

Explanatory Memorandum: Annual General Meeting on 14 May 2024

This Explanatory Memorandum forms a part of the Notice of Meeting dated 19 April 2024 and contains information about the Special Resolutions set out in the Notice of Meeting. You should read the Notice of Meeting and this Explanatory Memorandum carefully.

A complete copy of the current Constitution can be found [here](#).

Special Resolutions

Special Resolution One

That clause 50 of the AMA(NSW) Constitution be amended as follows:

- (a) That the Council may appoint Standing Committees but is not required to do so; and**
- (b) To delete the requirement that each member of Council must serve as a member of a Standing Committee.**

AMA(NSW) Council has considered the role of Standing Committees. Current Standing Committees are Hospital Practice Committee and Professional Issues Committee. Each member of Council must belong to one of the two Standing Committees.

AMA(NSW) Council has determined that the two existing Standing Committees be disbanded and a combination of working groups and focused committees be put into place to provide the Association with greater flexibility and agility to respond in a timely manner to Government, the NSW Ministry of Health, and other third parties, and provide the opportunity for Councillors and members more broadly, to participate in policy discussion of interest to them and their areas of practice.

The power for Council to appoint Standing Committees will remain should it be thought expedient to so appoint in the future.

50.1 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~~ may appoint Standing Committees, ~~including a Professional Issues Committee and a Hospital Practice 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 51.2. The Council shall determine the name, composition, powers, duties, quorum and rules regulating these Committees. The Council shall appoint, from amongst the members of Council a Chair of the Hospital Practice Committee and a Chair of the Professional Issues Committee.~~

50.2 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 50.1 must be Members of the Council.

~~50.3 Each member of the Council shall be appointed to be and shall serve as a member of one or more Standing Committees.~~

Australian Medical Association (NSW) Ltd

- 50.3** ~~50.4~~ *The Chair 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 Chair of each Standing Committee shall chair its meetings and in the absence of the Chair, the Standing Committee shall elect one of its number to chair that meeting.*
- 50.4** ~~50.5 Except as provided in Clauses 42.2 to 42.6 inclusive, any~~ *Any vacancy occurring in the membership of any Standing Committee or in the office of the Chair 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.*

Special Resolution Two

That clause 60.2 of the AMA (NSW) Constitution be amended to change the minimum number of meetings of the Board of Directors each year from nine to six.

The AMA(NSW) Board of Directors has, in keeping with modern governance practices, established Board Committees to assist with the management of the Board's and with a view to reducing the time commitment associated with attendance at Board Meetings. Each Board member is appointed to a Board Committee and the Board Committees report to the Board of Directors.

Therefore, the AMA(NSW) Board of Directors wishes to amend the Constitution to reduce the minimum number of Board meetings it must hold from nine to six meeting each year. This does not prevent the Board from holding more than six meetings each year but does not require it to do so if there is not the need.

- 60.2** *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~~ six 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.*