

Annexure C

Substantive changes to the composition of the Board.

Note: Final formatting and insertion of Table of Contents will occur after the changes have been approved by members.

THE CONSTITUTION OF THE AUSTRALIAN MEDICAL ASSOCIATION (WA) INCORPORATED

1 NAME & FINANCIAL YEAR

- 1.1 The name of the Association is "Australian Medical Association (WA) Incorporated".
- 1.2 The Financial Year of the Association commences on the 1st of January each year and expires 12 months thereafter on 31 December.

2 REGISTERED OFFICE

- 2.1 The registered office of the Association is at such place or places as the Board may determine.

3 INTERPRETATION

- 3.1 In this Constitution unless the context or subject matter otherwise indicates or requires:

"Act" shall mean the Associations Incorporation Act 2015 (WA) except with respect to Clause 8.1 where it shall mean the Health Practitioners Regulation National Law (WA) Act 2010 (WA).

"Amend" includes to:

- (a) remove, rescind, delete, repeal;
- (b) add, make; and
- (c) vary, include, annex or reference.

"Amendment" has the same inclusive meaning as amend.

"AMA(WA)" means the Australian Medical Association (WA) Incorporated.

"Annual Subscription" means such amount of subscription to be paid by Ordinary Members of the Association as is prescribed from time to time by the Board.

"Appointed Councillor" means a Councillor appointed under Clause 23.1(d)

"~~Elected Board~~Appointed Director" means a Director referred to in Clause 24.1(d).

"Associate Member" means a member with the rights referred to in Clause 10.

"Association" means the Australian Medical Association (WA) Incorporated.

"Board of the Association" means the Board as described by Clause 24.

"CEO" refers to the Chief Executive Officer appointed by the Board as described in Clause 27.

"Commissioner" means the Commissioner of Consumer Protection or any other person exercising the powers of or appointed to the office of Commissioner under the Associations Incorporation Act.

"Constitution" means the Constitution of the Australian Medical Association (WA) Incorporated.

"Co-opted Councillor" means a member appointed to Council under Clause 23.1(e)

"Co-opted Board Director" means a Director referred to in Clause 24.1(e).

"Council" means the Council of the Association.

"Director" means a member of the Board of the Association.

"Executive Officer" means each of the President, the Immediate Past-President and the Vice-Presidents.

"Federal Councillor" means a Councillor referred to in Schedule 1(a).

"Financial Year" means the period adopted by the Association as the Financial Year of the Association, which commences on the 1st of January each year and expires 12 months thereafter on 31 December.

"General Meeting" means the Annual General Meeting and any Special or Extraordinary General Meeting of the Association.

"Health Practitioners Regulations National Law" means the Health Practitioners Regulations National Law (WA) Act 2010 including any amendments unless the said act is repealed in which case the State or Federal Law which makes provisions for the registration of Medical Practitioners in the State of Western Australia.

"Honorary Member" means a member with the rights referred to in Clause 9.

"In writing" and "written" includes printing, lithography, visual electronic data or media, facsimile, email and other means of representing or reproducing words in a visible form.

"Life Member" means an Ordinary Member with the rights referred to in Clause 8.5.

"Medical Practitioner" means a person who is registered under the Health Practitioners Regulations National Law (WA) Act 2010 in the medical profession.

"Member" means a Member of the Association.

"Month" means calendar month.

"Ordinary Councillor" means a member elected to Council under Clause 23.1(c)(ii).

"Ordinary Member" means a member with the rights referred to in Clause 8.

"Pecuniary Interest" does not mean an interest that exists only because either:

- (a) a Member is also an employee of the Association; or
- (b) the Member is a medical practitioner.

"Persons" shall include organisations and companies as well as individuals.

"Poll" means the process of voting in relation to a matter that is conducted in writing.

"Practice Group" means a group of members recognised as a Practice Group of the Association in accordance with Clause 21.2 and listed in Schedule 3.

"Register" means the Register of Members of the Association.

"Registered Office" means the registered office of the Association.

"Skills-based Board Director" means a Director referred to in Clause 24.1(f).

"Special Resolution" means a resolution passed by three quarters of the total number of members at a General Meeting entitled to exercise a vote in person, or by any other method determined by the Board.

"Speciality Groups" means a group of members recognised as a Specialty Group of the Association in accordance with Clause 21.1 and listed in Schedule 2.

- 3.2 Unless explicitly stated otherwise, singular words include their plural forms, and plural words include their singular forms.
- 3.3 'Must' and 'shall' are to both bear an imperative meaning.
- 3.4 Any reference to Clause, Clauses or the Constitution shall be taken to be a reference to this Constitution.

4 OBJECTS

The objects of the Association are:

- (a) To promote the medical and the allied sciences and to promote, maintain, protect, and advance the honour, intellect, philosophy, social, political, economic and legal interests of Members of the Association, members of the medical profession generally or any section or number of such members.
- (b) To represent the policies of the Association to the Government of the State of Western Australia and/or the Australian Federal Government and to statutory and other bodies operating in or otherwise connected with that State in respect of matters of a medico-political nature.
- (c) To advocate for the affordability, access and equity of contemporary high quality health services for the community by lobbying for accountability and adequate funding from governments.
- (d) To influence the distribution of health service provision and clinical plans to ensure that models are designed for patient service and care and not influenced by vested interest (individual, public or private sector interests) or political agendas.
- (e) To promote and advocate for public health programs that prevent and or reduce the prevalence of community acquired diseases and where necessary advocate for legislative change that enables disease prevention and protects the public.
- (f) To take part and influence community debate and direction in the resolution of major social and community health issues from a moral, ethical and medical perspective with the interests of the patients and the people at the core of our engagement.
- (g) To promote and advocate for funding and support for medical and public health research in order to continue to improve health outcomes and the wellbeing of the community.
- (h) To promote, offer, provide or facilitate the delivery of training and education services to members for the purpose of assisting members to develop professional skills and attributes.
- (i) To advocate for, support and enable appropriate undergraduate, graduate and post graduate medical training and positions to ensure a range of experience and high quality positions are in place to produce well trained doctors delivered to the community.
- (j) To consider, originate and promote improvements or amendments to the law as it

relates to the medical profession, the practice of medicine or to the medical or allied sciences.

- (k) To consider, advise and, if necessary, make recommendations on any subject connected with the appointments of Medical Practitioners to public institutions, positions or services.
- (l) To act as the principal coordinating, negotiating and advocacy body for Members of the Association and the medical profession.
- (m) To consider, advise and, if necessary, make recommendations on medical policy.
- (n) To allocate or grant sums of money out of the funds of the Association for the promotion of the medical and allied sciences and anybody affiliated with the Association in such manner as from time to time may be determined by the Board.
- (o) In order to genuinely, with credibility and authority, act to advocate and promote for the people, the AMA(WA) must protect and preserve the professional, academic and economic independence of Members of the Association and shall foster and sustain consultation and communication within the medical profession and to hold or arrange for the holding of periodical meetings of the Council and Members of the Association and of the medical profession generally or any section or number of such members.
- (p) Circulate such information as may be thought desirable through or by appropriate contemporary means which shall be the official publication(s) of the Association.
- (q) Form a bond of union among the members of the medical profession and a medium through which their opinions can be easily ascertained or expressed.
- (r) Advance good professional conduct and efficiency, to promote fair and honourable practice, to suppress, discourage or prevent malpractice or professional misconduct and to ensure the highest clinical, ethical and scientific standards in the delivery of healthcare.
- (s) Further and promote the unity of the medical profession in the various States and Territories of the Commonwealth of Australia and New Zealand.
- (t) Compile, collect and circulate statistics and information of all kinds relating to the medical or allied sciences or the medical profession.
- (u) To pursue charitable activities and do all such other acts, matters and things as are incidental or conducive to the attainment of all or any of the above objectives.
- (v) To promote, offer, provide or facilitate the delivery of training and education services to the medical profession and the health industry.

5 POWERS

5.1 The Association shall have the following powers:

- (a) To hold or arrange for the holding of periodical meetings of the Members of the Association or members of the medical profession generally or any section or number thereof.
- (b) To become a member of or subscribe to or affiliate with any other organisation whether incorporated or not having objects altogether or in part similar to those of the Association.
- (c) To oppose or support any law whether currently in force or proposed and howsoever made or intended to be made improvements or amendments in the law relating to

the medical profession, the practice of medicine or to the medical or allied sciences including without limiting the generality thereof, matters of a medico political nature and for such purposes to petition Parliament or promote deputations or take such other steps and proceedings as may be deemed necessary and expedient.

- (d) To represent and promote the interests of the Members of the Association and the medical profession generally or any section or any groups of individuals or individual thereof in respect of all industrial matters and in so doing to exercise all such powers as are conferred upon the Association by this Constitution, by any Act of Parliament as amended from time to time and by members of the medical profession or any section or any groups of individuals or individual thereof and to do all things as seem necessary and expedient to enable the Association to represent and promote such interests.
- (e) To acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Association for any purpose may from time to time think proper to acquire and which may be lawfully held by it and to re-sell under-lease or sub-let, surrender, turn to account or dispose of such property or any part thereof and erect upon such land and buildings and to alter or add to any building erected upon such land.
- (f) To borrow and raise such moneys and to secure the payment thereof as may be required for the purposes of the Association upon such security as may be determined or without security and in such manner as may be lawful including without limiting the generality of the foregoing by means of mortgage, charge or debenture upon or over all or any of the Association's real or personal property (both present and future) and to purchase, redeem or pay off any such securities.
- (g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (h) To lend or invest such moneys and funds of the Association as may not be immediately required in such securities or investments and upon such terms and conditions as may from time to time be determined.
- (i) To correspond with bodies or individuals in 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.
- (j) To consider, advise and, if necessary, make recommendations on any subject connected with the appointments of Medical Practitioners to public institutions positions and services.
- (k) To subsidise by periodical grants or lump sum payments anybody organization, movement or facility which, in the opinion of the Council, will assist any object of the Association.
- (l) To appoint, employ, pay, insure and superannuate such officers, employees and agents as may be deemed from time to time necessary for the purposes of the Association and to dismiss and suspend such persons.
- (m) To exercise all such powers and generally do all such acts matters and things and to enter into and make such arrangements as are necessary, sufficient, incidental or conducive to the attainment of any of the objects of the Association.

6 LIMITATION ON POWERS

6.1 It is expressly declared that:

- (a) The income and property of the Association from whatever source derived shall be applied solely towards the promotion of its objects as set forth in this Constitution.

- (b) No portion thereof shall be paid or transferred to any person claiming through them subject to Clause 6.1(c).
- (c) Nothing shall prevent the payment in good faith or remuneration to any officers, employees or agents of the Association or to any Member thereof or other person in return for any services actually rendered to the Association or prevent the payment of any interest on money borrowed from or lawfully due to any Member of the Association.

MEMBERSHIP AND SUBSCRIPTIONS

7 COMPOSITION OF THE ASSOCIATION

- 7.1 There shall be three classes of members of the Association, namely Ordinary Members, Honorary Members and Associate Members.

8 ORDINARY MEMBERS

- 8.1 Any person who is a qualified medical practitioner resident within the State of Western Australia and who is registered or entitled to be registered under the Health Practitioners Regulation National Law (WA) Act 2010 as amended from time to time or any Act of Parliament of the said State amending consolidating or taking the place of such Act or who is registered under any Act of Parliament of the Commonwealth of Australia for the time being in force allowing for the registration of medical practitioners shall be eligible for admission to the Association as an Ordinary Member.
- 8.2 Every candidate for Membership as an Ordinary Member shall apply for admission to the Association in writing in such form as may be prescribed by the Board, addressed to the Board and shall state their agreement if elected to abide by this Constitution and any directive or rule issued by the Board and to pay Annual Subscription as is prescribed by the Board so long as they shall remain a Member.
- 8.3 Where the Board or a committee or a delegate duly appointed and authorised to act on its behalf is satisfied that a candidate for Ordinary Membership is eligible for admission to the Association in accordance with Clause 8.1 the Board or the committee or delegate duly appointed and authorised to act on its behalf shall forthwith notify that person of the acceptance of their application and shall cause their name and such other particulars as are hereinafter prescribed to be entered in the Register.
- 8.4 As and from the date of the Association issuing a notice to a candidate for Ordinary Membership that their application has been accepted, that person shall be admitted into the Association and shall thereupon be entitled to all the rights and privileges, including voting at General Meetings, and be subject to the obligations of an Ordinary Member and be bound by this Constitution.
- 8.5 At the discretion of the Board an Ordinary Member can be deemed a Life Member, retaining all such rights and privileges of an Ordinary Member but being exempt from the requirement to pay an Annual Subscription to the Association.

9 HONORARY MEMBERSHIP

- 9.1 Any person, whether or not they are a member of the Association or eligible to become such, who has in the opinion of the Board or a committee authorised on its behalf, provided distinguished service to the Association or to the medical profession or allied sciences either in the State of Western Australia or elsewhere, shall be eligible to be elected as an Honorary Member of the Association.

- 9.2 An Honorary Member shall be elected in the manner and subject to such conditions as determined by the Board.
- 9.3 Upon the election of any person as an Honorary Member, the Board may confer upon that person all or any of the privileges of membership of the Association as it considers desirable save that an Honorary Member shall not:
- (a) be entitled to vote at any General Meetings of the Association;
 - (b) as from the first day of January next succeeding their election be liable to pay any Annual Subscription (where applicable) and in any event for the debts or liabilities of the Association.
- 9.4 The Association shall forthwith notify such person of their election as an Honorary Member to the Association and of those rights and privileges of membership to which they are entitled.
- 9.5 As from the date of their election an Honorary Member shall be able to exercise all of those rights and privileges of membership as may have been conferred upon them.

10 ASSOCIATE MEMBERS

- 10.1 A person enrolled in an accredited undergraduate or post graduate qualification with a recognised medical school which on completion would entitle them to be registered as a medical practitioner under the Health Practitioners Regulations National Law (WA) Act 2010 are eligible to be enrolled as Associate Members of the Association.
- 10.2 An Associate Member shall:
- (a) be entitled to receive a copy of the Association communications and such other notices and materials as the Board shall decide from time to time;
 - (b) be entitled to attend General Meetings of the Association but without the right of speaking unless permitted to do so by the Chairperson;
 - (c) not be entitled to vote at any General Meetings of the Association;
 - (d) not be liable to pay any Annual Subscription or for the debts and liabilities of the Association nor have any right in or claim upon the assets of the Association and save as provided for in Clause 10.2(a) and (b) in all other respects an Associate Member shall not be entitled to exercise any of the rights or privileges conferred by this Constitution upon an Ordinary Member.

11 REGISTER OF MEMBERS

- 11.1 The Board shall maintain the Register which shall include the following information in respect of each Member of the Association:
- (a) their full name; and
 - (b) their address.
- 11.2 In addition the Register may include the following particulars in respect of past and present Members:
- (a) their class of membership;
 - (b) the date to which their subscription is paid;

- (c) the date of their admission as a Member of the Association;
- (d) the Specialty Group and Practice Group to which they have nominated or have been allocated; and
- (e) the date of their resignation of membership;
- (f) the gender of each Member.

11.3 Each Member shall notify the Board of any change in the particulars registered in respect of themselves and the Board shall forthwith cause the Register to be duly amended.

11.4 The Register shall be kept at the Registered Office of the Association.

11.5 The Register shall be taken as conclusive evidence of the eligibility of any Ordinary Member to exercise all the rights and privileges of membership including but not limited to nominating candidates for the positions of Practice Group Chairperson(s) or member of the Board and voting at any General Meeting, poll or election of the Association.

12 ANNUAL SUBSCRIPTIONS

12.1 Every Ordinary Member shall in each succeeding year pay the Annual Subscription in such amount as may from time to time be prescribed by a motion passed by the Board.

12.2 In the event that an Ordinary Member is admitted to the Association on or after the first day of July in any year that person shall pay half the Annual Subscription otherwise payable under Clause 12.1 for that year.

12.3 Annual Subscription shall be due in advance on the first day in January in each year.

12.4 The Board may in its absolute discretion waive (either wholly or in part) the requirement to pay the Annual Subscription as specified in Clause 8.5, 12.1 and 12.2.

12.5 A Member shall be deemed to have fulfilled the obligation to pay Annual Subscription where they enter in a scheme of arrangement that is approved of or is otherwise satisfactory to the Board and which allows for the payment of such on a periodic basis provided that:

- (a) the Member concerned shall have entered into such a scheme on or before the date on which their Annual Subscription is payable under this Constitution;
- (b) the scheme entered into shall remain valid and subsisting; and
- (c) in the event that it shall be terminated for any reason whatsoever the provisions of Clause 14 shall apply as and from the date of termination.

12.6 Subject to any direction made by the Board no Ordinary Member whose Annual Subscription is more than two months in arrears shall be entitled to nominate any Member for any election conducted pursuant to this Constitution or to be eligible to vote at any General Meeting of the Association or at any poll or election conducted pursuant to this Constitution or to be eligible for election to or participate as Chairperson of any Practice Group, Specialty Group Representative or as a Member of Council.

13 WHEN MEMBERSHIP CEASES

13.1 A person ceases to be a member when any of the following takes place —

- (a) the person dies;
- (b) the person resigns from the Association under Clause 13.3;
- (c) the person ceases to be a member under Clause 14;
- (d) the person is expelled from the Association under Clause 15.

13.2 The CEO must keep a record, for at least one year after a person ceases to be a member, of

—

- (a) the date on which the person ceased to be a member; and
- (b) the reason why the person ceased to be a member.

Resignation of Membership

13.3 A Member desirous of resigning from the Association shall give three months' notice in writing addressed to the Board of their intention in that behalf.

13.4 At the expiry of the period of notice such person shall cease to be a Member of the Association and save as hereinafter provided shall forfeit all rights and privileges and be relinquished from any obligation of membership under this Constitution. Without limiting the generality of the foregoing, a Member shall upon receipt by the Board of their written notice of resignation in particular forfeit all right in and claim upon the assets of the Association.

13.5 Notwithstanding the provisions of Clause 13.4 any Member so resigning shall continue to be liable to pay to the Association any Annual Subscription or other moneys owing under this Constitution or on any account whatsoever and shall not be entitled to any reimbursement of Annual Subscription paid for the year in which they shall have so resigned unless the Board in its absolute discretion shall determine otherwise.

14 TERMINATION OF MEMBERSHIP

14.1 Unless the Board otherwise resolves in respect of any Member or class of Members, membership of the Association shall be terminated in any of the following ways, namely:

- (a) Termination should be deemed to take effect immediately in the event that a Member's Annual Subscription is:
 - (i) not paid on or before the date, three months after the Annual Subscription was due; or
 - (ii) not paid for a period of three months, in the event that a scheme of arrangement for the payment of Annual subscription;
- (b) upon termination, for any cause whatsoever, of membership of the AMA(WA) in accordance with the Constitution;
- (c) by expulsion on the ground that the conduct of the Member is in the opinion of the Board detrimental to the honour or interests of the medical profession or of the Association or is calculated to bring the profession or the Association into disrepute or contempt or on the ground that the Member has wilfully refused to comply with or committed a breach of any of the provisions of this Constitution.

14.2 Any person whose membership is terminated shall thereupon forfeit all right in and claim upon the assets of the Association but shall continue to be liable to pay to the Association any Annual Subscription or other moneys owing under this Constitution or on any account

whatsoever and shall not be entitled to any reimbursement of Annual Subscription paid for the year in which their membership is terminated.

15 SUSPENSION OR EXPULSION OF MEMBERS

- 15.1 The Board shall have in its absolute discretion power to suspend or expel from membership of the Association any Member whose conduct in the opinion of the Board renders them liable to expulsion under Clause 14.
- 15.2 The grounds for suspension or expulsion under Clause 15.1 includes, but are not limited to, failure to comply with the AMA(WA) Membership Code of Conduct.
- 15.3 The Board shall not pass or otherwise dispose of a motion for the suspension or expulsion of a Member except at a meeting of which the Member concerned has been given at least 30 days' notice in writing specifying the grounds upon which their membership may be terminated and the time and place at which they may be heard in their defence.
- 15.4 At the Board meeting where the matter is to be heard, the Board must —
- (a) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the Member from the Association.
 - (d) A decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
 - (e) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
 - (f) A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under Clause 15.4(e) give written notice to the CEO requesting the appointment of a mediator under clause 15.20.
 - (g) If notice is given under 15.4(f), the Member who gives the notice and the Board are the parties to the mediation.

Consequences of suspension

- 15.5 During the period a Member's membership is suspended, the Member —
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 15.6 When a Member's membership is suspended, the CEO must record in the register of members —

- (a) that the Member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

15.7 When the period of the suspension ends, the CEO must record in the register of Members that the Member's membership is no longer suspended.

15.8 No Member or person expelled hereunder shall be entitled to take any action or legal proceeding for defamation against the Association or against the Board or against any individual member of the Board or Council or against any person who made a complaint or who gave evidence thereon (either verbally or in writing) it being expressly agreed that all complaints notices letters evidence and other matters arising under or incidental to any complaint and the inquiry into, hearing and determination thereof and all proceedings and utterances at Board and Council meetings held in connection therewith shall be absolutely privileged and protected accordingly and should any action or legal proceeding be so taken this sub clause may be pleaded as an absolute bar.

Resolving Disputes

15.9 The procedure set out in this clause (the grievance procedure) applies to disputes

- (a) between Members; or
- (b) between one or more Members and the Association.

15.10 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

How grievance procedure is started

15.11 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 15.10, any party to the dispute may start the grievance procedure by giving written notice to the CEO of —

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

15.12 Within 28 days after the CEO is given the notice, a Board meeting must be convened to consider and determine the dispute.

15.13 The CEO must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

15.14 The notice given to each party to the dispute must state —

- (a) when and where the Board meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

15.15 If —

- (a) the dispute is between one or more Members and the Association; and

- (b) any party to the dispute gives written notice to the CEO stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under Clause 15.22,

the Board must not determine the dispute.

Determination of dispute by the Board

15.16 At the Board meeting at which a dispute is to be considered and determined, the Board must —

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

15.17 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

15.18 A party to the dispute may, within 14 days after receiving notice of the Board's determination under Clause 15.16(c), give written notice to the CEO requesting the appointment of a mediator under Clause 15.22.

15.19 If notice is given under Clause 15.18, each party to the dispute is a party to the mediation

Mediation

15.20 This Clause applies if written notice has been given to the CEO requesting the appointment of a mediator —

- (a) by a Member under Clause 15.4(f) or
- (b) by a party to a dispute under Clause 15.15(b)(ii) or 15.18.

15.21 If this Clause applies, a mediator must be chosen or appointed under Clause 15.22.

Appointment of mediator

15.22 The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 15.4(f) — by agreement between the Member and the Board; or
- (b) if the appointment of a mediator was requested by a party to a dispute under rule Clause 15.15(b)(ii) or 15.18— by agreement between the parties to the dispute.

15.23 If there is no agreement for the purposes of Clause 15.22(a) or (b), then, subject to Clauses 15.24 and 15.25, the Board must appoint the mediator.

15.24 The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

(c) a Member under rule 15.4(f); or

(d) a party to a dispute under rule 15.15(b)(ii); or

(e) a party to a dispute under rule 15.18 and the dispute is between one or more Members and the Association.

15.25 The person appointed as mediator by the Board may be a member or former member of the Association but must not —

(a) have a personal interest in the matter that is the subject of the mediation; or

(b) be biased in favour of or against any party to the mediation.

Mediation process

15.26 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

15.27 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

15.28 In conducting the mediation, the mediator must —

(a) give each party to the mediation every opportunity to be heard; and

(b) allow each party to the mediation to give due consideration to any written statement given by another party; and

(c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

15.29 The mediator cannot determine the matter that is the subject of the mediation.

15.30 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

15.31 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

If mediation results in decision to suspend or expel being revoked

15.32 If —

(a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 15.4(f); and

(b) as the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

16 RE-ELIGIBILITY OF FORMER MEMBERS

16.1 No person who shall have been a Member of the Association and ceased to be such shall be eligible for re-admission until they shall have paid all arrears of Annual Subscription (if any) due from them to the Association at the date when their former membership ceased save that the Board may in its absolute discretion waive in respect of any such person any liability to make good any such arrears of Annual Subscription either wholly or in part.

GENERAL MEETINGS

17 ANNUAL GENERAL MEETING

17.1

(a) The Annual General Meeting of the Association shall be held once in every year at such time not being more than 6 months after the end of the Association's Financial Year. The meeting shall be held at any place as may be fixed by the Board and if no time is so fixed it shall be held in the month of June in every year.

(b) In the event that the Board becomes aware that the Annual General Meeting will not be held within the period prescribed in Clause 17.1(a), the Board shall immediately seek the approval of the Commissioner.

17.2 The business of the Annual General Meeting shall be to consider and do all matters and things required to be done at an Annual General Meeting of Members as is prescribed by this Constitution and without limiting the generality of the foregoing shall include:

(a) the reception, discussion and consideration of the accounts, balance sheets and ordinary reports of the Board, of any committees instructed to report to such Meeting by the Board or by the Association in General Meeting and of the auditors.

(b) to permit any Member to ask any question in relation to such accounts and reports and for the Members either to adopt or reject the same subject to such terms and conditions as they shall think fit to impose.

(c) the declaration by the Chairperson of the result of the election of the President and members of Council and the appointment of auditors and of such officers and other persons as may be required by this Constitution to be elected.

(d) to receive an address by the outgoing President if so arranged by the Board and any addresses or communications relating to the medical and allied sciences and the discussion of the same as shall have been arranged by the Board.

(e) to transact such other business as shall have been included in the notice convening the Annual General Meeting.

17.3 The Board shall arrange the order of business of an Annual General Meeting and shall fix the times at which such matters described under sub-paragraphs (a), (b), (c), (d) and (e) of Clause 17.2 shall respectively be considered. At the expiration of the time allowed for any

particular business, any portion of such business remaining for consideration shall be adjourned by the Chairperson without discussion to such date and time as may be appointed by the meeting for its resumption.

18 SPECIAL GENERAL MEETINGS

18.1 In addition to the Annual General Meeting the President either by themselves or at the direction of the Board may call such number of Special General Meetings of Members as they or the Board shall determine from time to time. The business of a Special General Meeting shall be the discussion, consideration and, if required, the determination by resolution of any matter which the President or the Board shall deem necessary or expedient to be dealt with by way of a Special General Meeting.

19 EXTRAORDINARY GENERAL MEETING

19.1 Any 4% or more Members may, by notice in writing signed by them and delivered to the Board, request the Board to call an Extraordinary General Meeting of the Association for such purpose or purposes as are stated in the notice provided that only matters which under this Constitution may be transacted at a General Meeting shall be so specified.

19.2 Upon receipt of such a notice the Board shall forthwith advise Council and proceed to convene an Extraordinary General Meeting at such place and date as shall be determined by the Board but in any event no later than 21 days after receipt by the Board of the notice requesting the Meeting.

19.3 In the event that the Board and/or Council shall fail in any respect to comply with Clause 19.2, any 4% or more of Members requesting the Extraordinary General Meeting shall together be entitled to convene such a meeting within 2 months of the date of receipt of the said notice by the Board.

19.4 The business transacted at an Extraordinary General Meeting shall comprise and be limited to those matters specified in the notice requesting the calling of the same.

20 PROCEDURE FOR GENERAL MEETINGS & VISITORS

20.1 Members shall by permission of the Chairperson and with the consent of the General Meeting have the privilege of introducing visitors to any General Meeting and such visitors may be invited by the Chairperson to take part in the discussion but shall not be eligible to vote on any matter whatsoever.

Notice

20.2 At least 7 days' notice of the holding of a General Meeting specifying the place, the day and the hour of the meeting and the general nature of the business to be transacted shall be given to the Members in the manner prescribed by the Board by communication but the non-receipt of such notice or an accidental omission to give such to any Member shall not invalidate the proceedings or any decision made at a General Meeting.

Quorum

20.3 Except where this Constitution otherwise specifies, the quorum of a General Meeting of the Association will be no less than 30 Members entitled to vote at that meeting.

20.4 If within a half hour from the time appointed for the General Meeting such a quorum of Members is not present at the Meeting, if it be an Extraordinary General Meeting it shall be dissolved, but in all other cases it shall stand adjourned to the same day in the following week at the same time and place and if at the time scheduled for the commencement of the

adjourned Meeting there is not a quorum of Members then those present shall constitute a quorum.

Chairperson

- 20.5 The President or, in their absence, the Vice-President or, in the absence of the President and the Vice-President, the Immediate Past President shall preside as Chairperson at every General Meeting of the Association.
- 20.6 If at any General Meeting the President or Vice-President or Immediate Past President is not present within 15 minutes after the time appointed for the holding of the same those Members present shall be entitled to vote to choose someone from their number to be Chairperson of such Meeting.

Adjournment

- 20.7 The Chairperson may with the consent of the General 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.

Use of technology to be present at General Meetings

- 20.8 The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by any means of instantaneous communication.
- 20.9 An Ordinary Member who participates in a General Meeting as allowed under Clause 20.8 is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

Voting

- 20.10 On any question arising at a General Meeting –
- (a) Subject to Clause 20.10(d), each Ordinary Member shall have one vote;
 - (b) Ordinary Members may vote in person or by proxy;
 - (c) Every question submitted to a Meeting shall be decided in the first instance by a show of hands of Members; and
 - (d) In the case of an equality of votes, the Chairperson shall have a second or casting vote in addition to the vote that they may have as a Member.

Polls

- 20.11 At a General Meeting, unless a poll is demanded by at least 25 Members present at the Meeting, a declaration by the Chairperson 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 minutes of the Association shall be sufficient evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 20.12 If a poll be demanded in accordance with Clause 20.11 the same shall be taken in such manner and at such time and place and either by open voting or by ballot as the Chairperson of the General 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. A poll demanded on the question of adjournment shall be taken at the meeting without adjournment. The demand of a poll may be withdrawn.
- 20.13 The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question upon which the poll has been demanded.

20.14 In the event of any dispute as to the admission or rejection of a vote whether by a show of hands or on a poll, the Chairperson shall, determine the same and such determination shall be final and conclusive.

Proxies

20.15 An Ordinary Member entitled to vote at a meeting may appoint a proxy to vote on their behalf by submitting an electronic proxy vote subject to Clause 20.16 and 20.17.

Proxy Appointments

20.16 An Ordinary Member may be appointed as a proxy for no more than five (5) other members.

20.17 An Office Holder may be appointed as a proxy for an unlimited number of members.

20.18 Notice of a General Meeting given to an Ordinary member under Clause 20.2 must –

- (a) State that the Member may appoint an individual who is an Ordinary Member as a proxy for the meeting; and
- (b) Include a copy of any electronic form that the Board has approved for the appointment of a proxy.

20.19 An electronic proxy must:

- (a) be in the form approved by the Board;
- (b) clearly identify the Member granting the proxy and the appointed proxy holder;
- (c) specify the meeting and any resolutions to which the proxy applies;
- (d) be signed by the Member or otherwise authenticated in a manner approved by the Board; and
- (e) be submitted by the deadline prescribed in the notice of the meeting.

20.20 The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.

20.21 If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.

20.22 The Board may establish additional procedures for verifying the authenticity of electronic proxies, provided such procedures are reasonable and communicated to Members in advance.

20.23 An electronic proxy is deemed valid unless:

- (a) the Member revokes the proxy in writing before the meeting;
- (b) the Member attends and votes at the meeting in person; or
- (c) the proxy is found to be invalid under the rules of this Constitution or relevant legislation.

20.24 The Chairperson shall determine any disputes regarding the validity of electronic proxies, and their decision shall be final, subject to any applicable laws.

20.25 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 as aforesaid 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 on which the instrument is used.

Record of meetings

20.26 A record shall be kept in the form of minutes of the proceedings of all General Meetings of the Association by such person as may be appointed by the Chairperson.

Preliminary Requirement for Member-Proposed Special Resolutions

20.27 A member or group of Members intending to propose a special resolution to amend this constitution must submit the proposed amendment in writing to the Board for review.

20.28 The submission must include

- (a) the full text of the proposed amendment, and
- (b) a brief explanatory statement outlining the purpose and intended effect of the amendment.

20.29 Upon receipt of the proposed amendment, the Board shall review the submission to assess its compliance with:

- (a) the Objects of Association,
- (b) the requirements of the Act, and
- (c) any other relevant policies or laws.

20.30 The Board must decide to approve or reject the proposed amendment within 60 days of receiving the submission.

- (a) If the Board approves the proposed amendment, the Member or group of Members may proceed to give notice of a special resolution in accordance with the requirements of this Constitution and the Act.
- (b) If the Board rejects a proposed amendment, it must provide the proposing Member(s) with written reasons for the decision.
- (c) The decision of the Board regarding approval of proposed amendments shall be final, subject to any rights of Members under the Act.

Procedure for amending this Constitution

20.31 A special resolution to amend this Constitution may not be put to a General Meeting unless the proposed amendment has been approved in advance by the Board under Clause 20.30. Any special resolution put forward without such prior approval is invalid and shall not be considered at a General Meeting.

20.32 Notwithstanding the requirements of Clause 20.31, any member who intends to propose a Special Resolution shall give the Board notice of the intention to propose a Special Resolution no later than 21 days before the General Meeting in which the Special Resolution is to be tabled. Notice in accordance with this Clause shall include the following information:

- (a) The content of the Special Resolution to be tabled; and
- (b) The name of the member proposing the Special Resolution.

20.33 No later than 7 days prior to the General Meeting in which a Special Resolution proposed in accordance with Clause 20.32 is to be tabled, the Board shall give notice to all Members of the Association of:

- (a) the content of the proposed Special Resolution;
- (b) the time and place of the General Meeting in which the proposed Special Resolution shall be tabled and voted upon; and

(c) the entitlement of members to vote by proxy or by any other means deemed appropriate by the Board.

20.34 Nothing in this Clause prevents the Board from giving notice pursuant to Clauses 20.2 and 20.33 simultaneously.

20.35

(a) The Board need not comply with Clause 20.33(a) if a proposed Special Resolution is considered by 2 members of the Executive to be defamatory.

(b) The Board shall be deemed to have complied with Clause 20.33(a) if it includes a synopsis in the notice issued under Clause 20.33 of any proposed Special Resolution which exceeds 1000 words in length.

20.36 Members shall only be entitled to vote on a Special Resolution if they present their vote to the General Meeting in person, including via electronic means, or by proxy in accordance with Clause 20.15.

20.37 A Special Resolution will not be effective unless it complies with Clauses 20.31-20.33.

21 SPECIALTY GROUPS AND PRACTICE GROUPS

21.1 Groups recognised as Specialty Groups are listed in Schedule 2.

21.2 Groups recognised as Practice Groups are listed in Schedule 3.

21.3 Specialty Groups and Practice Groups shall have such status and privileges as may be prescribed or determined by and in accordance with this Constitution.

21.4 The Specialty Groups and Practice Groups shall be reviewed, in consultation with Council, periodically by the Board who shall have the power from time to time whether on review or otherwise to amalgamate, subdivide, augment, reduce or modify them in any way whatsoever.

21.5 Members of the Association who either hold a higher qualification recognised by the Australian Medical Council or are in a specialty training program shall at the time of paying their Annual Subscription nominate the Specialty Group of which they desire to be a member but the Board may in its absolute discretion refuse to accept any such nomination and may assign any Member to the Specialty Group it considers best corresponds with the distinctive professional interests of that Member provided always that each Member shall nominate or be assigned to only one such Specialty Group.

21.6 Each Member is not eligible to be a member of more than one Specialty Group, but may participate in activities organised by another Specialty Group.

21.7 Each Member of the Association shall at the time of paying their Annual Subscription nominate the Practice Group or Practice Groups of which they desire to be a member but the Board may in its absolute discretion refuse to accept any such nomination and may assign any Member to a Practice Group it considers best corresponds with the distinctive professional interests of that Member.

21.8 Each Member is eligible to be a member of more than one Practice Group.

22 FUNCTIONS, POWERS AND OPERATION OF PRACTICE GROUPS

22.1 The function of each Practice Group shall be:

(a) to consider and obtain the views of its constituent members on any matter relating to the practice of medicine or the medical profession either generally or as it affects the distinctive professional interests of that Group in particular and whether upon the request of the Board, Council, the Chairperson(s) of

such Group or otherwise;

- (b) to advise their respective representative(s) to Council of the views of its members on any matter of a kind referred to in sub-paragraph (a) of this Clause.

22.2 The powers of each and every Practice Group including the election of the Practice Group Chairperson(s) shall be such as are reasonably necessary and expedient for the fulfilment of the functions prescribed for them in Clause 22.1, as prescribed by the Board and outlined in Terms of Reference prepared by each Practice Group and approved by the Board

22.3 No Member of a Practice Group including its Chairperson shall be permitted to make any public statement on behalf of the Association on any matter whatsoever without the prior express approval of the President or any person delegated with that authority.

23 COUNCIL

23.1 The Council of the Association will comprise:

- (a) Executive officers elected by the Members of the Association:

- (i) President; and
- (ii) Two (2) Vice-Presidents; and

- (b) The immediate Past President subject to Clause 23.25; and

- (c) Elected Councillors:

- (i) An elected representative from each of the Speciality Groups listed in Schedule 2; and
- (ii) Three (3) Ordinary Councillors elected by the Members of the Association; and

- (d) Any number of Appointed Councillors listed in Schedule 1 (referred to as "Appointed Councillors"); and

- (e) Any number of Members of the Association co-opted by Council (referred to as "Co-opted Councillors").

Eligibility

23.2 Except for Appointed Councillors referred to in Schedule 1 (d), only Ordinary Members of the Association are eligible to be elected or appointed to Council.

23.3 To be eligible for nomination for the office of President, a candidate must have been appointed as a Councillor for no less than one year preceding the date of their nomination.

23.4 To be eligible for nomination for the office of Vice President, a candidate must have been appointed as a Councillor for no less than six months preceding their nomination.

23.5 A person must not hold two (2) or more of the Executive offices listed in Clause 23.1(a) and 23.1(b) simultaneously.

23.6 A Vice President may simultaneously hold office as either an Elected or Appointed Councillor. The cessation of one position does not affect the individual's eligibility to continue holding the other, subject to the provisions of this Constitution.

Role of Council

23.7 The Council shall be the body responsible for:

- (a) Election of Directors to the Board as required under Clause 24.7;

- (b) Development and review of AMA(WA) medico-political policy; and
- (c) Considering and making recommendations to the Board on any other matter deemed necessary by the Council or requested by the Board.

Elected Councillors

- 23.8 There shall be conducted annually among the Members of the Association such elections for members of Council referred to in Clause 23.1(a) and 23.1(c) with the method of voting and election determined on an annual basis by the Board.
- 23.9 The Board shall be responsible for the conduct of such elections and shall appoint a Returning Officer who may be a member of the Australian Electoral Commission and the Board may in its absolute discretion appoint two scrutineers provided that no candidate for election shall be entitled to act in any such capacity.
- 23.10 The Board shall establish a deadline for receiving nominations for the elections and provide notice of this date. This notice must be issued at least 30 days before the nomination deadline.
- 23.11 Nominations shall be in writing and addressed to the Returning Officer, signed by two Members as proposer and seconder and by the nominee candidate and shall be received at the Registered Office by the Returning Officer up to 5.00 p.m. on the date appointed under Clause 23.10.
- 23.12 All procedure and questions in connection with elections shall, where not specifically provided for in this Constitution, be decided by the Board and its ruling on every such point shall be final and binding.
- 23.13 To ensure continuity, the terms of the two Vice Presidents shall be staggered, with one Vice President elected in each election cycle.

Term of Office

- 23.14 The President shall serve a term of two years and may seek re-election in accordance with this Constitution. However, the President may not serve consecutive terms and must observe a minimum break of two years before being eligible for re-election.
- 23.15 Vice Presidents shall hold office for a term of two years but shall, subject to this Constitution, be eligible for re-election.
- 23.16 The elected members of Council referred to in 23.1(c) shall hold office for a term of one year but shall, subject to this Constitution, be eligible for re-election.
- 23.17 The elected candidates shall commence their term of office upon the conclusion of the Annual General Meeting at which they are elected.
- 23.18

Immediate Past President

- 23.19 At the completion of their term of office, the President shall thereupon hold the office of Immediate Past President. If the President is re-elected for a second term, the Immediate Past President shall continue in that role for an additional term.

Appointed Councillors

- 23.20 An Appointed Councillor shall cease to be eligible to serve on Council if they are no longer the representative of the nominating organisation listed under 23.1(d). Their position on Council shall be deemed vacant from the date they cease to hold that representative status.
- 23.21 The organisation or entity that nominated the Appointed Councillor shall notify the CEO in writing as soon as practicable after the representative ceases to hold their position.

23.22 Upon a vacancy occurring under Clause 23.20, the Council may request the relevant organisation or entity to nominate a replacement representative. Any new nominee shall be appointed in accordance with this Constitution.

Co-opted Councillors

23.23 In case there are insufficient nominations for any Executive office or for the number of members of Council to be elected, Council may fill such Executive office or appoint such members as are required without regard to any requirement under this Constitution for eligibility for nomination of an office or position on Council.

23.24 Co-opted members of Council serve until the next Annual General Meeting after their appointment, or such time as prescribed by Council.

When membership of Council ceases

23.25 No person shall continue to be or act as a member of Council in any of the following events:

- (a) In the opinion of a Medical Practitioner, is incapable of understanding the nature and significance of their responsibilities and role as a member of Council;
- (b) Resigns their position by notice in writing to the Association; or
- (c) Dies or otherwise ceases to be a Member of the Association for any reason whatsoever pursuant to the provisions of this Constitution;
- (d) For Appointed Councillors, is no longer a formally appointed representative of the organisations or entities listed in Clause 23.1(d); or
- (e) Fails to attend three (3) consecutive meetings, of which the person has been given notice, without having notified the Council that the person is unable to attend.

Casual vacancies of Council

23.26 In the event of a casual vacancy in the office of President or Vice President, Council may appoint one of its members to the vacant office and the member so appointed shall hold that position for the balance of the term during which their predecessor would have held the position had the vacancy not occurred.

23.27 In the event of a casual vacancy occurring in the position of an Elected member of Council referred to in Clause 23.1(c), Council may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold that position for the balance of the term during which their predecessor would have held the position had the vacancy not occurred.

23.28 Pursuant to Clause 23.19, if the Immediate Past President is unwilling or unable to serve on Council, or resigns from Council, the position of Past President shall remain vacant until the end of the current Past President's term and shall not be filled by any other person.

24 BOARD

24.1 The Board of the Association shall comprise:

- (a) President;
- (b) Immediate Past-President;
- (c) Two (2) Vice-Presidents;
- (d) Three (3) Appointed Directors who at the time of their appointment to the Board are:
 - (i) Serving Councillors; or
 - (ii) Practice Group members; and

- ~~(d) Three (3) members of Council elected to sit on the Board (referred to as "Elected Board Directors");~~
- (e) A Member of the Association co-opted by the Board (referred to as a "Co-opted Board Director"); and
 - (f) Up to two (2) Directors referred to as "Skills-based Directors" appointed by the Board for particular skills and expertise, who are not required to be members of the Association.

Role of the Board

24.2 Subject to Clause 23.7 it shall be the duty of Board to administer the affairs of the Association in accordance with this Constitution and the general policy of the Association as laid down from time to time by it in General Meeting.

24.3 Except for the powers and functions which are only exercisable by the Association in General Meeting, and subject to Clause 23.7 the Board may:

- (a) manage the affairs and business of the Association;
- (b) exercise the powers and functions of the Association;
- (c) perform any acts or do anything which appear necessary for the proper management and conduct of the Association's business and conduct of the business and affairs, and the promotion and attainment of the objects;
- (d) Subject to the Act, and the provisions of this Constitution, govern the affairs of the Association, and exercise the Powers of the Association pursuant to the provisions of Section 14;
- (e) delegate the day-to-day management of the Association or any other function of the Board to an appointed person;
- (f) ensure that all activities of the Association are carried out in conformity with this Constitution, the requirements of the law and in particular the Associations Incorporation Act 2015 as amended from time to time;
- (g) operates with a quorum of 5; and
- (h) are elected to conduct their duties on a voluntary basis. No payments shall be made to committee members for attending committee meetings, attending general meetings or otherwise in connection with the Association's business.

24.4 Without limiting the generality of the powers conferred upon the Board under this Constitution it shall be the duty of the Board:

- (a) to carry out the general policy of the Association and administer the affairs of the Association in accordance with this Constitution;
- (b) to promote the objects of the Association;
- (c) to preserve, maintain, promote and advance the interests of the Members of the Association in accordance with the objects of the Association and this Constitution; and
- (d) to comply with the provisions of the Act as from time to time may be amended and all other Acts of Parliament as may affect the administration and regulation of the affairs of the Association.

24.5 The meetings of the Board of the Association shall be chaired by a person elected by the Board of the Association who may be the President, a Vice President, a Director, an Appointed Director or any other person deemed fit by the Board to hold the position of Chairperson to

be elected for a term of one year and in the absence of an elected Chairperson being present at any meeting of the Board of the Association, the meeting shall be chaired by the President or in their absence, by their nominated Vice President who shall assume the role of Chairperson.

Executive Officers

24.6 The Executive Officers shall be a member of the Board for the length of their appointment as an Executive Officer and can only continue as a member of the Board while holding the position of an Executive Officer.

~~Elected-Appointed~~ Board Directors

24.7 The Directors referred to in Clause 24.1(d) shall be ~~elected~~ appointed by the ~~Council-Board~~ in a process to be laid down by Council from time to time subject to the requirement that an Expression of Interest will be sent to all Ordinary members when a vacancy occurs for an Appointed Director position.

24.8 Any decision by the Board to appoint a person to the role of Appointed Board Director must be passed by a Special Resolution of the Board and a person may be appointed to the role of Board Director in that way.

24.9 ~~Subject to clause 24.9 the three members of Council elected to sit on the Board shall be elected~~ Appointed Directors shall be appointed for a term of three years, serving no more than two consecutive terms on the Board ~~in their capacity as one of the three members of Council elected to sit on the Board.~~

24.10 ~~The three members of Council elected to sit on the Board can only continue as a member of the Board in their capacity as one of the three members of Council elected to sit on the Board, if they are a member of Council.~~

To ensure continuity, the terms of the Appointed Directors shall be staggered. The Board shall determine the mechanism for staggering these terms from time to time.

Co-opted Board Director

24.11 In the event that no Doctor in Training is elected or appointed to the Board ~~pursuant to Clause 24.7~~, the Board shall co-opt a suitable Doctor in Training (who must be a current Member of the Association) as a member of the Board, at the sole discretion of the Board in all respects.

24.12 ~~For the avoidance of doubt, the Doctor in Training co-opted by the Board as a Director pursuant to Clause 24.10 shall be in addition to the number of Directors specified in clause 24.1(d) and their appointment to the Board shall otherwise be subject to the same limitations, restrictions and conditions applicable to the three members of Council elected to sit on the Board pursuant to Clauses 24.8 and 24.9. The term of office of the Co-opted Director shall be determined by the Board.~~

Skills-based Board Directors

24.13 Persons whose skills sets align with the objectives of the Association may be appointed as a Skills-based Board Directors.

24.14 Appointment of Skills-based Board Directors will be by a consensus of sitting Board Directors.

24.15 Subject to Clause 24.13, and subject to the requirement that any decision by the Board to appoint a person to the role of Skills-based Board Director must be passed by a Special Resolution of the Board, the Board will in all cases determine the best way to appoint a person to the role of Skills-based Board Director (and a person may be appointed to the role of Board Director in that way).

24.16 Skills-based Board Directors shall be appointed for a ~~of two-year term~~ one year, or such period as determined by the Board.

24.17 Skills-based Board Directors shall not serve for longer than an aggregate term of six (6) years in total however and they shall continue to hold office until their successors are appointed.

24.18 To ensure continuity, the terms of the Skills-based Directors shall be staggered. The Board shall determine the mechanism for staggering these terms from time to time.

When membership of the Board ceases

24.19 No person shall continue to be or act as a member of or the Board in any of the following events:

- (a) In the opinion of a Medical Practitioner, is incapable of understanding the nature and significance of their responsibilities and role as a member of the Board;
- (b) Resigns their position by notice in writing to the Association; or
- (c) Dies or otherwise ceases to be a Member of the Association for any reason whatsoever pursuant to the provisions of this Constitution; or
- (d) Fails to attend three (3) consecutive meetings, of which the person has been given notice, without having notified the Board that the person is unable to attend; or
- (e) Is subject to an insolvency event; or
- (f) Becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act.

24.20 Suspension of Director

- (a) If the conduct or position of any Director is such that continuance in office appears to the majority of the Board to be prejudicial to the interests of the AMA(WA), a majority of Directors at a meeting of the Board specifically called for that purpose may suspend that Director.
- (b) Within 14 days of the suspension, the Board must call a general meeting, at which the Members of the Association may, by Special Resolution, either confirm the suspension and remove the Director from office or annul the suspension and re-instate the Director.

Filling Casual Vacancies on the Board

24.21 If a position on the Board becomes vacant under clause 24.17, the Board may appoint a person eligible to fill that position subject to Clauses 23.26 and 24.1, and the person so appointed shall hold that position for the balance of the term during which their predecessor would have held the position had the vacancy not occurred.

24.22 Subject to the requirement for a quorum under Clause 24.3(g), the Board may continue to act despite any vacancy in its membership.

24.23 If there are fewer Board members than required for a quorum under Clause 24.3(g), the Board may act only for the purpose of —

- (a) appointing Board members under this rule; or
- (b) convening a general meeting.

25 THE BOARD AND COUNCIL CHARTERS

25.1 Without limiting the generality of powers and responsibilities conferred upon the Board and Council under this Constitution, the Board shall have a Charter specifying:

- (a) The procedure of Board meetings;
- (b) The frequency of Board meetings;
- (c) Attendance requirements;
- (d) Record keeping requirements; and
- (e) Any other matters as deemed appropriate by the Board.

25.2 The Board Charter shall be reviewed by the Board from time to time.

25.3 Without limiting the generality of powers and responsibilities conferred upon the Board and Council under this Constitution, Council shall have a Charter specifying:

- (a) The procedure of Council meetings;
- (b) The frequency of Council meetings;
- (c) Attendance requirements;
- (d) Record keeping requirements; and
- (e) Any other matters as deemed appropriate by Council.

25.4 The Council Charter shall be reviewed by the Council from time to time.

25.5 A record shall be kept the form of minutes of the proceedings of the AMA(WA) Board and the AMA(WA) Council meetings and shall include

- (a) The names of all members attending the meeting
- (b) Details relating to the disclosure of members' material personal interest in a matter being considered at a meeting
- (c) The business considered at the meeting
- (d) Any motion on which a vote is taken and the result of the vote.

Use of technology to be present at committee meetings

25.6 The presence of a Council member at a Council meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

25.7 A Council member who participates in a Council meeting as allowed under clause 25.6 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

25.8 The presence of a Board member at a Board meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

25.9 A Board member who participates in a Board meeting as allowed under clause 25.6 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

26 EXECUTIVE OFFICERS

26.1 The Executive Officers shall have and enjoy such duties, powers and privileges as shall be determined from time to time by this Constitution and by the Board.

President

26.2 The President shall:

- (a) take the chair at all General Meetings and Council meetings of the Association at which they are present;
- (b) be a member ex officio but possessing voting rights of all Committees of the Association; and
- (c) issue (or their nominee may issue) all public statements on behalf of the Association.

Vice-President

26.3 A Vice-President nominated by the President shall:

- (a) take the chair at all General Meetings and Council meetings of the Association at which they are present;
- (b) generally exercise all those powers and functions vested by this Constitution in the President whenever the President is unable to do so for any reason whatsoever.

Register of Officeholders

26.4 The Association shall by the Board maintain a Register of Officeholders in relation to all of the following persons:

- (a) Council members;
- (b) Board members;
- (c) trustees who were appointed by or on behalf of the Association.

26.5 The Association shall ensure that the Register of Officeholders shall record for each person described in Clause 26.4 that person's:

- (a) name;
- (b) residential or postal address; and
- (c) a list of all offices held by the person within the Association.

27 CHIEF EXECUTIVE OFFICER

27.1 Chief Executive Officer

- (a) The Board must appoint a Chief Executive Officer of the AMA(WA) for such period or periods as it thinks fit and subject to the terms of any agreement, may terminate the appointment.
- (b) Subject to the terms of any agreement, the Board is responsible for determining the remuneration of the Chief Executive Officer.
- (c) The Chief Executive Officer is required to attend meetings of the Board and Council but is not entitled to exercise any vote (unless the Board so decides).
- (d) The duties of the Chief Executive Officer will include the duties and responsibilities as provided in this Constitution and as determined by the Board from time to time.

28 ACCOUNTS

- 28.1 The Board shall cause true accounts to be kept of all sums of money received and expended by the Association and of the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Association.
- 28.2 The Board shall maintain all accounting records in a state which shall enable true and fair:
 - (a) accounts of the association to be prepared;
 - (b) reports identified in Clause 28.3 to be prepared; and
 - (c) audits to be conveniently and properly carried out as the Board deems necessary.
- 28.3 The Board shall annually cause to be prepared an income and expenditure account for the period since the preceding account made up to the end of the financial year of the Association and a balance sheet as at the date to which the income and expenditure account is made up.
- 28.4 Every annual account and balance sheet prepared in accordance with Clause 28.3 shall be signed on behalf of the Board by the President and one other member of the Board and shall have attested to it a report by the Board with respect to the state of the Association's affairs, the Auditors Report and such other documents as the Board may deem necessary.
- 28.5 The Board shall also cause to be prepared annually an estimate of the probable income and expenditure of the Association for the coming year.
- 28.6 At every Annual General Meeting the Board shall submit to members who attend the Annual General Meeting the accounts and reports identified in Clause 28.3 and 28.5, for the year immediately preceding the meeting, in written form.

29 AUDITORS

- 29.1 The Association shall at every Annual General Meeting appoint one or more auditors for the ensuing year and fix the remuneration (if any) to be paid for their or their services. No member of the Board shall be capable of acting as an auditor.
- 29.2 Any casual vacancy in the office of auditor may be filled by the Board in its absolute discretion but while any such vacancy continues any continuing auditor or auditors may act. Any auditor appointed to fill a casual vacancy shall hold such appointment until the next Annual General Meeting of the Association.

30 NOTICES

30.1 Any notice may be served by the Association upon any Member either:

- (a) personally;
- (b) by sending it through the post addressed to such Member at their address in Western Australia as recorded in the Register;
- (c) by sending the notice by facsimile to such Member's facsimile contact as requested or provided; or
- (d) by sending the notice electronically by an electronic means requested or provided by that Member.

30.2 Any notice, including a notice permitted by this Constitution to be given in any communication of the AMA(WA), shall be deemed to have been served on the day following the day on which the letter, envelope, facsimile, email, wrapper or electronic means containing the same was posted, sent or transferred and in proving such service it should be sufficient to prove that the letter, envelope, facsimile, email, wrapper or electronic means containing the notice was properly addressed and put into a post office, post box, submitted to a telephone exchange, or transmitted to either an internet service provider or email server.

30.3 A certificate in writing signed by the Board that the letter or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

30.4 When a given number of days' notice or notice extending over any period of time is required to be given, the day of service shall unless it is otherwise provided be counted in the number of days or period.

30.5 Signature to any notice to be given by the Association may be written, typewritten, lithographed, printed or otherwise engrossed.

31 SEAL

31.1 The Association does not have a common seal.

32 SAFE CUSTODY OF RECORDS AND MEMBER'S RIGHT OF INSPECTION

32.1 The Board shall be responsible for the safe custody of the Register of Members, the Register of Officeholders and the record of the current Constitution; together with all records, books of account, documents, securities and all other papers required to be maintained by this Constitution, any Act of Parliament or otherwise maintained by the Association or in its possession.

32.2 All documents referred to in Clause 32.1 shall be held at the Registered Office of the Association or such other locations as approved by the Board from time to time.

32.3 The Register of Members and the Register of Officeholders shall be made available for inspection to any Member of the Association upon request.

32.4 A member who wishes to inspect the Register of Members or Register of Officeholders must contact the CEO to make the necessary arrangements.

32.5 If —

(a) a member inspecting the Register of Members or Register of Officeholders wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or

(b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members or Register of Officeholders, the Board may require the

member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

33 INDEMNITY

- 33.1 Every member of the Board, the Board and all other officers, employees and agents and the auditor of the Association may at the absolute discretion of the Board be indemnified out of the funds of the Association against all liability incurred by them as a Member, Board or other officer, employee or agent or auditor in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by a Court.
- 33.2 Every member of the Board, the Board and all other officers, employees or agents of the Association may at the absolute discretion of the Board be indemnified by the Association against, and it shall be the duty of the Association to pay if the Board so determines, all costs, losses and expenses which any such Member, the Board or other officer, employee or agent may incur or become liable to by reason of any contract entered into or act, or thing done by them as such the Board or, Board or officer, employee or agent provided that the entering into of any such contract or the undertaking of any such act or thing was done in the discharge of their respective duties as provided for by this Constitution or otherwise authorised by the Association in General Meeting, the Board or the Board of the Association as the case may be.
- 33.3 For the avoidance of doubt Clause 33.1 and 33.2:
- (a) grant powers to the Board;
 - (b) do not grant any member a right to indemnification;
 - (c) do not grant any member a right to have a request for indemnity reasonably or judiciously considered; and
 - (d) do not prohibit the Board from entering into any agreement for the Association's indemnification of any member.

34 WINDING UP

- 34.1 In addition to the circumstances in which the Association may be wound up by the Supreme Court of Western Australia pursuant to the provisions of the Associations Incorporation Act 2015 the Association may be wound up voluntarily provided that it is solvent and in accordance with the procedure hereinafter prescribed.
- 34.2 Any resolution for the dissolution in winding up of the Association shall be considered at a General Meeting convened especially for that purpose either by the Board of its own motion or upon a requisition of Members under Clause 19 and no other business shall be transacted at such a meeting.
- 34.3 If a resolution for the dissolution and winding up of the Association shall be passed by a majority of the Members present, a further General Meeting held not less than one month thereafter shall be convened. If at this General Meeting not less than three-fourths of the Members of the Association who are entitled under this Constitution to vote and vote in person or by proxy resolve to confirm the resolution for the dissolution and winding up of the Association, the Board shall thereupon or at such future date as shall be specified in such resolution proceed to realise the assets of the Association.
- 34.4 In the event of any winding up of the Association, the provisions of the Associations Incorporation Act 2015 shall apply and in particular in the event that the Association is

voluntarily wound up, Regulation 6 of the Regulations to the Associations Incorporation Act 2015 shall be given their full force and effect.

- 34.5 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all of its debts and liabilities of any kind whatsoever, any surplus shall be distributed to a charitable and benevolent incorporated association which is not run for the purpose of returning profit to its members and bears objects which accord with those of the AMA. The Association to receive this benefit shall be determined by a resolution of the members in General Meeting.

35 LIABILITY OF BOARD MEMBERS AND MEMBERS GENERALLY

- 35.1 Board Members must not fail to take all reasonable steps to ensure that the Association complies with the Associations Incorporation Act.

- 35.2 Board members acknowledge that failure to take steps in accordance with Clause 35.1 may make them liable for a statutory offence.

- 35.3 Any member who:

- (a) makes or authorises the making of a statement that the member knows is false or misleading; or
- (b) omits or authorises an omission of any matter or thing which the member knows is material in any respect,

And the statement or omission is in relation to any document:

- (c) required under the Associations Incorporation Act;
- (d) submitted to the Commissioner; or
- (e) submitted to a General Meeting or a Board Meeting,

acknowledges that they may be liable for a statutory offence.

SCHEDULE 1

The following schedule outlines the type and number of Appointed Councillors referred to in 23.1(d) as at **DATE**. This schedule may be updated from time to time with the approval of the Board.

Appointed Councillors include:

- (a) Any number of representatives appointed by the Australian Medical Association Limited (referred to as 'Federal Councillors') who must be Ordinary Members of AMA(WA); and
- (b) The Chairperson of each Practice Group listed in Schedule 3;
- (c) The Heads of each WA Medical School listed in Schedule 4 who must be Ordinary Members of AMA(WA); and
- (d) The President each WA Medical School Medical Students' Society listed in Schedule 5 who must be Associate Members of AMA(WA).

SCHEDULE 2

The following schedule lists the Speciality Groups referred to in Clause 21.1 as at **DATE**. This schedule may be updated from time to time with the approval of the Board.

- (a) Anaesthetists;
- (b) General Practitioners;
- (c) Obstetricians and Gynaecologists;
- (d) Pathologists;
- (e) Psychiatrists;
- (f) Physicians;
- (g) Radiologists
- (h) Surgeons;
- (i) Ophthalmologists;
- (j) Dermatologists;
- (k) Emergency Physicians;
- (l) Orthopaedic Surgeons; and
- (m) Paediatricians.

SCHEDULE 3

The following schedule lists the Practice Groups referred to in Clause 21.2 as at **DATE**. This schedule may be updated from time to time with the approval of the Board.

- (a) Public Hospital Doctors;
- (b) Doctors in Training;

- (c) Rural Doctors;
- (d) Private Specialist Practice; and
- (e) General Practice.

SCHEDULE 4

The following schedule lists the WA Medical Schools referred to in Schedule 1 (c) as at **DATE**. This schedule may be updated from time to time with the approval of the Board.

- (a) University of Western Australia (UWA) Medical School
- (b) Notre Dame Fremantle School of Medicine
- (c) Curtin Medical School

SCHEDULE 5

The following schedule lists the WA Medical School Medical Students' Societies referred to in Schedule 1 (d) as at **DATE**. This schedule may be updated from time to time with the approval of the Board.

- (a) Western Australian Medical Students' Society (WAMSS)
- (b) Medical Students' Association of Notre Dame (MSAND)
- (c) Curtin Association of Medical Students (CAMS)