

Constitution

**Australian Psychology Accreditation Council Limited
ACN 117 279 857**

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1. Name and membership

The name of the Company is Australian Psychology Accreditation Council Limited. The Company has three (3) Members: the PsyBA Member, the APS and HODSPA.

2. Defined meanings

Words used in this document and the rules of interpretation that apply are set out and explained in the definitions and interpretation rule at the end of this document.

3. Objects

3.1 Objects

The Objects for which the Company is established in accordance with Part 6 (Accreditation) of the National Law are to:

- (a) develop accreditation standards for approval by the Psychology Board of Australia;
- (b) assess programs of study, and the education providers that provide the programs of study, to determine whether the programs meet the accreditation standards approved by the Psychology Board of Australia;
- (c) assess authorities in other countries who conduct examinations for registration as a psychologist, or accredit programs of study relevant to registration as a psychologist, to decide whether persons who successfully complete the examinations or programs of study conducted or accredited by the authorities have the knowledge, skills and professional attributes necessary to practise psychology in Australia;
- (d) oversee the assessment of the knowledge, skills and professional attributes of overseas qualified psychologists who are seeking registration as psychologists under the National Law and whose qualifications are not approved qualifications for the profession of psychology;
- (e) to advise, consult and provide services to the Psychology Board of Australia, accreditation bodies, government and other relevant organisations and individuals on matters of education, training, assessment and credentialing relevant to the practice of psychology;
- (f) to provide accreditation and related support services to higher education providers which will facilitate the development and maintenance of high quality programs of education and training in psychology in order to meet the standards approved by the Psychology Board of Australia; and
- (g) to address such other matters as are ancillary to or promote the advancement of those objects set out in clauses (a) to (f) .

3.2 Powers

The Company may only exercise its powers under section 124(1) of the Corporations Act to pursue or promote the Objects of the Company, and to do all things incidental or convenient in relation to pursuing or promoting the Objects of the Company.

4. Limited liability

4.1. Members' Liability

The liability of the Members is limited.

4.2. Members' Contributions

Every Member of the Company undertakes to contribute to the assets of the Company if it is wound up while the Member is a Member, or within one year after the Member ceases to be a Member, for:

- (a) the payment of the debts and liabilities of the Company, contracted before the Member ceased to be a Member;
- (b) the expenses of winding up the Company; and
- (c) the adjustment of the rights of the contributories among themselves.

4.3. Amount of Members' Contributions

The amount of the contribution under clause 4.2 must not exceed \$20.00 per Member in any circumstances.

5. Distributions and remuneration payments

5.1. Distributions

- (a) The income and property of the Company must only be applied towards the promotion of the Objects of the Company.
- (b) No income or property of the Company can be paid or transferred directly or indirectly to any Member except payments:
 - (i) of remuneration or other benefits that are on reasonable commercial terms for services the Member actually rendered the Company whether as an employee or otherwise;
 - (ii) for goods supplied to the Company, in the ordinary and usual course of the Member's business, on reasonable commercial terms;
 - (iii) of interest or like amounts, on money borrowed from any Member, at a rate not exceeding the current overdraft rates of the Company's bank and on other reasonable commercial terms;

- (v) of rent or like amounts for premises leased from any Member on reasonable commercial terms;
- (vi) for any out-of-pocket expenses incurred by the Member on behalf of the Company, with the prior approval of the Directors; and
- (vii) in accordance with clause 5.2.

5.2. Payments to Directors

No remuneration or other benefit may be paid or given by the Company to any Director except:

- (a) any remuneration or other benefit that is on reasonable commercial terms, proper and in good faith in the circumstances of the Company and the circumstances of the Director (including the responsibilities involved in the office of Director), and has been approved by a resolution of the Members;
- (b) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a director where the amount does not exceed an amount previously approved by a resolution of the Directors; or
- (c) for any service rendered to the Company in a professional or technical capacity, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors.

6. Directors' conflicts of interest

6.1. Disclosure of conflicted interest and prohibition on being present or voting

Except where, if the Company were subject to the relevant provisions of the Corporations Law, it would be permitted by the Corporations Act, if:

- (a) a Director who has a material personal interest in a matter that relates to the affairs of the Company (including without limitation a payment to be made under clause 5.2), or who is a director, an officer or an employee of a body corporate, association or other entity who has material personal interest in a matter that relates to the affairs of the company;

that the Director must:

 - (b) declare and disclose the nature and extent of that interest and the relation of the interest to the affairs of the company at a directors' meeting as soon as practicable after the director becomes aware of his or her interest in the matter, and ensure that the details are recorded in the minutes of that directors' meeting; and
 - (c) not be present or vote if a matter that relates to that interest is being considered at a directors' meeting, unless the Directors who do not have a material personal interest in the matter have passed a resolution that :
 - (i) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company; and

- (ii) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.

6.2. Register of interests

All declarations and disclosures made under clause 6.1 must be recorded by the Secretary (or in his/her absence, the Chair) in the minutes of the relevant Directors' meeting and in a register of Directors' interests

7. Use of property on winding up

Considering the objects of the Company and having regard to the public interest as referred to in the National Law, if any property remains on the winding up or dissolution of the Company after the satisfaction of all its debts and liabilities (**surplus**), the surplus:

- (a) must not be paid or distributed to any Member; and
- (b) must be given or transferred to a company, institution, body, entity, or organisation:
 - (i) whose objects are similar to those of the Company; and
 - (ii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 5 and this clause 7,

such company, institution, body, entity or organisation to be determined by the Directors (as the Directors were constituted at the commencement of the winding up) and failing such determination by the Directors, by application to the Supreme Court of Victoria for determination.

8. Membership

8.1. General

The Members of the Company are the PsyBA Member, the APS and HODSPA.

No other person may be admitted to Membership unless approved in writing by all Members or unanimously at a General Meeting.

8.2. Rights of Members

Members are entitled to all the rights of Members under this Constitution, including without limitation the right to enforce any provision of this Constitution.

8.3. Resignation of Membership

- (a) A Member may resign from Membership of the Company by giving one (1) month written notice to the Secretary.
- (b) A notice of resignation of Membership given by a Member is non-revocable except with the unanimous written consent of the other Members;

- (c) The resigning Member's resignation will take effect upon the date notified in the notice of resignation.

8.4. Cessation of Membership

- (a) A Member ceases to be a Member of the Company if that Member, or in the case of the PsyBA Member, the PsyBA Member or the Psychology Board of Australia (as applicable):
 - (i) resigns pursuant to clause 8.3;
 - (ii) becomes bankrupt or insolvent or makes any arrangement or composition with creditors;
 - (iii) ceases to exist;
- (b) In addition to the cessation events specified in clause 8.4(a), the PsyBA Member ceases to be a Member of the Company on the date that a notice is given by the Psychology Board of Australia to the Company pursuant to clause 9.1.
- (c) Subject to clause 9, if the cessation of Membership causes the Company to have no Member, the Company shall be dissolved or wound up.

8.5. Appointment as Member not transferable

Subject to clause 9, a right, privilege or obligation which a person has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's Membership.

8.6. Register of Members

The Secretary must maintain at the Company's offices the Register containing the following details of each Member as applicable:

- (a) registered office and principal place of business, or, in the case of the PsyBA member, the member's name and address;
- (b) date on which the entry of the Member's name in the Register is made; and
- (c) date of cessation of Membership.

9. PsyBA Member

9.1. Application

This clause 9 applies until such time as the Psychology Board of Australia gives notice in writing to the Company that it no longer intends to exercise the powers under this clause, or otherwise ceases to exist.

9.2. Appointment

Subject to the provisions in this clause 9, the Psychology Board of Australia may appoint an individual to be the PsyBA Member by notice in writing to the APS, HODSPA and the Board.

9.3. Qualification of nominee

No individual may become a PsyBA Member unless that individual:

- (a) has been appointed by the Psychology Board of Australia in accordance with clause 9.2;
- (b) resides in Australia; and
- (c) agrees in writing to be bound by this Constitution.

9.4. Resignation or removal of nominee

- (a) An individual appointed by the Psychology Board of Australia as the PsyBA Member in accordance with this clause may resign from this position by giving one (1) month's written notice to the Psychology Board of Australia and the Secretary.
- (b) An individual appointed by the Psychology Board of Australia as the PsyBA Member in accordance with this clause may be removed from this position by notice in writing from the Psychology Board of Australia to the Secretary.
- (c) Upon the date notified in the notice given under clauses 9.4(a) or 9.4(b), the cessation of appointment will take effect and the Psychology Board of Australia may appoint another individual as the PsyBA Member in accordance with clause 9.5.

10. Meetings of Members

10.1. Calling of meetings

- (a) A majority of Directors may resolve to call a general meeting at any time.
- (b) Any Member may call a general meeting.

10.2. Notice of meeting

Every notice of a general meeting must:

- (a) set out the place, date and time of meeting;
- (b) in the case of special business, state the general nature of the business;
- (c) if a Special Resolution is to be proposed, set out an intention to propose the Special Resolution and state the resolution; and
- (d) contain a statement setting out the following in relation to proxy voting:
 - (i) that the Member has a right to appoint a proxy; and
 - (ii) that a proxy does not need to be a Member.

10.3. Entitlement to Notice

Notice of a general meeting must be given to:

- (a) each Member entitled to receive a notice of general meeting;
- (b) the auditor of the Company; and
- (c) each Director.

10.4. Notice Period

At least 21 days' notice of a general meeting must be given in writing to all Members.

10.5. Proxy Voting by Members

A Member may appoint a proxy to attend and vote at any general meeting. To be valid, a proxy appointment must be in writing and delivered to the place nominated by the Directors in the notice of meeting (or, if no place is nominated, the Registered Office) at least 48 hours before the scheduled commencement of the meeting.

10.6. Omission to give notice

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

10.7. Consent to short notice

The Members may consent to the calling of a general meeting on short notice and in any manner the Members think fit, and all provisions of this Constitution are modified accordingly.

10.8. Cancellation or postponement of meeting

The Directors may cancel or postpone the holding of any general meeting. If the meeting was called by a Member, the Directors may only cancel or postpone the holding of it with the consent of the Member.

11. Representation at meetings

11.1 Persons entitled to attend

Only the following persons may attend a General Meeting:

- (a) the Members;
- (b) each Director, Secretary and auditor of the Company;
- (c) each person, whether a Member or not, who is a proxy, Corporate Representative or attorney of a Member; and

- (d) other persons only with leave of the meeting or its chair and then only while the leave has not been revoked in accordance with the terms of the leave.

11.2 Powers of the chair

The right of a person to attend is subject to the powers of the chair of the meeting, both at law and under this Constitution.

12. Proceedings at meetings of Members

12.1 Quorum

No business may be transacted at any General Meeting unless all Members for the time being (**quorum**) are present, personally or through their validly appointed Corporate Representative, proxy or attorney, at the time when the meeting proceeds to business.

12.2 Failure of quorum

If a quorum is not present within 15 minutes from the time appointed for a General Meeting the meeting stands adjourned to such day, and at such time and place, as the Directors determine.

If no determination of an adjourned meeting is made by the Directors, the meeting stands adjourned to the same day in the second week following, at the same time and place. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the meeting is dissolved.

12.3. Business of Annual General Meeting

The business of an Annual General Meeting is:

- (a) to receive the Company's financial report, the Directors' report and the auditor's report on the financial statements; and
- (b) and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting.

12.4 Report on Company's activities

The Board must at each General Meeting in addition to the matters in clause 12.3, submit to the Members a report on the activities of the Company in the period since the previous General Meeting.

12.5 Frequency of Annual General Meeting

The Company must hold an annual General Meeting at least once every calendar year and within five months after the end of its financial year.

12.6 Venue of Annual General Meeting

The venue for the annual General Meeting each year will be in Victoria unless the Directors resolve otherwise.

12.7 Use of Technology

Despite clause 12.6, the Company may hold the annual General Meeting of Members at two or more venues using technology that gives the Members as a whole a reasonable opportunity to participate in the meeting. A meeting conducted by audio-visual link or by using any other means of communication is considered to be held at the place stated in the notice of meeting.

12.8 Special Business

No special business may be transacted at any General Meeting other than that stated in the notice calling the meeting unless it is a matter that is required by this Constitution or the Corporations Act to be transacted at the meeting.

12.9 Chair of Meeting

The Chair is entitled to take the chair at each General Meeting. If the Chair is absent, the Members present must elect a person, whether a Member or not, to be chair of the meeting.

12.10 Passing the Chair

If the chair of a General Meeting is unwilling or unable to be the chair for any part of the business of the meeting:

- (a) that chair may withdraw as chair for that part of the business and may nominate any person who would be entitled under the preceding rule to chair the meeting for that part of the business; and
- (b) after that part of the business is completed, the person so nominated must cease to chair the meeting upon the request of the prior chair. The prior chair is then entitled to resume as the chair of the meeting.

12.11 Responsibilities of Chair

The Chair of a General Meeting is responsible for the general conduct of the meeting and to ascertain the sense of the meeting concerning any item of business which is properly before the meeting. For these purposes the chair of the meeting may, without limitation:

- (a) delay the commencement of the meeting if that person determines it is desirable for the better conduct of the meeting;
- (b) make, vary or rescind rulings;
- (c) prescribe, vary or revoke procedures;
- (d) in addition to other powers to adjourn, adjourn the meeting, or any item of business of the meeting, without the consent of the meeting if that person determines it is desirable for the orderly conduct of the meeting or the conduct of a poll; and

- (e) determine conclusively any dispute concerning the admission, validity or rejection of a vote.

12.12 Adjournment of meeting

The Chair of a General Meeting at which a quorum is present may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place as the chair determines.

12.13 Business at adjourned meeting

No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjournment or of the business to be transacted at an adjourned meeting. However if any meeting is adjourned for ten (10) business days or more, notice of the adjourned meeting must be given.

13. Voting at meetings of Members

13.1 Entitlement to vote

Each Member present at a General Meeting, or an attorney, proxy or Corporate Representative of a Member present at a General Meeting may vote.

13.2 Number of votes

Each Member who is entitled to vote has one (1) vote on a show of hands or on a poll.

13.3 Method of voting

- (a) A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded.
- (b) All decisions of Members will be made by the unanimous resolution of the Members.
- (c) On a show of hands, a declaration by the chair is conclusive evidence of the result.

14. Board of Directors

14.1 Board of Directors

The maximum number of directors is twelve (12).

14.2 Appointment and Removal of Directors

- (a) Appointing Entity may appoint and remove:
 - (i) up to three (3) Psychology Directors; and
 - (ii) one (1) Community Director

A person appointed as a director is required to act in the best interests of the Company, which may not be the same as those of the Appointing Entity. A director will not disclose to the Appointing Entity any confidential information gained solely by virtue of the director's role as a director.

- aa) A person is not eligible to be appointed or remain a Psychology Director unless that person:
 - (i) meets the eligibility requirements for General Registration under Section 52 of the National Law; or
 - (ii) is an academic who has expertise in psychology; and
 - (iii) is resident in Australia;
 - (iv) is not disqualified from managing corporations in accordance with the Corporations Act, or from being a responsible entity of a registered charity;
 - (v) has signed a consent to act as a director of the company.
- (ab) Only one Director appointed by the APS may, whilst a director, be an officer, director or employee of the APS.
- (ac) Only one Director appointed by HODSPA may, whilst a director, be an officer, director or employee of HODSPA.
- (ad) No Director appointed by the Psychology Board of Australia may whilst a director be a member or an officer of that Board, or an employee of, or paid by AHPRA.
- (ae) A person is not eligible to be appointed or remain as a Community Director unless that person:
 - (i) has never satisfied the requirements for appointment as a Psychology Director;
 - (ii) resides in Australia;
 - (iii) has signed a consent to act as a director of the company;
 - (iv) is not disqualified from managing corporations in accordance with the Corporations Act
- (ba) The Community Director appointed by the Psychology Board of Australia must be a person who has legal expertise;
- (bb) The Community Director appointed by the APS must be a person who has finance and business expertise; and
- (bc) The Community Director appointed by HODSPA must be a person who has education and training expertise.

- (c) A Director may only be removed:
 - (i) by that director's Appointing Entity by notifying the Secretary in writing; or
 - (ii) by unanimous vote of Members at a General Meeting.
- (d) Subject to paragraph (i) the term of a Director's office will end at close of business on the date of the third annual General Meeting after his/her appointment, and may be renewed for one further term of three years, subject to clauses 14.2(e) and 14.2(f).
- (e) Subject to paragraph (i), a person may not hold office for longer than the period ending on the close of business on the date of the sixth annual General Meeting held after his/her appointment.
- (f) Notwithstanding clauses 14.2(d) and 14.2(e), the first term of office of the first 12 Directors (who are listed in Appendix A) will end on the date specified for each of these Directors in Appendix A. The first 12 Directors may not serve a consecutive term after their first term.
- (ga) If at any time
 - (i) the APS or HODSPA ceases to be a Member; or
 - (ii) the Psychology Board of Australia gives notice under Clause 9.1 that it no longer intends to exercise its powers under that Clause

any director appointed by that Appointing Entity shall immediately cease to be a Director of the Company, and that Appointing Entity will no longer be entitled to appoint a director;
- (gb) If at any time the PsyBA Member ceases to be a Member in any circumstance other than that referred to in the previous paragraph, the term of office of any director appointed by the Psychology Board of Australia will not be affected.
- (h) Except in the circumstances set out in paragraph (ga), when a Director is removed, resigns or otherwise has their appointment come to an end, the Appointing Entity which appointed such Director may appoint a new Director.
- (i) If the term of office for which the ceasing director was appointed has not ended, the substituted director holds office for the remainder of that term. If the remainder of the term is less than half of a full term, the substituted director is eligible to serve two full terms as a director at the end of the part term of office.

14.3 Resignation of Director

Any Director may resign from office by giving notice in writing to the Company of the Director's intention to do so. Such resignation takes effect immediately unless the resignation is stated in the notice to take effect at some future time. However, the resignation must take effect within three (3) months from the date of the giving of the notice.

14.4 Less than minimum number of Directors

- (a) The minimum number of directors is the number required to constitute a quorum for a meeting of directors.
- (b) The continuing Directors may act despite not having the maximum number of directors.
- (c) If the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only:
 - (i) to call a general meeting; or
 - (ii) in circumstances which the Chair deems to be an emergency.
If there is no Chair, any two (2) Directors appointed by different Appointing Entities may together deem that an emergency exists to act in accordance with this clause 14.4.

15. Appointment and removal of office bearers and officers

15.1 Appointment of Chair and Deputy Chairs

- (a) The Directors will elect as office bearers a Chair and two (2) Deputy Chairs from among their number-
- (b) The election of an office bearer will be conducted at the first meeting of the Board after that office bearer's position becomes vacant, with directors voting in person at the meeting or by email, in accordance with the regulations.
- (c) Each office bearer must have been appointed a director by a different Appointing Entity
- (d) If more than one office bearer is to be elected at the same Directors' meeting, separate elections will be conducted for each position, commencing with the position of chair (if one of the positions to be filled is that of chair).
- (e) If at the time of each separate election, any office bearer position has been filled, directors appointed by the Appointing Entity which appointed that or those office bearers as directors are not eligible to be elected
- (f) Each of the Chair and the two (2) Deputy Chairs will be appointed for a period ending immediately before the first meeting of directors after that office bearer has been in office for two years.
- (g) Subject to clauses 14 and 15.2, the Chair and the Deputy Chairs may be re-elected for one (1) additional successive term-

15.2 Removal of Chair or Deputy Chairs

- (a) If the Chair or a Deputy Chair ceases to be a Director they also cease to be Chair or Deputy Chair.

- (b) A majority of directors present, consisting of a majority of the directors appointed by each Appointing Entity who are present may by resolution at a directors' meeting replace the Chair or a director occupying the chair at that meeting.

15.3 Absence of Chair or Deputy Chairs

The Chair is entitled to take the chair at each Directors' meeting. If the Chair is absent, the Chair will determine which Deputy Chair will take the chair in his/her absence. If neither the Chair nor the nominated Deputy Chair is present at any Directors' meeting within 15 minutes after the time appointed for holding the meeting, or neither of them is able or willing to take the chair, the other Deputy Chair will chair the meeting. If none of those persons is present at any Directors' meeting within 15 minutes after the time appointed for holding the meeting, or none of them is able or willing to take the chair, within 15 minutes after the time appointed for holding of the Directors' meeting, the Directors present must elect one of their number to be a chair of such meeting.

15.4 Chief Executive Officer

- (a) The Directors are responsible for:
 - (i) identifying suitable candidates for appointment to the position of Chief Executive Officer;
 - (ii) determining appropriate limits and restrictions on that person's powers;
 - (iii) setting the appropriate remuneration, duties and term of appointment for that person;
 - (iv) making appropriate variations to the powers of that person and extensions to that person's term of appointment (having considered the provisions of any contract between that person and the Company);
 - (v) the removal of that person from that office (in appropriate circumstances) and identifying suitable candidates to replace that person.
- (b) The Directors must obtain the prior unanimous consent in writing of Members prior to appointing a Chief Executive Officer.
- (c) The Directors do not have the power to appoint a Managing Director.

15.5 Company Secretary

- (a) The Chief Executive Officer will be the Company Secretary unless otherwise determined by the Board.
- (b) The role of the Company Secretary shall be to ensure the Company complies with all relevant legislation and perform any statutory or regulatory duties.

16 Proceedings of Directors

16.1 Proceedings of Directors

At least four (4)-Directors' meetings must be held in each calendar year.

16.2 Mode of meeting

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit.

The Directors may conduct their meetings in person, by telephone, audio visual link or by using any other technology consented to by all Directors. Consent may be a standing one.

A meeting conducted by telephone or other means of communication is considered to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

16.3 Quorum for Directors' meetings

The quorum for a directors' meeting is one half of the directors then in office, plus one, but if one half is not a whole number, the first whole number above one half. The quorum must include at least one director appointed by each Appointing Entity.

If a quorum is not present within 30 minutes of the time specified for a meeting of the Board the meeting will be adjourned to a date and time seven (7) days after the original time of the meeting and at the same place as the original meeting by written notice to all Directors. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the meeting is dissolved.

A quorum must be present at all times during the meeting.

16.4 Chair calling a meeting

The Chair may at any time call a meeting of the Directors to be held at such time and place as the Chair chooses.

16.5 Secretary calling a meeting

The Secretary, upon the request of any ~~other~~ Director, must call a meeting of the Directors to be held at such time and place as is convenient to the Directors.

16.6 Notice of Meeting

Notice of each meeting of the Directors:

- (a) may be given by such means as is convenient, including by electronic transmission; and
- (b) must be given to all Directors.

16.7 Recipients of notice

For the purposes of the preceding paragraph:

- (a) at least 10 days prior written notice together with an agenda must be given unless otherwise unanimously agreed by the Directors;
- (b) the agenda for Board meetings must be determined by the Chair, except for Board meetings convened at the request of a Director, where the agenda may be determined by that Director; and
- (c) the accidental omission to give notice of any meeting of the Directors to, or the non-receipt of any such notice by, a person entitled to receive that notice does not invalidate the calling of the meeting or any resolution passed at any such meeting.

16.8 Votes of Directors

- (a) Questions arising at any meeting of the Directors must be decided by a majority of votes cast. This does not apply to the replacement of the Chair or of a director presiding at a meeting of directors in accordance with Clause 15.2(b).
- (b) Each Director has one (1) vote.

16.9 Circular resolution of Directors

If a majority of all Eligible Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms is treated as having been passed on the day on which the document was signed.

If the Eligible Directors sign the document on different days, then a resolution is treated as having been passed on the day on which the document was last signed by an Eligible Director thereby constituting a majority in number of the Eligible Directors. [A resolution is not treated as passed on that day if the document, by its terms, is said to take effect from an earlier date.]

16.10 Signing of circular resolution

For the purposes of the preceding clause:

- (a) the Eligible Directors are
 - (i) all appointed_Directors for the time being;
but excluding:
 - (ii) those directors who, at a meeting of Directors, would not be entitled to vote on the resolution;

Each Eligible Director, may sign the document;

- (b) if a person who is not entitled to vote on the resolution signs the document, it does not invalidate the resolution if it is otherwise valid;

- (c) an electronic transmission purporting to be signed by an Eligible Director is treated as being in writing signed by such person; and
- (d) two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) or more Eligible Directors are together treated as constituting one (1) document containing a statement in those terms signed by those Eligible Directors on the respective days on which they signed the separate documents.

16.11 Minute of resolution without meeting

A minute of the passing of a resolution of directors without a meeting must be prepared, and signed by a director within a reasonable time after the resolution is passed.

16.12 Validity of acts of Directors

All acts done in respect of any meeting of:

- (a) the Directors; or
- (b) a committee of Directors; or
- (c) other persons or by any person acting as a Director; or
- (d) any person purporting to act as an attorney under power of the Company,

are, despite the fact that later it is discovered that there was some defect in the appointment or continuance in office of such Director, person or attorney so acting or that they or any of them were disqualified or were not entitled to vote, as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or attorney and was entitled to vote.

17. Powers and Duties of Directors

17.1 Powers generally

Subject to the all relevant legislation and to any other provisions of this Constitution, the management and control of the Company and of the business and affairs of the Company is vested in the Directors who may exercise all such powers of the Company and do all such acts or things not expressly required by this Constitution or by the Corporations Act to be exercised or done by a General Meeting. No rule adopted or resolution passed by a General Meeting invalidates any prior act of the Directors which would have been valid if that rule or resolution had not been adopted or passed.

17.2 Borrowing

The Directors have the power to raise or borrow any sum of money and to secure the payment or repayment of such money and any other obligation or liability of the Company in such manner and on such terms as they think fit. This includes:

- (a) upon the security of any mortgage; or
- (b) by the issue of debentures or debenture stock of the Company charged upon all or any of the property of the Company (both present and future) including its goodwill and undertaking for the time being; or
- (c) upon bills of exchange, promissory notes or other obligations or otherwise.

17.3 Authorising financial transactions

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Directors at any time determine.

All electronic transactions in relation to the bank accounts of the Company must be authorised in such manner as is determined by resolution in writing of a meeting of directors.

17.4 Official Seal

The Company does not have a Company Seal.

- (a) The Company may execute a document without using a common seal if the document is signed

by:

- (i) 2 directors of the Company; or
 - (ii) A director and the company secretary.
- (b) The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with paragraph (a).

17.5 Appointment of attorney

The Directors may at any time, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may:

- (a) contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit; and
- (b) authorise any such attorney to delegate all or any of the powers authorities and discretions vested in the attorney.

17.6 Delegation

The Directors may at any time confer upon any Director, or such other person as they may select, such of the powers exercisable under the Constitution by the Directors for such time as they may think fit and to be exercised for such objects and purposes and upon such terms and with such restrictions as they think expedient. They may confer such powers whether collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that respect. They may at any time revoke, withdraw, alter or vary all or any of such powers.

17.7 Policies and other pronouncements

The Directors may at any time make, vary, amend, enlarge, revoke and repeal policies, pronouncements and codes ancillary to but not inconsistent with this Constitution to govern the procedures and activities of the Company, including:

- (a) the standards and behaviours required of Directors;
- (b) the regulation of the conduct of Directors, including the investigation of the conduct of Directors;
- (c) the handling of complaints by Members or Directors; and
- (d) all matters incidental to, or in which are in the general power of, the Directors.

17.8 Validity of acts

Despite anything contained in this Constitution, if it is found that some formality required by this Constitution to be done has been inadvertently omitted or has not been carried out, such omission or failure does not invalidate any resolution, act, matter or thing which but for such omission or failure would have been valid.

18 Committees

18.1 Delegation to Committees

The Directors may:

- (e) delegate any of their powers to committees consisting of such one or more persons, whether Directors or not, as they think fit; and
- (f) establish advisory committees (or other committees not having delegated power of Directors) consisting of such person or persons as they think fit.

18.2 Committee Powers

Any committee so formed or person or persons so appointed must, in the exercise of the powers so delegated, or functions entrusted, conform to any regulations that may at any time be imposed by the Directors.

18.3 Committee meetings

The meetings and proceedings of any committee consisting of two (2) or more persons are governed by the provisions in this Constitution for regulating the meetings and proceedings of the Directors so far as those provisions are applicable and not affected by any resolution or regulation made by the Directors under the preceding rule.

19 Minutes

If any minutes of a General Meeting or of a meeting of the Directors are signed by any person purporting to be either the Chair of such meeting, or the Chair of the next succeeding meeting, those minutes must be received in evidence without any further proof that the matters and things recorded by or appearing in such minutes actually took place or happened at a meeting duly called and held.

20 Accounts

The Company must keep proper books of account (which may include computer records) of the Company at its registered office and entries made of all such matters, transactions and things which are usually entered in books of accounts kept by entities engaged in concerns of a similar nature.

21 Amendment to the Constitution

Notwithstanding any other provision in this Constitution, this Constitution may only be amended, varied and/or replaced by special resolution and with the unanimous consent of the Members.

22 Notices

22.1 Service of notices

Where this Constitution, the Corporations Act or other legislation require or permit a document to be served on, given, sent or dispatched to, any person, whether any such expression or any other expression is used (in this rule referred to as **served**), the document may be served on the person:

- (a) by delivering it to the person personally; and
- (b) by dispatching it, whether by post, contractor, agent, electronic means or otherwise, to:
 - (i) the address of the place of residence; or
 - (ii) the business address of the person last known to the person serving the document; or
 - (iii) in the case of a Member, the address of the Member entered in the Register,

and the document, by such dispatch, is regarded as left at that address.

22.2 Date of deemed service

A document served under clause 22.1(b) is treated as having been duly served, regardless of whether it is actually received:

If served by post: in accordance with Australia Post current guidelines;

In any other case: on the business day following the day when dispatch occurred.

22.3 Counting of days

Subject to the Corporations Act, where a specified number of days' notice or notice extending over any period is required to be given, both the day of service and the day upon which such notice will expire are included in such number of days or other period.

22.4 Service on Company or its Officers

Every document required to be served upon the Company ~~or~~ may be served by leaving it at the Registered Office.

22.5 Signature

The signature to any document to be given by the Company may be written, printed or stamped.

23 Indemnity

23.1 Indemnity for Officers

To the extent that the Corporations Act allows it, each Officer of the Company and each Officer of a related body corporate of the Company, must be indemnified by the Company against any liability incurred by that person in that capacity.

23.2 Insurance premiums

The Company may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is or has been an officer of the company against a liability incurred by the person as such an officer, or as an officer of a related body corporate. The liability insured against may not include that which the Corporations Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, any remuneration approved by Members under this Constitution.

24 Definitions and interpretation

24.1 Definitions

In the construction of this Constitution, unless the contrary intention appears:

APAC means the Company, Australian Psychology Accreditation Council Limited

Appointing Entity

means each of

- (a) The APS;
- (b) HODSPA; and
- (c) The Psychology Board of Australia;

APS means The Australian Psychological Society Limited;

Chair means the Chair of the Board appointed under clause 15 from time to time;

Chief Executive Officer means the Chief Executive Officer of the Company appointed under clause 15.4;

Community Director means a person appointed by an Appointing Entity as a Director under clause 14.2(a)(ii),

Company means Australian Psychology Accreditation Council Limited;

Constitution means this Constitution;

Corporate Representative means a natural person appointed by a Member which is a body corporate to be that body's representative at specified General Meetings;

Deputy Chair means a Deputy Chair appointed under clause 15;

Directors means the Directors of the Company in office for the time being, or a quorum of the Directors present at a Board meeting

Eligible Directors means the Directors of the Company in office for the time being, who are not on formal leave of absence and not formally abstaining from voting on a resolution.

General Meeting means a meeting of Members duly called and constituted in accordance with this Constitution and any adjourned holding of it;

HODSPA means the Heads of Departments and Schools of Psychology Association, incorporated as HODSPA Incorporated, Registration No. 149432495 (NSW);

Member means any person entered in the Register as a member for the time being of the Company;

Membership means membership of the Company;

National Law means the Health Practitioner Regulation National Law Act as in force in each state and territory;

National Registration and Accreditation Scheme means the scheme as defined in the National Law;

Objects of the Company means the objects set out in clause 3.1;

Officer is defined in section 9 of the Corporations Act;

Ordinary Resolution means a resolution of a General Meeting where more than one half of the total votes cast on the resolution are in favour of the resolution;

Psychology Board of Australia means the body established under the National Registration and Accreditation Scheme to oversee the registration of psychologists in Australia.

PsyBA Member means the individual appointed by the Psychology Board of Australia as a Member to the Company from time to time in accordance with clause 9;

Psychology Director means a person appointed by an Appointing Entity as a Director under clause 14.2(a)(i);

Register means the Register of Members of the Company kept under the Corporations Act and includes any branch Register;

Registered Office means the Registered Office for the time being of the Company;

Remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances, bonuses, incentive schemes or profit sharing schemes;

Secretary means the Company Secretary appointed under clause 15.5; and

Special Resolution means a resolution of a General Meeting where at least 75% of the votes cast on the resolution are in favour of the resolution and of which notice as set out in section 249L(1)(c) of the Corporations Act has been given.

Standards mean the Accreditation Standards developed by the Company.

24.2 Interpretation

In the construction of this Constitution:

- (a) headings are disregarded;
- (b) words importing persons include partnerships, associations, corporations, companies unincorporated and incorporated whether by Act of Parliament or otherwise, as well as individuals;
- (c) singular includes plural and vice versa and words importing any gender include all other genders;
- (d) except for the definitions in the preceding rule, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (e) all references to statutory provisions are construed as references to any statutory modification or re-enactment for the time being in force.

24.3 Replaceable Rules

The operation of each of the sections and sub-sections of the Corporations Act which are defined as replaceable rules are displaced by this Constitution and do not apply to the Company.

24.4 Provisions of the Corporations Act which do not apply

As the company is registered under the Australian Charities and Not for Profits Act, Section 111L of the Corporations Act prescribes certain provisions of the Corporations Act which do not apply to it.

Appendix A – Directors at date of adoption of this Constitution

Directors	End of first term of office (clause 14.2(h))
Directors appointed by the APS	
1. Professor Roger Cook	the date of the third annual General Meeting held after 1 January 2020
2. Professor Geoffrey George	the date of the third annual General Meeting held after 1 January 2020
3. Professor Simon Crowe	the date of the fifth annual General Meeting held after 1 January 2015
4. Professor Lyn Littlefield	the date of the sixth annual General Meeting held after 1 January 2015
Directors appointed by the Psychology Board of Australia	
5. Professor Alison Garton	the date of the third annual General Meeting held after 1 January 2020
6. Ms Clare Thompson	the date of the fifth annual General Meeting held after 1 January 2015
7. Professor Caroline Hunt	the date of the sixth annual General Meeting held after 1 January 2015

Directors appointed by HODSPA	
8. Professor John Gleeson	the date of the third annual General Meeting held after 1 January 2020
9. Professor Nancy Pachana	the date of the fifth annual General Meeting held after 1 January 2015
10. Ms Ann Doolette	the date of the sixth annual General Meeting held after 1 January 2015