

CONSTITUTION
of the
AUSTRALASIAN COLLEGE OF PODIATRIC SURGEONS

Incorporated pursuant to the

Corporations Law in Victoria
ACN 087 751 497
ABN 48 491 064 210

1. The name of the company is the Australasian College of Podiatric Surgeons, hereinafter referred to as "the College".
2. The registered office of the College is situated in Victoria.
3. The objects for which the College is established are:
 - 3.1 To promote and advance the art and science of podiatric surgery;
 - 3.2 To disseminate education and knowledge of podiatric surgery among colleagues, students and the public;
 - 3.3. To disseminate for the public welfare, and to students, education on podiatric surgery;
 - 3.4 To determine and maintain the highest professional standards among its membership, who shall constantly strive to develop advanced techniques in podiatric surgery, and to determine and enforce a code of ethics;
 - 3.5 To provide and conduct courses of instruction and examinations in the theory and practice of podiatric surgery. Such courses should involve engagement and cooperation with the higher education sector;
 - 3.6 To confer in accordance with regulations prescribed by the Council the award of Fellow of the Australasian College of Podiatric Surgeons (in this Constitution referred to as "Fellowship") and such other awards as the Council from time to time determines on persons who satisfactorily complete courses of instruction and examinations or who hold other academic qualifications recognised by the Council and who have completed practical experience in podiatric surgery in accordance with the regulations prescribed by the Council;
 - 3.7 To take or accept any gift, devise or bequest of property of whatsoever nature and wheresoever situate and whether or not subject to any trust;
 - 3.8 To raise money by nomination fees, subscriptions, levies, mortgages, entertainment services and otherwise;
 - 3.9 To invest any moneys of the College in such manner as may from time to time be determined by the Council;

- 3.10 To print and publish any journals, magazines, newspapers, periodicals, books, circulars or leaflets which may be thought by the Council to be desirable for the College objects;
 - 3.11 To acquire by purchasing, taking on lease or otherwise land and buildings and any other property real or personal and any rights and privileges which the Council from time to time thinks proper to acquire and to hold and use such property and to resell, underlease or sublet, surrender, turn to account or dispose of the same or any part thereof, and to erect any buildings for the purposes of the College, and to maintain, improve, alter or add to any buildings;
 - 3.12 To engage and employ either full time or part time any persons who the Council may from time to time consider necessary to be employed for the purposes of the College and to pay them salaries, wages and gratuities;
 - 3.13 To affiliate with such other association or organization as the Council shall agree in the majority and merge with such other association or organization at an annual general meeting or special general meeting;
 - 3.14 To promote co operation with organisations which have objectives similar to the College both national and international;
 - 3.15 To facilitate education and medical aid support to developing nations; and
 - 3.16 To do all such other lawful things as are incidental to or conducive to or necessary to the attainment of all or any of the above objects and to the advancement of the interests of podiatrists.
4. The income and property of the College shall be applied solely towards the promotion of the objects of the College as set out in this Constitution at Clause 3; and no portion thereof shall be transferred directly or indirectly, by way of Councillor's fees, dividend, bonus or otherwise by way of profit, to members of the College.

Provided that nothing contained herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the College where the terms of employment have been approved by resolution of the Council; or to any member of the College in return for any services rendered to the College in a professional or technical capacity where the provision of that service has the prior approval of the Council and the amount payable is approved by a resolution of the Council and is on reasonable commercial terms; or the payment of interest at a rate not exceeding that fixed by a resolution of the Council on money lent by a member to the College; or reasonable and proper rent approved by resolution of the Council for premises demised or let by any member of the College; or for the payment of out-of-pocket expenses incurred in carrying out duties by a Councillor where the payments do not exceed an amount previously approved by the Council. This provision shall not apply to payments to any company in which a member does not hold more than one-hundredth part of capital and that member shall not be bound to account for any share of profits he may receive in respect of that payment.

5. The liability of members is limited.

6. Each and every member of the College undertakes to contribute to the assets of the College in the event of the College being wound up while he, she or it is a member, or within one (1) year after he, she or it ceases to be a member, for payment of the debts and liabilities of the College contracted before he, she or it ceased to be a member, and to 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 \$10.
7. If upon the winding up or dissolution of the College there remains after satisfaction of all its debts and liabilities a surplus of any property, the surplus shall not be paid or distributed among members of the College, but shall be given or transferred to some other body or bodies having objects similar to the objects of the College and which also prohibit the distribution of its or their income and property amount its or their members to an extent at least as great as is imposed on the College under clause 4 hereof; and such body or bodies are to be determined by the members of the College at or before the time of the dissolution and in default thereof by a court of competent jurisdiction and if and so far as effect can not be given to the foregoing provision, then the surplus is to go to some charitable object.
8. In the Constitution, unless there is something in the subject or context that is inconsistent –

“Fellow” means an Ordinary Member of the College upon whom has been conferred the qualification - Fellowship of the Australasian College of Podiatric Surgeons;

“the College” means the Australasian College of Podiatric Surgeons;

“the Council” means the members for the time being of the Council hereby constituted;

“Councillor” means a member of the Council for the time being;

“the Association” means the Australian College of Podiatric Surgeons Inc, an association incorporated in South Australia; and

“in writing” or “written” shall include printing, lithography and other modes of representing words in visible form.

Otherwise, any words and expressions used which are defined in the Corporations Act at the date on which the Constitution becomes binding on the College shall have the meanings so defined.

Membership

9. The subscribers to the Constitution of the College and other persons as shall be admitted to the membership in accordance with this Constitution shall be members of the College, and shall be entered in the register of members accordingly.
10. There shall be the following classes of members of the College, namely:
 - (1) Fellows,
 - (2) Ordinary Members,
 - (3) Honorary Life Members,
 - (4) Retired Members,
 - (5) Corporate Members,
 - (6) Registrars, and
 - (7) such other classes or subclasses of membership as specified in any Regulations for that purpose with such rights and privileges as set out in those Regulations.

11. On the date of incorporation of the College, all members of the Association shall have become members of the College and all qualifications and awards previously conferred on members by the Association. shall be recognized
12. An Ordinary Member shall be a person who has completed to the satisfaction of the Council any qualification determined by the Council and who has been approved for membership of the College by the Council.
13. An Honorary Life Member shall be a member who has rendered outstanding services to the College and who has been elected to be an Honorary Life Member by a majority of three fourths of those present and voting at a general meeting of the members of the College, after having been nominated for such election by two Fellows of the College and after such nomination has been approved for Honorary Life membership by the Council.
14. A Registrar shall be an Ordinary Member who is participating in the formal training pathway towards a Fellowship qualification.
15. A Retired Member shall be a member who has ceased to practice and has been approved for this class of membership by the Council.
16. A corporate member shall be an entity other than a person who has a similar purpose and objective to that of the College as determined by the council and has been approval for membership by the council.
17. No person or entity shall be admitted as a member of the College in any class unless he or she is first approved for membership by the Council (or a Committee Council delegates relevant authority to), and the Council shall have full discretion as to the admission of any person to membership. The council must consider the advice from relevant College sub committees when making such decisions.
18. Members shall pay to the College any nomination fee levied on admission to membership and an annual subscription determined by the Council from time to time. Subscriptions shall be due and payable on 1 August each year or at such other time as the Council may determine.
19. Upon acceptance of membership of the College, each member must agree to cease to display any certificate of membership issued by the College and refrain from advertising his or her membership of the College following;
 - 19.1 the resignation of the member from the College; or
 - 19.2 the Council terminating membership of the member ; or
 - 19.3 whilst the member has outstanding subscription monies owed to the College.

Cessation of Membership

20. Automatic termination of Membership.

20.1 Subject to this Constitution, the membership of any member terminates if:

the member resigns in writing;
the member dies; or
the member's name is removed from the register of any professional authority recognised by the Council ("an Authority") for disciplinary reasons.

20.2 If membership is terminated because of suspension from practice, the individual may be readmitted to membership by resolution of the Council with or without the payment of a further fee if the suspension is lifted and subject to any conditions imposed by Council.

21. Termination of membership by resolution of the Council.

21.1 Subject to this Constitution, the Council may at any time terminate membership if a member:

- (a) ceases to be eligible for admission to membership of the College;
- (b) refuses or neglects to comply with the provisions of this Constitution or any applicable Regulation;
- (c) refuses or neglects to comply with the provisions of the College's Code of Conduct
- (d) engages in conduct which in the opinion of the Council is unbecoming of members or is prejudicial to the interests of the College;
- (e) has his or her name removed from the register of an Authority for any reason or is suspended from practice by an Authority;
- (f) becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability;
- (g) has any condition or restriction imposed on his or her right to practise by an Authority;
- (h) is found guilty by a Court of an indictable offence; or
- (i) fails to pay any debt due to the College for a period of 6 months after the due date for payment.

21.2 A member shall not be deemed to have ceased to be eligible for membership merely by reason of the fact that the member has ceased to practise.

21.3 Subject to clause 20.1, a decision of the Council (or a committee of Council appointed for that purpose) under clause 21.1 is not effective unless:

- (a) the member concerned has been given a notice of the resolution to be considered by the Council (or a committee of Council appointed for that purpose) and a copy of any business papers circulated regarding the resolution not less than 14 days prior to the date of the meeting. If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given;

- (b) the member has been permitted to make submissions to the meeting in writing and orally;
- (c) the member is given an opportunity to respond to any matters raised in the meeting. The Council (or committee) may ask the member to leave the meeting during its deliberations once submissions from all interested parties are complete; and
- (d) notice of the decision of the Council (or committee) is given promptly to the member.

21.4 A decision under clause 20.2 or 21.1 may be subject to appeal under Regulations relating to appeals made for that purpose.

22. Name to be removed from Register

The name of any person ceasing to be a member of the College shall be removed from the Register.

23. Consequence of termination of membership

23.1 Any member whose membership of the College terminates for any reason in accordance with this Constitution:

- (a) shall cease to be entitled to any of the rights and privileges of membership;
- (b) shall be required to return his or her membership Certificate(s) to the College within 14 days of receiving notice of the termination of the member's membership of the College; and
- (c) must not represent that he or she is a member of the College

23.2 The Council may in its absolute discretion give notice or publish to the public generally or to any professional body or organisation the fact that any such person has ceased to be a member of the College.

24. Continuing obligations

24.1 Any person who ceases to be a member of the College shall have no rights in or claim upon the College for the property or funds of the College except as a creditor.

24.2 Without limiting clause 24.1, termination of membership for any reason does not affect the liabilities and obligations of a member (whether they arise under this Constitution or otherwise), including any obligation to pay any membership subscriptions payable on or before termination, existing at the date of termination or which arise or become known after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.

24.3 No former member is eligible for readmission until all arrears of subscriptions and any interest imposed by Council, if any, due to the College at the date when his or her former membership ceased are paid.

25. Rates of Subscriptions

The Council, if it believes there is a good and compelling reason for doing so, may determine different rates of annual subscription for members within different classes. The subscriptions payable by members of the College shall be of such amount and at such time as the Council prescribes (and pro rata for any part of a year).

25.1 Non-payment of subscription

If the subscription of a member is unpaid for a period of 6 calendar months after it becomes due, the member shall cease to be a member of the College and shall lose all rights and privileges of membership. The Council may, if it thinks fit, reinstate the member upon payment of all arrears (on such conditions as the Council determines, including payment of interest on arrears of unpaid subscriptions).

Council

26. A council (in this Constitution referred to as "the Council") shall be formed to manage the affairs of the College and the number of elected Councillors shall be six. The elected Councillors shall have been determined by a majority of the subscribers to the Constitution and the elected Councillors shall hold office for a two-year term. At the end of this two-year term, a majority of the Fellows will elect six Councillors at the next scheduled Annual General Meeting.

27. Regulations

27.1 The Council shall have power to make, amend and repeal all such Regulations as it deems necessary or desirable for the proper conduct and management of the College, the regulation of its affairs and the furtherance of its objectives.

27.2 Without in any way limiting the power of the Council under clause 27.1 , the Council may make, amend and repeal Regulations in relation to:

- (a) procedural matters in relation to application for all classes of membership of the College (whether by way of examination, assessment or otherwise);
- (b) entrance fees, annual subscriptions and other fees payable by all classes of membership of the College;
- (c) rights and privileges to be accorded to all classes of membership of the College;
- (d) the nomination and election of Councillors, Office Bearers and other officers of the College;
- (e) the conduct of postal ballots of members of the College;
- (f) the membership, purpose and proceedings of committees of the Council and the College;

- (g) the discipline of, and sanctions applicable to, members of any class, including suspension, counselling, reprimand, termination or expulsion;
 - (h) complaints made by any person against a member of the College and the establishment of committees and the processes for the resolution of such complaints; and
 - (i) any other matter relating to the affairs and good governance of the College.
- 27.3 No Regulation shall be inconsistent with, nor shall it affect the repeal or modification of, anything contained in this Constitution.
- 27.4 All Regulations shall be binding upon all members. A record of all Regulations shall be kept in such place as the Council shall appoint for that purpose.
- 28. Power to delegate
 - 28.1 The Council may delegate any of their respective powers (other than that of delegation) to committees comprising persons appointed by them.
 - 28.2 The Council may revoke any delegation of their respective powers by ordinary resolution.
 - 28.3 Any committee exercising the delegated power shall comply with any conditions or limitations imposed by the Council.
- 29. The Councillors shall be as follows:
 - 29.1 the President;
 - 29.2 the Vice President;
 - 29.4 the Treasurer;
 - 29.5 the Secretary; and
 - 29.6 two Fellows
- 30. Councillors shall be elected at the Annual General Meeting of the College. The office bearers, being the President, the Vice President, the Treasurer, and the Secretary, shall be decided by the Councillors by voting at the first Council meeting following the Annual General Meeting of the College, such meeting to be held within one week of the Annual General Meeting. The term of office shall be two years from the date of election. It is an expectation that unless in special circumstances approved at an Annual General Meeting of the college no councillor will serve more than 5 two year terms, such terms need not be consecutive.
- 31. The Council has the power to co opt up to two councillors. To further the interests of surgery and related disciplines Council shall have the further right to appoint such Co-opted Councillors as it sees fit to supplement the expertise of Council. These Co-opted Councillors may come from a non-medical background.

- 31.1 All Co-opted Councillors, with the exception of the Registrar Co-opted Councillor, shall be appointed annually by the Council for a maximum aggregate period of ten years including any period they may have served as an elected Councillor.
 - 31.2 The Registrar Co-opted Councillor shall be appointed annually by the Council, but any time served as the Registrar Co-opted Councillor shall not be counted toward the aggregate period a member may serve as an Elected Councillor or as a Co-opted Councillor.
 - 31.3 The Co-opted Councillors have and are entitled to exercise all the same rights and privileges at meetings of the Council as the Elected Councillors, including the right to vote, except for voting for Office Bearers or for the Officers of the Council. They shall not be eligible for election as Office Bearers.
32. Invited Observers
- To further the interests of surgery and related disciplines, the Council shall have the power to invite a person as an Observer to Council (in this Constitution referred to as "Observer"): The persons the Council may invite to be an Observer could include a specialist from another discipline, an academic or a community representative. At the invitation of the President, an Observer may contribute to and participate in the proceedings of the Council but shall not have a vote.
33. The business of the College shall be conducted by the Council which may exercise all the powers of the College which are not by Corporations Act or by the Constitution required to be exercised by the College in General Meeting.
 34. The Council shall establish and maintain an organizational structure as deemed appropriate to the governance of the College, including but not limited to the establishment of Boards and Committees.
 35. The powers of the Council shall include:
 - 35.1 To make or adopt a code of ethics regulating the principles of professional conduct to be observed by members of the College;
 - 35.2 To prepare written complaints detailing allegations of specific infringements of the code of ethics of the College against any member;
 - 35.3 To determine a complaint after serving the complaint on the member while ensuring that the member has a reasonable opportunity to answer the complaint, and informing itself of matters relevant to the complaint by taking oral or written evidence or by any other means as the Council thinks fit;
 - 35.4 To impose a reasonable and proportionate fine on, or suspend or disqualify from membership of the College, any person who in the determination of the Council under sub-clause 35.3 has been found to have infringed the code of ethics;
 - 35.5 To appoint any regional sub-committee of members of the College having responsibilities as the Council may from time to time determine;

- 35.6 To appoint any sub-committee of members of the College and to delegate to the sub-committee or to a member of the sub-committee any powers as it may determine;
 - 35.7 To fill any casual vacancy that may occur on the Council during the Council's term of office;
 - 35.8 Termination of the membership of any member of the College provided that three fourths of the Councillors vote in favour of termination;
 - 35.9 To terminate the membership of any member of the College whose subscription has not been paid by the date fixed by the Council as the date by which subscriptions in respect of a particular year must be paid;
 - 35.10 To reduce or waive the subscription payable by any member in cases of hardship, illness, or other special circumstances which in the opinion of the Council justify such reduction or waiver;
 - 35.11 With the prior approval of a general meeting of members, to purchase any real estate for the purposes of the College, or sell any real estate owned by the College; and
 - 35.12 To authorise the expenditure of the funds of the College for any of the purposes of the College, including paying any expenses reasonably incurred by any members of the College or by the Council at any seminar or arising out of negotiations incidental to or conducive to the attainment of the objects of the College.
36. The Council shall cause minutes to be made in Minutes Books;
- 36.1 of the appointments of office bearers by the Council;
 - 36.2 of the names of the Councillors present at each meeting of the Council and of any committee of Council; and
 - 36.3 of all resolutions and proceedings at all meetings of the College and of Council and of committee of Council
- and the chairman of any meeting of the College, the Council or committee of Council shall sign his or her name in a book kept for that purpose.

Annual General Meeting

- 37. The College shall in each year hold an Annual General Meeting not later than the 31st day of September in that year.
- 38. The Annual General Meeting shall receive reports from the President and from the Treasurer, including a statement of accounts; elect Councillors; fix nomination fees (if any) to be paid upon admission to membership of the College; adopt an annual budget for the College; amend any code of ethics prepared by the Council; and transact any other general business of the College.

39. Nominations for a position on Council must be received by the Secretary twenty one (21) days prior to the date of the meeting.

Special General Meeting

40. A Special General Meeting of members of the College shall be convened by the Secretary if so directed by the Council or by the President, or after the receipt of a requisition in writing signed by not less than ten (10) members of the College stating the business which they want considered at a Special General Meeting. No business other than the business for which the meeting was convened shall be brought forward or discussed at a Special General Meeting.

Notice of Meetings

41. Written notice of an Annual General Meeting or Special General Meeting of the College specifying the place, day and time of the meeting and the general nature of the business to be dealt with shall be given to all members of the College not less than thirty five (35) days before the date of the meeting. In the case of a Special General Meeting, such notice shall set out the business for which the Special General Meeting has been convened. Requests for nominations (if an Annual General Meeting) shall be sent with the notice.
42. Notice may be given to members personally, or by courier, by facsimile, or by sending it through the post to a member at his or her address.
43. A list of nominees (if an Annual General Meeting) and postal vote forms shall be sent to all members entitled to vote no later than fifteen (15) days prior to any general meeting. Completed postal vote forms must be returned to the Secretary no later than 48 hours prior to the meeting.

Meeting Procedures

44. Six (6) members of the College who are entitled to vote shall constitute a quorum at any Annual General Meeting or Special General Meeting of the College. Should a quorum not be present within thirty (30) minutes of the time for which a meeting has been called, the meeting shall be adjourned to the same day and time of the next week. If at the adjourned meeting a quorum is not present, the persons present shall have the power to transact the business for which the meeting has been called.
45. All members of the College shall be entitled to attend the Annual General Meetings and any Special General Meetings of the College.

Voting

46. Members of the College who are Fellows shall have one vote each on any motion or resolution put to the meeting. Ordinary Members, Honorary Life Members, Registrars, Retired Members and Corporate Members are not entitled to a vote on any motion or resolution put to the meeting.
47. Postal votes completed on the form provided by the College shall be included in the voting on any resolution of notified business at the meeting.

48. In relation to the election of Councillors at the Annual General Meeting, if there are more candidates than are required for council vacancies, a ballot shall be held by members and ballot papers on which votes for the required number of vacancies are not recorded shall be declared informal. On any other question, the voting shall be by show of hands and shall include postal votes, unless a ballot is required by at least three members entitled to vote.
49. The Chairman of the meeting shall have a deliberative as well as a casting vote. All voting shall be by simple majority unless otherwise provided in this Constitution.

President

50. The President shall preside at all General Meetings of the College and at all meetings of the Council. If the President is not present at the time appointed for the meeting, then the Vice-President or in his absence the Secretary shall preside.
51. It shall be the duty of the President
 - 51.1 To serve as the official representative of the College in its contacts with government, civic, business and professional organizations for the purpose of advancing the objects of the College;
 - 51.2 To submit a written report of his or her activities and of the activities of the College to the next ensuing Annual General Meeting after election as President;
 - 51.3 To proceed to convene by sending out written notice a Special General Meeting of members of the College not less than twenty one (21) days after receiving a requisition in writing, signed by ten (10) members of the College, requesting that a meeting of members be convened and stating the business which the members want considered at the meeting.

Vice-President

52. It shall be the duty of the Vice-President to assist the President and to represent the President, in performing any of the duties which the President is for any reason unable to perform. The President shall determine the duties to be performed by the Vice-President.
53. In the event of the death of the President, or in the absences, resignation, removal or incapacity to act of the President, the Vice-President shall act for and/or assume the office and duties of the President
54. In the event of the death of both the President and the Vice-President, or in the absence, resignation, removal or incapacity to act of both the President and the Vice-President, the Secretary shall act for and/or assume the office and duties of the President.

Treasurer

55. It shall be the duty of the Treasurer:
- 55.1 To collect all fees, subscriptions and other moneys payable to the College;
 - 55.2 To hold, invest or disburse all moneys and property of the College;
 - 55.3 To keep accurate records of all money or property received by the College or by the Treasurer on behalf of the College;
 - 55.4 To examine all invoices and accounts received by the College or payable by the College and to pay all accounts authorised by the Council;
 - 55.5 To keep correct accounts and books showing the financial affairs of the College;
 - 55.6 To submit to the Annual General Meeting of the College a full statement of accounts as at the end of June of each year.

Secretary

56. It shall be the duty of the Secretary:
- 56.1 To carry out all duties and instructions which the President or Council direct;
 - 56.2 To convene all General Meetings of members and all meetings of the Council;
 - 56.3 To take minutes of all business transacted at any such meetings and enter the same in a Minute Book;
 - 56.4 To conduct and receive all correspondence on behalf of the College in connection with all matters appertaining to the business of affairs of the College;
 - 56.5 To be the custodian of all records of the College, and keep all correspondence referred to in sub-clause 56.4;
 - 56.6 To keep records and statistics of all members of the College and to verify credentials of members;
 - 56.7 To provide for and exercise control over publications of the College subject to the policies and procedures determined from time to time by the Council;
 - 56.8 Generally to perform and carry out all administrative duties necessary for the benefit of the College and the attainment of its objects.

EXECUTIVE OF COUNCIL

57. Executive of Council

The Executive of Council of the College (in this Constitution referred to as "Executive") shall comprise the President, Vice President and two other councillors as Council may elect at its first meeting held after the Annual General Meeting.

57.1 The Executive shall be chaired by the President (or in his or her absence, the Vice-President).

57.2 The Members of the Executive shall hold office until the Annual General Meeting but they shall be eligible for re-election.

57.3 Council may at any time remove any Member of the Executive and may fill any vacancy which occurs among the Members of the Executive.

57.4 Three Members present personally or participating by means of telephonic or electronic media shall constitute a quorum of the Executive.

58. Powers

The Executive shall, during intervals between meetings of the Council, have power to exercise all of the powers of the Council, subject to any restrictions or limitations imposed by the Council. In addition, in cases of emergency, the Executive shall have the absolute discretion to exercise such powers and functions as it deems necessary.

59. Delegation

The Council shall delegate to the Executive the supervision of the day to day business of the College and may delegate such other functions as the Council may in its discretion think fit.

60. Casual vacancy

60.1 Any casual vacancy in any of the positions of Executive Member shall be filled by election from and by the remaining members of the Council.

60.2 Any Executive Member appointed pursuant to this clause shall hold office only until the next election of Executive Members but shall be eligible for re-election in accordance with this Constitution.

60.3 Until such time as the casual vacancy is filled, the Executive shall continue to have power to act in accordance with this Constitution.

61. Meetings

The Executive may meet, convene and adjourn its meetings and otherwise regulate its proceedings in such manner as it thinks fit.

62. Records

62.1 The Executive shall produce an agenda for its meetings and forward copies of the agenda to each member of the Council prior to each Council meeting.

62.2 The Executive shall keep a record of its meetings and forward copies of the Minutes of each meeting to each member of the Council within fourteen days of the meeting.

63. Council provisions apply to Executive

The provisions of this Constitution shall apply to the Executive as if a reference to the Council in those clauses were a reference to the Executive, and a reference to a member of the Council (or Councillor) were a reference to a member of the Executive.

Common Seal

64. The College shall have a common seal by which it shall execute all documents necessary to be formally executed by the College. The common seal shall not be affixed to any document except with the approval of a resolution of the Council and in the presence of any two office bearers of the College, who shall also sign any document to which the common seal has been affixed as having witnessed the affixing of the seal.

Indemnity of Officers and Representatives

65. The College shall indemnify each elected officer and representative serving the College from and against all claims and liabilities to which he or she may be or may become subject by reason of having been an officer or representative of the College and/or by reason of his or her alleged acts or omissions while an officer or representative of the College, and shall reimburse each officer or representative of the College for all legal or other expenses reasonably incurred by him or her in connection with defence against such claims or liabilities, provided however that no officer or representative shall be indemnified against nor be reimbursed for any expenses incurred in defending himself or herself against any claim or liability arising out of his or her own negligence or wilful misconduct.

Resignation of Members

66. Any member may resign his or her membership at any time by advising the Secretary in writing. Upon the resignation being received by the Secretary, the member shall cease to be a member but shall be liable for any subscriptions or other moneys which may at that time be due to the College. Upon resignation, the member shall thenceforth comply with clause 19 and cease to display any certificate of membership or include membership of the college in any advertising or promotional material of the former member.

Accounts and Audit

67. The College shall keep proper books of account with respect to all sums of moneys received and expended by the College and to all assets and liabilities of the College.
68. The books of account shall be audited annually by an independent auditor and the audited accounts, including a statement of income and expenditure and the balance sheet, shall be provided to the members of the College at the Annual General Meeting.

Alteration to the Constitution

69. The Constitution may be altered by a special resolution of members of the College voting in a General Meeting.