

Amended
19 March 2022

Constitution

Australian Medical Association Limited
ACN 008 426 793

Constitution of Australian Medical Association Limited

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1. Preliminary

1.1 Defined terms

(a) In this Constitution unless the contrary intention appears:

Affiliated Organisation means a nationally organised medical body recognised by the Board under clause 7(a).

AIDA means Australian Indigenous Doctors' Association Ltd ACN 131 668 936.

AMA ACT means Australian Medical Association (ACT) Ltd ACN 008 665 718.

AMANSW means Australian Medical Association (NSW) Limited ACN 000 001 614.

AMANT means Australian Medical Association Northern Territory Inc ABN 61 628 117 024.

AMAQ means Queensland Branch of the Australian Medical Association ACN 009 660 280.

AMASA means Australian Medical Association (South Australia) Inc ABN 91 028 693 268.

AMATAS means Australian Medical Association, Tasmania Limited ACN 009 484 931.

AMAVIC means Australian Medical Association (Victoria) Limited ACN 064 447 678.

AMAWA means Australian Medical Association (WA) Incorporated ABN 63 149 567 245.

Association means Australian Medical Association Limited ACN 008 426 793.

Associated Organisation means a body that is not an Affiliated Organisation recognised by the Board under clause 7(a).

Auditor means the Association's auditor.

AMSA means the Australian Medical Students' Association Limited ACN 079 544 513.

Australian Medical Council means the Australian Medical Council Limited ACN 131 796 980.

ASMOF means the Australian Salaried Medical Officers Federation ABN 28 648 719 021.

Base Date means for the purposes of calculating the number of delegates for the National Conference the last day of December in the previous year.

Board means all or some of the Directors acting as a board.

Chair of the Federal Council means the person elected as chair of the Federal Council in accordance with the by laws.

Constitution means the constitution of the Association as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Association.

Director includes any person occupying the position of director of the Association.

Federal Council means the federal council of the Association constituted under clause 28.

Honorary Member means those members elected by the Board in accordance with clause 6.1(d).

Medical Student Associate Member means each person admitted to membership under clause 6.1(c).

Member means a member under clause 6.1.

National Conference means the National Conference of the Association convened under clause 16.

Official Journal means the Medical Journal of Australia.

Ordinary Member means each person admitted to membership under clause 6.1(b).

Overseas Member means each person admitted to membership under clause 6.1(e).

Practice Group means a group of Members:

- (a) with a particular or distinctive professional or other interest; and
- (b) which are recognised as a Practice Group by the Board under clause 10.5.

President means the president of the Association elected at the National Conference.

Register means the register of Members of the Association.

Registration Authority means any body under the Registration Legislation that is able to register, suspend or de-register medical practitioners or medical students in Australia.

Registration Legislation means any Act, law or code regulating the registration of medical practitioners in Australia from time to time.

Remuneration Committee means the committee established in accordance with clause 20.2 which determines the remuneration payable to the Board.

Secretary means any person appointed by the Board to perform the duties of a secretary of the Association and if there are joint secretaries, any one or more of those joint secretaries.

Secretary General means the Secretary General of the Association, appointed by the Board under clause 33 and any person appointed to the position on an acting basis.

Seal means the Association's common seal (if any).

Specialty Group means a group of Members recognised as a Specialty Group by the Board under clauses 10.1(a) or 10.5(a).

State or Territory AMA means:

- (a) AMAACT;
- (b) AMANSW;
- (c) AMANT;
- (d) AMAQ;
- (e) AMASA;
- (f) AMATAS;
- (g) AMAVIC; and
- (h) AMAWA.

Vice President means the Vice President of the Association elected at the National Conference.

- (b) In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

- (a) In this Constitution, except where the context otherwise requires:
- (i) the singular includes the plural and vice versa, and a gender includes other genders;
 - (ii) another grammatical form of a defined word or expression has a corresponding meaning;
 - (iii) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
 - (iv) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (v) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
 - (vi) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.
- (b) Headings are for the ease of reference only and do not affect interpretation.
- (c) The Corporations Act prevails over any inconsistency with this Constitution.

3. Replaceable rules

To the extent permitted by law, the provisions of the Corporations Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to the Association.

4. Objects

- (a) The objects of the Association are to:
- (i) preserve, maintain, promote and advance the intellectual, philosophical, social, political, economic and legal interests of Members;
 - (ii) promote the wellbeing of patients and take an active part in the promotion of health care programs for the benefit of the community and to participate in the resolution of major social and community health issues;
 - (iii) become a member of or subscribe to or affiliate with any other organisation having similar objects to the Association;
 - (iv) publish and circulate the Official Journal;
 - (v) act as the principal coordinating and negotiating body for the medical profession; and

- (vi) establish subsidiary companies in order to achieve specific purposes which the Board considers to be for the benefit of the Association.
- (b) The Association may only exercise the powers in section 124(1) of the Corporations Act to:
 - (i) carry out the objects in this clause; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under clause 4(b)(i).

5. Income and property of Association

- (a) The income and property of the Association will only be applied towards the promotion of the objects of the Association set out in clause 4.
- (b) No income or property will be paid or transferred directly or indirectly to any Member of the Association except for payments to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent;
 - (iii) by way of reimbursement of expenses incurred by any Member on behalf of the Association; or
 - (iv) as payments to Directors in accordance with clause 20.1

6. Membership

6.1 Admission

- (a) The Members of the Association are the:
 - (i) Ordinary Members;
 - (ii) Overseas Members;
 - (iii) Honorary Members; and
 - (iv) Medical Student Associate Members.
- (b) An Ordinary Member is a member of a State or Territory AMA, who:
 - (i) is registered as:
 - (A) a medical practitioner; or
 - (B) a non-practising medical practitioner,
under the Registration Legislation; or
 - (ii) is retired from medical practice and:
 - (A) was at the time of retirement registered as a medical practitioner under the Registration Legislation; and
 - (B) has not subsequently been prohibited from being re-registered; and
 - (iii) consents to be a member of the Association.

- (c) A Medical Student Associate Member is a person who:
 - (i) is a medical student who is registered as a student medical practitioner under the Registration Legislation; and
 - (ii) consents to be a Medical Student Associate Member of the Association.
- (d) The Board may, in its absolute discretion, elect any person as an Honorary Member of the Association.
- (e) Any person may apply for membership as an Overseas Member, if that person:
 - (i) currently is or has been registered as a medical practitioner in any part of Australia; or
 - (ii) is qualified for registration as a medical practitioner in Australia, but is not a resident of Australia and is not a member of a State or Territory AMA, and makes an application that is:
 - (iii) in writing;
 - (iv) signed by the applicant; and
 - (v) in a form approved by the Board in its absolute discretion.
- (f) The Board will consider each application for membership as an Overseas Member at the next meeting of the Board after the application is received. In considering an application for membership, the Board may:
 - (i) accept or reject the application; or
 - (ii) ask the applicant to give more evidence of eligibility for membership.
- (g) If the Board asks for more evidence under clause 6.1(f), its determination of the application for membership as an Overseas Member is deferred until the evidence is given.
- (h) The Board does not have to give any reason for rejecting an application for membership as an Overseas Member.
- (i) As soon as practicable following acceptance of an application for membership as an Overseas Member, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.

6.2 Subscriptions

- (a) Subject to clause 6.2(c), the Board may determine the annual subscription payable by each Member or each category of Member.
- (b) The annual subscription period will commence on 1 January of each year. The manner and timing of the payment of the annual subscription fees will be determined by the Board.
- (c) An Ordinary Member will pay their annual subscription for the Association to the State or Territory AMA of which they are a member as of 1 January of that year. The State or Territory AMA collects the annual subscription as agent for the Association and will remit it to the Association.
- (d) If an Ordinary Member does not pay their annual subscription to the State or Territory AMA of which they are a member by 1 April in a year, the State or Territory AMA or the Board of the Association:
 - (i) will give the Member notice of that fact; and

- (ii) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

6.3 Rights of Members

- (a) Unless otherwise provided in this Constitution, the rights of an Ordinary Member are:
 - (i) to receive notices of, attend, speak at and vote at general meetings of Members;
 - (ii) to be able to be nominated as a delegate for the National Conference;
 - (iii) to be able to be nominated for membership of the Federal Council;
 - (iv) to be able to be appointed as a Director of the Association; and
 - (v) to receive a copy of the Official Journal.
- (b) An Overseas Member is:
 - (i) not entitled to:
 - (A) receive notices of, attend, speak at or vote at general meetings of Members; or
 - (B) hold any office in the Association; and
 - (ii) entitled to receive a copy of the Official Journal.
- (c) An Honorary Member is:
 - (i) not entitled to:
 - (A) receive notices of, speak at, or vote at general meetings of Members; or
 - (B) hold any office in the Association; and
 - (ii) entitled to receive a copy of the Official Journal.
- (d) A Medical Student Associate Member is:
 - (i) not entitled to:
 - (A) receive notice of, speak at, or vote at general meetings of Members;
 - (B) hold any office in the Association, except to be nominated for membership of the Federal Council; and
 - (ii) entitled to receive a copy of the Official Journal on payment in advance of a subscription to be determined by the Board from time to time.

6.4 Ceasing to be a Member

- (a) A Member's membership of the Association will cease:
 - (i) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (ii) if the Member is an Ordinary Member and they cease to be a member of their relevant State or Territory AMA and have not transferred to another State or Territory AMA;
 - (iii) if the Member is an Ordinary Member or Overseas Member and their registration as a medical practitioner is cancelled by the Registration Authority;
 - (iv) if the Member is a Medical Student Associate Member and their enrolment as a medical student is cancelled or they have completed their studies;

- (v) if the Member is an Overseas Member and they become a permanent resident of Australia;
 - (vi) if a two-thirds majority of the Board present and voting at a meeting of the Board by resolution terminate the membership of an Honorary Member or a Medical Student Associate Member;
 - (vii) if a majority of three-quarters of the Board present and voting at a meeting of the Board by resolution terminate the membership of a Member:
 - (A) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Association or breaches any provision of this Constitution or any by law of the Association;
 - (B) only after the Member has been given at least 30 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (viii) if a Member's membership is forfeited under clause 6.2(d); or
 - (ix) if the Member dies.
- (b) The Board may suspend a Member's membership, if a Member's registration as a medical practitioner or student is suspended by the Registration Authority, for the period for which the Member is suspended by the Registration Authority.
- (c) Any Member ceasing to be a Member:
- (i) will not be entitled to any refund (or part refund) of a subscription; and
 - (ii) will remain liable for and will pay to the Association all subscriptions and moneys which were due at the date of ceasing to be a Member (unless the Board determines otherwise).

7. Affiliated Organisations

- (a) The Board may recognise any nationally organised medical body as an Affiliated Organisation, that applies to the Association for this recognition.
- (b) It is a condition of becoming an Affiliated Organisation that any:
 - (i) policy formulated; or
 - (ii) action proposed,
 in medico-political matters, by the Affiliated Organisation, that may involve any Member of the Association or member of the medical profession, other than the Affiliated Organisation's own members, will be submitted as a proposal to the Association.
- (c) The Association or the Affiliated Organisation may terminate the affiliation by giving the other party three months' written notice or such other time period as determined by the Board from time to time and set out in the by laws.

8. Associated Organisations

- (a) The Board may, on application from a body:
 - (i) that is not an Affiliated Organisation; and
 - (ii) has as one of its objects the promotion of the medical or allied sciences,

grant formal recognition to the body as an Associated Organisation. The ASMOF is recognised as an Associated Organisation.

- (b) Subject to clause 8(c), the Association may withdraw its recognition of an Associated Organisation at any time.
- (c) The Association may only withdraw its recognition of the ASMOF as an Associated Organisation, if a two thirds majority of Members at a general meeting determines to withdraw recognition.
- (d) An Associated Organisation may at any time make representations to the Association for consideration, with respect to the body and any aspect of the medical and allied sciences in which it is interested and these representations must be considered by the Association.

9. State and Territory AMAs

9.1 Grouping of Members

The Members are grouped into geographical bodies known as State and Territory AMAs. The membership of each State and Territory AMA is those Ordinary Members whose addresses in the Register are at a place situated in that State or Territory.

9.2 Autonomy

Each State or Territory AMA is free to govern itself in such manner as it thinks fit provided that no State or Territory AMA may make any rule which conflicts with this Constitution and to the extent of any inconsistency this Constitution prevails.

10. Recognised bodies

10.1 Recognised bodies

The Association recognises the following bodies:

- (a) Specialty Groups in existence as at the adoption of this Constitution;
- (b) Practice Groups in existence as at the adoption of this Constitution;
- (c) AMSA;
- (d) those specialist medical colleges recognised from time to time by the Australian Medical Council; and
- (e) any other body that the Board determines, in its absolute discretion, to recognise from time to time.

10.2 Role of the recognised bodies

The role of the bodies recognised by the Association under clause 10.1 with respect to the Association is to provide advice to the Board and Federal Council on specific national medico-political policies that affect the professional interests of those bodies.

10.3 Membership of Specialty Groups and Practice Groups

- (a) The members of the Specialty Groups and Practice Groups are the Ordinary Members who have their names entered on the register of members for the Specialty Groups and Practice Groups held by the Association.
- (b) An Ordinary Member is not eligible to be a member of more than one Specialty Group but may be a member of as many Practice Groups as are relevant to his or her practice.

10.4 Coordinating committees

- (a) Each Specialty Group and Practice Group may form a coordinating committee for that group to facilitate communication.
- (b) The coordinating committee of each Specialty Group and Practice Group will consist of:
 - (i) that group's representative on Federal Council;
 - (ii) the President or the President's nominee; and
 - (iii) other members as determined by the Board and prescribed in the by laws.

10.5 New recognised bodies

The Board may, in its absolute discretion, recognise a new:

- (a) Specialty Group if the proposed Specialty Group:
 - (i) has a minimum of 400 Ordinary Members as members of it;
 - (ii) has Ordinary Members from each State and Territory AMA; and
 - (iii) works in an area of speciality practice that is overseen by a professional college recognised by the Australian Medical Council; and
- (b) Practice Group, after consultation with the Federal Council, as the Board determines.

11. General meetings

11.1 Calling general meeting

- (a) The Board must call annual general meetings in accordance with the Corporations Act, to be held by the Association at times to be determined by the Board.
- (b) The Board must call a general meeting if requisitioned by 25 or more Ordinary Members from each of not less than six State or Territory AMAs. The requisition must set out the objects of the meeting and otherwise comply with the by laws.
- (c) Members may also request or call and arrange to hold general meetings in accordance with the procedures and requirements set out in the Corporations Act.
- (d) A general meeting may be held at two or more venues simultaneously using any technology that gives the Members as a whole a reasonable opportunity to participate.

11.2 Notice of general meeting

- (a) Notice of a general meeting must be given in accordance with clause 11.2(b) and the Corporations Act to the persons referred to in clause 37.2(a).
- (b) General meetings must be called on at least 21 days notice.
- (c) Subject to the requirements of the Corporations Act, a notice calling a general meeting must:
 - (i) specify the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) state the general nature of the business to be transacted at the meeting;
 - (iii) if a special resolution is to be proposed at the meeting state the resolution;
 - (iv) include such statements about the appointment of proxies as are required by the Corporations Act;

- (v) specify a place and electronic address for the purposes of proxy appointments; and
- (vi) comply with any other requirements of the Corporations Act.

11.3 Business

- (a) The business of an annual general meeting may include:
 - (i) any of the following matters, even if not referred to in the notice of meeting:
 - (A) consideration of the annual financial report, directors' report and auditor's report;
 - (B) appointment of the Auditor; and
 - (C) fixing the Auditor's remuneration;
 - (ii) any business which under this Constitution or the Corporations Act is required to be transacted at an annual general meeting; and
 - (iii) any other business which may lawfully be transacted at a general meeting.
- (b) The chairperson of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to:
 - (i) ask questions about or make comments on the management of the Association; and
 - (ii) ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report for the Association.
- (c) The Board may postpone or cancel any general meeting (other than a meeting called as the result of a request under clause 11.1(c)) at any time before the day of the meeting. The Board must give notice of the postponement or cancellation to all persons entitled to receive notices of a general meeting.
- (d) An accidental omission to send a notice of a general meeting (including a proxy appointment form) or the postponement of a general meeting to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at, or any resolution passed at, the general meeting.

12. Proceedings at general meetings

12.1 Member

In clauses 12.2, 12.4 and 15.1, **Member** includes a Member present in person or by proxy.

12.2 Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members is present at the commencement of business.
- (b) A quorum of Members is 25 Ordinary Members of the Association.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) the general meeting is automatically dissolved if it was requested or called by Members under clauses 11.1(b) or 11.1(c); or
 - (ii) in any other case:

- (A) it will stand adjourned to the same time and place 28 days after the meeting, or to another day, time and place determined by the Board; and
- (B) if at the adjourned general meeting (of which not less than 14 days' notice has been given) a quorum is not present within 30 minutes after the time appointed for the general meeting, those Ordinary Members present will constitute a quorum and may transact the business of the Association.

12.3 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present:
 - (i) in his or her discretion may adjourn the general meeting; and
 - (ii) must adjourn the general meeting if the meeting directs him or her to do so.
- (b) An adjourned general meeting may take place at a different venue to the initial general meeting.
- (c) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- (d) Notice of an adjourned general meeting must only be given in accordance with clause 11.2(a) if a general meeting has been adjourned for more than 21 days.

12.4 Decisions on questions

- (a) Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by the chairperson or five Ordinary Members.
- (c) Unless a poll is demanded:
 - (i) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (ii) an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a general meeting may not be invalidated on the ground that a person voting at the general meeting was not entitled to do so.

12.5 Taking a poll

- (a) Subject to clause 12.5(d), a poll will be taken when and in the manner that the chairperson directs. No notice need be given of any poll.
- (b) The result of the poll will determine whether the resolution on which the poll was demanded is carried or lost.
- (c) The chairperson may determine any dispute about the admission or rejection of a vote, and such determination, if made in good faith, will be final and conclusive.
- (d) No poll may be demanded on the election of the chairperson.
- (e) A poll demanded on the question of the adjournment of a general meeting must be taken immediately.

- (f) After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

12.6 Casting vote of chairperson

The chairperson has a casting vote (in addition to the chairperson's votes as a Member or proxy) on a show of hands or on a poll.

13. Admission to general meetings

The chairperson of a general meeting may refuse admission to a person, or require a person to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,which the chairperson considers to be dangerous, offensive or liable to cause disruption; or
- (c) causes any disruption to the meeting.

14. Auditor's right to be heard

The Auditor is entitled to:

- (a) attend any general meeting of the Association;
- (b) be heard at any general meeting of the Association on any part of the business of the meeting that concerns the Auditor in their capacity as auditor, even if:
 - (i) the Auditor retires at the general meeting; or
 - (ii) Ordinary Members pass a resolution to remove the Auditor from office; and
- (c) authorise a person in writing to attend and speak at any general meeting as the Auditor's representative.

15. Votes of Members

15.1 Entitlement to vote

- (a) An Ordinary Member is not entitled to vote at a general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.
- (b) An Ordinary Member entitled to vote has one vote.
- (c) No Member, other than an Ordinary Member, is entitled to vote at a general meeting.

15.2 Objections

- (a) An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered his or her vote.
- (b) An objection must be referred to the chairperson of the general meeting, whose decision is final.

- (c) A vote which the chairperson does not disallow because of an objection is valid for all purposes.

15.3 Votes by proxy

- (a) If an Ordinary Member appoints a proxy, the proxy may not vote on a show of hands.
- (b) A proxy may demand or join in demanding a poll.
- (c) A proxy may vote on a poll.
- (d) A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.
- (e) If:
 - (i) an Ordinary Member nominates the chairperson of the meeting as the Member's proxy; or
 - (ii) the chairperson is to act as proxy under clause 15.5 or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as chairperson in respect of an item of business at the meeting must act as proxy under the appointment in respect of that item of business.

15.4 Document appointing proxy

- (a) An appointment of a proxy is valid if it is signed by the Ordinary Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Board may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- (b) For the purposes of clause 15.4(a), an appointment received at an electronic address will be taken to be signed by the Ordinary Member if:
 - (i) a personal identification code allocated by the Association to the Ordinary Member has been input into the appointment; or
 - (ii) the appointment has been verified in another manner approved by the Board.
- (c) A proxy's appointment is valid at an adjourned general meeting.
- (d) A proxy may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- (e) Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:
 - (i) to vote on:
 - (A) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (B) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,even though the appointment may specify the way the proxy is to vote on a particular resolution; and
 - (ii) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.

15.5 Proxy in blank

If a proxy appointment is signed by the Ordinary Member but does not name the proxy in whose favour it is given, the chairperson may cast as proxy or complete the appointment by inserting the chairperson's name.

15.6 Lodgment of proxy

- (a) Subject to clause 15.6(b), the appointment of a proxy must be received by the Association, at least 48 hours (unless reduced in the notice of meeting to which the appointment relates) before the general meeting (or the resumption of an adjourned general meeting) at which the appointee is to attend and vote.
- (b) The Association receives an appointment of a proxy when it is received at:
 - (i) the Association's registered office; or
 - (ii) a place or electronic address specified for that purpose in the notice of meeting.

15.7 Validity

A vote cast in accordance with an appointment of proxy is valid even if before the vote was cast the appointor revoked the proxy, unless any written notification of the revocation was received by the Association before the relevant general meeting or adjourned general meeting.

16. National Conference

16.1 Notice of National Conference

- (a) The National Conference will be held at a time and in the manner determined by the Board (which for clarity may include the National Conference being held by video conference, virtually or other electronic or technological means).
- (b) Notice of the National Conference must be given to persons referred to in clause 37.2(a). The Notice must:
 - (i) specify the date and time of the National Conference and the manner in which the National Conference will be held; and
 - (ii) state the general nature of the business to be transacted at the National Conference.

16.2 Business

- (a) The business of the National Conference may include:
 - (i) the election of the President and Vice President of the Association;
 - (ii) facilitating a forum for the discussion of matters determined by the Federal Council; and
 - (iii) any other matters which may lawfully be transacted at the National Conference.
- (b) The National Conference has an advisory role only and any decision made at the National Conference is not binding on the Association (other than the election of the President and Vice President).

16.3 Delegates of the National Conference

- (a) The delegates to the National Conference are determined as follows:
 - (i) each member of the Federal Council at the time of the National Conference;

- (ii) delegates appointed by the State and Territory AMAs calculated in accordance with clause 16.3(c); and
 - (iii) subject to clause 16.3(b), 60 delegates appointed by the Practice Groups with an equal number of delegates appointed from each Practice Group.
- (b) In the event that the number of delegates to be appointed by each Practice Group under clause 16.3(a)(iii) is not a whole number, the number of delegates to be appointed by each Practice Group shall be the nearest whole number, provided that each Practice Group has an equal number of delegates and the total number of delegates does not exceed 60 delegates.
- (c) Each State or Territory AMA is entitled to appoint the greater of:
- (i) the number of delegates which is:
 - (A) one delegate for the first 200 persons that are listed at the Base Date as Ordinary Members of the Association and are members of the State or Territory AMA; and
 - (B) one additional delegate for each additional 500 persons that are listed at the Base Date as Ordinary Members of the Association and are members of that State or Territory AMA; or
 - (ii) two delegates,
- provided that if the total number of delegates that would otherwise be appointed under this clause 16.3(c) would exceed 60 delegates from State and Territory AMAs, then the number of delegates for each State or Territory AMA will be adjusted pro rata against the total number of members for that State or Territory so as not to exceed 60 in total.
- (d) Each State or Territory AMA which does not have its membership data on the national membership database must provide to the Secretary General within two months of the Base Date a list of its members who are Ordinary Members as at the Base Date.
- (e) No later than six weeks before the National Conference, the Secretary General will notify each:
- (i) State or Territory AMA; and
 - (ii) co-ordinating committee for the Practice Groups,
- of the date of the National Conference and the number of delegates it is entitled to appoint to the National Conference.
- (f) No later than four weeks before the National Conference each:
- (i) State or Territory AMA; and
 - (ii) co-ordinating committee for the Practice Groups,
- must provide to the Secretary General the names of the persons appointed to be the delegates to the National Conference.
- (g) Each delegate to the National Conference:
- (i) will hold office from the commencement of the National Conference until the conclusion of the National Conference; and
 - (ii) will be eligible to be re-appointed to subsequent National Conferences.
- (h) A person will cease to be a delegate to the National Conference, if the person:

- (i) resigns in writing to the Secretary General;
- (ii) is removed as the delegate, by the body that they were appointed by;
- (iii) ceases to be an Ordinary Member;
- (iv) ceases to be a member of the body they were appointed by as a delegate; or
- (v) ceases to be a member of the Federal Council (if they are a delegate pursuant to clause 16.3(a)(i)).

16.4 Entitlement to vote

- (a) Each:
 - (i) member of the Federal Council; and
 - (ii) delegate of a:
 - (A) State or Territory AMA;
 - (B) Practice Group,
 appointed under clause 16.3,

will be entitled to one vote at the National Conference.
- (b) Every Member is entitled to attend the National Conference, but will not be entitled to:
 - (i) vote; or
 - (ii) attend any meeting held for the purpose of conducting a vote,

unless he or she is an Ordinary Member entitled to vote under clause 16.4(a).
- (c) Voting may be conducted by electronic ballot.

16.5 By laws of the National Conference

The Board may determine any by laws governing the composition, ceasing to be a delegate, conduct, responsibilities, expenses, functions and other matters of the National Conference in accordance with clause 42, a copy of which will be made available to Members if requested.

17. Appointment and removal of Directors

17.1 Number of Directors

- (a) The Association will have:
 - (i) a minimum of three Directors; and
 - (ii) a maximum of eleven Directors.
- (b) The Board of Directors will consist of:
 - (i) a President elected at the National Conference, who is also an Ordinary Member of the Association;
 - (ii) a Vice President elected at the National Conference, who is also an Ordinary Member of the Association;
 - (iii) one appointee from the geographic region represented by each of the State or Territory AMAs who is also:
 - (A) appointed by the applicable State or Territory AMA;

- (B) a member of that State or Territory AMA; and
- (C) who has the skills and experience appropriate to be a Director of the Association; and
- (iv) one appointee from and appointed by the doctors-in-training Practice Group, who is also a member of that group and who has the skills and experience appropriate to be a Director of the Association.

17.2 Qualification

In addition to the circumstances which disqualify a person from managing a corporation according to the Corporations Act, no person who has been an insolvent under administration within the previous five years is eligible to become a Director.

17.3 Appointment of President and Vice President

- (a) At the National Conference held in each even-numbered year, the delegates to the National Conference must elect a:
 - (i) President; and
 - (ii) Vice President,

of the Association, who will also then (while they are the President or Vice President as applicable) be Directors of the Association provided that no person may hold the position of President or Vice President for more than one term of two years.
- (b) The President and Vice President elected at a National Conference will take office immediately after the end of the National Conference, unless the resolution by which the President or Vice President are elected specifies a different time.
- (c) The President and the Vice President must each give to the Association a written notice giving his or her consent to appointment as a Director.
- (d) The Board may determine any by laws governing the nomination, election and voting for the President and Vice President at the National Conference.

17.4 Appointment of other Directors

- (a) In each:
 - (i) even-numbered year, AMANSW, AMAWA, AMASA and AMAACT; and
 - (ii) odd-numbered year:
 - (A) AMAVIC, AMAQ, AMATAS and AMANT; and
 - (B) the co-ordinating committee for the doctors-in-training Practice Group,

will notify the Secretary General not less than two weeks before the annual general meeting in that year of the individual to be appointed as a Director of the Association by them.
- (b) The Director's appointment will be effective from the end of the annual general meeting for that year.
- (c) A person, other than a retiring Director, is not eligible for appointment as a Director unless the person has left at the Association's registered office a written notice signed by him or her giving the person's consent to appointment as a Director.

17.5 General power to remove and appoint

The Association may, subject to the Corporations Act, by resolution passed in general meeting remove any Director before the end of the Director's term of office.

17.6 Additional and casual Directors

- (a) Subject to clauses 17.1 and 17.6(b), the Board may appoint any person as a Director to fill a casual vacancy.
- (b) If the Director who is also:
 - (i) the President vacates their office, the Vice President will be appointed as the President;
 - (ii) the Vice President vacates their office, a Director or a member of the Federal Council will be appointed by the Board as the Vice President;
 - (iii) the appointee for the doctors-in-training Practice Group vacates their office, after consulting with the co-ordinating committee for doctors-in-training, a member of the doctors-in-training Practice Group will be appointed to the vacancy by the Board; or
 - (iv) the appointee for the geographic area represented by a State or Territory AMA vacates their office, the relevant State or Territory AMA may recommend a person for appointment to fill the vacancy and, where a person is recommended, that person will be appointed by the Board.
- (c) A Director appointed under clause 17.6(a) will hold office for the period that the Director which they have replaced would have held office.

17.7 Term and retirement

- (a) A Director must retire from office at the conclusion of their second 12 month period in office.
- (b) Subject to clause 17.7(c), a retiring Director will be eligible for re-appointment.
- (c) A Director will be ineligible for reappointment after serving three consecutive terms in office, excluding any period in office as:
 - (i) President or Vice President; or
 - (ii) as a Director appointed to fill a casual vacancy.

17.8 Vacation of office

- (a) Subject to clause 17.8(b) the office of a Director immediately becomes vacant if the Director:
 - (i) ceases to be a Director by virtue of the Corporations Act;
 - (ii) is prohibited by the Corporations Act from holding office or continuing as a Director;
 - (iii) is prohibited from holding or is removed from the office of Director by an order made under the Corporations Act;
 - (iv) ceases to be an Ordinary Member;
 - (v) was appointed by a State or Territory AMA and ceases to be a member of the State or Territory AMA that appointed them;

- (vi) was appointed by a State or Territory AMA or doctors-in-training Practice Group and has their appointment revoked by the State or Territory AMA or doctors-in-training Practice Group that appointed them;
 - (vii) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
 - (viii) cannot fully participate in the management of the Association because of his or her mental incapacity or is a person whose estate is liable to have a person appointed, under the law relating to the administration of estates of persons who through mental or physical infirmity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board incapable of performing his or her duties;
 - (ix) resigns from his or her office of Director by notice in writing to the Association;
 - (x) is removed by a resolution of the Association;
 - (xi) is resident in Australia and not being engaged abroad on the business of the Association, is absent from two consecutive Board meetings, without the leave of absence from the Board;
 - (xii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Corporations Act; or
 - (xiii) dies.
- (b) Notwithstanding that a Director nominated by the doctors-in-training Practice Group ceases to be a member of the doctors-in-training Practice Group as a result of completing his or her training, that Director may remain in office until the completion of his or her term, subject to the other provisions of clause 17.8(a).

18. Powers and duties of the Board

- (a) The business of the Association is managed by or under the direction of the Board who may exercise all powers of the Association that this Constitution and the Corporations Act do not require to be exercised by the Association in general meeting.
- (b) The Board will take account of, and promulgate, medico-political policy decisions of the Federal Council, subject to doing so not being inconsistent with the Directors' fiduciary obligations.
- (c) Without limiting the generality of clause 18(a), the Board may exercise all the powers of the Association to:
 - (i) borrow money;
 - (ii) charge any property or business of the Association; and
 - (iii) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

19. Proceedings of the Board

19.1 Board meetings

- (a) Two or more Directors or the President may at any time, and the Secretary must on the request of those Directors or the President, call a Directors' meeting.

- (b) A Board meeting must be called by not less than 7 days' notice of a meeting to each Director, unless the President considers the business of the meeting to be urgent. The notice may be in writing or given using any technology consented to by all of the Directors.
- (c) An accidental omission to send a notice of a meeting of the Board to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings, or any resolution passed, at the meeting.
- (d) Subject to the Corporations Act, a Board meeting may be held by the Board communicating with each other by any technological means consented to by all the Directors. The consent may be a standing one.
- (e) The Board need not all be physically present in the same place for a Board meeting to be held.
- (f) A Director who participates in a meeting held in accordance with clause 19.1(d) is taken to be present and entitled to vote at the meeting.
- (g) A Director can only withdraw his or her consent under clause 19.1(d) to the means of communication between the Board proposed for a Board meeting if the Director does so at least 48 hours before the meeting.
- (h) Clause 19.1(c) applies to meetings of Board committees as if all committee members were Directors.
- (i) The Directors may meet together, adjourn and regulate their meetings as they think fit.
- (j) A quorum for meetings of the Board is a majority of the Board, but must include either the President or the Vice President. The quorum must be present at all times during the meeting.
- (k) Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Board, one or more of the Directors may call a general meeting to deal with the matter.

19.2 Decision

- (a) Questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present and voting and, subject to the Corporations Act, each Director has one vote.
- (b) In the case of an equality of votes the chairperson has a casting vote in addition to his or her deliberative vote.

20. Payments to Directors

20.1 Payments to Directors

- (a) The Board as a whole may be paid or provided remuneration for its services, the total amount or value of which will be determined by the Remuneration Committee from time to time.
- (b) In addition to the remuneration under clause 20.1(a), a Director may also receive other payments:
 - (i) for out of pocket expenses incurred by the Director in the performance of any duty as Director of the Association where the amount payable does not exceed an amount previously approved by the Board of the Association; and

- (ii) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

20.2 Remuneration Committee

- (a) The Board will establish a Remuneration Committee to determine the maximum amount payable to the Board under clause 20.1(a).
- (b) The Remuneration Committee will consist of three Members, appointed by the Board, who:
 - (i) have been Directors of the Association;
 - (ii) are not currently Directors of the Association; and
 - (iii) do not have to be members of the Federal Council.
- (c) The members of the Remuneration Committee must retire four years after the date from which they were appointed.

21. Directors' interests

- (a) As required by the Corporations Act, a Director must give the Board notice of any material personal interest in a matter that relates to the affairs of the Association.
- (b) Subject to the provisions of this clause 21, a Director or a body or entity in which a Director has a direct or indirect interest may:
 - (i) enter into any agreement or arrangement with the Association;
 - (ii) hold any office or place of profit other than as auditor in the Association; and
 - (iii) act in a professional capacity other than as auditor for the Association,and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Association or from holding an office or place of profit in or acting in a professional capacity with the Association.
- (c) The fact that a Director holds office as a director, and has fiduciary obligations arising out of that office:
 - (i) will not void or render voidable a contract made by a Director with the Association;
 - (ii) will not void or render voidable a contract or arrangement entered into by or on behalf of the Association and in which the Director may have any interest; and
 - (iii) will not require the Director to account to the Association for any profit realised by or under any contract or arrangement entered into by or on behalf of the Association and in which the Director may have any interest.
- (d) A Director may be or become a director or other officer of, or otherwise be interested in:
 - (i) any related body corporate of the Association; or
 - (ii) any other body corporate promoted by the Association or in which the Association may be interested as a vendor, shareholder or otherwise,and is not accountable to the Association for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,unless permitted to do so by the Corporations Act, in which case the Director may:
 - (iii) be counted in determining whether or not a quorum is present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement;
 - (iv) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (v) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

22. Remaining Directors

- (a) The Board may act even if there are vacancies on the Board.
- (b) If the number of Directors is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:
 - (i) appoint a Director or Directors; or
 - (ii) call a general meeting.

23. Chairperson

- (a) The Board may elect a Director as chairperson of Board meetings and may determine the period for which the chairperson will hold office.
- (b) The chairperson elected in accordance with clause 23(a) may only be removed from the office of chairperson if two thirds or more of the Directors vote to remove the chairperson.
- (c) If no chairperson is elected or if the chairperson is not present at any Board meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- (d) The Board may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

24. Committees

- (a) The Directors may establish either or both of the following:
 - (i) committees with powers delegated by the Directors (**Board Committees**); and
 - (ii) advisory committees, with no delegated powers, to advise the Directors on specified matters (**Advisory Committees**).
- (b) Board Committee members and Advisory Committee members will be appointed by the Directors.
- (c) At least one member of each Board Committee must be a Director.
- (d) Meetings of any Board Committee or Advisory Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are

applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Board Committee or Advisory Committee member was a Director.

25. Delegation

- (a) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board, to a committee or committees or the Secretary General.
- (b) The Board may at any time revoke any delegation of power under clause 25(a).
- (c) At least one member of each committee of the Board must be a Director.
- (d) A committee or the Secretary General may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.
- (e) Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each member was a Director.

26. Written resolutions

- (a) If all the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of the resolution set out in the document, then a resolution in those terms is taken to have been passed by the Board without a meeting. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 26(a), separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile transmission or electronic notification.
- (d) If a resolution is taken to have been passed in accordance with this clause 26, the minutes must record that fact.
- (e) This clause 26 applies to meetings of Board committees as if all members of the committee were Directors.
- (f) Any document referred to in this clause 26 must be sent to every Director who is entitled to vote on the resolution.

27. Validity of acts of Directors

- (a) An act done by a Director is effective even if his or her appointment, or the continuance of his or her appointment, is invalid because the Association or Director did not comply with this Constitution or any provision of the Corporations Act.
- (b) Clause 27(a) does not deal with the question whether an effective act by a Director:
 - (i) binds the Association in its dealings with other people; or
 - (ii) makes the Association liable to another person.

28. Federal Council

28.1 Role of Federal Council

The role of the Federal Council is to:

- (a) develop the Association's medico-political policy, including through the establishment of committees and working groups;
- (b) review the Association's existing medico-political policy to ensure that it remains relevant;
- (c) assist to ensure that the Association's medico-political policy represents the views of Members;
- (d) identify and engage with those sections of the medical profession that are underrepresented in the membership of the Association, including recommending ways in which the Association can assist them; and
- (e) consider and make recommendations to the Board in relation to any by laws, particularly with respect to the rights, obligations and classes of membership, ethical and professional conduct and disciplinary issues.

28.2 Members of the Federal Council

- (a) The members of the Federal Council are:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) two other Directors appointed by the members of the Board;
 - (iv) one representative from each State or Territory AMA appointed in accordance with clause 28.3;
 - (v) three Ordinary Members elected in accordance with clause 28.4;
 - (vi) one representative from each Specialty Group (other than General Practitioners) and Practice Group elected in accordance with clause 28.5;
 - (vii) a representative of AMSA nominated in accordance with clause 28.6;
 - (viii) a representative of Australia's Indigenous medical practitioners nominated by AIDA in accordance with clause 28.7;
 - (ix) an additional General Practitioner appointed by the Federal Council in accordance with clause 28.8;
 - (x) an additional Doctor in Training appointed by the Federal Council in accordance with clause 28.8;
 - (xi) an additional Rural Doctor appointed by the Federal Council in accordance with clause 28.8; and
 - (xii) an independent appointee appointed by the Federal Council in accordance with clause 28.9.
- (b) Each member of Federal Council other than the AMSA representative and the independent appointee must be an Ordinary Member. The AMSA representative must be a Medical Student Associate Member.
- (c) A member of the Federal Council will be ineligible for reappointment after serving three consecutive terms in office in the same representative role, exclusive of any membership of the Federal Council as a result of being a member of the Board.

28.3 Appointment by a State or Territory AMA

- (a) No later than six weeks before the National Conference held in each even-numbered year, the Secretary General will notify each State or Territory AMA that it is required to appoint a member of the next Federal Council.
- (b) No later than two weeks before the National Conference held in each even-numbered year, each State or Territory AMA must notify the Secretary General of the name of its representative.
- (c) Each representative will take up appointment to Federal Council at the conclusion of the National Conference in that year and remain on Federal Council until the conclusion of the National Conference two years after that unless otherwise ceasing to be a representative in accordance with the by laws.

28.4 Election of Ordinary Members to Federal Council

- (a) No later than 16 weeks before the National Conference held in each even-numbered year by notice to Members, the Secretary General will call for nominations for election of three Ordinary Members as members of the Federal Council.
- (b) An Ordinary Member is not eligible for appointment under this clause 28.4 if they have previously served as a member of Federal Council in any capacity.
- (c) Where more than three nominations have been received the Secretary General will conduct an election of the Ordinary Members as provided in the by laws.
- (d) Where there are only three nominations, each nominee is deemed to be elected.
- (e) Each person elected will take up appointment to Federal Council at the conclusion of the National Conference in that year and remain on Federal Council until conclusion of the National Conference two years after that unless otherwise ceasing to be a representative in accordance with the by laws.

28.5 Specialty Group or a Practice Group representative

- (a) No later than 16 weeks before the National Conference held in each even-numbered year, the Secretary General by notice to Members will call for nominations for election of the nominees of the Specialty Groups (other than General Practitioners) and the Practice Groups.
- (b) Where more than one nomination has been received the Secretary General will conduct an election of the Ordinary Members in a Specialty Group or Practice Group as provided in the by laws.
- (c) Where there is only one nomination for a Specialty Group or a Practice Group that nominee is deemed to be elected.
- (d) Each person elected will take up appointment to Federal Council at the conclusion of the National Conference in that year and remain on Federal Council until the conclusion of the National Conference two years after that unless otherwise ceasing to be a representative in accordance with the by laws.

28.6 Medical Student Associate Members representative

- (a) No later than six weeks before each National Conference , the Secretary General will invite AMSA to nominate a Medical Student Associate Member as a member of Federal Council.

- (b) No later than four weeks before each National Conference, AMSA must notify the Secretary General of the name of its representative.
- (c) The representative will take up appointment to Federal Council at the conclusion of the National Conference in that year and remain on Federal Council until the conclusion of the following National Conference unless otherwise ceasing to be a representative in accordance with the by laws.

28.7 Representative of AIDA

- (a) No later than six weeks before each National Conference, the Secretary General will invite AIDA to nominate a representative, who must be a Member, as a member of Federal Council.
- (b) No later than four weeks before each National Conference, AIDA must notify the Secretary General of the name of its representative.
- (c) The representative will take up appointment to Federal Council at the conclusion of the National Conference in that year and remain on Federal Council until the conclusion of the following National Conference unless otherwise ceasing to be a representative in accordance with the by laws.

28.8 Additional appointees to Federal Council

- (a) No later than two weeks before each National Conference, the Federal Council will appoint (by ordinary resolution) as members of Federal Council:
 - (i) an additional General Practitioner;
 - (ii) an additional Doctor in Training; and
 - (iii) an additional Rural Doctor,each of whom must be an Ordinary Member.
- (b) In making appointments under this clause 28.8 the Federal Council must:
 - (i) have regard to the recommendations of the relevant Council;
 - (ii) have regard to AMA gender equity targets; and
 - (iii) ensure that Federal Council includes at least two members from each State or Territory AMA.
- (c) Each representative will take up appointment to Federal Council at the conclusion of the National Conference in that year and remain on Federal Council until the conclusion of the following National Conference unless otherwise ceasing to be a representative in accordance with the by laws.

28.9 Independent appointee to Federal Council

- (a) No later than two weeks before each National Conference, the Federal Council must (by ordinary resolution) appoint an individual to provide Federal Council with independent perspectives.
- (b) An individual is not eligible for appointment under this clause 28.9 if they are eligible for membership of the Association (other than as an Honorary Member).
- (c) Subject to this clause 28.9, the independent appointee will take up appointment to Federal Council at the conclusion of the National Conference in that year and remain on Federal Council until the conclusion of the following National Conference.

- (d) The independent appointee may be re-appointed by the Federal Council (by ordinary resolution) provided that they must not serve more than three terms (whether or not consecutive).
- (e) The Federal Council may terminate the independent appointee's appointment at any time and for any reason (by ordinary resolution). Where this occurs, the Federal Council must appoint another individual in accordance with this clause 28.9.

28.10 Observers

- (a) The Chair of Federal Council may:
 - (i) invite Ordinary Members to attend meetings of Federal Council as observers; and
 - (ii) make the agenda and papers for each meeting available to Ordinary Members.
- (b) An Associated Organisation may nominate a representative to attend meetings of Federal Council as an observer. The observer may receive the agenda and papers for each meeting while the nominated representative.

28.11 By laws of the Federal Council

The Board may determine any by laws governing the composition, ceasing to be a member, conduct, responsibilities, meetings and elections of the Federal Council in accordance with clause 42(a), a copy of which will be made available to Members if requested.

29. Referendum

29.1 Grounds for holding referendum

- (a) A referendum may be held:
 - (i) on any matter, if the Federal Council determines that a referendum is expedient; or
 - (ii) on a substantive policy issue, if a requisition is made in writing by 500 Ordinary Members, specifying the decision concerned and deposited at the Association's registered office no later than three months after the date of the decision.
- (b) The Board may specify the place, date and time of any referendum.

29.2 Restrictions on referendums

- (a) No more than two referendums may be requisitioned by the Ordinary Members in any year.
- (b) No referendum may be held on:
 - (i) any policy issue that is reversed by the Federal Council or the Board, either before or after the date on which a requisition is deposited by Ordinary Members under clause 29.1(a)(ii); and
 - (ii) requisition by the Ordinary Members on any matter that has been the subject of a referendum in the preceding 12 months.

29.3 Decisions of referendums not binding

The result of any referendum held under clause 29.1(a) is not binding on either the Association, the Federal Council or the Board.

29.4 Procedure for referendum

The Board may determine any by laws governing the conduct or procedure for a referendum in accordance with clause 42(a), a copy of which will be made available to Members if requested.

30. Minutes and Registers

- (a) The Board must cause minutes to be made of:
 - (i) the names of the Directors present at all Board meetings and meetings of Board committees;
 - (ii) all proceedings and resolutions of general meetings, Board meetings and meetings of Board committees;
 - (iii) all resolutions passed by the Board in accordance with clause 26;
 - (iv) all appointments of officers; and
 - (v) all disclosures of interests made in accordance with the Corporations Act.
- (b) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting, and if so signed will be conclusive evidence of the matters stated in such minutes, unless the contrary is proved.
- (c) The Association must keep all registers required by this Constitution and the Corporations Act, including the following information:
 - (i) the full name and address of each Member;
 - (ii) the class of membership of each Member;
 - (iii) the Specialty Group or Practice Group that the Member is part of; and
 - (iv) such further particulars as prescribed by the Board from time to time.

31. Local management

- (a) The Board may provide for the management and transaction of the affairs of the Association in any places and in such manner as they think fit.
- (b) Without limiting clause 31(a) the Board may:
 - (i) establish local boards or agencies for managing any of the affairs of the Association in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (ii) delegate to any person appointed under clause 31(b)(i) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,

on any terms and subject to any conditions determined by the Board.
- (c) The Board may at any time revoke or vary any delegation under this clause.

32. Appointment of attorneys and agents

- (a) The Board may from time to time by resolution or power of attorney appoint any person to be the attorney or agent of the Association:
 - (i) for the purposes;

- (ii) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
 - (iii) for the period; and
 - (iv) subject to the conditions,

determined by the Board.
- (b) An appointment by the Board of an attorney or agent of the Association may be made in favour of:
- (i) any member of any local board established under this Constitution;
 - (ii) any company;
 - (iii) the members, directors, nominees or managers of any company or firm; or
 - (iv) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- (c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- (d) An attorney or agent appointed under this clause may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

33. Secretary General

- (a) The Directors may appoint and remove any person to the position of Secretary General for the period and on the terms (including as to remuneration) that the Directors see fit.
- (b) The Secretary General is entitled to attend Board meetings, except any Board meeting or part of a Board meeting considering matters relating to the position of Secretary General.

34. Secretary

- (a) There must be at least one secretary of the Association appointed by the Board for a term and at remuneration and on conditions determined by the Board.
- (b) The Secretary General may be appointed the Secretary.
- (c) The Secretary is entitled to attend and be heard on any matter at all Board meetings and general meetings other than in relation to the matters referred to in clause 33(b) where the Secretary is also the Secretary General.
- (d) The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

35. Seals

35.1 Common Seal

If the Association has a Seal:

- (a) the Board must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Board or a Board committee authorised to permit use of the Seal;

- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

35.2 Duplicate Seal

If the Association has a Seal, the Association may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal'; and
- (b) must only be used with the authority of the Board.

36. Inspection of records

- (a) Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Association or any of them will be open for inspection by Members other than Directors.
- (b) A Member other than a Director does not have the right to inspect any financial records or other documents of the Association unless the Member is authorised to do so by a court order or a resolution of the Board.
- (c) Notwithstanding clauses 36(a) and 36(b), the books of the Association containing the minutes of general meetings will be kept at the Association's registered office and will be open to inspection of Members at all times when the office is required to be open to the public.

37. Notices

37.1 Service of notices

- (a) Notice may be given by the Association to any person who is entitled to notice under this Constitution by:
 - (i) serving it on the person;
 - (ii) sending it by post or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Association for sending notices to the person; or
 - (iii) publishing it in a publication circulated to Members.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting or directing the delivery of the notice; and
 - (ii) on the day after the day on which it was posted or given to the courier for delivery.
- (c) A notice sent by electronic notification is taken to be served:
 - (i) by properly addressing the electronic notification and transmitting it; and
 - (ii) on the day of its transmission except if transmitted after 5.00pm in which case it is taken to be served the next day.

- (d) A notice published in a publication circulated to Members is taken to be served on the day after the day on which it is published in that publication.
- (e) If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Association's registered office.
- (f) A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 37.1.
- (g) A document in writing signed by a Director, the Secretary General, Secretary or other officer of the Association, or by any person that the Association has engaged to maintain the Register, that a document or its envelope or wrapper was addressed and stamped and was posted or given to a courier is conclusive evidence of posting or delivery by courier.
- (h) Subject to the Corporations Act the signature to a written notice given by the Association may be written or printed.
- (i) All notices sent by post outside Australia must be sent by prepaid airmail post.

37.2 Persons entitled to notice

- (a) Notice of every general meeting must be given to:
 - (i) every Ordinary Member;
 - (ii) every Director; and
 - (iii) the Auditor.
- (b) No other person is entitled to receive notice of a general meeting.

38. Audit and financial records

- (a) The Board must cause the Association to keep written financial records and to prepare financial documents and reports in accordance with the Corporations Act.
- (b) The Board must cause the financial records and financial documents of the Association to be audited in accordance with the Corporations Act.

39. Winding up

- (a) If the Association is wound up:
 - (i) each Member; and
 - (ii) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Association for the:
 - (iii) payment of debts and liabilities of the Association (in relation to clause 39(a)(ii), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (iv) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$2.

- (b) If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which:
- (i) has similar objects to those of the Association;
 - (ii) is required to apply its profits (if any) or other income in promoting its objects; and
 - (iii) is prohibited from making any distribution to its members,
- with such corporation to be determined by the Members (at or before the winding up) or, in default, by application to the Supreme Court of Australian Capital Territory for determination.

40. Indemnity

- (a) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Association indemnifies every person who is or has been an officer of the Association against:
- (i) any liability (other than for legal costs) incurred by that person as an officer of the Association (including liabilities incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment); and
 - (ii) reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by that person as an officer of the Association (including such legal costs incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment).
- (b) Where the Board considers it appropriate, the Association may execute a documentary indemnity in any form in favour of any officer of the Association.
- (c) The amount of any indemnity payable under clauses 40(a)(i) or 40(a)(ii) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Association with a GST tax invoice for the GST Amount.
- (d) The Board may agree to advance to an officer an amount which it might otherwise be liable to pay to the officer under clause 40(a)(i) on such terms as the Board thinks fit but which are consistent with this clause, pending the outcome of any findings of a relevant court or tribunal which would have a bearing on whether the Association is in fact liable to indemnify the officer under clause 40(a)(i). If after the Association makes the advance, the Board forms the view that the Association is not liable to indemnify the officer, the Association may recover any advance from the officer as a debt due by the officer to the Association.
- (e) For the purposes of this clause 40, **officer** means:
- (i) a Director;
 - (ii) the Secretary General;
 - (iii) the Secretary; or

- (iv) a person who has formerly been a director or secretary of the Association.

41. Insurance

- (a) To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act the Association may pay or agree to pay a premium for a contract insuring a person who is (or has been) an officer of the Association (including a related body corporate) against any liability incurred by the person as an officer of the Association.
- (b) Despite anything in this Constitution, a Director is not precluded from voting on a contract (or proposed contract) of insurance, merely because the contract insures (or would insure) the Director against a liability incurred by the Director as an officer of the Association (or of a related body corporate).

42. By laws

- (a) The Board may make, repeal or amend such by laws, standing orders, rules or regulations as it sees fit for the management and administration of the Association (including in relation to the proceedings at meetings of Members convened in accordance with this Constitution and in relation to subscription fees, the Federal Council, National Conference and referendums), or the carrying out of the Association's objects, provided that such by laws, rules or regulations are not inconsistent with this Constitution or the Corporations Act or each other.
- (b) Any by laws, standing orders, rules or regulations made by the Board in accordance with clause 42(a) will be binding on Members and Directors, to the extent that they relate to them.
- (c) The Association may notify Members, including by publishing on the Association's website, in a publication circulated to Members or through other electronic or other means, of any by laws, standing orders, rules or regulations made by the Board in accordance with clause 42(a).