

THE CONSTITUTION OF THE AUSTRALIAN MEDICAL ASSOCIATION (WA) INCORPORATED

1	NAME	1
2	REGISTERED OFFICE	1
3	INTERPRETATION	1
4	OBJECTS	3
5	POWERS	4
6	LIMITATION ON POWERS	5
7	COMPOSITION OF THE ASSOCIATION	6
8	ORDINARY MEMBERS	6
9	HONORARY MEMBERSHIP	6
10	ASSOCIATE MEMBERS	7
11	REGISTER OF MEMBERS	7
12	ANNUAL SUBSCRIPTIONS	8
13	RESIGNATION OF MEMBERSHIP	8
14	TERMINATION OF MEMBERSHIP	9
15	EXPULSION OF MEMBERS	9
16	RE-ELIGIBILITY OF FORMER MEMBERS	10
17	ANNUAL GENERAL MEETING	10
18	SPECIAL GENERAL MEETINGS	11
19	EXTRAORDINARY GENERAL MEETING	11
20	PROCEDURE FOR GENERAL MEETINGS & VISITORS	11
21	SPECIALTY GROUPS AND PRACTICE GROUPS	14
22	FUNCTIONS, POWERS AND OPERATION OF PRACTICE GROUPS	15
23	COUNCIL AND BOARD	15
24	ELECTION OF COUNCILLORS	18
25	TERM OF ELECTION	18
26	THE BOARD AND COUNCIL CHARTERS	19
27	EXECUTIVE OFFICERS	19
28	ACCOUNTS	20
29	AUDITORS	21
30	NOTICES	21
31	SEAL	22
32	SAFE CUSTODY OF RECORDS AND MEMBER'S RIGHT OF INSPECTION	22
33	INDEMNITY	22
34	WINDING UP	23
35	LIABILITY OF BOARD MEMBERS AND MEMBERS GENERALLY	23
36	DATE OF EFFECT	24

1 NAME

1.1 The name of the Association is "Australian Medical Association (WA) Incorporated".

2 REGISTERED OFFICE

2.1 The registered office of the Association is located at 14 Stirling Highway Nedlands, Perth in the State of Western Australia or at such other place or places as the Board may determine.

3 INTERPRETATION

3.1 In construing 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" 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.

"Articles" means the Articles of Association of the Australian Medical Association.

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

"Associations Incorporation Act" means the Associations Incorporation Act 2015 (WA) including amendments or upon its repeal any Act which substantially replaces the Associations Incorporation Act 2015 (WA).

"Board of the Association" means the Board as described by Clause 23.3.

"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.

"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 the Federal Councillor or Federal Councillors appointed under the Articles of the Australian Medical Association as in force from time to time, who is a Member of the AMA

"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.

"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.

"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.

"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.

"Practice Group" means a group of members recognised as a Practice Group of the Association in accordance with Clause 21.

"President", "Vice-President" and "The Immediate Past President" mean those respective Officers for the time being of the Association and include any person appointed under this Constitution to perform the duties of those respective offices temporarily.

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

"Registered Office" means the registered office of the Association for the time being.

"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.

- 3.2 Words importing the singular number only include the plural number and words importing the plural number only include the singular number.
- 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

4.1 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 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 and be made available for inspection upon request to any Member who shall be entitled take an extract therefrom.
- 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 RESIGNATION OF MEMBERSHIP

- 13.1 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.
- 13.2 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.

- 13.3 Notwithstanding the provisions of Clause 13.2 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 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 EXPULSION OF MEMBERS

- 15.1 The Board shall have in its absolute discretion power to 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 Board shall not pass or otherwise dispose of a motion for the 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.

- 15.3 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.

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, 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.

Voting and Polls

- 20.8 Every question submitted to a Meeting shall be decided in the first instance by a show of hands of Members and, in the case of an equality of votes, the Chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote that they may have as a Member.
- 20.9 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.
- 20.10 If a poll be demanded in accordance with Clause 20.9 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.
- 20.11 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.
- 20.12 Upon a show of hands and upon a poll every Member present in person who is entitled to vote shall have one vote and all votes must be given personally. 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 subject to Clause 11.3, determine the same and such determination shall be final and conclusive.

Proxies

- 20.13 Upon a poll every Member present in person or by proxy shall have one vote.

- 20.14 The instrument appointing a proxy shall be in writing under the hand of the Appointer. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 20.15 The instrument appointing a proxy shall be deposited at the Registered Office not less than 48 hours before the time for holding a meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 20.16 Every instrument of proxy shall as nearly as circumstances will admit be in or to the effect of the following form:

AUSTRALIAN MEDICAL ASSOCIATION (WA) INCORPORATED

I, of a Member of the Australian Medical Association (WA) Incorporated hereby appoint of or failing them of as my proxy to vote for me and on my behalf at the General Meeting of the Association to be held on the day of 20 , and at any adjournment thereof.

I direct that my proxy shall
vote as follows: SIGNED
this day of 20 .

- 20.17 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

- 20.18 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.

Procedure for proposing a Special Resolution

- 20.19 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.

- 20.20 No later than 7 days prior to the General Meeting in which a Special Resolution proposed in accordance with Clause 20.19 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.

- 20.21 Nothing in this Clause prevents the Board from giving notice pursuant to Clauses 20.2 and 20.20 simultaneously.

20.22

- (a) The Board need not comply with Clause 20.20(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 20.20(a) if it includes a synopsis in the notice issued under Clause 20.20 of any proposed Special Resolution which exceeds 1000 words in length.

20.23 Members shall only be entitled to vote on a Special Resolution if they present their vote to the General Meeting in person or by proxy in accordance with Clauses 20.13-20.17.

20.24 A Special Resolution will not be effective unless it complies with Clauses 20.19-20.20.

Amendment of this Constitution

20.25

- (a) In compliance with the Act, this Constitution may only be amended by Special Resolution.
- (b) If a Special Resolution is passed, the Chief Executive Officer or Executive Director must take all steps necessary for the AMA to comply with the Act.
- (c) The alterations take effect upon compliance with this Clause.

21 SPECIALTY GROUPS AND PRACTICE GROUPS

21.1 The following groups are recognised as Specialty Groups at the date of adoption of the Constitution:

- (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.

21.2 The following groups are recognised as Practice Groups at the date of adoption of the Constitution:

- (a) Public Hospital Doctors;
- (b) Doctors in Training;
- (c) Rural Doctors;
- (d) Private Specialist Practice; and
- (e) General Practice.

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 AND BOARD

- 23.1 The Council of the Association will comprise:
- (a) President;
 - (b) Immediate Past President;
 - (c) Vice President;
 - (d) Vice President;
 - (e) Federal Councillors;
 - (f) Specialty Group Representatives;
 - (g) Practice Group Chairpersons;

- (h) Three ordinary members elected by the Members of the Association;
 - (i) Any number of Members of the Association co-opted by Council to assist in the execution of its duties provided that the term of appointment shall end on the declaration of the results of the next following elections for Council, or such time as prescribed by Council; and
 - (j) Those Associate Members who represent each WA medical school medical students' society.
- 23.2 The Board of the Association shall comprise:
- (a) President;
 - (b) Immediate Past-President;
 - (c) Vice-Presidents (2); and
 - (d) Five members of Council elected to sit on the Board.
- 23.3 The Directors referred to in Clause 23.2(d) shall be elected by the Council in a process to be laid down by Council from time to time, subject to Clause 23.4 and 23.5. A minimum of one of the Directors shall be a Doctor in Training at the time of appointment to the Board.
- 23.4 The five members of Council elected to sit on the Board shall be elected for a term of three years, serving no more than two terms on the Board in their capacity as one of the five members of Council elected to sit on the Board.
- 23.5 The five 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 five members of Council elected to sit on the Board, if they are a member of Council.
- 23.6 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.
- 23.7 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, 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.
- 23.8 Subject to Clause 23.11 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.
- 23.9 Except for the powers and functions which are only exercisable by the Association in General Meeting, and subject to Clause 23.11 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.

23.10 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.

23.11 The Council shall be the body responsible for:

- (a) Election of Directors to the Board as required under Clause 23.2, 23.3 and 23.4;
- (b) Development and review of AMA 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.

23.12 Chief Executive Officer or Executive Director

- (a) The Board must appoint a Chief Executive Officer or Executive Director of the AMA 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 or Executive Director.
- (c) The Chief Executive Officer or Executive Director 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 or Executive Director will include the duties and responsibilities as provided in this Constitution and as determined

by the Board from time to time.

23.13 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.

24 ELECTION OF COUNCILLORS

- 24.1 There shall be conducted annually among the Members of the Association such elections for members of Council as are required by this Constitution with the method of voting and election determined on an annual basis by the Board and communicated at least 30 days prior to the date appointed by which nominations are to be received.
- 24.2 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. The Board shall specify a date by which nominations are to be received for the elections and shall communicate notice advising of that date. The notice shall appear at least 30 days prior to the date appointed by which nominations are to be received.
- 24.3 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 24.2.
- 24.4 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 AGM.
- 24.5 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.
- 24.6 The elected candidates shall commence their term of office upon the conclusion of the Annual General Meeting.
- 24.7 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.

25 TERM OF ELECTION

- 25.1 Save as hereinafter provided, each member of Council shall hold office for a term of one year but shall, subject to this Constitution, be eligible for re-election.
- 25.2 Each member of Council should be elected for a term of one year but shall be eligible for re-election.
- 25.3 At the completion of their term of office, the President shall thereupon hold the office of Immediate Past President provided that the President may nominate and if elected serve a second term. No President shall be entitled to serve as such for more than two successive years.

- 25.4 No person shall continue to be or act as a member of Council 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 Council or the Board;
 - (b) Resigns their position as a member of Council by notice in writing to the Association; or
 - (c) Ceases to be a Member of the Association for any reason whatsoever pursuant to the provisions of this Constitution.
- 25.5 In the event of a casual vacancy in any Executive office, 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.
- 25.6 In the event of a casual vacancy occurring in the position of a member of Council, 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.

26 THE BOARD AND COUNCIL CHARTERS

- 26.1 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.
- 26.2 The Board Charter shall be reviewed by the Board from time to time.
- 26.3 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.
- 26.4 The Council Charter shall be reviewed by the Council from time to time.

27 EXECUTIVE OFFICERS

27.1 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

27.2 The President shall:

- (a) take the chair at all General Meetings and the Board of the Association at which they are present and shall preside over all meetings of the Board as provided for by this Constitution;
- (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

27.3 A Vice-President nominated by the President shall:

- (a) take the chair at all General Meetings, the Board of the Association and meetings of the Board or Council as provided for by this Constitution; and
- (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

27.4 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; and
- (d) other persons who are authorised to use the Association's seal.

27.5 The Association shall ensure that the Register of Officeholders shall record for each person described in Clause 27.4 that person's:

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

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, 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 AMA shall have a common seal which shall be affixed to such documents as are issued or executed with the authority of the Board. The common seal shall remain in the custody of the Chief Executive Officer or Executive Director who shall affix it only by authority of the Board in the presence of any two Directors who shall sign as witnesses to the use of the 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 and any Member shall be entitled to make a copy of or take an extract of such registers.

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.

36 DATE OF EFFECT

- 36.1 Save as hereinafter, the commencement date of this Constitution shall be the date it is approved by members of the AMA, in accordance with the Special Resolution that proposed the adoption of this Constitution.
- 36.2 Unless determined by the Board prior to the 2019 Annual General Meeting (58th Annual General Meeting of the AMA), Clause 23.1 and 23.2 will not have effect until such time as Councillors are elected at the 58th AGM of the AMA, in accordance with this Constitution. Until such time and in the absence of change in composition of Council and Board in accordance with this Constitution, the composition of the Council and Board shall remain as elected at the 57th AGM of the AMA.