

## **Constitution**

**Council of Pharmacy Schools: Australia and New Zealand (Inc.)**

1 December 2016

## **COUNCIL OF PHARMACY SCHOOLS: AUSTRALIA AND NEW ZEALAND (INC) CONSTITUTION**

1. The name of the association shall be the Council of Pharmacy Schools: Australia and New Zealand (Inc.) (“CPS”).
2. The principal office of CPS shall be situated at the School of Pharmacy, The University of Queensland, Queensland 4072, or at such location as the Council may determine from time to time.

### **PURPOSES**

3. the objects of the association are to:
  - i. advance and promote pharmacy education and research
  - ii. advance and promote the discipline of pharmacy and the pharmacy profession
  - iii. foster collective responses to issues of mutual interest to Members
  - iv. provide representation on behalf of the Members
  - v. provide a focal point for collective access to the Members by other agencies
  - vi. provide a collegial forum for exchange of ideas and benchmarking among Members
  - vii. other related activities as agreed by the Members from time to time.

Nothing in 3(i)-(vii) limits CPS from contracting its services to any other body or for any purpose.

### **MEMBERS**

4. Any person who was, immediately prior to the commencement of this Constitution, a Member of the Committee of Heads of Pharmacy Schools of Australia and New Zealand (CHPSANZ) may be a Member and Councillor of the association.
5. Thereafter, any head of a university pharmacy school (or position deemed equivalent by the Council) operating within Australia or New Zealand, who has accepted this Constitution, shall be entitled to apply to become a Member and Councillor of CPS.
6. CPS shall consider at its next meeting, membership upon receipt of an application and written notice from the head of a university pharmacy school who has accepted this Constitution. If a majority of Councillors vote to accept the applicant as a member and Councillor, the applicant must be accepted as a member and Councillor.

### **TERMINATION OF MEMBERSHIP**

7. CPS may, by giving at least one month's written notice, terminate the membership of any Councilor. Prior to termination of membership, CPS will give the Councilor a full and fair opportunity to show why their membership should not be terminated.
8. A Councilor may resign from CPS by giving two month's written notice thereof to the Public Officer of CPS.
9. Any Councilor whose membership, is terminated pursuant to Article 7 or Article 8 shall be liable for any outstanding payments agreed pursuant to Article 38, which shall be recoverable as a debt due to CPS.

### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

10. A person, whose application for membership has been rejected, or whose membership has been terminated, shall give the Public Officer written notice of the person's intention to appeal against the decision, within one month of the person receiving the decision. A general meeting of CPS will be called to decide the appeal within one month of the receipt of the notice of the intention to appeal and must be held within three months. The applicant will be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated. CPS Councilors must also be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated. The appeal will be decided by a majority vote of the Councilors present at the meeting.

### **POWERS**

11. CPS shall have all of the powers conferred by the *Associations Incorporation Act 1981* of the State of Queensland (the Act).
12. CPS shall have the power to receive and expend monies for the furtherance of the purposes of CPS.

### **THE COUNCIL**

13. The affairs of CPS shall be controlled by the Council.
14. In the event that a Councilor is not able to attend a meeting, the Councilor may appoint a deputy for that meeting, who shall, for the purposes of that meeting, be deemed to be a Councilor.
15. Only Councilors shall be entitled to vote at meetings of the Council.
16. The Council shall meet at least once annually.

17. The Council shall elect from amongst the Councillors a President, Vice-President and a Treasurer, each of whom shall remain in office for a period of three years or until their earlier resignation by written advice to the Council. In the event that the President or Vice-President or Treasurer resigns during his or her term of office, the Council shall elect another Councillor to that position for the remainder of the term of office of the person who has resigned. At any election for the office of President, Vice-President or Treasurer, the retiring President, Vice-President and Treasurer shall each be eligible for re-election up to a maximum of two terms.

#### **POWERS OF THE COUNCIL**

18. The Council may exercise all of the powers of CPS and do all such acts and things as may be necessary for the proper management of the affairs of and control of the funds and property of CPS.
19. The Council shall from time to time set fees for any services provided by CPS.
20. The Council shall appoint a Public Officer.
21. The Council may appoint such other officers and employees and engage such contractors as may be required to carry out the purposes of CPS.
22. The Council may delegate in writing any of its powers to its Public Officer, officers, employees and/or contractors. Powers delegated under this paragraph shall be subject to the continuing control of Council and may not be delegated by any person to whom or body to which the powers of the Council have been delegated.
23. The Public Officer shall:
- i maintain records of all meetings of the Council and its Standing Committees, committees, executive subcommittees and working parties and shall be responsible for all administration that is necessary, and
  - ii collect and maintain such statistics and information as the Council considers necessary for the proper discharge of its purposes and functions and shall keep or cause to be kept a proper record of monies received and expended.
24. The Council may appoint Standing Committees and may establish sub-committees and working parties as it sees fit.

#### **MEETINGS**

25. The President, or in his or her absence, the Vice-President or the Treasurer, or in his or her absence, a person elected by the Council shall chair all meetings of the Council.
26. Unless otherwise determined by the Council a quorum at every meeting of Council shall be formed by fifty per cent (50%) of Councillors plus one Councillor.
27. The Council may meet for the conduct of business, adjourn and otherwise regulate its meetings as it determines.

28. The President, or any two Councillors by notice in writing delivered to the Public Officer, may request a special meeting of the Council for a specified place, time and date at least fourteen days after receipt of such notice by the Public Officer.
29. The Council may invite any individual to attend a meeting or meetings of the Council as an observer.
30. Subject to Article 51 all questions arising at a meeting shall be decided by a simple majority of votes, each Councillor present having one vote. The President shall have a deliberative vote and in the case of an equality of votes the President shall have a casting vote.
31. A meeting or part of a meeting of the Council may be held by means of a method of communication, or by means of a combination of methods of communication, approved by the President. A Councillor who participates at a meeting held as permitted by this article is deemed to be present at the meeting even if he or she is not physically present at the same place as another Councillor participating in the meeting. A resolution in writing at such a meeting, which may consist of several documents in like form each signed by a Councillor, shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted, provided that the number of Councillors who sign the document in the affirmative is equal to or exceeds the number required for a quorum of members at a meeting.
32. Notices, Agendas and Minutes of meetings shall be given to the Councillor:
- i. personally; or
  - ii. by sending by post to the address in the register of members or to an alternative address nominated by the person; or
  - iii. by sending to the fax number or electronic address nominated by the person.
33. Draft minutes of each meeting of the Council and a copy of any accounts tabled at such meeting shall be forwarded to each Member as soon as possible after each meeting of the Council unless otherwise directed by the Council.
34. Any Councillor having a pecuniary interest in a matter before the Council must disclose that interest, absent himself or herself from the meeting during discussion of the matter and not vote in respect of the matter.

#### **THE SEAL**

35. CPS shall have a common seal upon which its name shall appear in legible characters.
36. The seal shall not be used without the express authorisation of the Council, which may be by standing order of the Council. Every use of the seal shall be recorded in the minute book and as otherwise required by law. The affixing of the seal shall be witnessed by any two Councillors or by a Councillor and the Public Officer.

37. The seal shall be kept in the custody of the Public Officer or of such other person as the Council may from time to time determine.

#### **FINANCIAL**

38. No fee, subscription or other charge is payable for membership but Members shall fund CPS in accordance with resolutions agreed at annual Meetings of the Council.

39. The funds of CPS shall be derived from appropriate sources in accordance with this Constitution.

40. Funds received from Members shall be derived on the basis of a written agreement between CPS and those parties.

41. The financial year of CPS shall close on 30 June of each year.

42. An audited statement of income and expenditure for the year ended 30 June and a balance sheet as at 30 June shall be finalised as soon as possible after 30 June but not later than the following 30 October, for presentation to the Council.

43. The Council shall cause such banking accounts to be kept as it shall deem proper into which shall be paid all monies received by CPS. The Council shall determine from time to time those persons authorised to operate these accounts and shall prescribe the limits of each such authorisation and purposes for which these accounts may be used.

44. The Councillors will ensure that the procedures, including internal control procedures of the Council, always afford adequate safeguards with respect to the correctness, regularity and propriety of payments made and prevention of fraud or mistake.

45. The assets and income of the Council shall be applied solely in furtherance of the purposes set out in Article 3 and no portion shall be distributed directly or indirectly to the Councillors or to the members of the Council except as bona fide compensation for services rendered or expenses incurred on behalf of the Council.

46. Subject to the provisions of the Trustee Act 1973 of the state of Queensland, or its equivalent in any State or other Territory in which CPS is incorporated, the Council may invest any monies not immediately required for any of its purposes in such manner as the Council may from time to time determine.

47. The Council may approve the purchase, taking on lease or exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the purposes of CPS.

48. The Council shall elect an auditor in compliance with Part 3 Section 9 of the Associations Incorporation Act 1981 of the state of Queensland.

#### **INDEMNITIES**

49. CPS shall indemnify and keep indemnified all Councillors and employees from all liability arising from any acts or omissions of those Councillors or employees that occur during the exercise in good faith of their respective powers and duties.
50. CPS shall enter into and maintain appropriate insurance contracts to ensure effective indemnity of its Councillors and employees.

#### **AMENDMENT OF THE CONSTITUTION**

51. A proposal for amendment of the Constitution shall be forwarded to each Member not less than one month before the meeting of Council at which the amendment shall be considered. Notwithstanding Article 26 an affirmative vote of at least majority of all Councillors present shall be required to carry a proposed amendment to this Constitution.

#### **WINDING UP**

52. In the event of the winding up or dissolution of CPS, the assets remaining, after satisfaction of all liabilities of CPS, subject to Article 45, shall be distributed to organisations or bodies whose purposes include carrying on, either in whole or in part, the purposes of CPS.

#### **INTERPRETATION**

53. Unless such interpretation shall be excluded by or be repugnant to the context, words and expressions used in this Constitution shall have the meaning given to those words and expressions in the Associations Incorporation Regulation 1999 of the state of Queensland.

#### **TRANSITIONAL**

54. CPS shall retain in clearly identifiable sections of its accounts any assets transferred to it by CHPSANZ.