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## Constitution Review and Proposed amendments – EGM April 2023

### Background

The Board instigated an independent review of the governance and operations of the College in late 2021 to ensure the College had the correct structure and governance following the merger.

This review included consideration of organisational structure and reporting lines, Board governance and the Constitution. The review made several recommendations, including a recommendation to review several clauses in the Constitution, particularly in relation to the College applying for charity status with the Australian Charities and Not-for-Profit Commission.

### Constitution Review Panel

The Board put out a call to members for nominations to sit on a Constitution Review Panel, which was tasked with undertaking this work on behalf of the Board. The final Panel comprised:

- Michael Smith (former Director), chairperson
- Peter Jurkovsky (Fellow, former Board Chair, and lawyer)
- Simone Haigh (Director)
- John Bruning (CEO), and
- Leesa Taylor (Corporate Services Manager)

The Board provided direction on several areas for consideration but gave the Review Panel scope to make recommendations against any clause in the Constitution. The work of the Review Panel concluded late last year, with several changes approved at the October 2022 AGM. The final group of proposed changes are now ready for consideration by members at this EGM.

### Recommendations

The Board is proposing changes to the following clauses with exact changes and reasoning provided below:

1. Clause 5.1. Objects
2. Clause 5.3. Remuneration of Directors
3. Clauses 6.1 and 8. Eligibility for Membership and Applications for Membership
4. Clause 7. Classes of Membership
5. Clauses 34.2, 34.4, 37(a)(i) Composition of the Board, Elected Directors, and Filling of Vacancies on the Board
6. Clauses 34.6 Term
7. Language updates – Clauses 4.1, 11(c)(i), 11(e), 12.2(d)(i), 13(a), 22(i)(i), 34.3(f), 34.7(b), 35, 36(a), 42(a), 44(a), 44(b), 46(c)(iv)

The proposed changes were reviewed and drafted by Mills Oakley, the College's legal advisors, to ensure appropriate wording and consistency with relevant regulation.

## 5.1. Objects

Current	Proposed	Reasoning
<p><b>5 Objects</b></p> <p><b>5.1 Objects</b></p> <p>(a) The Company is established for the purpose of leading the Paramedic profession in Australia and New Zealand. It will achieve its purpose by:</p> <ul style="list-style-type: none"> <li>(i) promoting excellence in Paramedicine, and cultivating and encouraging high principles of practice, ethics and professional integrity through education, training and continuing professional development of the Members;</li> <li>(ii) providing a platform for policies, codes of conduct, and resources to enhance the quality and professionalism of Paramedicine;</li> <li>(iii) representing the interests of Members to advance the practice of Paramedicine and associated issues;</li> <li>(iv) encouraging communication, cooperation and interaction between Members, government, regulators, and allied organisations; and</li> <li>(v) anything ancillary to the Objects referred to in <b>clauses 5.1(a)(i) to 5.1(a)(iv)</b>.</li> </ul> <p>(b) The Company can only exercise the powers in section 124(1) of the Corporations Act to:</p> <ul style="list-style-type: none"> <li>(i) carry out the Objects of the Company; and</li> <li>(ii) do all things incidental or convenient in relation to the exercise of power under <b>clause 5.1(b)(i)</b>.</li> </ul>	<p><b>5 Objects</b></p> <p><b>5.1 Objects</b></p> <p>(a) The Company is established for the purpose of leading the Paramedic profession in <b>Australasia to deliver excellence in Paramedicine and support person-centred health care. The Company works to improve access to and the provision of health care, and reduce disparities in health care for individuals and communities, including First Nations, Tangata Whenua and Indigenous Peoples, through education, research, advocacy, health literacy and programs that advance the practice and strengthen the contribution of paramedicine to evidence-informed health care.</b></p> <p>(b) <b>The Company may undertake</b> anything ancillary to the Objects referred to in <b>clause 5.1(a)</b></p> <p>(c) The Company can only exercise the powers in section 124(1) of the Corporations Act to:</p> <ul style="list-style-type: none"> <li>(i) carry out the Objects of the Company; and</li> <li>(ii) do all things incidental or convenient in relation to the exercise of power under <b>clause 5.1(c)(i)</b>.</li> </ul>	<p>The Review Panel and Board spent considerable time considering the Objects of the College. The existing Objects are a list of activities which try to cover the current activities of the College, but don't necessarily allow for the pursuit of new opportunities in the future.</p> <p>With an application to the Australian Charities and Not-for-profits Commission for the College to become a charity (financial and governance benefits to the College), the feedback from the Commission was that our objects needed to change.</p> <p>This saw the Review Panel and the Board decide to broaden the Objects and use the statement as an overarching principle of what the College would be doing. The Objects remain focused on leading the profession and promoting excellence in paramedicine; ideals that were in the original Institute and College Constitution for almost 40 years before the current version. The proposed amendment returns to a more holistic view of the role of the College in leading the profession.</p>

### 5.3. Remuneration of Directors

Current	Proposed	Reasoning
<p><b>5.3 Remuneration of Directors</b></p> <p>No payment shall be made to any Director other than the payment:</p> <p>(a) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board;</p> <p>(b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service</p>	<p><b>5.3 Remuneration of Directors</b></p> <p>No payment shall be made to any Director other than the payment:</p> <p>(a) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board;</p> <p>(b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service; <b>and</b></p> <p>(c) <b>of any honorarium to a Director undertaking the role of an Office Bearer, where that role requires significant time commitment to the Company, as approved by an independent Committee of the Board.</b></p>	<p>The Office Bearers of the College, which include the Chair, Vice Chair and Audit &amp; Risk Committee Chair, dedicated considerable time to support the College in achieving our objectives. The Chair in particular commits 5-8 hours per week to the College.</p> <p>While the Board is not suggesting paying a market rate for service, there is the potential for lost income associated with the Office Bearer contributing their time to the College, and there should be a mechanism to acknowledge and recognise these situations.</p> <p>Honorariums would be approved by an independent committee to ensure a separation between the Office Bearer and the payment determined for their role contribution.</p>

## 6.1 Eligibility for Membership and 8. Applications for Membership

Current	Proposed	Reasoning
<p><b>6 Admission to Membership</b></p> <p><b>6.1 Eligibility for Membership</b> Any individual is entitled to become a Member if the person:</p> <ul style="list-style-type: none"> <li>(a) agrees to assume the liability to pay the Member's Guarantee Amount;</li> <li>(b) satisfies the criteria for the relevant class of Membership in accordance with <b>clause 7</b>;</li> <li>(c) supports the Objects of the Company and agrees to comply with the terms of this Constitution and any code of conduct which the Board may produce from time to time;</li> <li>(d) lodges an application form in accordance with <b>clause 8</b>; and</li> <li>(e) subject to <b>clause 10(c)</b>, pays the Entrance Fee in accordance with <b>clause 10</b>.</li> </ul> <p><b>8 Applications for Membership</b></p> <p><b>8.1 Applications for Membership</b></p> <ul style="list-style-type: none"> <li>(a) An application for Membership of the Company must: <ul style="list-style-type: none"> <li>(i) be made in writing in the form prescribed by the Board from time to time;</li> <li>(ii) specify the class of Membership being applied for by the applicant;</li> <li>(iii) include a signature, or equivalent acknowledgement by the applicant acknowledging that the applicant agrees to be bound by the Constitution of the Company as amended from time to time;</li> <li>(iv) subject to <b>clause 10(c)</b>, be accompanied by any Entrance payable pursuant to <b>clause 10</b>; and</li> <li>(v) be lodged with the Company.</li> </ul> </li> <li>(b) As soon as practicable after receiving an application for Membership, the Company must refer the application to the Board which is to determine whether to approve or reject the application.</li> </ul>	<p><b>6 Admission to Membership</b></p> <p><b>6.1 Eligibility for Membership</b> Any individual is entitled to become a Member if the person:</p> <ul style="list-style-type: none"> <li>(a) agrees to assume the liability to pay the Member's Guarantee Amount;</li> <li>(b) satisfies the criteria for the relevant class of Membership in accordance with <b>clause 7</b>;</li> <li>(c) <b>subject to clause 11(e)(iv)(A), at the time of application, the health profession registration, by the registering body in Australia or New Zealand, of that individual is not cancelled or suspended (if that person holds health profession registration);</b></li> <li>(d) supports the Objects of the Company and agrees to comply with the terms of this Constitution and any code of conduct which the Board may produce from time to time;</li> <li>(e) lodges an application form in accordance with <b>clause 8</b>; and</li> <li>(f) subject to <b>clause 10(c)</b>, pays the Entrance Fee in accordance with <b>clause 10</b>.</li> </ul> <p><b>8 Applications for Membership</b></p> <p><b>8.1 Applications for Membership</b></p> <ul style="list-style-type: none"> <li>(a) An application for Membership of the Company must: <ul style="list-style-type: none"> <li>(i) be made in writing in the form prescribed by the Board from time to time;</li> <li>(ii) <b>specify any period for which the health profession registration of the applicant was cancelled or suspended and the reason for such cancellation or suspension;</b></li> <li>(iii) include a signature, or equivalent acknowledgement by the applicant acknowledging that the applicant agrees to be bound by the Constitution of the Company as amended from time to time;</li> <li>(iv) subject to <b>clause 10(c)</b>, be accompanied by any Entrance Fee payable pursuant to <b>clause 10</b>; and</li> <li>(v) be lodged with the Company.</li> </ul> </li> <li>(b) As soon as practicable after receiving an application for Membership, the Company must refer the application to the Board which is to determine whether to approve or reject the application <b>and the class of Membership of the applicant.</b></li> <li>(c) <b>For the avoidance of doubt, the Board has full discretion as to the class of Membership for which an applicant may be approved.</b></li> </ul>	<p>With the advent of registration in both Australia and Aotearoa New Zealand, the Board sees the opportunity to use the registration systems to inform the appropriateness of paramedics to become members.</p> <p>The College has a Code of Conduct to which all members must adhere, and it is instructive to the Board if a potential member has had a period of suspension or cancellation of their registration. By adding mechanisms to restrict the ability to join while suspended or registration is cancelled, and then to collect information about any period of suspension or cancellation, the Board is able to make appropriate decisions on who to accept into the College membership.</p>

## 7. Classes of Membership

Current	Proposed	Reasoning
<p><b>7.3 Full Members</b></p> <p>(a) A Full Member:</p> <p>(i) will be an individual;</p> <p>(ii) who is a Paramedic; and</p> <p>(iii) will agree to support the Objects of the Company.</p> <p>(b) Full Members are entitled to vote.</p> <p>(c) Subject to <b>clause 10(c)</b>, Full Members are required to pay an Entrance Fee and annual Subscription.</p> <p><b>7.4 Fellow Members</b></p> <p>(a) A Fellow Member will:</p> <p>(i) be an individual; and</p> <p>(ii) provide satisfactory details of experience, qualifications, and professional appointments.</p> <p>(b) Fellow Members are entitled to vote.</p> <p>(c) Subject to <b>clause 10(c)</b>, Fellow Members are required to pay an Entrance Fee and annual Subscription.</p> <p><b>7.5 Honorary Fellow Members</b></p> <p>(a) An Honorary Fellow Member will:</p> <p>(i) be an individual;</p> <p>(ii) have demonstrated significant support to the Company; and</p> <p>(iii) have demonstrated significant support to Paramedicine.</p> <p>(b) Honorary Fellow Members are not entitled to vote.</p> <p>(c) Honorary Fellow Members are not required to pay an Entrance Fee and annual Subscription.</p> <p><b>7.6 Associate Members</b></p> <p>(a) An Associate Member will:</p> <p>(i) be an individual;</p> <p>(ii) have an interest in Paramedicine; and</p> <p>(iii) agree to support the Objects of the Company.</p> <p>(b) Associate Members are not entitled to vote.</p> <p>(c) Subject to <b>clause 10(c)</b>, Associate Members are required to pay an Entrance Fee and annual Subscription.</p>	<p><b>7.3 Full Members</b></p> <p>(a) A Full Member:</p> <p>(i) will be an individual;</p> <p>(ii) <b>must be</b> a Paramedic;</p> <p>(iii) <b>subject to clause 11(e)(iv)(A), must have a health profession registration by the registering body in Australia or New Zealand or the equivalent requisite qualifications to practise as a Paramedic in a jurisdiction if registration is not in operation;</b></p> <p>(iv) <b>must satisfy the Board of the Member's proficiency in paramedicine by such examination or assessment and ongoing professional development as may be prescribed by the Board; and</b></p> <p>(v) will agree to support the Objects of the Company.</p> <p>(b) Full Members are entitled to vote.</p> <p>(c) Subject to <b>clause 10(c)</b>, Full Members are required to pay an Entrance Fee and annual Subscription.</p> <p><b>7.4 Fellow Members</b></p> <p>(a) A Fellow Member will:</p> <p>(i) be an individual;</p> <p>(ii) provide satisfactory details of experience, qualifications, and professional appointments;</p> <p>(iii) <b>must satisfy the Board of the Member's proficiency in paramedicine by such examination or assessment and ongoing professional development as may be prescribed by the Board; and</b></p> <p>(iv) <b>agree to support the Objects of the Company.</b></p> <p>(b) Fellow Members are entitled to vote.</p> <p>(c) Subject to <b>clause 10(c)</b>, Fellow Members are required to pay an Entrance Fee and annual Subscription.</p> <p><b>7.5 Honorary Fellow Members</b></p> <p>(a) An Honorary Fellow Member will:</p> <p>(i) be an individual;</p> <p>(ii) have demonstrated significant support to the Company;</p> <p>(iii) have demonstrated significant support to Paramedicine; <b>and</b></p> <p>(iv) <b>agree to support the Objects of the Company.</b></p> <p>(b) Honorary Fellow Members are not entitled to vote.</p> <p>(c) Honorary Fellow Members are not required to pay an Entrance Fee and annual Subscription.</p> <p><b>7.6 Associate Members</b></p> <p>(a) An Associate Member will:</p> <p>(i) be an individual;</p> <p>(ii) have an interest in Paramedicine;</p> <p>(iii) <b>must satisfy the Board of the Member's proficiency in paramedicine by such examination or assessment and ongoing professional development as may be prescribed by the Board; and</b></p> <p>(iv) agree to support the Objects of the Company.</p> <p>(b) Associate Members are not entitled to vote.</p> <p>(c) Subject to <b>clause 10(c)</b>, Associate Members are required to pay an Entrance Fee and annual Subscription.</p>	<p>The Review Panel considered the Classes of Membership of the College and noted some inconsistencies across the categories, which have been rectified here.</p> <p>7.3(a)(iii) clarified the need to hold registration (where available) and can address any member who may lose registration as a reason to remove them from the Full Member category.</p> <p>The Board is currently looking at mechanisms to ensure the College meets our Objects of advancing excellence in paramedicine and is considering professional development requirements to lift clinical standards. Presently, we have minimum standards set by the registering bodies in Australia and Aotearoa New Zealand, but this does not drive ongoing improvement in practice. Hence the Board is looking to lift standards through education and professional programs and CPD requirements for members. This sees wording added to Full Members, Fellow Members and Associate Members to acknowledge the future requirements currently being considered by the Board.</p> <p>Long-standing members will remember the College always had requirements for graduate paramedics to complete their internship (and, further in the past, a College assessment) before they became Full Members. The new clauses are returning to that model of membership in which the College sets the clinical standards required to be met in order to hold membership.</p>



## 34.2 Composition of the Board, 34.4 Elected Directors and 37(a)(i) Filling of Vacancies on the Board

Current	Proposed	Reasoning
<p><b>34.2 Composition of Board</b></p> <p>(a) Subject to <b>clause 34.3</b>, the Board shall consist of:</p> <p style="margin-left: 20px;">(i) up to six (6) Elected Directors; and</p> <p style="margin-left: 20px;">(ii) up to three (3) Appointed Directors appointed by the Board from time to time,</p> <p>provided that the total number of Directors does not exceed the maximum fixed by <b>clause 34.1</b>.</p> <p>(b) An Elected Director must be a Voting Member at all times that he or she is holding office as an Elected Director.</p> <p>(c) The Board shall determine from time to time how many Elected Directors and how many Appointed Directors shall be on the Board.</p> <p><b>34.4 Elected Directors</b></p> <p>(a) Nominations of candidates for election as Elected Directors:</p> <p style="margin-left: 20px;">(i) shall be in writing in a form prescribed by the Board signed by two Voting Members and be accompanied by the written consent of the nominee (which may be endorsed on the nomination); and</p> <p style="margin-left: 20px;">(ii) shall be delivered to the Company (or person authorised by the Board for the purpose) not later than close of business on the day nominated by the Company.</p> <p>(b) As soon as practicable after receiving a nomination for an Elected Director, the Company must refer the nomination to the Nominations and Selection Committee, which will review and assess the nomination against the Nominations and Selection Committee Criteria.</p> <hr/> <p><b>37 Filling of Vacancies on the Board</b></p> <p>(a) In the event of a casual vacancy occurring on the Board, the Board shall:</p> <p style="margin-left: 20px;">(i) in relation to an Elected Director vacancy, appoint a Voting Member:</p> <p style="margin-left: 40px;">(A) who satisfies the Nominations and Selection Committee Criteria; and</p> <p style="margin-left: 40px;">(B) who has been assessed by the Nominations and Selection Committee,</p>	<p><b>34.2 Composition of Board</b></p> <p>(a) Subject to <b>clause 34.3</b>, the Board shall consist of:</p> <p style="margin-left: 20px;">(i) up to six (6) Elected Directors; and</p> <p style="margin-left: 20px;">(ii) up to three (3) Appointed Directors appointed by the Board from time to time,</p> <p>provided that the total number of Directors does not exceed the maximum fixed by <b>clause 34.1</b>.</p> <p>(b) An Elected Director must be a Voting Member at all times that he or she is holding office as an Elected Director.</p> <p>(c) <b>At all times, there must be at least:</b></p> <p style="margin-left: 20px;">(i) one (1) Elected Director who resides in New Zealand; and</p> <p style="margin-left: 20px;">(ii) one (1) Elected Director who resides in Australia,</p> <p style="margin-left: 20px;"><b>to the extent this is possible pursuant to this Constitution.</b></p> <p>(d) <b>For the avoidance of doubt, if:</b></p> <p style="margin-left: 20px;">(i) at any time, either of these requirements have not been met; and</p> <p style="margin-left: 20px;">(ii) an Elected Director vacancy arises,</p> <p style="margin-left: 20px;"><b>despite clause 37(a), that vacancy shall only be filled by an Elected Director who satisfies the above requirement, pursuant to clause 34.2(c), that has not been met at that time.</b></p> <p>(e) The Board shall determine from time to time how many Elected Directors and how many Appointed Directors shall be on the Board.</p> <p><b>34.4 Elected Directors</b></p> <p>(a) Nominations of candidates for election as Elected Directors:</p> <p style="margin-left: 20px;">(i) shall be in writing in a form prescribed by the Board signed by two Voting Members and be accompanied by the written consent of the nominee (which may be endorsed on the nomination); and</p> <p style="margin-left: 20px;">(ii) shall be delivered to the Company (or person authorised by the Board for the purpose) not later than close of business on the day nominated by the Company.</p> <p>(b) <b>Candidates for election as Elected Directors must have been Voting Members for a continuous period of at least 24 months immediately prior to the closing date for nominations.</b></p> <p>(c) As soon as practicable after receiving a nomination for an Elected Director, the Company must refer the nomination to the Nominations and Selection Committee, which will review and assess the nomination against the Nominations and Selection Committee Criteria.</p> <hr/> <p><b>37 Filling of Vacancies on the Board</b></p> <p>(a) In the event of a casual vacancy occurring on the Board, the Board shall:</p> <p style="margin-left: 20px;">(i) <b>subject to clauses 34.2(d) and 34.4(b)</b>, in relation to an Elected Director vacancy, appoint a Voting Member:</p> <p style="margin-left: 40px;">(A) who satisfies the Nominations and Selection Committee Criteria; and</p> <p style="margin-left: 40px;">(B) who has been assessed by the Nominations and Selection Committee,</p>	<p>The Constitution review provided the opportunity for the Board to address the composition of the Board and Director connection to the College.</p> <p>The Review Panel and the Board felt it was important that both Australia and Aotearoa New Zealand had a least one member representative on the Board at all times. The changes at 34.2 provide for this.</p> <p>Currently a paramedic could join the College a day before the nominations for Director close and then nominate for the Board, potentially coming onto the Board as a Director with little knowledge of the College. The Review Panel and the Board agreed to a minimum two (2) years of membership before a member could nominate for the Board.</p> <p>Clause 37 (a)(i) was updated to ensure any Directors appointed to casual vacancies met the requirements of country representation and membership timeframe as detailed in 34.2 and 34.4.</p>

## 34.6 Term

Current	Proposed	Reasoning
<p><b>34.6 Term</b>            Except in accordance with <b>clause 34.3</b>:</p> <p>(a) Elected Directors shall hold office for a term of three (3) years, but shall be eligible for re-election for further terms of three (3) years each; and</p> <p>(b) Appointed Directors shall hold office for a term of up to three (3) years, but shall be eligible for reappointment for further terms of up to three (3) years each.</p>	<p><b>34.6 Term</b>            Except in accordance with <b>clause 34.3</b>:</p> <p>(a) Elected Directors shall hold office for a term of three (3) years, but shall be eligible for re-election for <b>a maximum of two</b> further terms of three (3) years each.</p> <p>(b) Appointed Directors shall hold office for a term of up to three (3) years, but shall be eligible for reappointment for <b>a maximum of two</b> further terms of up to three (3) years each.</p> <p>(c) <b>A Director who has served three consecutive terms may be either re-elected or reappointed as a Director after a period of three years has expired since the Director's previous term as a Director.</b></p> <p>(d) <b>For the avoidance of doubt, time served to fill a casual vacancy, pursuant to clause 37(a), does not count towards the maximum continuous periods pursuant to this clause.</b></p>	<p>In accordance with best practice and strong corporate governance, leading governance organisations such as the Australian Institute of Company Directors and the Governance Institute of Australia recommend having term limits for Directors. This provides a mechanism for ongoing Board renewal and a separation between the Board and executive staff, where relationships need to be unbiased and there is the ability to challenge decisions. A review of suitable lengths of term was 9 years in total, or three by three-year terms for College Directors.</p>

## Language Updates

Current	Proposed	Reasoning
<p>Language updates</p> <p>4.1, 11(c)(i), 11(e), 12.2(d)(i), 13(a), 22(i)(i), 34.3(f), 34.7(b), 35, 36(a), 42(a), 44(a), 44(b), 46(c)(iv).</p>	<p>Language updates</p> <ul style="list-style-type: none"> <li>• Practice to Practise</li> <li>• Monies to Money</li> <li>• Their to the Directors, the Member, the Board (depending on relevance)</li> <li>• It to the Board</li> <li>• His to the Director</li> </ul>	<p>A full review of all the language in the Constitution identified opportunities to clarify wording and ensure usage was current.</p>