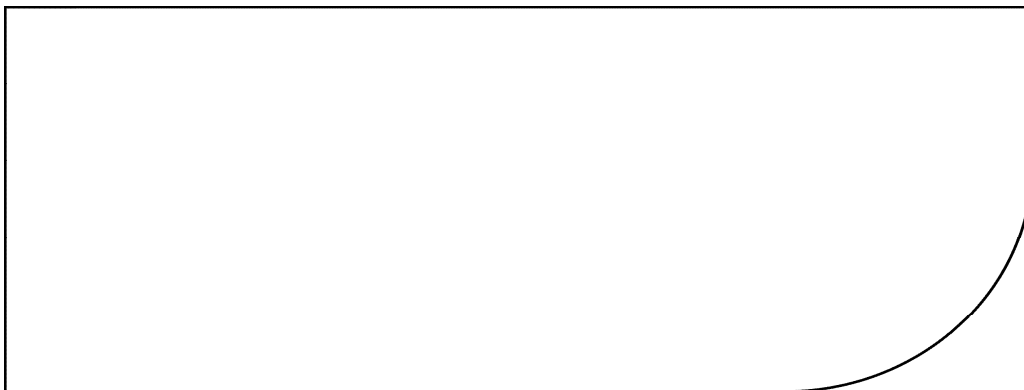


**Board Matters Legal**

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**Corporations Act 2001  
A Public Company Limited by Guarantee  
Constitution  
Asia-Pacific Academic Consortium for Public Health  
ACN116 113 038**



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## 1. Nature of APACPH

- 1.1. APACPH is a public company limited by guarantee.
- 1.2. The liability of the Members is limited. Every Member undertakes to contribute \$10 (AUD) to the assets of APACPH if it is wound up while they are a Member, or within one year afterwards.
- 1.3. The governance structure of APACPH comprises:
  - 1.3.1. The General Assembly, which is comprised of the Representatives of the Members of APACPH acting in general meeting, and which has primary policy making power in APACPH (see clause 7);
  - 1.3.2. The Executive Board, which is comprised of a number of Directors (who are also directors for the purposes of the Act) being the Office Bearers elected by the General Assembly and a number of other persons who, ex officio, become part of the Executive Board (see clause 9), and which body is subject to the overarching policies and directives of the General Assembly (see clauses 7.2 and 7.3);
  - 1.3.3. The Executive Officer, who is the employed delegate of the Executive Board, appointed to carry out such functions as directed from time to time by the Executive Board.

## 2. Objects

- 2.1. The objects of APACPH are:
  - 2.1.1. To encourage and support the achievement of the following objectives through its member institutions:
    - a) To enhance the quality and relevance of educational and training programmes in public health;
    - b) To expand knowledge, improve skills and demonstrate effective interventions;
    - c) To raise awareness, of current, emerging, and re-emerging public health issues and develop programmes of action for their resolution;
    - d) To enhance the capacity and sustainability of public health systems;
    - e) To assist in policy and leadership development for health;
  - 2.1.2. to raise money to further the aims of APACPH and to secure sufficient funds for the purposes of APACPH;

2.1.3. to receive any funds and to distribute these funds in a manner that best attains the objects of APACPH; and

2.1.4. to do all such things as are incidental or conducive to the attainment of all or any of the objects of APACPH.

### **3. Members and Associates**

#### **Who is Eligible**

3.1. The Members of the Company are:

3.1.1. the initial Members as identified in the application for incorporation of the Company to the Australian Securities and Investments Commission; and

3.1.2. such other Qualifying Institutions as are admitted to membership in accordance with this Constitution.

3.2. The Company may confer Associate status, with such rights as are determined from time to time by the Executive Board (provided that Associates shall not under any circumstances have the right to vote at meetings of the Company), on applicants for any of the following categories of Associateship:

3.2.1. General Associateship, which is open to:

a) Institutions; and

b) Qualifying Natural Persons,

that fulfil such requirements for admission to General Associateship status as are from time to time determined by the Executive Board; and

3.2.2. Personal Emeritus Associateship, which is open to natural persons who are admitted to this class of Associateship in accordance with this Constitution.

#### **Becoming a Member or Associate**

3.3. The following provisions apply to applications for admission to Membership or General Associateship:

3.3.1. an applicant must fulfil the requirements of this Constitution in respect of the class of Membership or Associateship for which they are applying;

3.3.2. an application must be in writing in the form required by the Executive Board;

3.3.3. an application for Membership must be supported, in the manner required by the Executive Board, by an existing Member:

- 3.3.4. an applicant for Membership must co-operate in a site visit by representatives of the Executive Board if required by the Executive Board prior to putting the application to the General Assembly for consideration;
  - 3.3.5. an application for General Associateship must fulfil such other requirements as are, from time to time determined by the Executive Board; and
  - 3.3.6. once each of the relevant requirements set out above is satisfied, the application shall be presented to the next meeting of the General Assembly for consideration.
- 3.4. When an application is presented to the General Assembly in accordance with clause 3.3:
- 3.4.1. the General Assembly must consider the application to determine, in their discretion, whether to accept or reject of the application;
  - 3.4.2. the General Assembly does not have to give reasons for rejecting an application;
  - 3.4.3. the Executive Board (or its nominee) shall promptly notify the applicant in writing of the outcome of their application; and
  - 3.4.4. the Secretary shall cause the appropriate details to be entered in the Register.
- 3.5. A person shall be admitted as a Personal Emeritus Associate for life, or such other period as determined by resolution of the General Assembly, if:
- 3.5.1. 2 Members apply in writing to the General Assembly, nominating the person for admission as a Personal Emeritus Associate, supporting the nomination with written reasons for the grounds of the nomination;
  - 3.5.2. The person has served on the General Assembly for at least 4 years (or in special circumstances, such lesser time as the General Assembly considers sufficient);
  - 3.5.3. The person continues to support in good faith the objects of APACPH; and
  - 3.5.4. The General Assembly considers that the person has demonstrated exemplary service to APACPH and so resolves by ordinary resolution of the General Assembly to admit them as an Emeritus Personal Associate.

### **Ongoing Member Obligations and Rights**

- 3.6. Upon admission to Membership or Associateship, the Member or Associate agrees to be bound by the provisions of this Constitution.
- 3.7. For so long as the Member or Associate pays the applicable annual subscription fees determined in accordance with the provisions of clause 4, the Member or

Associate shall enjoy the rights and privileges of the relevant class of Membership under this Constitution and the Act.

3.8. Members have the following rights:

3.8.1. The right to receive all notices of meetings of the General Assembly and of the company;

3.8.2. The right to be represented at all meetings of the General Assembly and of the company by the Member's Representative;

3.8.3. The right for their Representative to be heard and to vote at all meetings of the General Assembly and of the company; and

3.8.4. The right to nominate their Representative to stand for election to the Executive Board.

3.9. Associates shall have the rights to receive all notices of meetings of the General Assembly and of the company, but, notwithstanding any other provision, unless determined otherwise from time to time by resolution of the General Assembly, Associates shall not have any of the rights to:

3.9.1. attend, be heard or vote at meetings of the General Assembly or the company; or

3.9.2. nominate or stand for election to the Executive Board, unless they do so as the Representative of a Member (see clause 3.8(d)).

### **Register of Members**

3.10. A Register of the Members must be kept in accordance with the Act.

3.11. The following details must be entered and kept current (subject to clause 3.12) in the Register in respect of each Member:

3.11.1. the full name and contact details of the Member;

3.11.2. in the case of an Institutional Member the ACN or equivalent identifier of the Member and the full name, address and facsimile number, if any, of representative; and

3.11.3. the category of membership;

3.11.4. the date of admission to and cessation of membership; and

3.11.5. such other information as the Board requires.

3.12. Each Member must notify the Secretary in writing of any change in that person's name, address, telephone or facsimile number promptly after the change.

## 4. Application fee and annual subscription

### Emeritus Personal Associates

- 4.1. Notwithstanding any other provision, no application or annual fees shall be payable at any time by persons admitted to the status of Emeritus Personal Associate.

### Annual subscription

- 4.2. The annual subscription fee payable for a class of Membership or General Associateship shall be determined by resolution of the General Assembly, passed upon a recommendation from the Executive Board.
- 4.3. The General Assembly may by resolution agree to accept payment of part or the entire annual fee for a specific Member, or group of Members, by in-kind contribution to an equivalent value to the payment required. In such cases:
- 4.3.1. the Executive Board is empowered and authorised to determine, in its sole and absolute discretion, the adequacy of the Member's in-kind contribution to meet the Member's financial obligation; and
- 4.3.2. the Executive Board shall report at each meeting of the General Assembly on all in-kind contributions made, accepted and refused in this respect.
- 4.4. All annual subscriptions are due and payable in advance on 1 January in each year or such other date as the Executive Board determines from time to time.
- 4.5. If a person applies for Membership or Associateship after the due date in any year, the Executive Board may reduce the annual subscription payable by the applicant in such manner as they think fit, provided that they have notified the General Assembly of the intention to do so when submitting the relevant application for Membership or Associateship.
- 4.6. No part of any annual subscriptions shall be refundable to a Member or General Associate who ceases to be a Member in accordance with this Constitution, unless the Executive Board in its discretion determines otherwise.

### Unpaid annual subscriptions

- 4.7. If the annual subscription of a Member remains unpaid for 3 months after it becomes payable (and they have not expressly resigned as a Member):
- 4.7.1. the Member ceases to be entitled to the rights and privileges of membership;
- 4.7.2. the Secretary may, if directed by the Executive Board, give a written notice of request (in this clause called a "**Payment Request**") to the Member requesting immediate payment of the outstanding amount
- 4.7.3. the Member remains liable for all of the obligations and liabilities of membership for 36 months after the Payment Request is given;



- 4.7.4. if the arrears are paid within 36 months of the Payment Request, the rights and privileges of membership shall be reinstated; and
- 4.7.5. if the arrears are not paid within 36 months of the Payment Request, upon expiry of the 36 month period, subject to clause 4.8, the Member ceases to be a Member and their name must be removed from the Register.
- 4.8. After considering relevant circumstances, the Executive Board may by resolution extend the 36 month period referred to in clause 4.7 within which a Member may pay the arrears without termination of their membership.

## **5. Removal and cessation of membership or associateship**

### **Failure to pay**

- 5.1. A Member or General Associate may be removed in accordance with clauses 4.7 and 4.8 for non-payment of annual subscriptions.

### **Resignation**

- 5.2. A Member or Associate may resign from membership of APACPH by giving written notice to the Secretary, and the resignation shall take effect from the date of receipt of the notice of resignation or such later date as may be stated in the notice.

### **Removal from Membership or Associateship**

- 5.3. A Member may be removed by ordinary resolution of the General Assembly, provided that the following provisions have first been fulfilled:
- 5.3.1. a majority of the Executive Board must agree that the Member or Associate is no longer considered suitable to be a Member or Associate of APACPH; and
- 5.3.2. in the case of a Member:
- (a) the Executive Board must first give at least 3 months' written notice to the Member or Associate of the intention to terminate their membership,
  - (b) the Member must be invited, in the written notice, to provide to the Executive Board any written representations which the Member wishes the General Assembly to consider;
  - (c) if the Member makes written representations, and requests that they be notified to the General Assembly, in sufficient time before the notices of meeting of the General Assembly are sent, the Executive Board must ensure that a copy of the representations is included in the notices calling the meeting of the General Assembly;

- (d) if copies of the representations have not been included in the notices of meeting, for any reason, the Member may require the representations to be read out at the meeting of the General Assembly; and
- (e) whether or not representations have been circulated or read, the Member must be given a full and fair opportunity to address the General Assembly.

### **Other cessation of membership**

- 5.4. An Associate who is a natural person ceases to be an Associate:
  - 5.4.1. on the death of the person; or
  - 5.4.2. on the bankruptcy of the person; or
- 5.5. A Member ceases to be a Member, and an Associate ceases to be an Associate, if:
  - 5.5.1. the Member or Associate (as the case may be) is wound up or is otherwise dissolved, deregistered or otherwise ceases to exist; or
  - 5.5.2. the Member or Associate (as the case may be) is insolvent.

## **6. No profits for members**

### **Transfer of income or property**

- 6.1. Subject to clause 6.2, all of the assets and income of APACPH shall be applied solely in the furtherance of the objects of APACPH and no portion shall be distributed directly or indirectly to any Member or Associate.

### **Payments, services and information**

- 6.2. Nothing in clause 6.1 prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:
  - 6.2.1. Remuneration payable to an employee of APACPH, who is also a Member or Associate, for services actually rendered to APACPH;
  - 6.2.2. goods or services actually supplied to APACPH by a Member or Associate in the ordinary and usual course of the Member's or Associate's business.

## **7. General meetings (General Assembly)**

### **Authority and powers of General Assembly**

- 7.1. The expression "General Assembly" means a duly constituted meeting of the voting Members of APACPH, being the paid up Members, who are present and voting through their Representatives. For the avoidance of doubt, the expression

“General Assembly” is regarded as being equivalent to the expressions “general meeting” and “meeting of the company” and other such expressions in the Act.

- 7.2. The General Assembly shall be the primary policy-making body of APACPH, and may, by resolution, make policies or issue directives with respect to all such matters as the General Assembly in its sole and absolute discretion determines, and the Executive Board must, subject to clause 7.3, comply with all such policies and directives.
- 7.3. The Executive Board may refuse or decline to comply with a policy or directive of the General Assembly where the Executive Board, by resolution, determines that to do so would place any Director in a position of breaching their legal duties under the Act or the law generally. In all such cases, the Executive Board must:
  - 7.3.1. promptly notify the General Assembly of the resolution of the Executive Board; and
  - 7.3.2. convene a meeting of the General Assembly to discuss and, if appropriate revoke or modify the relevant policy or directive by resolution of the General Assembly.
- 7.4. The General Assembly shall meet at least once in each calendar year (the annual general meeting).
- 7.5. In addition, the President or any 2 other members of the Executive Board may at any time request the Secretary to convene a meeting of the General Assembly, and the Secretary must comply with all such requests.
- 7.6. The Executive Board must call and arrange to hold a general meeting of the Members if required to do so by Members entitled to at least 5% of the total votes of the Members.
- 7.7. A general meeting may be called or held using any technology consented to by all the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting.

### **Notice of meeting of the General Assembly**

- 7.8. Notice of a meeting of the General Assembly (including the annual general meeting):
  - 7.8.1. Must be given at least 2 months prior to the relevant meeting;
  - 7.8.2. may be given by any form of communication permitted by the Act; and
  - 7.8.3. must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Act.

- 7.9. The accidental omission to give notice of any general meeting to, or the non receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

### **Quorum at meetings of the General Assembly**

- 7.10. A quorum for the purposes of a meeting of the General Assembly shall be 25% (rounded up to the nearest whole number) of the total number of paid-up Members of APACPH at the relevant time, who are present personally (through their Representative) or by proxy.
- 7.11. If a quorum is not present within one hour from the time appointed for the meeting or a longer period allowed by the chair:
- 7.11.1. if the meeting was convened by or on the requisition of Members, it must be dissolved; or
- 7.11.2. in any other case it must stand adjourned to the time and place determined by the Executive Board notified within 7 days to the Members.
- 7.12. If a meeting has been adjourned to another time and place determined by the Executive Board, then notwithstanding any other provision, not less than 2 months' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.
- 7.13. If, at the adjourned meeting a quorum is not present within one hour after the time appointed for the meeting, the meeting must be dissolved.

### **Appointment of chair and powers of chair**

- 7.14. The President or, in his/her absence, the President-Elect, shall preside as chair at every meeting of the General Assembly.
- 7.15. If neither the President nor President-Elect is present within 30 minutes of the time nominated for the meeting to start, the Members who are present and entitled to vote at the meeting shall select one of their number to chair the meeting.
- 7.16. The chair of a general meeting may, in his/her discretion, expel any person from a general meeting if the chair reasonably considers that the person's conduct is inappropriate.

### **Casting Vote of Chair**

- 7.17. The chair of a general meeting is entitled to a second or casting vote on all resolutions, whether by show of hands or on a poll (see clauses 7.18 and 7.21).

### **Adjournment of meetings**

- 7.18. The chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.

- 7.19. The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.20. 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.
- 7.21. When a meeting is adjourned for less than 30 days, it is not necessary to give a further notice of the adjourned meeting.

### **How resolutions are passed at General Assembly**

- 7.22. All resolutions of a meeting of the General Assembly shall be decided on a show of hands unless a poll is demanded in accordance with this Constitution.
- 7.23. An ordinary resolution of a meeting of the General Assembly requires the support of two-thirds of the votes properly cast at the meeting, and a special resolution requires the support of three-quarters of the votes properly cast at the meeting.

### **Counting votes on show of hands and on a poll**

- 7.24. On a show of hands, every Representative of a Member has one vote.
- 7.25. A poll may be demanded in respect of a resolution at a general meeting:
  - 7.25.1. by the chair; or
  - 7.25.2. by at least 5 Members present and entitled to vote on the resolution:
    - (a) before the vote on that resolution is taken;
    - (b) before the result is declared on a show of hands; or
    - (c) immediately after the result is declared on a show of hands.
- 7.26. On a poll every Member present in person (through their Representative) or by proxy has one vote.
- 7.27. If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chair or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.28. A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

## **8. Proxies**

### **Proxies and representatives of Members**

- 8.1. At meetings of Members, each Member entitled to vote may vote in person (through their Representative) or by proxy.

- 8.2. A person attending as a proxy of a Member shall be deemed to have all the powers of the relevant Member, except where expressly stated to the contrary in this Constitution or the Act.

### **Appointment of proxies**

- 8.3. A Member may appoint a natural person who is either an Associate or is a Representative of another Member as their proxy to attend and vote in their place at a general meeting.
- 8.4. The proxy must be appointed in writing, in the form from time to time required by the Executive Board, and signed by the Member appointing the proxy.
- 8.5. If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

### **Verification of proxies**

- 8.6. Notwithstanding any other provision, a proxy shall be deemed to be invalid unless the following provisions are fulfilled:
- 8.6.1. each Member appointing a proxy must send or deliver to APACPH, for receipt at least 24 hours before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote, the following:
- (a) the document appointing the proxy; and
  - (b) if the appointment is signed by the Member's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 8.6.2. The required documents must be either sent or delivered to APACPH 's office address, fax number or electronic address specified for that purpose in the notice convening the meeting

### **Revocation of appointment of proxy**

- 8.7. A vote given in accordance with the terms of a proxy document or power of attorney is valid despite:
- 8.7.1. the death or unsoundness of mind of the appointor; or

8.7.2. the revocation of the instrument or of the authority under which the instrument was executed,

except where the Secretary has been notified in writing of such event before the commencement of the meeting or adjourned meeting at which the proxy is used, in which case the proxy shall be deemed to be invalid.

## **9. Appointment and retirement of Executive Board**

### **Initial Directors**

- 9.1. The initial Directors of APACPH to be appointed on the day the Company is registered will be the individuals named in the application to register the company.

### **Number of Directors**

- 9.2. The number of Directors, comprising the Executive Board, shall be a minimum of 3 and a maximum of 14, at least 2 of whom must be resident in Australia, comprising:

- a. The President;
- b. The President-Elect;
- c. The First Vice-President;
- d. The Second Vice-President;
- e. The Secretary-General;
- f. The Honorary Secretary (who shall be resident in Australia);
- g. The Honorary Treasurer;
- h. The Immediate Past President of APACPH;
- i. The person (if any) who is for the time being the editor of the Asia-Pacific Journal of Public Health published by APACPH (or its successor publication); and
- j. The Director of each APACPH Regional Office.

- 9.3. APACPH may, by ordinary resolution of its Members, increase and/or decrease the maximum number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

- 9.4. The roles of the above Office Bearers are as follows:

9.4.1. The President shall preside at all meetings of the General Assembly and of the Executive Board. The President will provide strategic direction to the

organisation, pursue initiatives to forward the objectives of APACPH and be the spokesperson in dealings with external organisations;

9.4.2. The President-Elect shall perform the role of the President on all occasions when the President is unable to do so. If the office of President becomes vacant for any reason, the President-Elect shall automatically fill the role of President until the next annual general election and shall then be eligible for election as President if nominated in accordance with this Constitution;

9.4.3. The Vice-President's shall perform such duties as may be authorised from time to time by the Executive Board;

9.4.4. The Honorary Secretary shall be responsible for the keeping of minutes and records of APACPH and such other roles as required by the Act to be carried out by the Secretary;

9.4.5. The Honorary Treasurer shall be a member of a finance committee (by whatever name may be approved from time to time by the Executive Board), which reports to the Executive Board, and is responsible for the oversight of the development of budgets and the monitoring of the financial position and management of APACPH;

9.4.6. The Secretary-General shall be the chair of a committee of the Executive Board (by whatever name and having such terms of reference as may be approved from time to time by the Executive Board) responsible for development of membership and is responsible for recruiting and maintaining membership and strengthening membership collaborative efforts in cooperation with regional offices. The Secretary-General may carry out special missions on behalf of APACPH as directed by the President and the General Assembly.

### **Eligibility for election as a Director**

9.5. A person is only eligible for election or appointment as a Director if the person is a Representative of a Member.

### **Rotation and Retirement of Directors**

9.6. There shall be a rotational system of 2 year terms of office for the Office Bearers, so that at each annual general meeting of the General Assembly approximately one half of the Office Bearers referred to in clause 9.2 paragraphs (a) to (g) and who have served approximately 2 years since they were elected, must retire from office but, provided that they are not disqualified by law from being reappointed, shall be eligible for re-election.

9.7. For the purposes of the transition to this rotational system of elections, at the next two annual general meetings occurring after adoption of this Constitution, the Office Bearers listed in the Schedule to this Constitution shall retire from office in the order shown in the Schedule but shall, where indicated in the Schedule, be eligible for re-election.



- 9.8. In respect of the remaining Directors who are not Office Bearers:
- 9.8.1. The office of Immediate Past President may be occupied, for a maximum period of two years, by a person who ceases to be President, immediately upon expiry for any reason of their term of office as President;
  - 9.8.2. For the avoidance of doubt, if a person is re-elected to occupy the role of President for a second or subsequent term of 2 years, the person who was Immediate Past President during the President's first term will not be entitled to be reappointed to the office of Immediate Past President, and that office will remain vacant until the then current President ceases to be President and becomes eligible to occupy the office of Immediate Past President; and
  - 9.8.3. The roles of the Directors referred to in clause 9.2 paragraphs (i) and (j) shall be filled automatically and ex officio as a result of the relevant persons occupying those roles having been appointed to those roles by, and in the manner from time to time determined by, the Executive Board.

### **Postal ballot for election of Directors**

- 9.9. The election of the Office Bearers at each annual general meeting shall take place in the following manner:
- 9.9.1. a postal ballot of the Members who are entitled to vote shall be held prior to the annual general meeting and, subject to this clause, the postal ballot shall be conducted in the manner determined from time to time by the Executive Board;
  - 9.9.2. all nominations for election as an Office Bearer must be in writing and signed by 2 Members and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary not less than 21 days prior to the date fixed for the holding of the relevant annual general meeting;
  - 9.9.3. each Member may nominate any number of persons for election as Office Bearers, but they may only nominate a natural person who is the Representative of that Member;
  - 9.9.4. the Executive Board must ensure that the postal ballot is conducted in such a fashion as to provide Members with sufficient opportunity to consider all nominations;
  - 9.9.5. the Executive Board must ensure that a sufficient period is allowed to complete the postal ballot at least 7 days prior to the holding of the relevant annual general meeting;
  - 9.9.6. at the relevant annual general meeting, the postal votes duly received by the Secretary prior to the annual general meeting shall be added to the votes cast at the annual general meeting, whether by show of hands or on a poll, to determine the results of the election of Office Bearers; and

9.9.7. to avoid doubt, under no circumstances shall a Member who has cast a postal vote be entitled to a second vote at the election of Office Bearers at the annual general meeting, whether on a show of hands or on a poll.

### **Filling casual vacancies of directors**

9.10. The Executive Board may at any time appoint a person who would be eligible to stand for election as an Office Bearer, to fill a casual vacancy:

9.10.1. created by the early retirement for any reason of an Office Bearer; or

9.10.2. resulting from a vacant position not having been filled at an annual general meeting.

### **Retirement and removal from office**

9.11. A Director may retire from office by giving notice in writing to APACPH of that Director's intention to retire. A notice of resignation takes effect at the time of giving the notice to APACPH or, if another time is specified in the notice, at that time.

9.12. The General Assembly may, by ordinary resolution, remove a Director from office and, in the case of removal of an Office Bearer, may by ordinary resolution appoint another person as a replacement.

### **Vacation of office**

9.13. Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:

9.13.1. becomes an insolvent under administration;

9.13.2. 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;

9.13.3. is absent without the consent of the Directors from the meetings of the Directors held during a continuous period of 6 months and the board resolves that the office of that Director be vacated; or

9.13.4. becomes prohibited from being a Director by reason of an order made under the Act.

## **10. Directors' remuneration**

### **Payment for expenses**

10.1. No Director shall be entitled to any fee or other remuneration for their role as Director except as permitted by clause 10.2.

10.2. Directors shall be entitled, on an equitable basis, to be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Executive Board or any of its committee or general

meetings or otherwise in the execution of their duties as Directors provided that such expenses have first been approved by the Executive Board.

## **11. Powers of directors**

- 11.1. The Directors may exercise all of the powers of APACPH which are not, by the Act or by this Constitution, required to be exercised by the Members in General Assembly.

## **12. Proceedings of directors**

### **Convening of Board meetings**

- 12.1. The Executive Board shall meet not less than 4 times per year, but otherwise as necessary to discharge their duties and functions.
- 12.2. The President or the President –Elect or any other 2 Directors may request the Secretary to convene a meeting of the Board at any time and the Secretary must comply with such request.
- 12.3. Notice of each meeting of the Executive Board must be given to each Director at least 28 days before the meeting, or otherwise as determined by resolution of the Executive Board.
- 12.4. A meeting of the Executive may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

### **Quorum and voting at directors' meetings**

- 12.5. A quorum for the purposes of convening a meeting of the Executive Board is a simple majority of the number on the Executive Board at the relevant time.
- 12.6. Questions arising at a meeting of the Executive Board must be decided in the manner from time to time determined by the Executive Board, and in the absence of any such agreement, by a resolution passed by a majority of votes of Directors present and voting.

### **President as chairperson**

- 12.7. The President or, in his/her absence, the President-Elect, shall preside as chair at every meeting of the Board.
- 12.8. If for any reason neither the President nor President-Elect is present within 30 minutes of the time nominated for the Executive Board meeting to start, the Directors present at the meeting may select one of their number to chair the meeting.

### **Chair's vote at Directors meetings**

- 12.9. In the event of a tied vote, the chair of a meeting of the Executive Board has a second or casting vote.

### **Delegation of powers to committee**

- 12.10. The Executive Board may delegate any of their powers to committees consisting of such Directors and such other persons as they think fit.
- 12.11. In the exercise of any powers delegated to it, a committee formed by the Executive Board:
- 12.11.1. must conform to the directions of the Executive Board and all relevant policies and directives of the General Assembly (and in the event of a conflict between the two the policies and directives of the General Assembly shall prevail over the directions of the Executive Board); and
  - 12.11.2. otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Executive Board.

### **Validity of acts of Directors**

- 12.12. All acts done by a meeting of the Executive Board or of a committee appointed by the Executive Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

### **Minutes**

- 12.13. The Honorary Secretary must cause minutes of all proceedings of general meetings, of meetings of the Executive Board and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose.
- 12.14. The Honorary Secretary must cause all minutes, except resolutions in writing treated as determinations of the Executive Board, to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

### **Resolution in writing**

- 12.15. If it is not practicable to convene a meeting in person for any reason, a resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is deemed to be a valid resolution of the Executive Board.
- 12.16. A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

12.17. If a resolution in writing is signed by an alternate Director, it must not also be signed by the appointor of the alternate Director and vice versa.

12.18. In relation to a resolution in writing:

12.18.1. a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and

12.18.2. a document bearing a facsimile of a signature is to be treated as signed.

### **13. Executive Officer**

13.1. The Executive Board may appoint any person to the position of executive officer (the “Executive Officer”), by whatever title, for the period and on the terms (including as to remuneration) the Executive Board see fit.

13.2. The Executive Board may, upon terms and conditions and with any restrictions they see fit, confer on an Executive Officer any of the powers that the Directors can exercise.

13.3. The Executive Board may revoke or vary:

13.3.1. an appointment; or

13.3.2. any of the powers conferred on an executive officer.

13.4. If the Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as Chief Executive Officer.

### **14. Regional Offices**

14.1. APACPH may by resolution of the General Assembly on recommendation from the Executive Board establish, amalgamate or abolish (as the case may be) regional offices of APACPH.

14.2. A regional office shall not be established unless the Executive Board has first prepared and made available to the General Assembly a full business case for the establishment of the regional office, including the manner in which the regional office is to be resourced, staffed and supported.

14.3. Each regional office shall:

14.3.1. be established and conducted in accordance with relevant policies and directives of the General Assembly as to the manner in which the regional office (or regional offices generally) is to be conducted; and

14.3.2. operate under the leadership of a Regional Director approved and appointed by the General Assembly on recommendation from the Executive Board, and on terms from time to time determined by the Executive Board; and

14.3.3. report quarterly to the Executive Board and annually to the General Assembly on the matters, and in the manner, from time to time required by those respective bodies.

## **15. By-laws**

15.1. The Executive Board may by resolution make or adopt by-laws with respect to any matter or thing for the purposes of giving effect to any provision of this Constitution or generally for the purposes of carrying out the objects of APACPH, which by-laws shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution and the policies and directives of the General Assembly shall prevail over all such by-laws.

## **16. Seals and execution of documents**

16.1. If APACPH has one, the Directors must provide for the safe custody of the Seal.

16.2. APACPH may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

16.2.1. 2 Directors;

16.2.2. a Director and the Secretary; or

16.2.3. a Director and some other person appointed by the Directors for the purpose.

16.3. APACPH may execute a document without the use of a seal if the document is signed by:

16.3.1. 2 Directors; or

16.3.2. a Director and a Secretary.

## **17. Surplus assets on winding up or dissolution**

17.1. Upon the winding up or dissolution of APACPH, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or organisations which:

17.1.1. has objects similar to the objects of APACPH; and

17.1.2. whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 6.1,

as determined by the Members at or before the time of winding up or dissolution of APACPH and, in default of any determination, by the Supreme Court of Queensland.

## **18. Indemnity**

### **Costs and expenses**

18.1. Every officer and past officer of APACPH is indemnified by APACPH against a liability for costs and expenses incurred by that person as an officer:

18.1.1. in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or

18.1.2. in connection with any application in relation to those proceedings in which the Court grants relief to the person under the Act.

### **Liabilities to third parties**

18.2. Every officer and past officer of APACPH is indemnified against a liability incurred by that person as an officer to a person other than APACPH or a related body corporate, except a liability which arises from conduct that involves a lack of good faith.

### **Insurance premiums**

18.3. APACPH may pay the premium on a contract insuring a person who is or has been an officer of APACPH against:

18.3.1. a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and

18.3.2. other liability incurred by the person as an officer of APACPH except a liability which arises from conduct that involves a wilful breach of duty in relation to APACPH or a contravention of sections 232(5) and (6) of the Act.

## **19. Accounts, audit and records**

### **Accounts**

19.1. The Executive Board must cause proper accounting and other records to be kept in accordance with the Act and must comply with the requirements of the Act in respect of reporting and the provision of accounts to Members.

## **Audit**

- 19.2. A registered company auditor must be appointed.
- 19.3. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

## **Rights of Inspection**

- 19.4. Subject to the Act, the Executive Board shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of APACPH or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of APACPH except as provided by law or authorised by resolution of the Board.

## **20. Notices**

### **Persons authorised to give notices**

- 20.1. A notice given by either APACPH or a Member in connection with this Constitution may be given on behalf of APACPH or Member by a solicitor, or, in the case of APACPH, by the Secretary or a Director.
- 20.2. The signature of a person on a notice given by APACPH may be written, printed or stamped.

### **Method and time of giving notices**

- 20.3. In addition to the method for giving notices permitted by statute, a notice by APACPH or a Member in connection with this Constitution may be given by:
  - 20.3.1. delivering it to the street address of the addressee and shall be taken to have been received at the time of delivery;
  - 20.3.2. sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee and shall be taken to have been received on the next business day (or 5<sup>th</sup> business day if sent outside Australia) after posting;
  - 20.3.3. sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee and shall be taken to have been received when the transmission is complete ; or
  - 20.3.4. sending it by means of any other technology which the Members in general meeting agree to be permissible for the purpose of giving notices.

### **Addresses for giving notices to Members and to APACPH**

- 20.4. For the purposes of clause 20.3:



- 20.4.1. the address, facsimile, email or other contact details of a Member are the last details formally notified by the Member to APACPH with a request that they be recorded in the Register or the other records of APACPH; and
- 20.4.2. The street and postal address of APACPH is the registered office of APACPH and the facsimile, e-mail or other contact details are as APACPH may specify from time to time by written notice to the Members as the contact details for APACPH.

### **Proof of giving notices**

- 20.5. The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:
  - 20.5.1. a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or
  - 20.5.2. a print out of an acknowledgement of receipt of the e-mail.

### **Persons entitled to notice of meeting**

- 20.6. Notice of every general meeting must be given by a method authorised by this Constitution to every Member, Director and the auditor for the time being of APACPH, if any. No other person is entitled to receive notices of general meetings.

## **21. Interpretation**

### **References to law and the Constitution**

- 21.1. A reference to:
  - 21.1.1. any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
  - 21.1.2. this Constitution, where amended, means this Constitution as so amended.

### **Replaceable rules**

- 21.2. Each of the provisions of the Act which would but for this clause apply to APACPH as a replaceable rule within the meaning of the Act are displaced and do not apply to APACPH.

### **Presumptions of interpretation**

- 21.3. Unless the context otherwise requires a word which denotes:
  - 21.3.1. the singular denotes the plural and vice versa;
  - 21.3.2. any gender denotes the other genders; and

- 21.3.3. a person denotes an individual and a body corporate.
- 21.4. Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 21.5. Headings and any table of contents must be ignored in the interpretation of this Constitution.
- 21.6. Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.
- 21.7. For the purposes of determining the length of a period (but not its commencement) a reference to:
- 21.7.1. a day means a period of time commencing at midnight and ending 24 hours later; and
- 21.7.2. a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.
- 21.8. Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 21.9. A provision of this Constitution, except that specifying the time for deposit of proxies with APACPH, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
- 21.10. A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Office is situated

## **22. Alteration of constitution**

- 22.1 This constitution may be amended, repealed or added to by special resolution of the General Assembly carried at General Assembly;
- 22.2 An amendment, repeal or addition of the constitution will take effect on the date on which the special resolution is passed.

## **23. Definitions**

- 23.1. In this constitution:

**Act means** the Corporations Act 2001.

**APACPH** means Asia-Pacific Academic Consortium for Public Health ACN 116 113 038

**Associate** means a person admitted to associate status under this Constitution (see clause 3.2) and '**Associateship**' shall have a corresponding meaning.

**Director** means the persons elected or appointed to the Executive Board in one of the positions referred to in paragraphs (a) to (i) of clause 9.2.

**Executive Board** means the board of Directors of APACPH.

**General Assembly** has the meaning set out in clause 7.1 of this Constitution.

**Institution** means a:

- a. company under the Act
- b. a body corporate, whether incorporated in any part of Australia or any other place
- c. an unincorporated body that is recognised by APACPH as an Institution for the purposes of applying for or becoming a Member or an Associate.

**Member** means a person who, at the relevant time, is a member of APACPH under clause 3.1 of this Constitution.

**Office Bearer** means a Director filling one of the positions referred to in paragraphs (a) to (f) of clause 9.2.

**President** means the President of APACPH elected in accordance with clause 9.

**Qualifying Institution** means an Institution which:

- (a) is a school of public health or similar Institution, as those terms are defined from time to time by the General Assembly, or an academic unit within such an Institution (such that there may be more than one Qualifying Institution within a single Institution which is admitted to Membership of APACPH);
- (b) is based in any place within the geographic regions designated from time to time by the World Health Organisation as the Western Pacific and South East Asia Regions or from the Pacific rim countries, or in any other place if specifically considered and permitted, on a case by case basis, by the General Assembly.

**Qualifying Natural Person** means a natural person over the age of 18 years who works in the public health field, and is considered by the Executive Board to be genuinely supportive of the objects and activities of APACPH.

**Register** means the register of Members kept by APACPH under the Corporations Act 2001.

**Representative** means, in relation to a Member, that Member's Chief Executive Officer (or equivalent) at the relevant time, or such other person nominated and confirmed in writing to APACPH from time to time by the Chief Executive Officer. To avoid doubt, a person may be nominated as the Member's Representative for a specific period or purpose or generally until such nomination is revoked in writing.

**Seal** means, if APACPH has one, the common seal of APACPH, if any.

**Secretary** means a person appointed to perform the duties of a secretary of APACPH.

## **Schedule**

### **Order of retirement of Office Bearers (clause 9.7)**

Which of the Office Bearers (being one-half, rounded up to the nearest whole number, of the then total number of Office Bearers) shall retire from office (but be eligible for re-election) at the first AGM after the adoption of this Constitution shall be determined by agreement between the Office Bearers, at the last meeting of the Office Bearers prior to the sending out of the notices of meeting for the AGM. Failing the agreement of the Office Bearers, this shall be determined by the drawing of lots.

At the AGM in the next year, the remaining Office Bearers (namely the Office Bearers who did not either retire at the first AGM referred to above or were elected/appointed at the first AGM in place of those who retired from office at the first AGM), shall retire from office but be eligible for re-election.

Thereafter, clause 9.6 and the remaining clauses of clause 9 shall apply and there shall be a rotational system of retirement and elections of Office Bearers.