



AMA

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (AGM) of members of Australian Medical Association Limited (the AMA) will be held via Zoom Webinar at 7:30 pm Australian Eastern Standard Time (AEST) on Wednesday 22 May 2024.

Members can watch and participate in the AGM virtually via Zoom Webinar. This includes the ability to ask questions and vote. Members can also join via the telephone dial in numbers but will not be able to ask questions or vote.

Please note that you must register your attendance at <https://ama.com.au/agm>.

After registering for the AGM you will receive an email with links and details on how to attend. This may take up to 48 hours to appear in your inbox as your registration will need to be verified.

If you have any issues or questions regarding registering your attendance, please contact memberservices@ama.com.au.

For further information on participating in the AGM please visit <https://ama.com.au/agm>

There will be the opportunity to ask questions at the AGM. Questions can also be lodged in advance with the Board Chair via memberservices@ama.com.au any time before noon (AEST) on Monday 20 May 2024. The Chair will endeavour to answer as many questions as time permits at the AGM.

Business:

1. To receive the Minutes of the Sixty-second Annual General Meeting held on 25 May 2023.
2. To receive and consider the Annual Report of Australian Medical Association Limited for the year ended 31 December 2023.
3. To receive the audited Financial Reports for Australian Medical Association Limited and its controlled entities for the year ended 31 December 2023.
4. To consider, and if thought fit, adopt as a special resolution, the attached motions to amend the Company's Constitution.

The Board has also prepared an explanatory statement about the changes and a markup of the Constitution showing the proposed revisions. These documents are available on <https://ama.com.au/agm>. In the event of inconsistency, the special resolution attached to this notice prevails.

A member eligible to vote at the AGM may appoint a proxy in accordance with Clause 15 of the Company's Constitution. A proxy need not be a member of Australian Medical Association Limited (section 249L *Corporations Act*). To be effective the proxy form must be received by Australian Medical Association Limited **not less than 48 hours before the time for holding the Annual General Meeting** at 7:30pm AEST on Monday 20 May 2024.

Proxy forms can be completed and submitted using ElectionBuddy electronic voting system or the online form available from: <https://ama.com.au/agm>. Members with mobile phone contact details and email addresses will receive notification from ElectionBuddy with instructions.

Alternatively, you can download a proxy form from <https://ama.com.au/agm> and mail or email it to:

By mail:

Secretary General (Company Secretary)
Australian Medical Association Limited

PO Box 6090
Kingston ACT 2604

By email: memberservices@ama.com.au



Natalia Centellas
Secretary General/Company Secretary
30 April 2024

**Special Resolution to amend the Constitution of
the Australian Medical Association Limited (ABN 37 008 426 793)**

TO CONSIDER, AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS AS A SPECIAL RESOLUTION TO CHANGE THE CONSTITUTION OF THE AMA:

Resolution 1: Amendments to facilitate the creation of branches

(a) Clause 1.1: Delete the definitions of “AMA ACT”, “AMANSW”, “AMANT”, “AMAQ”, “AMASA”, “AMATAS”, “AMAVIC” and “AMAWA”.

(b) Clause 1.1: Replace the existing definition of “State or Territory AMA” with the wording below:

State or Territory AMA means a State or Territory Entity or a State or Territory Branch.

(c) Clause 1.1: Add two new definitions:

State or Territory Branch means an unincorporated body that:

- (a) represents Ordinary Members who live or work in a State or Territory; and
- (b) is governed by laws made under this Constitution.

State or Territory Entity means a separate legal entity that:

- (a) represents Ordinary Members who live or work in a State or Territory; and
- (b) is specified in by laws made under this Constitution.

(d) Clause 9: Replace the existing clause with the wording below:

9. State and Territory AMAs

9.1 Grouping of Members

Ordinary Members will be Members of either a State or Territory Entity or a State or Territory Branch.

9.2 State or Territory Branches

(a) Generally, Members of the Association will be members of a State or Territory Entity. The Association may establish State or Territory Branches if required to ensure that Ordinary Membership of the Association is available to doctors in every State and Territory. This is intended to provide continuity of membership and member services for Ordinary Members, for example, in circumstances where an existing separate legal entity that represents Ordinary Members who live or work in a State or Territory ceases to operate and/or winds up, or intends to cease to operate and/or wind up, without a successor entity being established.

Note: Ordinary Membership is defined in clause 6.1(b).

(b) The purpose of any State or Territory Branches established under clause 9.2(a) is to:

- (i) represent the interests of doctors and patients in that State or Territory;
 - (ii) advise the Association on local policy issues and products relevant to members of that State or Territory Branch;
 - (iii) advocate on local policy issues; and
 - (iv) undertake any other functions and activities set out in the by laws.
- (c) An Ordinary Member is eligible to be recorded in the Register as a member of a State or Territory Branch if:
- (i) they are resident or practising in the geographical area represented by that State or Territory Branch;
 - (ii) they are not a member of another State or Territory Entity or State or Territory Branch; and
 - (iii) they pay subscription fees to the Association in accordance with clause 6.2.

9.3 Autonomy

Each State or Territory Entity is free to govern itself in such manner as it thinks fit provided that no State or Territory Entity may make any rule which conflicts with this Constitution and to the extent of any inconsistency this Constitution prevails.

- (e) Clause 17.4(a): Replace the existing clause with the wording below:

In each:

- (i) even-numbered year, the State and Territory AMA's representing Ordinary Members who live or work in New South Wales, Western Australia, South Australia or the Australian Capital Territory; and
- (ii) odd-numbered year:
 - (A) the State and Territory AMA's representing Ordinary Members who live or work in Victoria, Queensland, Tasmania and the Northern Territory; and
 - (B) the co-ordinating committee for the doctors-in-training Practice Group,

will notify the Secretary General not less than two weeks before the annual general meeting in that year of the individual to be appointed as a Director of the Association by them in accordance with clause 17.1(b).

- (f) Clause 17.8(a)(v): Replace the existing clause with the wording below:

was appointed by a State or Territory AMA that represents Ordinary Members who live or work in a State or Territory and ceases to be a member of a State or Territory AMA that represents Ordinary Members who live or work in that State or Territory;

Resolution 2: Updating the process for collecting subscriptions

- (a) Clause 6.2: Replace the existing clause with the wording below:
- (a) The Board will determine:
 - (i) the subscriptions payable to the Association by each Member or each category of Member; and
 - (ii) the manner and timing of payments.
 - (b) Ordinary Members who are members of State and Territory Branches will pay their subscriptions directly to the Association.
 - (c) The Board may enter into arrangements for State and Territory Entities to collect subscriptions from their Ordinary Members as agent for the Association.
 - (d) Where there is a fee collection arrangement in place then, unless otherwise agreed by the Association:
 - (i) An Ordinary Member who is a member of a State or Territory Entity will pay their subscription for the Association to the State or Territory Entity of which they are a member.
 - (ii) The State or Territory Entity collects the subscription as agent for the Association and will remit the amount collected to the Association within 60 days.
 - (e) If the Association has not received subscriptions in relation to an Ordinary Member for 90 days, the Board of the Association:
 - (i) will give the Ordinary Member notice of that fact; and
 - (ii) if the subscription remains unpaid 21 days from the date of that notice, may declare that the Ordinary Member's membership forfeited.
- (b) Clause 6:4(a)(viii): Replace “clause 6.2(d)” with “clause 6.2”.

Resolution 3: Other reforms to clause 17 (Appointment and removal of Directors)

- (a) Clause 17.1(b)(iii): Replace the existing clause with the wording below:

one appointee from the geographic region represented by each of the State or Territory AMAs who meets all the following criteria:

- (A) they are appointed by the applicable State or Territory AMA in accordance with clause 17.4;
- (B) they are a member of that State or Territory AMA; and
- (C) the Board is satisfied that they have the skills and experience appropriate to be a Director of the Association; and

- (b) Clause 17.1(b)(iv): Replace the existing clause with the wording below:

one appointee from and appointed by the doctors-in-training Practice Group in accordance with clause 17.4, who is also a member of that group and who the Board is satisfied has the skills and experience appropriate to be a Director of the Association.

- (c) Clause 17.6(b)(iv): Replace the existing clause with the wording below:

the appointee for the geographic area represented by a State or Territory AMA vacates their office, the relevant State or Territory AMA may recommend a person for appointment to fill the vacancy and, where a person is recommended who meets the requirements in clause 17.1(b)(iii), that person will be appointed by the Board.

- (d) Delete clause 17.8(b)(vi) and renumber the remaining paragraphs.

Resolution 4: Streamlining the process for circular resolutions

Replace existing clause 26 with the wording below:

26. Circular resolutions

- (a) The Directors may pass a resolution without a Board meeting if either:
 - (i) all the Directors entitled to vote on the resolution have agreed to the resolution; or
 - (ii) all of the following conditions are satisfied:
 - (A) the Directors have been given at least 7 calendar days to consider the resolution;
 - (B) during that time no Director has requested that the Secretary call a Board meeting to consider the resolution;
 - (C) the President or Vice President has voted on the resolution;
 - (D) at least 70% of the Board of Directors have voted on the resolution; and
 - (E) at least 60% of the Board of Directors have voted in favour of the resolution.
- (b) If a resolution is taken to have been passed in accordance with this clause 26, the minutes must record that fact and the date when the resolution was passed.
- (c) This clause 26 applies to meetings of Board committees as if all members of the committee were Directors.
- (d) Any resolution referred to in this clause 26 must be provided to every Director who is entitled to vote on the resolution.
- (e) A person may indicate their agreement to a resolution by any method that:
 - (i) identifies the person and indicates the person's intention in respect of the resolution; and
 - (ii) was either:
 - (A) as reliable as appropriate for the purpose for which the information was recorded, in light of all the circumstances, including any relevant agreement; or
 - (B) proven in fact to have fulfilled the functions described in clause 26(e)(i), by itself or together with further evidence.

Resolution 5: Reforms to the membership of Federal Council

- (a) Clause 28.2(a): Add after the words “The Members of the Federal Council are:
the Chair of Federal Council (appointed in accordance with the by laws plus
- (b) Clause 28.2(c): Replace the existing wording with:
A member of the Federal Council will be ineligible for reappointment after serving three consecutive terms in office in the same representative role, exclusive of any membership of the Federal Council:
 - (i) as a result of being a member of the Board; or
 - (ii) to fill a casual vacancy.
- (c) Clause 28.3: Add a new clause 28.3(d):
If a representative of a State or Territory AMA is appointed as Chair of Federal Council, the State or Territory AMA may nominate another appointee to Federal Council.
- (d) Clause 28.4: Delete paragraph (b) and renumber the remaining paragraphs.
- (e) Clause 28.4(c): Replace “only three nominations” with “three or less nominations”.
- (f) Clause 28.5: Add a new clause 28.5(e):
If a representative of a Specialty or Practice Group is appointed as Chair of Federal Council, the Speciality or Practice Group may nominate another appointee to Federal Council.
- (g) Clause 28.8(a): Replace “No later than two weeks before each National Conference” with “At National Conference”.
- (h) Clause 28.9(a): Replace “No later than two weeks before each National Conference” with “At National Conference”.