

AMA(SA) RULES



SOUTH AUSTRALIA

**AUSTRALIAN MEDICAL ASSOCIATION (SOUTH
AUSTRALIA) INCORPORATED**
RULES

(Substituted for the then existing rules by resolution of a General Meeting
held on the 6 September 2012)

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PART 1. GENERAL

1. REPEAL AND TRANSITION:

1.1 All rules in force as on 6 September 2012 (the previous rules) are hereby repealed and on and from that date these present rules shall come into force in substitution for and to the exclusion of all the then existing rules provided however that office bearers and members of Council shall remain in office and shall carry out the duties of the Board and the Council as set out in these rules until the first appointment of Board members and shall carry out the duties of the Council and Board as set out in these rules.

2. NAME:

The name of the Association is "**Australian Medical Association (South Australia) Incorporated**", effective from 1 January 2000.

DEFINITIONS:

3. In these rules unless the contrary intention appears:

"**The Act**" means the Association's Incorporation Act 1985.

"**The Executive Board**" means the Board of Management appointed by Council under these rules and whose powers and duties are defined by these rules

"**Council**" means the Council of the Association, elected under these rules and whose powers and duties are defined by these rules.

"**Craft Group**" means a group representing medical practitioners which has been prescribed as a craft group by the Council and is constituted by medical practitioners in the same or similar areas of practice.

"**Special Interest Group**" means a group representing medical practitioners which has been prescribed as a special interest group by the Council and is constituted by medical practitioners with the same or similar areas of interest.

"**Federal AMA**" means the Australian Medical Association, incorporated in the Australian Capital Territory.

"**Medical Practitioner**" means a person eligible for registration as a medical practitioner in Australia or a retired medical practitioner who was previously registered and ceased registration voluntarily and in good professional standing.

"**Meeting**" means a general meeting of members of the Association convened in accordance with these rules.

"**Member**" means a member of the Association.

"**Regional Group**" means a geographical region prescribed by Council from which members are to be elected to Council.

"**The Regulations**" means the Regulations under the Act.

Words importing the singular numbers only include the plural number and words importing the plural number include the singular.

Words importing the masculine gender include the feminine.

4. AFFILIATION:

4.1 The Association is a recognized branch of the Federal AMA in accordance with the Memorandum and Articles of Association of the Federal AMA.

4.2 The Association's rules shall not conflict with the Memorandum and Articles of Association of the Federal AMA.

5. OBJECTS & POWERS:

5.1 The purpose of the Association is to form an association of medical practitioners in South Australia to promote the medical and allied sciences, to maintain the honour and interests of the medical profession and to promote and maintain the highest standards of medical practice.

5.2 The objects of the Association are:

5.2.1 To promote the highest standard of medical practice.

5.2.2 To promote the medical and allied sciences.

5.2.3 To maintain the honour and interests of the medical profession.

5.2.4 To promote and encourage membership by all medical practitioners in South Australia.

5.2.5 To ensure all members honour the ethical standards of the profession.

5.2.6 To facilitate communication between the Association, the Council, the Federal AMA and the members.

5.3 For the purpose of carrying out its objects the Association may;

5.3.1 Acquire hold deal with and dispose of any real or personal property;

5.3.2 Administer any property on trust

5.3.3 Open and operate bank accounts

5.3.4 Invest its moneys;

(a) In any security in which trust moneys may by Act of Parliament be vested;

or

- (b) In any other manner authorised by the rules of the Association
- 5.3.5 Raise finance and borrow money upon such terms and conditions as the Association thinks fit
- 5.3.6 Give such security by way of mortgage or otherwise for the discharge of liabilities incurred by the Association as the Association thinks fit
- 5.3.7 Appoint agents to transact any business with the Association on its behalf.
- 5.3.8 Enter into any contract it considers necessary or desirable.
- 5.3.9 Grant sums of money out of the funds of the branch for the promotion of the medical and allied sciences in such manner as may from time to time be determined.
- 5.3.10 Do such other things as are necessary or desirable to carry out its objects.

PART 2.

6. MEMBERSHIP:

- 6.1 The Association will have five (5) classes of membership:
 - (a) ordinary;
 - (b) life;
 - (c) extraordinary;
 - (d) medical student associate members;
 - (e) associate members
- 6.2 No person may apply for membership of the Association if that person is a member of another branch of the Federal AMA.

7. ORDINARY MEMBERS:

- 7.1 Ordinary members of the Association must be admitted by the Council.
- 7.2 An ordinary member must be a medical practitioner
- 7.3 An ordinary member must apply to the Association for membership in the manner prescribed by the Council
- 7.4 An ordinary member will be bound by the rules and by-laws of the Association.

8. LIFE MEMBERS;

- 8.1 The Association at a General Meeting may admit a member as a life member
- 8.2 A member is eligible for life membership if that member is eligible to be an ordinary member and either:
 - 8.2.1 Has given extraordinary service to the medical profession or the Association: or
 - 8.2.2 Has been an ordinary member of the Association or other branches of the Federal AMA or the British Medical Association for an aggregate period of 50 years.
- 8.3. A life member will not be required to pay any subscription to the Association save and except that the life member must pay to the Association the amount of any subscription or levy payable for the life members' membership of the Federal AMA.
- 8.4 Except as provided in sub-rule 8.3 hereof a life member has all the rights and obligations of an ordinary member.

9. EXTRAORDINARY MEMBERS;

- 9.1 Extraordinary members of the Association may be admitted by the Council
- 9.2 An extraordinary member must be:-
 - 9.2.1 An associate member, an overseas member, honorary or extraordinary member of the Federal AMA
 - 9.2.2 Primarily resident in South Australia
- 9.3 Extraordinary members will have such rights and obligations of membership as may be determined by or in accordance with the by-laws of the Association or failing any by-law, in accordance with the determination of the Council except that an extraordinary member will not be eligible to hold office or to vote as a member of the Association.

10. MEDICAL STUDENT ASSOCIATE MEMBERS;

- 10.1 Student members may be admitted by the Council
- 10.2 Student members must be students studying their primary medical degree at a prescribed level in a prescribed medical degree course as defined by the By-Laws of the Association.
- 10.3 Student members will not be required to pay subscriptions;
- 10.4 Student members will not be entitled to receive notices of general meetings or to vote;
- 10.5 Student members may not be the President, Vice President or Member of the Executive Board.

11. ASSOCIATE MEMBERS:

- 11.1 Associate Members may be admitted by the Council;
- 11.2 Associate Members must:-
 - 11.2.1 be a holder of a recognised overseas medical degree;
 - 11.2.2 be eligible for registration in their Country of origin;
 - 11.2.3 be actively pursuing all necessary steps to satisfy the requirements for registration as a Medical Practitioner in Australia.
- 11.3 Associate Members will not be entitled to hold office or vote.

12. RESIGNATIONS:

- 12.1 A member may resign from membership of the Association by written notice thereof to the Public Officer of the Association but any resignation must be accepted by the Council before becoming effective. Any member so resigning will be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

13. EXPULSION:

- 13.1 If a member commits a breach of these Articles or the By-Laws, or is guilty of dishonourable practices or conduct, derogatory to the medical profession, or conduct which is not in the vested interests of the association or its members, the council may in its absolute discretion resolve to terminate the membership of such a Member.
- 13.2 The council may not so resolve except at a meeting of which the member concerned has been given at least 30 days notice in writing specifying the grounds upon which his or her membership of the Association may be terminated. At such meeting, the member is entitled to be present and either in person or by their legal representative, to put oral or written submissions to the council.
- 13.3 The Council may prescribe by by-law or otherwise the procedures under which any such enquiry must be conducted. The enquiry must give full recognition to the rules of natural justice.
- 13.4 A member may appeal to the Association in General Meeting against the decision of the Council to expel him. The intention to appeal must be given in writing to the Public Officer of the Association within fourteen (14) days after the member has been notified of the Council's decision.
- 13.5 In the event of an appeal the appellant will remain a member unless and until the

decision of the Council is upheld by members of the Association in General Meeting at which meeting the appellant will be entitled to be heard. In the event of the Council's decision being upheld membership will be terminated at the date of the said meeting.

14. REGISTER OF MEMBERS:

- 14.1 A register of members must be kept by the Association in such form and in such manner as the Council determines.
- 14.2 Members must supply all such information as is required by the Council for the purpose of maintaining the register and notify any changes of such information to the Association.
- 14.3 The register of members will be available to be inspected by any member but will not be open to the public.

15. CRAFT GROUPS:

- 15.1 Members may be members of a craft group.
- 15.2 The Council may amalgamate subdivide and modify such craft groups.
- 15.3 A member may only be elected to Council as a representative of one craft group.

16. REGIONAL GROUPS:

- 16.1 The Council may from time to time determine recognise and declare by resolution the regions from which members are to be elected to Council.
- 16.2 The practice address of the member in the branch records will determine the region he or she is entitled to represent if elected to Council as a representative of a Regional Group.

17. THE COUNCIL:

- 17.1 The affairs relating to issues affecting members of the Association and public policy. of the Association will be controlled by the Council.
- 17.2 The Council will be comprised of:
 - (1) The President, elected by all members eligible to vote.
 - (2) The Vice-President, elected by all members eligible to vote.
 - (3) eight (8) ordinary members, elected by all members eligible to vote, four (4) of whom must be members of the craft group of general practitioners.
 - (4) One representative from each recognised craft group and special interest group

- elected by the members of that craft group and special interest group
- (5) One representative from each regional group, elected by the members of that regional group,
 - (6) A salaried Medical Officer, elected by those members in the membership category of 'Salaried Medical Officer',
 - (7) One student representative nominated by the Medical Students' Associations of each medical school in South Australia, (non-voting)
 - (8) The Immediate Past President (ex-officio)
 - (9) Any Association member being a member of the Council of the Federal AMA (hereinafter called a Federal Councillor) (ex officio)

18. ELECTION TO COUNCIL

- 18.1 There must be an annual election for the appointment of members of Council.
- 18.2 The Council may prescribe by by-law procedures for the election of members to Council provided however that:
 - 18.2.1 Nominations for candidates are to be called by notice to all members at least twenty one days prior to the closing date of nominations.
 - 18.2.2 Nominations must be in writing signed by two members as proposers and by the accepting nominee candidate
 - 18.2.3 Notice of all persons seeking election to the Council must be given to all members of the Association.
 - 18.2.4 The voting must be by postal ballot and must be concluded at least seven days prior to the Annual General Meeting.
 - 18.2.5 The candidates receiving the highest number of votes will be elected, except for the election of the eight (8) ordinary members.
 - 18.2.6 In the case of the eight (8) ordinary members, four (4) must be members of the craft group of general practitioners who receive the highest number of votes and the remaining four (4) must be members of other craft groups.

19. ELIGIBILITY & TENURE

- 19.1 All candidates for election to Council must be members of the Association.
- 19.2 The President and Vice President will be elected biennially in the absence of any nomination after the first year of elected office.
- 19.3 No person may hold the office of either President or Vice President for a continuous

period of more than three years.

- 19.4 A candidate for the office of President must have served not less than 12 months as a member of Council prior to assuming office as President.
- 19.5 The eight (8) ordinary members and the Regional Representatives will be elected biennially in the even numbered calendar years.
- 19.6 four (4) of the eight (8) ordinary members must be members of the General Practitioners Craft Group.
- 19.7 The Craft Group representatives will be elected biennially in the odd numbered calendar year.
- 19.8 Candidates for election as the representative of a region or craft group must be a member of that region or craft group and must be proposed by members of that region or craft group.
- 19.9 The Salaried Medical Officer Representative will be elected biennially in the odd numbered calendar years.
- 19.10 No person may serve as an ordinary member of Council or as a regional, craft or special interest group on Council for more than three consecutive two-year terms.
- 19.11 The Student Representatives will be appointed annually by the Medical Student bodies of South Australia in such manner as may be approved by the Council.
- 19.12 The Immediate Past President will hold office, ex officio, for the duration of tenure of the President who replaced him.
- 19.13 Any Federal Councillor will hold office (ex officio) for the period of appointment as a Federal Councillor

20. DEPUTIES TO COUNCIL:

- 20.1 The Council may appoint a person to be deputy of a member of Council and the deputy may, in the absence of that member, act as a member of Council
- 20.2 The requirements of these rules for eligibility and tenure in relation to the election of a member will also apply to the appointment of that member's deputy

21. DUTIES OF COUNCIL:

It is the duty of the Council:

- 21.1 To carry out the purpose and objects of the Association as laid down by the Members in Accordance with these Rules, statute, and the Constitution of the Federal AMA and to preserve, maintain, promote and advance the interest of Members.

22. POWERS OF THE COUNCIL:

The Council is empowered to:

- 22.1 Determine questions and matters of policy of the Association
- 22.2 Make and/or adopt by-laws or policy and procedures governing its own affairs in carrying out its objects. Such by-laws made from time to time may be added to, amended, altered or repealed by Council.
- 22.3 Make and/or adopt by-laws and/or policy and procedures governing the ethical and/or professional conduct of individual members of the Association.
- 22.4 Make and/or adopt by-laws and/or policy and procedures governing complaints regarding the ethical and/or professional conduct of individual members of the Association
- 22.5 Exclusively represent and where deemed necessary make statements of the policies of the Association to the State Government.
- 22.6 Appoint the Executive Board of Management, and fix the terms of appointment and remuneration of Executive Board members.
- 22.7 Remove any Executive Board Member where Council considers reasonable grounds exist to do so.

23. MEETINGS OF COUNCIL:

- 23.1 The Council may appoint a chairman from its members to conduct its meetings at its first meeting following the Annual General Meeting.
 - 23.1.1 The President has the right to request the role of chairman and on making such a request must be appointed Chairman.
 - 23.1.2 In the event that the President does not request the role of Chairman then the Chairman will be elected for a period to be determined by Council by the vote of Council members present at the meeting and if an equal vote then selection will be decided by the President's casting vote.
- 23.2 A Student Representative may not hold the office of Chairman.
- 23.3 The Chairman will preside at each meeting of the Council but if the Chairman is absent from a meeting then the members present may elect a chairman of the meeting from their number.
- 23.4 The Council may hold its meetings at such time and place as the Council from time to time decides and as many meetings as it deems necessary but not less than four meetings per annum.

- 23.5 All meetings of the Council are to be notified to all members and notice must be given by notice in the Association's newsletter.
- 23.6 Meetings of Council may be attended by Members. However, the Council may resolve to exclude any member(s) from their meetings upon grounds prescribed by Council.
- 23.7 A member of Council having a pecuniary interest in a contract with the Association must disclose that interest to Council as required by the Act, and may not take part in the discussion of, or vote with respect to that contract.
24. MEETING PROCEDURE:
- 24.1 The Council may adopt rules for the conduct of its meetings but in the absence of such rules, must conduct their business within the standard conduct of meeting practices recognised in the community, providing that all business is recorded.
- 24.2 No business of the Council can be transacted at a meeting unless there is a quorum present during the whole time the business is being transacted. A quorum consists of at least one half of the members plus at least one office bearer.
25. CONDUCT CODE:
- 25.1 The Council may develop its own code of conduct for members of Council and may determine its own procedure for censuring a member who knowingly or repeatedly offends against the Code of Conduct.
- 25.2 If any member of Council fails to attend three (3) consecutive meetings without the leave of Council his or her office or position may be declared vacant.
26. COMMITTEES:
- 26.1 The Council may elect committees.
- 26.2 The President and Vice-President must be ex-officio members of every committee of the Council.
- 26.3 Each committee may adopt rules for the conduct of its meetings provided that such rules are not inconsistent with these rules or the by-laws of the Council.
27. PUBLIC STATEMENTS:
- 27.1 The President will, except as hereinafter provided, be the sole spokesman for the Association and will be responsible for the release of information regarding the Association's activities and policies.

- 27.2 Should the President be absent or unable to act as spokesman, then the Vice President may so act. In the absence or inability of the Vice President, Council may nominate a spokesman.
- 27.3 The President, or Vice President acting on his behalf, may delegate another member of the Association to act as spokesman on a particular matter.

28. ANNUAL GENERAL MEETING:

- 28.1 There must be an Annual General Meeting of the Association held once in every year at such time and place as may be fixed by Council and if no time is so fixed it shall be held on the last Saturday of June in every year provided that the Council may not fix a date more than fifteen months after the holding of the last preceding Annual General Meeting.
- 28.2 The President will be chairman of the Annual General Meeting
- 28.3 The business will be to consider and to do all matters and things as herein required to be done and must include the following:
- 28.3.1 The reception, discussion and consideration of the accounts, balance sheets and reports of the Board, including the report of the Auditor.
- 28.3.2 The declaration by the outgoing President of the result of the elections held for Council Members, President and Vice President.
- 28.3.3 The appointment of Auditors.
- 28.3.4 The transaction of any other business as may be included in the notice convening the Annual General Meeting or as the President may in his absolute discretion consider fit for transaction without notice.
- 28.3.5 The President may adjourn the meeting to such time and date as may be appropriate.

29. SPECIAL GENERAL MEETING:

- 29.1 A Special General Meeting may be called by Council. The business of such a Special General Meeting must be stated in the notice of the meeting.
- 29.2 Any fifty or more members may by notice in writing to the Public Officer request a Members Special General Meeting to be called for the purpose or purposes stated in the notice and in compliance with these rules. On receipt of such notice, the Public Officer must advise Council and proceed to convene a meeting no later than thirty days after

receipt of the notice. Such a meeting is referred to as a Members Special General Meeting.

29.3 Only the business stated in the notice of the meeting may be transacted at a Special General Meeting.

29.4 The President or his nominee will be the Chairman of the Special General Meeting.

30. PROCEDURE FOR GENERAL MEETINGS:

30.1 Fourteen (14) days notice of the holding of an Annual General Meeting or Special General Meeting must be given specifying the time, place, date and the general nature of the business to be transacted provided that the non-receipt or accidental omission of notice to a member or members will not invalidate the proceedings or any decisions made at a Special General Meeting.

30.2 Quorum:

30.2.1 The number of members required for a quorum at the Annual General Meeting and any Special General Meeting is 25.

30.2.2 In the case of the Annual General Meeting or any Special General Meeting if a quorum is not present within thirty minutes after the time appointed for the meeting the President may adjourn the meeting to another date, time and place (not more than 100km from the original meeting place) and give seven days written notice thereof to the members. If twenty five members are not present within 30 minutes of the adjourned time of the meeting then those present will constitute a quorum for the meeting.

30.2.3 In the case of a Members Special General Meeting the meeting will be dissolved if no quorum is present personally at the meeting within thirty minutes after the time appointed for the meeting.

30.3 Voting:

30.3.1 Every question submitted to a meeting may be decided by a two thirds majority of those present with a show of hands.

30.3.2 The President's declaration of the vote will be conclusive evidence of that fact unless a motion is passed by the meeting demanding a poll of members present.

30.3.3 If a poll is demanded it may be taken in such manner as the Chairman directs.

30.3.4 All voting and polls will be of every member present at the meeting, and no proxies will be allowed.

31. OTHER BODIES:

31.1 The Council or Branch may from time to time elect or appoint any member or members to represent it on any Medical Association including the Federal AMA, or any other organisations and professional bodies upon such terms and conditions as the Council may think fit.

32. CASUAL VACANCIES ON COUNCIL:

32.1 Any casual vacancy on the Council save the position of Immediate Past President may be filled by the appointment by the Council of the deputy of the member as the member. In the event that a deputy has not been appointed then the Council must appoint a new member. The appointed member will hold the office of the Casual vacancy for the same term as the original holder.

32.2 The President's office, on becoming vacant must be offered to the Vice-President. In the event that the Vice-President does not take office the members of Council may elect a new President to hold office until the next election of Council.

32.3 Should the Vice-President office become vacant the Council may elect one of its members to act in the capacity of Vice-President until the next election of Council.

33. THE EXECUTIVE BOARD OF MANAGEMENT:

33.1 The affairs of the Association that relate directly to the internal corporate governance of the Association and as may be prescribed in the by-laws shall be managed by the Executive Board of Management ("the Executive Board"). The Executive Board may exercise any powers and authorities conferred by these rules and do all such things as are within the objects of the Association and are not by the Act or by these rules required to be done by the Council or the Association in General Meeting.

33.2 The Executive Board will have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act, and may delegate any of its powers to such officers and employees except the power of delegation.

33.3 The Executive Board will be comprised of:

- (1) The President of Council,
- (2) The Vice-President of Council,
- (3) Three persons, appointed by Council, who must be Members
- (4) Two persons, appointed by Council, who may or may not be Members

34 ELIGIBILITY & TENURE OF THE EXECUTIVE BOARD:

- 34.1 The President and Vice President hold office as Executive Board members for the period they hold their respective office on Council.
- 34.2 Three members may be appointed by the Council for a term of up to 3 years and must be Members during the term of their appointment.
- 34.3 Two members who may or may not be Members may be appointed by the Council for a term of up to 3 years
- 34.4 All Executive Board members will be appointed by the council for a total of no more than 10 consecutive years unless by special resolution of the Council

35 DUTIES OF THE EXECUTIVE BOARD:

It will be the duty of the Executive Board:

- 35.1 To carry out the duties of the Association as laid down by the Council and the Members in Accordance with these Rules, inclusive of 5.3 above, statute, and the Constitution of the Federal AMA and to promote the purpose and objects of the Association.
- 35.2 To set entrance fees and subscription levels for Members by class
- 35.3 To maintain such accounting records as are necessary to correctly record or explain the financial transactions and financial position of the Association.
- 35.4 To have the accounts examined and reported on by an independent auditor
- 35.5 To have prepared an annual estimate of probable income and expenditure.
- 35.6 To report to Council as Council directs, and to report to the members annually
- 35.7 To provide to Council copies of all minutes of meetings of the Board and any sub-committee thereof
- 35.8 To preserve, promote and advance the interests of members at all times

36 POWERS OF THE EXECUTIVE BOARD:

The Executive Board is empowered to:

- 36.1 Perform all such acts and things as appear to it to be necessary for the proper management and conduct of the affairs of the Association that relate directly to the internal corporate governance of the Association and as may be prescribed in the by-laws The Board may not make capital expenditure of an amount exceeding \$250,000 or enter into any agreement to borrow or guarantee moneys in excess of \$250,000 without the prior approval of the Council.

- 36.2 Delegate as deemed appropriate the power of directing the business of the Association's office and other operations necessary to ensure the effective governance of the Association to the Chief Executive Officer.
- 36.3 Delegate all or any other of its powers to any committee formed by the Executive Board.
- 36.4 Institute conduct and defend legal proceedings, both civil and criminal.
- 36.5 Make calls upon members or any class thereof to pay subscriptions or special dues.
- 36.6 Do all things provided in the Associations' objectives.

37 MEETINGS OF THE EXECUTIVE BOARD:

- 37.1 The Executive Board may appoint a chairman from its members to conduct its meetings at its first meeting following the Annual General Meeting.
- 37.2 The Chairman will be elected by the Executive Board for the period up to the first board meeting following the next Annual General Meeting.
- 37.3 The Chairman will preside at each meeting of the Executive Board but if the Chairman is absent from a meeting then the members present may elect a chairman of the meeting from their number.
- 37.4 The Executive Board may hold its meetings at such time and place as the Board from time to time decides and as many meetings as it deems necessary but not less than six meetings per annum.
- 37.5 A member of the Executive Board having a pecuniary interest in a contract with the Association must disclose that interest to the Executive Board as required by the Act, and may not take part in the discussion of, or vote with respect to that contract.

38. MEETING PROCEDURE EXECUTIVE BOARD:

- 38.1 The Executive Board may adopt rules for the conduct of its meetings but in the absence of such rules, must conduct their business within the standard conduct of meeting practices recognised in the community, providing that all business is recorded.
- 38.2 No business of the Executive Board can be transacted at a meeting unless there is a quorum present during the whole time the business is being transacted. A quorum will comprise of one half of the members of the Executive Board plus either the President or the Vice President.

39 CONDUCT CODE EXECUTIVE BOARD:

39.1 The Executive Board may develop its own code of conduct for members of the Executive Board and may determine its own procedure for censuring a member who knowingly or repeatedly offends against the Code of Conduct.

39.2 If any member of the Executive Board fails to attend three (3) consecutive meetings without the leave of the Executive Board his or her position may be declared vacant and the Executive Board may request Council to appoint a replacement for that former member.

40. COMMON SEAL:

40.1 The Association will have a Common Seal

40.2 The Executive Board may from time to time appoint one or more members of the Executive Board to use the Common Seal (hereinafter called the Seal Holders)

40.3 The Common Seal may only be affixed with the express authority of the Executive Board and every use of the Common Seal must be recorded in the minutes of the Executive Board. The affixing of the Common Seal must be witnessed by a Seal Holder.

41. INDEMNITY:

41.1 Every member of Council, the Executive Board and the Chief Executive Officer will be indemnified out of the funds of the Association against any liability arising out of or in the course of the performance of his or her duties as required and authorised by the Council or the Executive Board or any Committee thereof.

42 WINDING UP:

42.1 The Association may be wound up by resolution passed by a majority of not less than two-thirds of the members present at a Special General Meeting of which not less than twenty-one days notice in writing signifying the intention to propose the winding up resolution has been given to the members provided that:

42.1.1 The Quorum of such a meeting will be one half of the members of the Association.

42.1.2 Notice must have been given to the Federal AMA.

42.1.3 The proposal must have been previously approved by Council.

- 42.2 On winding up the Association must apply its assets in the following sequence:
- 42.2.1 Payment of its liabilities including the expense of winding up.
 - 42.2.2 Payment of asset surplus to such other Medical Associations as may be determined and directed by the Council or the Special Meeting at which the winding up resolution is passed and in default of any such direction or resolution to the Federal AMA.

43. MINUTES:

- 43.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Council and the Executive Board must be entered within one month after the relevant meeting in minute books kept for the purpose.
- 43.2 The minutes kept pursuant to this rule must be signed by the Chairman of the meeting of which the proceedings took place or by the Chairman of the next succeeding meeting.
- 43.3 Minutes entered and signed will be accepted as a correct record of the business conducted and decisions taken at such meetings in the absence of any evidence being provided to the contrary.

44. AFFILIATED ASSOCIATIONS OF MEMBERS:

- 44.1 Local associations of members of the Association formed with the object of promoting the medical interests of their members may be affiliated to the Association.
- 44.2 Any association with a membership the full members of which are Medical Practitioners and which is considered by the Council to have objects compatible with those of the Association may with the consent of the Council be affiliated to the Association.

45. BY-LAWS:

- 45.1 By-Laws made by the Council or amendments thereof must be placed by the Council before the next General Meeting of the Association and at such meeting two thirds (2/3) of the members present and voting thereon may disallow or modify any such by-law but subject to such disallowance or modification the by-law will be valid and effective from the date the Council made the same. In the event of any such disallowance or modification every act or thing done or suffered thereunder or omitted by reason thereof prior to such disallowance or modification will be deemed valid and effectual.

46. ALTERATION OF RULES:

46.1 These Rules may be altered, amended repealed or replaced by resolution of Members

46.2 All proposed amendments to the rules must be:

46.2.1 Approved by Council.

46.2.2 Distributed to the Members by Council not less than twenty-one days before the Annual General Meeting or Special General Meeting at which time they are to be voted upon.

46.2.3 Approved by a majority of two-thirds of Members voting at the Annual General Meeting or Special General Meeting at which the resolution has been put.