



**CONSTITUTION**

**OF**

**AUSTRALIAN MEDICAL ASSOCIATION (NSW)**

**LIMITED**

**Amended:**  
5<sup>th</sup> May 2020

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## CONSTITUTION

Of

### AUSTRALIAN MEDICAL ASSOCIATION (NSW) LIMITED

#### PART 1- PRELIMINARY

##### 1. Interpretation

(a) In this Constitution, unless the context otherwise requires:

**'Annual Meeting'**, **'Ordinary Meeting'** and **'Extraordinary Meeting'** means respectively the Annual General Meeting, Ordinary General Meeting and Extraordinary General Meeting of the Members of the Association;

**'Area of the Association'** means the area of the Association as stated in Clause 9;

**'Association'** means Australian Medical Association (NSW) Limited (ACN 000 001 614);

**'Australian Medical Association'** means Australian Medical Association Limited (ACN 008 426 793);

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

**'Branch of the Australian Medical Association'** means a group of members of the Australian Medical Association that has been formally recognised under Article 3 of the Articles of Association of the Australian Medical Association;

**'By-Laws'** means the By-Laws of the Association;

**'this Constitution'** includes the By-Laws;

**'Corporations Act'** means the *Corporations Act 2001* (Cth) as amended;

**'Council'** means the Council of the Association;

**'Director'** includes any person occupying the position of director of the Association;

**'donation or other payment for political objects'** includes a payment to a candidate, group or party and a payment towards or the payment of any expenses incurred, either directly or indirectly, by a candidate, group or party in relation to the election of candidates to an Australian Parliament or to some other public office;

**'Federal Council'** means the Federal Council constituted under the Constitution of the Australian Medical Association;

**'General Meeting'** means a meeting of the Members of the Association duly called and constituted;

**'Medical Practice Company'** means a company which employs or otherwise engages the services of Registered Medical Practitioners and makes available the services of those Registered Medical Practitioners to perform and render medical or surgical services;

**'Medical Student'** means an undergraduate in the Faculty of Medicine in any University in New South Wales;

**'Member'** means a member of the Association;

**'National Conference'** means the National Conference of the Australian Medical Association;

**'Nominated Representative'** means the person appointed by a Member under Clause 11 to represent that Member for the purposes of the Association;

**'Office'** means the registered office of the Association;

**'President', 'Vice-President', 'Honorary Treasurer', 'Chairman of the Council', 'Chairman of the Professional Issues Committee', 'Chairman of the Hospital Practice Committee'** and any other term referring to an officer of the Association means the person holding that office as provided for in this Constitution and the By-Laws and includes any person appointed to perform the duties of any one of those offices temporarily;

**'Registered Medical Practitioner'** means a person registered as a medical practitioner under the *Health Practitioner Regulation National Law Act 2009 (NSW)* ;

**'Returning Officer'** means the person appointed by the Council from time to time to act as the returning officer for the Association;

**'Seal'** means the Common Seal of the Association;

**'Secretary'** means the person appointed to be the Secretary of the Association for the purposes of the Corporations Act:

**'Special Resolution'** means a special resolution of the Association passed in accordance with the Corporations Act;

**'In writing'** or **'written'** means written or printed or partly written and partly printed and includes any mode of reproducing words in a visible form;

Words importing persons include companies and corporations and vice versa;

A reference to one gender includes a reference to all other genders.

References to any statute or statutory provision include that statute or statutory provision as amended, extended, consolidated or replaced by subsequent legislation and any orders, regulations, instruments or other subordinate legislation made under the relevant statute.

- (b) The *Interpretation Act 1987* (NSW) applies in the interpretation of this Constitution in the same way it applies in the interpretation of an Act of Parliament.
- (c) The Replaceable Rules contained in the Corporations Act are specifically excluded from applying to the Association.

## **PART 2- GENERAL**

### **2. Name**

The name of the Association is 'Australian Medical Association (NSW) Limited'.

### 3. Registered Office

The registered office of the Association shall be 69 Christie Street, St Leonards, New South Wales or such other place as the Board of Directors determines from time to time.

### 4. Objects

The objects of the Association are:

- (a) The promotion either in conjunction with the Australian Medical Association or other similar body of medical and the allied sciences and the maintenance of the honour and the interests of the medical profession by aiding all or any of the following:
  - (i) Periodical meetings of the Members and of the medical profession generally in different parts of New SouthWales.
  - (ii) The publication of a periodical journal which shall be the journal of the Association.
  - (iii) The occasional publication of transactions and other papers.
  - (iv) The grant of money out of the funds of the Association for the promotion of the medical and the allied sciences in such manner as may be determined on.
  - (v) Any other lawful things as are incidental or conducive to the attainment of the above objects.
- (b) To form a bond of union among the members of the medical profession and a medium through which their opinions can be easily ascertained orexpressed.
- (c) To become a member or subscribe to any other association having objects similar to those of the Association.
- (d) To collect and circulate statistics and other information relating to the medical or allied sciences or the medical profession.
- (e) To advance the general and social interests of the medical profession.
- (f) To promote fair and honourable practice to suppress malpractice.
- (g) To settle disputed points of practice and to decide all questions of professional usage and courtesy.
- (h) To consider, originate and promote improvements in the law relating to the profession or to the medical or allied sciences and to consider alterations in the law and oppose or support and to petition Parliament and to take steps and proceedings as may be necessary.
- (i) To act as an association of employers and to represent the interests of the Members before any court, tribunal, committee or other body dealing with industrial relations or other industrial matters affecting its Members and to obtain registration under any Commonwealth Act or State Act, or under any law in force in a Territory being part of Australia relating to the settlement of industrial disputes.

- (j) To purchase or lease any land or buildings and to erect any buildings required for the purposes of the Association and to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (k) To borrow moneys required for the purposes of the Association upon such security as may be determined and to make, accept and endorse any promissory note, bill of exchange and other negotiable instrument.
- (l) To invest the moneys of the Association not immediately required upon such securities.
- (m) To correspond with bodies or individuals in the other Australian States and elsewhere on any matter touching medical interests and by its moral influence and the exercise of a judicious supervision to prevent abuses in the profession.
- (n) To consider any subject connected with the appointments of medical persons to public institutions positions and services.
- (o) To consider any question of medical policy.
- (p) Subject to Clause 21, to collect voluntary contributions from Members in order to make any donation or other payment for political objects.
- (q) To publish a newspaper or periodical to be devoted to the interests of the medical profession.
- (r) To assist either by donations or otherwise:
  - (i) necessitous members of the medical profession and their wives or husbands and all or any of their children;
  - (ii) organisations providing such assistance to any such persons mentioned in (i) above.

## **5. Income and Property**

Subject to Clause 56, the income and property of the Association must be applied solely towards the promotion to the objects of the Association.

## **6. Liability of Members on a Winding Up**

Every Member of the Association undertakes to contribute to the assets of the Association in the event that the Association is wound up during the time that he, she or it is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he, she or it ceases to be a Member and the costs charges and expenses of winding up the Association and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of \$2.00.

## **7. Registration**

For the purpose of registration the Association is declared to be unlimited.



**8. A Branch of the Australian Medical Association**

- 8.1. The Association is to act as a Branch of the Australian Medical Association.
- 8.2. The Association shall not be an agent for and shall not have the power to impose any responsibility or liability on or to pledge the credit of the Australian Medical Association in respect of any expenses, acts, matters or things incurred or done by the Association.

**9. Area of Association**

The Area of the Association is New South Wales.

**PART 3- MEMBERSHIP**

**10. Eligibility**

- 10.1. Subject to this Constitution, the following individuals and companies are eligible to become an Ordinary Member of the Association:
- (a) Any individual resident within the Area of the Association who is a Registered Medical Practitioner and who in his or her capacity as a Registered Medical Practitioner, is an employer or has the potential to be an employer; or
  - (b) Any individual resident within the Area of Association who has retired from medical practice and who was at the time of retirement a Registered Medical Practitioner and has not subsequently been prohibited from reregistering and who in his or her capacity as a Registered Medical Practitioner was; or had the potential to be, an employer; or
  - (c) Any Medical Practice Company which satisfies all the following conditions:
    - (i) The Medical Practice Company complies with By-Law 18.1-18.2;
    - (ii) Each shareholder and director of the Medical Practice Company who is a Registered Medical Practitioner, is resident within the Area of the Association and is either an Ordinary Member of the Association or is to become a Nominated Representative pursuant to Clause 11 if the Medical Practice Company is elected an Ordinary Member; and
    - (iii) The Medical Practice Company is an employer or has the potential to be an employer in its capacity as a Medical Practice Company.
- 10.2. Subject to this Constitution and the ultimate discretion of the Board of Directors, every individual and company eligible to be an Ordinary Member shall, unless that individual or any one or more of the directors or shareholders of that company are of generally bad character, be entitled to be admitted as an Ordinary Member of the Association, subject to payment of the relevant membership subscription and shall be entitled to remain an Ordinary Member so long as that individual or company remains eligible to be an Ordinary Member and complies with the Constitution and By-Laws of the Association.
- 10.3. Subject to Clause 10.4, an individual or company is not entitled to remain an Ordinary Member of the Association if that individual or company ceases to be eligible to be an Ordinary Member of the Association and the Constitution and By-Laws do not otherwise permit that individual or company to remain an Ordinary Member.

- 10.4. If a director or shareholder of an Ordinary Member which is a company, other than the Nominated Representative of that Ordinary Member, ceases to be an Ordinary Member of the Association as required by Clause 10.1(c) (ii), then that Ordinary Member shall not for that reason alone cease to be entitled to remain an Ordinary Member of the Association, but if by the date the next annual subscriptions are due and payable, the Ordinary Member does not comply with Clause 10.1(c)(ii) then that Ordinary Member shall cease to be entitled to remain an Ordinary Member of the Association.
- 10.5. Subject to its Constitution and By-Laws, every Ordinary Member of the Australian Medical Association whose address as registered for the time being in the books of the Australian Medical Association is at a place situated within the area of the Association shall be an Ordinary Member of the Association.

## **11. Nominated Representative**

- 11.1. Each Ordinary Member which is a company shall appoint one of its directors who is a Registered Medical Practitioner resident within the Area of the Association as its Nominated Representative whose name shall be registered with the Association.
- 11.2. Each Ordinary Member which is a company may at any time revoke any such appointment and appoint a new Nominated Representative.
- 11.3. A Nominated Representative is entitled to exercise all the rights and enjoy all the privileges of the Ordinary Member which he or she represents for and on behalf of that Ordinary Member, including, but not limited to, the right to vote at meetings of the Association for and on behalf of that Ordinary Member.
- 11.4. An Ordinary Member who becomes a Nominated Representative shall cease to be an Ordinary Member and a Nominated Representative who becomes an Ordinary Member shall cease to be a Nominated Representative.
- 11.5. In any case where a determination needs to be made of the length of time that an individual has been an Ordinary Member of the Association, the period of time that an individual has been a Nominated Representative shall be added to the period of time that an individual has been an Ordinary Member.
- 11.6. An individual cannot be both an Ordinary Member and a Nominated Representative.

## **12. Extraordinary Members**

- 12.1. The Association shall have power to admit to certain of the privileges of membership other than that of voting:
  - (a) Members of the Australian Medical Association who are not entitled to be Ordinary Members of the Association.
  - (b) Members of the medical profession or persons distinguished in other sciences who are not eligible as Ordinary Members of the Association.
- 12.2. Persons admitted under Clause 12.1 shall be Extraordinary Members of the Association and shall be either Visiting or Complimentary Members.
- 12.3. Any Ordinary Member of any other Branch of the Australian Medical Association may be elected to be a Visiting Member.
- 12.4. Any Honorary Member of the Australian Medical Association who is ordinarily resident in the Area of the Association, but is not entitled to be an Ordinary Member of the

Association and any legally qualified medical practitioner or person distinguished in science who is ordinarily resident in the Area of the Association but is not eligible to be an Ordinary Member of the Association may be elected to be a Complimentary Member.

- 12.5. The privileges of membership other than that of voting to which Extraordinary Members may be admitted shall be such as shall be prescribed by the Board of Directors or the By-Laws.
- 12.6. The mode and condition of election of Extraordinary Members shall be such as may be prescribed by the Board of Directors or the By-Laws.

### **13. Associates**

- 13.1. The Association shall have power to elect as Associates of the Association persons not eligible for Ordinary Membership of the Association who are graduates of any university or otherwise qualified in any branch or field of science allied to or associated with medical science or with which the practice of medicine is commonly associated.
- 13.2. The By-Laws may prescribe the qualifications necessary for a person to be eligible for election as an Associate and the manner of election but failing any By-Law in that regard the election of persons to be Associates shall be by the Board of Directors and the Board of Directors may determine all questions concerning the eligibility of persons to be Associates.
- 13.3. Persons elected as Associates may be admitted to privileges (not being inconsistent with the provisions of this Constitution or the By-Laws) as may be conferred on them by or under the By-Laws or failing any By-Law as determined by the Board of Directors.
- 13.4. An Associate shall not be a member of the Association and no Associate shall act as a member of the Council or Board of Directors, representative or officer of the Association or be entitled to receive notice of or to be present or to vote at any general meeting of the Association.
- 13.5. An Associate shall cease to be an Associate if they become eligible to be an Ordinary Member of the Association and the Board of Directors may at any time terminate the Associateship of any person.

### **14. Student Members**

- 14.1. The Association shall have power to elect medical students as Student Members of the Association and to admit them to privileges (not being inconsistent with the provisions of this Constitution or the By-Laws) as may be conferred on them by the By-Laws or failing any By-Law, as determined by the Board of Directors.
- 14.2. Every person who is eligible shall, unless of generally bad character, be entitled to be admitted as a Student Member of the Association and he or she is entitled to remain a Student Member so long as that person complies with this Constitution and the By-Laws.
- 14.3. A Student Member shall not be a member of the Association for any purpose and no Student Member shall act as an officer of the Association (other than as a member of the Council in the Student Member Class) or be entitled to receive notice of or to be present or to vote at any general meeting of the Association.
- 14.4. A Student Member shall immediately cease to be a Student Member of the Association if and when he or she is qualified to be an Ordinary Member of the Association or if he or she ceases to be a medical student.

- 14.5. The By-Laws may prescribe the manner of the election of persons as Student Members of the Association but failing any By-Law, the election of persons to be Student Members of the Association shall be by the Board of Directors and the Board of Directors may determine all questions concerning the eligibility of persons to be StudentMembers.

## **15. Application for Membership**

- 15.1 Every person wishing to be an Ordinary Member shall apply for election in any form addressed to the Association.
- 15.2 Subject to clause 15.3, the application shall include a nomination by the applicant of those Classes referred to in Clause 35.1 relevant to an individual applicant or the Nominated Representative of an applicant which is a company, the name of its Nominated Representative in the case of an applicant which is a company and include an agreement by the applicant if elected to abide by the Constitution and By-Laws of the Association and the Constitution and By- Laws of the Australian Medical Association and to pay the relevant annual subscriptions to the Association and to the Australian Medical Association so long as the applicant shall remain an Ordinary Member.
- 15.3 For applicants nominating for membership in the Doctor in Training class, the application shall include:
- (a) An agreement by the Doctor in Training applicant if elected to abide by the Constitution and the By-Laws of the Association and to pay the relevant annual subscription to the Association as long as the application shall remain a member;
  - (b) For those Doctor in Training applicants seeking membership of the Australian Medical Association, an agreement by the applicant to abide by the terms of the Constitution and By-Laws of the Australian Medical Association and to pay the relevant annual subscription to the Australian Medical Association so long as the applicant remains a member.

## **16. Information to Applicants**

The Association must inform applicants for membership, in writing, of:

- (a) the financial obligations arising from membership; and
- (b) the circumstances, and the manner, in which a member may resign from the Association.

## **17. Mode of Election and Annual Subscriptions**

- 17.1. Members of the Association shall be admitted by the Board of Directors or by a Committee authorised by the Board of Directors.
- 17.2. Subject to clause 15.3, Ordinary Members shall pay to the Association:
- (a) an annual subscription in respect of his, her or its Association membership ('the Association subscription'); and
  - (b) an annual subscription in respect of his, her or its Australian Medical Association membership ('the AMA subscription').
- 17.3. The annual subscriptions shall be due and payable on a day each year as is determined by the Board of Directors or in the case of Ordinary Members elected during the year, on the date of election.
- 17.4. The Association subscriptions shall be of such amounts as may be determined by the Board of Directors from time to time.

- 17.5. The Board of Directors shall have power when determining the Association subscription to fix differing levels of annual subscriptions for different types, classes or categories of Ordinary Members as it deems appropriate.
- 17.6. The Board of Directors may, at any time during any year, but not later than 36 weeks from the date upon which the annual subscriptions for that year are due and payable, by resolution, increase the amount of any Association subscription.
- (a) The amount of the increase shall not exceed 25% of the amount of the Association subscription previously fixed by the Council or the Board of Directors for that year.
  - (b) The increased amount determined by the Board of Directors shall be the Association subscription for that year in respect of the Ordinary Members to whom the increase applies in lieu of the Association subscription in respect of Ordinary Members previously fixed by the Council or the Board of Directors for that year.
  - (c) Notice of any resolution by the Board of Directors to increase any Association subscription for a year previously fixed by the Council or the Board of Directors shall be served on the Ordinary Members to whom the increase applies in accordance with clause 50 within one month after the date of the passing of the resolution.
  - (d) The amount by which the Association subscription of such Ordinary Members is increased shall be due and payable by such Ordinary Members to the Association on the date of service.
- 17.7 The Board of Directors shall give Members at least 28 days written notice of any proposed resolution regarding an increase in the Association's subscription previously fixed for that year prior to the Board of Directors' consideration of any such issue.
- 17.8 Despite the provisions of this Clause, the annual subscription payable by each Ordinary Member in respect of his, her or its Association membership must not exceed \$2,000.

## **18. Duration of Membership**

Every Member shall remain a Member until his, her or its membership is terminated in accordance with Clause 19.

## **19. Termination of Membership**

- 19.1. Membership of the Association shall be terminated immediately in any of the following events:
- (a) Failure to pay subscriptions due to the Association for such period as may be prescribed by the Board of Directors.
  - (b) For those members who are members of the Australian Medical Association, upon termination for whatever cause of membership of the Australian Medical Association in accordance with the Constitution and By-Laws of the Australian Medical Association.
- 19.2. Membership of the Association may also be terminated in any of the following ways:
- (a) By resignation subject to such previous notice in writing given to the Association as may be prescribed by the Board of Directors. Any subscriptions or other sums in the nature of fines, levies, penalties or calls payable but not paid by the former Member in relation to the period, not exceeding 6 months, before the former Member's resignation took effect in the period not exceeding 6 months prior to the date of the commencement of proceedings to recover those sums, may be sued

for and recovered in the name of the Association in a Court of competent jurisdiction as a debt due to the Association.

By expulsion (after the inquiry and in the manner prescribed by Clause 20) on the ground that the conduct of the Member or in the case of a Member which is a Company, the conduct of any director or shareholder of the Member, who is a Registered Medical Practitioner:

- (i) Is detrimental to the honour and/or interests of the medical profession or of the Association or is calculated to bring the profession or the Association into disrepute or contempt.
- (ii) Has grossly contravened the custom of the medical profession.
- (iii) Has wilfully and persistently refused to comply with the Constitution or By-Laws of the Australian Medical Association or has wilfully and persistently refused to comply with or has committed a wilful breach of the provisions of this Constitution or the By-Laws.

19.3. If a member ceases to hold or retain the qualifications which rendered the Member eligible for membership of the Association, that Member's membership may at any time be terminated by a resolution of the Board of Directors and upon the passing of that resolution the name of the Member must be removed from the Register of Members.

## **20. Expulsion**

20.1 The Board of Directors shall have the power on the representation or complaint of any two Members of the Association or of the Medical Secretary to expel a Member from membership of the Association pursuant to Clause 19 but a motion for the expulsion of a Member shall only be received and passed or otherwise disposed of at a Special Meeting of the Board of Directors convened for that purpose with not less than one month's notice and after due inquiry by the Board of Directors or by any Committee authorised or directed in that behalf by the Board of Directors or the By-Laws.

20.2 At least 14 days' notice in writing of the motion shall be given to the Member concerned and the Member or the Nominated Representative of the Member shall be given an opportunity to address the Board of Directors in his, her or its defence.

20.3 Any subscriptions or other sums in the nature of fines, levies, penalties or calls payable but not paid by any expelled Member in relation to the period, not exceeding 6 months, before the expelled Member's expulsion from the Association took effect and in respect of the period not exceeding 6 months prior to the date of the commencement of proceedings to recover those sums, may be sued for and recovered in the name of the Association, in a Court of competent jurisdiction, as a debt due to the Association.

## **21. Donations for Political Objects**

21.1. There shall be a separate fund for levies imposed for political objects from which any donation or other payment for political objects, raised by way of levies, shall be made.

21.2. Any contributions to the fund shall be voluntary.

21.3. A Member who does not contribute to the fund shall not be excluded from the benefits of the Association or placed at any disadvantage by reason of failure or refusal to contribute.

21.4. Any contribution to each levy raised must be voluntary and consent to each levy shall be evidenced in writing.

21.5. Donations or other payments from the fund shall be applied only for the purpose for which

they were raised, unless the Members making the contributions agree to some other application.

- 21.6. The Board of Directors must approve the imposing of each levy and the making of each donation or payment and must satisfy itself that the imposing of each levy and the making of each donation or other payment out of the amounts levied is in accordance with the Constitution and By-Laws of the Association.

## **22. Entitlement to Inspect Books**

Each Member is entitled to inspect the books and documents of the Association but not any of the following:

- (a) Those relating to personal matters concerning particular individuals;
- (b) Those relating to personal hardship of any Member;
- (c) Those containing information relating to matters of ethics or professional conduct concerning a particular individual;
- (d) Those containing information given to the Association in confidence;
- (e) Those containing legal advice or any matter that would be privileged from production in legal proceedings on the ground of legal professional privilege.

## **PART 4- GENERAL MEETINGS**

### **23. Annual Meetings**

The Annual Meeting of the Association shall be held once in every year at a time (not being more than 15 months after the holding of the last preceding Annual Meeting) and place fixed by the Board of Directors and if no place is fixed it shall be held at the Office.

### **24. Ordinary and Extraordinary Meetings**

- 24.1. Ordinary General Meetings shall be held at times and places as may be determined by the By-Laws. These Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.
- 24.2. The Board of Directors may whenever it thinks fit and shall upon a requisition made in writing by one hundred or more members or members with at least 5% of the votes that may be cast on the resolution convene an Extraordinary Meeting for the purpose of transacting any business as by statute or by this Constitution or the By-Laws is appointed to be transacted by a General Meeting.
- 24.3. Any such requisition shall state the object of the Meeting proposed to be called and the requisition shall be deposited at the Office.
- 24.4. Upon receipt of a requisition the Board of Directors shall convene a General Meeting and if it fails to do so within 21 days from the date of the requisition being deposited at the Office, the requisition or any one hundred or more of them may themselves convene a meeting to be held within two calendar months from the date of deposit for the object specified in the requisition.
- 24.5. Extraordinary General Meetings shall also be convened and held as provided for in the Corporations Act.

**25. Plebiscites**

- 25.1. The Council may at any time conduct a plebiscite of Members on any such matters relating to medical polity as the Council determines.
- 25.2. If a requisition is made in writing by 200 Members and is deposited at the Office on or prior to June 30 or December 31 in any year ('the Final Date') requesting that any matter relating to medical polity be put to a plebiscite, the Council must conduct a plebiscite of Members on that and any other matter it considers appropriate within 3 months of the Final Date.
- 25.3. Each matter the subject of a plebiscite shall be proposed in the form of a motion. The Council shall have the right to determine the final form of any motion to be the subject of a plebiscite but in the case of a requisition pursuant to this Clause, the Council shall not change the intent of the motion lodged by the requisitions.
- 25.4. Each Member shall be called upon to vote for or against the motion.
- 25.5. Each motion the subject of a plebiscite shall be accompanied by a statement of not more than 200 words in length setting out the arguments in favour of the motion and a statement of similar length setting out the arguments against the motion. The statements for and against the motion shall be prepared by a person or persons as the Council determines. In the case of a motion which is to be put to a plebiscite as a result of a requisition of Members deposited with the Association pursuant to Clause 25.1, the Council shall allow the person nominated by the requisitions as their representative, a reasonable opportunity to prepare the statement setting out the arguments in favour of the motion referred to in this Clause.
- 25.6. The Council shall be bound by the will of the majority of Members who vote on any motion put to a plebiscite and up until the time of the next Council elections after a plebiscite, the Council shall not do any act or omit to do any act which is inconsistent with the will of the majority who voted on any such motion.

**26. Notice of Meeting**

Where it is proposed to pass a Special Resolution, at least 21 days clear notice and in other cases at least 21 days clear notice of the holding of a General Meeting specifying the place and day and the time of the meeting and in the case of special business the general nature of such business shall be given to the Members entitled to receive notice in the manner provided in this Constitution. The non-receipt of a notice by or the accidental omission to give notice to any Member shall not invalidate the proceedings at any General Meeting.

**27. Business of Annual Meeting**

- 27.1. The business of an Annual Meeting shall be:
  - (a) The reception, discussion and consideration of the Accounts, Balance Sheets and ordinary Reports of the Board of Directors, the Council and of any committees or Board Committees instructed to report to the Meeting and of the Auditors.
  - (b) The declaration by the Chairman of the result of the election of the members of the Council and the election of Auditors and Officers and other persons as may be required by this Constitution or the By-Laws to be elected at the Annual Meeting.



- (c) To receive an address by the President if arranged by the Council and any addresses or communications relative to the medical and allied sciences and the discussion of these addresses or communications as arranged by the Council.
- (d) To transact all business required by statute, by this Constitution or the By-Laws.
- (e) To call for nominations for the positions of Officers of the Association.
- (f) To appoint a Returning Officer for election of the Officers of the Association.

27.2. The Board of Directors shall arrange the order of the business of an Annual Meeting and shall fix the times at which matters described in Clause 27.1 shall respectively be considered. At the expiration of the time allowed for any particular business, any portion of business remaining for consideration shall be adjourned by the Chairman without discussion to a time as may be appointed by the Meeting for its resumption.

## **28. Special Business of General Meeting**

All business transacted at Annual General Meetings other than that specified in Clause 27.1 shall be deemed Special and all business transacted at Ordinary Meetings or Extraordinary Meetings other than papers, addresses, demonstrations, exhibits, and other communications relating to the medical and allied sciences, the presentation of which shall have been arranged by the Council or other than as provided by the By-Laws shall be deemed Special.

## **29. Quorum**

- 29.1. No business shall be transacted at any General Meeting unless a quorum of Members is present at the commencement of the business and except as provided below, a quorum shall consist of not less than 10 Members.
- 29.2. If within a half-hour from the time appointed for the Meeting a quorum of Members is not present, the Meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place and if at the adjourned Meeting a quorum of Members is not present those present shall be a quorum.

## **30. Chairman of General Meeting**

- 30.1. The President or in his or her absence the Vice-President shall preside as Chairman at every General Meeting of the Association.
- 30.2. If at any Meeting the President or Vice-President is not present within 15 minutes after the time appointed for holding the Meeting, the Members present shall choose someone to be Chairman of the Meeting.

## **31. Adjournment**

The Chairman may with the consent of the Meeting adjourn any business from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

## **32. Voting**

- 32.1. Every question submitted to a Meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote that he or she may have as a Member or as a Nominated Representative of a Member.
- 32.2. At a General Meeting, unless a poll is demanded by at least 5 Members present at the Meeting, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.
- 32.3. If a poll is demanded in accordance with Clause 32.2, the poll shall be taken in a manner and at the time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the vote and the determination shall be final and conclusive.
- 32.4. The demand for a poll shall not prevent the continuance of the Meeting and the transaction of any business other than the question upon which the poll has been demanded. No poll shall be demanded on the election of a Chairman and a poll demanded on the question of adjournment shall be taken at the meeting without adjournment.
- 32.5. An Ordinary Member may vote in person or by proxy and the Nominated Representative of an Ordinary Member may vote in person on behalf of that Ordinary Member. Upon a show of hands every Ordinary Member present in person or the Nominated Representative or proxy of an Ordinary Member shall have one vote.
- 32.6. An instrument appointing a proxy shall only be valid if the appointer completes and signs the proxy form issued by or on behalf of the Chief Executive Officer to the appointor for that purpose. If a proxy form is used which has not been issued to the appointor by or on behalf of the Chief Executive Officer then that instrument shall not be a valid instrument of proxy.
- 32.7. A proxy must be an Ordinary Member of the Association or a Nominated Representative of an Ordinary Member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 32.8. The instrument appointing a proxy shall be deposited at the Office or at such other place in Australia specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

## **33. Form of Proxy**

- 33.1. Subject to Clauses 32.6 and 32.7, every instrument of proxy whether for an Annual Meeting, an Ordinary Meeting or an Extraordinary Meeting shall as nearly as circumstances will admit, be in or to the effect of the following form:

AUSTRALIAN MEDICAL  
ASSOCIATION (NSW)  
LIMITED

Of

being an Ordinary Member of the Australian Medical Association  
(NSW) Limited hereby appoint

Of

or failing him/her the Chairman of the meeting as my proxy to vote for me and on my behalf  
at the (Annual, Ordinary or Extraordinary as the case may be) General Meeting of the  
Association to be held on the        day of        and at any adjournment thereof.  
SIGNED THIS day of

- 33.2. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Association at the place where the meeting or adjourned meeting is to be held before the commencement of the meeting or adjourned meeting at which the instrument is used.

## PART 5- COUNCIL

### 34. Constitution

- 34.1. The constitution, duties, powers and mode of procedure of the Council shall be determined by this Constitution and shall be determined from time to time by the By-Laws.
- 34.2. In this Clause and in Clause 35:
- (a) A reference to a member or Nominated Representative being engaged in a particular branch or specialty of the medical profession or to a member or Nominated Representative carrying on a particular type of medical practice shall mean a member or Nominated Representative who is primarily engaged in that branch or specialty of the medical profession or in carrying on that particular type of medical practice.
  - (b) A reference to a member or Nominated Representative carrying on his or her profession in a particular Zone shall mean a member or Nominated Representative who carries on his or her profession primarily in that Zone.
  - (c) **'Salaried doctor'** means a member who is engaged not less than 50% of his or her professional time in carrying out duties as an employee otherwise than in private medical practice and includes an academic and a member who is primarily engaged in conducting research.
  - (d) **'Doctor in training'** means an employed member who is undertaking a course of post graduate training and who does not otherwise fall within any of the classes referred to in paragraphs (a) to (h) of Clause 35.1.
  - (e) **'Rural doctor'** means a member or Nominated Representative who is engaged in a private medical practice in one of the Zones referred to in paragraphs (l) to (p)

inclusive of this Clause where the practice at which that member or Nominated Representative is primarily engaged in carrying on his or her profession is not in a Town or City which has a base Hospital.

- (f) **'Northern Metropolitan Zone'** means that area defined in the By-Laws.
- (g) **'Southern Metropolitan Zone'** means that area defined in the By-Laws.
- (h) **'Central Metropolitan Zone'** means that area defined in the By-Laws.
- (i) **'Western Metropolitan Zone'** means that area defined in the By-Laws.
- (j) **'North Western Metropolitan Zone'** means that area defined in the By-Laws.
- (k) **'South Western Metropolitan Zone'** means that area defined in the By-Laws.
- (l) **'New England and North Coast Zone'** means that area defined in the By-Laws.
- (m) **'North West Zone'** means that area defined in the By-Laws.
- (n) **'Illawarra and South Coast Zone'** means that area defined in the By-Laws.
- (o) **'South Zone'** means that area defined in the By-Laws.
- (p) **'Hunter and Central Coast Zone'** means that area defined in the By-Laws.

### 35. Composition of Council

35.1. The Council shall be composed of 34 Ordinary Members or Nominated Representatives and one Student Member of the Association belonging to the following classes who are elected or appointed in the manner provided for in this Constitution:

- (a) One shall be a member or Nominated Representative who is a physician (Physician Class).
- (b) One shall be a member or Nominated Representative who is a surgeon (Surgeon Class).
- (c) One shall be a member or Nominated Representative who is an ophthalmologist (Ophthalmologist Class).
- (d) One shall be a member or Nominated Representative who is a psychiatrist (Psychiatrist Class).
- (e) One shall be a member or Nominated Representative who is a pathologist (Pathologist Class).
- (f) One shall be a member or Nominated Representative who is a general practitioner (General Practitioner Class).
- (g) One shall be a member or Nominated Representative who is a radiologist (Radiologist Class).
- (h) One shall be a member or Nominated Representative who is an anaesthetist (Anaesthetist Class).

- (i) One shall be a member or Nominated Representative who is an obstetrician or a gynaecologist or an obstetrician and gynaecologist (Obstetrician/Gynaecologist Class).
- (j) One shall be a member who is a salaried doctor (Salaried Doctor Class).
- (k) One shall be a member or Nominated Representative who is a rural doctor (Rural Doctor Class).
- (l) One shall be a member who is a doctor in training (Doctor in Training Class).
- (m) One shall be a member or Nominated Representative who carries on his or her profession in the Northern Metropolitan Zone (Northern Metropolitan Zone Class).
- (n) One shall be a member or Nominated Representative who carries on his or her profession in the Southern Metropolitan Zone (Southern Metropolitan Zone Class).
- (o) One shall be a member or Nominated Representative who carries on his or her profession in the Central Metropolitan Zone (Central Metropolitan Zone Class).
- (p) One shall be a member or Nominated Representative who carries on his or her profession in the Western Metropolitan Zone (Western Metropolitan Zone Class).
- (q) One shall be a member or Nominated Representative who carries on his or her profession in the North Western Metropolitan Zone (North Western Metropolitan Zone Class).
- (r) One shall be a member or Nominated Representative who carries on his or her profession in the South Western Metropolitan Zone (South Western Metropolitan Zone Class).
- (s) One shall be a member or Nominated Representative who carries on his or her profession in the New England and North Coast Zone (New England and North Coast Zone Class).
- (t) One shall be a member or Nominated Representative who carries on his or her profession in the Illawarra and South Coast Zone (Illawarra and South Coast Zone Class).
- (u) One shall be a member or Nominated Representative who carries on his or her profession in the North West Zone (North West Zone Class).
- (v) One shall be a member or Nominated Representative who carries on his or her profession in the South Zone (South Zone Class).
- (w) One shall be a member or Nominated Representative who carries on his or her profession in the Hunter and Central Coast Zone (Hunter and Central Coast Zone Class).
- (x) Eleven shall be members or Nominated Representatives from any of the above classes referred to in this Clause provided that at least three of those eleven shall be general practitioners (Unrestricted General Member Class).
- (y) One shall be a Student Member (Student Member Class).

- 35.2. A representative from the Australian Indigenous Doctors Association will be invited to become a member of the Council at the first Council meeting following an election of the Council pursuant to clauses 36 or 37 of this Constitution, and if the invitation is accepted, will appointed to the Council at the same meeting.
- 35.3. Each year, an invitation will be extended to the President of the New South Wales Medical Students' Council to be a member of the Council for the coming year. If the invitation is accepted, the New South Wales Medical Student Council President will be appointed to Council at the Annual General Meeting and shall hold office for one year. That person shall hold the office of the Student Member on Council.
- 35.4. Subject to the provisions of Clauses 37, 39.2, 40 and 42.2 to 42.6 inclusive, all the members of the Council shall retire from office at the Annual Meeting of the Association held in 1995 and in each alternate year thereafter.
- 35.5. Subject to the following provisions of this Clause, members of the Council who retire from office shall, if nominated under the provisions of Clause 36, be eligible for re-election. Notwithstanding any other provision of this Constitution, a Member or Nominated Representative shall not be eligible to be re-elected to the Council at the next election of the Council held pursuant to Clause 36 where that member or Nominated Representative will have served as a member of the Council for three (3) or more consecutive terms or 72 or more consecutive months immediately preceding the declaration of the poll at that election and in so determining whether a member is eligible for re-election to the Council, where any of those consecutive terms or months includes:
- (a) any term or period served as a member of the Council during which that member of the Council also serves as an Officer of the Association; or
  - (b) any term or period served as a member of the Council following an appointment pursuant to Clause 40 or any predecessor to Clause 40;

that term or period shall not be counted in calculating the consecutive terms or months to determine eligibility for re-election and any terms or period served immediately before and immediately after that term or period shall be deemed to be consecutive.

## **36. Election of Council**

- 36.1. Thirty-four members of the Council as provided for in Clause 35.1 (save for the Student Member who shall be appointed in accordance with clause 35.4) shall be elected in 2017 and in each alternate year thereafter or where the Council is dismissed pursuant to Clause 37, in the following manner.
- (a) At least 58 days before the time fixed for the Annual Meeting in each year during which an election of members of the Council is to take place, within 14 days of the dismissal of the Council pursuant to Clause 37 or within 14 days of a member of the Council ceasing to hold office where an election is required to replace that member of the Council, the Returning Officer must send an election notice by post to all Members of the Association who appear to be entitled to vote in the election.
  - (b) The election notice is to:
    - (i) state that the election is to be held by the Returning Officer;
    - (ii) invite nominations for the election;
    - (iii) include a nomination form and advise where further nomination forms may be obtained;

- (iv) fix the time and date for the close of nominations in the election;
  - (v) specify the place where nominations for the election may be lodged;
  
  - (vi) specify the qualifications needed by candidates in the election and by the persons nominating a candidate;
  - (vii) fix the time and date for the close of the membership roll in the election; and
  - (viii) fix the time and date for the close of the ballot in the election.
- (c) The dates fixed in an election notice for the close of nominations, the close of the roll and the close of ballot in the election must, as far as is reasonably practical, comply with the following requirements:
- (i) there is to be a period of at least 21 days between the date the election notice is posted to Members and the date for the close of nominations;
  - (ii) the date for the close of the roll is to be not later than the date for the close of nominations;
  - (iii) there is to be a period of at least 28 days between the date for the close of nominations and the date for the close of the ballot.
- (d) Each completed nomination must be in writing and contain the following information:
- (i) the full name, residential address, telephone number, primary practice address and date of birth of the candidate;
  - (ii) the full name residential address and signature of at least 1 nominator, who must fall within the class mentioned in Clause 36 for which the candidate is nominated;
  - (iii) the class mentioned in Clause 35 for which the candidate is nominated along with the candidate's written consent to the nomination.
- (e) No member or Nominated Representative can be nominated for election in more than one class.
- (f) Each Affiliated Local Association and Special Group may endorse one or more of their members as Affiliated Local Association or Special Group candidates and those endorsements must be noted on the ballot paper.
- (g) In the event of a contested election for a position, the candidates will be entitled to provide a statement to support their election to Council to the Returning Officer for approval prior to the secret ballot for the election being conducted. . The candidate information sheet shall be contained on a sheet of paper no larger than A4 size. The Returning Officer may determine other conditions for the agreed formatting of the candidate information sheets and may reject any material contained in a candidate information sheet which is false, misleading, defamatory or otherwise inappropriate. The Returning Officer shall send out any approved information sheets with the ballot paper.
- (h) If the number of candidates nominated in any class does not exceed the number of members of the Council to be elected in that class the candidate or candidates nominated in that class shall be declared duly elected. If the number of candidates nominated in any class exceeds the number of members of the

Council to be elected in that class a secret postal ballot for that class shall be conducted.

- (i) Each ballot paper shall be marked for identification in a manner as the Returning Officer shall determine and shall contain the name of each person nominated in the relevant class and a statement as to the number of candidates to be elected in that class. No Member shall be furnished with a ballot paper other than the one sent to the Member by the Returning Officer except that if the Returning Officer is satisfied that a ballot paper has been destroyed or spoiled the Returning Officer may provide a new ballot paper to replace the one destroyed or spoiled.
- (j) Each Member shall be entitled to vote only in respect of the class or classes to which that Member or its Nominated Representative belongs.
- (k) Each Member voting in any class shall indicate the name or names of the candidate or candidates in the relevant class or classes for whom that Member wishes to vote.
- (l) If a ballot is required in the Unrestricted General Member Class each Member (other than Student Member) may vote in respect of that class and in respect of any other class or classes to which that Member or its Nominated Representative belongs if a ballot is required in respect of that class or those classes.
- (m) No Member voting in any class shall vote for more than the full number of candidates required to be elected to fill the vacancies on the Council in that class and if a Member does so, that Member's vote shall be informal and shall not be counted, but an informal vote in any one class shall invalidate only the vote in that class in respect of which the informal vote was given.
- (n) The candidate or candidates up to the number required to fill the vacancy or vacancies in each of the respective classes receiving the greatest number of votes shall be elected. In the event of a tied vote a fresh ballot shall be conducted involving the candidates who achieved the tied vote.
- (o) The Returning Officer shall ascertain the result of the ballot as soon as practicable after the close of the ballot and prior to the time fixed for the holding of the Annual Meeting in the case where the outgoing members of the Council are to retire from office at that Annual Meeting.
- (p) The Board of Directors may at any time resolve that any ballot, poll or election of the Council may be conducted by electronic or web-based voting system instead of voting by ballot paper.
- (q) If the Board resolves to use electronic or web-based voting system it must ensure that:
  - (i) the system has a secure method of identifying a Member by reference to a personal identification code or similar means of identification allocated to the member ;and
  - (ii) the website includes instructions on how to vote; and
- (iii) the website includes the closing date of the vote.



- (r) The Returning officer is responsible for authorizing all information relating to ballots, polls or election of Council to be placed on the website.
- (s) The Returning Officer must send to each person entitled to vote instructions on how to access the electronic voting system, including the internet address of the voting website.
- (t) The Returning Officer may make alternative arrangements for persons eligible to vote who are unable to participate by electronic means.
- (u) The Returning Officer must ensure that the means of retrieval of votes from the electronic website is kept secure until the counting of votes begins.
- (v) If the electronic or web-based voting system malfunctions or is interrupted because of technical difficulties, then the Returning Officer may extend the voting period or determine that the ballot is to be held again, either by other electronic means or paperbased.
- (w) The Returning Officer shall following the completion of the election give written notification to the Executive Officer of the Association of the result of the election and in the case of an election of all members of the Council who are to take office at the Annual Meeting, the result of the election shall be announced to the Annual Meeting by the Chairman of the Annual Meeting and in any other case the Executive Officer shall give written notice of the result of the election to the candidates.

Any decision that the Returning Officer is required or permitted to make relating to the taking of a ballot in an election for members of the Council is final.

### **36A. Transitional Provision**

36A.1 At the first meeting of Council following the Annual General Meeting for the year 2020-2021, the Council shall issue a notice to invite nominations from the Doctor-In-Training class for appointment to Council. The notice is to:

- (a) Invite nominations for appointment to Council from members of the Doctor-In-Training Class;
- (b) Include a nomination form;
- (c) Fix the time and date for the close for nominations.

36A.2 At the next Council meeting following the close of nominations, the Council shall, in its discretion, appoint from amongst the nominees, up to four additional members of Council from the Doctor-In-Training Class.

36A.3 Members appointed to Council pursuant to this clause must vacate office at the time of the 2021 Annual General Meeting. Those persons will be eligible to nominate in accordance with the requirements of this Constitution for election in 2021.

### **37. Control of Council by Members**

37.1. The Association may by special resolution dismiss the Council in accordance with this Clause.

37.2. At any time after the expiration of 6 months from the election of the Council, the Council shall on the requisition in writing of not less than 5% of the total number of Members convene an Extraordinary Meeting of the Association to be held not later than 28 days

after the date of the deposit of the requisition, for the purpose of considering a special resolution to dismiss the Council but a requisition pursuant to this Clause may not be lodged within 6 months of the lodgement of a previous requisition pursuant to this Clause.

- 37.3. In the event that the Council is dismissed pursuant to this Clause, an election for the new Council shall be held in accordance with this Constitution and until the election of a new Council in accordance with this Constitution, the affairs of the Association shall be conducted by an Interim Executive of 3 members one of whom shall act as Chairman. The members of the Interim Executive, including the Chairman, are to be elected by the Extraordinary Meeting which dismissed the Council and all the provisions of this Constitution relating to the Council shall, subject to any necessary changes being made, apply to the Interim Executive.
- 37.4. A new Council which is elected following a dismissal of the Council pursuant to this Clause shall, subject to this Clause, hold office only for the period of office which the Council it replaced would have held office had it not been dismissed.

### **38. Removal of a Councillor**

- 38.1. The Association at a General Meeting may remove a person from office as a member of the Council if the person is guilty of:
- (a) misappropriation of the funds of the Association; or
  - (b) a substantial breach of the Constitution or the By-Laws; or
  - (c) gross misbehaviour or gross neglect of duty.
- 38.2. Following removal from office, the Association shall, subject to Clause 40, at the same general meeting, elect by simple majority, one of their number to fill the vacant office.

### **39. Powers of Incomplete Council**

- 39.1. If the number of members of the Council is incomplete, all the powers conferred on the Council shall belong to and be exercised by the President, Vice-President and such other members of the Council as may have been duly elected or appointed.
- 39.2. In the case of a vacancy in the Council occasioned by a failure to elect at an election, the members of the Council then in office may in their discretion take steps to cause the vacancy to be filled by means of an election by the Members of the Association in the manner provided for in this Constitution or the Council may themselves appoint a Member of the Association to fill the vacancy. The person so elected or appointed shall, subject to the provisions of Clauses 41.2 to 42.6 inclusive, retain office only until the next Annual Meeting at which members of the Council are to retire under the provisions of Clause 36.

### **40. Casual Vacancy in the Council**

- 40.1. Any casual vacancy in the Council may be filled by the Council by appointment. If there is more than one candidate for the position the Council shall elect, by simple majority, one of the candidates to be appointed to the vacant office. Casual vacancies shall be advertised in NSW Doctor at least one month prior to the Council meeting at which the casual vacancy will be filled by appointment.

- 40.2. Any person appointed or elected to fill a casual vacancy shall retain that office only until the next Annual Meeting at which members of the Council are to retire under the provisions of Clause 35.

**41. Powers and Duties of Council**

- 41.1. The Council is responsible for determining questions and matters of policy for the Association.
- 41.2. The Council is responsible for establishing Standing and Other Committees as provided for in the Constitution and By-Laws.
- 41.3. The Council is responsible for establishing Special Groups as provided for in the Constitution and By-Laws.
- 41.4. Upon recommendation of the Board of Directors the Council may decide to remunerate Directors.
- 41.5. A record of attendance of each member of the Council at its meetings shall be kept and published annually in the report of the Council.
- 41.6. The Council may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit but it shall meet not less than 4 times in each period of one year during its term of office. The first of such meetings is to be held within a month after the date of each Annual Meeting of the Association or within one week after the election of a new Council in the case of the dismissal of the Council pursuant to Clause 37.
- 41.7. Meetings of the Council shall be presided over by the Chairman of the Council or in the absence of the Chairman of the Council by the President or in their absence by a Chairman appointed by the meeting from its members. No business shall be transacted at a meeting of the Council unless at least 5 members are present.
- 41.8. Except where otherwise provided in this Constitution or the By-Laws, questions arising at any meeting of the Council shall be decided by a majority of votes.
- 41.9. Each member of the Council present in person shall have a vote and in the case of an equality of votes, the Chairman shall have a second or casting vote.
- 41.10. It shall not be necessary to give notice of a meeting of the Council to any member who is not in New South Wales.
- 41.11. The President may if he or she thinks fit, upon receiving a requisition signed by not less than 5 members of the Council, specifying the business for which a special meeting of the Council is required, call together a special meeting of the Council, but no business shall be transacted at that special meeting other than that for which the special meeting was called.
- 41.12. The Council may continue to act notwithstanding that its number is reduced by death, retirement or otherwise below the full number. If at any time the number of Councillors is reduced below 12, the continuing members shall only act for the purpose of filling up vacancies until there are at least 12 members of the Council and such vacancies shall be filled in the manner provided for in Clause 40 for the filling of casual vacancies.
- 41.13. The office of a member of the Council shall become vacant if the member of the Council:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) resigns from office by notice in writing to the Association or refuses to accept office;
- (c) is removed from office pursuant to Clause 37;
- (d) is removed from office pursuant to Clause 38;
- (e) is absent from 3 consecutive meetings of the Council without the permission of the Council;
- (f) dies;
- (g) ceases to be an Ordinary Member or a Nominated Representative of an Ordinary Member of the Association; or
- (h) ceases to be a member of the class referred to in Clause 35 in respect of which that member of the Council was elected to the Council;
- (i) otherwise ceases to be eligible to hold office under this Constitution or the By-Laws;

but any disqualifying conditions or any of them may so far as the Corporations Act permits be dispensed with by a resolution of the Council.

41.14. The travelling expenses properly incurred by any Council member in attending meetings of the Council, Council Committees or any Conference authorised by the Council shall be paid by the Association. The Board of Directors shall determine what shall be considered an attendance for the purpose of this Clause.

## **42. Officers**

42.1. There shall be the following officers of the Association namely, a President, a Vice-President, an Honorary Treasurer, a Chairman of the Council, a Chairman of the Professional Issues Committee, a Chairman of the Hospital Practice Committee, a Doctor in Training Director and two Directors of the Association. The officers shall be elected in a manner and shall have and enjoy such duties powers and privileges as shall be determined by this Constitution and the By-Laws.

42.2. The Council at its first meeting held after each Annual Meeting of the Association or after an election following a dismissal of the Council pursuant to Clause 37 must elect by secret ballot one of its members to fill each of the offices: President, Vice-President, Honorary Treasurer, Chairman of the Council, Chairman of the Professional Issues Committee, and Chairman of the Hospital Practice Committee and two Directors of the Association.

42.3. The procedure for the conduct of the election in 42.2 shall be as follows:

- (a) The election shall be conducted by the Returning Officer;
- (b) At the Annual Meeting of the Association, the Chairman shall call for nominations which shall close at 4pm on the Friday immediately following the Annual Meeting;

- (c) Each candidate must be nominated by two members of the Council and the Candidate must consent to the nomination;
- (d) Any member of the Council is eligible to be nominated for more than one office but may only be elected to one office;
- (e) If there is only one nomination for an office, that candidate is deemed elected;
- (f) If there is more than one candidate for an office, a secret ballot shall be held and the candidate with the most number of votes shall be elected.

- 42.4. The Doctor in Training Director will be appointed by the Board of Directors at the Board's first meeting following its election from those Doctor in Training Committee members who are nominated by the Doctors in Training Committee for the position. Nominees must be approved by the Council.
- 42.5. Subject to the other provisions of this Constitution, each of the officers to be elected or appointed pursuant to this Clause shall hold office from their date of election or appointment pursuant to this Clause until the next election of the incoming officers at the first meeting of the Council held after the next Annual Meeting of the Association.
- 42.6. The President shall be the Chairman of the Annual Meeting of the Association held following the President's election and shall cease to hold office upon the election of the succeeding President.
- 42.7. Where the Council has been dismissed pursuant to Clause 37 the Chairman of the Interim Executive pursuant to Clause 37.3 shall act as Chairman of the first meeting of the Council held after the election of the new Council and shall cease to hold office upon the election of the President at that meeting of the Council.

### **43. Honorary Life Members**

- 43.1. The Board of Directors shall have the power to nominate for election at the Annual Meeting any member or Nominated Representative or ex-member or former Nominated Representative who by his or her service to the Association is in the opinion of the Board of Directors worthy of election as an Honorary Life Member.
- 43.2. An Honorary Life Member shall be entitled to all the rights and privileges and be subject to all the obligations of an Ordinary Member as long as the Honorary Member remains eligible to be an Ordinary Member, except that an Honorary Life Member shall not be liable to pay an annual subscription in respect of his or her Association membership pursuant to Clause 17.
- 43.3. A person elected to be an Honorary Life Member shall remain an Honorary Life Member for life unless that person ceases to be eligible to be an Ordinary Member or that person's membership as an Honorary Life Member is terminated by resignation in writing to the Association by the Honorary Life Member or by an ordinary resolution of the Association at a meeting of the Association pursuant to a motion put to the meeting by the Council.
- 43.4. Members who were Distinguished Members prior to this Clause taking effect are automatically Honorary Life Members.

**44. Honorary Treasurer**

- 44.1. The Honorary Treasurer shall be elected annually by the Council at its first meeting held after each Annual Meeting of the Association from among the Council members present and he or she shall have and enjoy such duties, powers and privileges as determined by the Board of Directors.
- 44.2. The Honorary Treasurer shall oversee the collection of and receive the subscription and other moneys payable to the Association and pay all accounts which shall have been ordered by the Board of Directors to be paid.

**45. Medical Secretary**

The Board of Directors shall appoint a person to be the Medical Secretary, that appointment to be confirmed by the Council. The Medical Secretary shall be employed for a period of time and remunerated upon terms determined by the Board of Directors. The duties of the Medical Secretary shall be prescribed by the Board of Directors or by this Constitution.

**46. Chief Executive Officer**

The Board of Directors may appoint a person to be the Chief Executive Officer. The Chief Executive Officer shall be employed for a period of time and remunerated upon terms determined by the Board of Directors. The duties of the Chief Executive Officer shall be prescribed by the Board of Directors or by this Constitution.

**47. Secretary**

The Honorary Treasurer shall be the Secretary of the Association for the purposes of the Corporations Act and the duties of the Secretary shall include the duty to transmit to the Australian Medical Association at its head office in January of each year, certified copies of this Constitution and the By-Laws.

**48. Vacancies in Offices**

- 48.1. In the event of the death or resignation of the President, the Vice-President shall, subject to Clause 48.4, discharge the duties of that office and shall be titled President and another member of the Council shall be elected to the office of the Vice-President.
- 48.2. Subject to Clauses 48.4, 59 and 60 a vacancy in the office of Vice-President, Honorary Treasurer, Chairman of the Council, Chairman of the Professional Issues Committee, Chairman of the Hospital Practice Committee or Director shall be filled by the Council as soon as its practical by an election by a simple majority of one of its members to fill the vacant office.
- 48.3. A vacancy in the office of the Doctor in Training Director shall be filled by the Council as soon as its practical by the appointment of a member of the Doctors in Training Committee.
- 48.4. Subject to Clause 48.4, in the event of a vacancy occurring in any office by reason of circumstances not specified in this Clause and there is no provision made elsewhere in this Constitution or the By-Laws for the filling of that office, the Council shall have power to fill the vacancy by making such appointment or other provision as it may deem expedient for the purposes of the discharge of the duties of the office until the next election or appointment to that office.

48.5. In the event of a casual vacancy in any office where the unexpired part of the term of that office exceeds 12 months or three quarters of the term of the office (whichever is the greater) the Council shall elect a Councillor by secret ballot to fill that office.

**49. Auditor**

49.1 The Association shall at every Annual Meeting confirm to the Members that an Auditor has been appointed for the following year.

49.2 No Director or member of the Council shall be capable of acting as the Auditor.

49.3 The Auditor shall be nominated and appointed and his or her duties regulated in accordance with the Corporations Act.

49.4 Any casual vacancy in the office of Auditor may be filled by the Board of Directors, but while any such vacancy continues any continuing Auditor may act.

**50. Notices**

50.1 A notice may be given by the Association to any Member by:

- (a) Serving it on the person;
- (b) Sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address nominated by the Member to the Association for sending notices to the Member;
- (c) Publishing it in the NSW Doctor.

50.2 No notice of Meetings or other proceedings of the Association shall be required to be served on any Member who has no address in New South Wales known to the Association.

50.3 A notice:

- (a) 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.
- (b) sent by facsimile transmission or electronic notification is taken to be served:
  - (i) by properly addressing the facsimile transmission or 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.
- (c) Published in NSW Doctor is taken to be served on the day after the day on which it is published in NSW Doctor.

**51. Seal**

The Board of Directors shall provide for the safe custody of the Seal and the Seal shall not be used except pursuant to a resolution of the Board of Directors and in the presence of two members of the Board of Directors each of whom shall sign every instrument to which the Seal is affixed.

**PART 6- COMMITTEES**

**52. Standing Committees**

- 52.1. The Council at its first meeting after each Annual Meeting of the Association or at its first meeting after an election of the Council following a dismissal of the Council pursuant to Clause 37 shall appoint Standing Committees, including a Professional Issues Committee, a Hospital Practice Committee, and an Audit Committee as it shall determine, which may each include one or more persons who are not members of the Council or of the Association subject to clause 52.2. The Council shall determine the name, composition, powers, duties, quorum and rules regulating these Committees.
- 52.2. Subject to the provisions of the Constitution and By-Laws, the majority of the members of any committee established by the Council pursuant to Clause 52.1 must be Members of the Council.
- 52.3. Each member of the Council shall be appointed to be and shall serve as a member of one or more Standing Committees.
- 52.4. The Chairman of each Standing Committee shall be a member of the Council and shall be elected by the Council from the members of the Council. The Chairman of each Standing Committee shall chair its meetings and in the absence of the chairman, the Standing Committee shall elect one of its number to chair that meeting.
- 52.5. Except as provided in Clauses 42.2 to 42.6 inclusive, any vacancy occurring in the membership of any Standing Committee or in the office of the Chairman of any Standing Committee shall be filled by the Council. Except as otherwise determined by the Council pursuant to this Clause, each Standing Committee may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit and if no quorum is fixed 2 members shall form a quorum.
- 52.6. Questions arising at any meeting of a Standing Committee shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 52.7. Standing Committees may make recommendations to the Executive Committee to the Council. A Standing Committee is not entitled to make a determination of policy for the Association but may provide advice to the Council in any area falling within its jurisdiction to assist the Council in making a determination of policy of the Association. A resolution in writing signed by all the members of a Standing Committee shall be deemed equivalent to a resolution passed at a meeting of the Standing Committee duly convened and held.

**53. Other Committees**

- 53.1. The Association or the Council shall have power to appoint other committees with such powers it deems necessary or convenient and to fix the quorum for meetings and lay down the rules for regulating the proceedings of such Committees.



- 53.2. A Committee is not entitled to make a determination of policy for the Association but may provide advice to the Council in any area falling within its jurisdiction to assist the Council in making a determination of policy for the Association.
- 53.3. Subject to any such rules, any Committee appointed may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit. If no quorum be adopted, 2 members of a Committee shall form a quorum. The Council shall appoint a Convenor of each Committee appointed pursuant to this Clause, who shall chair meetings of the Committee and in the absence of the Convenor, the Committee shall elect one of its number to chair that meeting.
- 53.4. Questions arising at any meeting of a Committee shall be decided by a majority of votes and in case of an equality of votes the Convenor shall have a second or casting vote. A resolution in writing signed by all the members of a Committee shall be deemed equivalent to a resolution passed at a meeting of the Committee duly convened and held.
- 53.5. Any vacancy occurring in the membership of any Committee shall be filled by the Council.

#### **53A. Doctors in Training Committee**

- 53A.1 The Council shall appoint a Doctors in Training Committee. The Committee shall be comprised of Doctors in Training members of the Association. The Council shall determine the composition, powers, duties, quorum and rules regulating this Committee.
- 53A.2 The Doctors in Training Committee is not entitled to make a determination of policy for the Association but may provide advice to the Council in any area falling within its jurisdiction to assist the Council in making a determination of policy for the Association.

#### **54. Special Groups**

- 54.1. The Council may form or promote the formation within the Association of Special Groups of Members having distinctive professional interests and may dissolve these Groups or any of them. The objects of any such Group shall be all or any of the following:
- (a) The collection, propagation and dissemination by and amongst members of the Group of scientific knowledge, information and data and such other analogous scientific and incidental purposes as the Council may approve;
  - (b) The promotion advancement and maintenance of the particular professional, practice, general and social interest of the members of the Group by such means and in such manner as the Council may approve; and
  - (c) Such other matters and purposes incidental to the foregoing or any of them as the Council may approve.
- 54.2. The circumstances conditions and manner in, under or upon which respective Groups may be formed carried on and/or dissolved and the qualifications for membership thereof and the rights privileges restrictions and obligations of such respective groups and/or the

members thereof shall be such as shall from time to time be determined or prescribed by the By-Laws. If there is no such By-Law, such matters shall be determined by the Council and the Association shall have full power to make any such By-Laws and the provisions of Clause 55 of this Constitution shall in all respects govern, extend and apply to any such By-Law made.

- 54.3. The Association or the Council may join or concur with the Australian Medical Association in the initiation or promotion by the Australian Medical Association of the formation of Special Groups of members of more than one Branch of the Australian Medical Association having distinctive professional interests and having objects similar to those mentioned in Clause 54.1 in such circumstances and upon such conditions as the Council shall determine or approve.
- 54.4. Members of the Association who are members of any Special Group referred to in Clause 54.3 shall during their membership observe and conform to any By-Laws made and any conditions or directions imposed or given by the Australian Medical Association relating to that Special Group.

## **55. By-Laws**

- 55.1. Subject to any relevant law or this Constitution, the constitution and mode of government of the Association, all matters relating to medical ethics, the rights and obligations of each Member and any separate body of Members, the election or appointment, duties, powers and privileges of all officers and of all Council Committees and governing and administrative bodies of the Association, the election or appointments of Members or other persons to represent the Association at the National Conference and on the Federal Council of the Australian Medical Association and in any other body corporation institution or organisation in which the Association has or may have the right or privilege of being represented shall be such as may be prescribed and determined by or in accordance with the By-Laws and the By-Laws may be added to, amended, altered or repealed by the Association in General Meeting. The Association in General Meeting shall be deemed to have full power to make By-Laws on all such matters and on all other matters relating to the affairs of the Association or for the purpose of carrying out its objects and all By-Laws so made and for the time being in force shall be binding on the Members of the Association as if they formed part of this Constitution and shall have full effect accordingly.
- 55.2. No resolution of a General Meeting to make any addition to or any amendment, alteration or repeal of any By-Law or to make any new By-Law shall have any operation unless:
- (a) The proposal to make the resolution shall have been:
    - (i) previously approved by the Board of Directors and Council;
    - (ii) submitted to the General Meeting by the Council; and
    - (iii) published by the Council for the information of the Members not less than 21 days before the day of holding the General Meeting; and
  - (c) the resolution of the General Meeting shall have been carried by a majority of not less than two-thirds of the votes given.

## 56. Winding Up

If upon a winding up or dissolution of the Association there remains any property of the Association after satisfaction of all its debts and liabilities, that property shall not be paid to the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association.

## 57. Indemnity and Insurance

- 57.1. To the extent permitted by law, and unless the Board of Directors in its absolute discretion resolves that the circumstances do not justify indemnification, the Association must indemnify each person who is, or has been, an officer or employee of the Association (to the extent that the officer or employee is not otherwise indemnified) against all liability incurred by that person as an officer or employee:
- (a) to any person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; or
  - (b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted or in connection with an application, in relation to such proceedings in which the Court grants relief to the person under the Corporations Act.
- 57.2. The indemnity provided for in Clause 57.1 applies to a liability incurred after the date of adoption of this Constitution and the indemnity provided for in the Constitution prior to the adoption of this Constitution applies to a liability incurred on or before the date of adoption of this Constitution.
- 57.3. To the extent permitted by law, the Association may pay or agree to pay a premium in respect of a contract insuring a person who is, or has been, an officer or employee of the company against a liability incurred by the person as such an officer or employee, including, but without limiting the generality of the foregoing a liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal and whatever their outcome.
- 57.4. For the purposes of Clause 57 only:
- (a) 'officer' means:
    - (i) a Director;
    - (ii) an alternate Director;
    - (iii) a Councillor; and
    - (iv) a Secretary.
  - (b) 'related body corporate' has the same meaning as in section 9 of the Corporations Act.

## **PART 7 - BOARD OF DIRECTORS**

### **58. The Board of Directors**

58.1. The Board of Directors shall be comprised of:

- (a) The following persons elected in accordance with clause 42:
  - (i) The President,
  - (ii) The Vice-President,
  - (iii) The Honorary Treasurer,
  - (iv) The Chairman of Council,
  - (v) The Chairman of the Professional Issues Committee,
  - (vi) the Chairman of the Hospital Practice Committee
  - (vii) Two Directors of the Association,
- (b) Doctor in Training Director appointed pursuant to clause 42;
- (c) An independent Director (who is not a member of the Association) may be appointed by the Board of Directors from time to time.

58.2. There shall be a minimum of nine (9) and a maximum of ten (10) Directors at any one time.

58.3. The elected members of the Board of Directors shall hold office from the date of their election pursuant to this Constitution until the election of the next incoming Board of Directors at the first meeting of Council held after the next Annual Meeting of the Association.

58.4. Appointed members of the Board of Directors shall hold office from the date of appointment until the first meeting of Council held after the Annual General Meeting of the Association at which time their offices shall be declared vacant.

58.5. Subject to Clause 58.1, a Councillor shall not be eligible to be elected to the office of President, Vice-President, Honorary Treasurer, Chairman of Council, Chairman of the Professional Issues Committee, Chairman of the Hospital Practice Committee or Director of the Association who has served in that office for two terms of that office immediately preceding that election or who has served in that office for more than a total of six terms of that office.

58.6. A Councillor shall not be eligible to be elected to any of the offices in Clause 58.5 where that Councillor has served in one or more of those offices for a total of 12 years.

58.7. The provisions of Clauses 58.5 and 58.6 take effect after the election of the first Board of Directors.

### **59. Resignation, Removal and Disqualification of Directors**

59.1. The office of a Director shall become vacant if the Director:

- (a) Is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) Is liable to have a person appointed, under a law relating to the administration of estates or persons who through mental or physical incapacity are incapable of

managing their affairs, to administer it, or becomes in the opinion of the Board of Directors incapable of performing his or her duties;

- (c) Resigns from office by notice in writing to the Association or Council or refuses to accept office;
- (d) Is removed from office pursuant to Clause 59.3;
- (e) Is absent from Board of Directors' meetings for three consecutive Board of Directors' meetings without leave of absence from the Board of Directors;
- (f) Dies;
- (g) Other than the Doctor In Training Director and the independent Director, is no longer eligible to be a member of Council pursuant to Clause 41.13;
- (h) Otherwise ceases to be eligible to hold office under the Constitution or By-Laws.

But any disqualifying conditions or any of them may so far as the Corporations Act permits be dispensed with by a resolution of the Council.

- 59.2. A Director may resign his or her office upon giving notice in writing to the Council or Association of his or her intention to do so and such resignation shall take effect upon expiration of such notice or its earlier acceptance by the Council.
- 59.3. Following removal from office, the Council shall, subject to clause 40, at the same special meeting, elect by simple majority, one of their number to fill the vacant office of President, Vice-President, Honorary Treasurer, Chairman of Council, Chairman of the Professional Issues Committee, Chairman of the Hospital Practice Committee, or Director.
- 59.4. In the event of a casual vacancy on the Board of Directors where the unexpired part of the term of the office exceeds 3 months or three quarters of the term of office (whichever is the greater) the Council shall, in the case of the position of President, Vice-President, Honorary Treasurer, Chairman of Council, Chairman of the Professional Issues Committee, Chairman of the Hospital Practice Committee, or Director elect, from amongst their number, a Director by secret ballot to fill that office.
- 59.5. In the event of a casual vacancy in the office of Doctor in Training Director, regardless of the length of the unexpired term, the Council shall appoint a member of the Doctors in Training Committee to fill the vacant office.
- 59.6. Where the Council has been dismissed pursuant to Clause 37 of the Constitution the Interim Executive elected pursuant to clause 37 shall also act as Board of Directors until such time as a new Council is elected in accordance with that provision. The new Council will then elect the new Board of Directors as provided for in the Constitution.
- 59.7. The new Board of Directors elected following the dismissal of Council pursuant to clause 37 shall hold office only for the period of office which the Board it replaced would have held office had it not been dismissed.

## **60. Removal under Section 203D of the Corporations Act 2001**

- 60.1. In accordance with section 203D of the Corporations Act, the Association may, by resolution passed in a general meeting, remove a Director from office before the end of the Director's period of office.

- 60.2. Notice of an intention to move on the resolution to remove the Director must be given to the Association at least 2 months before the meeting is to be held. However, if the Association calls a meeting after the notice of intention is given, the meeting may pass the resolution even though the meeting is held less than two months after the intention is given (subject to compliance with Clause 60.3.)
- 60.3. At least 21 days' notice must be given to members of the Association of a meeting at which a resolution will be moved to:
- (a) Remove a Director under section 203D; or
  - (b) Appoint a Director in place of a Director removed under that section.
- 60.4. As soon as practicable after receiving notice of an intended resolution to remove a Director under this Clause, the Association shall send a copy of the notice to the Director concerned, and the Director is entitled to be heard on the resolution at the meeting.
- 60.5. When notice is given in accordance with clause 60.4, and the Director concerned makes written representations to the Association (not exceeding a reasonable length) and requests that the representations be notified to Members of the Association, the Association shall, unless the representations are received by it too late for it to do so:
- (a) state, in any notice of the resolution given to Members of the Association, that the representations have been made; and
  - (b) send a copy of the representations to every Member of the Association to whom notice of the meeting has been or is sent.
- 60.6. If a copy of the representations is not sent because they were received too late or because of the Association's default, the Director may, without prejudice to any right to be heard orally, require that the representations be read out at the meeting.
- 60.7. Notwithstanding the preceding provisions of this Clause, copies of the representations need not be sent out and the representations need not be read out at the meeting if, on the application either of the Association or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this Clause are being abused to secure needless publicity for defamatory matter.
- 60.8. On an application under Clause 60.7, the Court may order that the costs of the applicant be paid in whole or in part by the Director, even if the Director is not a party to the application.
- 60.9. A vacancy created by the removal of a Director under this Clause, if not filled at the meeting at which the Director is removed, may be filled as a casual vacancy.
- 60.10. A person appointed as a Director in place of a person removed under this Clause shall be treated, for the purpose of determining the time at which that person or any other Director is to retire, as if that person had become a Director on the day on which the person in whose place that person is appointed was last appointed a Director.

## **61. Powers and Duties of the Board of Directors**

- 61.1. The business of the Association is managed by the Board of Directors who may exercise all powers of the Association that this Constitution, the By-Laws and the Corporations Act do not require to be exercised by the Association in general meeting.

- 61.2. Without limiting the generality of clause 61.1, the Board of Directors may exercise all powers of the Association to:
- (a) borrow money;
  - (b) charge any property or business of the Association;
  - (c) issue debentures or give any other security for a debt, liability or obligation of the Association or any other person;
  - (d) guarantee or become liable for the payment of money or the performance of any obligation by any other person;
  - (e) approve membership of the Association; and
  - (f) establish, cancel or alter the provision of the membership services of the Association.
- 61.3. The Board of Directors shall keep true accounts of all sums of money received and expended by the Association and of the matters in respect of which receipt and expenditure take place and of the property credits and liabilities of the Association.
- 61.4. The Board of Directors shall annually prepare a balance sheet and financial statement of the Association for the past year and a report of the general state and proceedings of the Association for the past year. The Balance Sheet and Statement shall be audited by the Auditors.
- 61.5. The travelling expenses properly incurred by any Director in attending meetings of the Board of Directors or any Conference approved by the Board of Directors shall be paid by the Association. The Board of Directors shall determine what shall be considered an attendance for the purpose of this Clause.
- 61.6. A loan, grant or donation must not be made by the Association unless the Directors:
- (a) Have satisfied themselves:
    - (i) That the making of the loan, grant or donation would be in accordance with the other provisions of the Constitution and By Laws; and
    - (ii) In the case of a loan – that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
  - (b) Has approved the making of the loan, grant or donation.
- 61.7. Paragraph 61.6(a) does not apply in relation to payments made by the Association pursuant to Clauses 41.14 or 61.5 or payments by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of the Association.
- 61.8. Subject to law, the Board of Directors does not have the power to determine Association policy but may provide advice to the Council in relation to policy matters.

## **62. Meetings of the Board of Directors**

- 62.1. A record of attendance of each member of the Board of Directors at its meetings shall be published annually in the report of the Directors.

- 62.2. The Board of Directors may meet, convene its meetings, adjourn and otherwise regulate its proceedings as it thinks fit but it shall meet not less than nine times in each period of one year during its term of office with the first of such meetings to be held within four weeks, or sooner if Council thinks fit, after the election of the Directors.
- 62.3. The Board shall be presided over by the Chairman.
- 62.4. A Director may call a meeting of the Board of Directors by giving reasonable notice to every other Director.

**63. Quorum**

- 63.1. A Quorum for a Board of Directors' meeting is the majority of directors from time to time.
- 63.2. Questions arising at any Board of Directors meeting shall except where otherwise provided in this Constitution or the By-Laws be decided by a majority of votes.
- 63.3. Each member of the Board of Directors present in person shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 63.4. The travelling expenses properly incurred by all Directors attending meetings of the Board of Directors shall be defrayed out of the general funds of the Association.

**64. Chairman**

- 64.1. The President for the time being, or in the President's absence, the Vice President, shall be the Chairman of Board of Directors meetings.
- 64.2. If:
  - (a) there is no President or Vice President; or
  - (b) neither the President nor Vice President are present within 15 minutes after the time appointed for the Board of Directors meeting to begin; or
  - (c) the President or Vice President are not willing to act as Chairman of the Board of Directors meeting,

The Directors present may elect, by simple majority, a Chairman of the Board of Directors meeting.

**65. Delegation to Board Committees**

- 65.1. The Board of Directors may establish Board Committees as it sees fit.
- 65.2. The Board of Directors may delegate any of its powers, other than those which by law must be dealt with by the Board as a Board to one or more Board Committees.
- 65.3. The Board of Directors may at any time revoke any delegation of power to a Board Committee.
- 65.4. At least one member of each Board Committee must be a Director.



- 65.5. A Board Committee must exercise its powers in accordance with the directions of the Board of Directors and a power exercising that way is taken to have been exercised by the Board of Directors.
- 65.6. A Board Committee may be authorised by the Board of Directors to sub-delegate all or any of the powers for the time being vested in it.
- 65.7. Meetings of any Board Committee will be governed by the provisions of this Constitution and By-Laws which deal with Board meetings so far as they are applicable and not inconsistent with any directions of the Board of Directors. The provisions apply as if each member was a Director.