
Constitution of Council on Chiropractic Education Australasia Limited

Corporations Act 2001 (Cth)

COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF COUNCIL ON CHIROPRACTIC EDUCATION AUSTRALASIA LIMITED

CONSTITUTION REVIEW TABLE:

Amended by	Date Adopted
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NATURE OF THE COUNCIL

1 Name

The name of the Council is Council on Chiropractic Education Australasia Limited.

2 Type of Company

The Council is a not-for-profit public company limited by guarantee.

3 Purpose and Objects

3.1 The Council is established to advance education by advising and making recommendations relating to chiropractic accreditation, standards of education and practice.

3.2 In determining the priority of the purposes in rule 3.1, with regard to the functions and activities of the Council, priority is to be given to any functions or activities of Council that relate to advancing education provided in rules 3.3(a)-(c).

3.3 Without limiting the generality of rule 3.1, the objects for which the Council is established include the following:

- (a) assess, accredit and monitor chiropractic undergraduate and postgraduate programs and other relevant programs as it sees fit;
- (b) advise and make recommendations regarding statutory accreditation, approval or prescription;
- (c) develop, advocate and maintain valid and reliable accreditation standards and processes to assess the suitability and quality of chiropractic programs and to assess the success of provider institutions in ongoing development, implementation and evaluation of those course goals and outcomes;
- (d) develop and conduct evaluations and competency assessments on behalf of regulatory authorities and advise on the suitability of chiropractors to practise in Australia and New Zealand;
- (e) advise and make recommendations in relation to chiropractic education and ensure uniform approaches to Standards of Practice and regulation of chiropractors in Australia, New Zealand and Asia;
- (f) establish and maintain relationships with bodies or organisations within Australia and in other countries having objects and functions, in whole or in part, similar to the objects and functions of the Council; and
- (g) ensure that the Council achieves its purpose and objects.

4 Powers

4.1 The Council may only exercise the powers in section 124(1) of the Corporations Act to:

- (a) pursue, promote or carry out the purposes or objects of the Council as set out in this Constitution; and
- (b) do all things incidental or convenient in relation to the exercise of power under rule 4.1(a).

5 Income and property

- 5.1 The income and property of the Council shall only be applied towards promotion of the purposes and objects of the Council as set out in this Constitution.
- 5.2 No income or property of the Council shall be paid or transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member except for payment in good faith to any Member:
 - (a) for services actually rendered to the Council whether as an employee or otherwise;
 - (b) for goods supplied to the Council in the ordinary and usual course of business;
 - (c) of interest or like amounts, at a rate not exceeding the current overdraft rates of the Council's bank, on money borrowed from any Member;
 - (d) of reasonable and proper rent or like amounts for premises demised or let by any Member;
 - (e) for any out-of-pocket expenses incurred by the Member on behalf of the Council; or
 - (f) in his, her or their capacity as a Director which is permitted by rule 48.

6 Liability of Members

- 6.1 The liability of Members is limited.

7 Contribution on winding up

- 7.1 If the Council is wound up:
 - (a) each Member; and
 - (b) each person who has ceased to be a Member in the preceding year,
 - (c) undertakes to contribute to the property of the Council for the:
 - (d) payment of debts and liabilities of the Council (in relation to rule 7.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (e) adjustment of the rights of the contributories amongst themselves,
 - (f) such amount as may be required, not exceeding \$20 in aggregate.

8 Distribution of surplus on winding up

- 8.1 If any surplus remains following the winding up of the Council, the surplus shall be paid to or distributed amongst the Members so long as the Member(s) has:
- (a) similar purposes and objects to the Council and is charitable;
 - (b) a constitution which requires its income and property to be applied in promoting its objects; and
 - (c) a constitution which 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 5.2.
- 8.2 If rule 8.1 does not apply, then any surplus remaining following the winding up of the Council shall be paid to or distributed to another institution(s) or corporation(s) which has:
- (a) similar purposes and objects to the Council and which is charitable;
 - (b) a constitution which requires its income and property to be applied in promoting its objects; and
 - (c) a constitution which 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 5.2.
- 8.3 The identity of the organisation or organisations referred to in rules 8.1 and 8.2 is to be determined by the Members at or before the winding up and in default thereof by application to the Supreme Court of the Australian Capital Territory for determination.

MEMBERSHIP

9 Members

- 9.1 The Members of the Council are any persons, corporations or organisations which are admitted to membership in accordance with this Constitution.
- 9.2 A right, privilege or obligation of a Member is personal to that Member and is not transferable to another person, corporation or organisation by the Member's own act or by operation of law. A right, privilege or obligation of a Member terminates on cessation of the person's, corporation's or organisation's membership (as the case may be).

10 Admission

- 10.1 Admission to membership of the Council is by invitation of the Board only.
- 10.2 The membership of the Council shall include (but pursuant to rule 10.4, is not limited to):
- (a) the Elected Directors; and
 - (b) the Chiropractic Board of Australia Nominee Directors.

- 10.3 All Elected Directors and Chiropractic Board of Australia Nominee Directors will automatically become Members upon being appointed as either Elected Directors or Chiropractic Board of Australia Nominee Directors, pursuant to rule 39.
- 10.4 The Directors may from time to time invite any other person, corporation or organisation to apply for membership of the Council if the Directors are of the opinion that the membership of that person or corporation would assist the Council to pursue, promote and carry out its purposes and objects.
- 10.5 An application for membership of the Council by an invitee must be:
- (a) in writing in a form approved by the Directors;
 - (b) signed by the applicant;
 - (c) accompanied by such documents or evidence as to qualification for membership as the Directors determine,
- and must include:
- (d) a consent to become a Member; and
 - (e) an agreement to be bound by the terms of the Constitution.
- 10.6 The Directors must consider an application for membership of the Council by an invitee as soon as practicable after its receipt and determine, in accordance with this Constitution or otherwise at their absolute discretion, whether to accept or reject the application.
- 10.7 The Directors need give no reason for the rejection of an application.
- 10.8 If an applicant is accepted for admission to membership:
- (a) the Secretary must notify the applicant in writing of admission; and
 - (b) the name and details of the Member must be entered in the Register.

11 Ceasing to be a member

- 11.1 A Member's membership of the Council will cease:
- (a) if the Member gives the Secretary written notice of resignation, which is deemed to take effect from the date of receipt of the notice or such later date as is specified in the notice;
 - (b) if the Member is:
 - (i) an Elected Director; or
 - (ii) a Chiropractic Board of Australia Nominee Director,upon the Member ceasing to be either an Elected Director or a Chiropractic Board of Australia Nominee Director respectively;
 - (c) if the Member is expelled under rule 12; or

- (d) in the case of a Member which is a natural person, if the Member:
 - (i) dies;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) becomes bankrupt or compounds with his, her or their creditors or assigns his, her or their estate for the benefit of his, her or their creditors; or
- (e) in the case of a Member which is a corporation or organisation, if the Member is wound up or is otherwise dissolved or deregistered.

11.2 A Member may at any time, pursuant to rule 11.1(a), resign as a Member but shall continue to be liable for:

- (a) any monies due by the Member to the Council;
- (b) any sum for which the Member is liable as a Member of the Council under rule 7.

12 Expulsion of Members

12.1 Disciplining of Members

- (a) Where the Board is of the opinion that a Member has:
 - (i) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) persistently and wilfully acted in a manner prejudicial to the interests of the Council,the Board may:
 - (iii) expel the Member from the Council; or
 - (iv) suspend the Member from Membership of the Council for a specified period.
- (b) A resolution of the Board pursuant to rule 12.1(a) is of no effect unless the Board confirms the resolution in accordance with this rule 12.1(b) at a Board meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice pursuant to rule 12.1(c).
- (c) If the Board resolves under rule 12.1 to expel or suspend any Member, the Secretary must serve the Member with a notice in writing:
 - (i) setting out the resolution of the Board and the grounds upon which it is based;
 - (ii) stating that the Member may address the Board at a Board meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and

- (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting;
 - (B) submit to the Board at or before the date of the meeting, written representations relating to the resolution.
- (d) At a meeting of the Board held as referred to in rule 12.1(c), the Board must:
 - (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the Member at or prior to the Board meeting; and
 - (iii) by a resolution of at least seventy-five per cent (75%) of the Directors participating in the Board meeting, determine whether to confirm or to revoke the resolution.
- (e) The Member must be notified in writing of the decision of the Board within 7 days. If the Board resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under rule 12.2.
- (f) A resolution confirmed by the Board under rule 12.2(d) does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
 - (ii) where, within that period, the Member exercises the right of appeal, unless and until the Disciplinary Committee confirms the resolution pursuant to rule 12.2(d)(ii).

12.2 Right of Appeal of Disciplined Member

- (a) The Board will establish a Disciplinary Committee. The Disciplinary Committee will comprise of an independent panel of 3 experts, all chosen by the Board. The experts will be chosen based upon the nature of the alleged misconduct by the Member. The Disciplinary Committee may seek advice from any relevant source.
- (b) A Member may appeal to the Disciplinary Committee against a resolution of the Board, which is confirmed under rule 12.1(d). Written notice of such an appeal must be lodged with the Secretary within 7 days of service of the notice required under rule 12.1(e).
- (c) Within 35 days after receipt of a notice of appeal from the Member pursuant to rule 12.2(b), the Disciplinary Committee must convene a meeting.
- (d) At the Disciplinary Committee meeting convened under rule 12.2(c):
 - (i) the Member must be given the opportunity to state their case orally or in writing, or both using any technology (reasonably available to the Board) that gives the Member a reasonable opportunity to do so; and
 - (ii) the Disciplinary Committee must vote by ballot on the question of whether the resolution will be confirmed.

- (e) The Disciplinary Committee's decision, pursuant to rule 12.2(d)(ii) is final. The Member is not entitled to appeal the Disciplinary Committee's decision.
- (f) The Member the subject of these disciplinary procedures is entitled to:
 - (i) subject to rule 12.2(f)(ii), bring a support person to any meeting with the Disciplinary Committee or the Board, which meetings are being held pursuant to this rule 12; and
 - (ii) if the support person is legally qualified, the Member must notify the Disciplinary Committee or the Board (as the case may be) at least 5 Business Days before the meeting that the support person attending the meeting will be legally qualified.
- (g) Natural justice will be applied during every disciplinary process under this rule 12, requiring the Board and Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.

13 Powers of attorney

- 13.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Council or the Member's membership in the Council, that Member must deliver the instrument appointing the attorney to the Council for notation.
- 13.2 If the Council asks the Member to file with it a certified copy of the instrument for the Council to retain, the Member will promptly comply with that request.
- 13.3 The Council may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

14 Representatives

- 14.1 Any corporation or organisation which is a Member must by written notice to the Secretary:
 - (a) appoint a natural person to act as its Representative in all matters connected with the Council as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 14.2 A Representative is entitled to:
 - (a) exercise at a General Meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a General Meeting by its Representative.
- 14.3 The name and address of the Representative will be entered in the Register as the representative of the Member.

- 14.4 All correspondence and notices from the Council will be served on the Representative, and any notice served on the Representative will be deemed to be service on the Member.
- 14.5 If the appointment of a Representative by the Member is made by reference to a position held, the appointment must identify the position.
- 14.6 A signature by a Representative of the Member on behalf of the Member is taken to be the signature of the Member for the purposes of this Constitution.
- 14.7 Any power or right of the Member as granted by this Constitution can be exercised by a Representative of the Member.
- 14.8 The actions of a Representative bind the Member which is represented by that particular Representative.
- 14.9 Each Representative shall comply with the terms of this Constitution in all matters pertaining to the Council as if the Member himself or herself.
- 14.10 A certificate executed in accordance with the Corporations Act is rebuttable evidence of the appointment of the Representative, any restrictions on the Representative's powers or of the revocation of the appointment of the Representative.
- 14.11 The appointment of a Representative may set out restrictions on the Representative's powers.

15 Resolution of Disputes Between Members

- (a) Disputes between Members (in their capacity as Members) shall be referred to the Board which must take steps to resolve the dispute.
- (b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within 30 days of its being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.
- (c) Failing agreement by the parties to the appointment of a mediator within 14 days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Society of the Australian Capital Territory.
- (d) The costs of the mediator appointed pursuant to rule 15(b) or rule 15(c) (as the case may be) shall be shared equally between the Members party to the dispute.
- (e) At least 7 days before a mediation session established by a mediator appointed pursuant to rule 15(b) or rule 15(c) (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

GENERAL MEETINGS

16 Number of General Meetings

- 16.1 Except as permitted by the Corporations Act, a General Meeting called the “Annual General Meeting” shall be held at least once every calendar year in accordance with the Corporations Act and this Constitution (notwithstanding section 111L of the Corporations Act).
- 16.2 Other General Meetings shall be held in accordance with this Constitution.

17 Calling a General Meeting

- 17.1 A minimum of 3 Directors may, whenever those Directors think fit, convene a General Meeting of the Council.
- 17.2 Notwithstanding section 111L of the Corporations Act, a Member:
- (a) may only request the Directors to call a General Meeting in accordance with the Corporations Act; and
 - (b) may not convene or join in convening a General Meeting except in accordance with the Corporations Act.
- 17.3 A general meeting of the Council may be convened virtually or at 2 or more venues (including using one or more methods of secure technology that gives the Member a reasonable opportunity to participate in the meeting) and otherwise in the manner the Board resolves.

18 Notice of General Meeting

- 18.1 Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice (notwithstanding section 111L of the Corporations Act), at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to the persons entitled to notice of General Meetings.
- 18.2 A notice calling a General Meeting must:
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held virtually or in 2 or more places, the technology that will be used to facilitate this);
 - (b) state the general nature of the business to be transacted at the meeting;
 - (c) if a Special Resolution is to be proposed at the meeting – set out an intention to propose the Special Resolution and state the resolution; and
 - (d) if a Member is entitled to appoint a proxy – contain a statement setting out that the Member has a right to appoint a proxy.
- 18.3 A notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 18.4 The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.
- 18.5 Subject to rule 18.2, notice of every General Meeting must be given in any manner authorised by this Constitution to:
- (a) the Members;
 - (b) every Director; and
 - (c) the Auditor for the time being of the Council (if any).
- 18.6 Subject to the provisions of the Corporations Act (notwithstanding section 111L of the Corporations Act) and this Constitution, the Directors may postpone or cancel any General Meeting or change the venue at which it is to be held whenever they think fit (other than a meeting convened as the result of a request under rule 17.2).
- 18.7 No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- 18.8 The Directors must give notice of the postponement, cancellation or change of venue to all persons entitled to receive notices from the Council. Any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

19 Business of General Meetings

- 19.1 The business of an Annual General Meeting will include the following:
- (a) to receive and consider the Council's financial statements and the reports of the Board and of the Auditor of the Council; and
 - (b) to transact any other business which, under the Corporations Act or this Constitution, is required to be transacted at any Annual General Meeting and any business which is brought under consideration by any reports of the Board issued with the notice convening the meeting.
- 19.2 The Auditor is entitled to attend and be heard on any part of the business of any General Meeting which concerns him or her as Auditor.

PROCEEDINGS AT GENERAL MEETINGS

20 Member

20.1 In rules 17.2, 18, 21, 22, 25 and 28, 'Member' includes a Member present in person or by proxy, attorney or Representative.

21 Quorum

21.1 No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.

21.2 A quorum of Members is a majority of the Members. For avoidance of doubt, if there are 12 Members then the quorum is 7, if there are 11 Members then the quorum is 6, if there are 10 Members then the quorum is 6 and so on. If there is only 1 Member, a quorum of Members is that Member.

21.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:

- (a) if the General Meeting was called on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, it is automatically dissolved.

22 Voting

22.1 Each Member is entitled to one vote, both on a show of hands and a poll.

22.2 Members abstaining from voting will not be counted in the total number of votes.

23 Chairperson

23.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, will be the chairperson at every General Meeting.

23.2 The Directors present may elect a chairperson if:

- (a) there is no Chairperson or Deputy Chairperson; or
- (b) neither the Chairperson nor Deputy Chairperson are present within 15 minutes after the time appointed for holding the General Meeting; or
- (c) the Chairperson and Deputy Chairperson are unwilling to act as chairperson of the General Meeting.

- 23.3 If no election is made under rule 23.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 23.4 If there is a dispute at a General Meeting about a question of procedure, the chairperson may determine the question.

24 Adjournment

- 24.1 The chairperson of a General Meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the General Meeting with the meeting's consent; and
 - (b) must adjourn the General Meeting if the meeting directs him or her to do so, to a time and place as determined.
- 24.2 An adjourned General Meeting may take place at a different venue to the initial meeting.
- 24.3 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 24.4 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 24.5 Notice of an adjourned General Meeting need not be given in accordance with rule 18.2 unless the General Meeting has been adjourned for more than 21 days.

25 Decision on questions

- 25.1 A resolution put to the vote of a General Meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by:
- (a) the chairperson of the meeting;
 - (b) at least 5 Members entitled to vote on the resolution; or
 - (c) Members with at least 5% of the votes that may be cast on the resolution on a poll.
- 25.2 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

25.3 The demand for a poll may be withdrawn.

25.4 A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

26 Taking a poll

26.1 A poll will be taken when, and in the manner that, the chairperson directs subject to rule 26.5.

26.2 The result of the poll will be the resolution of the General Meeting at which the poll was demanded.

26.3 The chairperson may determine any dispute about the admission or rejection of a vote.

26.4 The chairperson's determination, if made in good faith, will be final and conclusive.

26.5 A poll demanded on the election of the chairperson or the adjournment of a General Meeting must be taken immediately.

26.6 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

27 Offensive material

27.1 A person may be refused admission to, or required to leave and not return to, a General Meeting if the person is in possession of any:

- (a) electronic or recording device;
- (b) placard or banner; or
- (c) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

VOTES OF MEMBERS

28 Entitlement to vote

28.1 Subject to rule 32.1(b):

- (a) every Member may vote;
- (b) on a show of hands every Member has one vote; and
- (c) on a poll every Member has one vote.

29 Casting vote of chairperson

- 29.1 In the case of an equality of votes, the chairperson has a casting vote on a show of hands and on a poll in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

30 Objections

- 30.1 An objection to the qualification of a voter may only be raised at the General Meeting or adjourned General Meeting at which the voter tendered its vote.
- 30.2 An objection must be referred to the chairperson of the General Meeting, whose decision is final.
- 30.3 A vote which the chairperson does not disallow pursuant to an objection is valid for all purposes.

PROXIES

31 Appointment of proxy

- 31.1 Notwithstanding section 111L of the Corporations Act, a Member or a Representative of a Member may appoint a person as the Member's or the Representative's proxy to attend and vote for the Member at a General Meeting.
- 31.2 A proxy need not be a Member.

32 Rights of proxies

- 32.1 A proxy appointed to attend and vote for a Member or a Representative of a Member has the same rights as the Member:
- (a) to speak at the meeting;
 - (b) to vote (but only to the extent allowed by the appointment); and
 - (c) to join in a demand for a poll.
- 32.2 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.
- 32.3 A proxy's authority to speak and vote for a Member or a Representative of a Member at a meeting is suspended while the Member or Representative is present at the meeting.

33 Instrument appointing proxy

- 33.1 An appointment of a proxy is valid if it is signed or otherwise authenticated in a manner prescribed under the Corporations Act by the Member making the appointment and contains the following information (notwithstanding the application of section 111L of the Corporations Act):

- (a) the name and address of the Member (or the Representative of the Member, if applicable);
 - (b) the Council's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meetings at which the appointment may be used.
- 33.2 An appointment may be a standing one. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- 33.3 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by rule 33.1.
- 33.4 An instrument of proxy may be revoked at any time by notice in writing to the Council.
- 33.5 An undated appointment is taken to have been dated on the day it is given to the Council.
- 33.6 An appointment may specify the way the proxy is to vote on a particular resolution.
- 33.7 A later appointment revokes an earlier one.

34 Lodgement of proxy

- 34.1 The written appointment of a proxy must be deposited at the Council's registered office, or another address nominated by the Council, not less than 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the General Meeting or adjourned General Meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 34.2 If the appointment purports to be executed under a power of attorney or other authority, then the original document, or an office copy or a notarially certified copy of it, must be deposited with the appointment.
- 34.3 For the purposes of rule 34.1, it will be sufficient that any document required to be lodged by the Member or a Representative of a Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice and the proxy shall be regarded as received at the time of the receipt of the email or other electronic transmission by the Council.

35 Validity

- 35.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
- (a) died;
 - (b) became of unsound mind;

- (c) becomes bankrupt or is wound up or is otherwise dissolved or deregistered; or
- (d) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind, bankruptcy, dissolution, deregistration or revocation was received at the Council's registered office before the relevant General Meeting or adjourned General Meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

36 Number of Directors

- 36.1 The number of Directors must not be less than 3 or more than 12.

37 Composition of the Board

- 37.1 Subject to rule 36.1, the Board shall comprise:
- (a) up to 5 persons appointed by chiropractic boards and associations in accordance with rule 38 (**Nominee Director** or **Nominee Directors**); and
 - (b) up to 7 persons appointed by the Board in accordance with rule 39 (**Elected Director** or **Elected Directors**).
- 37.2 The procedures for nomination and appointment of Elected Directors will be as determined by the Board from time to time.
- 37.3 An appointment of a person as a Director may not be made unless the person has given the Council a signed consent to act as a Director.

38 Appointment and removal of Nominee Directors

- 38.1 Each of the bodies listed in rule 38.2 (or their successors at law) (**Nominating Body** or **Nominating Bodies**), will be entitled by giving written notice to the Secretary to:
- (a) appoint such number of Nominee Directors as respectively specified in rule 38.2; and
 - (b) remove or replace any Nominee Director appointed by that Nominating Body.
- 38.2 The Nominating Bodies referred to in rule 38.1 are:
- (a) the Chiropractic Board of Australia (ABN 78 685 433 429), subject to rule 38.4, may appoint two (2) Nominee Directors;
 - (b) the New Zealand Chiropractic Board may appoint one (1) Nominee Director;
 - (c) the Australian Chiropractors Association (ABN 50 050 096 038) may appoint one (1) Nominee Director; and
 - (d) the New Zealand Chiropractors' Association may appoint one (1) Nominee Director.

- 38.3 It is intended that all Nominee Directors will be members of the chiropractic profession.
- 38.4 Nominee Directors, appointed by the Chiropractic Board of Australia, pursuant to rule 38.2(a), may not be a current board member of the Chiropractic Board of Australia at the time of appointment as a Nominee Director or at any time whilst holding office as a Nominee Director.
- 38.5 Chiropractic Board of Australia Nominee Directors, appointed pursuant to rule 38.2(a), will automatically become a Member of Council pursuant to rule 10.2(b), and must be a Member at all times whilst they are a Chiropractic Board of Australia Nominee Director.
- 38.6 Every appointment of a Nominee Director under rule 38.1 takes effect on the date of appointment of the Nominee Director provided that a written consent to act as a Director has been received at the Council's registered office, as required by rule 37.3.
- 38.7 The removal of a Nominee Director takes effect on the date the Nominating Body under rule 38.1(b) provides the Secretary written notice of the removal of the Nominee Director, or such later date as is specified in the written notice.
- 38.8 A Nominee Director will hold office for 3 years after they are appointed and will be eligible for re-appointment for further terms of 3 years each.
- 38.9 Nominee Directors shall not hold office for more than 9 consecutive years.
- 38.10 Any time served by a Nominee Director prior to the adoption of this Constitution in 2022 will not count towards the maximum time served in rule 38.9.
- 38.11 Once a Nominee Director has served the maximum term pursuant to rule 38.9, the Nominee Director is not eligible for reappointment to the Board as an Elected or Nominated Director until after a period of at least 1 year has expired since the expiry of the Nominee Director's previous term on the Board.
- 38.12 In the event of a casual vacancy in the office of a Nominee Director, the remaining Directors shall request the Nominating Body entitled to fill the vacancy to appoint another eligible person as a Nominee Director as soon as possible. A Nominee Director appointed to fill a casual vacancy will hold office until the end of the term of the vacancy they are filling (unless removed earlier by the relevant Nominating Body under rule 38.1(b)) and is eligible for re-appointment, subject to rule 38.9.
- 38.13 The Nominee Directors at the time of the adoption of this Constitution in 2022 are the Nominee Directors holding office immediately prior to the adoption of this Constitution in 2022.

39 Appointment of Elected Directors

- 39.1 Subject to rule 37.1(b) and the remainder of this rule, the Board may appoint any person to be an Elected Director.
- 39.2 The Board shall use best endeavours to procure that the Elected Directors consist of:
- (a) 2 persons who are currently registered chiropractors in the jurisdictions covered by the Council;

- (b) 2 persons who are nominated by CCEA-accredited chiropractic programs in Australia and New Zealand;
 - (c) 1 person from another regulated health profession; and
 - (d) 2 senior independent persons in education, business or the community who will represent the public and who are not members of the chiropractic profession.
- 39.3 The Board shall also endeavour to procure that each Elected Director is experienced in processes of evaluation, accreditation and wise governance.
- 39.4 An Elected Director will automatically become a Member, pursuant to rule 10.2(a), and must be a Member at all times whilst they are an Elected Director.
- 39.5 An Elected Director will take office from the date of appointment of the Elected Director provided that a written consent to act as a Director has been received at the Council's registered office, as required by rule 37.3.
- 39.6 An Elected Director will hold office for 3 years after they are appointed and will be eligible for reappointment for further terms of 3 years each.
- 39.7 Elected Directors shall not hold office for more than 9 consecutive years.
- 39.8 Any time served by an Elected Director prior to the adoption of this Constitution in 2022 will not count towards the maximum time served in rule 39.7.
- 39.9 Once an Elected Director has served the maximum term pursuant to rule 39.7, the Elected Director is not eligible for reappointment to the Board as an Elected or Nominated Director until after a period of at least 1 year has expired since the expiry of the Elected Director's previous term on the Board.
- 39.10 In the event of a casual vacancy occurring in relation to an Elected Director vacancy, the Board may appoint any person, taking into account in rule 39.2. A Director appointed to fill a casual vacancy will hold office until the end of the term of the vacancy they are filling and are eligible for reappointment subject to clause 39.7.
- 39.11 The Elected Directors at the time of the adoption of this Constitution in 2022 are the Elected Directors holding office immediately prior to the adoption of this Constitution in 2022.

40 Vacation of office

- 40.1 The office of a Director immediately becomes vacant if the Director:
- (a) resigns by notice in writing to the Council;
 - (b) is prohibited by the Corporations Act from continuing as a Director;
 - (c) has been disqualified by the Australian Charities and Not-for-Profits Commissioner, at any time during the preceding 12 months, from being a responsible entity of a registered entity under section 45.20(4) of the ACNC Regulation;

- (d) becomes bankrupt or compounds with his or her creditors or assigns his estate for the benefit of his or her creditors;
- (e) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (f) dies;
- (g) fails to attend 3 consecutive meetings of the Board without leave of the Directors;
- (h) is removed by its respective Nominating Body pursuant to rule 38.1(b) of this Constitution;
- (i) is an Elected Director or a Chiropractic Board of Australia Nominee Director and ceases to be a Member;
- (j) is a Chiropractic Board of Australia Nominee Director and becomes a current board member of the Chiropractic Board of Australia at any time whilst holding office as a Nominee Director; or
- (k) is removed pursuant to the provisions of this Constitution or the Corporations Act.

40.2 Any Director may resign from office on giving written notice to the Council at its registered office of his or her intention to resign and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Council).

41 Office Bearers

41.1 The Board shall, at the first meeting of the Board held after an office bearer has retired or resigned, appoint from among the Directors sitting on the Board at the time of the Board meeting:

- (a) the Chairperson;
- (b) the Deputy Chairperson; and
- (c) such additional office bearer positions as the Board deems necessary from time to time,

should the position be vacant.

41.2 The office bearers shall hold office for a term of 3 years (or a shorter period, if the office bearer has less than 3 years remaining in his or her term as a Director), but shall be eligible for reappointment for terms of 3 years each, provided that office bearers shall not hold office beyond their retirement or removal from the Board as a Director.

41.3 If a casual vacancy occurs in an office bearer position, the Board must elect a Director to fill the vacancy. That person will hold office for the remainder of the term of the person he or she replaces.

41.4 A Director is not able to simultaneously hold more than one position of office bearer.

- 41.5 The Board may revoke the appointment of an office bearer at any time and elect another person to that office.

POWERS AND DUTIES OF DIRECTORS

42 Powers of Board

- 42.1 The business of the Council is managed by the Directors who may exercise all powers of the Council that this Constitution, the ACNC Act, the ACNC Regulation and the Corporations Act do not require to be exercised by the Council at a General Meeting.
- 42.2 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiate instruments, and all receipts for money paid to the Council, must be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) by any two Directors, or any such other manner as the Directors determine.

43 Duties of Directors

- 43.1 Each Director is subject to, and must comply at all times with, the duties set out in governance standard 5 in section 45.25 of the ACNC Regulation.
- 43.2 In accordance with governance standard 4 in section 45.20 of the ACNC Regulation, the Board will take reasonable steps to ensure that the Board does not at any time include a Director who is disqualified from managing a corporation under the Corporations Act or from being a responsible entity under subsection 45.20(4) of the ACNC Regulation.

PROCEEDINGS OF DIRECTORS

44 Directors' meetings

- 44.1 A Director may at any time, and the Secretary must on the requisition of a Director, call a Directors' meeting.
- 44.2 A Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Directors need not all be physically present in the same place for a Directors' meeting to be held. A Director who participates in a meeting held in accordance with this rule 44.2 is taken to be present and entitled to vote at the meeting.
- 44.3 Subject to this Constitution, the Directors may meet together, adjourn and regulate their meetings as they think fit.
- 44.4 At a meeting of Directors, a quorum is a majority of the Directors. For avoidance of doubt, if there are 13 Directors then the quorum is 7, if there are 12 Directors then the quorum is 7, if there are 11 Directors then the quorum is 6, if there are 10 Directors then the quorum is 6 and so on.
- 44.5 A Director who is disqualified from voting on a matter pursuant to rule 49 shall be counted in the quorum despite that disqualification.
- 44.6 At least 2 Board meetings must take place each financial year.

- 44.7 The Board may invite observers to attend any meeting of the Board. Observers do not have voting rights.

45 Chairperson

- 45.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, will be the chairperson of Director's meetings.
- 45.2 The Directors present may elect one of the Directors present as chairperson if:
- (a) there is no Chairperson or Deputy Chairperson; or
 - (b) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the Directors' meeting or, if present, do not wish to chair the meeting.
- 45.3 If there is a dispute at a Directors' meeting about a question of procedure, the chairperson may determine the question.

46 Decision on questions

- 46.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to rule 49, each Director has 1 vote.
- 46.2 The chairperson of a meeting has a casting vote in addition to the chairperson's deliberative vote if there is an equality of votes.
- 46.3 Where the accreditation status of chiropractic programs is being determined, any Elected Director nominated by chiropractic programs pursuant to rule 39.2(b) will not be permitted to vote and may be asked to leave the meeting while the rest of the Board discusses the matter.

47 Written resolutions

- 47.1 If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a Directors' meeting held on the day on which the document was last signed by a Director.
- 47.2 For the purposes of rule 47.1, 2 or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.
- 47.3 Any document referred to in rule 47 may be in the form of electronic transmission.
- 47.4 Rule 47 applies to meetings of Directors' committees as if all members of the committee were Directors.

48 Payments to Directors

- 48.1 No payment will be made to any Director other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Council where the amount payable does not exceed an amount previously approved by the Directors of the Council;
- (b) for any service rendered to the Council by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Council and where the amount payable is approved by the Directors of the Council and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage (including any superannuation component) due to the Director as an employee of the Council or a Related Body Corporate where the terms of employment have been approved by the Directors of the Council;
- (d) of an honorarium for holding such positions, and in such amounts, as determined by the Directors of the Council from time to time;
- (e) of reasonable sitting fees for attendance at face-to-face meetings which have been approved by the Directors of the Council;
- (f) relating to an indemnity in favour of the Director and not prohibited by section 199A of the Corporations Act or section 77A of the Competition and Consumer Act or a contract of insurance not prohibited by section 199B; and
- (g) in his or her capacity as a Member which is permitted by rule 5.2.

49 Directors' interests

- 49.1 The Council may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- 49.2 Subject to rule 48, a Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Council;
 - (b) hold any office or place of profit other than as auditor in the Council; and
 - (c) act in a professional capacity other than as auditor for the Council,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Council or from holding an office or place of profit in or acting in a professional capacity with the Council.
- 49.3 A Director may be or become a director or other officer of, or otherwise interested in, any Related Body Corporate promoted by the Council or in which the Council may be interested as a vendor, shareholder or otherwise and is not accountable to the Council for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

49.4 Any interest of a Director shall be dealt with in accordance with the relevant legislation and internal policy documents, being:

- (a) any Conflict of Interest Policy (if any);
- (b) the Corporations Act; or
- (c) the ACNC Regulation,

which shall include disclosing an interest and having the Secretary (or in absence of the Secretary, another Director) record all declarations in the minutes of the relevant meeting.

49.5 Subject to rules 49.4 and 49.6, a Director who has an interest in a contract or arrangement made by the Council and has disclosed this interest to the Board shall:

- (a) be present while the matter is being considered at a meeting;
- (b) not vote on the matter;
- (c) still be counted in determining whether or not a quorum is present at any meeting of the Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

49.6 Notwithstanding rule 49.5, the Board may pass a resolution to allow a Director who has an interest in a contract or arrangement made by the Council to:

- (a) vote on the matter; and
- (b) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement.

49.7 A Director's failure to make disclosure under this rule 49 does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.

49.8 Subject to rule 49.9, a general notice given to the Board by a Director that the Director is an officer, a member of, or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Council and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest.

49.9 Notice under rule 49.8 shall only be sufficient provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

50 Remaining Directors

50.1 The Directors may act even if there are vacancies on the Board.

50.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) convene a General Meeting.

51 Validity of acts of Directors

51.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

52 Minutes and registers

52.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of General Meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with rule 47;
- (d) all appointments of office bearers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests.

52.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body. Minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

52.3 The Council must keep all registers required by this Constitution and the Corporations Act.

DIRECTORS' COMMITTEES

53 Directors' committees

53.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.

- 53.2 The Directors may at any time revoke any delegation of power to a committee.
- 53.3 A committee appointed shall consist of such persons as the Directors think fit and may include persons who are not Directors. The Chairperson will be, ex officio, a member of all such committees, except the Finance, Risk and Audit Committee.
- 53.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 53.5 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- 53.6 Meetings of any committee will be governed by the provisions of this Constitution and the Corporations Act which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

54 Accreditation Committee

- 54.1 The Board shall establish an Accreditation Committee which shall (subject to oversight by the Board) be responsible for:
- (a) all matters pertaining to the assessment and accreditation process of chiropractic programs and providers in Australia, New Zealand and Asia;
 - (b) recommending to the Board those chiropractic programs and providers that should be granted accreditation; and
 - (c) the preparation, ongoing oversight and submission to Board for its approval of the relevant documents, standards and accreditation policies and procedures, and any amendments thereto pertaining to the accreditation of chiropractic programs.
- 54.2 The Accreditation Committee shall apply and follow the Standards and Accreditation Policies and Procedures referred to in rule 54.1(c).
- 54.3 The chairperson and other members of the Accreditation Committee shall be appointed, and may be removed and replaced, by the Board.

55 Chiropractic Overseas Assessment Committee

- 55.1 The Board shall establish a Chiropractic Overseas Assessment Committee which shall (subject to oversight by the Board) be responsible for developing and conducting evaluations and competency assessments on behalf of regulatory authorities to advise on the suitability of chiropractors to practise in Australia and New Zealand.
- 55.2 The chairperson and other members of the Chiropractic Overseas Assessment Committee shall be appointed, and may be removed and replaced, by the Board.

56 Finance, Risk and Audit Committee

- 56.1 The Board shall establish a Finance, Risk and Audit Committee which shall (subject to oversight by the Board) be responsible for maintaining strong overall financial management and risk mitigation.
- 56.2 The chairperson and other members of the Finance, Risk and Audit Committee shall be appointed, and may be removed and replaced, by the Board.

LOCAL MANAGEMENT

57 Local management

- 57.1 The Directors may provide for the management and transaction of the affairs of the Council in any places and in such manner as they think fit.
- 57.2 Without limiting rule 57.1 the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Council in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (b) delegate to any person appointed under rule 57.2(a) any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,
- on any terms and subject to any conditions determined by the Directors.
- 57.3 The Directors may at any time revoke or vary any delegation under this rule 57.

58 Appointment of attorneys and agents

- 58.1 The Directors may from time to time by resolution or power of attorney appoint any person to be the attorney or agent of the Council:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
- determined by the Directors.
- 58.2 An appointment by the Directors of an attorney or agent of the Council may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) the members, directors, nominees or managers or firm; or

- (c) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 58.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 58.4 The Directors may appoint attorneys or agents by electronic means to act for and on behalf of the Council.
- 58.5 An attorney or agent appointed under this rule 58 may be authorised by the Directors to sub delegate all or any of the powers authorities and discretions for the time being vested in it.

SECRETARY AND OTHER OFFICERS

59 Secretary

- 59.1 There must be at least 1 secretary of the Council appointed by the Directors for a term and at remuneration and on conditions determined by the Directors.
- 59.2 The Directors may, without affecting the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

60 Other officers

- 60.1 The Directors may from time to time:
- (a) create any other position or positions in the Council with the powers and responsibilities as the Directors may from time to time confer; and
 - (b) appoint any person, whether or not a Director, to any position or positions created under rule 60.1(a).
- 60.2 To the extent permitted by law, the Directors at any time may terminate the appointment of a person holding a position created under rule 60.1 and may abolish the position.

SEALS

61 Common Seal

- 61.1 The Council may, at the option of the Directors, have a Seal.
- 61.2 If the Council has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another director, the Secretary or another person appointed by the Directors to countersign the document.

- 61.3 The Council may execute a document without using its Seal in accordance with the Corporations Act.

INSPECTION OF RECORDS

62 Times for inspection

- 62.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Council or any of them will be open for inspection by Members other than Directors.
- 62.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any accounting records or other documents of the Council unless the Member is authorised to do so by a court order or a resolution of the Directors.

ACCOUNTS AND AUDIT

63 Accounts and audit

- 63.1 The Directors must cause the Council to keep accounts of the business of the Council in accordance with the requirements of the Corporations Act or the ACNC Act or the ACNC Regulation.
- 63.2 The Directors must cause the financial records of the Council to be audited in accordance with the requirements of the Corporations Act or the ACNC Act.

NOTICES

64 Service of notices

- 64.1 Notice may be given by the Council to any person who is entitled to notice under this Constitution by:
- (a) serving it on the person;
 - (b) sending it by post to the person at the person's address shown in the Register or the address supplied by the person to the Council for sending notices to the person;
 - (c) if the notice is to a Member and the Member has no registered office, posting it on a notice board at the Council's registered office;
 - (d) sending it to the electronic address (if any) nominated by the person; and
 - (e) any other means requested by the person and agreed to by the Council.
- 64.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and

- (b) on the next Business Day after the day on which it was posted.
- 64.3 A notice sent by other electronic means is taken to be served:
- (a) by properly addressing the telex, facsimile transmission or electronic document and sending it; and
- (b) on the next Business Day after its dispatch.
- 64.4 A notice posted on a notice board is taken to be served 24 hours after it is posted on the board.
- 64.5 A cheque, warrant or other document may be delivered by the Council either personally or by sending it:
- (a) in the case of a Member who does not have a registered address in Australia, by airmail post; and
- (b) in any other case, by ordinary post,
- and is at the risk of the addressee as soon as it is given or posted.
- 64.6 A Member whose registered address is not in Australia and/or who resides outside of Australia, may specify in writing an address in Australia as the Member's registered address within the meaning of this rule.
- 64.7 A certificate in writing signed by a Director, Secretary or other officer of the Council that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 64.8 Subject to the Corporations Act the signature to a written notice given by the Council may be written or printed, including electronic signature.
- 64.9 All notices sent by post outside Australia must be sent by prepaid airmail post.

INDEMNITY AND INSURANCE

65 Indemnity and insurance

- 65.1 To the extent permitted by law, the Council indemnifies every person who is or has been an officer of the Council against any liability incurred by that person as such an officer in respect of any act or omission whatsoever and howsoever occurring in defending proceedings, whether civil or criminal.
- 65.2 The Council may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Council against a liability incurred by the person as such an officer unless the liability arises out of:
- (a) conduct involving a wilful breach of duty in relation to the Council; or
- (b) without limiting rule 65.2(a), a contravention of the governance standards in sections 45.5 to 45.25 of the ACNC Regulation,
- or for costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.

65.3 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Council or of a Related Body Corporate.

65.4 In rule 65:

indemnify has the same meaning as in section 199A of the Corporations Act;

officer has the meaning given to that term in section 9 of the Corporations Act; and

pay has the same meaning as in section 199B of the Corporations Act.

GENERAL

66 Definitions and interpretation

66.1 In this Constitution, unless the contrary intention appears:

Accreditation Committee means the Board committee established under rule 54.

ACNC Act means *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

ACNC Regulation means *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).

Auditor means the Council's auditor (if any).

Board means the board of Directors of the Council constituted pursuant to rule 37.

Business Day has the same meaning as in the Corporations Act.

Chairperson means the person elected as Chairperson of the Council under rule 41.1(a).

Chiropractic Board of Australia Nominee Directors means Nominee Directors appointed pursuant to rule 38.2(a).

Chiropractic Overseas Assessment Committee means the Board committee established under rule 55.

Competition and Consumer Act means the *Competition and Consumer Act 2010* (Cth).

Constitution means the constitution of the Council as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Council means Council on Chiropractic Education Australasia Limited.

Deputy Chairperson means the person elected as Deputy Chairperson of the Council under rule 41.1(b).

Director includes any person occupying the position of director on the Board

Directors means all or some of the Directors acting as the Board.

Disciplinary Committee means a committee formed pursuant to rule 12.2(a) for the purpose of conducting disciplinary proceedings against a Member.

Elected Directors means the Directors appointed under rule 39.

Finance, Risk and Audit Committee means the Board committee established under rule 56.

General Meeting means a meeting of the Members of the Council and includes an annual general meeting.

Member means a member of the Council pursuant to rule 9.

Nominating Bodies means the bodies (or their successors at law) listed in rule 38.2.

Nominee Directors means the Directors appointed under rule 38.

Register means the register of Members of the Council.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Representative means a person authorised in accordance with section 250D of the Corporations Act to act as a representative of a body corporate, as described in rule 14.

Resolution means a resolution that has been passed by at least 50% of votes cast by Members entitled to vote on the resolution.

Seal means the Council's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Council and if there are joint secretaries, any one or more of those joint secretaries.

Special Resolution has the meaning given to it by the Corporations Act.

66.2 In this Constitution, unless the contrary intention appears, an expression in a rule in this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the rule.

66.3 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution; and
- (d) headings are for ease of reference only and do not affect the construction of this Constitution;
- (e) a reference to **dollar** or **\$** is to Australian currency;

- (f) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form, including electronic modes;
- (g) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (h) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (i) a reference to any time is a reference to the time in Australian Capital Territory;
- (j) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it; and
- (k) an expression used in a particular Part or Division of an Act or Regulation that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.

67 Exclusion of replaceable rules

- 67.1 To the extent permitted by law, the replaceable rules in the Corporations Act shall not apply to the Council.