AUSTRALASIAN COLLEGE OF LEGAL MEDICINE
ACN 076 857 031

MEMORANDUM AND ARTICLES OF ASSOCIATION

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Amended: 22 September 2012
Amended: 22 December 2016; Article 9.1
Amended: 20 November 2017; Article 8A
Amended: 20 October 2018; Articles 6, 7, 8, 9, 10, 10A
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Amended: 28 October 2026; Articles 9A; 9.1; 48.2; 53.1; 55.5; 55A.

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Reference RNS: CJT: Irk

Corporations Law

Company Limited by Guarantee
and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

AUSTRALASIAN COLLEGE OF LEGAL MEDICINE

1. Name

The name of the Company is Australasian College of Legal Medicine ("College').

2. Objects

The objects for which the College is established are:

(1) to take over the funds and other assets and liabilities of the present unincorporated association known as Australasian College of Legal Medicine;

(2) to promote study and research in the fields of legal medicine;

(3) to establish high standards of skill and practice in the fields of legal medicine;

(4) to establish and maintain a code of professional standards governing those practising in the fields of legal medicine and to provide advice and information to those practising in the fields of legal medicine;

(5) to promote and seek representation for the fields of legal medicine in appropriate academic, political and other forums;

(6) to act as, and to promote itself as, an authoritative body in the fields of legal medicine and as a supporting body for members and the medical profession generally in relation to the fields of legal medicine;

(7) to promote relations between persons engaged in the fields of legal medicine;

(8) to recognise and publicise outstanding achievements by persons in the fields of legal medicine; and

(9) in furtherance of the objects of the College, to receive gifts or legacies and to make gifts.

3. Application of Income and Property

The income and property of the College, from wherever it is derived, must be applied solely towards the promotion of the objects of the College as set out in this memorandum of association.

4. No Distribution to Members

4.1. The College must not distribute, pay or transfer to its members, directly or indirectly, by way of dividend, bonus or otherwise, any of the property or income of the College.

4.2. Clause 4.1 does not prevent:

(1) the payment in good faith of remuneration to any member of the College, in return for any services actually rendered to the College or for goods supplied in the ordinary and usual way of business;

(2) the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this clause by the articles of association on money borrowed from any member of the College; or

(3) the payment of reasonable and proper rent for premises demised or let by any member to the College.

5. Payments to Council Members

5.1. No remuneration or other benefit in money or money's worth may be paid or given by the College to any Council member other than:

(1) for the payment of out-of-pocket expenses incurred by the Council member in the performance of any duty as a Council member of the College where the amount payable does not exceed an amount previously approved by the Council of the College;

(2) for payment of any service rendered to the College by the Council member in a professional or technical capacity, other than in the capacity as Council member, where the provision of the service has the prior approval of the Council of the College and where the amount payable is approved by the Council of the College and is not more than an amount which commercially would be reasonable payment for the service;

(3) for payment of any salary or wage due to the Council member as an employee of the College where the terms of employment have been approved by the Council of the College; or

(4) for the provision of a financial benefit to which subsection 243K(7A) of the *Corporations Law* refers or payment of an insurance premium in respect of a contract insuring a director to which subsection 234K(7A) of the *Corporations Law* refers.

6. Limited Liability

6.1. Every member of the College undertakes to contribute to the property of the College in the event of it being wound up while he or she is a member or within 1 year after he or she ceases to be a member for payment of the debts and liabilities of the College (contracted before he or she ceases to be a member) and of the costs, charges and expenses or winding up and for the adjustment of the

rights of the contributories among themselves such as amount as may be required not exceeding ten dollars ($10.00).

6.2. The liability of the members is limited.

7. Winding-up

7.1. If upon the winding up or dissolution of the College any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the College but must be given or transferred to some other institution or institutions having objects similar to those to be determined by the members of the College at or before the time of dissolution.

7.2. If the members do not make the necessary determination under clause 7.1, the College must apply to the Supreme Court to determine the institution or institutions.

7.3. No institution is eligible to receive property under this clause unless:

(1) It has objects similar to the objects of the College;

(2) Its memorandum of association or constitution 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 under clauses 3, 4 and 5.

8. Accounts

8.1. True accounts must be kept of the sums of money received and expended by the College and the matter in respect of which the receipt and expenditure takes place and of the property, credits and liabilities of the College subject to any reasonable restrictions as to the time and manner of inspecting the accounts that may be imposed in accordance with the articles of association for the time being in force.

8.2. The accounts are open to the inspection of the members.

8.3. Once at least in every year the accounts of the College must be examined by one or more properly qualified auditor or auditors who must report to the members in accordance with the provisions of the *Corporations Law*.

9. Subscribers

The full names, address and occupations of the subscribers to this memorandum of association are as follows:

Name	**Address**	**Occupation**
Maurice Jeffrey Wallin	Level 5 360 Little Bourke Street MELBOURNE VIC 3000	Medical Practitioner and Lawyer

Roy Gary Beran	Suite 5, 6th Floor 12 Thomas Street **CHATSWOOD** **NSW 2067**	Medical Practitioner
Noel Robert McCleave	70 Cross Road **MYRTLE BANK** **SA 5064**	Medical Practitioner
Maura Bernadette McGill	Level 34 100 Miller Street **NORTH SYDNEY** **NSW 2060**	Medical Practitioner and Legal Consultant
David John Gorman	2 Wrights Road **DRUMMOYNE** **NSW 2047**	Consultant Physician
Raymond James Burn	92 City Road **CHIPPENDALE** **NSW 2008**	Medical Practitioner and Barrister
Gary George Sturdy	8 Readshaw Road **DUNCRAIG** **WA 6023**	Medical Practitioner and Solicitor

10. Signing and Subscription

10.1. By signing this memorandum of association, the subscribers, whose signatures appear below, wish to form a company.

Name of Subscriber	**Signature of Subscriber**	**Name, Address and Signature of Witness**
Maurice Jeffrey Wallin	.....	..... Signature JOHN CHARLES WHITE ..... Name 21B NAPIER ST ... STRATHMORE Address 3064 ..... REGISTERED MEDICAL PRACTITIONER Occupation

Roy Gary Beran

Signature

R B THOMPKINS
Name

11, WINNS ROAD
Address

BLACKWOOD, SOSL S
Address

REGD MEDICAL
Occupation PRACTITION

Noel Robert McClearé

Signature

Stuart Galbraith Addison
Name

10A Carrington St
Address

Summer Hill 2130
Address

Registered Medical Practitioner
Occupation

Maura Bernadette McGill

Signature

JOHN CHARLES WHITE
Name

216 Napier St
Address Strathmore 3041

Registered MEDICAL PRACTITIONER
Occupation

David John Gorman

Signature

~~DAVID~~ ANTHONY MOYNIHAM
Name

~~2 WRIGHT RD~~
Address ~~PEAKDALE~~ Level 4 / 151 GOULBURN ST SURRY HILLS 2010

~~Medical Practitioner~~
Occupation Registered Medical Practitioner

Raymond James Burn

Signature

SUSAN JENNINGS

Name

4/157 GOULBURN ST

Address SURRY HILLS NSW 2010

Registered Medical Practitioner (NSW)

Occupation

Gary George Sturdy

Signature JENN CHARLES WITH LTE

Name 218 NAPIER ST STRATHMORE 3041

Address

Registered MEDICAL PRACTITIONER

Occupation

DATED this 29th day of November 1996.

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Corporations Law

Company Limited by Guarantee
and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

AUSTRALASIAN COLLEGE OF LEGAL MEDICINE

INTRODUCTION

1. Definitions and Interpretation

1.1. In these articles unless the context otherwise requires:

(1) **"College"** means Australian College of Legal Medicine;

(2) **"Council"** means the Council members elected in accordance with article 50 of the Council for the time being;

(3) **"Law"** means the Corporations Law;

(4) **"member"** means a person who has been admitted to membership of the College in accordance with articles 6, 7, 8, 8.B[1], 9, 9A[2], 10, 13 and 15;

(5) **"Register"** means the register of members kept in accordance with article 16;

(6) **"seal"** means the common seal of the College and includes any official seal of the College;

(7) **"Secretary"** means any person appointed to perform the duties of a secretary of the College and includes an Honorary Secretary; and

(8) **"special resolution"** means a resolution passed at a general meeting of the College, of which notice has been given in accordance with these articles and the Law, by a majority of at least ¾ of such members who, being entitled to do so, vote either in person or by proxy at that meeting:

1.2. Except so far as the contrary intention appears in these articles:

(1) an expression has in these articles the same meaning as in the Law; and

(2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of these articles

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[1] As per Article 8.B inserted following Special Resolution passed at 2023 AGM
[2] As per Article 9A inserted following Special Resolution passed at 2026 AGM

that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

1.3. Headings are for convenience only and do not affect the interpretation of these articles.

1.4. Reference to:

(1) one gender includes each other gender;

(2) the singular includes the plural and the plural includes the singular;

(3) a person includes a body corporate; and

(4) a fellow does not include an honorary fellow.

2. Purposes

2.1. The College is established for the purposes set out in the memorandum of association.

MEMBERSHIP

3. Number of Members

3.1. The number of members with which the College proposes to be registered is unlimited.

4. Membership

4.1. The members of the College are:

(1) the subscribers to the memorandum of association; and

(2) such other persons the Council admit to membership in accordance with these articles.

5. Categories of Membership

5.1. The categories of membership are re numbered to reflect the order later;

(1) Fellows;

(2) Members;

(3) Associate Members;

(4) Medical or Dental Affiliate Member[3]

(5) Honorary Fellows;

(6) Affiliate Members;

(7) Auxiliary Members;[4]

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[3] As per Article 8.B inserted following Special Resolution passed at 2023 AGM
[4] As per Article 9A inserted following Special Resolution passed at 2026 AGM

(8) Student Members;

(9) Retired Members;

(10) Honorary Life Fellows and Members

5.2. Additional categories of members, if recommended by the Council, may be created from time to time by the College in general meeting.

6. Eligibility for Membership as Fellow[5]

6.1. A person who:

(1) is a registered medical practitioner or dentist with the appropriate licensing authority in Australia or New Zealand or, if from another jurisdiction, a Council approved licensing authority; and

(2) holds a qualification in legal or forensic medicine which the Council considers appropriate, being at least a bachelor's degree or the equivalent in law, or a master's degree in medical law relevant to the practice of legal medicine, or a master's degree or equivalent relevant to the practice of forensic medicine; and

(3) has successfully completed the expert witness program, the law intensive courses and an examination, each conducted by the College, within two years following the date of an application for membership as a Fellow; and

(4) has demonstrated to the satisfaction of the Council that he or she has completed at least 6 years of clinical practice relevant to legal and/or forensic medicine; and

(5) has attained membership as an Associate or as a Member of the College

is eligible to apply for membership as a Fellow of the College.

6.2. A Fellow is entitled to claim his or her membership of the College as having specialist knowledge, skill and experience in legal and/or forensic medicine.

6.3. A Fellow is entitled to use the abbreviation "FACLM" after his or her name and primary qualifications to denote his or her status as having specialist knowledge, skill and experience in legal and/or forensic medicine.

7. Eligibility for Membership as Member[6]

7.1. A person who:

(1) is a registered medical practitioner or dentist with the appropriate licensing authority in Australia or New Zealand or, if from another jurisdiction, a Council approved licensing authority; and

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[5] Article 6 amended following Special Resolution passed at 2018 AGM
[6] Article 7 amended following Special Resolution passed at 2018 AGM

(2) holds a graduate qualification in the field of law which the Council considers appropriate, being at least a graduate diploma or equivalent relevant to legal medicine, or being at least a graduate diploma or equivalent relevant to forensic medicine (for example a diploma in medical jurisprudence); and

(3) has successfully completed the expert witness program, the law intensive courses and an examination, each conducted by the College, within two years following the date of an application for membership as a Member; and

(4) has demonstrated to the satisfaction of the Council that he or she has completed at least 3 years of clinical practice relevant to legal and/or forensic medicine; and

(5) has attained membership as an Associate or as a Member of the College

is eligible to apply for membership as a Member of the College.

7.2. A member is not entitled to claim his or her membership as a Member of the College as denoting specialist knowledge, skill and experience, but may use the abbreviation "MACLM" after his or her name and primary qualifications to signify membership as a Member of the College.

8. Eligibility for Membership as an Associate Member[7]

8.1. A person who:

(1) is a registered medical practitioner or dentist with the appropriate licensing authority in Australia or New Zealand or, if from another jurisdiction, a Council approved licensing authority; and

(2) is currently undertaking, or in the foreseeable future is proposing to undertake, a graduate qualification relevant to legal or forensic medicine; or

(3) is currently practicing in a field of medicine or dentistry which the Council considers relevant to legal and/or forensic medicine, but who is not undertaking or proposing to undertake, a graduate qualification relevant to legal or forensic medicine; or

(4) has successfully completed the graduate requirements for membership as a Member or as a Fellow, but who is yet to complete the expert witness program, the law intensives and an examination, each conducted by the College;

is eligible to apply for membership as an Associate of the College.

8.2. An Associate Member is not entitled to claim his or her membership of the College as denoting specialist knowledge, skill and experience, nor may any abbreviations be used after his or her name to signify membership of the College.

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[7] Article 8 amended following Special Resolution passed at 2018 AGM

8A. Continuing Professional Development[8]

It is a requirement that relevant, continuing professional development is undertaken to maintain Fellowship, Membership or Associateship, with the relevance of the professional development undertaken to be determined by Council as required.

8B. Eligibility for Membership as a Medical or Dental Affiliate Member[9]

8B.1. A person who:

(1) is a registered medical practitioner or dentist with the appropriate licensing authority in Australia or New Zealand or, if from another jurisdiction, a Council approved licensing authority; and

(2) is not eligible for Associate membership (due to not currently undertaking, or in the foreseeable future proposing to undertake, a graduate qualification relevant to legal or forensic medicine, and not currently practicing in a field of medicine or dentistry which the Council considers relevant to legal and/or forensic medicine); and

(3) has demonstrated their interest in furthering their understanding of legal medicine by having attended at least one of ACLM's short courses prior to application.

is eligible to apply for membership as a Medical or Dental Affiliate of the College.

8B.2. A Medical or Dental Affiliate member is not entitled to claim his or her membership of the College as denoting specialist knowledge, skill and experience, nor may any abbreviations be used after his or her name to signify membership of the College.

9. Eligibility for Membership as an Affiliate Member[10]

9.1. A person who:

(1) is a health practitioner, not being a medical practitioner or dentist, registered with the appropriate licensing authority, who has formal legal training[11]; or

(2) is a registered legal practitioner.

There is no College post-nominal to be used by an Affiliate. An Affiliate otherwise enjoys all College privileges and opportunities and will pay subscription fees.

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[8] Article 8A inserted following Special Resolution passed at 2017 AGM
[9] Article 8B inserted following Special Resolution passed at 2023 AGM
[10] Article 9 amended following Special Resolution passed at 2018 AGM
[11] Article 9.1 amended following Special Resolution passed at 2026 AGM

9A. Eligibility for Membership as an Auxiliary Member[12]

9A.1. A person is eligible to apply for membership as an Auxiliary Member of the College if that person:

(1) is a registered doctor, registered dentist, registered nurse, registered allied-health practitioner, or holds another health-related qualification recognised by the Council; and

(2) is employed, engaged or has substantial professional involvement in legal medicine, forensic medicine, medicolegal practice, health regulation, healthcare complaints, insurance medicine, personal-injury practice or another related field approved by the Council; and

(3) does not hold or is not currently enrolled to study a legal or forensic medicine qualification that would, in the opinion of the Council, make the person more appropriately eligible for Affiliate or Associate membership.

9A.2. An Auxiliary Member:

(1) is not entitled to claim that Auxiliary membership denotes specialist knowledge, skill or experience in legal or forensic medicine;

(2) is not entitled to use a College post-nominal;

(3) is not entitled to vote at a general meeting;

(4) is not entitled to nominate or second a candidate for office;

(5) is not eligible for election or appointment to the Council or Executive Committee;

(6) otherwise enjoys the educational, professional-development and networking privileges and opportunities determined by the Council.

9A.3 An Auxiliary Member must pay the annual subscription applicable to that membership category.

9A.4 An Auxiliary Member who subsequently obtains or enrols in an appropriate legal or forensic qualification or formal legal training must apply for Affiliate or Associate membership, if they satisfy the ordinary admission requirements of another category of membership.

10. Eligibility for Membership as a Student Member[13]

10.1. A person who:

(1) is a registered medical or dental student with a College approved university and is currently undertaking, or planning to undertake, a qualification relevant to legal or forensic medicine.

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[12] Article 9A inserted following Special Resolution passed at 2026 AGM
[13] Article 10 amended following Special Resolution passed at 2018 AGM

is eligible to apply for membership as a Student Member of the College.

10.2. A Student Member does not have the right to vote, to nominate, or to hold office in the College and there is no College post-nominal to be used by a Student Member. A Student Member otherwise enjoys all College privileges and opportunities, including access to the College website, and will pay no subscription fees.

10A. Appeals[14]

10A.1. An applicant who is applying for a category of membership defined in Articles 6, 7, 8, 8.B[15], 9, 9A[16], or 10 may appeal a decision made by Council in relation to his or her application, to an Appeals Panel on the following grounds only:

(1) denial of natural justice;

(2) error of fact or law; or

(3) in any other case only with leave of the Appeals Panel.

10A.2. The Panel will comprise three members of the College not involved in the Council's decision.

10A.3. The Panel will consist of a past president, who will chair the Panel; one member who, if reasonably practicable, is of the same discipline as the appellant; and one other member.

10A.4. Leave to appeal a Council decision in relation to an application for membership will be heard by the Panel as a preliminary matter to any appeal hearing.

10A.5. The appeal hearing will be heard de novo by the Panel and may involve consideration of new and relevant material, including legal advice, as the Panel sees fit.

10A.6. The decision of the Panel is final.

11. Honorary Fellowship

11.1. Honorary Fellowship:

(1) If, in the opinion of the Council, a person, not being a member of the College, has made a significant contribution over a period of years to the field of legal medicine, the Council may nominate that person as an Honorary Fellow of the College.

(2) A person nominated becomes an Honorary Fellow of the College if:

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[14] Article 10A inserted following Special Resolution passed at 2018 AGM
[15] As per Article 8B inserted following Special Resolution passed at 2023 AGM
[16] As per Article 9A inserted following Special Resolution passed at 2026 AGM

(a) the person nominated consents in writing to be an Honorary Fellow; or

(b) the nomination is approved by the College in general meeting;

(3) An Honorary Fellow has no rights and privileges of membership, other than the right to receive notices of and attend any general meeting, but is otherwise subject to these articles.

11.2. Honorary Life Membership or Honorary Life Fellowship

(1) If, in the opinion of the Council, a person has made a significant contribution over a period of years to the College and its activities, as either a Member or Fellow the Council may nominate that person as an Honorary Life member of Fellow of the College. A person so nominated becomes an Honorary Life Member or Fellow of the College if:

(a) the person nominated consents in writing to be an Honorary Life Member or Fellow of the College, and

(b) the nomination is approved by the College in a general meeting,

(2) An Honorary Life Member or Fellow of the College has all the rights and privileges and responsibilities of membership, but is not subject to annual membership fees, otherwise required.

12. Eligibility for Retired Member

12.1. A person who:

(1) has been a financial member of the College and has now reached retirement through age or ill health and wishes to continue association with the College, and

(2) will continue to pay a reduced fee as approved by the College Council.

(3) A retired member does not have the right to vote, to nominate or to hold office in the College. Retired members otherwise enjoy all College privileges and opportunities.

13. Form of Application

13.1. An application for membership must be:

(1) in writing in a form approved by the Council;

(2) signed by the applicant; and

(3) accompanied by:

(a) the application fee, if any, determined in accordance with article 17.1

(b) the annual subscription, determined in accordance with article 18.

(c) such documents or evidence as to qualifications for membership as the Council requires.

14. Admission to Membership

14.1. The Council must consider an application for membership as soon as practicable after its receipt and determine, in its discretion, the admission or rejection of the applicant.

14.2. If the application is accepted, the Secretary must notify the applicant in writing and enter the details set out in the article 16.2 in the Register.

14.3. If an application for membership is rejected, the Secretary must notify the applicant in writing of the reason or reasons for the rejection of an application.

15. Notification by Members

15.1. Each member must properly notify the Secretary in writing of any change in the qualification of that member to be a member of the College.

16. Register of Members

16.1. A register of members of the College must be kept in accordance with the Law.

16.2. The following must be entered in the Register in respect of each member:

(1) the full name of the member;

(2) the address, telephone number and facsimile number, if any, of the member;

(3) the category of membership;

(4) the date of admission to and cessation of membership;

(5) the date of last payment of the member's annual subscription;

(6) such other information as the Council require.

16.3. Each member must notify the Secretary in writing of any change in that person's name, address, telephone number or facsimile number within 1 month of the change.

16.4. All notices given in accordance with articles 100 and 101 to the address last notified shall be considered fully received.

APPLICATION FEE AND ANNUAL SUBSCRIPTION

17. Application Fee

17.1. The application fee payable by each applicant for membership is such sum as the Council prescribes from time to time in respect of each category of membership.

17.2. No application fee is payable by any Honorary Fellow.

18. Annual Subscription

18.1. The annual subscription payable by a Fellow or a Member of the College is such sum as is recommended by the Council and approved by the College.

18.2. The annual subscription payable by an Associate Member, Affiliate Member, and Auxiliary Member[17] of the College is such sum as is recommended by the Council and approved by the College.

18.3. All annual subscriptions are due and payable in advance on 1 July in each year.

18.4. If a person applies for membership of the College during the months of January to June inclusive or if a person demonstrates to the satisfaction of the Council that a lesser amount should be payable, the Council may reduce the annual subscription payable by the applicant in such manner as it thinks fit.

18.5. No annual subscription is payable by any Honorary Fellow, Honorary Life Fellow or Honorary life Member or Student Member.

18.6. The annual subscription for a retired member of the College is such sum as is recommended by the Council and approved by the College.

19. Unpaid Annual Subscription

19.1. If:

(1) a notice of default is given to a member pursuant to a resolution of the Council 30 days after the annual subscription became due and payable;

(2) the annual subscription of the member remains unpaid for a further two months after that date of notice given under article 19.1(1);

(3) use of post-nominal (MACLM and FACLM) have been registered as Trade Marks, which are registered trademarks and owned by the College. Once a member ceases to be entitled to any rights and privileges of membership, that person also forfeits the rights to use those post- nominals;

(4) the College Council may waive any or all requirements of 19.1(3) should there be a substantive reason to do so;

the member ceases to be entitled to any of the rights or privileges of membership, but these may be reinstated on payment of all arrears if the Council thinks fit to do so.

CESSATION OF MEMBERSHIP

20. Resignation

20.1. A member may resign from membership of the College by giving written notice to the Secretary.

[17] As per Article 9A inserted following Special Resolution passed at 2026 AGM

20.2. The resignation of a member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

20.3. Upon resignation from the College, use of post-nominal qualification is no longer permitted.

21. Failure to Pay

21.1. If a member has not paid all arrears of annual subscriptions in accordance with article 19 or, if paid, the member's rights and privileges are not reinstated:

(1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the time allowed for payment of the annual subscriptions under article 19.1(2); and

(2) the member ceases to be a member and member's name shall be removed from the Register at the expiration of the 6 month period.

(3) use of post nominal is no longer permitted.

22. Cessation of Membership

22.1. A member cease to be a member:

(1) if the member ceases to be qualified to be a member;

(2) on the death of the member;

(3) the member is rendered incapable of practising as a registered health or legal practitioner by reason of the suspension or cancellation of, or refusal to grant any form of certificate or approval necessary to practise as a lawfully registered health or legal practitioner;

(4) by the operation of article 21.1, or

(5) if the member is expelled under article 23.6

22.2. An Honorary Fellow ceases to be a member:

(1) in accordance with article 20.1

(2) if the Council, for any reason whatsoever requests in writing the resignation of the Honorary Fellow and the Honorary Fellow does not resign within 2 months of the request being sent.

23. Disciplining Members

23.1. If any member:

(1) wilfully refuses or neglects to comply with the provisions of the memorandum of association or these articles; or

(2) is guilty of any conduct which, in the opinion of the Council, is unbecoming of a member or prejudicial to the interest of the College including being the

subject of a hearing or proceedings in relation to an allegation of a disciplinary breach:

the Council may resolve to censure, suspend or expel the member from the College and, in the case of expulsion, to remove the member's name from the Register.

23.2. At least 1 week before the meeting of the Council at which a resolution of the nature referred to in article 23.1 is to be considered the Council must give to the member notice of:

(1) the meeting;

(2) what is alleged against the member; and

(3) the intended resolution.

23.3. At the meeting and before the passing of the resolution the member must have an opportunity of giving orally or in writing any explanation or defence the member thinks fit.

23.4. In the case of a suspension for longer than 6 months or expulsion, the member may by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Council, elect to have the question dealt with by the College in general meeting and in that event, a general meeting of the College must be called for that purpose.

23.5. The notice of general meeting must contain:

(1) all relevant facts;

(2) the proposed resolution;

(3) the substance of any oral or written explanations or defence made by the member.

23.6. If at the meeting such a resolution is passed as a special resolution by a majority of 2/3 of those present and voting (such vote to be taken by ballot), the member concerned shall be punished accordingly and in the case of a resolution for expulsion the member shall be expelled and the member's name removed from the Register.

23.7. If any member ceases to be a member in accordance with article 23.6, the Council may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as it thinks fit.

24. Effect of Cessation of Membership

24.1. If any member ceases to be a member within the provisions of these articles the member remains liable to the College for any moneys whatsoever which, at the time of the member ceasing to be a member, the member owes to the College on

any account whatsoever and for any sum not exceeding ten dollars ($10.00) for which the member is liable under clause 6 of the memorandum of association.

24.2. A person using post-nominals to which they are no longer entitled will be subject to the law of Trade Marks and any action the Council deems appropriate once that person has received notice effective after one month of such notice.

GENERAL MEETINGS

25. Convening of General Meetings

25.1. Except as permitted by law a general meeting, to be called the "annual general meeting", must be held at least once in every calendar year.

25.2. 3 or more Council members may whenever they think fit convene a general meeting.

25.3. Except as provided in section 246 of the Law, no member is and no members together are entitled to convene a general meeting.

25.4. General Meetings can be held face-to-face, as a hybrid event, or as a virtual-only meeting. The format of the General Meeting will be decided by a majority of Council votes. [18]

26. Notice of General Meetings

26.1. Except where the Law requires that more than 14 clear days' notice be given and except where the Law allows a shorter notice to be given by agreement, at least 14 days' notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the College.

26.2. A notice of a general meeting must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

27. Accidental Omission to Give Notice

27.1. The accidental omission to give notice of any general meeting to or the non – receipt of the notice by person entitled to receive notice of a general meeting under these articles or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

28. Postponement of General Meetings

28.1. The Council may postpone the holding of any general meeting whenever it thinks fit (other than a meeting requisitioned by members pursuant to the Law) for not more than 21 days after the date for which it was originally called.

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[18] Article 25.4 inserted following Special Resolution passed at 2023 AGM

28.2. Whenever any meeting is postponed (as distinct from being adjourned under article 28 or article 31) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

29. Representation of Members

29.1. Any member may be represented at any general meeting of the College by a proxy, and if so represented, is deemed to be personally present.

PROCEEDINGS AT GENERAL MEETINGS

30. Quorum

30.1. No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

30.2. 10 members, present in person or by proxy and entitled to vote, constitute a quorum.

31. Absence of Quorum

31.1. If a quorum is not present within 30 minutes of the time appointed for the meeting:

(1) where the meeting was convened upon the requisition of members, the meeting is dissolved; or

(2) in any other case:

(a) the meeting stands adjourned to the day, and at the time and place, which the Council determines or, if no determination is made by the Council, to the same day in the next week at the same time and place; and

(b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

32. Ordinary and Special Business

32.1. The business of an annual general meeting is:

(1) to receive and consider the profit and loss account, the balance sheet, the reports of the Council and of the auditors, and the Council's statement required by the Law to be attached to the accounts of the College;

(2) to elect Council members in place of those retiring or otherwise;

(3) when necessary, to appoint auditors; and

(4) to transact any other business which under these articles or the Law ought to be transacted at an annual general meeting.

32.2. All other business transacted at an annual general meeting and all business transacted at any other general meeting is special business.

33. Chairperson

33.1. The President of the College, if present, presides as chairperson at every general meeting.

33.2. Where a general meeting is held and:

(1) there is no President of the College; or

(2) the President is not present within 30 minutes of the time appointed for the holding of the meeting or is unwilling to act;

a Vice-President of the College, if present, presides as chairperson of the meeting or, if a Vice-President is not present or is unwilling to act, the members present must elect any one of their number to be chairperson of the meeting.

34. Adjournment of Meeting

34.1. The chairperson may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

34.2. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

34.3. Except as provided by article 34.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

35. Voting Rights

35.1. At any general meeting of members, each member present and entitled to vote on a show of hands has 1 vote, and on a poll each member present and entitled to vote has 1 vote.

36. Power to Demand a Poll

36.1. At any general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(1) by the chairperson; or

(2) by at least 10 members, present in person or by proxy and entitled to vote.

37. Evidence of Resolutions

37.1. Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or by a particular majority or carried

unanimously or lost, and an entry to that effect in the book containing the minutes of the proceedings of the College, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

38. Conduct of Poll

38.1. If a poll is duly demanded, it must be taken in such manner and subject to article 38.2 either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.

38.2. A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.

38.3. The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

38.4. The demand for a poll may be withdrawn.

39. Casting Vote

39.1. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has a discretion both as to use of the casting vote and as to the way in which it is used.

40. Objections to Exercise of Voting Rights

40.1. An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

40.2. The objection must be referred to the chairperson of the meeting, whose decision is final.

40.3. A vote not disallowed following the objection is valid for all purposes.

PROXIES

41. Appointment of Proxy

41.1. A member may appoint 1 proxy. A proxy must be a member.

41.2. A proxy may only be appointed for a single meeting.

42. Deposit of Proxy and Attorney Instrument

42.1. An instrument appointment a proxy may not be treated as valid unless the instrument is deposited at the registered office of the College or at any other place specified for that purpose in the notice convening the meeting not less than

48 hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.

42.2. For the purpose of article 42.1, it is sufficient if the proxy is received at the registered office of the College by facsimile transmission or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile transmission.

43. Proxy Instrument to be in Writing

43.1. An instrument appointing a proxy must be in writing under the hand of the appointer.

44. Form of Proxy

44.1. An instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

AUSTRALASIAN COLLEGE OF LEGAL MEDICINE
ACN

I, of , being, a member of the College, appoint of or, in his or her absence, of as my/its proxy to vote for me/it on my/its behalf at the *annual general / *general meeting of the college to be held on (date) and at any adjournment of that meeting.

**This form is to be used *in favour of / * against the resolution.

Sign on (date).
*strike out whichever is not desired
**to be inserted if desired

44.2. The instrument appointing the proxy may provide that if the member leaves the space blank as to the person appointed as proxy, or if the person named as proxy fails to attend, the chairperson of the meeting is appointed proxy.

44.3. Notwithstanding article 44.1, an instrument of proxy must:

(1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and

(2) leave a blank space for the member to fill in the name of the person appointed as proxy.

45. Effect of Proxy Instrument

45.1. An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

45.2. Although a proxy is only for a single meeting, it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

45.3. A proxy may be revoked at any time by notice in writing to the College.

46. Voting Rights of Proxies and Attorneys

46.1. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

46.2. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:

(1) the previous death or unsoundness of mind of the principal; or

(2) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;

unless the College has received written notification of the death, unsoundness of mind or revocation at the registered office of the College before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

COUNCIL AND EXECUTIVE COMMITTEE

47. Number of Council Members

47.1. The number of the Council members must be not less than 3 no more than 12.

47.2. The College in general meeting may by resolution increase or reduce the number of Council members but the number may not be reduced below 3.

48. Council Members' Qualifications

48.1. No person may be a Council member unless that person is a member of the College.

48.2. An Honorary Fellow, Auxiliary member, Student Member or Retired Member is not eligible to be elected or appointed as a Council member.[19]

49. Constitution of the Council

49.1. The first Council members are appointed in writing by the subscribers to the memorandum and articles of association of the College.

49.2. The first Council members hold office until the termination of the first annual general meeting of the College but, subject to these articles, are eligible for election at that meeting.

49.3. At least one member of the Council shall be a member of the Dental faculty.

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[19] Article 48.2. inserted following Special Resolution passed at 2026 AGM

49.4. One member of Council shall be an Associate Member in accordance with Article 8.1. (1) and (2).

49.5. Should the Council have no members who meet the criteria of Article 49.3 and 49.4 the Council may fill either vacancy in accordance with Article 57.

49.6. No more than one Affiliate Member may be a member of Council.

50. Election of Council Members

50.1. The Council members are elected at each annual general meeting of the College.

50.2. Except for the Council members referred to in article 49.2, an elected Council member holds office until the termination of the next annual general meeting held 2 years after his or her election.

50.3. At each annual general meeting, other than the first annual general meeting, one half of the Council members for the time being or the number nearest one half as possible, must retire from office. The Council members to retire from office are those who have been in office longest since their last election, but as between persons who became Council members on the same day, those to retire shall be determined by lot, unless they otherwise agree amongst themselves.

50.4. Subject to article 45.1, a retiring Council member is eligible for re-election.

51. Nomination for Election

51.1. Each candidate for election as a Council member must:

(1) be proposed by a member; and

(2) be seconded by another member,

both of which must be current financial members of the College at the time of nomination.

51.2. No member may propose more than 1 person as a candidate but may second more than 1 nomination.

51.3. A nomination of a candidate for election as a Council member must:

(1) be in writing;

(2) be signed by the candidate; and

(3) be signed by the proposer and seconder.

51.4. A nomination of a candidate for election must be received at the registered office of the College not later than 5 p.m. on the day which is 30 days prior to the annual general meeting at which the candidate seeks election.

51.5. A list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be sent to members with the notice of the annual general meeting.

52. Election Procedure – Council Members

52.1. If the number of candidates for election as Council members is equal to or less than the number of vacancies on the Council, the chairperson of the annual general meeting must declare those candidates to be duly elected as Council members.

52.2. If the number of candidates for election as Council members is greater than the number of vacancies on the Council a ballot must be held for the election of the candidates.

52.3. If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.

52.4. At the annual general meeting each person entitled to vote and voting on the ballot must cast the number of votes equal to the number of vacancies, but no person so voting may cast more than 1 vote in favour of each candidate.

52.5. The candidates receiving the greatest number of votes cast in their favour must be declared by the chairperson of the meeting to be elected as Council members.

52.6. In the case of an equality of votes the chairperson, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, provided that if the chairperson:

(1) does not exercise a casting vote; or

(2) is one of the persons in respect of whom there is an equality of votes;

then a further ballot must be held forthwith among those persons in respect of whom there is an equality of votes.

53. Executive Committee

53.1. The office bearers of the College are:

(1) the President;

(2) the Vice-President - Academic;

(3) the Vice-President - Administrative;

(4) the Censor-in-chief;

(5) the Honorary Treasurer; and

(6) the Secretary

(7) the Immediate Past President[20].

53.2. The persons holding office from time to time under article 53.1 constitute the executive committee of the Council.

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[20] Article 53.1. amended following Special Resolution passed at 2026 AGM

54. Election at Council Meeting

54.1. The office bearers are elected at the first meeting of the Council members held after the annual general meeting at which they were elected.

54.2. The Council members present must appoint one of their number to act as chairperson of the meeting for the purpose of the election.

55. Eligibility and Nomination

55.1. Any Council member is eligible for election to each position of the office bearers except for the position of Immediate Past President, which shall be reserved for the retiring President. [19]

55.2. Each Council member standing for election as an office bearer must be proposed by another Council member.

55.3. If a Council member stands for election for more than 1 position as an office bearer, separate nominations must be received in respect of each position.

55.4. A nomination may be:

(1) in writing, received by the Secretary not less than 24 hours prior to the Council meeting at which the election is to take place and signed by the candidate and the proposer; or

(2) made orally at the meeting, provided that the candidate is present and consents to the nomination.

55.5. The Immediate Past President term is limited to the duration of the current President and should be confirmed by a majority vote of Council.[19]

55.6. The maximum terms stated 55A should be adhered to where practical.

55A. Maximum Terms[21]

55A.1. The President should serve a maximum of one term of three years.

55A.2. All other Executive Committee Office Bearers should serve an initial maximum of three years, except for the Immediate Past President whose maximum term is limited to 55.5.

55A.3. If a successor is not available at the expiry of the maximum term, the Council may vote to override articles 55A.1-55A.2.

56. Election Procedure – Office Bearers

56.1. The election of the office bearers is held in the order in which the positions are listed in article 53.1.

56.2. If there is only 1 candidate for election to any position of office bearer that person is deemed elected to that position.

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[21] Article 55A inserted following Special Resolution passed at 2026 AGM

56.3. If there is more than 1 candidate for election to any position of office bearer a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.

56.4. In the case of an equality of votes in respect of any position a further ballot must be held forthwith but if there is still an equality of votes the successful candidate must be determined by lot.

56.5. If a Council member is elected to a position as office bearer, his or her nomination, if any, for any other position is deemed to have been withdrawn upon such election and prior to the election held in respect of such other position or positions.

56.6. Subject to this article 56, a ballot is conducted in such manner as the Council members determine.

GENERAL PROVISIONS AS TO COUNCIL MEMBERSHIP

57. Casual Vacancies and Additional Council Members

57.1. The College in general meeting may by resolution and the Council may at any time appoint any person qualified to be a Council member under article 48.1, either to fill a casual vacancy or as an addition to the existing Council members, but so that the total number of Council members does not at any time exceed the number fixed in accordance with these articles.

57.2. A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

58. Insufficient Council Members

58.1. In the event of a vacancy or vacancies in the office of a Council member or offices of Council members, the remaining Council members may act, but if the number of remaining Council members is not sufficient to constitute a quorum at a meeting of the Council, they may act only for the purpose of increasing the number of Council members to a number sufficient to constitute such a quorum or to convene a general meeting of the College.

59. Resignation of Council Member

59.1. Any Council member may retire from office upon giving notice in writing to the College of his or her intention to do so.

60. Removal of Council Members

60.1. Subject to the provisions of these articles and the Law, the College may by resolution passed at any general meeting remove any Council member and may appoint another person in his or her stead.

61. Vacation of Office of Council Member

61.1. In addition to the circumstances in which the office of a Council member becomes vacant by virtue of the Law, the office of a Council member becomes vacant if the Council member:

(1) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(2) is absent from 3 consecutive meetings of the Council without the prior leave of the Council or, where no leave is granted, the Council is not satisfied that such absence was justified in all the circumstances;

(3) ceases to be qualified as a Council member in accordance with article 48.1 or

(4) holds any office of profit under the College.

62. Remuneration and Expenses of Council Members

62.1. No Council member may receive any remuneration for his or her services in his or her capacity as a Council member of the College.

62.2. Despite article 62.1, Council members may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Council members or any committee of the College or general meetings of the College or otherwise in connection with the business of the College.

ALTERNATE COUNCIL MEMBERS

63. Power to Appoint

63.1. A Council member may appoint another Council member to act as an alternate Council member in place of the appointer whenever the appointer is unable to act personally by reason of illness, absence or any other cause and may do so for a period of no longer than 3 months or for such longer period as the Council allows.

64. Rights and Powers of Alternative Council Member

64.1. An alternate Council member is entitled to notice of meetings of the Council members and, if the appointer is not present at such a meeting, is entitled to attend and vote in his or her stead.

64.2. An alternate Council member may exercise any powers that the appointer may exercise and the exercise of any power by the alternate Council member is deemed to be the exercise of the power by the appointer.

64.3. An alternate Council member is not taken into account for the purpose of article 47.1.

65. Suspension or Revocation of Appointment

65.1. A Council member may revoke or suspend the appointment of an alternate Council member appointed by him or her.

65.2. The Council may suspend or remove an alternate Council member by resolution after giving the appointer reasonable notice of its intention to do so.

66. Form of Appointment, Suspension or Revocation

66.1. Every appointment, revocation or suspension under articles 63 or 65.1 must be made by notice in writing signed by the Council member making it.

66.2. The notice may be given by facsimile.

67. Termination of Appointment

67.1. The appointment of an alternate Council member automatically terminates:

(1) if the Council member for whom the alternate Council member acts as alternate ceases to hold office as Council member;

(2) on the happening in respect of the alternate Council member of any event which causes a Council member to vacate the office of Council member; or

(3) if by writing left at the registered office of the College, the alternate Council member resigns from the appointment.

68. Power to Act as Alternate for More than 1 Council Member

68.1. A Council member may act as alternate Council member to represent more than 1 Council member.

EXECUTIVE OFFICER

69. Power to Appoint

69.1. The Council may appoint any person, not being a Council member, to the position of executive officer for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

70. Not a Member of the Council

70.1. The executive officer is not a member of the council of the College but may attend meetings of the Council except where the Council otherwise requests.

71. Temporary Appointments

71.1. If an executive officer becomes incapable of acting in that capacity the Council may appoint any other person, not being a Council member, to act temporarily as executive officer.

72. Powers of Executive Officer

72.1. The Council may, upon such term and conditions and with such restrictions as it thinks fit, confer upon an executive officer any of the powers exercisable by it.

72.2. Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Council.

72.3. The Council may at any time withdraw or vary any of the powers so conferred on an executive officer.

73. Remuneration of Executive Officer

73.1. Subject to the Law and to the provisions of any contract between the College and an executive officer, the remuneration of the executive officer is fixed by the Council.

POWERS AND DUTIES OF COUNCIL

74. General Business Management

74.1. Subject to the Law and to any other provision of these articles, the business of the College is managed by the Council, who may exercise all powers of the College which are not, by the Law or by these articles, required to be exercised by the College in general meeting.

74.2. No article made or resolution passed by the College in general meeting can invalidate any prior act of the Council which would have been valid if that article or resolution had not been made or passed.

75. Borrowing Powers

75.1. Without limiting the generality or article 74.1, the Council may exercise all the powers of the College to borrow money, to charge any property or business of the College and to issue debentures or give any other security for a debt, liability or obligation of the College or of any other person.

75.2. If the College borrows money from any member, the maximum rate of interest payable by the College is 10% per annum.

76. Negotiable Instruments

76.1. All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the College may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Council members or by 1 Council member and 1 other person so authorised by the Council or in such other manner as the Council determines from time to time.

77. Appointment of Attorney

77.1. The Council may appoint any person or persons to be the attorney or attorneys of the College for the purposes, with the powers, authorities and discretions (being

powers, authorities and discretions vested in or exercisable by the Council), for the period and subject to the conditions it thinks fit.

77.2. Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Council thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

PROCEEDINGS OF COUNCIL

78. Meetings of Council

78.1. The Council may meet together for the despatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

78.2. The minutes of any meeting of the Council must state the method of meeting and the persons present.

79. Convening of Meeting

79.1. A Council member may at any time, and a Secretary must on the requisition of a Council member, convene a meeting of the Council.

80. Notice of Meeting

80.1. Not less than 48 hours notice of every Council meeting must be given to each Council member and alternate Council member except that it is not necessary to give notice of a meeting of the Council to any Council member who:

(1) has been given special leave of absence; or

(2) Is absent from Australia and New Zealand and has not left a facsimile number or an alternative address at which he or she may be given notice.

80.2. Any notice of a meeting of the Council may be given in writing or orally, and whether by facsimile, telephone or any other means of communication.

81. Quorum

81.1. At a meeting of the Council, the number of Council members whose presence is necessary to constitute a quorum is 3 Council members entitled to vote or such greater number as is determined by the Council members. An alternate Council member is counted in a quorum at a meeting at which the Council member who appointed the alternate is not present (so long as the alternate is, under the Law, entitled to vote).

82. Chairperson at Council Meetings

82.1. The President is the chairperson of all meetings of the Council.

82.2. At a meeting of the Council if:

(1) no President has been elected as provided by article 53, or

(2) the President is not present within 10 minutes of the time appointed for the holding of the meeting or is unwilling to act;

a Vice-President shall be the chairperson of the meeting, but if:

(3) no Vice-Presidents have been elected as provided by article 54; or

(4) no Vice-President is present within 10 minutes of the time appointed for the holding of the meeting or is unwilling to act;

the Council members present may elect one of their number to be chairperson of the meeting.

83. Voting

83.1. Subject to these articles, questions arising at a meeting of the Council are decided by a majority of votes of Council members present and voting and any such decision is for all purposes deemed a decision of the Council.

83.2. In case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

83.3. A person who is an alternate Council member is entitled (in addition to his or her own vote if he or she is a Council member) to 1 vote on behalf of each Council member whom he or she represents as an alternate Council member at the meeting and who is not present at the meeting.

84. Teleconference Meeting of Council Members

84.1. For the purpose of these articles the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("**telecommunication meeting**") of a number of the Council members not less than a quorum is deemed to constitute a meeting of the Council members. All the provisions of these articles relating to a meeting of the Council apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this article 84.1. The following provisions apply to a telecommunication meeting:

(1) all the Council members for the time being entitled to receive notice of a meeting of the Council (including any alternate Council member) are entitled to notice of a telecommunication meeting;

(2) all the Council members participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(3) notice of the meeting may be given on the telephone or other electronic means;

(4) each of the Council members taking part in the meeting must be able to hear and be heard by each of the other Council members taking part at the

commencement of the meeting and each Council member so taking part is deemed for the purposes of these articles to be present at the meeting; and

(5) at the commencement of the meeting each Council member must announce his or her presence to all the other Council members taking part in the meeting.

84.2. If the Secretary is not present at a telecommunication meeting, one of the Council members present must take minutes of the meeting.

84.3. A Council member may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that Council member has previously notified the chairperson of the meeting.

84.4. A Council member is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Council member has previously obtained the express consent of the chairperson to leave the meeting.

84.5. A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson of the meeting.

85. Circulated Resolutions

85.1. If all the Council members at that time present in Australia and New Zealand and any Council member absent from Australia or New Zealand who has left a facsimile number at which he or she may be given notice have signed a document containing a statement that they are in favour of a resolution of the Council in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Council held on the day on which the document was signed at the time at which the document was last signed by a Council member or, if the Council members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Council member.

85.2. For the purposes of article 85.1, 2 or more separate documents containing statements in identical terms each of which is signed by one or more Council members are deemed together to constitute one document containing a statement in those terms signed by those Council members on the respective days on which they signed the separate documents.

85.3. A reference in article 85.1 to all the Council members does not include a reference to a Council member who, at a meeting of Council members, would not be entitled to vote on the resolution.

85.4. Every resolution passed under article 85.1 must be soon as practicable be entered in the minutes of the Council meetings.

85.5. A facsimile or similar means of communication addressed to or received by the College and purporting to be signed by a Council member for the purpose of

these articles is deemed to be a document in writing signed by that Council member.

86. Committees of Council Members

86.1. The Council may delegate any of its powers to:

(1) the executive committee; and

(2) other committees consisting of those Council members it thinks fit;

and may revoke the delegation.

86.1A.[22](1) Notwithstanding 86.1 (2), if there are insufficient Council members to serve on committees that the Council requires from time to time, the Council may choose members of the College (non-Council members) to serve on committees.

(2) If members of the College are chosen, they must be financial members of any College category, cannot be the Chair of the committee who must be a Council member and at least one other Council member must be part of the committee.

86.2. Any committee formed under article 86.1 must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Council.

86.3. Otherwise the meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in these articles regulating the meetings and proceedings of the Council.

86.4. The Council may establish any local councils or agencies for managing any of the affairs of the College in any specified locality and may appoint any persons to be members of the local council or any managers or agents and may fix their remuneration.

87. Regional Branches and Administration

87.1. The Council may provide for the management and administration of the affairs of the College in any specified region or locality in the manner it thinks fit.

87.2. Without limiting the operation of article 87.1, the Council may:

(1) establish any regional or local committees or branches;

(2) appoint any members of the College or any nominated representative of a corporate member to be a member of the local committee or branch;

(3) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Council members; and

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[22] Article 86.1A inserted following Special Resolution passed at 2020 AGM

(4) authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.

(5) A local committee or branch may remove any person appointed under article 87.2(3) and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation is affected by it.

88. Validation of Acts of Council

88.1. All acts done at any meeting of the Council or of a committee of Council members or by any person acting as a Council member are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a Council member and was entitled to vote.

COUNCIL MEMBERS' INTERESTS

89. Prohibition of Being Present or Voting

89.1. Except to the extent permitted by the Law, a Council member who has a material personal interest in a matter that is being considered at a meeting of the Council:

(1) must not be counted in a quorum;

(2) must not vote on the matter; and

(3) must not be present while the matter is being considered at the meeting.

89.2. If a Council member who has a material personal interest in a matter that is being considered at a meeting of the Council is not prohibited by the Law from being present at the meeting and voting, the Council member may be present, be counted in the quorum and may be heard but may not vote on the matter.

90. Existence of Interest

90.1. A Council member may not hold any other office or place or profit under the College in conjunction with the office of Council member.

90.2. A Council member may, to the extent permitted by the Law:

(1) enter into contracts or arrangements or have dealings with the College either as vendor, purchaser, mortgagee or otherwise; or

(2) be interested in any contract, operation, undertaking or business entered into undertaken or assisted by the College or in which the College is or may be interested.

90.3. The Council member is not by virtue of his or her entering into any relationship or transaction referred to in article 90.2:

(1) disqualified from the office of Council member; or

(2) liable to account to the College for any profit arising from the relationship or transaction by reason of being a Council member of the College or of the fiduciary relationship between the Council member and the College.

90.4. For the purpose of this article 90, "College" includes any subsidiary of the College and any other college in which the College or any subsidiary of the College is or becomes a shareholder or is otherwise interested.

91. Disclosure of Interest

91.1. The nature of the Council member's interest as referred to in article 90.2 must be disclosed by the Council member before or at the meeting of the Council at which the question of entering into the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Council after the Council member becomes so interested.

91.2. It is the duty of a Council member of the College who is in any way whether directly or indirectly interested in a contract or proposed contract with the College to declare the nature of his or her interest in accordance with the provisions of the Law.

91.3. It is the duty of a Council member of the College who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Council member to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Law.

INADVERTENT OMISSIONS

92. Formalities Omitted

92.1. If some formality required by these articles is inadvertently omitted or is not carried out, the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the Council that the omission has directly prejudiced any fellow financially. The decision of the Council is final and binding on all members.

MINUTES

93. Minutes to be Kept

93.1. The Council must carry out the obligations imposed on the College by the Law to cause:

(1) minutes of all proceedings of general meetings and of meetings of the Council to be entered, within 1 month after the relevant meeting is held, in books kept for that purpose; and

(2) those minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

93.2. Without limiting article 93.1, the Council members must cause minutes to be made of:

(1) all appointments of officers and servants;

(2) the names of the Council members and alternate Council members present at all meetings of the Council and the College; and

(3) of the method by which a meeting of the Council was held.

SEAL

94. College Seal

94.1. The Council must provide for the safe custody of the seal.

94.2. The seal of the College may not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of Council members duly authorised by the Council.

94.3. Every instrument to which the seal is affixed must be signed by at least 1 Council member and countersigned by another Council member, a secretary or another person appointed by the Council members to countersign that document or a class of documents in which that document is included.

95. Affixing of Seal by Interested Council Member

95.1. A Council member may sign or countersign as Council member any instrument to which the common seal of the College is affixed including any instrument which relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of these articles as to the affixing of the common seal despite his or her interest.

ACCOUNTS, AUDIT AND RECORDS

96. Accounts

96.1. The Council must cause proper accounting and other records to be kept in accordance with the Law.

96.2. The Council must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Law.

97. Audit

97.1. A registered company auditor must be appointed.

97.2. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

98. Rights of Inspection

98.1. Subject to the law and the memorandum of association, the Council 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 College or any of them are open to the inspection of members other than Council members, and a member other than a Council member does not have the right to inspect any document of the College except as provided by law or authorised by the Council or by the College in general meeting.

AMENDMENT OF ARTICLES OF ASSOCIATION

99. Amendment by Special Resolution

99.1. Subject to the Law, the College may only alter its articles of association by passing a special resolution at a general meeting of which at least 21 days notice has been given specifying the intention to propose the resolution as a special resolution.

NOTICES

100. Service of Notices

100.1. A notice may be given by the College to any member either by serving it on the member or nominated representative personally or by sending it by post or facsimile transmission to the member at the address shown in the Register or the address or facsimile number supplied by the member to the College for the giving of notices.

101. Method of Service

101.1. If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to be effected on the next business day after the date of its posting.

101.2. If a notice is sent by facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the College for that purpose and to be effected on the next business day after the date of its transmission unless:

(1) the College's facsimile machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent; or

(2) the addressee notifies the College immediately that the notice was not fully received in a legible form.

101.3. For the purpose of this article "business day" means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where the College has its registered office.

102. Persons Entitled to Notice of General Meeting

102.1. Notice of every general meeting must be given in the manner authorised by articles 100 and 101 to:

(1) every member; and

(2) the auditor for the time being of the College.

102.2. No other person is entitled to receive notice of general meetings.

RULES

103. By-laws, Rules and Regulations

103.1. The Council shall have power from time to time to make such by-laws, rules and regulations as in the opinion of the Council are necessary and desirable for the proper control, administration and management of the College's operations, finances, interests, effects and property and for the contributions, duties, obligations and responsibilities of the members.

103.2. Notwithstanding article 103.1, the College in general meeting may amend or repeal any of the by-laws or rules and regulations made by the Council.

103.3. By-laws and rules and regulations must:-

(1) be subject to the Memorandum of Association and these Articles;

(2) not be inconsistent with any provision contained in the Memorandum of Association of these Articles; and

(3) be binding on all members and the Council and have the same effect as these Articles.

INDEMNITY AND INSURANCE

104. Indemnity

104.1. To the extent permitted by the Law, the College indemnities:

(1) every person who is or has been an officer of the College; and

(2) where the Council considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the College;

against any liability incurred by that person in his or her capacity as an officer of the College or of the related body corporate (as the case may be):

(3) to any other person (other than the College or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and

(4) for costs and expenses:

(a) in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; and

(b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

105. Insurance

105.1. The College may, where the Council considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the College against any of the following liabilities incurred by the person as such an officer, namely:

(1) any liability which does not arise out of conduct involving:

(a) a wilful breach of duty in relation to the College; or

(b) without limiting article 105.1(1)(a), a contravention of subsection 232(5) or (6) of the Law; and

(2) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in article 105.1(a).

105.2. In the case of a Council member, any premium paid pursuant to this article is paid in addition to expenses paid to that Council member by the College pursuant to these articles.

106. Council member Voting on Contract of Insurance

106.1. Despite anything in these articles, a Council member is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Council member against a liability incurred by the Council member as an officer of the College or of a related body corporate.

107. Meaning of "Officer"

107.1. For the purposes of articles 104, 105 and 106, "officer" means a Council member or executive officer.

WINDING UP

108. Winding Up

108.1. The provisions of clause 7 of the memorandum of association relating to the winding up or dissolution of the College have effect and must be observed if they were repeated in these articles.

SIGNING

109. Signing

109.1. The persons whose names are written below are the subscribers to the memorandum of association of the College and agree to these articles of association.

Name of Subscriber to Memorandum	Signature of Subscriber	Signature and Name, Address and Occupation of Witness to Signature
Maurice Jeffrey Wallin		Signature JOHN CHARLES WHITE Full Name 21B NAPIER ST STRATHMORE 3041 Address Registered MEDICAL PRACTITIONER Occupation
Roy Gary Beran		 Signature R.B. THOMPKINS Full Name 11, WINNS ROAD, BLACKWOOD, 5051, SOUTH AUSTRALIA Address REGISTERED MEDICAL PRACTITIONER Occupation
Gary George Sturdy		Signature JOHN CHARLES WHITE Full Name 21B NAPIER ST STRATHMORE Address 3041 Registered MEDICAL PRACTITIONER Occupation

Noel Robert McCleave 

Signature

Stuart Galbraith Anderson

Full Name

30A Carrington St

Address

Summer Hill 2130

Registered Medical Practitioner

Occupation

Maura Bernadette McGill

Signature

SEAN CHARLES CURTIS

Full Name

21 NAPIER ST STRATHMORE 3041

Address

Registered MEDICAL PRACTITIONER

Occupation

David John Gorman

Signature

ANTHONY F MOYNIHAN

Full Name

LEIEL 4/115 GOULBURN ST SURRY HILLS

Address 2010

Registered Medical Practitioner.

Occupation

Raymond James Burn

Signature

SUSAN JENNINGS

Full Name

4/157 GOULBURN ST

Address SURRY HILLS 2010

Registered Medical Practitioner

Occupation