



**THE
AUSTRALASIAN COLLEGE OF
PHLEBOLOGY INC**

CONSTITUTION

[as amended up to and including 4 February 2017]

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**CONSTITUTION
OF
THE AUSTRALASIAN COLLEGE OF PHLEBOLOGY INC**

- 1.1 The name of the College is "THE AUSTRALASIAN COLLEGE OF PHLEBOLOGY INC"
- 1.2 The objects for which the College is established are:-
- 1.2.1 To establish and maintain high standards of learning skill and conduct in the practice of Phlebology.
 - 1.2.2 To establish and maintain facilities in Phlebology and other organisations calculated directly or indirectly to further the objects of the College.
 - 1.2.3 To encourage and assist research by any persons (whether members of the College or not) into Phlebology and other subjects also the publication of books monographs Clauses and other writings by such persons upon such subjects.
 - 1.2.4 To encourage and assist persons (whether members of the College or not) to arrange take part in undergo and carry out training courses schools seminars symposia conferences and other activities in relation to Phlebology and other fields of knowledge which the College considers are calculated to improve the knowledge and skill in those fields or any of them of the persons taking part in them or to extend knowledge and raise standards of learning generally in those fields or any of them.
 - 1.2.5 To arrange for and provide instruction by members of the College or other persons of undergraduate or postgraduate students in Phlebology or allied or associated sciences or subjects at or in any University Medical School Hospital Laboratory or other training school or teaching institution.
 - 1.2.6 To provide endow or support scholarships lectureships readerships and professorships in subjects appertaining to or associated with the practice of Phlebology.
 - 1.2.7 To give issue or bestow diplomas certificates and other tokens and distinctions in recognition of proficiency or attainment in the practice of Phlebology and any such tokens or distinctions may be awarded upon examination or thesis or honoris causa or for outstanding work in the appreciation of special services to the College or the medical profession or in any other circumstances or upon any other grounds.
 - 1.2.8 To take such steps by personal or written appeals public meetings or otherwise of procuring contributions to the funds of the College in the shape of donations annual subscriptions or otherwise.
 - 1.2.9 To establish provide and maintain rooms offices libraries lecture-halls and other facilities for members of the College.
 - 1.2.10 In furtherance of the objects of the College to publish or cause to be published and acquire buy sell exchange or dispose of books periodicals papers pamphlets memoranda and other written or printed material.
 - 1.2.11 To promote communication and good fellowship amongst members of the College and amongst persons engaged in the general practice of Phlebology and to promote good relations between such members and persons and the rest of the community or other sections of the community.
 - 1.2.12 To effect any of the foregoing objects by grants of money or by any other means or in any other manner.
 - 1.2.13 To do any of the things referred to in this clause either alone or in conjunction or association or co-operation with any persons or bodies corporate or un-incorporate.
 - 1.2.14 In furtherance of the objects of the College to acquire by purchase hire lease exchange application grant or otherwise howsoever:-
 - (i) any real property and any estate or interest therein whether such property be held in fee simple or under the Crown Lands Act or be leasehold property or be held under any other tenure.

- (ii) any easement or other right or interest in any such property.
 - (iii) any personal property.
 - (iv) any patents patent rights or inventions copy-rights designs trade marks secret processes technical information licenses franchises and other rights and concessions.
- 1.2.15 To sell let dispose of or grant rights over or otherwise deal with all or any of the property and rights of the College.
- 1.2.16 To borrow money or to receive money on deposit or by way of gift or legacy for any of the objects of the College.
- 1.2.17 To secure the payment of money borrowed by or the performance of liabilities undertaken by the College by debentures debenture stock (perpetual or terminable) mortgage charge or other security charged on the undertaking of all or any of the property and rights of the College.
- 1.2.18 To invest and deal with the money of the College not immediately required in such manner as may be permitted by law for the investment of Trust funds.
- 1.2.19 To obtain support promote or oppose the enactment or repeal of any statute rule order instrument licence privilege exemption or authority as may seem to the College expedient in its interests or in furtherance of its objects.
- 1.2.20 To draw make accept negotiate bills of exchange promissory notes and other negotiable instruments.
- 1.2.21 To pay all the costs charges and expenses of the formation and establishment of the College.
- 1.2.22 To accept and hold property on trust provided that the trusts of such property are calculated directly or indirectly to further the objects of the College.
- 1.2.23 To hold or promote competitions of any description authorised by law that are calculated to further the objects of the College.
- 1.2.24 To establish manage support or make contributions to any association fund trust or conveniences calculated to benefit employees (including ex-employees) of the College or members of the College or their dependants respectively to grant pensions and allowances to any employees or ex-employees or their dependants to make payments in or towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.
- 1.2.25 To subscribe to or otherwise aid benevolent charitable national or other institutions associations or objects of a public character or which in the opinion of the College have any moral or other claim to support by the College.
- 1.2.26 To engage employ and dismiss officers managers clerks technicians professors readers lecturers servants and other persons whose employment may be necessary or convenient for the attainment of the objects of the College; and to pay any of such persons such salaries wages remuneration allowances or other emoluments as the College thinks fit; and to establish superannuation and other funds for the benefit of such persons whether with or without contributions from the College.
- 1.2.27 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 1.2.28 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the College.
- The replaceable rules set out in the Corporation Law do not apply to the College.

1.3 The income and property of the College whencesoever derived shall be applied solely toward the promotion of the objects of the College as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the College or for fees to its Directors.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the College or to any member of the College in return for any services actually rendered to the College nor prevent the payment of interest (at a rate not exceeding interest at the rate for the time being charged by the Commonwealth Bank of Australia for secured overdrawn accounts of \$100,000) on money lent or reasonable and proper rent for premises demised or let by any member of the College; but so that no member of the Board of the College shall be appointed to any salaried office of the College or any office of the College paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the College to any member of such Board except repayment of out-of-pocket expenses not exceeding an amount previously approved by the Board body of the College and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the College. Provided that the provision last aforesaid shall not apply to any payment to any College of which a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment and provided further that notwithstanding the foregoing provisions of this clause the members of the Board (but not at any time exceeding one-third thereof) may be paid reasonable fees for duties performed by them as examiners lecturers or censors of the College, such fees not to exceed amounts previously approved by the Board of the College.

1.4 The liability of the members is limited.

1.5 Every member of the College undertakes to contribute to the assets of the College in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the College contracted before he ceases to be a member and of the costs charges and expenses of winding up for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding twenty (\$20).

1.6 If upon the winding-up or dissolution of the College there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the College but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of this Constitution and to be determined by the members of the College at or before the time of dissolution and in default thereof by a Senior Counsel practising law in the State of New South Wales and nominated by the President of the Law Society of New South Wales from time to time.

1.7 True accounts shall be kept of the sums of money received and expended by the College and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the College; and subject to any reasonable restrictions as to the time and manner of inspecting the same may be imposed in accordance with the Constitution of the College for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the College shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

DEFINITIONS

1.8 In this Constitution unless the context otherwise requires:-

“Accredited Training Institution” means an institution which is an ACP credited training facility and has an Accredited Chief Supervisory for ACP Advanced Training Program;

“ACP” means Australasian College of Phlebology Limited.;

“Act” means Corporations Act 2001 including any amendment or re-enactment thereof for the time being in force;

“Affiliate” means a person who is specified as such in the Register and whose membership of the College has not ceased or been terminated for any reason;

“Australia” means the Commonwealth of Australia its Territories and dependencies;

“Board” means the Board of the College constituted in accordance with Clause 48 hereof;

“Certified Sclerotherapist” means a person who is specified as such in the Register and whose membership of the College has not ceased or been terminated for any reason;

“College” means The Australasian College of Phlebology Inc;

“Fellowship” includes all fellows of the College in accordance with this Constitution and whose membership of the College has not ceased or been terminated for any reason and, unless the context requires otherwise, **“Fellowship”** includes:

- (a) Fellows, which includes all individuals who have achieved fellowship of the College and whose fellowship does not fall into any of the categories described below;
- (b) Emeritus Fellows, which means a person who is specified as such in the Register and whose membership of the College has not ceased or been terminated for any reason;
- (c) Honorary Fellows, which means a person who is specified as such in the Register and whose membership of the College has not ceased or been terminated for any reason;
- (d) Affiliate Fellows, which means a person who is specified as such in the Register and whose membership of the College has not ceased or been terminated for any reason; and
- (e) International Fellows, which means a person who is specified as such in the Register and whose membership of the College has not ceased or been terminated for any reason;

“Medical Practitioner” means a person registered or licensed as a medical practitioner under a law of a Australia or New Zealand that provides for the registration or licensing of medical practitioners but does not include a person so registered or licensed:

- (a) whose registration, or licence to practise, as a medical practitioner in Australia or New Zealand has been suspended, or cancelled; and
- (b) who has not, after that suspension or cancellation, again been authorised to register or practise as a medical practitioner in Australia or New Zealand.

“month” means calendar month;

“New Zealand” means the Dominion of New Zealand its Territories and dependencies

“Register” means the Register of members required to be kept (whether electronically or otherwise) under this Constitution and the Act;

“Registrar” means an advanced ACP Trainee who has satisfied minimum requirements set out in the ACP Training Handbook;

“Regional Faculty” means a Regional Faculty established by the Board in accordance with Clause 67;

“Regulation” means any regulation made in accordance with clause 66 of this Constitution;

“Trainee” means a person who is specified as such in the Register and whose membership of the College has not ceased or been terminated for any reason;

“writing” includes typing printing or lithographing and other modes of representing or reproducing words and figures in a visible form; words denoting the singular number only include the plural and vice versa; words denoting persons include corporations; words denoting any gender include the other genders

MEMBERS

Number of Members

2. For the purposes of registration and not by way of limitation the College is declared to consist of 150 members but the College may from time to time whenever it thinks fit register and increase its permitted or actual number.

Members

3. The members of the College shall be those members of the former Sclerotherapy Society of Australia and such other persons as have become members in accordance with this Constitution.

Classes of Members

4. The membership of the College shall consist of—

- (1) Fellows
- (2) Certified Sclerotherapists
- (3) Trainees
- (4) Affiliates
- (5) such other classes or subclasses as may be specified in any Regulation made for that purpose with such rights and privileges as are set out in that Regulation

Eligibility, rights and privileges of Members

Fellows

5A.

- (a) A Fellow is a registered Medical Practitioner of a State or Territory of Australia or of New Zealand or of some other country or State approved by the Board for the purpose of this clause and who
 - (i) holds a specialist qualification registered in Australia or New Zealand in a related field of Phlebology; or
 - (ii) has completed the fellowship training program of the College and has met all of the training requirements of the College Board of Censors; or
 - (iii) has already been granted fellowship of the College.

Fellows of the College shall be entitled to all the benefits and privileges of Fellows including the entitlement to vote at any meeting of the College and propose or second the appointment of any candidate for election as a member or to any position in the College or to be elected to any such position.

All Fellows will be required to satisfy the Board of Censors Continuing Education requirements as specified by the Board from time to time.

Emeritus Fellows

5B. (1) The Board may, by a two-thirds majority of the members of the Board present, elect as an Emeritus Fellow, a person who has given long and distinguished service to the specialty of Phlebology.

(2) Nomination of a Fellow Emeritus shall only be made by a Fellow to whom the candidate for appointment is personally known

(3) A candidate shall not become a Fellow Emeritus unless he or she has been invited by the Board to apply for such membership and has agreed to accept such membership

(4) A Fellow Emeritus shall be entitled to all the benefits and privileges of Fellows including the entitlement to vote at any meeting of the College and propose or second any candidate for election as a member or to any position in the College or to be elected to any such position. A Fellow Emeritus shall not be required to pay any annual membership fee or to satisfy the Board of Censors' continuing education requirements.

Honorary Fellows

5C. (1) The Board may, by a two-thirds majority of the members of the Board present, elect as an Honorary Fellow, a Fellow of the College who has given long and distinguished service to the College.

(2) A candidate shall not become an Honorary Fellow unless he or she has been invited by the Board to apply for such membership and has agreed to accept such membership.

(3) An Honorary Fellow shall be entitled to all the benefits and privileges of Fellows including the entitlement to vote at any meeting of the College and propose or second any candidate for election as a member or to any position in the College or to be elected to any such position. An Honorary Fellow shall not be required to pay any annual membership fee or to satisfy the Board of Censors' continuing education requirements.

Affiliate Fellows

5D. The Board may by a two-thirds majority of the members present, elect as an Affiliate Fellow of the College a person who is a specialist in a related field to Phlebology but who is not practicing full time Phlebology and who is a person who is registered as a Medical Practitioner anywhere within the Commonwealth of Australia or New Zealand and is otherwise not entitled to be described in accordance with the Rules of the College as a Phlebologist. Affiliate Fellows shall be entitled to all the benefits and privileges of Fellows except that they shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a Member or to any position in the College or to be elected to any such position. Affiliate Fellows are unable to vote on matters relating to the Constitution of the College.

International Fellows

5E. The Board may by a two-thirds majority of members present, elect as an International Fellow of the College a Medical Practitioner who works and resides outside of Australia or New Zealand and has reached the equivalent standard in training and experience as that of a Fellow practicing and residing in either Australia or New Zealand as at the date of the Board's determination. International Fellows shall be entitled to all the benefits and privileges of Fellows except that they shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a Member or to any position in the College or to be elected to any such position. International Fellows are unable to vote on matters relating to the Constitution of the College.

Certified Sclerotherapists

5F. (1) A person who has met and satisfied all of the requirements of the Board of Censors for the award of a Certificate of Sclerotherapy as referred to in clause 18 of this Constitution, may apply to the Board for appointment as a Certified Sclerotherapist member of the College.

(2) Certified Sclerotherapists shall be entitled to all the benefits and privileges prescribed by the Board by Regulation from time to time. Certified Sclerotherapists shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a member or to any position in the College or to be elected to any such position.

Trainees

5G. (1) A person whose enrolment in a training program that is recognised by the College may apply to the Board for appointment as a Trainee of the College.

(2) Trainees shall be entitled to all the benefits and privileges prescribed by the Board by Regulation from time to time. Trainees shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a member or to any position in the College or to be elected to any such position.

Affiliates

5H. (1) A person who is not a Medical Practitioner but who is a Sonographer, Nurse, Coagulation Specialist, Allied Health Practitioner or Scientist in a field related to Phlebology, may apply to the Board for appointment as an Affiliate of the College.

(2) Affiliates shall be entitled to all the benefits and privileges prescribed by the Board by Regulation from time to time. Affiliates shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a member or to any position in the College or to be elected to any such position.

[7, 8, 9 NOT USED]

Form of Nominations

10. A nomination of an Honorary or Emeritus Fellow shall be made in such form and shall contain such particulars as the Board may prescribe by Regulation.

Election of Members

11. When a candidate has been duly elected as a member the Honorary Secretary of the College shall notify him of his election and forward him a copy of the Constitution of the College. Upon but not before payment of any entrance fee and subscription for the current year payable by the candidate he shall be entered on the Register and thereupon (subject to anything to the contrary in this Constitution) shall be deemed to have become a member and be entitled to exercise his rights as a member and to enjoy such of the privileges and benefits of the College as are applicable to the class of membership to which the person has been admitted..

Fees and Subscriptions

12. The entrance fee (if any) and annual subscription payable by members shall be as prescribed from time to time by the College in general meeting. Until the Board otherwise resolves Honorary and Emeritus Fellows shall not be liable to entrance fees or subscriptions payable by other members.

Waiver of Fees

13. The Board may in its discretion waive the whole or any part of the entrance fee subscription or levies which would otherwise be payable by a member who is resident either temporarily or permanently outside Australia or by a member who in the opinion of the Board is suffering from financial hardship or in any case where the Board is satisfied that because the member is no longer engaged in active practice as a Phlebologist payment should be waived or in such other circumstances as the Board considers appropriate and upon such terms and conditions and for such time as the Board sees fit.

Retired aged Members

14. A member who has satisfied the Board that he has retired from active practice and attained the age of 70 years shall not thereafter be liable to pay more than one-half of the annual subscription he would otherwise have had to pay.

Rights not Transferable and not exercisable by Unfinancial Members

15. (1) The rights and privileges of every member shall be personal to himself and shall not be transferable by his own act or by operation of law.
(2) A member shall not be entitled to exercise the rights and privileges of a member or to be appointed as the proxy of another member unless all monies due by him to the College have been paid.

Cessation of Membership

16. A member shall cease to be a member in any of the following circumstances:

- (1) If by notice in writing to the College he resigns his membership.
(2) If a resolution is passed for his expulsion or termination of his membership under Clause 17.

Expulsion & Termination of Membership

17. (1) The Board may by a three-fourths majority of the whole number of the members of the Board resolve that the conduct of a member has in the opinion of the Board been prejudicial to the interests of the College and that he should be expelled and the Board shall not be bound to assign any reason therefore; provided that the member concerned has first been given at least 14 days' prior written notice of the proposal to resolve that he be expelled and reasonable oral or written notice of what has been alleged against him and afforded the opportunity at the meeting at which it is proposed that it be resolved that he be expelled and before the passing of that resolution of making oral or written submissions to the Board in relation thereto.
- (2) If any entrance fee annual subscription or the amount of any levy or any other amount payable by a member to the College or any part thereof remains unpaid for more than three months after it has become due and the Honorary Secretary has thereafter sent to such member by registered post a letter requiring payment thereof within one month after the date of such letter and stating that if such payment be not so made the Board shall be entitled to terminate his membership, and if payment is not made within the said period of one month the Board may resolve to terminate the membership of such member.

(3) Any member who shall cease to be a member pursuant to the provisions of this Clause shall forfeit all the rights and privileges which as a member he does or may enjoy shall have no right or claim upon the College or its property or funds and shall surrender to the College all certificates and titles issued by the College but shall remain liable for and shall pay to the College all money which at the time of his ceasing to be a member is due by him to the College.

(4) No member against whom any allegation has been made for the purpose of this Clause or who has been called on to show cause why he should not be expelled shall be entitled to commence or prosecute any action or legal proceedings for defamation against any member of the College who gave evidence (orally or in writing) or exercised any power or duty as a member of the Board it being a condition of membership of the College that all complaints notices letters evidence and other matters arising under or incidental to any complaint and the hearing and determination thereof and all proceedings and utterances at general meetings and meetings of the Board held in connection therewith shall be absolutely privileged and protected accordingly and should any action or legal proceedings be taken as aforesaid this Clause shall if pleaded be an absolute bar thereto provided that this Clause shall not protect any person against legal liability (if any) for making with express malice a statement false to the knowledge of such person.

17. A (1) All members except Affiliates must at the time of applying to become a member of the College, submit proof of their current medical registration, for practice in their registered state or region and must thereafter show yearly evidence of this registration at the time of paying their membership fee; or in the case of non-paying members in January of each calendar year.

(2) If a member of the College loses their medical registration in their registered state or region; they must immediately notify the College in writing and they will be subject to automatic termination of their membership with the College. If a member of the College has their medical registration suspended for any reason, they must immediately notify the College in writing and will be subject to suspension of the membership of the College until the matter is resolved and full medical registration is re-issued or established.

CERTIFICATE OF SCLEROTHERAPY OF THE AUSTRALASIAN COLLEGE OF PHLEBOLOGY

Certificate

18. The College shall grant a Certificate of Sclerotherapy of the Australasian College of Phlebology Inc to members who are registered medical practitioners and graduates in Medicine who satisfy the requirements therefore established by the Board from time to time.

GENERAL MEETINGS

Annual General Meetings and Extra-ordinary General Meetings

19. (1) An annual general meeting of the College shall be held once in each calendar year at such time and place as may be prescribed by the Board and not more than fifteen months after the last preceding annual general meeting. In default of an annual general meeting being called within fourteen months of and to be held within fifteen months after the last annual general

meeting an annual general meeting may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

(2) All other general meetings shall be called extra-ordinary general meetings.

Requisition of Meetings

20. (1) Any three members of the Board may at any time and the Board shall upon a requisition by voting members representing not less than one-tenth of the total voting rights of all voting members having at the date of the deposit of the requisition a right to vote at general meetings of the College convene an extraordinary general meeting.

(2) The requisition shall specify the objects of the meeting and shall be signed by the voting members making the requisition and left at the office of the College registered under the Act. It may consist of several documents in like form each signed by one or more of the requisitionists. The meeting shall be convened for the purpose specified in the requisition and for that purpose only.

(3) If the Board does not within twenty-one days after the date of the deposit of the requisition proceed to convene a meeting the meeting may be convened as provided under Section 249F of the Act.

Notice of Meetings

21. (1) A general meeting shall be called by not less than twenty-eight days' notice in writing provided that the accidental omission to give notice to or the non-receipt of notice by any of the members shall not invalidate any resolution passed at any general meeting.

(2) Every notice convening a general meeting shall specify the place and the day and hour of the meeting and (subject to the requirements of the Act in relation to special resolutions) in the case of special business the general nature of such business.

Quorum for General Meetings

22. The quorum for general meetings shall be not less than 7 Fellows present in person.

Business of General Meetings

23. The general business of an annual general meeting shall be:

- (1) to read and confirm the minutes of the preceding general meeting;
 - (2) to consider the report of the Board;
 - (3) to consider the balance sheet and the income and expenditure account and the report of the auditor thereon;
 - (4) to consider the report of the Editor of the Journal;
 - (5) to declare elected members of the Board in accordance with Clause 49;
 - (6) to elect an Honorary Treasurer in accordance with Clause 45;
- All other business transacted at any general meeting shall be special business.

Lack of Quorum

24. If within half an hour from time appointed for a meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to such other day and such other time and place as the Board determines and notifies to members if required by Clause 26 and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the members present shall be a quorum.

Chairman of General Meeting

25. The President shall be entitled to preside as Chairman at any general meeting. If the President is not present and willing to act the President Elect shall be entitled to preside. If the President and the President Elect are not present and willing to act the Immediate Past President shall be entitled to preside. If the President, the President Elect and the Immediate Past President are not present and willing to act within fifteen minutes after the time appointed for holding the meeting the members of the Board present shall choose one of their number to be Chairman of the meeting. If no member of the Board be present or if all the members of the Board present decline to take the chair the members present shall choose one of their number to be Chairman.

Adjournment of General Meetings

26. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. If a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AND POLLS

Voting and Polls

27. At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) by at least five members entitled to vote and present in person or by proxy or by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the minute book of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Poll

28. If a poll is duly demanded it shall be taken at the meeting at which it is demanded or at an adjournment thereof and in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Equality of Votes

29. In the case of equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a second or casting vote.

Scrutineers

30. The Chairman of any general meeting may appoint two scrutineers and shall do so if requested by any member.

Votes of Members

31. Subject to the provisions of these Clauses, on a show of hands every member personally present and entitled to vote shall have one vote, on a poll taken at a meeting every member present personally or by proxy and entitled to vote shall have one vote and on any poll taken by postal vote every member entitled to vote shall have one vote.

PROXIES

Proxies

32. A proxy shall be a financial voting Member of the College. The instrument appointing a proxy shall be in writing and signed by the appointor and shall be in the following form or any other form which the Board shall approve.

“THE AUSTRALASIAN COLLEGE OF PHLEBOLOGY INC.

I, _____ of being a financial voting Member of The Australasian College of Phlebology Inc hereby appoint of a financial voting Member of the College or failing him the Chairman of the meeting as my proxy to vote for me and on my behalf at the general meeting of the College to be held on the _____ day of _____

And at any adjournment thereof. This proxy is to be used to vote for* / against* the resolution. Signed this _____ day of _____

(*Note : delete as required. If neither is deleted the proxy may vote as he sees fit).”

Lodgement of Proxies

33. The instrument appointing a proxy shall be lodged with the Secretary not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote and in default of lodgement as aforesaid the instrument appointing the proxy shall not be treated as valid.

POSTAL VOTES

Board may direct postal vote

34. Subject to the requirements of the Act as to special resolutions the Board or a general meeting may determine that a poll of members of the College shall be taken by postal vote or by secret postal vote on any proposed resolution or resolutions capable of being passed at a general meeting of members of the College and subject to Clause 35, hereof the Board shall determine the form of the ballot paper to be used in taking such poll and the polling date.

Manner of taking postal votes

35. If it is determined that a poll be taken by postal vote the following provisions shall apply -

- (1) the polling date shall be not less than nine weeks nor more than four months after the making of the determinations provided for in Clause 34 hereof;
- (2) the ballot paper shall contain instructions as to the method of voting and shall provide for voters to mark their votes by making a cross opposite to the word “No” or the word “Yes” appearing in that order after the proposed resolution or in such other manner as the Board considers appropriate;
- (3) the Honorary Secretary shall cause ballot papers to be prepared setting out the proposed resolution and in accordance with this Clause and the determination of the Board;
- (4) not less than five weeks before the polling date the Honorary Secretary shall cause one ballot paper to be forwarded by post to each person entitled to vote. Unless the Board otherwise resolves each ballot paper forwarded to a member shall bear that member’s name and the initials of the Honorary Secretary. In the case of members whose registered address is outside Australia, such ballot papers shall if practicable be forwarded by air mail;
- (5) each voter shall mark his ballot paper in accordance with the instructions thereon, sign it, or the envelope or card (if any) provided for the purpose, and forward it in the envelope (if any) provided for the purpose by post or by personal delivery to the Honorary Secretary at the

office of the College registered under the Act so as to reach the office on or before the polling date. No vote shall be valid unless the ballot paper shall be marked and the envelope (if any) signed as aforesaid.

(6) if any question arises as to the validity of any vote it shall be determined by the President and Honorary Secretary and their determination thereon shall be final;

(7) the Honorary Secretary shall mark off the votes received by him against a list of the members and the President and the Honorary Secretary shall count the valid votes;

(8) the proposed resolution shall be deemed to be passed or rejected according to the number of valid votes for and against the resolution. In the event of an equality of votes the passing or rejection of the resolution shall be determined by the President who shall record his determination in the book of proceedings of the College;

(9) the proposed resolution and the number of valid votes respectively for and against shall be entered in the said book of proceedings and signed by the President and Honorary Secretary;

(10) no resolution shall be deemed to be invalid by reason of the non-receipt of any ballot paper by any member or at his registered address or by the College;

(11) any duties required by this Clause to be performed by the President or Honorary Secretary shall in the absence of either of them be performed by the President or Honorary Treasurer respectively.

Secret Postal Ballot

36. Where it has been determined that an election of officers or Board members or a poll of members shall be held by secret postal vote the Board shall determine the manner in which such vote shall be taken in order to ensure its secrecy.

Effect of Postal Vote

37. Any resolution deemed by virtue of Clause 35 to be passed shall subject to the Act and other than in the case of a special resolution have the same effect and operation as if it were a resolution validly passed at a general meeting of members of the College held on the polling date.

38. The provisions of Clauses 39 and 40 shall not apply in respect of any proposed resolution which it has been determined shall be resolved by a poll of members by postal vote under Clause 34.

NOTICE OF PROPOSED RESOLUTION

Notice of Resolution

39. Unless a shorter notice shall be allowed by the Board forty-two days' notice in writing of the intention to propose any resolution at a general meeting of the College shall be given to the Honorary Secretary who shall send notice of the same to every member to his address appearing in the register at the latest on the last day for the giving of notice of the general meeting at which the resolution is to be proposed.

Shorter Notice

40. Subject to the provisions of the Act as to special resolutions, special notice and shorter notice, the Board may determine that a shorter notice may be given of intention to propose any resolution and that a shorter notice thereof may be given to members. At the discretion of the Chairman of the general meeting, notice of a proposed resolution may be given to the members present at the meeting.

EXECUTIVE OFFICERS OF THE COLLEGE

Executive Officers

41. The executive officers of the College shall be the President, the President Elect the Immediate Past President, the Censor in Chief, The National Director of Training (NDOT), the Honorary Treasurer and an Honorary Secretary.

President, President Elect and Immediate Past President

42. (1) At the Annual General Meeting held in 2005 (and likewise every two years thereafter) the positions of President and President Elect shall be elected by and from the Fellows of the College at that Annual General Meeting unless the appointment of a replacement President or President Elect is necessitated by the death or resignation of the person holding either position in which case an election for such member shall occur at the next Annual Meeting of the College for that event. The President and other executive officers in office at the date of adoption of this amendment of the Constitution shall be deemed to have been elected pursuant to this Constitution on the date of their election and shall continue in office accordingly.

(2) In the absence of the President from Australia or if he is not present at any meeting, the President Elect (and failing him the Immediate Past President) shall have all the powers and authorities of the President.

(3) The term for President shall be limited to two years, at which time the President Elect shall become President and a new President Elect shall be elected by and from the Fellows of the College at the Annual General Meeting. The outgoing President will become the Immediate Past President.

(4) The Immediate Past President will remain on the Board for the term of the new President.

Honorary Secretary

43. The Honorary Secretary shall be appointed by the Board from the Fellows of the College. The Honorary Secretary shall be appointed or reappointed as the case may be at the first meeting of the Board after each annual general meeting. The Board may at any time fill any casual vacancy in the office of Honorary Secretary and may remove from office any Honorary Secretary appointed by it.

The Honorary Secretary shall –

- (1) attend general meetings and meetings of the Board;
- (2) keep a record of and enter in a minute book, proceedings of any such meeting;
- (3) notify each new member of his election;
- (4) maintain a register of membership

Honorary Treasurer

44. The Honorary Treasurer shall be elected by and from the Fellows of the College at the Annual General Meeting held in 2005 and shall hold office subject to Clause 51 until the second Annual General Meeting following the Annual General Meeting held in 2005. As and from 2005 the position of Honorary Treasurer shall be elected by and from the Fellows of the College at each alternate Annual General Meeting.

Where the Honorary Treasurer dies, resigns or otherwise ceases to be capable of holding office then the Board shall appoint a replacement Honorary Treasurer from amongst the then Fellows of the College who shall hold office from the date that person accepts in writing that appointment until the next Annual General Meeting at which an Honorary Treasurer would pursuant to this Clause except for the premature death, retirement or disability of the Honorary Treasurer have been elected.

The Honorary Treasurer shall -

- (1) keep records of income and expenditure which shall be open for inspection by the auditor;
- (2) make recommendations to the Board on matters affecting the finances of the College;
- (3) receive all monies due to the College and acknowledge receipt thereof;
- (4) make all payments of all sums debited to the College;
- (5) attend all meetings of the Board.

Censor in Chief

45. At the first meeting of the Board after every third Annual General Meeting the Board shall elect from among the Fellows of the College a Censor in Chief. The Censor in Chief in office at the date of adoption of this Constitution shall continue in office until the first meeting of the Board after the first general meeting held after the date of adoption of this Constitution.

National Director of Training

46. At the first meeting of the Board after every third Annual General Meeting the Board shall elect from among the Fellows of the College a National Director of Training (NDOT). The National Director of Training (NDOT) in office at the date of adoption of this Constitution shall continue in office until the first meeting of the Board after the first general meeting held after the date of adoption of this Constitution.

[47 NOT USED]

THE BOARD

Composition of Board

48. A (1) The governing body of the College shall be a Board consisting of the President, the President Elect, the Immediate Past President, the Honorary Secretary, the Honorary Treasurer, the Censor in Chief and Board Members elected pursuant to Clause 49.

(2) At the Annual General Meeting held in 2005 and then at each alternate Annual General Meeting the positions of President and President Elect shall be elected by and from the Fellows.

Honorary Position of Chancellor

48. B The Board at each General Meeting of the Australasian College of Phlebology Inc. shall have the power to nominate to the members the name of a Fellow of the College for an honorary position which shall have the title of "Chancellor" which position shall be offered to Fellows of the College whom the Board considers have given a long and distinguished academic service to Phlebology. It is acknowledged that the said position is an honorary position and any person who is approved and accepts that position shall hold that position for life or until he or she should otherwise relinquish that position. There shall only be one person who holds the position of Chancellor at any time and the Chancellor's functions shall be ceremonial and includes such functions as representing the College on formal occasions, awarding of certificates of fellowship, other awards and medals and certificates of professional competence.

Honorary position of Deputy Chancellor

48. C The Board at each General Meeting of the Australasian College of Phlebology Inc. shall have the power to nominate to the members the name of a Fellow of the College for an honorary position which shall have the title "Deputy Chancellor" which position shall be offered to Fellows of the College whom the Board considers have given a long and distinguished academic service to Phlebology. It is

acknowledged that the said position is an honorary position. There shall only be one person who shall hold the position of Deputy Chancellor at any time and the Deputy Chancellor's function shall be as for the Chancellor in the absence of the Chancellor or when the Chancellor is sick or otherwise unavailable to fulfil his duties as the Chancellor."

Election of Board Members

49. (1) At every Annual General Meeting the positions of the Board Members (excluding those positions of President, President Elect, Immediate Past President and Honorary Treasurer) shall be elected from the Australian Fellows and up to two Board Members may be elected from the New Zealand Fellows.
- (2) For a person to be able to stand for any position on the Board it shall be necessary for that person to lodge a Notice with the Honorary Secretary not less than two weeks prior to the relevant Annual General Meeting giving notice of their desire and willingness to be elected to the Board by the relevant Annual General Meeting. That person's nomination must be seconded by two Fellows of the College (excluding Affiliate Fellows). If at least two Fellows of the College nominate a person to be elected to the Board (excluding Affiliates and Affiliate Fellows) Board Members so elected shall take office upon the declaration of their election at the Annual General Meeting at which they are elected (or where they are appointed by the Board on the date they accept in writing addressed to the Honorary Secretary that appointment) and shall hold office until their successors are declared elected or appointed.
- (3) In the event of a failure for any reason of the election of Board Members as provided for in the previous sub-paragraphs then the Board that exists from time to time may by resolution elect a Fellow of the respective faculty as a Board Member to represent the Members of the relevant country for which there is a shortage of Board Members and that person so elected shall act as a Board Member until the next Annual General Meeting.

Substitutes for Board Member

50. In the event of any Board Member being unable or not desiring for any reason to attend a meeting of the Board the Committee of the Regional Faculty which he represents may appoint a member of the Regional Faculty as a substitute for such meeting and such substitute shall have the same rights and powers at that meeting as if he were a Board Member. A Board Member may not represent another at a meeting of Board.

Vacation of Office on Board

51. The office of President, President Elect, Immediate Past President, Honorary Secretary, Honorary Treasurer, Censor in Chief or Board Member shall ipso facto be vacated -

- (1) if the holder ceases to be a member of the Board by virtue of the Act;
- (2) if the holder becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (3) if the holder becomes prohibited from being a Director of a College by reason of any order made under the Act;
- (4) if the holder becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (5) if the holder resigns his office by notice in writing to the College;
- (6) if without permission of the Board the holder is absent from three consecutive meetings of the Board held within a period of 18 months;
- (7) if the holder holds any office of profit under the College;
- (8) if the holder ceases to be a member of the College;
- (9) if the holder has ceased or ceases to practice Phlebology in Australia or New Zealand.
- (10) if the holder is directly or indirectly interested in any contract or proposed contract with the College provided, however, that a member shall not vacate his office by reason of his

being a member of any corporation society or association which has entered or proposes to enter into a contract with the College if he shall have declared fully the nature of his interest.

Disclosure of Interest of Members of Board

52. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

Casual Vacancies on Board

53. (1) In the event of a casual vacancy occurring in the office of President the President Elect shall become President forthwith and continue as such until the conclusion of the third annual general meeting thereafter held. Where a casual vacancy occurs in the office of President the outgoing President shall not become the Immediate Past President but the Immediate Past President at that time shall continue as such. If the casual vacancy in the office of President occurs at or prior to the first meeting of the Board after the annual general meeting at which the vacating President became President then the Board shall at that meeting of the Board or as soon as practicable thereafter elect a President who shall hold that position until an election can be held pursuant to Clause 42 (a).
- (2) In the event of a casual vacancy in the office of President Elect whether by reason of the President Elect becoming President on a casual vacancy occurring in that office or for any other reason the Board shall appoint from amongst the Fellows a President Elect who shall hold office for the remainder of the term of office of the former President Elect.
- (3) In the event of a casual vacancy occurring in the office of Immediate Past President the same shall not be filled.
- (4) In the event of a casual vacancy occurring among other officers or Board Members the same may be filled by the Board from among the Fellows or from the Fellows of the Regional Faculty which the Board Member represented as the case may be. A person appointed to fill a casual vacancy shall hold office for the remainder of the term of office of the officer or Board member in whose place he was appointed but subject to Clause 42 and 51 shall be eligible for re-appointment as an officer or re-election as a Board Member.

DELEGATION OF POWERS

Committees

54. (1) The Board may from time to time appoint committees consisting of such members of its body or of the College or such other persons as it shall think fit, define the powers of such committees and delegate powers to them except in matters of policy and revoke any such delegation. No member of a committee who is not an executive officer of the College or a Board Member shall have a vote in respect of any exercise of a power delegated by the Board but shall act in an advisory capacity only in relation thereto. Any Committee so formed shall in the exercise of the powers so delegated observe any regulations or directions that may from time to time be imposed upon it by the Board. In no circumstances shall the committee unless specifically authorised by the Board initiate medico-political action or communicate by word or writing any opinion on such matters to any person or public authority.
- (2) Each Committee shall be appointed by the Board at its first meeting after the Annual General Meeting in each year or at such other time or times as the Board sees fit and shall hold office until a new Committee is appointed by the Board. The Board may at any time by resolution remove any committee member or the whole of a Committee from office.
- (3) Subject to any regulation of the Board each Committee shall appoint a convenor or chairman and may appoint an executive officer from its own members.
- (4) A Committee shall keep a record of its proceedings available to the Board and present a report to Board for consideration as provided in the regulations.

- (5) The President and Honorary Secretary shall be ex officio members of all Committees.
- (6) The Honorary Treasurer shall be an ex officio member of any Committee which is empowered to transact any financial business on behalf of the College.
- (7) No Committee shall consist of less than three members of the Board.

COMMITTEE OF CENSORS

Board of Censors

55. (1) There shall be a Committee of Censors comprising the Censor in Chief and at least two Censors appointed by the Board from the Fellows to hold office for such period as the Board may determine.
- (2) The Board may at any time fill any casual vacancy occurring among the Censors.
- (3) A member shall cease to be a Censor if -
- (i) by notice in writing to the Board he resigns from office;
 - (ii) he is removed from office by the Board;
 - (iii) he ceases to be a Fellow of the College.
- (4) The Censor in Chief shall be chairman of the Committee of Censors.
- (5) The proceedings of the Committee of Censors shall be subject to such regulations of the Board as may be in force.
- (6) The Committee of Censors shall examine all applications for admission to examination for the Certificate of Sclerotherapy of the College or for admission of Fellows and report thereon to the Board and supervise any lectures demonstrations or course of instruction by the College designed to assist candidates to obtain instruction in those matters in which the candidate will be examined and will conduct the examinations according to the requirements established by the Board from time to time.
- (7) The executive officers and Board Members shall be eligible for appointment as Censors.

PROCEEDINGS OF THE BOARD

First Board Meeting Each Year

56. At the first meeting of the Board after each Annual General Meeting it shall –

- (a) elect and appoint executive officers as provided by Clause 43 and 47;
- (b) appoint an Assistant Honorary Secretary from the Fellows of the College. The Assistant Honorary Secretary may attend Board meetings and in the absence of the Honorary Secretary may be directed by Board to assume all or any of the functions of Honorary Secretary including the right of the Honorary Secretary to vote at Board meetings;
- (c) appoint Censors of the College in accordance with Clause 55.

Chairman of Board Meetings

57. The President of the College shall be entitled to preside as Chairman at any meeting of the Board or should he not be able to attend the meeting the President Elect will preside or failing either attending the Board may appoint a chairman from one of their number.

Quorum for Board Meetings

58. The quorum of the Board shall be four. Any meeting at which a quorum is present shall be deemed competent to exercise all powers and discretions for the time being exercisable by the Board.

Voting at Board Meetings

59. Each member of the Board shall have one vote.

Casting Vote

60. In the event of an equality of votes the Chairman shall have a second or casting vote.

Meetings of Board

61. (1) The Board may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit.

(2) The Board shall meet at least two times in each calendar year.

(3) A meeting of the Board may be convened at any time by the President. On the requisition of three or more members of the Board the Honorary Secretary shall convene a meeting of the Board.

(4) Not less than fourteen days' notice of any meeting of the Board shall be given and such notice shall specify the business to be transacted and no business except of a routine nature shall be transacted at any meeting of the Board unless notice of it has been given either in the notice summoning the meeting or in some other notice given not later than fourteen days before the meeting. The decision of the Chairman as to whether any business is or is not of a routine nature shall be conclusive.

(5) A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of the Board. Such a resolution may consist of several documents in like form each signed by one or more of the members of the Board.

Postal Vote of Board

62. (1) The Board or a majority of the executive officers of the College may determine that votes by post of members of the Board should be taken upon any matter.

(2) The postal votes shall be taken in accordance with any regulations of the Board and otherwise so far as may be in accordance with the provisions of Clause 35. At least seven days shall be allowed between notification to Board Members of the proposed resolution and the last day for the return of voting papers.

Validity of Acts of Board

63. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a member of the Board shall as regards all persons dealing in good faith with the College notwithstanding that there was some defect in the election appointment or continuance in office of a member of the Board or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly elected or appointed and was qualified and had continued to be a member of the Board or a committee and had been entitled to vote.

POWERS OF BOARD

General Powers of Board

64. The management of the affairs and business and the control of the College shall be vested in the Board which in addition to the powers and authorities by these Clauses expressly conferred upon it may exercise all such powers and do all such acts and things as may be exercised or done by the College and are not hereby or by statute expressly directed or required to be exercised or done by the College in general meeting but subject nevertheless to any regulations from time to time made by the College in general meeting; provided that no regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

Particular Powers of Board

65. Without prejudice to the general powers conferred by Clause 64 or to the other powers conferred by this Constitution the Board shall have the following powers -

- (1) to establish or aid in establishing other companies or organisations and bodies to further the objects for which the College is established;
- (2) to prescribe and deliver courses of instruction and to conduct examinations and to award diplomas or certificates of proficiency therein;
- (3) to pay the costs charges and expenses incidental to the management and regulation of the College;
- (4) to lease or mortgage all or any of the property rights and undertaking of the College;
- (5) to determine who shall be entitled to sign bills notes receipts acceptances endorsements cheques releases contracts and documents on behalf of the College;
- (6) to purchase or otherwise acquire for or cause to be acquired for the College any property leases rights or privileges which the College is authorised to acquire at such price and generally on such terms and conditions as it thinks fit;
- (7) at its discretion to pay for any rights and property acquired by or services rendered to the College either wholly or partly in cash or in debentures or other securities of the College as may be agreed upon and such debentures or other securities may be either specifically charged upon all or any part of the property of the College or not so charged;
- (8) to secure the fulfilment of any contracts or engagements entered into by the College by mortgage or charge of all or any of the property of the College for the time being or in such other manner as it may think fit;
- (9) to accept from any member on such terms and conditions as shall be agreed a surrender of his rights and privileges in the College;
- (10) to institute conduct defend compound or abandon any legal proceedings by or against the College or its officers or otherwise concerning the affairs of the College and to compound and allow time for payment or satisfaction of any debt and of any claims or demands by or against the College;
- (11) to refer any claims or demands by or against the College to arbitration and observe and perform the award;
- (12) to make and give receipts releases and other discharges for money payable to the College and for claims and demands of the College;
- (13) to execute in the name and on behalf of the College in favour of any member of the Board or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the College such as mortgages of the College property present or future as it thinks fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon;
- (14) to set aside out of the profits of the College such sums as it thinks proper as a reserve to meet contingencies or for repairing improving and maintaining any of the property or services of the College and for such other purposes as the Board shall in its absolute discretion think conducive to the interests of the College and to invest subject to the provisions of this Constitution the several sums so set aside upon such investments as it may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof at its discretion for the benefit of the College and to divide the reserve funds into such funds as it may think fit;
- (15) to appoint and at its discretion remove or suspend such managers secretaries officers clerks agents and servants for permanent temporary or special services as it may from time to time think fit and to determine their duties and fix and pay their salaries or emoluments and to require security in such instances and to such amount as it thinks fit; (16) to raise or borrow any sum or sums of money for the purposes of the College;

(17) to enter into negotiations and contracts and rescind and vary contracts and execute and do acts deeds and things in the name of and on behalf of the College as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the College; and (18) to enter into arrangements with any Bank or Financial Institution for provision of credit card or EFTPOS facilities.

REGULATIONS

Regulations of Board

66. The Board shall have power from time to time to make vary and rescind regulations in relation to the College and any regulations so made and for the time being in force and which are not inconsistent with this Constitution shall be binding on the members of the College and shall have full effect accordingly; and without restricting the generality of the foregoing the Board may make regulations -

- (1) to determine that upon the approval of the members in general meeting being given thereto there shall be imposed a levy or levies not exceeding in the aggregate in any one year 50% of the annual subscription payable by each member;
- (2) as to the form and content of applications and nominations for examination or membership;
- (3) as to the academic dress to be worn by officers or members of the College or any class of such members;
- (4) as to any requirements for the attendance of members at scientific and general meetings of the College;
- (5) as to the time and manner of contribution by members of lectures or scientific papers to scientific meetings of the College;
- (6) as to the functions powers and privileges regulations administration and dissolution of Regional Faculties and other organisations and other qualification disqualifications duties functions powers and privileges of the officers and members of such Regional Faculties and other organisations and the representation of such Regional Faculties or other organisations on the Board;
- (7) as to the conduct of courses and examinations for admission to membership of the College or any class of membership;
- (8) as to the duties of officers and servants of the College;
- (9) as to any arrangements with other bodies having similar objects for reciprocal concessions or otherwise;
- (10) as to the procedure at general meetings of the College;
- (11) subject to the provisions of Clauses 27 to 38 to regulate the voting by post by members, appointment of scrutineers and all matters incidental thereto;
- (12) subject to the provision of Clauses 41 to 53 for the nomination and election of elected members of the Board;
- (13) to regulate the carrying out of the duties of the Censors and Censor in Chief.
- (14) as to the rights and privileges to be accorded to all and any classes of membership of the College including (without limitation) the creation of further or additional classes and the conferral of rights and privileges on any such classes of membership;
- (15) as to the qualifications and requirements (including training requirements) to be met and satisfied by any person as a condition of appointment to membership of the College;

REGIONAL FACULTIES

Constitution Regional Faculties

67. Members of the College residing in Australia and New Zealand shall be deemed to be divided up and be members of the following Regional Faculties of the College based upon their place of residence as of the 1 January of each year:-

- (1) Members residing as at the relevant date in New South Wales, the Australian Capital Territory, Lord Howe Island or Norfolk Island – New South Wales Faculty
- (2) Members residing as at the relevant date in the Northern Territory or the State of Queensland – The Queensland Faculty
- (3) Members residing as at the relevant date in the State of Victoria – The Victoria Faculty
- (4) Members residing as at the relevant date in New Zealand – The New Zealand Faculty
- (5) Members residing as at the relevant date in South Australia – The South Australia Faculty
- (6) Members residing as at the relevant date in Western Australia – The Western Australian Faculty
- (7) Members residing as at the relevant date in Tasmania – The Tasmanian Faculty

Any member not residing in Australia or New Zealand may be a member of such Regional Faculty as he may elect in writing to that Regional Faculty. General Meetings of a Regional Faculty shall be held at a time and place determined by the Regional Faculty Committee and a general meeting known as the Annual General Meeting of the Regional Faculty shall be held once in each calendar year. The date of such Annual General Meeting shall be fixed in accordance with the provisions of Clause 19. All other meetings of the Regional Faculty shall be fixed in accordance with the Regional Faculties By-Laws which By-Laws must be approved by the Australasian College of Phlebology Inc. before those By-Laws become effective.

Regional Faculty Committees

68. Each Regional Faculty shall have a Regional Faculty Committee which shall act in an advisory capacity to the Board on the affairs of the College within that Regional Faculty and may exercise any power delegated to it by the Board from time to time. A member of a Regional Faculty Committee who is not an executive officer of the College or a Board Member shall not have a vote in respect of any exercise of a power delegated by the Board but shall act in an advisory capacity only in relation thereto. Each Regional Faculty Committee shall consist of a Chairman, and such number of Fellows as the Regional Faculty Committee shall fix from time to time being not less than three. Each Board Member representing a Regional Faculty shall be a member of the Committee of the Regional Faculty of which he is a member.

Election of Regional Faculty Committees

- 69.
- (1) The Chairman, and other members of the Regional Faculty Committee shall be elected by ballot of the Fellows of the Regional Faculty at the Annual General Meeting of the Regional Faculty in each year but the Regional Faculty Committee may decide that the election shall be by postal vote of Fellows of the Regional Faculty. The manner of nomination of candidates and of voting shall subject to any by-laws of the Board be determined by the Regional Faculty Committee.
 - (2) Any two Fellows of a Regional Faculty may respectively propose and second any eligible Fellows of the Regional Faculty for election as a member of the Regional Faculty Committee. Such nomination shall be in the hands of the Chairman of the Regional Faculty Committee not less than fourteen days prior to the Annual General Meeting of the Regional Faculty.
 - (3) The Board Member or Members to be elected pursuant to Clause 49 to represent a Regional Faculty shall be subject to any regulations of the Board be elected in each year at

the time and in the manner determined by the Regional Faculty Committee subject to any determination of the Regional Faculty in general meeting.

Meetings of Regional Faculty Committees

70. A Regional Faculty Committee shall meet at least twice in each year and at such meetings one half of the total number of members of the Regional Faculty committee personally present shall be quorum. A resolution in writing signed by all the members of a Regional Faculty Committee shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of the Regional Faculty Committee. Such a resolution may consist of several documents in like form each signed by one or more of the members of the Regional Faculty Committee.

Casual Vacancies on Regional Faculty Committees

71. Casual vacancies on any Regional Faculty Committee (other than in the Board) may be filled by the remaining members of the Faculty Committee from among qualified persons for the remainder of the current term of membership or office. Casual vacancies in the Board shall be filled in accordance with Clause 53.

MINUTES

Minutes Board and General Meetings

72. The Board shall cause minutes to be made in books to be provided for the purpose -

- (1) of all appointments of officers made by the Board;
- (2) of the names of the members of the Board present at each meeting and of any committee of the Board; and
- (3) of all resolutions and proceedings at all meetings of the College and of the Board and of committees of the Board. Such minutes shall be signed by the chairman of the meeting at which such proceedings were held or by the chairman of the next succeeding meeting.

THE COMMON SEAL

Common Seal

73. The Board shall provide for the safe custody of the common seal and the seal shall not be used without the authority of the Board previously given and every instrument to which the seal is affixed shall be signed by two members of the Board and countersigned by the Honorary Secretary or some other person appointed by the Board for that purpose.

ACCOUNTS AND AUDIT

Accounts

74. The Board shall cause to be kept proper books of account with respect to-

- (1) all sums of money received and expended by the College and the matters in respect of which such receipts and expenditure take place;
- (2) the assets and liabilities of the College; and
- (3) all sales and purchases of goods by the College. Provided that proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the College's affairs and to explain its transactions.

- (4) The books of account shall be kept at the office or at such other place as the Board thinks fit.
- (5) The Board shall subject to Clause 1.7 of the Constitution from time to time determine at what times and places and under what conditions and regulations the accounts and books of the College or any of them shall be open to the inspection of members.
- (6) At the Annual General Meeting in every year the Board shall lay before the College a statement of the income and expenditure and a balance sheet for a period of twelve months ending not more than six months before the date of the meeting.

Audit

75. (1) Once at least in every year the accounts of the College shall be examined and the correctness of the statement and balance sheet ascertained by an auditor.
- (2) The auditor shall be appointed by the Board in accordance with the requirements of the Act.
- (3) Subject to the provisions of the Act, the remuneration of the auditor shall be fixed by the Board.
- (4) The auditor shall at all reasonable times have access to the books and accounts of the College and may in relation thereto examine members of the Board.
- (5) Every account of the Board when audited and approved by a general meeting shall be conclusive except as regards any error discovered within that period. The accounts shall forthwith be corrected and thenceforth be conclusive.
- (6) Subject to the provisions of the Act, the auditor shall be supplied with copies of the statement of account and balance sheet intended to be laid before the College in general meeting twenty-eight days at least before the meeting to which the same are to be submitted and it shall be the auditor's duty to examine the same with accounts and vouchers relating thereto and report to the general meeting thereon.
- (7) The Board shall not less than fourteen days before each annual general meeting cause to be served on every member in accordance with Clause 78 copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon, as required by the Act.

REGISTERED ADDRESS AND NOTICES

Registered Address and Changes

76. The place of residence of every member or any other address notified by him for the purpose shall subject to Clause 77 be recorded as his registered address. Every member shall upon or prior to admission to membership notify the Honorary Secretary of the address of his residence or some other address as his registered address and of the address at which he practices and shall thereafter notify any change of any such address.

Members out of Australia

77. Every member of the College whose place of residence is not in Australia or New Zealand may from time to time notify in writing to the College an address in Australia or New Zealand which shall be deemed to be his registered address.

Service of Notices

78. A notice may be served by the College or for the purposes of this Constitution upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address.

Notices by Post

79. Any notice sent by post shall be deemed to have been served on the fifth day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed stamped and posted and a certificate in writing signed by the Honorary Secretary or other officer of the College that the envelope or wrapper containing the notice was so addressed and posted shall be evidence of due service thereof.

Period of Notice

80. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

INDEMNITY

Indemnity of Officers and Board Members

81. Subject to the provisions of the Act every member of the Board or officer servant or auditor of the College or any person (whether an officer of the College or not) employed by the College shall be indemnified by the College against all liability loss or expenses including travelling expenses incurred by him as such member of the College or officer servant or auditor in defending proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court. Nothing in this Clause shall limit or affect any indemnity to which any person may be entitled by law.

Code of Ethics

82. The College shall adopt from time to time a code of ethics which shall be formulated by the Board or a Committee of the Board. Where such code of ethics is adopted it shall be binding on all members of the College. Breach of such code of ethics shall constitute grounds for members being disciplined by the Board including having his or her membership of the College terminated, suspended or otherwise restricted as contemplated by clause 17 of the Constitution.

ESTABLISHMENT OF CHARITABLE TRUST FOR THE PURPOSES OF PHLEBOLOGY

83. That the Board of the College from time to time shall have the power to set up and administer such Charitable Trusts as it might deem appropriate for the purposes of advancing Phlebology for the benefit of the Public, including research and improved treatment of patients and the education of the general public as to the advantages of medical treatment by Phlebologists and providing facilities for those purposes.