

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of the Australian Medical Association (NSW) Limited will be held at 6:30pm on Tuesday 16 February 2021 in AMA House.

Due to COVID-19 social distancing measures, attendance will be via Zoom:

<https://us02web.zoom.us/j/86442452762?pwd=U0NCN0VqQndYYjFJbmlvM1pyb2d6Zz09>

Meeting ID: 864 4245 2762
Passcode: 066709

Voting

Voting will occur by way of a poll rather than a show of hands.

Proxies

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on behalf of the member. A proxy must be an ordinary member or in the case of a company, the Nominated Representative of an ordinary member of the Association. To obtain a proxy form contact claudia.gillis@amansw.com.au . To be valid, a proxy form must be duly completed, signed and received by the Association at Level 6, AMA House, 69 Christie Street, St Leonards (PO Box 151, St Leonards NSW 2065), not less than 48 hours before the time for holding the meeting. Proxies may be emailed to claudia.gillis@amansw.com.au .

Agenda

To consider, and if thought fit, to pass Special Resolutions one to fourteen. The Special Resolutions should be read in conjunction with the Explanatory Memorandum.

To consider, and if thought fit, to pass Special Resolutions:

Special Resolution One

To amend the Constitution to increase the number of Doctors in Training Councillors on Council from 1 to 5.

Special Resolution Two

To amend the Constitution with respect to the composition of the Board of Directors such that Board will consist of the President, Vice-President, Chair of Council, Doctor in Training Director, five Directors, and (as required) an independent Director.

Special Resolution Three

To amend the Constitution to remove the position of Honorary Treasurer.

Special Resolution Four

To amend the Constitution to provide the Board of Directors will appoint the Company Secretary, and that persons eligible to be appointed as Company Secretary will a member of the Board of Directors or a senior member of AMA NSW Staff.

Special Resolution Five

To amend the Constitution to provide that the Council will appoint a Chair to each of the following Committees at the first meeting of Council following the Annual Meeting or following the dismissal of the Council: Hospital Practice, Professional Issues and Audit.

Special Resolution Six

To amend the Constitution to increase Directors' terms of office from 1 year to 2 years.

Special Resolution Seven

To amend the Constitution so that all members of the Board of Directors will not vacate office at the one time.

Special Resolution Eight

To amend the Constitution to provide for transitional arrangements to give effect to the amendment providing that all members of the Board of Directors will not vacate office at the one time as follows:

- a. In 2021, the persons currently holding the following positions on the Board shall vacate office: the Chair of Council, the Chair of Hospital Practice Committee, and the Chair of Professional Issues Committee and the Honorary Treasurer. An

election will be held for the following positions on the Board: the Chair of Council and three Director positions. Those persons will be elected to office for a 2-year term (see clause 42.2).

- b. In 2021 the persons elected in 2020 to the positions of President and Vice-President, and appointed to the position of DIT Director, and the two current Director positions shall remain in office for a further year. Those persons will vacate office in 2022 and an election will be held for President and Vice-President, two Directors and the appointment of the DIT Director. Those persons will be elected or appointed to office for a 2-year term. (see clauses 42.3 and 42.6)
- c. For the avoidance of doubt, the persons elected to the Board in 2020 shall remain on the Board until first Council meeting following the Annual Meeting of the Association in 2021.

Special Resolution Nine

To amend the Constitution to provide that persons elected to the offices of President, Vice-President and Chair of Council may serve in the office for one term and are not eligible for re-election in the term immediately following.

Special Resolution Ten

To amend the Constitution to provide that a Councillor may be elected to serve on the Board for 12 consecutive years.

Special Resolution Eleven

To amend the Constitution to replace all references to Chairman with Chair.

Special Resolution Twelve

To amend the Constitution such that proxy form will no longer require the details of proxy to be included on the proxy form.

Special Resolution Thirteen

To amend the Constitution such that Council nominations will no longer have to include the residential details of the nominee of the nominator.

Special Resolution Fourteen

To amend the requirements for the format of the candidate information that may be provided by a candidate standing for election to Council.

By Order of the Board
Fiona Davies
Chief Executive Officer

A handwritten signature in black ink, appearing to read "Fiona Davies". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Signed by Chair

25th January 2021
Date