

A COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
THE AUSTRALIAN MEDICAL ASSOCIATION (ACT) LIMITED
A.C.N. 008 665 718

1. PRELIMINARY

Interpretation

1.1 In these articles unless the contrary intention appears:

"Advisory Council" means the advisory council to the Board of the Association established under Article 12.15;

"AMA" means the Australian Medical Association Limited;

"ANUMSS" means the Medical Students Society of the Australian National University School of Medicine;

"Association" means the Australian Medical Association (ACT) Limited;

"associate member" means a person who is admitted as an associate member of the Association pursuant to Article 3.2A;

"Board" means the board of directors of the Association;

"Federal Council" means the Federal Council of the AMA;

"Law" means the Corporations Act of Australia;

"member" means an ordinary member, associate member and student member of the Association;

"National Conference" means the national conference of the AMA, held at a time and place determined by the board of the AMA;

"National Registration" means registration with the Australian Health Practitioner Regulation Agency as a medical practitioner;

"office bearers" means the office bearer positions referred to in Article 7.1;

"ordinary member" means a member of the Association other than associate members or student members of the Association;

"seal" means the common seal of the Association;

"Secretary" means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary;

"student member" means a person who is enrolled in a medical course at an Australian University leading to registration as a medical practitioner in Australia, and who is admitted as a student member pursuant to Article 3.2;

"Territory" means the Australian Capital Territory.

1.2 Expressions referring to writing are, unless the contrary intention appears, to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form without the assistance of any machine or instrument.

1.3 In these articles, unless the contrary intention appears:

- (a) words importing one gender include all genders;
- (b) words in the singular include the plural; and
- (c) words in the plural include the singular.

2. PURPOSES

The Association is established for the purposes set out in the memorandum of association.

3. MEMBERSHIP

Subscribers to be Members

3.1 The subscribers to the memorandum of association and such other natural persons as the Board may admit to membership in accordance with these articles are to be members of the Association.

Student Members

3.2

(a) The office bearers of the Association collectively may admit as a student member such persons as the office bearers of the Board collectively are satisfied are students in a medical course at an Australian University leading to registration as a medical practitioner in Australia.

(b) A student member has all of the rights of an ordinary member other than the right to:

(i) vote, including but not limited to the right to vote in elections of the Board;

(ii) hold office in the Association or be a member of the Board, (other than if appointed as a Medical student craft group representative to the Advisory Council appointed by the ANUMSS); and

(iii) speak at general meetings of the Association without the leave of the chair of the meeting.

(c) A person ceases to be a student member upon ceasing to be enrolled in a medical course as set out above, but may apply to become an ordinary member if he or she qualifies under Article 3.3.

3.2A Associate Members

- (a) The office bearers of the Association collectively may admit as an associate member such persons as the office bearers of the Board collectively are satisfied have completed a medical course other than in Australia, leading to registration as a medical practitioner in an Australian State or Territory but are not registered under the National Registration.
- (b) An associate member does not by reason of their associate membership of the Association have the right to be a member of the AMA.
- (c) An associate member has all of the rights of an ordinary member other than the right to:
 - (i) vote, including but not limited to the right to vote in elections of the Board;
 - (ii) hold office in the Association or be a member of the Board;
 - (iii) speak at general meetings of the Association without the leave of the chair of the meeting;
 - (iv) be appointed as a delegate to the AMA National Conference; and
 - (v) be appointed to any AMA board, council or committee.
- (c) A person ceases to be an associate member upon failing to satisfy Article 3.2A(a), but may apply to become an ordinary member if he or she qualifies under Article 3.3.

New Members

3.3 Every applicant for ordinary membership of the Association must be :

- (a) a qualified medical practitioner registered under the National Registration and who practices or has his or her place of residence in the Territory;
- (b) a qualified medical practitioner registered under the National Registration and employed by the Commonwealth of Australia within the Territory;
- (c) a qualified medical practitioner registered under the National Registration and serving as a medical officer in the defence forces of Australia; or
- (d) a retired medical practitioner who at the date of retirement was qualified and registered in any Australian State or Territory.

3.4 An application for membership must be made in writing, signed by the applicant and is to be in such form as the Board from time to time prescribes.

3.5 The office bearers of the Board must collectively consider an application for membership prior to the next meeting of the Board occurring after the application is received, and must by a majority decision determine whether to accept or reject the application. The office bearers of the Board have an absolute discretion to grant or refuse any application for membership, and are not required to give any reason for its decision. The office bearers of the Board will notify the Board of applicants which are granted and refused membership at the next meeting of the Board.

3.6 When an applicant has been accepted for membership the Secretary is to send to the applicant written notice of his or her acceptance and a request for payment of his or her entrance fee (if any) and first annual subscription.

3.7 An applicant for membership is not a member of the Association until payment of any entrance fee and first annual subscription. If such payment is not made within two calendar months after the date of the notice of his or her acceptance, then the notice of acceptance is revoked.

Annual Subscription

3.8 Each ordinary member of the Association is to pay an annual subscription to the Association consisting of two components:

(a) The subscription payable to the AMA as determined by the Federal Council and applicable from time to time to the relevant category of membership prescribed by the constitution or by-laws of the AMA; and

(b) A subscription as determined by the Board of the Association to be applied for the purposes of the Association. Different levels of subscription may be determined by the Board for different categories of members.

3.9 With each remittance to the AMA, the Association is to provide the AMA with the names of the members to whom the remittance relates, particulars of the amount remitted in respect of each member and sufficient particulars of the addresses of the members to enable the AMA to identify them.

3.9A Each associate member of the Association is to pay an annual subscription to the Association consisting of an amount as determined by the Board of the Association to be applied for the purposes of the Association.

3.10 The annual subscription of a member admitted to membership after the commencement of any year shall be reduced pro rata on a monthly basis depending on the date of admission, or such other basis as the AMA may from time to time determine.

3.11 All annual subscriptions become due and payable in advance on 1 January in every year.

3.12 Students members must pay such annual subscription as it determined from time to time by the Board (if any). Such subscription becomes due and payable in advance on 1 January in every year.

Transfer of membership

3.13

(a) Any person who is an ordinary member of a branch of the AMA (other than the Association) who relocates his or her place of residence to the Territory may apply to become an ordinary member of the Association.

(b) Upon the office bearers of the Board collectively being satisfied that the person is an ordinary member of another branch of the AMA and has paid all moneys owing to that branch the office bearers of the Board must admit that person as a member of the Association for the remainder of the then membership financial year of the Association.

(c) The Board may make such financial adjustments with another branch of the AMA resulting from the admission of a member under this article as the Board sees fit.

4. CESSATION OF MEMBERSHIP

Member ceases to be eligible

4.1 The Board may terminate the membership of an ordinary member if the member ceases to be eligible for membership in accordance with Article 3.3.

Unpaid subscription

4.2 If a member does not pay their annual subscription by 1 April in a year, the Board:

- (i) will give the member notice of that fact; and
- (ii) if the subscription remains unpaid 21 days from the date of that notice, may declare that member's membership forfeited, in which case the member's membership will immediately terminate.

Resignation

4.3 A member may resign at any time on giving written notice to the Secretary. No refund of any entrance fee or subscription paid will be made if a member resigns.

Unbecoming Conduct

4.4 If a member wilfully refuses or neglects to comply with the provisions of the memorandum or articles of association of the Association or is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Association, the Board may by resolution censure, fine, suspend or expel the member from the Association.

4.5 At least one week before the meeting of the Board at which such a resolution is presented, the Secretary must serve notice of the meeting and the allegations and the intended resolution on the member.

4.6 At the meeting and before the passing of the resolution, there must be an opportunity for the member orally or in writing to give any explanation or defence the member may think fit.

4.7 Any such member may by notice in writing lodged with the Secretary at least twenty four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Association in general meeting.

4.8 In the event that a member elects to have the question dealt with by the Association in general meeting an extraordinary general meeting of the Association must be called for the purpose.

4.9 If at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned is to be punished accordingly and in the case of a resolution for his or her expulsion the member is to be expelled.

5. GENERAL MEETINGS

Annual General Meeting

5.1 An annual general meeting of the Association must be held at least once in every calendar year and otherwise in accordance with the Law.

5.2 The business of the annual general meeting will be to receive and consider the statement of accounts and balance sheet of the Association, to consider the annual report of the Board and the auditor's report, and to transact any other business of which notice has been given in the notice convening the general meeting.

5.3 At least 21 days' notice of an annual general meeting must be given to members.

Extraordinary General Meeting

5.4 All general meetings, other than the annual general meeting, are to be called extraordinary general meetings.

5.5 Any member of the Board may convene an extraordinary general meeting and extraordinary general meetings must be convened on receipt of a requisition in writing by not less than 7 members of the Association who are entitled to vote at a general meeting.

5.6 Subject to the provisions of the Law relating to special resolutions and agreements for short notice, at least 21 days' notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business must be given to all members of the Association.

6. PROCEEDINGS AT GENERAL MEETING

Quorum

6.1 No business is to be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

6.2 Except as otherwise provided in these articles, twenty ordinary members present in person will be a quorum.

6.3 For the purpose of this article "member" includes a person attending as a proxy.

Failure to Achieve a Quorum

6.4 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, is to be dissolved.

6.5 In any other case the meeting is to stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

6.6 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the ordinary members present (being not less than three) are to be a quorum.

Chairman

6.7 The President or, if there is no President present, the President-Elect, is to preside as Chairman at every general meeting of the Association. If neither the President nor the President-Elect is present, the ordinary members are to elect one of their number to be Chairman of the meeting.

Adjournments

6.8 The Chairman may, with the consent of the ordinary members of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business is to be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.9 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting is to be given as in the case of an original meeting.

6.10A Subject to Article 6.9 it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

Entitlement to vote

6.10B An ordinary member has one vote. No member, other than an ordinary member, is entitled to vote at a general meeting.

Voting at General Meetings

6.11 At any general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :

- (a) by the Chairman; or
- (b) by at least three ordinary members present in person or by proxy.

6.12 Unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Association is to be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

6.13 The demand for a poll may be withdrawn.

6.14 If a poll is demanded it is to be taken in the manner and at the time directed by the Chairman, and the result of the poll is to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.

6.15 At all meetings of the Association, the Chairman has a deliberative and not a casting vote.

6.16 No member is entitled to speak or vote at any general meeting or stand for election as an officer or member of the Board if his or her annual subscription is more than one month in arrears at the date of the meeting.

Proxies

6.17 A member may appoint another person as his or her proxy or attorney. An ordinary member may vote in person or by proxy or attorney and on a show of hands every person present who is an ordinary member or a representative of an ordinary member is to have one vote. On a poll every ordinary member present in person or by proxy or by attorney or other duly authorised representative is to have one vote.

6.18 The instrument appointing a proxy must be in writing under the hand of the appointer or of his or her attorney duly authorised in writing.

6.19 The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

6.20 A member is entitled to instruct his or her proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.

6.21 The instrument appointing a proxy may be in the following form or in a common or usual form.

AUSTRALIAN CAPITAL TERRITORY BRANCH OF THE AUSTRALIAN MEDICAL ASSOCIATION LIMITED

I, _____ being a member of the Australian Capital Territory Branch of the Australian Medical Association Limited hereby appoint _____ of _____ or failing him _____ of _____ as my proxy to vote for me on my behalf at the *annual/ *extraordinary general meeting of the Association, to be held on the _____ day of _____ 20__ and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour/ *against/ *as he thinks fit in respect of the following resolutions :

Signed this _____ day of _____ 20__.

*Strike out whichever is inapplicable.

6.22 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Association, or at such other place within the Territory as is specified for that purpose in the notice convening the meeting, at any time up until six hours before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, at any time up until six hours before the time appointed for the taking of the poll. If the instrument of proxy is not lodged within the specified time, it is not valid.

6.23 A vote given in accordance with the terms of an instrument of proxy or attorney is valid despite the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

7. THE BOARD (INCLUDING OFFICE BEARERS)

Office-Bearers

7.1 The office-bearers of the Association are a President, a President-Elect, a Secretary and a Treasurer. The President, President-Elect, Treasurer and Secretary are to be ordinary members of the Association. However, the Treasurer need not be an ordinary member of the Association in the circumstances set out in Article 9.5.

The Board

7.2 The Board consists of the office-bearers, the Chair of the Advisory Council and seven¹ ² ordinary members of the Association, all of whom will be elected or appointed in accordance with Article 9.

7.3 The office-bearers and the nine elected ordinary member Board members will hold office from the conclusion of the annual general meeting at which they are elected until the conclusion of the annual general meeting following the next annual general meeting. The Chair of the Advisory Council will hold office on the Board from when elected to the position of Chair of the Advisory Council and notification of that appointment to the Secretary, until the conclusion of the annual general meeting following the next annual general meeting after his or her appointment.

7.4 The Association may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or ordinary members of the Board.

¹ Increased from three to five as per decision at AGM held on 20 May 2020.

² Increased from five to seven as per decision at AGM on 18 May 2022.

8. PRESIDENT and PRESIDENT-ELECT

8.1 Article 7 applies to the offices of President, and President-Elect only to the extent it is not inconsistent with the provisions of Article 8.

8.2 The President and President-Elect are appointed till the conclusion of the annual general meeting following the next annual general meeting.

8.3 The President-Elect is to become the President when the President's term of office expires.

8.4 When the President-Elect becomes President the office of President-Elect is to be filled in accordance with the provisions of Article 7.

9. ELECTION, APPOINTMENT AND REMOVAL OF BOARD MEMBERS

Election of the Board

9.1 The election of office bearers (other than the President) and other members of the Board (other than the Chair of the Advisory Council member of the Board) is to take place in the following manner:

- (a) any two ordinary members of the Association may nominate any other ordinary member to serve as an office bearer or ordinary member of Board;
- (b) the nomination must be in writing signed by the proposer and the seconder, and contain the written consent of the candidate to act if elected. The nomination must also state whether the candidate is nominated as an ordinary member of Board, or the office for which the candidate is nominated;
- (c) nominations will close 28 days prior to the date fixed for the Annual General Meeting of the Association, or such other date as is fixed by the Board;
- (d) as soon as practicable after the close of nominations the Secretary will forward a list of candidates to all current members;
- (e) where there is more than one nomination for any position, a ballot for that position will be held. If there are not enough candidates nominated the Board may fill the remaining vacancy or vacancies;

- (f) an ordinary member will record his or her vote for each office by placing number 1 opposite the name of the candidate for that office for whom he or she is voting as first preference and place the numbers 2, 3, 4 (and so on as the case requires) opposite the names of all or any of the remaining candidates so as to indicate the order of preference for them on the list of candidates.

The ordinary member will then return the list of candidates to the Secretary in a sealed envelope marked "Ballot Paper". The sealed envelope will be enclosed in a separate envelope on which the ordinary member so voting will both print and sign his or her name. The vote will not be valid unless it reaches the Secretary two clear days before the date fixed for the Annual General Meeting, or such other date as is fixed by the Board;

- (g) the Secretary shall be the returning officer. It is the duty of the returning officer to place each sealed envelope which has been validly received pursuant to paragraph (f) in a ballot box in such a manner as to ensure that the ordinary member recording each vote cannot be identified. When all ballot papers have been received the returning officer will open the ballot boxes and remove each ballot paper from its sealed envelope. Nominees may appoint a scrutineer to oversee the process;
- (h) if, on the count of votes in respect of any position, a candidate has received a number of first preference votes greater than half the total number of formal ballot papers counted, then that candidate will be declared elected to that position;
- (i) if no candidate has received an absolute majority of first preference votes for office, then:
 - (1) the candidate who has received the fewest first preference votes for that office shall be excluded and each of his or her first preference votes shall be counted to the next unexcluded candidate in the order of preference indicated by the voter and shall for the purposes of this paragraph be regarded as first preference votes. In the event that two or more candidates received the lowest number of first votes, the candidate to be excluded shall be determined by lot;
 - (2) in the event that no candidate then has an absolute majority of first preference votes, the process shall be repeated until there is a candidate who has received an absolute majority and that candidate shall be declared elected;

- (3) in the event that a vote is counted to a candidate who has for any reason ceased to be a candidate for the office in respect of which the count is being conducted, then each ballot paper counted to him shall be counted to the unexcluded candidate in order of preference of the voter;
- (j) the election of the ordinary members of the Board will be conducted as though each position of member of the Board were a separate office;
- (k) should the ballot result in there being an equal number of votes in favour of two or more candidates for an office after distribution of preferences, then lots will be drawn between these candidates in such a manner as the returning officer determine;
- (l) at the conclusion of the election the returning officer will record the names of all candidates declared to be elected and the offices to which they have been elected;
- (m) the result of the ballot will be declared at the Annual General Meeting.

Appointment of the Advisory Council Chair

9.2 The Chair of the Advisory Council from time to time shall be a member of the Board in accordance with Article 12.

Appointment of Board Members

9.3 Subject to Article 9.9, the Board may at any time appoint any member of the Association either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Board but the total number of office bearers or other members of the Board must not exceed the number fixed in accordance with these articles.

9.4 Any office bearer or other member of the Board appointed pursuant to Article 9.3 is to hold office until the next annual general meeting only.

9.5 If no nomination is received for the office of Treasurer, the Board may appoint a person it considers to be a suitably qualified and experienced accountant to fill that position until the next annual general meeting (but shall not be a member of staff of the Association).

Removal of members of the Board

9.6 Subject to Article 9.9, the Association may by ordinary resolution of the ordinary members of which special notice has been given remove any office bearer or other member of the Board before the expiration of that member's period of office, and may by an ordinary resolution of the ordinary members appoint another person in that member's place.

9.7 A person appointed pursuant to Article 9.6 holds office only until the next annual general meeting.

Vacation of office

9.8 The office of a member of the Board becomes vacant if the member :

- (a) becomes bankrupt or makes any arrangement or composition with creditors generally;
- (b) becomes prohibited from being a director of a company by reason of any order made under the Law;
- (c) is prohibited by Law from holding office or continuing as a member of the Board;
- (d) resigns by notice in writing to the Association;
- (e) is absent from meetings of the Board for more than six months without permission of the Board;
- (f) holds any office of profit under the Association;
- (g) except for a Treasurer appointed pursuant to Article 9.5, ceases to be an ordinary member of the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association unless the nature, extent and amount of the interest is disclosed in full to the Board meeting at which the matter is considered; or
- (i) in the case of the Chair of the Advisory Council member appointed to the Board, ceases to be the Chair of the Advisory Council.

9.9 If the President or President-Elect dies during their term of office, resigns, notifies the Association he is unwilling or unable to continue to act as President or President-Elect or is removed pursuant to Articles 9.6 or 9.8 the vacancy is to be filled in the following manner:

(a) in the case of the President:

(i) if he or she has been President:

(A) less than 3 months from the annual general meeting at which he or she became President; or

(B) for a period beyond the start of the annual general meeting following the annual general meeting at which he or she became President, but less than 15 months from the annual general meeting at which he or she became the President,

then the President-Elect shall become the President until the annual general meeting following the then next annual general meeting;

(ii) in any other case, the President Elect is to discharge the duties of the office until the next annual general meeting. At that annual general meeting he or she will become the President until the annual general meeting following the then next annual general meeting.

(b) in the case of the President-Elect, the Board is to call a general meeting to elect a new President-Elect, and the election is to be held as far as possible in accordance with Article 9.

10. POWERS AND DUTIES OF THE BOARD

General business of the Association

10.1 The business of the Association is to be managed by the Board who may pay all expenses incurred in promoting and registering the Association and may exercise all powers of the Association which are not by the Law or by these articles required to be exercised by the Association in general meeting. The Board's powers to conduct the business of the Association may be limited by the article, the Law and by any regulations made by the Association in general meeting which are not inconsistent with the articles or the Law.

10.2 The Board may determine from time to time the amount (if any) of an entrance fee payable by new members of the Association.

10.3 Any rule, regulation or by-law of the Association made by the Board may be disallowed by the Association in general meeting.

10.4 No resolution or regulation made by the Association in general meeting is to invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

Delegates to the AMA

10.5A The President of the Association will be the Association's representative on the Federal Council.

10.5B The Board of the Association shall have the power to appoint and remove an ordinary member to and from the Board of the AMA.

10.5C The Board shall have the power to appoint the delegates, the number of which will be notified to the Association by the AMA, to the AMA's National Conference each year.

Borrowing Powers

10.6 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property or any part of its property and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.

Cheques etc.

10.7 All cheques, promissory notes, draft, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Board or in such other manner as the Board from time to time determines.

10.8 Observers at Board Meetings

The Board may by resolution permit non Board member observers to be present at meetings of the Board as it determines.

11. MINUTES

Minutes

11.1 The Board is to ensure minutes are made of :

- (a) appointments of officers and employees;
- (b) names and members of the Board present at every general meeting of the Association and of the Board; and
- (c) of all proceedings at every general meeting of the Association and of the Board.

11.2 The minutes are to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

12. PROCEEDINGS OF THE BOARD

Meetings of the Board

12.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit but the Board is to meet at least four times a year.

12.2 On the request of:

- (a) the President; or

(b) two members of the Board,

the Secretary must call a meeting of the Board. At least one week's notice of meetings of the Board must be given to Board members except if the President or, (if the President is outside of Australia) the President-Elect, considers a matter to be urgent, in which case he or she may call a meeting of the Board by such shorter notice as he considers appropriate.

12.3 Notice of meetings of the Board may be given orally or in writing or by telephone or by other means approved by the Board.

12.4 Subject to these articles questions arising at any meeting of the Board are to be decided by a majority of votes, each member having one vote, and a determination by a majority of the members of the Board is for all purposes deemed to be a determination of the Board.

12.5 At all meetings of the Board, the chairman of the meeting is to have a deliberative vote only and not a casting vote. In the event of a tie, the question is to be resolved in the negative.

12.6 A member of the Board must not vote in respect of any contract or proposed contract with the Association in which the member is interested, or in respect of any matter related to such a contract, and the vote of the member must not be counted if this sub-article is contravened.

Quorum

12.7 The quorum necessary for the transaction of the business of the Board is a majority of the total number of Board members at that time.

Effect of Vacancies in the Board

12.8 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if their number is reduced below the number fixed by these articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

Chairman of Board Meetings

12.9 The President is to preside as Chairman at every meeting of the Board. If there is no president, or if any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the President-Elect is to be Chairman or if the President-Elect is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

Delegation of powers

12.10 The Board may delegate any of its powers and function (not being duties imposed on the Board as the directors of the company by the Law or by the general law) to one or more committees consisting of such member or members of the Association as the Board thinks fit.

12.11 Any committee formed under this Article must conform to any regulation that may be imposed by the Board and subject to these regulations may co-opt any member or members of the Association to serve on a committee.

12.12 The Board may appoint one or more advisory committees consisting of such member or members of the Board as the Board thinks fit.

12.13 Advisory committees (including the Advisory Council) are to act in an advisory capacity only and must conform to any regulations that may be imposed by the Board and subject to these regulations they have power to co-opt any member or members of the Association.

12.14 All members of advisory committees (including the Advisory Council) have one vote.

Advisory Council

12.15 The Board is to establish an Advisory Council whose function is to provide a forum for policy development and policy review and to provide advice to the Board on policy matters. The Advisory Council is advisory in nature only and has no management powers. The Board shall schedule meetings of the Advisory Council not less than four times a year.

12.16 The Advisory Council is to consist of representatives elected by the ordinary members of each applicable craft group (one representative per craft group) and notified to the Secretary, except for the Medical students category whose representative shall be appointed by the ANUMSS on giving notice to the Secretary. The craft groups of the Association which can each elect one representative from amongst its members are:

- (i) Anaesthetics;
- (ii) Dermatology;
- (iii) Emergency medicine;
- (iv) General Practice;
- (v) Obstetrics & Gynaecology;
- (vi) Ophthalmology;
- (vii) Orthopaedic surgery;
- (viii) Paediatrics;
- (ix) Pathology;
- (x) Psychiatry;
- (xi) Radiology;
- (xii) Surgery;

- (xiii) Salaried doctors;
- (xiv) Medical students (however, its representative is to be appointed by the ANUMSS and not by the members of a medical students craft group);
- (xv) Doctors in training; and
- (xvi) Physicians.

(b) The Board may increase or decrease the number of members of the Advisory Council to include new craft groups represented on Federal Council or remove craft groups no longer represented on the Federal Council, or to otherwise make changes to the craft group categories as determined by the Board.

(c) The Board may, with the agreement of the Advisory Council, increase the membership of the Advisory Council to consist of representatives other than the members of craft groups specified in Article 12.16(a).

12.17 In accordance with procedures determined by the Board, the Board will call for nominations from each of the applicable craft group memberships for election of a member of the craft group to the Advisory Council to represent the applicable craft group (other than the Medical student representative appointed by the ANUMSS for the Medical students craft group category). In respect of the elections:

(a) if more than one nomination is received for a craft group, the names are to be forwarded to the ordinary members of that craft group for election to the Advisory Council, in accordance with election rules determined by the Board;

(b) if only one nomination is received for a craft group, that member will be declared elected to the Advisory Council; and

(c) if no nomination is received for a craft group, the Board may appoint the representative for the craft group.

12.18 The period in which a person is appointed to the Advisory Council is as determined by the Board, who may remove a person from the Advisory Council at anytime. A craft group may also at anytime remove a person it has appointed or elected to the Advisory Council, and the ANUMSS may remove its representative to the Medical students category, at anytime upon notification to the Secretary.

12.19 The Chair of the Advisory Council is to be elected by the Advisory Council members from amongst the members of the Advisory Council and notified to the Secretary and is to be the Chair of the Advisory Council until the conclusion of the annual general meeting following the next annual general meeting after his or her appointment. The Board shall determine the election procedures for the election of the Chair of the Advisory Council. The Advisory Council members may by a majority of its members remove the Chair of the Advisory Council at anytime and notify the Secretary of such removal.

12.20 The Chair of the Advisory Council is to be appointed to the Board until the conclusion of the annual general meeting following the next annual general meeting after his or her appointment.

12.21 The Advisory Council may establish advisory sub committees of the Advisory Council on particular policy issues and matters. The Chair of any such advisory sub committee must be a member of the Advisory Council.

Fora for member discussion

12.22 The Board may establish such representative fora for the discussion of policy and issues amongst members and other persons, as it considers appropriate.

Meetings of Committees

12.23 A committee may meet and adjourn as it thinks proper.

12.24 Questions arising at any meeting of a committee are to be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman is to have a second or casting vote.

Effect of defect in appointment

12.25 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board are, notwithstanding that it is afterward discovered that there was some defect in the appointment of any such member of the Board or a person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

Resolutions in writing

12.26 A resolution in writing signed by all the members of the Board in Australia for the time being entitled to receive notice of a meeting of the Board, is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

12.27 Any written resolution may consist of several documents in the same form, each signed by one or more members of the Board. The resolution shall be deemed to have been passed on that day that it is signed by the last member of the Board. The document referred to in Article 12.26 and this Article 12.27 may be in the form of a facsimile or electronic transmission.

Teleconference Meeting of Board

12.28 For the purposes of these articles the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("telecommunications meeting") of a number of members of the Board not less than a quorum is deemed to constitute a meeting of the Board. All the provisions in these articles relating to a meeting of the Board apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of the Article. The following provisions apply to a telecommunication meeting :

(a) all the members of the Board for the time being entitled to receive notice of a meeting of the Board are entitled to notice of a telecommunication meeting;

(b) all the members of the Board participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(c) notice of the meeting may be given on the telephone or other electronic means;

(d) each of the members of the Board taking part in the meeting must be able to hear and be heard by each of the other members of the Board taking part at the commencement of the meeting and each member of the Board so taking part is deemed for the purposes of these articles to be present at the meeting; and

(e) at the commencement of the meeting each member of the Board must announce his or her presence to all the other members of the Board taking part in the meeting.

12.29 A member of the Board may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that member has previously notified the chairperson of the meeting.

12.30 A member of the Board is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that member has previously obtained the express consent of the chairperson to leave the meeting.

12.31 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson of the meeting.

13. SECRETARY

13.1 The Secretary is to have duties and powers as are determined from time to time by the Board.

13.2 The Secretary must maintain a register of members of the Association.

14. TREASURER

14.1 The Treasurer is to have duties and powers as are determined from time to time by the Board.

15. SEAL

Safe Custody and Use

15.1 The Board is to provide for the safe custody of the seal which must only be used by the authority of the Board or of a committee of members of the Board authorised by the Board to use the seal.

Affixation of the Seal

15.2 Every instrument to which the seal is affixed must be signed by a member of the Board and be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

16. ACCOUNTS

Proper Accounts

16.1 The Board must ensure that the Association:

- (a) keeps written financial records;
- (b) causes the financial records to be audited; and
- (c) distributes to members such financial records and reports as it is required by Law to distribute to them,

in accordance with the requirements of the Law.

16.2 The Board is to determine from time to time in accordance with clause 7 of the memorandum of association at what times and places and under what conditions or regulations the accounting and other records of the Association are to be open to the inspection of members.

17. AUDIT

Appointment of Auditor

A properly qualified auditor or auditors are to be appointed by the Association in general meeting and the duties of such auditor or auditors are to be regulated in accordance with the Law.

18. NOTICE

Service of Notices

18.1 Any notice required by law or by these articles to be given to any member is to be given by sending it by post to the member at the member's registered address.

18.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of General Meetings

18.3 Notice of every general meeting is to be given in any manner herein before authorised to:

(a) every member except those members who have not supplied an address within Australia for the giving of notices to the Association; and

(b) the auditor or auditors for the time being of the association.

18.4 No other person is entitled to receive notices of general meetings.

19. WINDING-UP

Winding-up

The provisions of clause 5 of the memorandum of association relating to the winding-up or dissolution of the Association are to have effect and be observed as if they were repeated in these articles.

20. INDEMNITY

20.1 Members of the Board, the auditor, the secretary and other officers for the time being of the Association to the extent permitted by law are to be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of their offices :

(a) to any other person unless the liability arises out of conduct involving a lack of good faith; and

(b) for costs and expenses;

(i) in defending proceedings, whether civil or criminal in which judgement is given in favour of the person or in which the person is acquitted; and

(ii) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

20.2 The amount of any indemnity payable under article 20.1 will include an additional amount (GST Amount) equal to any GST payable by the person being indemnified (Indemnified Officer) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Association with a GST tax invoice for the GST Amount.

Names, addresses and occupations
of subscribers

Witness

Robert John Allan
13 McLaren Crescent
PEARCE ACT 2607

Christine Anne Brill
6 Furphy Place
GARRAN ACT 2605

Occupation : medical
practitioner

Signed :
Christine Anne Brill

Signed : Robert John Allan

Grahame James Bates
12 Tennyson Crescent
FORREST ACT 2600

Christine Anne Brill
6 Furphy Place
GARRAN ACT 2605

Occupation : medical
practitioner

Signed :
Christine Anne Brill

Signed : Grahame James Bates

AMA (ACT) Limited – Articles of Association

John Windeyer Donovan
4 Simmons Place
CHAPMAN ACT 2611

Occupation : medical
practitioner

Signed : John Windeyer Donovan

Anthony William Griffin
54 Mugga Way
RED HILL ACT 2603

Occupation : medical
practitioner

Signed : Anthony William Griffin

John Peter Nearhos
38 Carnegie Crescent
NARRABUNDAH ACT 2604

Occupation : medical
practitioner

Signed : John Peter Nearhos

Christine Anne Brill
6 Furphy Place
GARRAN ACT 2605

Signed :
Christine Anne Brill

Christine Anne Brill
6 Furphy Place
GARRAN ACT 2605

Signed :
Christine Anne Brill

Christine Anne Brill
6 Furphy Place
GARRAN ACT 2605

Signed :
Christine Anne Brill

Dated this 27th day of July 1990.

articles amended 16/4/97
articles amended 19/4/2000
articles amended 14/5/2003
articles amended 14/5/2009
articles amended 14/5/2014
articles amended 20/5/2020
articles amended 18/5/2020