



CONSTITUTION

May 2022

Council of Academic Public Health Institutions Australasia Inc.

ABN 58 408 229 415

Incorporated in the Australian Capital Territory under the Associations Incorporation Act 1991
(Registration number A 05126)

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I. GENERAL

1. Name

- 1.1 The name of the association is Council of Academic Public Health Institutions Australasia Inc.

2. Definitions and interpretation

- 2.1 In this Constitution unless it is inconsistent with the subject or context in which it is used:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*;

Act means the *Associations Incorporation Act 1991 (ACT)*;

AGM means an Annual General Meeting of the Council;

Constitution means this constitution as amended or supplemented from time to time;

Council means *Council of Academic Public Health Institutions Australasia Inc*;

Electronic Contact Address means an electronic destination such as an email address to which notices and other material from the Council can be transmitted or made available;

Member means a member of the Council in accordance with part II of this Constitution;

Board means the committee of the Council;

Director means an individual appointed or elected to the Board;

Objects means the objects of the Council specified in rule 3;

Public Officer means any individual appointed by the Board to perform the duties of public officer of the Council;

Chair means the individual elected or appointed from time to time to the office of Chair in accordance with rule 40 of this Constitution;

Register means the register of Members pursuant to the Act;

Representative means an individual who is appointed by a Member to represent the Member and exercise its rights under this Constitution.

- 2.2 This Constitution is intended to provide for each of the matters raised in schedule 1 of the Act. In the event of any inconsistency between these Rules and the Model Rules in the Regulation, these Rules prevail subject to the constraints imposed by sections 31 & 32 of the Act.

- 2.3 In this Constitution, the following rules of interpretation apply unless the context requires otherwise:

- a) a gender includes all genders;
- b) singular includes plural and vice versa;

- c) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
 - d) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;
 - e) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it;
 - f) the word *person* means a natural person and any corporation, association, body or entity whether incorporated or not;
 - g) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form; and
 - h) where a document is required to be signed by a person under this Constitution, the signature may be in electronic form.
- 2.4 Cross references are for convenience only. A cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a key way. Not all rules that may affect the interpretation of the particular rule are cross referenced.
- 2.5 Headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. Objects

- 3.1 The Objects of the Council are to advance public health education and research and to lead and represent public health in universities throughout the Australasian region.
- 3.2 The Council pursues the Objects through a range of activities and services that may include but not be limited to:
- a) supporting capacity building and skills development;
 - b) advancing excellence in academic standards in the education and development of public health practitioners and researchers;
 - c) advocating for public health teaching, learning and research; and
 - d) doing anything ancillary or incidental to the Objects.

4. Not-for-profit organisation

- 4.1 The income and property of the Council must be applied only towards promoting the Objects.
- 4.2 The Council must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividend or distribution of profits.
- 4.3 Rule 4.2 does not prevent payment in good faith of:
- a) reasonable and proper remuneration to any employee of the Council;

- b) reasonable and proper amounts to any Member in return for any services they render to the Council;
- c) interest at a rate not exceeding interest at the rate for the time being payable to the Council's bankers for money lent or that would be lent to the Council;
- d) reasonable and proper rent for premises leased by any Member to the Council;
- e) reimbursement in good faith of out-of-pocket expenses incurred on behalf of the Council; and
- f) any other sums payable under this Constitution.

II. MEMBERSHIP

5. Members

- 5.1 There are 2 classes of membership:
- a) Full Members; and
 - b) Affiliate Members.
- 5.2 Full Membership is open to universities that:
- a) support the Objects;
 - b) offer degree programs and research in public health;
 - c) are based primarily in the Australasian region, including Pacific island countries; and
 - d) satisfy any further criteria as prescribed by the Board and set out in the by-laws.
- 5.3 Affiliate Membership is open to associations, organisations and institutions that:
- a) do not qualify for Full Membership;
 - b) support the Objects;
 - c) are involved in public health training and/or research; and
 - d) satisfy any further criteria prescribed by the Board and set out in the by-laws.
- 5.4 The Board may provide for sub-categories of membership within each class on such terms and conditions as the Board determines provided that the rights of Members shall be in accordance with rule 6.
- 5.5 The number of Members is unlimited.

6. Rights of Members

- 6.1 Full Members have the following rights:
- a) to receive notices of and to attend general meetings;

- b) to nominate a candidate for election as an Elected Director; and
 - c) to vote at general meetings and on resolutions put to the membership and on the election of Directors.
- 6.2 Affiliate Members are entitled to receive notices of and to attend general meetings. Affiliate Members do not have any voting rights and are not entitled to nominate a candidate for election as an Elected Director.
- 6.3 For the purposes of clarity, the Board may extend privileges and benefits of membership that may differ between classes and categories of membership and within categories of membership but no such privileges or benefits shall affect the rights of Members in this rule 6.
- 6.4 A Member who has not paid any fees payable under rule 10 by the due date will not be entitled to exercise their rights under this Constitution while the fee remains unpaid.

7. Members' liabilities

- 7.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount (if any) unpaid by the Member in relation to membership of the Council as required by rule 10.

8. Application for membership

- 8.1 An application for membership must be submitted in writing in the form the Board prescribes from time to time.
- 8.2 The Board will decide whether to approve or to reject the application of membership.
- 8.3 In no case shall the Board be required to give a reason for the rejection of any application for membership.
- 8.4 The Board may delegate the consideration and determination of any membership application.
- 8.5 Subject to rule 8.3, when a decision regarding an applicant for membership has been made, written notice of that decision shall be sent to the applicant.
- 8.6 The acceptance of an applicant to be a Member is subject to payment of any fees in accordance with rule 10 and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Council.
- 8.7 If the applicant is not admitted to membership then any moneys paid by them for membership must be returned to them in full.
- 8.8 Subject to rule 8.6, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

9. Ceasing to be a Member

- 9.1 A Member shall cease to be a Member:
- a) if the Member resigns, by notice in writing, on the date the notice is received by the Public Officer or such later date as specified in the notice of resignation;
 - b) if the Member ceases to be eligible for membership in accordance with rules 5.2 or 5.3, unless the Board resolves otherwise;
 - c) if the Member is wound up, dissolved or deregistered;
 - d) if the Member is expelled under rule 11;
 - e) in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member, on the date that the Board resolves to cease the membership unless the Board resolves otherwise; or
 - f) if membership is terminated under rule 10.5.
- 9.2 Any Member ceasing to be a Member:
- a) shall not be entitled to any refund, in full or part, of any fee paid in accordance with rule 10; and
 - b) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

10. Member fees

- 10.1 The Board may determine from time to time to charge Members fees which may include joining fees, annual subscriptions or specific purpose levies and charges.
- 10.2 The Board may determine different fees for amounts charged to Members as between classes and categories of Members and as between Members within a class or category of membership. The Board may determine that no fee is payable by a Member.
- 10.3 Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.
- 10.4 No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with rule 9.
- 10.5 If any fees payable under rule 10.1 by a Member remains unpaid for a period of 1 month after it becomes due, written notice will be given to the Member of that fact. If any fee remains unpaid more than 1 month after the date of the notice, the Member's membership is terminated unless the Board resolves otherwise.

11. Disciplining of Members

- 11.1 Where the Board is of the opinion that a Member:
- a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - b) has acted in a manner detrimental to the interests of the Council, the Board may, by resolution:
 - c) expel the Member from the Council; or
 - d) suspend the Member from membership of the Council for a specified period.
- 11.2 Written notice must be given to the Member of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- 11.3 The notice given to the Member must state:
- a) when and where the Board meeting is to be held and whether it will be held using technology;
 - b) the grounds on which the proposed suspension or expulsion is based; and
 - c) that the Member may do either or both of the following:
 - i) attend and speak at that meeting;
 - ii) submit to the Board at or prior to the date of that meeting written representations.
- 11.4 Subject to section 50 of the Act, the Board must at the Board meeting:
- a) give the Member an opportunity to make oral representations;
 - b) give due consideration to any oral representations and to any written representations submitted to the Board by the Member at or prior to the meeting; and
 - c) by resolution determine:
 - i) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - ii) whether or not to expel the Member from the Council.
- 11.5 The Board must give the Member written notice of the Board's decision and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

12. Right of appeal of disciplined Member

- 12.1 A Member may serve notice of appeal to the Council in general meeting against a resolution of the Board under rule 11.4, within 28 days after notice of the resolution is served on the Member, by lodging with the Public Officer a notice to that effect.

- 12.2 On receipt of a notice from a Member under rule 12.1, the Board is to convene a general meeting of the Council, on a date and time mutually agreed with the Member, to be held within 45 days after the date on which the Public Officer received the notice.
- 12.3 Subject to section 50 of the Act, at the general meeting of the Council convened under rule 12.2:
- a) no business other than the question of the appeal is to be transacted; and
 - b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the Full Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.4 A Member may not vote by proxy at the meeting.

13. Dispute resolution

- 13.1 The dispute resolution procedure in this rule applies to disputes (disagreements) under this Constitution between:
- a) a Member and another Member; or
 - b) between a Member and the Council.
- 13.2 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 13.3 If those involved in the dispute do not resolve it under rule 13.2, they must within 10 days:
- a) notify the Board about the dispute;
 - b) agree or request that a mediator be appointed; and
 - c) attempt in good faith to settle the dispute by mediation.
- 13.4 The mediator must:
- a) be chosen by agreement of those involved; or
 - b) where those involved do not agree:
 - i) for disputes between Members, a person chosen by the Board; or
 - ii) for other disputes, a community justice centre as agreed by the parties involved or if they cannot agree, the Conflict Resolution Service or a similar provider of community dispute resolution services in the Australian Capital Territory.
- 13.5 A mediator chosen under rule 13.4b)i):
- a) must not have a personal interest in the dispute; and
 - b) must not be biased towards or against anyone involved in the dispute.
- 13.6 When conducting the mediation, the mediator must:
- a) allow those involved a reasonable chance to be heard,

- b) allow those involved a reasonable chance to review any written statements,
 - c) ensure that those involved are given natural justice, and
 - d) not make a decision on the dispute which is for the parties involved to resolve if they can.
- 13.7 Each party must pay an equal share of any cost of mediation.
- 13.8 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

III. GENERAL MEETINGS

14. General meetings

- 14.1 The Board may, whenever it considers appropriate, call a general meeting of the Council.
- 14.2 An AGM must be held at least once in each calendar year and within 5 months after the end of each financial year of the Council.
- 14.3 Rule 14.2 has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.
- 14.4 The AGM must, subject to the Act, be called on the date and at the place or places and time that the Board considers appropriate.
- 14.5 The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
- a) The consideration of the annual financial report, Board report and auditor's report (if any);
 - b) The election and/or announcement of Directors; and
 - c) The appointment of the auditor, if required.
- 14.6 The Board must, on the requisition in writing of not less than 5 Full Members, call a general meeting.
- 14.7 A requisition of Full Members for a general meeting—
- a) must state the purpose or purposes of the meeting; and
 - b) must be signed by the members making the requisition; and
 - c) must be lodged with the Public Officer; and
 - d) may consist of several documents in a similar form, each signed by 1 or more of the Full Members making the requisition.
- 14.8 If the Board fails to call a general meeting within 1 month after the date when a requisition of Full Members for the meeting is lodged with the Public Officer, any 1 or more of the Full Members who made the requisition may call a general meeting to be held not later than 3 months after that date.

- 14.9 A general meeting called by the Full Members mentioned in rule 14.8 must be called as nearly as is practicable in the same way as general meetings are called by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Council for any reasonable expense so incurred.
- 14.10 A general meeting may be held using any technology approved by the Board that gives the Members a reasonable opportunity to participate. A Member participating in a general meeting using technology is taken to be present in person at the meeting.
- 14.11 A general meeting convened in accordance with rule 14.10 is not invalidated due to a failure of the technology unless the failure arose out of conduct of an Officer which was not in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.

15. Notice of a general meeting

- 15.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, at least 14 days' notice shall be given for a general meeting. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, at least 21 days' notice must be given.
- 15.2 Notice of a general meeting must be given to each Member, each Director and the auditor (if any).
- 15.3 A Full Member desiring to bring any business that may be properly transacted at a general meeting may give written notice of that business to the Public Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the Full Member.
- 15.4 A notice of a general meeting must specify:
- a) the place, date and time of the meeting, and if the meeting is to be held using technology, the technology that will be used;
 - b) subject to rule 14.5, the general nature of any business to be conducted at the meeting;
 - c) if a special resolution is to be proposed, the details of and intention to propose it.
- 15.5 Except as provided in rule 14.5, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.
- 15.6 A Member may waive notice of a general meeting by notice in writing to the Council.
- 15.7 The accidental failure to give notice of any general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 15.8 A person's attendance at a general meeting waives any objection that that person may have to a failure to give notice, or the giving of a defective notice.

16. Cancellation or postponement of a general meeting

- 16.1 Except in the case of a general meeting called at the request of Members, the Board may cancel, postpone or change the venue of a general meeting at any time prior to the meeting. The Board must give notice of the postponement, cancellation or change of venue to all persons entitled to receive notice of the general meeting.

17. Quorum at a general meeting

- 17.1 The quorum for a general meeting is 5 Full Members entitled to vote and present in person by their Representative, or by proxy.
- 17.2 No business shall be transacted at a general meeting unless a quorum is present.
- 17.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- a) if convened by or on requisition of, Members is dissolved; and
 - b) in any other case stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.

18. Chair of a general meeting

- 18.1 The chair of a general meeting is the Chair or, if the Chair is not available or is unwilling to chair the meeting, the Deputy Chair. If the Deputy Chair is not available or unwilling then another Director, as agreed amongst the Directors who are present, is to chair the meeting. If no Director is available or is willing to act, then the Full Members present in person and entitled to vote must select one of their number as chair of the meeting.

19. Conduct of a general meeting

- 19.1 The chair of a general meeting is responsible for the conduct of the meeting. Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair whose decision is final.
- 19.2 The chair of a general meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:
- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b) terminate debate or discussion; and
 - c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands, on the voices or a poll.
- 19.3 The chair may at any time during the course of a general meeting, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting

other than the business left unfinished at the meeting from which the adjournment took place.

- 19.4 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 19.5 Except as provided by rule 19.4, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. Decisions at a general meeting

- 20.1 Unless otherwise required by this Constitution or the Act, questions arising at a general meeting are to be decided by a simple majority of the votes cast.
- 20.2 In the case of an equality of votes upon any proposed resolution the chair of the general meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 20.3 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.
- 20.4 On a show of hands, a declaration by the chair of the meeting is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 20.5 A poll may be demanded:
 - a) by the chair of the meeting; or
 - b) by at least 3 Full Members present in person by their Representative or by proxy and having the right to vote on the resolution.
- 20.6 The demand for a poll may be withdrawn.
- 20.7 A demand for a poll does not prevent the continuation of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- 20.8 Subject to rule 20.9, a poll demanded must be taken when and in the manner the chair of the general meeting directs including in relation to how votes of Full Members attending by technology are to be collected.
- 20.9 A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 20.10 The result of the poll will be the resolution of the meeting at which the poll was demanded, and an entry to that effect in the minutes of the general meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

21. Voting rights at a general meeting

- 21.1 Subject to rule 21.2, each Full Member has one vote. The vote may be exercised by their Representative or by proxy.

- 21.2 No Full Member may vote at any general meeting unless all fees due and payable under rule 10 have been paid.
- 21.3 A challenge to a right to vote at a general meeting:
- a) may only be made at the meeting; and
 - b) must be determined by the chair of the meeting, whose decision is final.

22. Appointment of proxy

- 22.1 A Full Member is entitled to appoint a proxy by notice given to the Council no later than 48 hours before the time of the general meeting in respect of which the proxy is appointed.
- 22.2 A proxy must be the chair of the meeting or another Full Member or their Representative.
- 22.3 The Board may prescribe a form of proxy but a proxy will be valid provided an instrument appointing a proxy is in writing, contains the Member's name and address, the Council's name, the proxy's name or the office held by the proxy, the meeting at which the appointment may be used and how the proxy is to vote on the matter/s before the meeting.
- 22.4 In the event of a Member not nominating a particular person as proxy on the proxy form, the proxy shall be exercised by the chair of the meeting.
- 22.5 Unless the Council receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
- a) revokes the proxy's appointment; or
 - b) revokes the authority of a representative or agent who appointed the proxy.

IV. BOARD

23. Composition

- 23.1 The Board will have a maximum of 10 Directors comprising:
- a) 5 Directors elected by the Full Members or appointed to fill a casual vacancy under rule 26.1 who shall be designated **Elected Directors**; and
 - b) up to 5 Directors appointed by the Board who shall be designated **Appointed Directors**.
- 23.2 When appointing individuals as Appointed Directors, the Board will endeavour to ensure the following where reasonably practicable:
- a) Geographic diversity on the Board;
 - b) Aboriginal and Torres Strait Islander representation; and
 - c) First Nations representation.

24. Terms of office

- 24.1 The term of office for an Elected Director will be 2 years commencing from the end of the relevant annual general meeting at which their election is declared or announced until the end of the second following annual general meeting. A retiring Director who is eligible may stand for re-election.
- 24.2 The term of office for an Appointed Director shall be such period as the Board determines at the time of appointment up to 24 months from the date of appointment.
- 24.3 A Director may serve as a Director for up to 8 consecutive years. At the completion of the 8th consecutive year, or if the Director ceases to be a Director for any reason during the 8th consecutive year, they are not eligible to be appointed or elected a Director until at least 18 months has passed from when they ceased to be a Director.

25. Eligibility of Directors

- 25.1 An Elected Director must be an employee of a Full Member.
- 25.2 To be eligible to stand for election or appointment as a Director, an individual must not be subject to any circumstance in accordance with rule 28.2 that would result in them ceasing to be a Director once elected or appointed.

26. Casual vacancies on the Board

- 26.1 If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible individual to fill the casual vacancy and such appointee holds office for the remainder of term.
- 26.2 If a vacancy in the position of an Appointed Director occurs, the Board may appoint any individual in accordance with rules 23.2 and 24.2 at any time.
- 26.3 The Board may act even if there are vacancies on the Board. If the number of Directors is reduced below the legal minimum of 3 however, the continuing Directors may act only:
 - a) in an emergency; or
 - b) for the purposes of appointing additional eligible individuals to the Board up to the minimum number; or
 - c) to convene a general meeting.

27. Election of Elected Directors

- 27.1 Subject to this rule 27, the Board may prescribe by-laws setting out the procedures for the conduct of elections and the nomination process.
- 27.2 At least 6 weeks before the AGM, the Board must give notice to Full Members of the number of vacancies that may be filled and invite nominations of candidates for election as an Elected Director.
- 27.3 Nominations of candidates for election as an Elected Director must:
 - a) be in the form as determined by the Board from time to time;

- b) include any required information (which may include the candidate's skills and experience);
 - c) contain the signed consent of the candidate; and
 - d) be lodged by the prescribed time.
- 27.4 A Full Member may only nominate one candidate for election as an Elected Director.
- 27.5 At the close of nominations if there are more candidates for election than there are vacant positions to be filled, then a ballot will be conducted. The voting instructions and processes shall be as prescribed by the Board and set out in the by-laws.
- 27.6 If at the close of nominations there are the same number or fewer candidates for election than there are vacant positions to be filled then all eligible candidates shall be deemed to have been elected and no ballot shall be held. Any resulting vacancies shall be casual vacancies to which rule 26 applies.
- 27.7 The result of the election process will be announced at the AGM and the election of an Elected Director takes effect at the conclusion of the relevant AGM.

28. Vacation of office of Directors

- 28.1 Subject to rule 28.2, an individual vacates their position on the Board at the conclusion of the AGM at which they retire or when their term of office expires, subject to them being re-appointed or re-elected on to the Board in accordance with this Constitution.
- 28.2 The office of a Director becomes vacant if the Director:
- a) resigns by written notice given to the Public Officer;
 - b) dies;
 - c) is disqualified from office under the Act or the ACNC Act;
 - d) becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - e) is convicted on indictment of an offence unless the Board resolves otherwise;
 - f) is absent from 3 consecutive meetings of the Board without the consent of the Board;
 - g) has failed to disclose a material personal interest that would be required to be disclosed under the Act or the ACNC Act unless at the next meeting of the Board, the Board resolves otherwise;
 - h) is an Elected Director and ceases to be employed by the Full Member that nominated them, unless the Board resolves otherwise;
 - i) is an Elected Director and the Full Member that nominated them ceases to be a Full Member;

- j) is removed from office under rule 30.1; or
- k) is or becomes a paid employee of the Council.

29. Leave of absence

29.1 The Board may grant a Director leave of absence from Board meetings for a period not exceeding 3 months.

30. Removal of Director

30.1 The Council in general meeting may by ordinary resolution, subject to the Act, section 50, remove any Director from office before the end of the Director's term of office.

31. Payments to Directors

31.1 The Council must not pay fees to a Director for acting as a Director.

31.2 Payments may be made to a Director for:

- a) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; and
- b) any service rendered to the Council by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is not more than an amount which commercially would be reasonable for the service.

32. Powers and duties of the Board

32.1 The Board is responsible for the control, ultimate management and conduct of the Council.

- a) The Board has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Council.
- b) In addition to any powers conferred by this Constitution, the Board may exercise all the powers of the Council that are not required by the Act or by this Constitution to be exercised by the Council in general meeting.

32.2 The Board may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Council. These by-laws are binding on the Board and the Members.

33. Delegation of powers

33.1 The Board may delegate any of its powers and/or functions to one or more committees or any employee of the Council or any other person as the Board thinks fit.

33.2 In exercising any powers so delegated, the committee, employee or person must comply with any terms and conditions that may be set by the Board.

34. Board meetings

34.1 The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings at such place and time as the Board may determine.

34.2 The Chair or any 2 or more Directors may at any time call a Board meeting.

35. Notice

35.1 Directors should be given at least 7 days' notice of a Board meeting. In cases of urgency, a meeting can be held without such notice being given provided that as much notice as practicable is given to each Director by the quickest means practicable.

35.2 Notice may be given in writing and using any technology.

36. Quorum

36.1 No business shall be transacted by the Board unless a quorum is present. The quorum for a meeting of the Board shall be the number that is a majority of the Directors currently in office.

37. Chair

37.1 At a meeting of the Board, the Chair shall preside as chair. If the Chair is absent or is unable or is unwilling to act, then the Deputy Chair shall preside and if the Deputy Chair is not present or is unable or is unwilling to act, the remaining Directors shall choose another Director as chair.

38. Voting and decisions

38.1 Decisions made at a meeting of the Board will be determined by a majority of votes cast by Directors present and eligible to vote at the meeting. Each Director present is entitled to 1 vote.

38.2 In the event of an equality of votes on any question, the motion is not carried and the chair does not have a second or casting vote.

39. Use of technology

39.1 A Board meeting may be held using any technology consented to by each Director. The consent may be a standing one.

39.2 A Board meeting held by means of technology is taken to be held at the place as determined by the chair of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.

39.3 A Director who participates in a Board meeting using technology is taken to be present at the meeting.

40. Office bearers

40.1 The Board will elect from amongst their number the following office bearers:

- a) Chair – who must be an employee of a Full Member; and
 - b) Deputy Chair.
- 40.2 The Board may appoint other office bearer positions (such as a Treasurer) from amongst their number.
- 40.3 The Board may determine the period for which a Director is an office bearer.
- 40.4 The maximum continuous period that a Director may be Chair is 4 years. After serving 4 consecutive years as Chair, a Director may only be re-elected as Chair after a period of 2 years from when they last ceased to be Chair.
- 40.5 The office bearers will have such powers and duties as specified in this Constitution and as determined by the Board.

41. Written resolutions

- 41.1 The Board may pass a resolution without a Board meeting if a majority of the Directors entitled to vote on the resolution sign or assent to the written resolution. For this purpose, signatures can be contained in more than one document and can include electronically transmitted signatures.
- 41.2 Written resolutions are to be taken to have been passed on the date the resolution was assented to by the final Director whose support resulted in the number of Directors in favour of the resolution equalling a majority of Directors.
- 41.3 For rule 41.1 a Director may signify assent to a resolution by signing a document containing the resolution (or a copy of such document) or by notifying the Public Officer or Chair of the Director's assent by email or other electronic means.

42. Validity of acts of the Board

- 42.1 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director.

V. ADMINISTRATION

43. Minutes

- 43.1 The Board must ensure that minutes are kept of general meetings of the Council and of Board meetings.

44. Custody of records

- 44.1 The Public Officer, or another person delegated by the Board, must keep the books, records and other documents of the Council in their custody or control at all times, subject to the Act and this Constitution.

45. Inspection of records

- 45.1 Upon reasonable request by a Member, the Board will provide a copy of the following documents free of charge:
- a) a copy of the Constitution; or
 - b) a copy of the deeds of any trust relevant to the Council; or
 - c) the minute for specified general meetings of the Council.
- 45.2 A Member may apply in writing to the Board to have access to or a copy of a summary of the minutes of a Board meeting. The application must state the purpose for requiring access and how the information will be used. The Board may require the Member to enter into a confidentiality agreement before granting access or refuse access if allowing access to the document would be prejudicial to the interests of the Council.
- 45.3 A Member, other than a Director, does not have the right to inspect or request copies of any other books, records or documents of the Council except as provided by the Act or authorised by the Board.
- 45.4 A previous Director has a right to inspect minute books and related papers for meetings of the Board for the period covering when they were on the Board.

46. Funds—source & management

- 46.1 The Council may derive its funds from membership fees, grants, provision of services and goods to Members and non-members, sponsorship and any other sources that the Board decides.
- 46.2 Subject to rule 4.1, the Board may determine how the funds and other assets of the Council are managed and how payments are made by or on behalf of the Council.
- 46.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 persons duly authorised by the Board.

47. Financial year

- 47.1 The financial year shall be the period of 12 months ending on 30 June, unless the Board determines a different end date.

48. Notices

- 48.1 A notice may be given by the Council to a Member:
- a) by serving it on the Member personally;
 - b) by sending it by prepaid post to the Member's address as shown in the Register;
 - c) by sending it to the Electronic Contact Address or such other address the Member has supplied to the Council for the giving of notices;

- d) by making a copy of it accessible electronically on a website of, or related to, the Council and advising the Member of its availability via the Electronic Contact Address; or
 - e) by publishing it in a regular newsletter publication of the Council to Members which publication may be printed or be electronic or internet based.
- 48.2 Any Member who has not provided to the Council a place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member shall not be entitled to receive any notice.

49. Time of service of notices

- 49.1 Where a notice is sent by post, service of the notice is taken to be effected 3 days after it is posted.
- 49.2 Where a notice is sent by email or other electronic means, service of the notice is to be taken to be effected on the day after the date it is sent.
- 49.3 Where the Council gives a notice under rule 48.1d), service of the notice is to be taken to be effected when the notice was first so made accessible.
- 49.4 When the Council gives notice under rule 48.1e), service of the notice is to be taken to be effected on the day after the day on which the notice was first published.

50. Common seal

- 50.1 If the Council has a common seal:
- a) the Board must provide for the safe custody of the Council's common seal; and
 - b) the common seal must only be used as authorised by the Board.

51. Indemnity and insurance

- 51.1 In this rule 51, "Officer" means a Director or the Public Officer.
- 51.2 The Council indemnifies each Officer to the relevant extent against all losses and liabilities (including costs, expenses and charges) incurred by that person as an Officer.
- 51.3 In this rule 51, 'to the relevant extent' means:
- a) to the extent that the Council is not precluded by law from doing so, and
 - b) for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 51.4 The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the Council.

- 51.5 To the extent permitted by law and if the Board considers it appropriate, the Council may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Council against any liability incurred by the person as an Officer of the Council.

52. Winding up

- 52.1 The Council may be wound up voluntarily by special resolution.
- 52.2 If any property remains following the winding up or dissolution of the Council after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another charity that has:
- a) objects that are similar to the Objects;
 - b) a constitution that requires its income and property to be applied to promoting its objects; and
 - c) a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Council by rule 4.
- 52.3 The identity of the charity is to be determined by the Full Members by special resolution.

53. Changes to this Constitution

- 53.1 This Constitution may only be amended in accordance with the Act.

54. Transitional rules

Executive Committee / Board

- 54.1 Upon this Constitution coming into effect, the executive committee under the constitution that this Constitution replaces will become the initial Board with:
- a) the elected executive committee members becoming Elected Directors on the Board even if that results in there being more Elected Directors than are permitted under rule 23.1;
 - b) the chief executive officer of Public Health Association of Australia becoming an Appointed Director;
 - c) the Executive Director of the Council (or the person in the equivalent role) no longer being an ex officio position on the Board and hence the person in this role will cease to be a Director;
 - d) For an Elected Director on the initial Board under this rule who remains in office as an Elected Director after the next AGM at which they retire and are re-elected, the counting of the maximum term limit in rule 24.3 will commence only after that next AGM at which they are re-elected.
- 54.2 At the end of the AGM following this Constitution coming into effect:
- a) The chief executive officer of Public Health Association of Australia will vacate their office of Director and cease to be on the Board unless they

are re-appointed as an Appointed Director by the Board. If they are re-appointed as an Appointed Director, the counting of the maximum term limit in rule 24.3 will commence from the date of re-appointment;

- b) Half of the Elected Directors (rounded down if not a whole number) will retire and prior to that AGM, elections will be held for 3 Elected Director positions. The Elected Directors to retire will be determined by agreement among themselves. If the Elected Directors cannot agree then the drawing of lots will determine which Elected Directors are to retire. The Elected Directors to retire may stand for re-election if eligible under this Constitution.

54.3 At the end of the second AGM following this Constitution coming into effect, the remaining Elected Directors on the initial Board will retire and elections will be held for 2 Elected Director positions. The retiring Elected Directors may stand for re-election if eligible under this Constitution.

54.4 The Board may appoint the Appointed Directors at any time (subject to there being no more than 5 Appointed Directors), and even if this results in there being more than 10 Directors on the Board.

Office bearers

54.5 If there are Directors in the office bearer positions under the constitution that this Constitution replaces, they will continue in their respective office bearer positions until the first Board meeting after this Constitution comes into effect.

54.6 At the first meeting of the Board after this Constitution comes into effect;

- a) the Board will appoint from amongst their number, the Chair and Deputy Chair in accordance with rule 40.1;
- b) the office bearer positions of immediate past chair, treasurer and secretary will cease, but the Directors in these roles will continue as Directors until their term ends in accordance with these transitional rules and this Constitution.

END OF CONSTITUTION