not to vote if member present**

If a member is present at a General Meeting and a proxy for such member is also present, the proxy is not entitled to vote.

#### **17.5 President has casting vote**

The President of any General Meeting will normally not vote but will have a casting vote in the event of an equality of votes, either on a show of hands or on a poll.

#### **17.6 Questions decided by majority**

Subject to the requirements of the Corporations Act in relation to special motions, a motion will be taken to be carried if the proportion of votes in favour of the motion exceeds one-half of the total number of votes on the motion.

#### **17.7 Declaration by President that a motion is carried**

A declaration by the President that a motion has been carried or lost, and an entry to that effect made in the minutes, will be conclusive evidence of the fact.

#### **17.8 Voting: Show of hands or poll**



At any General Meeting a motion put to the vote will be decided on a show of hands unless, before a vote is taken, or before or immediately after the declaration of the result of the show of hands, a poll is demanded:-

- (a) By the President; or
- (b) By at least 5 members, present in person, having the right to vote at the meeting.

#### **17.9 Conduct of poll**

- (a) If a poll has been demanded, it will be taken in such manner and at such time and place as the President directs, and either at once or after an interval or adjournment or otherwise.
- (b) The result of the poll will be deemed to be the resolution of the General Meeting at which the poll was demanded.
- (c) The demand for a poll may be withdrawn.

#### **17.10 Continuation of meeting notwithstanding poll**

The demand for a poll will not prevent the continuance of the meeting or the transaction of any business other than the motion on which a poll has been demanded.

### **18 PROXIES**

#### **18.1 Right to appoint proxy**

A member who is entitled to attend and vote at a meeting of the College is entitled to appoint another member, who is entitled to attend and vote, as the member's proxy to attend and vote instead of the member at the meeting. A member may not appoint more than one proxy.

#### **18.2 Proxy will be in writing**

An instrument appointing a proxy:

- (i) Will be in writing, executed under the hand of the member, in such form as the Board may prescribe or accept and;
- (ii) May contain directions as to the manner in which the proxy is to vote in respect of any motion.

#### **18.3 Board members or President decide validity**

Subject to the Corporations Act, the Board members' or President's decision as to the validity of a proxy will be final and binding.

#### **18.4 Proxy form to be deposited before meeting**

An instrument appointing a proxy must be deposited with the person designated by the Board to receive such proxies not less than 48 hours before the time scheduled for commencement of the meeting at which the person intends to vote.

#### **18.5 Member may indicate whether proxy is to vote for or against motion**

- (a) Any form of proxy sent out by the Board to members will make provision for the member to indicate whether the member wishes to vote for or against any motion.
- (b) The member may, but need not, give an indication or direction as to the manner in which a proxy is to vote.
- (c) Where an indication or direction is given, the proxy must vote on that motion in accordance with that indication or direction.

#### **18.6 Failure to name appointee**

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the President.

### **19 EXECUTION OF DOCUMENTS**

The Board may execute documents without the use of a Seal if the document is signed by two Board members.

### **20 ACCOUNTS**

#### **20.1 Board to keep**

The Board will keep accounting and other records of the business of the College as it is required to keep by the Law.

#### **20.2 Annual accounts to be laid before Annual General Meeting**

At every Annual General Meeting the Board will lay before the members the financial report for the last financial year of the College, together with such other accounts, reports and statements as are required by the Law.

#### **20.3 Copy of accounts to be sent**

Other than those members who have provided written notice to the College stating that they do not wish to receive a copy of every document which is required to be laid before each Annual General Meeting, a copy of these documents will be sent to all persons entitled to receive notices of meetings

together with the notice of the meeting, as required by the Law.

#### **20.4 Accounts conclusive**

Every account of the Board, when audited and approved and received by a General Meeting at which it is presented, will be conclusive, except in regards to any material error discovered in it within three months after its approval or adoption. Whenever any material error is discovered within that period the account will forthwith be corrected and then it will be conclusive.

### **21 AUDITORS: APPOINTMENTS AND REMOVAL**

The auditors of the College will:-

- (a) Be appointed and may be removed as provided in the Corporations Act; and
- (b) Perform the duties and have the rights and powers as may be provided in the Corporations Act.

### **22 SECRECY**

#### **22.1 Members entitlement to discovery**

- (a) All Fellows and Full Members shall be entitled to inspect the financial statement of accounts of the College.
- (b) Upon a request in writing from any member to inspect the statement of accounts, accounting records and other documents of the College, the Board shall determine the time and place or places, and the conditions under which the records will be open to the inspection of the member.
- (c) Subject to the Law, (but excluding section 247D of the Corporations Act), a member not being a Board member does not have the right, but may, at the absolute discretion of the Board, be authorised to inspect, or to require or receive any information, or to require any record or document of the College, any information respecting any detail of the College's trading or business, or any matter which is or may be in the nature of a trade secret, confidential information, mystery of trade or secret process which may relate to the conduct of the business of the College.

#### **22.2 Officers of the College not to disclose information**

Every Board member is bound to observe confidentiality with respect to all transactions of the College with its customers, the state of the account of any individual, and all related matters.

### **22.3 Confidentiality**

Every Board Member is bound to observe confidentiality with respect to all matters under consideration by the Board, unless the Board indicates otherwise.

Where there is significant dissent amongst Board Members that remains unresolved, the issue may be resolved by mediation as per clause 8.9.

## **23 NOTICES**

### **23.1**

- (a) A notice must be given by the Board to any member either by serving it on the member personally, or by sending it by post to the member at his or her registered address, or the address, if any, supplied by him or her to the College for the giving of notices to the member.
- (b) Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in case of a notice of a meeting, on the second day after the day of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) If a member has supplied to the Board a facsimile number or email address for the service of notices on the member, then any notice may be served by the Board on that member by facsimile or email.
- (d) A notice sent by facsimile or email (provided a status report is received by the sender which shows the notice has been transmitted) will be deemed served immediately upon completion of sending if such completion is within business hours in the place where the addressee's facsimile machine is located, but if not, then 9:00am of the next working day at such place.
- (e) For the purposes of this clause, "business hours" means from 9:00am to 5:00pm on a day on which the major trading banks are open for business in the postal district where the addressee's facsimile machine is located.

## **24 INDEMNITY & INSURANCE**

- 24.1 To the extent permitted by Law, and subject to the restrictions in section 199A of the Corporations Act, the College indemnifies every person who is or has been an officer or auditor of the College against any liability (other than for legal costs) incurred by that person as an officer or auditor of the College.

For the purposes of the clause, 'officer' has the meaning given by section 9 of the Corporations Act.

- 24.2 To the extent permitted by the Corporations Act, the College may pay or agree to pay a premium in respect of a contract insuring a person who is or who has been an officer of the College against a liability:-
- (a) Incurred by the person as an officer provided that the liability does not arise out of conduct involving:-
    - (i) A wilful breach of duty in relation to the College; or
    - (ii) Contravention of section 182 or 183 of the Corporations Act.
  - (b) For costs and expenses incurred by the person in defending proceedings whether civil or criminal, whatever their outcome.

## **25 APPOINTMENT OF COMMITTEES**

- 25.1 The Board may appoint such committee or committees consisting of members or the College as considered appropriate by the Board to assist with the conduct of the College's operations.
- 25.2 A member of a committee who is not a Board member is not entitled to vote at a Board meeting.
- 25.3 A committee shall elect from persons appointed to the committee by the Board, a person to chair its meetings.
- 25.4 A committee shall have at least one member who is a Board member.
- 25.5 A committee must regulate its meeting in accordance with any directions imposed by the Board. Subject to such direction, a committee may meet as it thinks fit.
- 25.6 A committee has, with the consent of the Board, power to co-opt additional persons.
- 25.7 Questions arising at a meeting of a committee must be determined by a majority of votes of the members present and voting. In the case of equality of votes, the committee Chair does not have a second and casting vote and the resolution does not carry.

## **26 By-laws, rules and regulations**

- 26.1 The Board shall have power from time to time make such by-laws, rules and regulations, as in the opinion of the Board are necessary and desirable for the proper control, administration and management of the College's membership operations, finances, interests, effects and property and for the contributions, duties, obligations and

responsibilities of members.

**26.2** Notwithstanding clause 26.1, the College in general meeting may amend or appeal any of the by-laws or rules and regulations made by the Board.

**26.3** By-laws and regulations must:

(a) be subject to this Constitution;

(b) not be inconsistent with any provision contained in this Constitution; and

(c) be binding on all members and the Board and have the same effect as these articles.

## **27 Amending the Constitution**

The constitution of The College shall not be altered or amended except by resolution passed by a majority of not less than two-thirds of the Members present in person or by proxy or telecommunication at a General Meeting, in accordance with clause 16.3.