



**ACPSEM**

Australasian College of Physical Scientists & Engineers in Medicine  
ABN 44 005 379 162

## 2021 ANNUAL GENERAL MEETING

### Amendments to the ACPSEM Constitution

The Board has reviewed the Constitution and determined that the following constitutional changes to the terms of office for Directors and Office Bearers are required to provide more consistent leadership through increased stability and continuity for the board. Currently with the 2 year term for directors, at least half of the board needs to be re-elected or changed each year.

Following detailed consideration, the directors recommend that the term of office for directors be increased from 2 years to 3 years and that the term of office for office bearers be increased to up to 2 years, instead of the original 1 year term. A three-year term of office for Directors and a two-year term of office for Office Bearers is common practice among Companies in Australia.

To assist interpretation of the proposed changes (shown below), headings are provided but do not form part of the Special Resolution: deletions are shown in red and additions in blue.

As these governance improvements are inter-related they are presented as a single resolution.

Amendments to the Constitution require a special resolution of its members which is at least 75% of votes cast by members in favour of the resolution proposing the changes.

#### **Resolution 1**

To consider, and if thought fit, to pass with or without amendment, the following resolution to be proposed as a Special Resolution:

##### *(a) Terms of Office for Directors*

**That** Clause 35.1 be amended by deleting the word '2' and replacing it with the word '3' at the end of the sentence to read:

"Results of an election will be announced in accordance with the procedures determined by the Board and set out in the by-laws and reported at the next Annual General Meeting. Elected Directors will commence their term from 1 January and hold office for a term of 3 years."

**That** Clause 35.2 be amended by deleting the word "half" and replacing it with the word "third" at the beginning of the sentence, deleting "if their number is not even" by replacing it with the word "if their number can not be divided by 3", deleting "lower", deleting the word "2" and replacing it with "3" to read:

"Each year, one third of the Elected Directors or if their number can not be divided by 3, then the number nearest one third, will retire. The elected Directors to retire are those elected 3 years earlier and those appointed to fill a casual vacancy for a Director elected 3 years earlier."

**That** Clause 35.3 be amended by deleting the word "2" and replacing it with "3" to read:

"An Appointed Director will hold office for a term determined by the Elected Directors not exceeding 3 years from the date of appointment, but may be re-appointed.

**That** Clause 35.4 be amended by deleting the word "10" and replacing it with "9" to read:

A Director may not serve more than 9 consecutive years as a Director. Upon serving 9 consecutive years, a Director may only stand for re-election or reappointment after a period of at least 3 years following the expiration of their 9th year.

##### *(b) Office Bearers and Terms of Office for Office Bearers*

**That** Clause 39.1 be amended by adding “Head of Specialties” to read:

“The Office Bearers of the College are: a. President; b. Vice President; c. Treasurer and d. Head of Specialties.”

**That** Clause 39.3 and Clause 39.3a be amended by adding “that the Board appoints”, by deleting the word “1 year” and replacing it with “up to two years” and by deleting the word “or until the first Board meeting in each calendar year following their appointment, but” and replacing with “and” to read:

“Each Office Bearer will hold their position that the Board appoints:

a. for a period of up to two years, and will be eligible for reappointment”

**That** Clause 39.5 be amended by deleting “term limit on” and replacing it with “limit on the term for”, by deleting the word “3” and replacing it with “4” to read:

“There will be a limit on the term for the President of 4 consecutive years. Upon serving 4 consecutive years as President an individual may stand again as President after a period of 2 years has expired following the expiration of their 4<sup>th</sup> year.”

The Board recommends that members vote in favour of the resolution for the reasons set out in the Explanatory Notes to this Notice. The Chair of the meeting intends to vote undirected proxies in favour of the resolution.

## EXPLANATORY NOTES

### Resolution 1 – Amendments to the Constitution

These Notes have been prepared as a guide for the business to be conducted at the Annual General Meeting. Members should consider the information set out in these Notes as they accompany and form part of this Notice.

Please read the Notice and the Notes carefully before deciding how to vote on the resolution. You may wish to seek professional advice before you cast your vote.

Since the adoption of the 2015 Constitution, the key feedback from the continuous governance reform project is that the current terms of office for Directors and Office Bearers are not optimal from a leadership, stability and continuity perspective:

- a two-year term of office for directors with half of the Board retiring every year does not provide stability and sustainability for the Board and Management. New directors take time to acquaint themselves with the operations of the College and a 2 year term does not necessarily allow a director to deliver value to the board and College more broadly.
- a one-year term for the President, Vice President and Treasurer puts a lot of pressure and burden on the induction and training of management and individuals who take on these roles. There is also a risk of losing corporate knowledge at the Board level.

There are other structural improvements requiring constitutional amendment that flow from these changes such as term limit for Directors.

In view of the above the Board has reviewed the Constitution and determined that the following changes are required.

As these governance improvements are inter-related, they are presented as a single resolution. An explanation of the main components of the resolution is provided below.

#### **(a) Terms of Office for Directors**

The Board agrees with the recommendation to change the terms of office for Directors to three years with one third elected directors retiring from the Board every year. Directors may be re-nominated after their term expires. The term limit for Directors will be changed to 9 consecutive years to be aligned with the new terms of office, instead of current position of 10 consecutive years

#### **(b) Office Bearers and Terms of Office for Office Bearers**

The Board acknowledges that the Head of Specialties has become a significant role with major advocacy responsibilities and the Board is proposing that this role be classified as an Office Bearer, together with President, Vice President and Treasurer.

Office Bearers play a critical role in the functioning of the Board and the College. These positions demand significant workload and commitment. The Board recommends that members vote in favour of Office Bearers being appointed for a term of up to two years (instead of one year term) for the reasons listed below. All Office Bearers can be re-appointed after their term expires.

- Since 2015, we have been lucky that we hadn't experienced a time when all office bearers stepped down at once since some of them willingly accepted the re-appointments. Instead of being asked to accept a re-appointment, Directors will have greater clarity on their commitment of up to two years when they are appointed as an Office Bearer from the start.
- The College is undertaking significant strategic projects that require a few years to implement. For instance, the National Mandatory Registration Scheme Project for Medical Physicists will require stable and continuous support from the Office Bearers.

- One year term does not allow Office bearers to make contributions at their optimal capability since they would need the first 4-6 months to familiarise themselves with the Role and all Strategic Projects.
- An “up to two-years” term would create staggering terms for these critical positions enhancing leadership and corporate knowledge continuity.

Due to the commitment and expectations of the role of President and similar reasons listed above, the Board recommends that the limit on the term of President's role be four consecutive years, i.e 2 consecutive terms, instead of 3 consecutive terms.

**Recommendation**

The Board recommends that members vote **IN FAVOUR** of Resolution 1.