



## **CONSTITUTION**

**Approved**

**Annual General Meeting No. 43, 6 April 2002**

**Last Amended**

**Special Meeting 8 November 2008**

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**Approved at Special Meeting on 8 November 2008**

(C. O'Connor, CEO, 8/11/08)

## TABLE OF CONTENTS

1.	NAME	1
2.	INTERPRETATION	1
3.	REGISTERED OFFICE	3
4.	OBJECTS	3
5.	POWERS	4
6.	MEMBERSHIP	4
7.	EFFECT OF MEMBERSHIP	7
8.	ACE BOARD	7
9.	NATIONAL COUNCIL	11
10.	GENERAL MEETINGS	11
11.	STATE COMMITTEE	13
12.	REGIONS AND REGIONAL COMMITTEES	14
13.	ACCOUNTS	15
14.	CHIEF EXECUTIVE OFFICER	15
15.	NOTICES	16
16.	APPLICATION OF INCOME	16
17.	LIABILITY	16
18.	MEMBERS' CONTRIBUTIONS	17
19.	DISTRIBUTION OF PROPERTY ON WINDING UP	17
20.	COMMON SEAL	17
21.	INDEMNITY	17
22.	ALTERATIONS TO CONSTITUTION	18

Approved at Special Meeting on 8 November 2008

(C. O'Connor, CEO, 8/11/08)

<b>23.</b>	<b>DECISIONS ON THE MEANING OF CONSTITUTION</b>	<b>18</b>
<b>24.</b>	<b>BY-LAWS</b>	<b>18</b>
<b>25.</b>	<b>TRANSITION</b>	<b>19</b>

**CORPORATIONS ACT  
COMPANY LIMITED BY GUARANTEE  
CONSTITUTION OF THE**

**AUSTRALIAN COLLEGE OF EDUCATORS  
ACN 004 476 822  
ABN 96 562 879 327**

**1. NAME**

1.1 The name of the company is the Australian College of Educators.

**2. INTERPRETATION**

2.1 In this Constitution the following terms shall have the following meanings unless the context indicates otherwise:

- (a) **"ACE Board"** means all or some of the Directors of the College acting as a board under clause 8;
- (b) **"Act"** means the Corporations Act 2001 (Cth) as amended from time to time;
- (c) **"By-Law"** means a by-law of the College made pursuant to clause 24;
- (d) **"Career Entrants"** has the same meaning as in clause 6.2(i);
- (e) **"Chief Executive Officer"** means the Chief Executive Officer appointed by the ACE Board from time to time pursuant to clause 14 and includes any person appointed by the ACE Board to act in that role from time to time.
- (f) **"College"** means The Australian College of Educators (ACN 004 476 822);
- (g) **"Companion"** has the same meaning as in clause 6.2(b);
- (h) **"Constitution"** means this constitution of the College;
- (i) **"Co-opted Director"** has the same meaning as in clause 8.2(b);
- (j) **"Director"** means a director of the College pursuant to clause 8;
- (k) **"Fellow"** has the same meaning as in clause 6.2(e);

**Approved at Special Meeting on 8 November 2008**

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- (l) **"Fellowship"** and **"Honorary Fellowship"** means the award outlined in clause 6.2(e);
- (m) **"Financial Member"** means a Member who has paid all annual membership fees due and payable under clause 6;
- (n) **"Financial Year"** means the financial year of the College as determined by the ACE Board from time to time;
- (o) **"Full Member"** has the same meaning as in clause 6.2(a);
- (p) **"General Meeting"** means the Annual General Meeting or any Special General Meeting of the College;
- (q) **"Institutional Member"** has the same meaning as in clause 6.2(g);
- (r) **"Lapsed Member"** has the same meaning as in clause 6.4(c);
- (s) **"Life Member"** has the same meaning as in clause 6.2(d);
- (t) **"Member"** means a member of the College and includes all categories of member under clause 6;
- (u) **"National Office"** means the Chief Executive Officer and other paid staff employed at the registered office of the College as set out under clause 3;
- (v) **"Objects"** means the purposes, goals and objectives of the College under clause 4;
- (w) **"Office Bearers"** means such persons as from time to time fill any one or more of the offices contemplated under clause 8.2(b)(i) or whom the ACE Board appoints as an officer;
- (x) **"Register"** means the register of Members to be kept pursuant to the Act;
- (y) **"Region"** means a region established by the ACE Board pursuant to clause 12;
- (z) **"Regional Committee"** means a committee of the Region established pursuant to clause 12;
- (aa) **"Retired Member"** has the same meaning as in clause 6.2(c);
- (bb) **"Secretary"** means the secretary of the College;
- (cc) **"State"** means a State or Territory of the Commonwealth of Australia;
- (dd) **"State Committee"** means a business committee of the State established pursuant to clause 11;
- (ee) **"Students"** has the same meaning as in clause 6.2(h);
- (ff) **"Working Parties"** means a working party/ies created by the ACE Board in accordance with clause 8.4(b); and

(gg) "**Year**" means a calendar year and "**month**" means a calendar month.

2.2 In this Constitution, unless the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority or duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other gender;
- (e) references to persons includes a firm, a body corporate, an unincorporated or incorporated association, an authority, and bodies politic;
- (f) references to a person include the legal personal representatives, successors, and permitted assigns of that person;
- (g) references to a clause or schedule refers to a clause or schedule in this Constitution;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

### **3. REGISTERED OFFICE**

3.1 The registered office is James Darling House, 42 Geils Court DEAKIN ACT 2600 or such other place as may be determined by the ACE Board from time to time.

### **4. OBJECTS**

4.1 The Australian College of Educators advances the education profession nationally across all sectors and levels for the individual and collective success of Australia's educators.

4.2 Goals

In advancing the education profession, the College aims to:

- (a) provide a strong national voice for the profession;
- (b) promote professional standards of a high order;
- (c) recognise excellence in professional practice;
- (d) foster the professional learning of educators; and

- (e) enhance the status of the profession.

#### 4.3 Objectives

In pursuing these goals, the College strives to:

- (a) speak with authority on educational issues;
- (b) exercise ethical leadership of the profession;
- (c) enhance the professionalism of educators;
- (d) foster collegiality, cooperation and networking;
- (e) recognise and value highly accomplished teaching;
- (f) acknowledge outstanding contributions to education;
- (g) create unity among all sectors and levels of the profession;
- (h) facilitate continuous professional learning and improvement;
- (i) conduct and promote strategic research and development; and
- (j) secure resources to sustain and extend the profession.

### 5. POWERS

- 5.1 The College has the legal capacity and powers set out under Section 124 of the Act, which must be exercised solely for furthering the Objects.

### 6. MEMBERSHIP

#### 6.1 Entry

- (a) Admission

Those persons registered as Members at the date of the adoption of this Constitution and any other persons admitted to membership by the ACE Board in accordance with this Constitution will be Members of the College.

- (b) Eligibility

To be eligible for membership a person must have a graduate qualification in education or training, however, consideration will be given to individuals with equivalent qualifications or experience in education. The adequacy and acceptability of the qualifications of any applicant for membership shall be on the recommendation of the Chief Executive Officer to the ACE Board whose decision on the issue shall be absolute and final.

- (c) Procedures

Procedures for entry will be determined by the ACE Board in accordance with the By-Laws.

## 6.2 Categories

Members of the College will be grouped within the following categories:

(a) Full Members

Financial Members in this category are entitled to use the post-nominal MACE - Member of the Australian College of Educators.

(b) Companions

Those persons who subscribe to and support the aims of the College but who are not eligible for entry under clause 6.2(a) may apply to become Companions of the College. Companions will not be entitled to use the post-nominal MACE or to hold any office within the College.

(c) Retired Members

Financial Members not engaged in full-time employment are eligible to become Retired Members and are entitled to maintain use of the post-nominal MACE.

(d) Life Members

Members who have been Members of the College for thirty (30) or more years are eligible to become Life Member and are entitled to maintain use of the post-nominal MACE. The National Office will advise States and Regions and the Member if they are eligible to become a Life Member.

(e) Fellows

Those individuals whom the ACE Board in accordance with the guidelines or By-Laws established by the ACE Board invites to take up the award of Fellowship or Honorary Fellowship may be admitted by the ACE Board as Fellows of the College and provided they are also Financial Members may use the post-nominal FACE — Fellow of the Australian College of Educators.

(f) Corporate Membership

Corporate membership is established to open individual membership opportunities to a broader range of educators within a school or institution. All persons nominated under corporate membership will receive full membership benefits and rights as long as the annual subscription fee has been paid. The adequacy and acceptability of applications for corporate membership shall be on the recommendation of the Chief Executive Officer to the ACE Board whose decision on the issue shall be absolute and final.

(g) Institutional Membership

Those institutions who subscribe to and support the aims of the College may apply to become an Institutional Member. Institutional membership will not entitle any individual in that institution who is not an individual Financial Member to any of the entitlements of Financial Members. The acceptability of applications from

institutions shall be on the recommendation of the Chief Executive Officer to the ACE Board whose decision on the issue shall be absolute and final.

(h) Students

Those persons who are studying to become teachers may apply to become Students of the College. Students will not be entitled to use the post-nominal MACE or to hold any office within the College.

(i) Career Entrants

Those persons who are in the first 5 years of their appointment as a teacher are eligible to become Career Entrants and are entitled to maintain the use of the post-nominal MACE.

### 6.3 Rights of Members

Provided they are also Financial Members, all individual Members except Companions and Students have the right to attend, speak and vote at all College meetings. Provided they are also Financial Members, all Companions and Students have the right to attend and speak at all College Meetings but do not have the right to vote.

### 6.4 Fees

(a) Annual Subscription

Each Member shall pay an annual subscription relative to their category of membership determined by the ACE Board in accordance with the By-Laws.

(b) Institutional Members

Annual subscription fees for Institutional Members shall correspond to the College benefits made available as detailed in the By-Laws.

(c) Non Payment of Subscriptions

Any Member whose subscription is in arrears by:

- (i) three (3) months in any year shall be dealt with by the ACE Board in accordance with the By-Laws; and
- (ii) twelve (12) months in any year shall automatically cease to be a Member of the College and shall forfeit all rights and claims upon the College ("Lapsed Member"). Procedures for the lapsing of membership shall be determined by the ACE Board in accordance with the By-Laws.

### 6.5 Cessation

(a) Termination

An individual will cease to be a Member if they:

- (i) resign from membership of the College by notice in writing to the Chief Executive Officer;
  - (ii) become of unsound mind or whose estate becomes liable to be dealt with in any way under a law relating to mental health; or
  - (iii) cease to be a Member in the circumstances referred to in clauses 6.4(c)(ii) and 6.5(b) below.
- (b) Expulsion

The ACE Board may in accordance with the By-Laws expel a Member for just cause.

## **7. EFFECT OF MEMBERSHIP**

### **7.1 Members Obligations**

Members acknowledge and agree that:

- (a) the Constitution constitutes a contract between each of them and the College and that they are bound by the Constitution and the By-Laws;
- (b) they shall comply with and observe the Constitution and the By-Laws and any determination or resolution which may be made or passed by the College or the ACE Board;
- (c) by submitting to the Constitution and the By-Laws, they are subject to the jurisdiction of the College;
- (d) the Constitution is made to assist them in the pursuit of a common object, namely promoting the continued professional learning of all Members;
- (e) the Constitution and the By-Laws are necessary and reasonable for promoting the Objects; and
- (f) they are entitled to such benefits, advantages, privileges and services of College membership upon such conditions as are prescribed (for each category of membership) under this Constitution and the By-Laws.

## **8. ACE BOARD**

### **8.1 Functions**

The ACE Board shall control and manage the business and affairs of the College and shall exercise all such power and do all such things as may be exercised or done by the College save such as are, by the Constitution or by the Act, required to be exercised or implemented by the College.

### **8.2 Directors**

(a) Eligibility

- (i) Any Full Member, Fellow, Retired Member, Career Entrant or Life Member is eligible to be appointed as a Director and except for Co-opted Directors any person who is not a Member of the College when elected as a Director, must become a Full Member, Fellow, Retired Member or Career Entrant before accepting the appointment.
- (ii) Notwithstanding anything in clause 8.2(a)(i), Co-opted Directors may be non-Members of the College.

(b) Structure

The ACE Board shall consist of no fewer than five (5) Members and not more than nine (9) Members, made up as follows:

- (i) three (3) officers being the National President and the National President-Elect; and the Immediate Past National President;
- (ii) three (3) State Presidents; and
- (iii) up to three (3) Co-opted Directors at least one of whom must have financial expertise.

(c) Office Bearers and Directors

- (i) All Office Bearers will be appointed by the ACE Board.
- (ii) The roles and procedures for the appointment of the Office Bearers and Directors will be determined by the ACE Board in accordance with the By-Laws.
- (iii) At the end of a National President's term, the then National President-Elect will be appointed as National President.

(d) Term of Office

Terms of office will be as follows:

- (i) the National President's term of office will be for two (2) years;
- (ii) the National President-Elect shall hold office for one (1) or two (2) years as determined by the ACE Board;
- (iii) the Immediate Past National President will hold office for one (1) year.
- (iv) State Presidents shall hold office for three (3) years; and
- (v) Co-opted Directors shall hold office for two (2) years.

(e) State Presidents

State Presidents will be elected from within the relevant State. Procedures for the appointment of State Presidents will be determined by the ACE Board in accordance with the By-Laws. State Presidents who are unable to attend an ACE Board meeting may nominate another member of the National Council to attend the ACE Board meeting as their proxy.

(f) Casual Vacancies

(i) If, for any reason, a casual vacancy occurs in the office of National President, the National President-Elect will fill the position and the ACE Board will elect, from amongst the Directors, a vice-president to support the National President-Elect for the interim period until the normal appointed time for the ACE Board to appoint a new National President-Elect.

(ii) If, for any reason, a casual vacancy shall occur in the office of National President-Elect, the ACE Board will appoint a new National President-Elect from amongst the Financial Members at its next scheduled meeting. In circumstances where the remaining term of a casual vacancy is less than eight months, the ACE Board may, at its discretion, decide to vary the scheduled date at which the National President-Elect will take up the position of National President.

(iii) If, for any reason, a casual vacancy shall occur in the office of a State President, the vacancy shall be filled by resolution of the relevant State Committee.

(g) Removal of a Director

(i) A Director may be removed and replaced at any time by resolution of the ACE Board if the Director:

- A. is convicted of a criminal offence for which the penalty may be imprisonment; or
- B. is dealt with under the laws relating to mental health in any State; or
- C. is absent without leave from three consecutive meetings of the ACE Board; or
- D. becomes prohibited from being a Director by virtue of, or because of, an order made under the Act.

(ii) A Co-opted Director of the ACE Board may be removed at any time by resolution of the ACE Board.

### 8.3 ACE Board Meetings

- (a) The ACE Board shall in accordance with the By-Laws meet regularly to carry out its duties and responsibilities. The ACE Board may adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- (b) A quorum of the ACE Board shall be one more than half the number of members of the ACE Board.
- (c) Subject to this Constitution, questions arising at any ACE Board Meeting will be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a resolution of the ACE Board.
- (d) All Directors shall have one vote on any question.
- (e) The National President or in the absence of the National President the National President-Elect shall preside as chairperson of meetings of the ACE Board and, in the absence of both the National President and National President-Elect, a Director who is also a Financial Member of the College, elected by the meeting, shall preside. In case of any equality of votes the chairperson of any meeting of the ACE Board shall have a second or casting vote.
- (f) A resolution on any question submitted in writing to all Directors and approved in writing by a two-thirds majority of them shall be as valid and effectual as if it had been passed at a meeting of the ACE Board duly called and constituted.
- (g) The ACE Board may hold any meeting by electronic means in accordance with the requirements of the Constitution and the By-Laws.

#### 8.4 Committees

- (a) National Awards Committee

The ACE Board shall appoint a National Awards Committee with responsibility for all awards to be conferred by the College.

- (b) Working Parties

The ACE Board will establish *Working Parties* on a regular basis to complete specified tasks.

- (c) Audit and Risk Committee

The ACE Board shall appoint an Audit and Risk Committee. The responsibilities and members of the Audit and Risk Committee will be determined by the ACE Board in accordance with the By-Laws.

- (d) Remuneration Committee

The ACE Board shall appoint a Remuneration Committee with the responsibility of determining the salary and conditions of the employees of the College. The

chairperson and membership of this committee will be determined by the ACE Board in accordance with the By-Laws.

(e) Other Committees

The ACE Board may form additional committees at its absolute discretion.

## **9. NATIONAL COUNCIL**

### 9.1 Functions

The National Council will be a forum for debate and communication with the responsibility for ensuring the interests of members at State level are considered in planning and decision making. It will also be consulted in shaping the future directions for the College in the interests of Members.

### 9.2 Structure

The National Council shall consist of no fewer than ten (10) Members, made up as follows:

- (a) the National President;
- (b) the National President-Elect; and
- (c) one (1) president from each State Committee.

### 9.3 National Council Meeting

- (a) The National Council shall meet in accordance with the By-Laws.
- (b) The State Presidents shall elect two State Presidents to be the chair and the deputy chair for National Council Meetings. The chair and deputy chair shall be appointed for up to two (2) years.

### 9.4 Appointment to the ACE Board

The National Council in accordance with the By-Laws will select three (3) State Presidents to the ACE Board.

### 9.5 Replacement of a Member of the National Council

If a State President resigns as the President of a State Committee the new State President will be appointed as a member of the National Council. If no new State President is elected, the State President-Elect will become a temporary member of the National Council.

## **10. GENERAL MEETINGS**

### 10.1 Types

(a) Annual General Meeting

An Annual General Meeting of the College shall be held in each year at such time and place as the ACE Board shall determine. The business of the Annual General Meeting shall be that required by the Act, together with any other business identified by the ACE Board.

(b) Special General Meeting

A Special General Meeting of the College may be convened at any time by direction of the ACE Board or by such requisitions as are provided by the Act.

## 10.2 Processes

(a) Notices

At least twenty-eight (28) days' notice of every General Meeting shall be provided to each Member listed in the Register.

(b) Quorum

The quorum for any General Meeting shall be no fewer than twelve (12) Members.

(c) Chairperson

The National President or in the absence of the National President, the National President-Elect, shall preside as chairperson of a General Meeting and in the absence of both the National President and National President-Elect an ACE Board member who is also a State President, elected by the Members at the meeting, shall preside.

## 10.3 Voting

(a) Voting at a General Meeting shall be taken by a vote of hands or as the chairperson directs but any Member present may demand a poll which shall be immediately taken and the result declared by the chairperson.

(b) All decisions of Members will be made by more than fifty percent (50%) of the Members entitled to vote unless specified otherwise in this Constitution or the Act. In the case of an equality of votes the chairperson shall have a second or casting vote.

(c) Any Member entitled to vote at a General Meeting may appoint any other Member entitled to vote to act as their proxy to attend, speak and vote in their place. On a poll every Member present in person or by proxy shall be entitled to cast one vote on their own behalf and one vote for every proxy they hold.

(d) The instrument appointing a proxy shall be in writing under the hand of the appointer and in the following form or a form as near thereto as circumstances allow:

"The Australian College of Educators ("College")

I, \_\_\_\_\_ of \_\_\_\_\_ being a Financial Member of the College hereby appoint \_\_\_\_\_ of \_\_\_\_\_

also being a Financial Member of the College, as my proxy to vote for me and on my behalf at the Annual/Special General meeting of the College to be held on the day of \_\_\_\_\_ and any adjournment thereof.

I authorise my proxy to vote \*in favour of/against the resolution(s).

Signed this \_\_\_\_\_ day of \_\_\_\_\_

\*Strike out whichever is not desired (unless otherwise instructed the proxy may vote as the proxy thinks fit).

- (e) The instrument appointing a proxy shall be deposited with the Chief Executive Officer not less than seven (7) days before the scheduled time for the General meeting or adjourned meeting at which the person named in the instrument proposes to vote. A failure to comply with this clause 10.3 will result in the instrument appointing the proxy being deemed invalid.
- (f) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Chief Executive Officer before the commencement of the General meeting or adjourned meeting at which the instrument is used.

#### 10.4 Referendum

(a) Electronic Referendum

The ACE Board may conduct an electronic referendum utilising available Information and Communication Technologies (e.g. email, the College website) if this is subsequently resolved at a General Meeting. Procedures for the conduct of the electronic referendum will be determined by the ACE Board in accordance with the By-Laws.

(b) Postal Referendum

The ACE Board may conduct a postal referendum if this is requested and subsequently resolved at a General Meeting. Procedures for the conduct of the postal referendum will be determined by the ACE Board in accordance with the By-Laws.

### 11. STATE COMMITTEE

#### 11.1 Establishment

The Members of a State may, with the approval of the ACE Board establish a State Committee.

#### 11.2 Members

Members of each State Committee shall operate in accordance with the Constitution and the By-Laws.

### 11.3 Procedures

Procedures for establishment of governance and management of each State Committee will be determined by the ACE Board in accordance with the By-Laws.

### 11.4 Management

State Committees shall attend to the particular needs and interests of their State as an entity within the College and including clear communication amongst Regions in the State, supporting consistency in managing the business and affairs of the College.

### 11.5 Accountability

State Committees will be responsible to the ACE Board to promote the College goals and with office bearers operating in accordance with the Constitution and the By-Laws.

### 11.6 Dissolution

The ACE Board may dissolve a State Committee at any time, with procedures being determined by the ACE Board in accordance with the By-Laws.

## 12. REGIONS AND REGIONAL COMMITTEES

### 12.1 Establishment

The ACE Board may establish Regions of the College in any State or other area considered to be in the College's interests. The Members of a Region may, with the approval of the ACE Board establish a Regional Committee.

### 12.2 Members

- (a) A Region shall comprise Members of the College as determined by the ACE Board in accordance with the By-Laws.
- (b) A Member may only be a member of one Region.

### 12.3 Procedures

Procedures for establishment of governance and management of each Region or Regional Committee will be determined by the ACE Board in accordance with the By-Laws.

### 12.4 Management

Members of each Regional Committee or Region shall operate in accordance with the Constitution and the By-Laws.

### 12.5 Accountability

Regional Committees will be responsible to the ACE Board for ensuring strategic initiatives that promote the College goals and the office bearers are operating in accordance with the Constitution and the By-Laws.

#### 12.6 Dissolution

The ACE Board may dissolve a Region or Regional Committee at anytime, with procedures being determined by the ACE Board in accordance with the By-Laws.

### 13. ACCOUNTS

13.1 The ACE Board shall cause proper accounts to be kept at all levels of the College in accordance with the Act, this Constitution and By-Laws with regard to:

- (a) all sums of money received and expended by the College and the matter in respect of which the receipt and expenditure takes place; and
- (b) the assets and liabilities of the College.

13.2 For the purposes of the Goods and Services Tax, the College will operate as one legal entity.

13.3 The books of account, income and expenditure statements and balance sheets of the College shall be audited each year by an auditor or auditors appointed by the ACE Board.

13.4 Financial Statements containing details of income and expenditure and a balance sheet containing a summary of the assets and liabilities of the College in the preceding year will be presented at the Annual General Meeting and made available subsequently to all Members.

### 14. CHIEF EXECUTIVE OFFICER

14.1 There may be a Chief Executive Officer of the College appointed by the ACE Board for such term, at such remuneration and upon such conditions as it may think fit.

14.2 The ACE Board shall have power to suspend or remove the Chief Executive Officer.

14.3 The ACE Board may vest in the Chief Executive Officer such powers and authority as it may from time to time determine. The Chief Executive Officer shall exercise all such powers and authority subject at all times to the control of the ACE Board.

14.4 The Chief Executive Officer shall not be a member of the ACE Board but shall attend meetings of the ACE Board and at the discretion of the ACE Board be heard on any matter. In no case shall the Chief Executive Officer be entitled to vote.

14.5 The Chief Executive Officer shall, if required by the ACE Board, also act as the Secretary of the College.

**15. NOTICES**

- 15.1 Notices may be given to any Member or person on the ACE Board by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the person's registered address or facsimile number or electronic mail address.
- 15.2 Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 3 days after posting.
- 15.3 Where a notice is sent by facsimile transmission, service of the notice is deemed to be effected on the next business day after receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- 15.4 Where a notice is sent by electronic mail, service of the notice is deemed to be effected on the next business day after the electronic mail was sent provided that there is no indication in writing that the electronic mail was not able to be sent.

**16. APPLICATION OF INCOME**

- 16.1 The income and property of the College shall be applied solely towards the promotion of the Objects.
- 16.2 No portion of the income or property of the College shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 16.3 No remuneration or other benefit in money or money's worth shall be paid or given to any Member who holds any office of the College.
- 16.4 Nothing contained herein shall prevent payment in good faith of, or to any Member:
- (a) for any services actually rendered to the College whether as an employee or otherwise;
  - (b) for any out of pocket expenses incurred by any Member on behalf of the College; and
  - (c) for any other bona fide reason or purpose for the attainment of the Objects;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

**17. LIABILITY**

- 17.1 The liability of the members of the College is limited.

**18. MEMBERS' CONTRIBUTIONS**

- 18.1 Every Member of the College undertakes to contribute to the assets of the College in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the College contracted before the time at which the Member ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributions among themselves, such amount as shall be required not exceeding one dollar (\$1).

**19. DISTRIBUTION OF PROPERTY ON WINDING UP**

- 19.1 If upon winding up or dissolution of the College there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College by clause 19 of this Constitution. Such organisation will be determined by the Financial Members of the College at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in the matter.

**20. COMMON SEAL**

- 20.1 The ACE Board shall provide for the safe custody of the Common Seal of the College which shall not be affixed to any instrument except by the authority of the ACE Board, and every document to which the Common Seal is affixed shall be signed by a person(s) approved by the ACE Board for the purpose.

**21. INDEMNITY**

- 21.1 Every person who is or has been a Director, Secretary, Chief Executive Officer or executive officer of the College is entitled to be indemnified, to the maximum extent permitted by the Act and law, out of the property of the College against any liabilities for costs and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the College, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
  - (b) in connection with any administrative proceedings relating to that person's position with the College, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
  - (c) in connection with any application in relation to any proceedings relating to that person's position with the College, whether civil or criminal, in which relief is granted to that person under the Act by the court.
- 21.2 The indemnity referred to in clause 21.1 does not apply to a liability incurred before 15 April 1994 or arising out of conduct involving a lack of good faith or dishonesty.

21.3 The College will pay a premium for a contract insuring a person who is or has been a Director, Secretary, Chief Executive Officer or executive officer of the College against:

- (a) any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the College or a contravention of sections 180 to 184 of the Act; and
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the College, whether civil or criminal, and whatever outcome.

## **22. ALTERATIONS TO CONSTITUTION**

22.1 This Constitution may be altered, rescinded or repealed and new provisions may be made by special resolution (i.e. by a majority of 75% or more of the members present and entitled to vote) of a General Meeting of the College, notice of which shall be given to members in accordance with clause 10.2(a) and shall include a statement of each proposed special resolution, accompanied by a short explanation of its intent.

## **23. DECISIONS ON THE MEANING OF CONSTITUTION**

23.1 If any doubt arises as to the proper meaning of this Constitution the decision of the ACE Board shall be final and conclusive.

## **24. BY-LAWS**

24.1 The ACE Board may make by-laws as it may deem appropriate for the proper conduct, control and management of the College and in particular, may by any such by-law regulate the:

- (a) management and good governance of the College;
- (b) provision of services to or on behalf of the College and its Members;
- (c) use by or supply to Members of any of the property of the College;
- (d) commercial conduct of Members of the College, and the conduct of its employees;
- (e) setting apart of any part or parts of the College's premises for particular purposes;
- (f) procedure of meetings of the College and the ACE Board groups, committees and Working Parties;
- (g) admission of persons and their rights consequent upon membership of the College;
- (h) establishment, operation and dissolution of State Committees, Regions and Regional Committees ;

- (i) formation of any committees including the composition, terms of reference, and other relevant matters; and
- (j) all such matters as are commonly the subject matter of regulation for the proper conduct of associations, societies and bodies similar to the College, and not otherwise expressly dealt with in this Constitution.

## **25. TRANSITION**

- 25.1 All persons being a member or holding, or having held any office or position with the College prior to the adoption of this amended Constitution shall, subject to this Constitution and the continued existence of an office or position, or an equivalent office or position, continue to be a member and to hold or be deemed to have held, such office or position as though elected or appointed according to this Constitution.
- 25.2 Unless repealed or revoked, all By-Laws or regulations in force at the time this amended Constitution is adopted shall so far as possible continue to apply until otherwise withdrawn, amended or confirmed.