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**EXPLANATORY STATEMENT TO ACCOMPANY RECOMMENDED
CHANGES TO THE AMA VICTORIA CONSTITUTION AND
THE MEDICAL SOCIETY OF VICTORIA CONSTITUTION**

Dear Member,

This is an Explanatory Statement to accompany the Notice of Annual General Meeting of the Australian Medical Association (Victoria) Ltd (**'AMAV'**) and Medical Society of Victoria Inc (**'MSV'**) to be held electronically on Tuesday 25 May 2021. This Statement outlines the key recommended changes to the Constitutions of AMAV and MSV (**'Constitutions'**) which are proposed for your approval.

Apart from formatting changes which do not alter the meaning of any provisions, all other changes are marked up in the accompanying track changes copies of the Constitutions.

Background to Changes

Members will recall that they approved significant changes to the Constitutions at a Special General Meeting on 15 May 2019, and also at a Special General Meeting on 10 November 2020. These included:

- Reducing the size of the Board and adding a gender quota;
- Clarifying the new policy role and function and expanded representation of the Council;
- Enabling information technology (virtual) conduct of meetings and elections;
- Permitting larger subdivisions to have greater representation (by capping representative votes of each representation to 250);
- Improving input and representation for General Practitioners and vocational groups through a new subdivision structure.

Summary of Changes:

The proposed further changes are not as substantial, but rather consolidate and build on these recent changes, and also reflect further decisions made by the Board, supported by Council, since the 2019 and 2020 Special General Meetings. Importantly, the Regulations and By Laws require extensive revision following the 2019 and 2020 changes and implementing these changes to the Constitutions will then enable that process to be undertaken.

The changes may be categorised as follows (numbers refer to the AMAV Constitution and the corresponding articles of the MSV Constitution):

Two new Objects:

1. That a new Object, namely *“To proactively strive to ensure, whenever possible, gender equality throughout the Company.”*, be inserted as Object 3(7) of the currently published Constitution, with serial consequential Object identification amendment.

The purpose of this Object is to elevate the principle into the Objects of the AMAV.

2. That a new Object, namely *“To maintain, restore, archive and display documents and objects, preserving for posterity the historical heritage of the organisation since its inception.”*, be inserted as Object 3(16) of the currently published Constitution, with serial consequential Object identification amendment.

The purpose of this Object is to permit the Board to be on firm footings when it undertakes expenditure to maintain, restore, archive and display the historical heritage of AMAV.

Article Amendments:

1. That a new Article 16 be added to read “Retired Members are Ordinary Members. A reference to Ordinary Members elsewhere in this Constitution includes Retired Members.”.

The recommended amendment is to clarify the rights of Retired Members.

2. That Article 46 be amended by the addition of the words “and medical students” immediately after “medical practitioners” in Article 46(1), such that Article 46(1) shall read “Any medical body drawn from medical practitioners and medical students resident in Victoria may apply for recognition as an Affiliated Organisation.”.

The recommended amendment is to enable a medical body comprising medical students in addition to past medical practitioner organisations to apply to become an Affiliated Organisation, with potential to hold representation on Council to present their views in debate.

3. That Article 47 be amended with the addition of the words “and Associate” after “Ordinary” in Article 47(1) and (2), such that the new Article 47 reads “For the purposes of recognition of an Affiliated Organisation, a quota is the greater of: (1) 20 Ordinary and Associate Members of the Company; or (2) such number above 20 which is equal to 0.25 percent of the number of Ordinary and Associate Members of the Company.”.

The recommended amendment permits a combination of Ordinary and Associate members (some of whom now possess voting rights) to combine to apply for recognition as an Affiliated Organisation.

4. That Article 52(3) be amended to alter the word “the” to “a”, such that the new Article 52(3) reads “The society must be recognised by an Australian University conducting a medical course in Victoria as a body representing the Victorian Medical Student body at that University.”.

The recommended amendment permits that there may be from time to time an umbrella representative organisation for medical students, such that more than one representative from an accredited medical school is present on Council.

5. That Article 59 be amended to substitute “twenty-eight (28)” for “forty-two (42)”, such that the first sentence reads “ The period of notice for the Annual General Meeting of the Company is twenty-eight (28) days.”.

The recommended amendment brings the Constitution into line with the Corporations Act.

6. That Article 79(1) be amended by the deletion of the end words ‘according to Regulation’ and a new Article 79(2) be inserted to read “ For the purpose of qualifying as an Independent Member, a quota is the greater of (i) 200 Ordinary and Associate Members of the Company; or (ii) such number above 200 which is equal to 2.5 percent of the number of Ordinary and Associate Members of the Company.”.

The recommended amendment is for clarification, as well as correcting a typographical error circulated with explanatory memoranda with past Constitutional drafts.

7. That Article 104 of the AMA Victoria Constitution and the Articles of Association Medical Society of Victoria be amended by the addition of the words “*and its Objects after consultation with Council*” immediately prior to the full stop, so that it reads “The Board may, by resolution, by at least half of the Directors in Office, make Regulations and By Laws to give effect to this Constitution and its Objects after consultation with Council.”.

The inclusion of the words “after Consultation with Council” is to enable the difficult juxtaposition of the demands of the Corporations Act, in which the Board carries sole responsibility for the company, with the requirements of a membership organisation which has a different onus which is not contemplated by the Corporations Act. The intent is for full and frank discussion at Council by a cross section of members’ representatives, such that the Board is in no doubt of the wish of the membership.

8. That Article 105(5) of the AMA Victoria Constitution and the Articles of Association Medical Society of Victoria be amended by the addition of the words “*Consistent with Article 3(7) of this Constitution,* “ immediately before the current words, so that Article 105(5) reads “Consistent with Article 3(7) of this Constitution, a minimum of three (3) Directors who are women and a minimum of three (3) Directors who are men.”.

This recommended amendment is to align with the insertion of the new Object related to the importance to AMAV of its ambition to achieve gender balance on its decision-making Board. Should the recommended insertion of the new Object be unsuccessful, this recommended amendment would lapse as not relevant.

9. That Article 107 has the words “and the Chair of Council” added to the heading and in Article 107(1) after the word “Directors”, such that Article 107 reads “**Procedure for the Election of Directors and the Chair of the Council** (1) All Directors and the Chair of the Council are usually elected by the Councillors at the Annual Election Meeting preceding the Annual General Meeting or as otherwise provided in this Constitution in the event of filling a casual vacancy. (2) The procedure for the election of Directors is set out in the Regulations. (3) The election for each Director’s position is a separate election conducted in the following sequence: (i) President; (ii) Audit, Risk and Compliance Chair (alternate year to President); (iii) Directors without Portfolio; (iv) Vice President. (4) Only one (1) position will be elected at a time and sequence, such that there are seven (7) Directors, one of whom is President, one

of whom is Vice President, and one of whom is Chair of the Audit, Risk and Compliance Committee, and four (4) of whom are Directors Without Portfolio. (5) A Member may only hold one (1) Director's position at a time. (6) The chair of the Council is elected after the Directors for a one (1) year term.

This recommended amendment is to include the election for Chair of the Council in the election meeting process, and to reflect practice. For clarity, past explanatory memoranda have alluded to a proposed sub-Article 107(7) and a casual vacancy. Such amendment is no longer recommended and consideration falls to Article 107(2).

10. That Article 134 be replaced by a new Article 134 to read: **Board Resolution without a Meeting** (1) A resolution in writing and agreed to by the majority of the Directors is as effective as a resolution passed at a Board meeting duly convened and held. (2) The resolution may consist of several counterparts, each agreed to by one or more Directors. (3) The company may send a proposed resolution in writing to the Directors and for the purposes of this Article, a Director may agree to the resolution by affixing his or her signature, in original or electronic form or by reply email or other documentary means to that effect.

This recommended amendment simply brings a boilerplate solution for the twenty-first century into the Constitution for pragmatic operational management, and is commensurate with standard practice under the Corporations Act.

Previous Board-supported Initiatives following Council consultation

A number of these changes give effect to subsequent Board decisions including:

Medical Students' Council of Victoria Representation

Recognition of the Medical Students' Council of Victoria as an Affiliated Organisation (to enable it to be represented Council).

Membership Categories and Conjoint Membership with AMA National

The amendments make it clear that only Ordinary Members automatically receive conjoint membership of AMA National (and therefore that a mandated portion of their combined membership fee is paid to AMA National).

The Board is given the power to create different classes of membership and in particular, Associate Members and Other Members with different rights (including voting rights) and obligations, including classes that do not receive conjoint membership with AMA National.

Total permissible Term of the Council Chair

The addition of a total permissible term for the Council Chair (as is the case for the other positions).

Post Pandemic Practices

These changes facilitate practices which have developed and are expected to continue or which may become necessary or desirable in the future as a result of pandemic restrictions or to accommodate new workplace arrangements and new ways of "doing business" in the post-pandemic environment. The practices focus on solutions that do not require face-to-face meetings, leading to the ongoing likelihood of solely electronic and/or hybrid meetings, and comprise:

Virtual Meetings

Members approved the power to hold any meeting including General Meetings, Board meetings, Council meetings and Subdivision meetings by using information technology, provided the technology provides members who attend the meeting as a whole have a reasonable opportunity to participate in it (this is the condition set down in the *Corporations Act 2001 (Cth)* (**'Corporations Act'**) for general meetings held by technology) on 10 November 2020. Virtual meetings (which have no physical location) such as by Zoom, can now be conducted.

Elections and Ballots by Information Technology

Members approved the power to conduct any election or ballot by electronic or virtual means using information technology without the need for any meeting but complying as closely as possible with any other requirements for such election or ballot on 10 November 2020. This now *empowers* and *enables*, but does not require, any election or ballot to be conducted in this manner and then only on the recommendation of the Council and with the consent of the Board (which will depend on the circumstances at the time). Note that contested elections will be conducted serially for each position as announced and declared by the Returning Officer, noting the object of gender balance on the Board, Council and all committees and subdivision positions.

Circulating Board Resolutions

Making 'circulating' resolutions of the Board (passed without a meeting) which are already permitted under the Constitution easier to achieve, in line with governance practice in other companies.

Minor Drafting, Operational and Procedural Changes

There are some minor drafting points and operational and procedural issues raised subsequent to the 2019 Special General Meeting which have been clarified or corrected in the revised Constitution approval including:

Clarifying that consistent with the Council's and Board's revised functions and operational practice and in order to align with the Board's statutory corporate governance responsibilities under the Corporations Act, if the Board considers it appropriate, the Council may consider, advise on or make recommendations on Regulations and By Laws prior to their being made by the Board.

To give effect to the new gender quota on a procedural level, clarifying that an election for a director that would have the effect of breaching the gender quota would not proceed.

Clarifying the rights of Retired Members.

Clarifying that the quota to qualify as an Independent Member is the greater of 200 or 2.5% of Ordinary and Associate members and amending the quota for recognition of Affiliated Organisation to include Associate members (noting that some classes of Associate Members now having the right to vote).

Including the Council Chair in the director elections and the length of his or her term in office (currently in a transitional provision).

Aligning provisions to Corporations Act standards including the reduction of the Notice of Annual General Meeting down to 28 days which is the standard notice period for a public company.

Minor typographical, grammatical, formatting and other amendments that do not materially change the meaning or intent of the Constitution but improve consistency and facilitate easier process and procedure including:

Adding a standard document priority order for construction purposes.

Removing references to matters covered by the Regulations where the Regulations currently do not cover them (and there is no need to).

Medical Society of Victoria

As Members are aware, members of AMAV are also members of MSV. MSV has the same Board and Council as AMAV. This is useful, as MSV owns AMA House in Parkville. MSV has essentially the same Constitution as AMAV, except for the necessary changes which are required by law as a consequence of the former being an incorporated association and the latter being a company limited by guarantee.

Hence, in accordance with the practice of maintaining both Constitutions as a mirror of each other, the MSV Constitution will be updated in a similar manner to the approved changes to the AMAV Constitution.

Yours sincerely,



Steven Burrell
Chief Executive Officer
Australian Medical Association (Victoria) Ltd

**AUSTRALIAN MEDICAL
ASSOCIATION (VICTORIA) LTD**

Constitution

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Name of the Company, Definitions and Objects

1. Name of the Company

The name of the Company is Australian Medical Association (Victoria) Limited ("the Company").

2. Definitions

In this Constitution, unless a contrary intention appears:

"Annual ballot" means the ballot of Ordinary Members of the Company:

- (1) to exercise certain voting rights in the election of Councillors; and
- (2) to elect Independent Members of the Council;

"ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

"Board" means the Board of Directors of the Company;

"Chief Executive Officer" means a person who may be appointed to the role by the Board;

"Company" means Australian Medical Association (Victoria) Limited, ABN 43 064 447 678;

"Corporations Act" means the Corporations Act 2001 (Cth) as amended or re-enacted from time to time;

"Council" means the Council of the Company;

"Councillor" means an Ordinary Member who has been elected to the Council of the Company;

"Director" means an Ordinary Member who has been elected by Council to the Board;

"Doctor-in-Training" means an Ordinary Member who possesses provisional or general medical registration under the Registration Legislation, and is employed and generally training towards a specialist registration;

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

"Fellow" means a person who has been elected to Fellowship of the National AMA;

"General Meeting" means a meeting of the Company's Members;

"Hospital" means an institution providing medical, surgical and/or nursing care for sick or injured people located in Victoria;

"Member" means a subscribing person as defined under 'Members' below;

"Medical Student" means a person who is studying for the initial academic qualification which leads to registration as a provisionally registered medical practitioner;

"National AMA" means the Australian Medical Association Limited; ABN 37 008 426 793;

"Registration Legislation" means the relevant Act regulating the registration of medical practitioners in Victoria from time to time;

"Registration Authority" means a body empowered under the Registration Legislation to register, suspend or deregister medical practitioners;

"Replaceable Rules" means the replaceable rules applicable to a public Company under Section 135 of the Corporations Act;

"Retired" means withdrawn from an employed medical occupation;

"Section" means a Membership group with a particular or distinctive professional or other interest;

"Standing Orders" are the rules governing debate at Council;

"Subdivision" means an allocation to a Membership group of relative commonality by geographical area or Vocational type;

"Subscription" means the required payment prescribed for Membership entitlements to become available;

"University" means a tertiary educational institution which has a regulated course for the teaching and examination of Medical Students;

"Vocation" means a Member's employed occupation.

3. **Objects of the Company**

The objects of the Company are:

- (1) To promote, maintain, protect and advance the health of the people of Victoria;
- (2) To identify health issues affecting the people of Victoria and to propose, promote and advocate for actions to address those issues;
- (3) To advocate for improvements in medical facilities and services in Victoria including improvements in the funding, facilities and programs provided by government;
- (4) To take an active part in the promotion of health care programs for the benefit of the people of Victoria and to participate in the resolution of major social and community health issues;
- (5) To promote the science of medicine;
- (6) To promote best practice in medicine;

- (7) To proactively strive to ensure, whenever possible, gender equality throughout the Company.——
- (8) To circulate such information as may be thought desirable through or by means of a periodical journal which shall be the official journal of the Company, by other regular or occasional publications or circulars and on-line publications and content;
- (9) To collect and circulate statistics and other information relating to medical practice, health or health services or of relevance or interest to the medical profession and to decision makers in the area of health;
- (10) To act as the principal coordinating and negotiating body for the medical profession in Victoria and a forum for the medical profession at which consultation and communication takes place;
- (11) To promote, maintain, protect, advance and extend the honour and standing of the medical profession and the professional and academic independence of the Members of the profession;
- (12) To advance exemplary professional conduct and efficiency, to promote fair and honourable practice, to discourage or prevent malpractice or professional misconduct and to ensure the highest clinical, ethical and scientific standards in the delivery of health care to the community;
- (13) To consider, originate and promote improvements or alterations in the law relating to health, the practice of medicine and the medical profession, including petitioning the Parliament of the State of Victoria or of the Commonwealth (and the government departments thereof) and taking such other steps and proceedings as may be deemed expedient for carrying out this object;
- (14) To promote the unity of the medical profession between the various States and Territories of the Commonwealth of Australia and to enter into all such agreements and Memberships, and generally take, adopt and carry into effect all such steps, as are by law authorised or required for such purposes;
- (15) To consider, advise, and, if necessary, make recommendations on any subject connected with the appointments of legally qualified medical practitioners to public institutions, positions and services;
- (16) To maintain, restore, archive and display documents and objects, preserving for posterity the historical heritage of the Company since its inception;
- (17) To carry out such commercial or trading activities as are considered conducive to the achievement of the objects of the Company including by entering into arrangements or ventures where goods or services are provided to Members of the medical profession including arrangements which exploit the intellectual property of the Company, including the AMA Victoria name;
- (18) To become a Member of, subscribe to, affiliate with or enter into arrangements with any other organisation, whether incorporated or not,

having objects altogether or in part similar to those of the Company or intended to advance the objects of the Company;

(1719) For the purposes only of achieving the above objects, including by ensuring the maintenance of a strong and active Membership of the Company and the availability of financial resources to pursue those objects, provide services, advice, assistance and benefits to Members of the Company including:

- (i) providing advice and services to, and acting on behalf of, Members of the Company in matters relating to medical practice and medical services including commercial, legal, workplace and industrial relations matters; and
- (ii) providing courses of training, advice, welfare and support services and other benefits to Members of the Company to support them in their personal and professional lives,

but subject always to the adherence with, and preservation of, the not-for-profit and [if applicable](#) charitable status of the Company.

4. Powers

The Company has the legal capacity and the powers of an individual and a body corporate as specified in the Corporations Act, except the power to:

- (1) issue shares;
- (2) distribute any of the Company's property among the Members in kind or otherwise, other than as permitted by the Corporations Act.
- (3) do any act that is prohibited by a law of a State or Territory.

5. Restriction on use of income and assets

- (1) The income and property of the Company must only be used in promoting its objects, other than as permitted by the Corporations Act.
- (2) No portion of its income or assets may be distributed directly or indirectly among its Members.

6. ~~Replaceable Rules and Inconsistency~~ Construction and Interpretation

- (1) If any ~~of these rules are~~ provision of this Constitution is inconsistent with a provision of the Replaceable Rules, these rules will prevail to the extent of the inconsistency. To the extent that these rules do not modify or displace a Replaceable Rule, that Replaceable Rule applies.
- (2) If the Company is a registered charity, the ACNC Act will override any rules in this Constitution which are inconsistent with the ACNC Act.

(3) If there is any conflict between any provision of this Constitution and any document referred to in this Constitution, the prevailing order of priority shall be as follows:

(i) The Constitution;

(ii) The Replaceable Rules;

[\(iii\) The Regulations; then](#)

[\(iv\) The By-Laws.](#)

7. **The Corporations Act and the ACNC Act**

Despite any other provision in this Constitution, if:

- (1) the Corporations Act or the ACNC Act prohibits a thing being done, the thing may not be done;
- (2) the Corporations Act or the ACNC Act requires something to be done, authority is given for that thing; and
- (3) a provision of this Constitution is or becomes inconsistent with the Corporations Act or the ACNC Act, that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

8. **Non-profit**

- (1) The Company is a non-profit organisation and must not carry on business for the purpose of distributing profit to Members.
- (2) The income, property, profits and financial surplus of the Company, whenever derived, must be applied solely towards the promotion of the objects and purposes of the Company as set out in Article 3 and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits or otherwise to Members, except that nothing in this Constitution will prevent the payment in good faith of:
 - (i) remuneration to any officer or employee of the Company or to any Member in return for services actually rendered to the Company;
 - (ii) supply of goods or services to the Company in the ordinary course of business by a Member;
 - (iii) reasonable allowance and travelling expenses to Directors; or
 - (iv) making a payment to a Member in carrying out the Company's objects and purposes.

Members

9. **Members Qualification**

No person may be a Member unless that person:

- (1) ordinarily resides in Victoria;
- (2)
 - (i) is principally engaged in practice in Victoria under the Registration Legislation;
 - (ii) if Retired, ~~were~~ was at the time of retirement registered as a medical practitioner under the Registration Legislation;

- (iii) if a Medical Student Associate Member, is principally associated for the relevant tuition year with a Victorian campus of a University Medical School; or
 - (iv) if a Doctor-in-Training is employed in Victoria; and
- (3) has paid the relevant Subscription.

10. Company's Obligation to National AMA

- (1) The Company must pay any National AMA Subscription received by it to the National AMA.
- (2) Only Ordinary fee-paying Members are required to pay a Subscription to the National AMA.

11. The Members of the Company are divided into the following classes:

- (1) Ordinary Members;
- ~~(2) Associate Members;~~
- ~~(3) Other Members.~~

12. Membership Categories

- (1) Ordinary Members comprise:
 - (i) Registered medical practitioners under the Registration Legislation, who are:
 - (a) practicing; or
 - (b) non-practicing;
 - (ii) Retired Practitioners who:
 - (a) have Retired from medical practice; and
 - ~~(a)~~(b) _____ were at the time of retirement registered as a medical practitioner under the Registration Legislation;and
 - (iii) Honorary Members.

The Board:

 - (a) may elect Honorary Members from time to time; and
 - (b) must inform Council when it elects such Honorary Members.
- (2) Associate Members
 - (i) Student Associate Members:

Every Victorian Medical Student who is registered as a Medical Student under the Registration Legislation is eligible for admission as a Student Associate Member of the Company.

- (ii) Additional categories of Associate Membership.

Additional categories of Associate Membership may be prescribed by Regulation. Such Regulation shall set out:

- (a) who is eligible;
- (b) rights of members of that Classification including whether they may have voting rights; and
- (c) whether a Subscription is payable.

(3) Other Members

Additional categories of Other Members may be prescribed by Regulation. Such Regulation shall set out:

- (i) who is eligible;
- (ii) rights of members of that category- including whether they may have voting rights; and
- (iii) whether a Subscription is payable.

13. **Joint Membership**

On becoming an Ordinary Member, that Member also becomes a Member of:

- (1) the National AMA; and
- (2) where appropriate, any organisations with which the Company has an executed conjoint Membership agreement.

14. **Rights of Ordinary Members**

Ordinary Members are entitled to all the privileges of Membership. These include the right:

- (1) to attend, speak and vote at any forthcoming:
 - ~~(iii)~~(i) General Meetings of the Company;
 - ~~(iv)~~(ii) Election;
- (2) ~~after payment of Subscription;~~ to receive an official journal of the Company;
- (3) to vote for and elect Members of the Council;
- (4) to stand for election to the Council;
- (5) if, and only if, elected a Member of the Council, to vote for Members of the Board;
- (6) if, and only if, elected to the Council, to stand for election to the Board.

However this Constitution imposes some limitations on those rights in specific circumstances.

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15. **Rights of Honorary Members**

Honorary Members are ~~considered as~~ Ordinary Members but are not required to pay a Subscription. A reference to Ordinary Members elsewhere in this Constitution includes Honorary Members.

16. **Rights of Retired Members**

[Retired Members are Ordinary Members. A reference to Ordinary Members elsewhere in this Constitution includes Retired Members.](#)

17. **Rights of Student Associate Members**

Student Associate Members are entitled to:

- (1) attend and speak, but in general not vote, at General Meetings of the Company;
- (2) receive an official journal of the Company;
- (3) be nominated, through the relevant Affiliated Medical Students Society, for Membership of the Council;
- (4) if, and only if, nominated as a Member of the Council, to exercise one (1) deliberative vote:
 - (i) for Members of the Board; and
 - (ii) at General Meetings of the Company;
- (5) but cannot be elected or appointed as a Director of the Company.

18. **Applications for Membership**

- (1) An eligible person may apply for Membership.
- (2) The Board or its delegate may admit an eligible person to Membership, subject to payment of the relevant Subscription.
- (3) If the Board's delegate does not admit an otherwise eligible person to Membership, the application must be referred to the Board.
- (4) The Board, if the whole number above three quarters of the Directors present and voting agree, may refuse an application if it reasonably forms the opinion that the applicant has engaged in conduct which:
 - (i) is derogatory to the medical profession; or
 - (ii) is not in the best interests of the Company; or
 - (iii) has caused damage to the Company.
- (5) The Board is not required to advise the applicant of the reasons for refusal of an application.

19. **Subscriptions**

[\(1\) The Board determines the annual Subscription for Members within each of the classes:](#)

(i) Ordinary Members;

(ii) Associate Members;

~~(iv)~~(iii) Other Members.

~~(6)~~(2) The Board may also determine the Subscription for each Member category within these classes.

~~(7)~~(3) Each Ordinary Membership Subscription is a combined Subscription consisting of:

- (i) the Subscription determined by the Board for the Company;
- (ii) the Subscription determined by the National AMA for its Membership; and
- (iii) the Subscription for other conjoint agreement arrangements as determined by the Board.

20. **Date for Payment of Subscription**

The Subscription is payable on 1 January each year, but the Board may determine that the Subscription may be payable in instalments or regular direct debit arrangements on dates fixed by the Board.

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21. **Levies**

- (1) The Board may impose a levy on ordinary Members for a specific purpose.
- (2) A levy cannot be imposed without the consent of the Council after a recommendation from the Board.
- (3) A levy is due and payable on the date set out in the resolution which imposed it.

22. **Cessation of Membership**

A person ceases to be a Member of the Company if:

- (1) the Member ceases to satisfy any requirement for Membership set out in Article 9 of this Constitution;
- (2) the Member resigns in writing;
- (3) the Member's registration as a medical practitioner or as a student is cancelled;
- (4) the Member, if a student Member, ceases to be registered as a student medical practitioner;
- (5) the Member's Membership is terminated under the provisions of this Constitution;
- (6) the Member has failed to pay the annual Subscription required by the date specified in a notice to the Member that the Subscription is overdue.

23. **Suspension of Membership**

If a Member's registration as a Medical Practitioner or student is suspended by the Registration Authority, that person's Membership of the Company is suspended for the period of suspension of registration.

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24. **Withdrawal of Membership**

If the whole number above three quarters of the Directors present at a meeting of the Board forms the opinion that a Member has engaged in conduct which:

- (1) is derogatory to the Company, the medical profession and/or the Registration Authority; or
- (2) is not in the best interests of the Company; or
- (3) has caused damage to the Company,
- (4) the Board shall:
 - (i) refer the matter to a Revocation Committee, formed from time to time as required, and
 - (ii) advise the Member of such referral.

25. **Membership of Revocation Committee**

- (1) The Board will select the Members of the Revocation Committee.
- (2) A Director cannot be a Member of the Revocation Committee.
- (3) The Revocation Committee will consist of three (3) Members, preferably comprising:
 - (i) past Presidents of the Company; then
 - (ii) Victorian Fellows of the National AMA; then
 - (iii) such Members deemed appropriate in the circumstances according to Regulation.
- (4) The Revocation Committee shall appoint its own secretary.
- (5) All Members of the Revocation Committee must be present for it to be quorate.

26. **Revocation Committee Procedure**

The procedure to be followed by the Revocation Committee is set out in Regulations.

27. **Penalties**

- (1) The Revocation Committee must, at the conclusion of the procedure, if its Members unanimously believe that the allegations are proved on the balance of probabilities, report that decision to the Board.
- (2) The Board may determine at its sole and complete responsibility:
 - (i) that the Member be expelled; or

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- (ii) that the Member's Membership be suspended for a specified period; or
- (iii) that no action be taken against the Member.

28. **Readmission to Membership**

The Board may require, as a condition of readmission of a person who was a Member that the applicant pay any arrears of Subscription due when Membership ceased.

Internal Organs and Recognised Organisations and Societies

29. **Internal Organs**

The internal organs of the Company are:

- (1) The Board;
- (2) The Council;
- (3) The Chief Executive Officer, if appointed, and the salaried staff of the Company;
- (4) Standing and Ad Hoc Committees and Working Groups of the Board or the Council;
- (5) The Subdivisions
- (6) The Sections

30. **Affiliated Bodies**

(1) The Company also recognises:

- (i) Affiliated Academic Organisations;
- (ii) Affiliated Professional Organisations;
- (iii) Affiliated Medical Students Societies.

(2) Affiliated bodies have a representative Council position according to prescribed Regulations.

Subdivisions

31. **Purpose**

The purpose of a Subdivision is:

- (1) to provide an opportunity for Members within a specific locality or professional employment group to interact; and
- (2) to provide a mechanism for direct representation of Members on the Council.

32. **Membership of a Subdivision**

- (1) Geographical Subdivisions comprise all Ordinary Members generally practising within, but upon request, living within, a geographical area according to the Regulations.
- (2) Vocational Subdivisions comprise all Ordinary Members practising within a similar Vocational type according to the Regulations.

33. Members Allocated to a Subdivision

Every Ordinary Member, on admission, ~~may apply for, or failing that,~~ shall be allocated to a Geographical and a Vocational Subdivision according to Regulation.

34. Nomination of Subdivision

If a Member qualifies for Membership of several Subdivisions or on change in status or place of practice, the Member may nominate their preferred Subdivision.

35. Alteration of Allocated Subdivision

An Ordinary Member may alter their Subdivision as their circumstances change by written application according to Regulation.

36. Participation in Subdivisions' Activities

A Member may only be a voting Member of one (1) geographic and one (1) Vocational Subdivision, but may request the opportunity to participate in activities organised by another Subdivision.

37. Geographic Subdivisions

The Board, after consulting Council, may by Regulation:

- (1) determine the number, boundaries and continuation or cessation of geographical Subdivisions ~~according to the Regulations~~;
- (2) at least every ten (10) years after that, review the boundaries of the geographical Subdivisions.

38. Constitution and Rules of Subdivisions

The structure, rules, procedure, rights and responsibilities of Subdivisions are set out in the Regulations.

39. Financing of Subdivisions

The Board may approve the expenditure of the funds of the Company on the activities of the Subdivisions.

Sections

40. Purpose

The purpose of a Section is to provide an opportunity for Members with a particular or distinctive professional or other interest to interact.

For clarity, approved Sections at the time of adoption of this Constitution are:

- (1) Section of General Practitioners (however engaged in the Vocation);
- (2) Section of Psychiatrists (however engaged in the Vocation);
- (3) Section of Retired Doctors.

41. **Membership of a Section**

A Member may at any time after admission apply for Membership of a Section.

42. **Adding or Removing Sections**

The Board may, after consulting the Council:

- (1) approve additional Sections; and
- (2) determine that any Section shall cease to be a Section of the Company.

43. **Constitution and Rules of Sections**

The structure, rules, procedure, rights and responsibilities of Sections are set out in Regulations.

44. **Financing of Sections**

The Board may approve the expenditure of the funds of the Company on activities of the Sections.

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45. **Section may apply for Recognition as an Affiliated Organisation**

A Section may at any time apply for recognition as an Affiliated Organisation provided it satisfies the Affiliated Organisation eligibility criteria.

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Affiliated Organisations

46. **Affiliated Organisations**

- (1) Any medical body drawn from medical practitioners [and medical students](#) resident in Victoria may apply for recognition as an [affiliated-Affiliated organisation](#)~~Organisation~~.
- (2) The body need not be incorporated.
- (3) The body may be a chapter, faculty or other local branch of a national medical body.
- (4) The body must have a quota of Company Members to obtain recognition.

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47. **Quota for Recognition**

For the purposes ~~of this Article~~recognition of an Affiliated Organisation, a quota is the greater of:

- (1) 20 Ordinary and Associate Members of the Company; or
- (2) such number above 20 which is equal to 0.25 percent of the number of Ordinary and Associate Members of the Company.

48. **Recognition of Affiliated Organisations**

The Board upon the recommendation of the Council may recognise an applicant as an ~~affiliated~~Affiliated ~~Organisation~~Organisation according to Regulations.

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49. **Affiliated Academic Organisation**

If the applicant is established as a University medical faculty, a Medical College or learned society or like body, it shall be designated on recognition as an Affiliated Academic Organisation.

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50. **Affiliated Professional Organisation**

If the applicant is generally established for medico-political purposes, it shall be designated on recognition as an Affiliated Professional Organisation.

51. **Cessation of Affiliation**

An organisation ceases to be an Affiliated Organisation if:

- (1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- (2) the Board, whilst conducting a regular five-yearly review, concludes the organisation does not possess the necessary quota of ~~Ordinary~~ Members; or
- (3) the organisation, on request at any time, fails to provide evidence that it has ~~a~~the necessary quota of ~~Company~~ Members or
- (4) the organisation is derogatory to the Company, the medical profession and/or the Registration Authority; or
- (5) the Board, with the agreement of Council, or on its own initiative, determines to withdraw recognition.

52. **Affiliated Medical Students Societies**

- (1) Any society of Medical Students may apply for recognition according to Regulation.
- (2) The society need not be incorporated.
- (3) The society must be recognised by an Australian University conducting a medical course in Victoria as ~~the a~~ body representing the Victorian Medical Student body at that University.
- (4) The Board, after consulting the Council, may recognise the society as an Affiliated Medical Students Society.

53. **Cessation of Recognition of Affiliated Medical Students Society**

An Affiliated Medical Students Society ceases to be recognised if:

- (1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- (2) the society, on request, fails to provide evidence that it is recognised by the relevant University as the body representing Medical Students; or
- (3) the society is derogatory to the Company, the medical profession and/or the Registration Authority; or
- (4) the Board, after consulting the Council, determines to withdraw recognition.

General Meetings of the Company

54. **General Meetings of Members**

There are two (2) kinds of General Meetings:

- (1) The Annual General Meeting; and
- (2) An Extraordinary General Meeting.

55. **Auditor to be Given Notice**

The Company's auditor must be given notice of each General Meeting.

56. **Quorum**

The quorum for a General Meeting is twenty-five (25) ordinary Members personally present within thirty (30) minutes after the time set out in the notice of the meeting. Once a General Meeting achieves its quorum, it must complete its agenda, unless three quarters of Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

57. **Adjournment if no Quorum**

If a quorum is not achieved, the General Meeting is adjourned as close as practical to a similar date, time and place in the next week.

58. **No Quorum at Adjourned General Meeting**

If a quorum is not achieved at the adjourned General Meeting, the meeting is dissolved.

59. **Notice of General Meetings**

The period of notice for the Annual General Meeting of the Company is ~~twenty-eight~~ [twenty-eighty-two \(2842\)](#) days.

The period of notice for an Extraordinary General Meeting of the Company is twenty-eight (28) days.

60. **Form and Contents of Notice**

- (1) Notice must be given in accordance with the Corporations Act. To be clear, the Company permits use of electronic forms of notice.
- (2) The notice of meeting must specify a date, time and place of the meeting, as well as a facsimile number and an email address for the purpose of the receipt of proxy appointments, and a date and time by which proxies must be received.
- (3) The notice may specify other electronic means by which a Member may give a proxy appointment.

61. **Deemed Date of Receipt**

The date on which a notice sent is deemed to have arrived is as set out in the Corporations Act.

62. **Notice if General Meeting Adjourned**

New notice is required if a General Meeting is adjourned for four (4) weeks or more.

63. **Place for General Meetings**

A General Meeting may be held simultaneously at more than one (1) venue, including by the use of digital technology.

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64. **Proxies**

A Member may appoint any other Member as the Member's proxy. The detailed provisions relating to proxies are as set out in the Corporations Act.

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65. **Annual General Meeting**

The Annual General Meeting shall be held in accordance with the Corporations Act.

66. **Power to Call Extraordinary General Meetings**

The Board may call an Extraordinary General Meeting of the Company at any time.

67. **Extraordinary General Meeting at Request of Members**

Members may request the Board to call an Extraordinary General Meeting in accordance with the Corporations Act.

68. **Consequence of Failure to Call an Extraordinary General Meeting**

If the Directors do not call an Extraordinary General Meeting when so requested by Members, the Corporations Act provides for a proportion of the Members who have requested a meeting to call one at the expense of the Company.

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69. **Extraordinary General Meeting Called by Members**

As set out in the Corporations Act, a proportion of Members may also call an Extraordinary General Meeting at their own expense.

70. **Members' Right to list a Resolution**

A proportion of Members also has the right to require a motion to be included on the agenda of the next General Meeting.

71. **Presiding at General Meetings**

The President shall usually preside at a General Meeting, but if the President is not available or declines to act (for the meeting or part of the meeting), the Members present must elect a person to preside.

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72. **Voting at General Meetings**

Voting is carried out in accordance with the provisions of the Corporations Act.

73. **Adjournment of a General Meeting after Commencement**

The person presiding may adjourn the General Meeting and must do so if three quarters of the Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

74. **Business at Adjourned General Meeting**

- (1) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (2) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

Council

75. **Role of the Company's Council**

- (1) The role of the Council is:
 - (i) considered to be paramount related to policy development, providing recommendations to the Board;
 - (ii) to ensure that, in the formulation of policy and in making decisions, the Board has the opportunity to receive the widest possible range of views of Members;
 - (iii) to elect the Directors,
 - (iv) To consider ~~or~~ advise [on or make recommendations](#) on Regulations [or By Laws](#) prior to their being made [or amended](#) by the Board.

- (2) The Council may establish committees and/or working groups which shall report to the Council.

76. Company Council Membership

- (1) The Council consists of:

- (i) The Directors, in their personal capacity only;
- (ii) Such nominee(s) of each Subdivision such that no Member possesses more than 250 votes;
- (iii) Such nominee(s) of each Affiliated Organisation such that no Member possesses more than 250 votes;
- (iv) The elected Independent Members, but no Independent Member shall be able to exercise more than 250 votes;
- (v) Two (2) nominees of each Affiliated Medical Students Society, each of whom may exercise one (1) personal vote;
- (vi) Five (5) Members elected by and from the Fellows of the National AMA resident in Victoria, each of whom may exercise one (1) personal vote;
- (vii) Any Member who is a Member of the Council of the National AMA but who is not otherwise a Member of the Company's Council, each of whom may exercise one (1) personal vote;
- (viii) Any Member who was a Director in the previous election year, but who is not now a Director, each of whom may exercise one (1) personal vote.

- (2) Each Director is a Member of the Company's Council in their personal capacity. For clarity, they relinquish any representative role on Council which enabled the Director to stand for election, and the Council representative position may be re-contested by other Members in the relevant Internal Organ.

77. Election of Fellows Representatives to Council

A separate ballot may be held at the same time to elect five (5) representatives of the Victorian Fellows of the National AMA to the Company's Council according to Regulation.

78. Number of Votes in Annual Ballot

Each Ordinary Member of the Company may exercise up to a maximum of two (2) votes at the Annual Ballot according to Regulation.

79. Independent Member of Council

- (1) A person is qualified as an Independent Member if that person receives a quota of Members' votes ~~according to Regulation~~.

(2) For the purpose of qualifying as an Independent Member, aA quota is the greater of:

(i) 200 Ordinary and Associate Members of the Company; or

~~(ii)~~ such number above 200 which is equal to 2.5 percent of the number of Ordinary and Associate Members of the Company.

(3) Any votes cast for an Independent Member who does not receive the required quota will be declared null and void.

80. **Annual Ballot for Council**

(1) An Annual Ballot of voting Members of the Company must be held each year according to Regulation prior to the election of Directors at the Annual Election Meeting.

(2) The purpose of the Ballot is:

(i) to determine how many votes, to a maximum of 250 votes per Councillor, ~~each representative of a Subdivision or an~~ the Affiliated Organisations possesses for the election of the Directors; and

(ii) to elect Independent Members of Council and to determine how many votes, to a maximum of 250 votes per Councillor, each elected Independent Member has in the election of the Directors.

(3) The ballot may be conducted:

(i) by post; or

(ii) by any electronic means consented to by the Board on the recommendation of the Council.

81. **Declaration of Result**

On the completion of the Annual Ballot the Returning Officer must advise all Councillors of:

(1) The names of the Fellows elected;

(2) The names of the Independent Members elected to Council and their votes to a maximum; and

(3) How many nominees and votes each nominee of a:

(i) Subdivision;

(ii) Section; and

(iii) Affiliated Organisation,

may exercise.

All nominees are to have as close as possible to equal numbers, to a maximum of 250 votes per Councillor in any ballot for election of Directors at that year's Annual Election Meeting.

Council Meetings

82. Minimum Number of Council Meetings

At least four (4) Council meetings must be called each year, typically about quarterly. Council meetings may be associated with General Meetings as required.

83. Regular Meeting Dates

The dates and time for the regular meetings of the Council are determined in advance by the Board in consultation with Council.

84. Quorum for Council Meeting

The quorum for a Council meeting is one quarter of the Councillors then in office, rounded up to the next whole number, personally present.

85. Annual Meeting to Elect Directors

- (1) An Election Meeting of Council is held each year prior to the Annual General Meeting, to elect the Directors according to Regulation.
- (2) For clarity, the Election meeting may occur on the same day as the Annual General Meeting.
- (3) Proxies may be exercised provided that no Councillor will have more than 250 votes. Proxy votes causing a Councillor to exceed 250 votes will be scaled downwards proportionally by the Returning Officer ~~according to the Regulations~~.

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86. Period of Notice Required

At least seven (7) days' notice must be given for any Council meeting, or as otherwise stipulated in the Regulations.

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87. Dispensing with Notice

If the Board determines that the immediate urgency of the matter for which an ~~unscheduled non-regular~~ Council meeting is called necessitates shorter notice, the meeting may be called with shorter notice. For clarity, an election cannot be held under this provision.

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88. ~~Non-regular~~ **Unscheduled** Council meeting

- (1) An ~~non-regular~~ **Unscheduled** Council meeting may be called by the President at any time.
- (2) An ~~unscheduled non-regular~~ Council meeting must be called if at least one quarter of the Councillors then in office:
 - (i) request in writing that one be held; and

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(ii) specify the purpose of that ~~unscheduled non-regular~~ Council meeting.

(3) Normal quorum requirements remain for ~~unscheduled non-regular~~ Council meetings.

89. Special Notice if the business of an ~~Non-regular~~ Unscheduled Meeting of Council is the Election of a Director

If an election of a Director or Directors is to take place at a ~~unscheduled non-regular~~ Council meeting,

- (1) at least twenty-one (21) days' notice must be given;
- (2) the meeting must have a notified agenda;
- (3) the notice must state that an election is to take place ~~according to Regulations~~; and
- (4) each Councillor must be advised of the number of votes they may exercise at that election, to a maximum of 250 votes.

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90. Business at Unscheduled Non-regular Council Meetings

The only business which can be transacted at an ~~unscheduled non-regular~~ Council meeting is the business for which it was called, unless three quarters of the Councillors present and voting determine to consider other Company business, other than an election for Directors.

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Procedure at Council Meetings

91. Presiding at Council Meetings

The Chair of the Council, ~~elected according to Regulation~~, shall normally preside at meetings of the Council. If the Chair is not present or is unwilling to chair a meeting or part of a meeting, the Council shall elect a Councillor to preside for the relevant part of the meeting, which may be its entirety. The President will not ordinarily be the Chair of the Council.

92. Standing Orders

A Council meeting will be conducted according to Standing Orders.

93. Alternates and Proxies

If an elected Councillor is unable to attend a Council meeting, the Councillor may appoint:

- (1) an alternate Member from the affiliated or represented organisation; or
- (2) another Councillor as a proxy.

94. Rights of Council Alternates and Proxies

An Alternate or Proxy may exercise at that meeting for which they have been appointed all the powers of the Councillor who is unable to attend, unless Article 95 applies.

95. Appointment may Limit Powers

The instrument of appointment of an Alternate or Proxy may:

- (1) require the person appointed to vote as directed, or
- (2) restrict the matters on which the person appointed may vote.

96. Minimum Notice of Appointment of Alternate or Proxy

An appointment of an Alternate or Proxy must be notified to the Chief Executive Officer or equivalent or delegate not less than one (1) hour before the commencement of the relevant Council meeting.

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Voting at Council

97. Two (2) kinds of Voting

Voting at Council meetings is of two (2) kinds.

- (1) Voting in Elections for the Directors of the Company:
 - (i) For the election of a Director or Directors,
 - (a) at the annual Election Meeting of Council; and
 - (b) on a vote at any other Council meeting at which notice has been provided that a purpose of that meeting is to fill a casual vacancy on the Board,
 - (ii) the vote is by secret ballot; and
 - (iii) Councillors may exercise their number of votes, to a maximum of 250 votes per Councillor, according to Regulation.
- (2) For all other Council votes, each Councillor has one (1) vote, unless appointed as a proxy for another Councillor according to Regulation, in which case the Councillor may exercise their own vote and any proxy's votes they have received.

98. Secret Ballot at other Council Meetings

A secret ballot, other than for an election, may be held if five (5) Councillors request it, and Council agrees by simple ballot on a show of hands to agree to a secret ballot, but each Councillor may still only exercise one (1) vote.

99. Voting in the Election of the Directors

A ballot for the election of a Director shall be according to Regulation.

100. Voting Conditional on Payment of Subscription

A person cannot vote at a Council meeting, including as an alternate or proxy, if that person:

- (1) has not paid the annual Subscription; or
- (2) has not paid the agreed instalments due by the relevant date in accordance with an agreement with the Company.

For clarity, only financial Members can exercise a vote.

Board of Directors

101. Role of Board

- (1) The Board is responsible for the finances, financial management, legal obligations and control of the Company and, unless restricted by a provision of this Constitution or the Corporations Act, may exercise all the powers of the Company to achieve its objects and control its seal.
- (2) The Board does not have a primary role to develop policy, which is the role of the Council of the Company but has the full responsibility for the approval and the implementation of this policy.
- (3) If this policy is not accepted by the Board for legal or financial reasons, then it will advise and inform its decision to Councillors within two (2) weeks.

102. Remuneration of Directors

- (1) Each Director may be paid by the Company for service as a Director of the Company. The Board shall determine the amount for each specific position subject to a maximum fee payable to each Director as recommended by a Remuneration Committee established as a standing committee of Council, elected annually by Council.
- (2) There shall be three (3) Members of the Remuneration Committee who:
 - (i) make recommendations to Council ~~by August of~~ the year preceding from whence the recommendation of any change related to the Director's remuneration applies; and
 - (ii) have previously been Directors of the Company; and
 - (iii) cannot whilst on the Committee be Directors of the Company; and
 - (iv) need not be Members of the Council, and
 - (v) may meet by teleconference or other digital modality.

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- (3) After receipt of the recommendation of the Remuneration Committee of a maximum payment for each position of Director and the recommendation's approval by Council, the Board shall determine a maximum fee payable to each Director for the next calendar year.

103. Board may Delegate

The Board may by resolution by simple majority delegate any of its functions to a person, working group or committee. But a responsibility specifically given to the Board by this Constitution cannot be delegated.

104. Board may make Regulations and By Laws

The Board may, by resolution approved by at least half of the Directors in office, make ~~regulations~~ Regulations and By Laws to give effect to this Constitution and its Objects after consultation with the Council.

105. Number

There are seven (7) Directors, comprising:

- (1) President (and automatic Company Nominee to Federal Council unless Article 106 applies);
- (2) Vice President;
- (3) Chair of the ~~Finance, Audit and Risk Committee~~ Audit, Risk and Compliance Committee;
- (4) Four (4) Directors without portfolio ~~-elected by Council~~;
- (5) Consistent with Article 3(7) of this Constitution, a minimum of three (3) Directors who are women and a minimum of three (3) Directors who are men;
- (6) a minimum of one (1) Doctor-in-Training who may be any one of the above.

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106. Substitute Victoria Nominee to Federal Council

- (1) If, at the time of election, the President is already a Member of the National AMA's Federal Council in a representative role, the Council may elect another Director to the position of AMA Victoria nominee to the National AMA's Federal Council, and shall withdraw that nomination if the President ceases to be a Member of Federal Council in the other capacity;
- (2) If all Directors are already a Member of the National AMA's Federal Council in a representative role, or a Director(s) is unwilling or unable to be a Member of the National AMA's Federal Council, the Council will elect a Member of Council who is not already a Member of the National AMA's Federal Council to be the Company's nominee to the National AMA's Federal Council.

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107. Procedure for Election of Directors and the Chair of the Council

- (1) All Directors and the Chair of the Council are usually elected by the Councillors at the Annual Election Meeting preceding the Annual General Meeting or as otherwise provided in this Constitution in the event of filling a casual vacancy.
- (2) The procedure for the election of Directors is set out in Regulations.
- (3) The election for each Director's position is a separate election conducted in the following sequence:
 - (i) President;
 - (ii) Audit, Risk and Compliance Chair (alternate year to President);
 - (iii) Directors without Portfolio;
 - ~~(vi)~~(iv) Vice-President as set out in Regulations.
- ~~(3)~~(4) Only one (1) position will be elected at a time and sequence ~~according to the Regulations~~, such that there are seven (7) Directors, one of whom is President, one of whom is Vice President, and one of whom is Chair of the ~~Finance, Audit and Risk Committee~~Audit, Risk and Compliance Committee, and four (4) of whom are Directors Without Portfolio.
- (5) A Member may only hold one (1) Director's position at a time.
- ~~(4)~~(6) The Chair of the Council is elected after the Directors for a one (1) year term.

108. Term

- (1) All Directors are elected for a two (2) year term, but the office of Vice President is held by an elected Director for one (1) year.
- (2) A term expires by effluxion of time at the conclusion of the Annual Election Council meeting in the relevant year.
- (3) Directors take office on election at the conclusion of the Annual Election meeting of Council in the relevant year.

109. Term of Person Filling Casual Vacancy on the Board

A Member elected to fill a casual vacancy on the Board holds office for the remainder of the term for which the Director's predecessor was elected.

110. Eligibility for Election as a Director

- (1) All Councillors are eligible for election as a Director or to a specific office on the Board ~~according to Regulation~~ except as set out in the following Articles.
- (2) Eligibility for election for a particular position is determined on the day before the date of the Annual Election Meeting.
 - (i) This does not apply to the position of Vice President, who is elected from elected Directors without Portfolio at the particular election meeting which is taking place.
- (3) A nominee of an Affiliated Medical Students Society who is a Councillor is not eligible to be elected as a Director.

~~(4) The nomination procedure is as set out in the Regulations.~~

111. Ineligible for Election as a Director if Previously Elected in Special Circumstances

A Councillor is ineligible to be elected as a Director if:

- (1) that Councillor is a Councillor solely because that Councillor was a Director in the previous election year, but is not now a Director; or
- (2) The Councillor has previously been elected a Director for a total of ten (10) consecutive years and has had less than four (4) years' absence from the Board.

112. Single Position

- (1) At a Council meeting at which an election of a Director or Directors takes place, a Councillor elected as a Director to a named position at that Council meeting is not eligible to stand for, or be elected to, any other position as a Director at that same Council meeting, even if they have nominated for a further position.
- (2) A Member may only occupy one (1) Director's position at any point of time.
- (3) This Article does not apply to the election of Vice President.

113. Total Permissible Term would be exceeded

A Councillor is ineligible to be elected as a Director, ~~or~~ to a specific office on the Board or as Chair of Council, if at any time during the term for which that person would be elected, the Councillor would exceed the maximum number of consecutive years in office in the position as follows:

- (1) President: two (2) years;
 - (2) Vice President: four (4) one (1) year terms, either consecutively or cumulatively;
 - (3) Combination of President and Vice President: six (6) years;
- ~~(4)~~ For all Directors, ten (10) consecutive years in any capacity, which will require an absence as a Director for at least four (4) years.
- ~~(4)(5)~~ Chair of Council: five (5) years.

For clarity, any part term of less than six (6) months duration served by filling a casual vacancy as a Director does not contribute to service to be considered for this Article.

114. Partial Term after Election to Casual Vacancy Excluded

If a Councillor is elected to fill a casual vacancy in the position of President or Vice President, the period for which that person is elected at that election is disregarded in calculating maximum terms of office in those positions.

115. Eligibility to Stand for Vice President

The Vice President:

- (1) is elected from those five (5) eligible elected Directors who are not the President or the Chair of the ~~Finance, Audit and Risk Committee~~[Audit, Risk and Compliance Committee](#) who have been elected at the current election or the election in the previous year;
- (2) holds office for the coming one (1) year.

116. No Dual Positions

- (1) If, at an election meeting, a current Director is elected to a new position on the Board other than the position currently held by that Director immediately before an election,
 - (i) the current Director will be deemed to have given proper notice of resignation; and
 - (ii) to have resigned from the former role, effective upon election to that new position.
- (2) Where the current Director is a Director without Portfolio, and is elected to a new, named position at an election meeting referred to in Article 107, the principles in Article 118(3) shall, as far as is practicable, apply.
- (3) In any other case, a casual vacancy on the Board shall arise and be filled in accordance with Articles 125 to 129.
- (4) This Article does not apply to the election of Vice President.

117. Retiring Vice President

If the retiring Vice-President is not elected President or re-elected Vice President, and has only served one (1) year of the two (2) year term for which originally elected as Director without Portfolio, the Vice-President reverts to Director without Portfolio for the coming year.

For clarity, it is understood this will have implications for the Board's gender balance requirement.

118. Years of Election

- (1) The President and the Chair of the ~~Finance, Audit and Risk Committee~~[Audit, Risk and Compliance Committee](#) are normally elected in alternate years ~~according to Regulation~~.
- (2) Elections will occur to provide for seven (7) Directors of the Company ~~according to Regulation~~.
- (3) It is permissible to elect a Director for a one (1) year term if required to provide for seven (7) Directors of the Company ~~according to Regulation~~.

119. Cessation of Directorship

- (1) Circumstances in which a Member ceases to be a Director are as set out in this Constitution and the Corporations Act.
- (2) A Member ceases to be a Director if the Member ceases to be a Member of the Company.

120. **Removal of Director by Company**

- (1) Usually, only a General Meeting can remove a Director.
- (2) Specifically, Directors cannot remove a Director, unless upon confirmed incapacity of the Director.
- (3) Usually, Council cannot remove a Director, unless there is such urgency that a non-regular meeting of the Council is convened to consider the matter prior to due calling of a General Meeting, and three quarters of the Councillors present and voting support the removal.

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121. **Director not affected by Actions of Nominating Body**

- (1) A Director who is a nominee of a Subdivision does not cease to be a Director if:
 - (i) the Subdivision ceases to exist; or
 - (ii) the Subdivision changes its nominee.
- (2) A Director who is a nominee of an Affiliated Organisation does not cease to be a Director if:
 - (i) the Affiliated Organisation ceases to be recognised; or
 - (ii) the Affiliated Organisation changes its nominee.

122. **Incapacity of President**

- (1) If the Board by simple majority vote, from which the President must be excluded, considers that the President is incapable of performing the functions of the office of President, it shall refer the matter to a committee constituted in the same manner and with the same Membership as the Revocation Committee (Article 25).
- (2) If the Revocation Committee confirms to the Board the incapacity of the President to perform the functions of the office, the Vice President shall assume the functions of the President and:
 - (i) shall be known as the Acting President; and
 - (ii) be entitled to benefit from the President's associated remuneration and conditions.
- (3) For clarity, the President remains a Director and entitled to remuneration and conditions as a non-Presidential Director.
- (4) The Vice President shall then be Acting President until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:

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- (i) the President is capable of resuming the functions of the office of President for the remainder of the President's elected term, and the Acting Vice President resumes office as Vice President with the associated non-Presidential remuneration and conditions; or
- (ii) the President ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

123. Incapacity of other Director(s)

- (1) If the Board by simple majority vote, from which the Director(s) must be excluded, considers that the Director(s) is incapable of performing the functions of the office of Director, it shall refer the matter to a committee constituted in the same manner and with the same Membership as the Revocation Committee (Article 25).
- (2) If the Revocation Committee confirms to the Board the incapacity of the Director to perform the functions of the named office, the Board shall elect a Director without portfolio to assume the functions of the named office and shall be known as the acting office bearer.
- (3) The acting office bearer shall then be in that role until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:
 - (i) the Director is capable of resuming the functions of the office for the remainder of their elected term, and the acting office bearer resumes their previous office; or;
 - (ii) the Director ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

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124. Incapacity of Board

In the event of the loss of at least four (4) Members of the Board, a temporary Interim Board, comprising such numbers of the Fellows representatives on the Council to re-establish a seven (7) Member Board shall be established ~~according to Regulations~~ to operate the Company and manage the requisite election to re-establish the Board by filling casual vacancies created.

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Filling Casual Board Vacancies

125. Filling Casual Vacancies - General Rule

If a person ceases to be a Director before the end of the period for which that Member was elected, an election must be held at the next Council meeting to fill the casual vacancy.

126. Filling Casual Vacancies – if Existing Director Intends to Stand

If the office in which the vacancy arose is filled by an existing Director,

- (1) the vacancy in the position previously held by that Director must also be filled at that Council meeting; and
- (2) notice of the possible contingent vacancies must be notified with the primary vacancy.

127. Filling Casual Vacancy Arising close to a Regular Council Meeting

If the casual Board vacancy occurs less than four (4) weeks before the next notified Council meeting, the election must take place at the Council meeting following the next notified Council meeting.

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128. Filling Casual Presidential Vacancy Arising close to Annual Election

A vacancy in the position of President within three (3) months before the annual Council meeting at which the elections ordinarily take place is filled by the Vice President, and the Board elects one of the Directors without portfolio to fill the vacancy in the position of Vice President.

129. Filling Casual non-Presidential Board Vacancy Arising close to Annual Elections

- (1) If a vacancy in the Vice-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a non-Presidential Board Member to the office.
- (2) If a vacancy in the Chair of the ~~Finance, Audit and Risk Committee~~[Audit, Risk and Compliance Committee](#) Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a Board Member to the office.
- (3) If a vacancy in any other non-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the vacancy remains unfilled.

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Meetings of the Board

130. Who may call a Board Meeting

A meeting of the Board shall be called by the Chief Executive Officer or ~~the other highest role staff Member~~[Company Secretary](#) if:

- (1) decided by the Board; or
- (2) directed by the President; or
- (3) requested by the majority of Directors.

131. Period of Notice for a Board Meeting

At least 7 days' notice shall be given of a Board meeting, which must have an agenda and provision for the recording and archiving of minutes.

132. Dispensing with Notice for a Board Meeting

A Board meeting may be held with less notice if:

- (1) the President; or
- (2) three-quarters of the other Directors consider that the business of the meeting is urgent.

133. Electronic Meetings are Permissible

Meetings of the Board may be held electronically if each Director participating can communicate with every other participant.

134. Board Resolution without a Meeting

~~As specified in the Corporations Act, a document:~~

- (1) ~~setting out a~~ resolution in writing and agreed to by the majority of the Directors is as effective as a resolution passed at a Board meeting duly convened and held;
- (2) The resolution may consist of several counterparts, each agreed to by one or more signed by all the Directors, entitled to vote; and
- (3) The Company may send a proposed resolution in writing to the Directors and for the purposes of this Article, a Director may agree to the resolution by affixing his or her signature, in original or electronic form or stating that they all agree with the resolution; by reply email or other documentary means to that effect.

~~is as effective as a resolution passed at a face-to-face Board meeting.~~

135. Board Voting

- (1) Every Director entitled to vote on a resolution, with no declared conflict of interest in the matter under discussion, has one (1) vote.
- (2) The person presiding does not have a casting vote.
- (3) In the event of a tied vote, the status quo remains.
- (4) A Director may request their opposition or abstention on a vote be recorded, but ordinarily it would not be recorded.

136. Board Quorum

The quorum at a Board meeting is the first whole number greater than one half of the number of Directors in office at the time.

For clarity, the usual quorum number will be four (4), all of whom may be the same gender.

137. Effect of Vacancy on Right to make Decisions

The right of the Board to make decisions is not affected by a vacancy in the number of Directors in office.

138. Board Member Presiding at a Board meeting

- (1) The President is entitled to preside at a Board meeting.
- (2) If the President is:
 - (i) unable or unwilling to preside; or
 - (ii) absent from the meeting,the Board Member to preside shall be the Vice President.
- (3) If the Vice President is:
 - (i) unable or unwilling to preside; or
 - (ii) absent from the meeting,then a Director elected by the Board for that part of the meeting affected shall preside.

139. **Effect of Defect in Appointment**

A Board decision that has been put into effect is not affected by the later discovery that:

- (1) there was a defect in the appointment of a Director participating; or
- (2) that a person participating was disqualified from being a Director.

140. **Directors with Personal Interests in Matters**

The Corporations Act sets out the responsibilities of a Director who has a material personal interest in a matter.

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141. **Chief Executive Officer**

The Board may appoint a Chief Executive Officer on such terms as it thinks fit.

142. **Company Secretary**

The Board shall appoint a Company Secretary ~~according to the Regulations~~.

143. **Attendance at Board meetings**

The Chief Executive Officer, or equivalent, is entitled to attend all Board meetings, except that part of a Board meeting considering matters relating to the position of the Chief Executive Officer or equivalent.

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144. **Delegation to the Chief Executive Officer**

The Board may by resolution delegate to the Chief Executive Officer, or equivalent, such of the powers of the Directors as are not required by the Corporations Act or this Constitution to be dealt with by the Directors.

General

145. **Financial Records**

The duties of the Directors and the Company in relation to making and keeping financial records are as set out in the Corporations Act.

146. **Auditor**

The responsibility of the Company in relation to audit and the auditor are as set out in the Corporations Act.

147. **Common Seal**

The Common Seal of the Company shall only be affixed to a document in accordance with a resolution of the Board. Each such resolution shall be recorded in a Register kept for that purpose.

148. **Witnessing Affixing of the Seal**

The sealing must be witnessed by two (2) Directors, who must also sign the document to which the Common Seal is affixed.

149. **Meetings and Elections by Technology**

Notwithstanding any provision to the contrary in this Constitution, the Regulations or the By Laws:

- (1) Any meetings contemplated by this Constitution, the Regulations or the By Laws including but without limit to General Meetings, Board meetings, Council meetings and Subdivision meetings may be conducted by any means permitted by law (including the Corporations Act) including hybrid and virtual meetings using information technology provided that the technology provides persons who attend the meeting as a whole a reasonable opportunity to participate in it and subject to any other conditions as may be prescribed by law. A person who attends the meeting by information technology will be deemed personally present for the purposes of any quorum requirement.
- (2) Any election or ballot contemplated by this Constitution may be conducted by any electronic or virtual means using information technology without the need for any meeting but complying as closely as possible with any other requirements for such election or ballot as may be consented to by the Board on the recommendation of the Council.

150. **Minutes**

The Board must ensure that minutes, including relevant background material, are taken, authenticated and kept of all:

- (1) General Meetings;
- (2) Board meetings; and
- (3) Board resolutions without a meeting,

as required by the Corporations Act.

151. **Indemnity**

Every Director and Officer of the Company (including all Members of all organs of the Company, as referred to in this Constitution) shall be indemnified by the Company to the extent permitted by the Corporations Act in respect of all acts done or omitted to be done in the proper exercise of the duties of that person as a Director or Officer of the Company.

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152. **Liability of Members Limited to Amount of Guarantee**

By becoming a Member of the Company, each Member guarantees that:

- (1) if the person is a Member at the time of winding up; or
- (2) if the person has been a Member at any time during the previous year that Member will pay the sum of Two Australian Dollars (A\$2.00) towards the debts and winding up costs of the Company.

153. **Disposal of Assets on Winding up**

- (1) If the Company is wound up, its remaining assets must not be distributed to its Members.
- (2) Any assets remaining on winding up must be given to an entity or entities which:
 - (i) have similar objects to those of the Company; and
 - (ii) which also prohibit distribution of profit, income or assets to their Members.
- (3) The entity or entities must be determined:
 - (i) by the Members in General Meeting, or, if that is not done,
 - (ii) by resolution of the Board approved by more than half of all the Directors in office.

Transitional Provisions

~~153154. This Article overrules any other provision of this Constitution~~

- ~~(1) As instructed by Members at the Special General Meeting of 15 May 2018, it is anticipated that a new Constitution will come into effect in 2019.~~

- ~~(2) All Directors elected at the 2018 Annual Election Meeting for a two (2) year term comprising five (5) known Directors shall remain as Directors unless they resign or are no longer qualified to be a Company Director.~~
- ~~(3) The President shall remain President until the conclusion of his two (2) year term unless the President resigns or is no longer qualified to be a Company Director.~~
- ~~(4) It is specifically noted that in the absence of the departure(s) of a current male Director who is about midway through their current two (2) year term from the Board for any reason, the provisions of Article 105 (5) for men and Article 105 (6) are satisfied.~~
- ~~(5) At the Council meeting to elect Directors following the adoption of this Constitution, which may be an Annual Election Meeting, as notified, following the adoption of this Constitution:

 - ~~(i) The Chair of Council will be elected for a one (1) year term;~~
 - ~~(ii) The Chair of the Finance, Audit and Risk Committee will be elected for a two (2) year term;

 - ~~(a) It is specifically noted that this position will only be open for current, non Presidential, Directors without Portfolio who are men about midway through their two (2) year term of elected office, but all women Members of the Company.~~~~
 - ~~(iii) One (1) or two (2) Directors without Portfolio will be elected for a two (2) year term, who will be a woman (women) to satisfy Article 105 (5) for women;

 - ~~(a) It is specifically noted that the election for Chair of the Finance, Audit and Risk Committee will influence the number of Directors without Portfolio that shall be required to obtain a total of seven (7) Directors on the Board.~~
 - ~~(b) It is specifically noted that one or both of the women Director's elected at this Article 1543(5)(iii) could be Doctors in Training; and~~~~
 - ~~(iv) The Vice President will be elected for a one (1) year term from the five (5) then available Directors without Portfolio.~~~~
- ~~(6) At the next Annual Election Meeting, anticipated to be in 2020,

 - ~~(i) The President will be elected for a two (2) year term;~~
 - ~~(ii) The Chair of Council will be elected for a one (1) year term;~~
 - ~~(iii) The Chair of the Finance, Audit and Risk Committee will complete the two (2) year term; and~~
 - ~~(iv) Three (3) Directors without portfolio will be elected for a two (2) year term unless through vacancy this would result in there being fewer than seven (7) Directors, then further Director(s) will be elected for a one (1) year term;~~
 - ~~(v) The Vice President will be elected for a one (1) year term from the Directors without Portfolio.~~~~

~~154155. **Deletion of Transitional Provisions**~~

~~Article 1543 and this Article 1554 are deleted one (1) month after the Annual Election in the year following the adoption of this Constitution.~~

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AUSTRALIAN MEDICAL ASSOCIATION (VICTORIA) LTD

Constitution

To be Updated Once Changes are Approved

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Name of the Company, Definitions and Objects

1. Name of the Company

The name of the Company is Australian Medical Association (Victoria) Limited ("the Company").

2. Definitions

In this Constitution, unless a contrary intention appears:

"Annual ballot" means the ballot of Ordinary Members of the Company:

(1) to exercise certain voting rights in the election of Councillors; and

(2) to elect Independent Members of the Council;

"ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

"Board" means the Board of Directors of the Company;

"Chief Executive Officer" means a person who may be appointed to the role by the Board;

"Company" means Australian Medical Association (Victoria) Limited, ABN 43 064 447 678;

"Corporations Act" means the Corporations Act 2001 (Cth) as amended or re-enacted from time to time;

"Council" means the Council of the Company;

"Councillor" means an Ordinary Member who has been elected to the Council of the Company;

"Director" means an Ordinary Member who has been elected by Council to the Board;

"Doctor-in-Training" means an Ordinary Member who possesses provisional or general medical registration under the Registration Legislation, and is employed and generally training towards a specialist registration;

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

"Fellow" means a person who has been elected to Fellowship of the National AMA;

"General Meeting" means a meeting of the Company's Members;

"Hospital" means an institution providing medical, surgical and/or nursing care for sick or injured people located in Victoria;

"Member" means a subscribing person as defined under 'Members' below;

"Medical Student" means a person who is studying for the initial academic qualification which leads to registration as a provisionally registered medical practitioner;

“National AMA” means the Australian Medical Association Limited; ABN 37 008 426 793;

“Registration Legislation” means the relevant Act regulating the registration of medical practitioners in Victoria from time to time;

“Registration Authority” means a body empowered under the Registration Legislation to register, suspend or deregister medical practitioners;

“Replaceable Rules” means the replaceable rules applicable to a public Company under Section 135 of the Corporations Act;

“Retired” means withdrawn from an employed medical occupation;

“Section” means a Membership group with a particular or distinctive professional or other interest;

“Standing Orders” are the rules governing debate at Council;

“Subdivision” means an allocation to a Membership group of relative commonality by geographical area or Vocational type;

“Subscription” means the required payment prescribed for Membership entitlements to become available;

“University” means a tertiary educational institution which has a regulated course for the teaching and examination of Medical Students;

“Vocation” means a Member’s employed occupation.

3. Objects of the Company

The objects of the Company are:

- (1) To promote, maintain, protect and advance the health of the people of Victoria;
- (2) To identify health issues affecting the people of Victoria and to propose, promote and advocate for actions to address those issues;
- (3) To advocate for improvements in medical facilities and services in Victoria including improvements in the funding, facilities and programs provided by government;
- (4) To take an active part in the promotion of health care programs for the benefit of the people of Victoria and to participate in the resolution of major social and community health issues;
- (5) To promote the science of medicine;
- (6) To promote best practice in medicine;
- (7) To proactively strive to ensure, whenever possible, gender equality throughout the Company.

- (8) To circulate such information as may be thought desirable through or by means of a periodical journal which shall be the official journal of the Company, by other regular or occasional publications or circulars and on-line publications and content;
- (9) To collect and circulate statistics and other information relating to medical practice, health or health services or of relevance or interest to the medical profession and to decision makers in the area of health;
- (10) To act as the principal coordinating and negotiating body for the medical profession in Victoria and a forum for the medical profession at which consultation and communication takes place;
- (11) To promote, maintain, protect, advance and extend the honour and standing of the medical profession and the professional and academic independence of the Members of the profession;
- (12) To advance exemplary professional conduct and efficiency, to promote fair and honourable practice, to discourage or prevent malpractice or professional misconduct and to ensure the highest clinical, ethical and scientific standards in the delivery of health care to the community;
- (13) To consider, originate and promote improvements or alterations in the law relating to health, the practice of medicine and the medical profession, including petitioning the Parliament of the State of Victoria or of the Commonwealth (and the government departments thereof) and taking such other steps and proceedings as may be deemed expedient for carrying out this object;
- (14) To promote the unity of the medical profession between the various States and Territories of the Commonwealth of Australia and to enter into all such agreements and Memberships, and generally take, adopt and carry into effect all such steps, as are by law authorised or required for such purposes;
- (15) To consider, advise, and, if necessary, make recommendations on any subject connected with the appointments of legally qualified medical practitioners to public institutions, positions and services;
- (16) To maintain, restore, archive and display documents and objects, preserving for posterity the historical heritage of the Company since its inception;
- (17) To carry out such commercial or trading activities as are considered conducive to the achievement of the objects of the Company including by entering into arrangements or ventures where goods or services are provided to Members of the medical profession including arrangements which exploit the intellectual property of the Company, including the AMA Victoria name;
- (18) To become a Member of, subscribe to, affiliate with or enter into arrangements with any other organisation, whether incorporated or not, having objects altogether or in part similar to those of the Company or intended to advance the objects of the Company;
- (19) For the purposes only of achieving the above objects, including by ensuring the maintenance of a strong and active Membership of the Company and the availability of financial resources to pursue those objects, provide services, advice, assistance and benefits to Members of the Company including:

- (i) providing advice and services to, and acting on behalf of, Members of the Company in matters relating to medical practice and medical services including commercial, legal, workplace and industrial relations matters; and
- (ii) providing courses of training, advice, welfare and support services and other benefits to Members of the Company to support them in their personal and professional lives,

but subject always to the adherence with, and preservation of, the not-for-profit and if applicable charitable status of the Company.

4. Powers

The Company has the legal capacity and the powers of an individual and a body corporate as specified in the Corporations Act, except the power to:

- (1) issue shares;
- (2) distribute any of the Company's property among the Members in kind or otherwise, other than as permitted by the Corporations Act.
- (3) do any act that is prohibited by a law of a State or Territory.

5. Restriction on use of income and assets

- (1) The income and property of the Company must only be used in promoting its objects, other than as permitted by the Corporations Act.
- (2) No portion of its income or assets may be distributed directly or indirectly among its Members.

6. Construction and Interpretation

- (1) If any provision of this Constitution is inconsistent with a provision of the Replaceable Rules, these rules will prevail to the extent of the inconsistency. To the extent that these rules do not modify or displace a Replaceable Rule, that Replaceable Rule applies.
- (2) If the Company is a registered charity, the ACNC Act will override any rules in this Constitution which are inconsistent with the ACNC Act.
- (3) If there is any conflict between any provision of this Constitution and any document referred to in this Constitution, the prevailing order of priority shall be as follows:
 - (i) The Constitution;
 - (ii) The Replaceable Rules;
 - (iii) The Regulations; then
 - (iv) The By-Laws.

7. The Corporations Act and the ACNC Act

Despite any other provision in this Constitution, if:

- (1) the Corporations Act or the ACNC Act prohibits a thing being done, the thing may not be done;

- (2) the Corporations Act or the ACNC Act requires something to be done, authority is given for that thing; and
- (3) a provision of this Constitution is or becomes inconsistent with the Corporations Act or the ACNC Act, that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

8. **Non-profit**

- (1) The Company is a non-profit organisation and must not carry on business for the purpose of distributing profit to Members.
- (2) The income, property, profits and financial surplus of the Company, whenever derived, must be applied solely towards the promotion of the objects and purposes of the Company as set out in Article 3 and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits or otherwise to Members, except that nothing in this Constitution will prevent the payment in good faith of:
 - (i) remuneration to any officer or employee of the Company or to any Member in return for services actually rendered to the Company;
 - (ii) supply of goods or services to the Company in the ordinary course of business by a Member;
 - (iii) reasonable allowance and travelling expenses to Directors; or
 - (iv) making a payment to a Member in carrying out the Company's objects and purposes.

Members

9. **Members Qualification**

No person may be a Member unless that person:

- (1) ordinarily resides in Victoria;
- (2)
 - (i) is principally engaged in practice in Victoria under the Registration Legislation;
 - (ii) if Retired, was at the time of retirement registered as a medical practitioner under the Registration Legislation;
 - (iii) if a Medical Student Associate Member, is principally associated for the relevant tuition year with a Victorian campus of a University Medical School; or
 - (iv) if a Doctor-in-Training is employed in Victoria; and
- (3) has paid the relevant Subscription.

10. **Company's Obligation to National AMA**

- (1) The Company must pay any National AMA Subscription received by it to the National AMA.

- (2) Only Ordinary fee-paying Members are required to pay a Subscription to the National AMA.

11. The Members of the Company are divided into the following classes:

- (1) Ordinary Members;
- (2) Associate Members;
- (3) Other Members.

12. Membership Categories

- (1) Ordinary Members comprise:

- (i) Registered medical practitioners under the Registration Legislation, who are:

- (a) practicing; or
- (b) non-practicing;

- (ii) Retired Practitioners who:

- (a) have Retired from medical practice; and
- (b) were at the time of retirement registered as a medical practitioner under the Registration Legislation;

and

- (iii) Honorary Members.

The Board:

- (a) may elect Honorary Members from time to time; and
- (b) must inform Council when it elects such Honorary Members.

- (2) Associate Members

- (i) Student Associate Members:

Every Victorian Medical Student who is registered as a Medical Student under the Registration Legislation is eligible for admission as a Student Associate Member of the Company.

- (ii) Additional categories of Associate Membership.

Additional categories of Associate Membership may be prescribed by Regulation. Such Regulation shall set out:

- (a) who is eligible;
- (b) rights of members of that Classification including whether they may have voting rights; and
- (c) whether a Subscription is payable.

(3) **Other Members**

Additional categories of Other Members may be prescribed by Regulation. Such Regulation shall set out:

- (i) who is eligible;
- (ii) rights of members of that category including whether they may have voting rights; and
- (iii) whether a Subscription is payable.

13. Joint Membership

On becoming an Ordinary Member, that Member also becomes a Member of:

- (1) the National AMA; and
- (2) where appropriate, any organisations with which the Company has an executed conjoint Membership agreement.

14. Rights of Ordinary Members

Ordinary Members are entitled to all the privileges of Membership. These include the right:

- (1) to attend, speak and vote at any forthcoming:
 - (i) General Meetings of the Company;
 - (ii) Election;
- (2) to receive an official journal of the Company;
- (3) to vote for and elect Members of the Council;
- (4) to stand for election to the Council;
- (5) if, and only if, elected a Member of the Council, to vote for Members of the Board;
- (6) if, and only if, elected to the Council, to stand for election to the Board.

However this Constitution imposes some limitations on those rights in specific circumstances.

15. Rights of Honorary Members

Honorary Members are Ordinary Members but are not required to pay a Subscription. A reference to Ordinary Members elsewhere in this Constitution includes Honorary Members.

16. Rights of Retired Members

Retired Members are Ordinary Members. A reference to Ordinary Members elsewhere in this Constitution includes Retired Members.

17. **Rights of Student Associate Members**

Student Associate Members are entitled to:

- (1) attend and speak, but in general not vote, at General Meetings of the Company;
- (2) receive an official journal of the Company;
- (3) be nominated, through the relevant Affiliated Medical Students Society, for Membership of the Council;
- (4) if, and only if, nominated as a Member of the Council, to exercise one (1) deliberative vote:
 - (i) for Members of the Board; and
 - (ii) at General Meetings of the Company;
- (5) but cannot be elected or appointed as a Director of the Company.

18. **Applications for Membership**

- (1) An eligible person may apply for Membership.
- (2) The Board or its delegate may admit an eligible person to Membership, subject to payment of the relevant Subscription.
- (3) If the Board's delegate does not admit an otherwise eligible person to Membership, the application must be referred to the Board.
- (4) The Board, if the whole number above three quarters of the Directors present and voting agree, may refuse an application if it reasonably forms the opinion that the applicant has engaged in conduct which:
 - (i) is derogatory to the medical profession; or
 - (ii) is not in the best interests of the Company; or
 - (iii) has caused damage to the Company.
- (5) The Board is not required to advise the applicant of the reasons for refusal of an application.

19. **Subscriptions**

- (1) The Board determines the annual Subscription for Members within each of the classes:
 - (i) Ordinary Members;
 - (ii) Associate Members;
 - (iii) Other Members.
- (2) The Board may also determine the Subscription for each Member category within these classes.
- (3) Each Ordinary Membership Subscription is a combined Subscription consisting of:
 - (i) the Subscription determined by the Board for the Company;

- (ii) the Subscription determined by the National AMA for its Membership; and
- (iii) the Subscription for other conjoint agreement arrangements as determined by the Board.

20. **Date for Payment of Subscription**

The Subscription is payable on 1 January each year, but the Board may determine that the Subscription may be payable in instalments or regular direct debit arrangements on dates fixed by the Board.

21. **Levies**

- (1) The Board may impose a levy on ordinary Members for a specific purpose.
- (2) A levy cannot be imposed without the consent of the Council after a recommendation from the Board.
- (3) A levy is due and payable on the date set out in the resolution which imposed it.

22. **Cessation of Membership**

A person ceases to be a Member of the Company if:

- (1) the Member ceases to satisfy any requirement for Membership set out in Article 9 of this Constitution;
- (2) the Member resigns in writing;
- (3) the Member's registration as a medical practitioner or as a student is cancelled;
- (4) the Member, if a student Member, ceases to be registered as a student medical practitioner;
- (5) the Member's Membership is terminated under the provisions of this Constitution;
- (6) the Member has failed to pay the annual Subscription required by the date specified in a notice to the Member that the Subscription is overdue.

23. **Suspension of Membership**

If a Member's registration as a Medical Practitioner or student is suspended by the Registration Authority, that person's Membership of the Company is suspended for the period of suspension of registration.

24. **Withdrawal of Membership**

If the whole number above three quarters of the Directors present at a meeting of the Board forms the opinion that a Member has engaged in conduct which:

- (1) is derogatory to the Company, the medical profession and/or the Registration Authority; or
- (2) is not in the best interests of the Company; or
- (3) has caused damage to the Company,

- (4) the Board shall:
 - (i) refer the matter to a Revocation Committee, formed from time to time as required, and
 - (ii) advise the Member of such referral.

25. **Membership of Revocation Committee**

- (1) The Board will select the Members of the Revocation Committee.
- (2) A Director cannot be a Member of the Revocation Committee.
- (3) The Revocation Committee will consist of three (3) Members, preferably comprising:
 - (i) past Presidents of the Company; then
 - (ii) Victorian Fellows of the National AMA; then
 - (iii) such Members deemed appropriate in the circumstances according to Regulation.
- (4) The Revocation Committee shall appoint its own secretary.
- (5) All Members of the Revocation Committee must be present for it to be quorate.

26. **Revocation Committee Procedure**

The procedure to be followed by the Revocation Committee is set out in Regulations.

27. **Penalties**

- (1) The Revocation Committee must, at the conclusion of the procedure, if its Members unanimously believe that the allegations are proved on the balance of probabilities, report that decision to the Board.
- (2) The Board may determine at its sole and complete responsibility:
 - (i) that the Member be expelled; or
 - (ii) that the Member's Membership be suspended for a specified period; or
 - (iii) that no action be taken against the Member.

28. **Readmission to Membership**

The Board may require, as a condition of readmission of a person who was a Member that the applicant pay any arrears of Subscription due when Membership ceased.

Internal Organs and Recognised Organisations and Societies

29. **Internal Organs**

The internal organs of the Company are:

- (1) The Board;
- (2) The Council;
- (3) The Chief Executive Officer, if appointed, and the salaried staff of the Company;
- (4) Standing and Ad Hoc Committees and Working Groups of the Board or the Council;
- (5) The Subdivisions
- (6) The Sections

30. **Affiliated Bodies**

(1) The Company also recognises:

- (i) Affiliated Academic Organisations;
- (ii) Affiliated Professional Organisations;
- (iii) Affiliated Medical Students Societies.

(2) Affiliated bodies have a representative Council position according to prescribed Regulations.

Subdivisions

31. **Purpose**

The purpose of a Subdivision is:

- (1) to provide an opportunity for Members within a specific locality or professional employment group to interact; and
- (2) to provide a mechanism for direct representation of Members on the Council.

32. **Membership of a Subdivision**

- (1) Geographical Subdivisions comprise all Ordinary Members generally practising within, but upon request, living within, a geographical area according to the Regulations.
- (2) Vocational Subdivisions comprise all Ordinary Members practising within a similar Vocational type according to the Regulations.

33. **Members Allocated to a Subdivision**

Every Ordinary Member, on admission, shall be allocated to a Geographical and a Vocational Subdivision according to Regulation.

34. **Nomination of Subdivision**

If a Member qualifies for Membership of several Subdivisions or on change in status or place of practice, the Member may nominate their preferred Subdivision.

35. **Alteration of Allocated Subdivision**

An Ordinary Member may alter their Subdivision as their circumstances change by written application according to Regulation.

36. **Participation in Subdivisions' Activities**

A Member may only be a voting Member of one (1) geographic and one (1) Vocational Subdivision, but may request the opportunity to participate in activities organised by another Subdivision.

37. **Geographic Subdivisions**

The Board, after consulting Council, may by Regulation:

- (1) determine the number, boundaries and continuation or cessation of geographical Subdivisions;
- (2) at least every ten (10) years after that, review the boundaries of the geographical Subdivisions.

38. **Constitution and Rules of Subdivisions**

The structure, rules, procedure, rights and responsibilities of Subdivisions are set out in the Regulations.

39. **Financing of Subdivisions**

The Board may approve the expenditure of the funds of the Company on the activities of the Subdivisions.

Sections

40. **Purpose**

The purpose of a Section is to provide an opportunity for Members with a particular or distinctive professional or other interest to interact.

For clarity, approved Sections at the time of adoption of this Constitution are:

- (1) Section of General Practitioners (however engaged in the Vocation);
- (2) Section of Psychiatrists (however engaged in the Vocation);
- (3) Section of Retired Doctors.

41. **Membership of a Section**

A Member may at any time after admission apply for Membership of a Section.

42. **Adding or Removing Sections**

The Board may, after consulting the Council:

- (1) approve additional Sections; and
- (2) determine that any Section shall cease to be a Section of the Company.

43. Constitution and Rules of Sections

The structure, rules, procedure, rights and responsibilities of Sections are set out in Regulations.

44. Financing of Sections

The Board may approve the expenditure of the funds of the Company on activities of the Sections.

45. Section may apply for Recognition as an Affiliated Organisation

A Section may at any time apply for recognition as an Affiliated Organisation provided it satisfies the Affiliated Organisation eligibility criteria.

Affiliated Organisations

46. Affiliated Organisations

- (1) Any medical body drawn from medical practitioners and medical students resident in Victoria may apply for recognition as an Affiliated Organisation.
- (2) The body need not be incorporated.
- (3) The body may be a chapter, faculty or other local branch of a national medical body.
- (4) The body must have a quota of Company Members to obtain recognition.

47. Quota for Recognition

For the purposes recognition of an Affiliated Organisation, a quota is the greater of:

- (1) 20 Ordinary and Associate Members of the Company; or
- (2) such number above 20 which is equal to 0.25 percent of the number of Ordinary and Associate Members of the Company.

48. Recognition of Affiliated Organisations

The Board upon the recommendation of the Council may recognise an applicant as an Affiliated Organisation.

49. Affiliated Academic Organisation

If the applicant is established as a University medical faculty, a Medical College or learned society or like body, it shall be designated on recognition as an Affiliated Academic Organisation.

50. **Affiliated Professional Organisation**

If the applicant is generally established for medico-political purposes, it shall be designated on recognition as an Affiliated Professional Organisation.

51. **Cessation of Affiliation**

An organisation ceases to be an Affiliated Organisation if:

- (1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- (2) the Board, whilst conducting a regular five-yearly review, concludes the organisation does not possess the necessary quota of Members; or
- (3) the organisation, on request at any time, fails to provide evidence that it has the necessary quota of Members or
- (4) the organisation is derogatory to the Company, the medical profession and/or the Registration Authority; or
- (5) the Board, with the agreement of Council, or on its own initiative, determines to withdraw recognition.

52. **Affiliated Medical Students Societies**

- (1) Any society of Medical Students may apply for recognition according to Regulation.
- (2) The society need not be incorporated.
- (3) The society must be recognised by an Australian University conducting a medical course in Victoria as a body representing the Victorian Medical Student body at that University.
- (4) The Board, after consulting the Council, may recognise the society as an Affiliated Medical Students Society.

53. **Cessation of Recognition of Affiliated Medical Students Society**

An Affiliated Medical Students Society ceases to be recognised if:

- (1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- (2) the society, on request, fails to provide evidence that it is recognised by the relevant University as the body representing Medical Students; or
- (3) the society is derogatory to the Company, the medical profession and/or the Registration Authority; or
- (4) the Board, after consulting the Council, determines to withdraw recognition.

General Meetings of the Company

54. **General Meetings of Members**

There are two (2) kinds of General Meetings:

- (1) The Annual General Meeting; and
- (2) An Extraordinary General Meeting.

55. Auditor to be Given Notice

The Company's auditor must be given notice of each General Meeting.

56. Quorum

The quorum for a General Meeting is twenty-five (25) ordinary Members personally present within thirty (30) minutes after the time set out in the notice of the meeting. Once a General Meeting achieves its quorum, it must complete its agenda, unless three quarters of Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

57. Adjournment if no Quorum

If a quorum is not achieved, the General Meeting is adjourned as close as practical to a similar date, time and place in the next week.

58. No Quorum at Adjourned General Meeting

If a quorum is not achieved at the adjourned General Meeting, the meeting is dissolved.

59. Notice of General Meetings

The period of notice for the Annual General Meeting of the Company is twenty-eight (28) days.

The period of notice for an Extraordinary General Meeting of the Company is twenty-eight (28) days.

60. Form and Contents of Notice

- (1) Notice must be given in accordance with the Corporations Act. To be clear, the Company permits use of electronic forms of notice.
- (2) The notice of meeting must specify a date, time and place of the meeting, as well as a facsimile number and an email address for the purpose of the receipt of proxy appointments, and a date and time by which proxies must be received.
- (3) The notice may specify other electronic means by which a Member may give a proxy appointment.

61. Deemed Date of Receipt

The date on which a notice sent is deemed to have arrived is as set out in the Corporations Act.

62. Notice if General Meeting Adjourned

New notice is required if a General Meeting is adjourned for four (4) weeks or more.

63. Place for General Meetings

A General Meeting may be held simultaneously at more than one (1) venue, including by the use of digital technology.

64. Proxies

A Member may appoint any other Member as the Member's proxy. The detailed provisions relating to proxies are as set out in the Corporations Act.

65. Annual General Meeting

The Annual General Meeting shall be held in accordance with the Corporations Act.

66. Power to Call Extraordinary General Meetings

The Board may call an Extraordinary General Meeting of the Company at any time.

67. Extraordinary General Meeting at Request of Members

Members may request the Board to call an Extraordinary General Meeting in accordance with the Corporations Act.

68. Consequence of Failure to Call an Extraordinary General Meeting

If the Directors do not call an Extraordinary General Meeting when so requested by Members, the Corporations Act provides for a proportion of the Members who have requested a meeting to call one at the expense of the Company.

69. Extraordinary General Meeting Called by Members

As set out in the Corporations Act, a proportion of Members may also call an Extraordinary General Meeting at their own expense.

70. Members' Right to list a Resolution

A proportion of Members also has the right to require a motion to be included on the agenda of the next General Meeting.

71. Presiding at General Meetings

The President shall usually preside at a General Meeting, but if the President is not available or declines to act (for the meeting or part of the meeting), the Members present must elect a person to preside.

72. Voting at General Meetings

Voting is carried out in accordance with the provisions of the Corporations Act.

73. **Adjournment of a General Meeting after Commencement**

The person presiding may adjourn the General Meeting and must do so if three quarters of the Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

74. **Business at Adjourned General Meeting**

- (1) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (2) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

Council

75. **Role of the Company's Council**

- (1) The role of the Council is:
 - (i) considered to be paramount related to policy development, providing recommendations to the Board;
 - (ii) to ensure that, in the formulation of policy and in making decisions, the Board has the opportunity to receive the widest possible range of views of Members;
 - (iii) to elect the Directors,
 - (iv) To consider, advise on or make recommendations on Regulations or By Laws prior to their being made or amended by the Board.
- (2) The Council may establish committees and/or working groups which shall report to the Council.

76. **Company Council Membership**

- (1) The Council consists of:
 - (i) The Directors, in their personal capacity only;
 - (ii) Such nominee(s) of each Subdivision such that no Member possesses more than 250 votes;
 - (iii) Such nominee(s) of each Affiliated Organisation such that no Member possesses more than 250 votes;
 - (iv) The elected Independent Members, but no Independent Member shall be able to exercise more than 250 votes;
 - (v) Two (2) nominees of each Affiliated Medical Students Society, each of whom may exercise one (1) personal vote;
 - (vi) Five (5) Members elected by and from the Fellows of the National AMA resident in Victoria, each of whom may exercise one (1) personal vote;

- (vii) Any Member who is a Member of the Council of the National AMA but who is not otherwise a Member of the Company's Council, each of whom may exercise one (1) personal vote;
 - (viii) Any Member who was a Director in the previous election year, but who is not now a Director, each of whom may exercise one (1) personal vote.
- (2) Each Director is a Member of the Company's Council in their personal capacity. For clarity, they relinquish any representative role on Council which enabled the Director to stand for election, and the Council representative position may be re-contested by other Members in the relevant Internal Organ.

77. Election of Fellows Representatives to Council

A separate ballot may be held at the same time to elect five (5) representatives of the Victorian Fellows of the National AMA to the Company's Council according to Regulation.

78. Number of Votes in Annual Ballot

Each Ordinary Member of the Company may exercise up to a maximum of two (2) votes at the Annual Ballot according to Regulation.

79. Independent Member of Council

- (1) A person is qualified as an Independent Member if that person receives a quota of Members' votes.
- (2) For the purpose of qualifying as an Independent Member, a quota is the greater of:
 - (i) 200 Ordinary and Associate Members of the Company; or
 - (ii) such number above 200 which is equal to 2.5 percent of the number of Ordinary and Associate Members of the Company.
- (3) Any votes cast for an Independent Member who does not receive the required quota will be declared null and void.

80. Annual Ballot for Council

- (1) An Annual Ballot of voting Members of the Company must be held each year according to Regulation prior to the election of Directors at the Annual Election Meeting.
- (2) The purpose of the Ballot is:
 - (i) to determine how many votes, to a maximum of 250 votes per Councillor, each representative of the Affiliated Organisations possesses for the election of the Directors; and
 - (ii) to elect Independent Members of Council and to determine how many votes, to a maximum of 250 votes per Councillor, each elected Independent Member has in the election of the Directors.

- (3) The ballot may be conducted:
 - (i) by post; or
 - (ii) by any electronic means consented to by the Board on the recommendation of the Council.

81. Declaration of Result

On the completion of the Annual Ballot the Returning Officer must advise all Councillors of:

- (1) The names of the Fellows elected;
- (2) The names of the Independent Members elected to Council and their votes to a maximum; and
- (3) How many nominees and votes each nominee of a:
 - (i) Subdivision;
 - (ii) Section; and
 - (iii) Affiliated Organisation,may exercise.

All nominees are to have as close as possible to equal numbers, to a maximum of 250 votes per Councillor in any ballot for election of Directors at that year's Annual Election Meeting.

Council Meetings

82. Minimum Number of Council Meetings

At least four (4) Council meetings must be called each year, typically about quarterly. Council meetings may be associated with General Meetings as required.

83. Regular Meeting Dates

The dates and time for the regular meetings of the Council are determined in advance by the Board in consultation with Council.

84. Quorum for Council Meeting

The quorum for a Council meeting is one quarter of the Councillors then in office, rounded up to the next whole number, personally present.

85. Annual Meeting to Elect Directors

- (1) An Election Meeting of Council is held each year prior to the Annual General Meeting, to elect the Directors according to Regulation.
- (2) For clarity, the Election meeting may occur on the same day as the Annual General Meeting.

- (3) Proxies may be exercised provided that no Councillor will have more than 250 votes. Proxy votes causing a Councillor to exceed 250 votes will be scaled downwards proportionally by the Returning Officer.

86. Period of Notice Required

At least seven (7) days' notice must be given for any Council meeting, or as otherwise stipulated in the Regulations.

87. Dispensing with Notice

If the Board determines that the immediate urgency of the matter for which an unscheduled Council meeting is called necessitates shorter notice, the meeting may be called with shorter notice. For clarity, an election cannot be held under this provision.

88. Unscheduled Council meeting

- (1) An unscheduled Council meeting may be called by the President at any time.
- (2) An unscheduled Council meeting must be called if at least one quarter of the Councillors then in office:
 - (i) request in writing that one be held; and
 - (ii) specify the purpose of that unscheduled Council meeting.
- (3) Normal quorum requirements remain for unscheduled Council meetings.

89. Special Notice if the business of an Unscheduled Meeting of Council is the Election of a Director

If an election of a Director or Directors is to take place at a unscheduled Council meeting,

- (1) at least twenty-one (21) days' notice must be given;
- (2) the meeting must have a notified agenda;
- (3) the notice must state that an election is to take place; and
- (4) each Councillor must be advised of the number of votes they may exercise at that election, to a maximum of 250 votes.

90. Business at Unscheduled Council Meetings

The only business which can be transacted at an unscheduled Council meeting is the business for which it was called, unless three quarters of the Councillors present and voting determine to consider other Company business, other than an election for Directors.

Procedure at Council Meetings

91. **Presiding at Council Meetings**

The Chair of the Council shall normally preside at meetings of the Council. If the Chair is not present or is unwilling to chair a meeting or part of a meeting, the Council shall elect a Councillor to preside for the relevant part of the meeting, which may be its entirety. The President will not ordinarily be the Chair of the Council.

92. **Standing Orders**

A Council meeting will be conducted according to Standing Orders.

93. **Alternates and Proxies**

If an elected Councillor is unable to attend a Council meeting, the Councillor may appoint:

- (1) an alternate Member from the affiliated or represented organisation; or
- (2) another Councillor as a proxy.

94. **Rights of Council Alternates and Proxies**

An Alternate or Proxy may exercise at that meeting for which they have been appointed all the powers of the Councillor who is unable to attend, unless Article 95 applies.

95. **Appointment may Limit Powers**

The instrument of appointment of an Alternate or Proxy may:

- (1) require the person appointed to vote as directed, or
- (2) restrict the matters on which the person appointed may vote.

96. **Minimum Notice of Appointment of Alternate or Proxy**

An appointment of an Alternate or Proxy must be notified to the Chief Executive Officer or equivalent or delegate not less than one (1) hour before the commencement of the relevant Council meeting.

Voting at Council

97. **Two (2) kinds of Voting**

Voting at Council meetings is of two (2) kinds.

- (1) Voting in Elections for the Directors of the Company:
 - (i) For the election of a Director or Directors,
 - (a) at the annual Election Meeting of Council; and

- (b) on a vote at any other Council meeting at which notice has been provided that a purpose of that meeting is to fill a casual vacancy on the Board,
 - (ii) the vote is by secret ballot; and
 - (iii) Councillors may exercise their number of votes, to a maximum of 250 votes per Councillor, according to Regulation.
- (2) For all other Council votes, each Councillor has one (1) vote, unless appointed as a proxy for another Councillor according to Regulation, in which case the Councillor may exercise their own vote and any proxy's votes they have received.

98. Secret Ballot at other Council Meetings

A secret ballot, other than for an election, may be held if five (5) Councillors request it, and Council agrees by simple ballot on a show of hands to agree to a secret ballot, but each Councillor may still only exercise one (1) vote.

99. Voting in the Election of the Directors

A ballot for the election of a Director shall be according to Regulation.

100. Voting Conditional on Payment of Subscription

A person cannot vote at a Council meeting, including as an alternate or proxy, if that person:

- (1) has not paid the annual Subscription; or
- (2) has not paid the agreed instalments due by the relevant date in accordance with an agreement with the Company.

For clarity, only financial Members can exercise a vote.

Board of Directors

101. Role of Board

- (1) The Board is responsible for the finances, financial management, legal obligations and control of the Company and, unless restricted by a provision of this Constitution or the Corporations Act, may exercise all the powers of the Company to achieve its objects and control its seal.
- (2) The Board does not have a primary role to develop policy, which is the role of the Council of the Company but has the full responsibility for the approval and the implementation of this policy.
- (3) If this policy is not accepted by the Board for legal or financial reasons, then it will advise and inform its decision to Councillors within two (2) weeks.

102. Remuneration of Directors

- (1) Each Director may be paid by the Company for service as a Director of the Company. The Board shall determine the amount for each specific position subject to a maximum fee payable to each Director as recommended by a Remuneration Committee established as a standing committee of Council, elected annually by Council.
- (2) There shall be three (3) Members of the Remuneration Committee who:
 - (i) make recommendations to Council in the year preceding from whence the recommendation of any change related to the Director's remuneration applies; and
 - (ii) have previously been Directors of the Company; and
 - (iii) cannot whilst on the Committee be Directors of the Company; and
 - (iv) need not be Members of the Council, and
 - (v) may meet by teleconference or other digital modality.
- (3) After receipt of the recommendation of the Remuneration Committee of a maximum payment for each position of Director and the recommendation's approval by Council, the Board shall determine a maximum fee payable to each Director for the next calendar year.

103. Board may Delegate

The Board may by resolution by simple majority delegate any of its functions to a person, working group or committee. But a responsibility specifically given to the Board by this Constitution cannot be delegated.

104. Board may make Regulations and By Laws

The Board may, by resolution approved by at least half of the Directors in office, make Regulations and By Laws to give effect to this Constitution and its Objects after consultation with the Council.

105. Number

There are seven (7) Directors, comprising:

- (1) President (and automatic Company Nominee to Federal Council unless Article 106 applies);
- (2) Vice President;
- (3) Chair of the Audit, Risk and Compliance Committee;
- (4) Four (4) Directors without portfolio;
- (5) Consistent with Article 3(7) of this Constitution, a minimum of three (3) Directors who are women and a minimum of three (3) Directors who are men;
- (6) a minimum of one (1) Doctor-in-Training who may be any one of the above.

106. Substitute Victoria Nominee to Federal Council

- (1) If, at the time of election, the President is already a Member of the National AMA's Federal Council in a representative role, the Council may elect another Director to the position of AMA Victoria nominee to the National AMA's Federal Council, and shall withdraw that nomination if the President ceases to be a Member of Federal Council in the other capacity;
- (2) If all Directors are already a Member of the National AMA's Federal Council in a representative role, or a Director(s) is unwilling or unable to be a Member of the National AMA's Federal Council, the Council will elect a Member of Council who is not already a Member of the National AMA's Federal Council to be the Company's nominee to the National AMA's Federal Council.

107. Procedure for Election of Directors and the Chair of the Council

- (1) All Directors and the Chair of the Council are usually elected by the Councillors at the Annual Election Meeting preceding the Annual General Meeting or as otherwise provided in this Constitution in the event of filling a casual vacancy.
- (2) The procedure for the election of Directors is set out in Regulations.
- (3) The election for each Director's position is a separate election conducted in the following sequence:
 - (i) President;
 - (ii) Audit, Risk and Compliance Chair (alternate year to President);
 - (iii) Directors without Portfolio;
 - (iv) Vice-President.
- (4) Only one (1) position will be elected at a time and sequence, such that there are seven (7) Directors, one of whom is President, one of whom is Vice President, and one of whom is Chair of the Audit, Risk and Compliance Committee, and four (4) of whom are Directors Without Portfolio.
- (5) A Member may only hold one (1) Director's position at a time.
- (6) The Chair of the Council is elected after the Directors for a one (1) year term.

108. Term

- (1) All Directors are elected for a two (2) year term, but the office of Vice President is held by an elected Director for one (1) year.
- (2) A term expires by effluxion of time at the conclusion of the Annual Election Council meeting in the relevant year.
- (3) Directors take office on election at the conclusion of the Annual Election meeting of Council in the relevant year.

109. Term of Person Filling Casual Vacancy on the Board

A Member elected to fill a casual vacancy on the Board holds office for the remainder of the term for which the Director's predecessor was elected.

110. Eligibility for Election as a Director

- (1) All Councillors are eligible for election as a Director or to a specific office on the Board except as set out in the following Articles.
- (2) Eligibility for election for a particular position is determined on the day before the date of the Annual Election Meeting.
 - (i) This does not apply to the position of Vice President, who is elected from elected Directors without Portfolio at the particular election meeting which is taking place.
- (3) A nominee of an Affiliated Medical Students Society who is a Councillor is not eligible to be elected as a Director.

111. Ineligible for Election as a Director if Previously Elected in Special Circumstances

A Councillor is ineligible to be elected as a Director if:

- (1) that Councillor is a Councillor solely because that Councillor was a Director in the previous election year, but is not now a Director; or
- (2) The Councillor has previously been elected a Director for a total of ten (10) consecutive years and has had less than four (4) years' absence from the Board.

112. Single Position

- (1) At a Council meeting at which an election of a Director or Directors takes place, a Councillor elected as a Director to a named position at that Council meeting is not eligible to stand for, or be elected to, any other position as a Director at that same Council meeting, even if they have nominated for a further position.
- (2) A Member may only occupy one (1) Director's position at any point of time.
- (3) This Article does not apply to the election of Vice President.

113. Total Permissible Term would be exceeded

A Councillor is ineligible to be elected as a Director, to a specific office on the Board or as Chair of Council, if at any time during the term for which that person would be elected, the Councillor would exceed the maximum number of consecutive years in office in the position as follows:

- (1) President: two (2) years;
- (2) Vice President: four (4) one (1) year terms, either consecutively or cumulatively;
- (3) Combination of President and Vice President: six (6) years;
- (4) For all Directors, ten (10) consecutive years in any capacity, which will require an absence as a Director for at least four (4) years;
- (5) Chair of Council: five (5) years.

For clarity, any part term of less than six (6) months duration served by filling a casual vacancy as a Director does not contribute to service to be considered for this Article.

114. Partial Term after Election to Casual Vacancy Excluded

If a Councillor is elected to fill a casual vacancy in the position of President or Vice President, the period for which that person is elected at that election is disregarded in calculating maximum terms of office in those positions.

115. Eligibility to Stand for Vice President

The Vice President:

- (1) is elected from those five (5) eligible elected Directors who are not the President or the Chair of the Audit, Risk and Compliance Committee who have been elected at the current election or the election in the previous year;
- (2) holds office for the coming one (1) year.

116. No Dual Positions

- (1) If, at an election meeting, a current Director is elected to a new position on the Board other than the position currently held by that Director immediately before an election,
 - (i) the current Director will be deemed to have given proper notice of resignation; and
 - (ii) to have resigned from the former role, effective upon election to that new position.
- (2) Where the current Director is a Director without Portfolio, and is elected to a new, named position at an election meeting referred to in Article 107, the principles in Article 118(3) shall, as far as is practicable, apply.
- (3) In any other case, a casual vacancy on the Board shall arise and be filled in accordance with Articles 125 to 129.
- (4) This Article does not apply to the election of Vice President.

117. Retiring Vice President

If the retiring Vice-President is not elected President or re-elected Vice President, and has only served one (1) year of the two (2) year term for which originally elected as Director without Portfolio, the Vice-President reverts to Director without Portfolio for the coming year.

For clarity, it is understood this will have implications for the Board's gender balance requirement.

118. Years of Election

- (1) The President and the Chair of the Audit, Risk and Compliance Committee are normally elected in alternate years.
- (2) Elections will occur to provide for seven (7) Directors of the Company.
- (3) It is permissible to elect a Director for a one (1) year term if required to provide for seven (7) Directors of the Company.

119. Cessation of Directorship

- (1) Circumstances in which a Member ceases to be a Director are as set out in this Constitution and the Corporations Act.
- (2) A Member ceases to be a Director if the Member ceases to be a Member of the Company.

120. Removal of Director by Company

- (1) Usually, only a General Meeting can remove a Director.
- (2) Specifically, Directors cannot remove a Director, unless upon confirmed incapacity of the Director.
- (3) Usually, Council cannot remove a Director, unless there is such urgency that a non-regular meeting of the Council is convened to consider the matter prior to due calling of a General Meeting, and three quarters of the Councillors present and voting support the removal.

121. Director not affected by Actions of Nominating Body

- (1) A Director who is a nominee of a Subdivision does not cease to be a Director if:
 - (i) the Subdivision ceases to exist; or
 - (ii) the Subdivision changes its nominee.
- (2) A Director who is a nominee of an Affiliated Organisation does not cease to be a Director if:
 - (i) the Affiliated Organisation ceases to be recognised; or
 - (ii) the Affiliated Organisation changes its nominee.

122. Incapacity of President

- (1) If the Board by simple majority vote, from which the President must be excluded, considers that the President is incapable of performing the functions of the office of President, it shall refer the matter to a committee constituted in the same manner and with the same Membership as the Revocation Committee (Article 25).
- (2) If the Revocation Committee confirms to the Board the incapacity of the President to perform the functions of the office, the Vice President shall assume the functions of the President and:
 - (i) shall be known as the Acting President; and
 - (ii) be entitled to benefit from the President's associated remuneration and conditions.
- (3) For clarity, the President remains a Director and entitled to remuneration and conditions as a non-Presidential Director.

- (4) The Vice President shall then be Acting President until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:
 - (i) the President is capable of resuming the functions of the office of President for the remainder of the President's elected term, and the Acting Vice President resumes office as Vice President with the associated non-Presidential remuneration and conditions; or
 - (ii) the President ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

123. Incapacity of other Director(s)

- (1) If the Board by simple majority vote, from which the Director(s) must be excluded, considers that the Director(s) is incapable of performing the functions of the office of Director, it shall refer the matter to a committee constituted in the same manner and with the same Membership as the Revocation Committee (Article 25).
- (2) If the Revocation Committee confirms to the Board the incapacity of the Director to perform the functions of the named office, the Board shall elect a Director without portfolio to assume the functions of the named office and shall be known as the acting office bearer.
- (3) The acting office bearer shall then be in that role until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:
 - (i) the Director is capable of resuming the functions of the office for the remainder of their elected term, and the acting office bearer resumes their previous office; or;
 - (ii) the Director ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

124. Incapacity of Board

In the event of the loss of at least four (4) Members of the Board, a temporary Interim Board, comprising such numbers of the Fellows representatives on the Council to re-establish a seven (7) Member Board shall be established to operate the Company and manage the requisite election to re-establish the Board by filling casual vacancies created.

Filling Casual Board Vacancies

125. Filling Casual Vacancies - General Rule

If a person ceases to be a Director before the end of the period for which that Member was elected, an election must be held at the next Council meeting to fill the casual vacancy.

126. Filling Casual Vacancies – if Existing Director Intends to Stand

If the office in which the vacancy arose is filled by an existing Director,

- (1) the vacancy in the position previously held by that Director must also be filled at that Council meeting; and
- (2) notice of the possible contingent vacancies must be notified with the primary vacancy.

127. Filling Casual Vacancy Arising close to a Regular Council Meeting

If the casual Board vacancy occurs less than four (4) weeks before the next notified Council meeting, the election must take place at the Council meeting following the next notified Council meeting.

128. Filling Casual Presidential Vacancy Arising close to Annual Election

A vacancy in the position of President within three (3) months before the annual Council meeting at which the elections ordinarily take place is filled by the Vice President, and the Board elects one of the Directors without portfolio to fill the vacancy in the position of Vice President.

129. Filling Casual non-Presidential Board Vacancy Arising close to Annual Elections

- (1) If a vacancy in the Vice-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a non-Presidential Board Member to the office.
- (2) If a vacancy in the Chair of the Audit, Risk and Compliance Committee Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a Board Member to the office.
- (3) If a vacancy in any other non-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the vacancy remains unfilled.

Meetings of the Board

130. Who may call a Board Meeting

A meeting of the Board shall be called by the Chief Executive Officer or the Company Secretary if:

- (1) decided by the Board; or
- (2) directed by the President; or
- (3) requested by the majority of Directors.

131. Period of Notice for a Board Meeting

At least 7 days' notice shall be given of a Board meeting, which must have an agenda and provision for the recording and archiving of minutes.

132. Dispensing with Notice for a Board Meeting

A Board meeting may be held with less notice if:

- (1) the President; or
- (2) three-quarters of the other Directors consider that the business of the meeting is urgent.

133. Electronic Meetings are Permissible

Meetings of the Board may be held electronically if each Director participating can communicate with every other participant.

134. Board Resolution without a Meeting

- (1) A resolution in writing and agreed to by the majority of the Directors is as effective as a resolution passed at a Board meeting duly convened and held.
- (2) The resolution may consist of several counterparts, each agreed to by one or more Directors.
- (3) The Company may send a proposed resolution in writing to the Directors and for the purposes of this Article, a Director may agree to the resolution by affixing his or her signature, in original or electronic form or by reply email or other documentary means to that effect.

135. Board Voting

- (1) Every Director entitled to vote on a resolution, with no declared conflict of interest in the matter under discussion, has one (1) vote.
- (2) The person presiding does not have a casting vote.
- (3) In the event of a tied vote, the status quo remains.
- (4) A Director may request their opposition or abstention on a vote be recorded, but ordinarily it would not be recorded.

136. Board Quorum

The quorum at a Board meeting is the first whole number greater than one half of the number of Directors in office at the time.

For clarity, the usual quorum number will be four (4), all of whom may be the same gender.

137. Effect of Vacancy on Right to make Decisions

The right of the Board to make decisions is not affected by a vacancy in the number of Directors in office.

138. Board Member Presiding at a Board meeting

- (1) The President is entitled to preside at a Board meeting.
- (2) If the President is:
 - (i) unable or unwilling to preside; or
 - (ii) absent from the meeting,

the Board Member to preside shall be the Vice President.

(3) If the Vice President is:

(i) unable or unwilling to preside; or

(ii) absent from the meeting,

then a Director elected by the Board for that part of the meeting affected shall preside.

139. Effect of Defect in Appointment

A Board decision that has been put into effect is not affected by the later discovery that:

(1) there was a defect in the appointment of a Director participating; or

(2) that a person participating was disqualified from being a Director.

140. Directors with Personal Interests in Matters

The Corporations Act sets out the responsibilities of a Director who has a material personal interest in a matter.

141. Chief Executive Officer

The Board may appoint a Chief Executive Officer on such terms as it thinks fit.

142. Company Secretary

The Board shall appoint a Company Secretary.

143. Attendance at Board meetings

The Chief Executive Officer, or equivalent, is entitled to attend all Board meetings, except that part of a Board meeting considering matters relating to the position of the Chief Executive Officer or equivalent.

144. Delegation to the Chief Executive Officer

The Board may by resolution delegate to the Chief Executive Officer, or equivalent, such of the powers of the Directors as are not required by the Corporations Act or this Constitution to be dealt with by the Directors.

General

145. **Financial Records**

The duties of the Directors and the Company in relation to making and keeping financial records are as set out in the Corporations Act.

146. **Auditor**

The responsibility of the Company in relation to audit and the auditor are as set out in the Corporations Act.

147. **Common Seal**

The Common Seal of the Company shall only be affixed to a document in accordance with a resolution of the Board. Each such resolution shall be recorded in a Register kept for that purpose.

148. **Witnessing Affixing of the Seal**

The sealing must be witnessed by two (2) Directors, who must also sign the document to which the Common Seal is affixed.

149. **Meetings and Elections by Technology**

Notwithstanding any provision to the contrary in this Constitution, the Regulations or the By Laws:

- (1) Any meetings contemplated by this Constitution, the Regulations or the By Laws including but without limit to General Meetings, Board meetings, Council meetings and Subdivision meetings may be conducted by any means permitted by law (including the Corporations Act) including hybrid and virtual meetings using information technology provided that the technology provides persons who attend the meeting as a whole a reasonable opportunity to participate in it and subject to any other conditions as may be prescribed by law. A person who attends the meeting by information technology will be deemed personally present for the purposes of any quorum requirement.
- (2) Any election or ballot contemplated by this Constitution may be conducted by any electronic or virtual means using information technology without the need for any meeting but complying as closely as possible with any other requirements for such election or ballot as may be consented to by the Board on the recommendation of the Council.

150. **Minutes**

The Board must ensure that minutes, including relevant background material, are taken, authenticated and kept of all:

- (1) General Meetings;
- (2) Board meetings; and
- (3) Board resolutions without a meeting,

as required by the Corporations Act.

151. Indemnity

Every Director and Officer of the Company (including all Members of all organs of the Company, as referred to in this Constitution) shall be indemnified by the Company to the extent permitted by the Corporations Act in respect of all acts done or omitted to be done in the proper exercise of the duties of that person as a Director or Officer of the Company.

152. Liability of Members Limited to Amount of Guarantee

By becoming a Member of the Company, each Member guarantees that:

- (1) if the person is a Member at the time of winding up; or
 - (2) if the person has been a Member at any time during the previous year
- that Member will pay the sum of Two Australian Dollars (A\$2.00) towards the debts and winding up costs of the Company.

153. Disposal of Assets on Winding up

- (1) If the Company is wound up, its remaining assets must not be distributed to its Members.
- (2) Any assets remaining on winding up must be given to an entity or entities which:
 - (i) have similar objects to those of the Company; and
 - (ii) which also prohibit distribution of profit, income or assets to their Members.
- (3) The entity or entities must be determined:
 - (i) by the Members in General Meeting, or, if that is not done,
 - (ii) by resolution of the Board approved by more than half of all the Directors in office.

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MEDICAL SOCIETY OF VICTORIA INC

CONSTITUTION

1. Name of the Society

The name of the Society is Medical Society of Victoria Inc ("Society").

2. Definitions

In this Constitution, unless a contrary intention is defined:

"Act" means the *Associations Incorporation Act 1981* (Vic);

"Annual ballot" means the ballot of Ordinary members of the Society:

- 1) to exercise certain voting rights in the election of Councillors; and
- 2) to elect Independent members of the Council;

"ACNC Act" means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

"Board" means the Board of directors of the Society;

"Chief Executive Officer" means a person who may be appointed to the role by the Board;

"Company" means Australian Medical Association (Victoria) Limited, ABN 43 064 447 678;

"Council" means the Council of the Society;

"Councillor" means an Ordinary Member who has been elected to the Council of the Society;

"Director" means an Ordinary Member who has been elected by Council to the Board;

"Doctor-in-Training" means an Ordinary Member who possesses provisional or general medical registration under the Registration Legislation, and is employed and generally training towards a specialist registration;

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

"Fellow" means a person who has been elected to Fellowship of the National AMA;

"General Meeting" means a meeting of the Society's Members;

“Hospital” means an institution providing medical, surgical and/or nursing care for sick or injured people located in Victoria;

“Member” means a subscribing person as defined under ‘Members’ below;

“Medical Student” means a person who is studying for the initial academic qualification which leads to registration as a provisionally registered medical practitioner;

“National AMA” means the Australian Medical Association Limited; ABN 37 008 426 793;

“Registration Legislation” means the relevant Act regulating the registration of medical practitioners in Victoria from time to time;

“Registration Authority” means a body empowered under the Registration Legislation to register, suspend or deregister medical practitioners;

“Retired” means withdrawn from an employed medical occupation;

“Section” means a membership group with a particular or distinctive professional or other interest;

“Standing Orders” are the rules governing debate at Council;

“Subdivision” means an allocation to a membership group of relative commonality by geographical area or vocational type;

“Subscription” means the required payment prescribed for membership entitlements to become available;

“University” means a tertiary educational institution which has a regulated course for the teaching and examination of medical students;

“Vocation” means a Member’s employed occupation.

3. **Objects of the Society**

The objects of the Society are:

- 1) To promote, maintain, protect and advance the health of the people of Victoria;
- 2) To identify health issues affecting the people of Victoria and to propose, promote and advocate for actions to address those issues;
- 3) To advocate for improvements in medical facilities and services in Victoria including improvements in the funding, facilities and programs provided by government;
- 4) To take an active part in the promotion of health care programs for the benefit of the people of Victoria and to participate in the resolution of major social and community health issues;
- 5) To promote the science of medicine;
- 6) To promote best practice in medicine;
- 7) [To proactively strive to ensure, whenever possible, gender equality throughout the Society;](#)

- ~~87~~) To circulate such information as may be thought desirable through or by means of a periodical journal which shall be the official journal of the Society, by other regular or occasional publications or circulars and on-line publications and content;
- ~~98~~) To collect and circulate statistics and other information relating to medical practice, health or health services or of relevance or interest to the medical profession and to decision makers in the area of health;
- ~~109~~) To act as the principal coordinating and negotiating body for the medical profession in Victoria and a forum for the medical profession at which consultation and communication takes place;
- ~~4011~~) To promote, maintain, protect, advance and extend the honour and standing of the medical profession and the professional and academic independence of the members of the profession;
- ~~4112~~) To advance exemplary professional conduct and efficiency, to promote fair and honourable practice, to discourage or prevent malpractice or professional misconduct and to ensure the highest clinical, ethical and scientific standards in the delivery of health care to the community;
- ~~4213~~) To consider, originate and promote improvements or alterations in the law relating to health, the practice of medicine and the medical profession, including petitioning the Parliament of the State of Victoria or of the Commonwealth (and the government departments thereof) and taking such other steps and proceedings as may be deemed expedient for carrying out this object;
- ~~4314~~) ___ To promote the unity of the medical profession between the various States and Territories of the Commonwealth of Australia and to enter into all such agreements and memberships, and generally take, adopt and carry into effect all such steps, as are by law authorised or required for such purposes;
- ~~4415~~) To consider, advise, and, if necessary, make recommendations on any subject connected with the appointments of legally qualified medical practitioners to public institutions, positions and services;
- ~~16~~) To maintain, restore, archive and display documents and objects, preserving for posterity the historical heritage of the Society since its inception;
- ~~4517~~) To carry out such commercial or trading activities as are considered conducive to the achievement of the objects of the Society including by entering into arrangements or ventures where goods or services are provided to members of the medical profession including arrangements which exploit the intellectual property of the Society, including the AMA Victoria name;
- ~~4618~~) To become a member of, subscribe to, affiliate with or enter into arrangements with any other organisation, whether incorporated or not, having objects altogether or in part similar to those of the Society or intended to advance the objects of the Society;
- ~~4719~~) For the purposes only of achieving the above objects, including by ensuring the maintenance of a strong and active membership of the Society and the availability of financial resources to pursue those objects, provide services, advice, assistance and benefits to members of the Society including:

- (i) providing advice and services to, and acting on behalf of, members of the Society in matters relating to medical practice and medical services including commercial, legal, workplace and industrial relations matters; and
- (ii) providing courses of training, advice, welfare and support services and other benefits to members of the Society to support them in their personal and professional lives,

but subject always to the adherence with, and preservation of, the not-for-profit and [if applicable](#) charitable status of the Society.

4. **Powers**

The Society has the legal capacity and the powers of an individual and a body corporate as specified, except the power to:

- 1) issue shares;
- 2) distribute any of the Society's property among the members in kind or otherwise;
- 3) do any act that is prohibited by a law of a State or Territory.

5. **Restriction on use of income and assets**

- 1) The income and property of the Society must only be used in promoting its objects, other than as permitted by the Act.
- 2) No portion of its income or assets may be distributed directly or indirectly among its members.

6. **Inconsistency Construction and Interpretation**

- 1) If the Society is a registered charity, the ACNC Act will override any rules in this Constitution which are inconsistent with the ACNC Act.
- 2) [If there is any conflict between any provision of this Constitution and any document referred to in this Constitution, the prevailing order of priority will be as follows:](#)
 - (i) [The Constitution.](#)
 - (ii) [The Regulations; then](#)
 - (iv) [The By-Laws.](#)

7. **The ACNC Act**

Despite any other provision in this Constitution, if:

- a) the Act or the ACNC Act prohibits a thing being done, the thing may not be done;
- b) the Act or the ACNC Act requires something to be done, authority is given for that thing; and
- c) a provision of this Constitution is or becomes inconsistent with the Act or the ACNC Act, that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

8. Non-profit

- 1) The Society is a non-profit organisation and must not carry on business for the purpose of distributing profit to Members.
- 2) The income, property, profits and financial surplus of the Society, whenever derived, must be applied solely towards the promotion of the objects and purposes of the Society as set out in Article 3 and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits or otherwise to Members, except that nothing in this Constitution will prevent the payment in good faith of:
 - (i) remuneration to any officer or employee of the Society or to any Member in return for services actually rendered to the Society;
 - (ii) supply of goods or services to the Society in the ordinary course of business by a Member;
 - (iii) reasonable allowance and travelling expenses to Directors; or
 - (iv) making a payment to a Member in carrying out the Society's objects and purposes.

MEMBERS

9. Members Qualification

No person may be a Member unless that person:

- 1) ordinarily resides in Victoria;
- 2) (i) is principally engaged in practice in Victoria under the Registration Legislation; ~~or~~
(ii) if Retired, was at the time of retirement registered as a medical practitioner under the Registration Legislation;
(iii)
if a Medical Student associate member is principally associated for the relevant tuition year with a Victorian campus of a University Medical School; or
(iv)
if a Doctor-in-Training is employed in Victoria; ~~and~~
2)3) has paid the relevant ~~subscription~~Subscription.

10. Society's Obligation to National AMA

- 1) The Society does not pay any fees to National AMA.

11. The Members of the Society are divided into the following classes:

- 1) Ordinary ~~members~~Members;
- 2) ~~Retired practitioners;~~
- 3) ~~2) Honorary Associate members~~Members;
- 4) ~~Associate Other members~~Members. ;
- 5) ~~Medical Student associate members;~~

~~6) Such additional classes of non-voting members as may be prescribed by Regulations.~~

~~3) _____~~

12. Membership Categories

1) Ordinary Members comprise:

(i) Registered medical practitioners under the Registration Legislation, who are:

~~(aa)~~ practising, or

~~(b)~~ non-practising; -

(ii) Retired Practitioners

~~(a) comprise every previously registered medical practitioner who~~

has ves retired from medical practice; and

~~(b) were~~as at the time of retirement registered as a medical practitioner under the Registration Legislation;-

and

(iii) Honorary Members.

The Board:

~~(a)~~ may elect Honorary Members from time to time; and

~~(b)~~

must inform Council when it elects such Honorary Members.

~~4)2) Associate Members~~

(i) Student Associate Members:

Every Victorian medical student who is registered as a medical student under the Registration Legislation is eligible for admission as a student associate member of the Society.

(ii) Additional classes-categories of Associate Membership:

Additional classes-categories of Associate Membership may be prescribed by Regulation. Such Regulation shall set out:

~~(a)~~ who is eligible;

~~(b)~~ the rights of members of that categoryclass, including whether they may have voting rights; and

~~(c)~~

whether a separate subscription is payable.

3) Other Members

Additional categories of Other Members may be prescribed by Regulation.

Such Regulation shall set out:

(i) who is eligible;

(ii) the rights of members of that category, including whether they may have voting rights; and

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- (iii) [whether a separate subscription is payable.](#)

13. **Joint Membership**

On becoming an Ordinary Member, that Member also becomes a member of the Company.

14. **Rights of Ordinary Members**

Ordinary ~~M~~members are entitled to all the privileges of membership. These include the right:

- 1) to attend, speak and vote at any forthcoming:
 - (i) General Meetings of the Society;
 - (ii) Election;
- ~~2) after payment of subscription;~~
- ~~3) 2) to receive an official journal of the Society;~~
- ~~4) 3) to vote for and elect members of the Council;~~
- ~~5) 4) to stand for election to the Council;~~
- ~~6) 5) if, and only if, elected a member of the Council, to vote for members of the Board;~~
- ~~7) 6) if, and only if, elected to the Council, to stand for election to the Board.~~

However this Constitution imposes some limitations on those rights in specific circumstances.

15. **Rights of Retired Members and Honorary Members**

~~Retired Members and Honorary M~~members are ~~considered as~~ Ordinary ~~M~~members but ~~Honorary Members~~ are not required to pay a subscription. A reference to ~~Ordinary members~~ ~~Members~~ elsewhere in this Constitution includes ~~Retired Members and H~~onorary ~~M~~members.

16. **Rights of Student Associate Members**

Student ~~A~~associate ~~M~~members are entitled to:

- 1) attend and speak, but in general not vote, at General Meetings of the Society;
- 2) receive an official journal of the Society;
- 3) be nominated, through the relevant Affiliated Medical Students Society, for membership of the Council;
- 4) if, and only if, nominated as a member of the Council, to exercise one (1) deliberative vote:
 - (i) for members of the Board; and
 - (ii) at General Meetings of the Society,

but cannot be elected or appointed as a Director of the Society.

17. **Applications for Membership**

- 1) An eligible person may apply for membership.

- 2) The Board or its delegate may admit an eligible person to membership, subject to payment of the relevant subscription.
- 3) If the Board's delegate does not admit an otherwise eligible person to membership, the application must be referred to the Board.
- 4) The Board, if the whole number above three quarters of the Directors present and voting agree, may refuse an application if it reasonably forms the opinion that the applicant has engaged in conduct which:
 - (i) is derogatory to the medical profession; or
 - (ii) is not in the best interests of the Society; or
 - (iii) has caused damage to the Society.
- 5) The Board is not required to advise the applicant of the reasons for refusal of an application.

18. Subscriptions

- 1) The Board determines the annual subscription for Members within each of the classes:
 - (i) Ordinary Members;
 - (ii) Associate Members;
 - (iii) Other Members, each separate category of membership.
- 4)2) The Board may also determine the subscription for each Member category within these classes, separate categories of subscription.
- 2)3) Each Ordinary membership subscription is a combined subscription consisting of:
 - (i) the subscription determined by the Board for the Society;
 - (ii) the subscription determined by the National AMA for its membership; and
 - (iii) the subscription for other conjoint agreement arrangements as determined by the Board.

19. Date for Payment of Subscription

The subscription is payable on 1 January each year, but the Board may determine that the subscription may be payable in instalments or regular direct debit arrangements on dates fixed by the Board.

20. Levies

- 1) The Board may impose a levy on ordinary members for a specific purpose.
- 2) A levy cannot be imposed without the consent of the Council after a recommendation from the Board.
- 3) A levy is due and payable on the date set out in the resolution which imposed it.

21. Cessation of Membership

A person ceases to be a Member of the Society if:

- 1) the Member ceases to satisfy any requirement for membership set out in Article 9 of this Constitution;
- 2) the Member resigns in writing;
- 3) the Member's registration as a medical practitioner or as a student is cancelled;
- 4) the Member, if a student Member, ceases to be registered as a student medical practitioner;
- 5) the Member's membership is terminated under the provisions of this Constitution;
- 6) the Member has failed to pay the annual subscription required by the date specified in a notice to the member that the subscription is overdue.

22. Suspension of Membership

If a Member's registration as a Medical Practitioner or student is suspended by the Registration Authority, that person's membership of the Society is suspended for the period of suspension of registration.

23. Withdrawal of Membership

If the whole number above three quarters of the Directors present at a meeting of the Board forms the opinion that a Member has engaged in conduct which:

- 1) is derogatory to the Society, the medical profession and/or the Registration Authority; or
- 2) is not in the best interests of the Society; or
- 3) has caused damage to the Society,
- 4) the Board shall:
 - (i) refer the matter to a Revocation Committee, formed from time to time as required, and
 - (ii) advise the Member of such referral.

24. Membership of Revocation Committee

- 1) The Board will select the members of the Revocation Committee.
- 2) A Director cannot be a member of the Revocation Committee.
- 3) The Revocation Committee will consist of three (3) Members, preferably comprising:
 - (i) past Presidents of the Society; then
 - (ii) Victorian Fellows of the National AMA; then
 - (iii) such Members deemed appropriate in the circumstances according to Regulation.
- 4) The Revocation Committee shall appoint its own secretary.
- 5) All members of the Revocation Committee must be present for it to be quorate.

25. Revocation Committee Procedure

The procedure to be followed by the Revocation Committee is set out in Regulations.

26. Penalties

- 1) The Revocation Committee must, at the conclusion of the procedure, if its members unanimously believe that the allegations are proved on the balance of probabilities, report that decision to the Board.
- 2) The Board may determine at its sole and complete responsibility:
 - (i) that the Member be expelled; or
 - (ii) that the Member's membership be suspended for a specified period; or
 - (iii) that no action be taken against the Member.

27. Readmission to Membership

The Board may require, as a condition of readmission of a person who was a Member, that the applicant pay any arrears of subscription due when membership ceased.

INTERNAL ORGANS AND RECOGNISED ORGANISATIONS AND SOCIETIES

28. Internal Organs

The internal organs of the Society are:

- 1) The Board;
- 2) The Council;
- 3) The Chief Executive Officer, if appointed, and the salaried staff of the Society;
- 4) Standing and Ad Hoc Committees and Working Groups of the Board or the Council;
- 5) The Subdivisions;
- 6) The Sections.

29. Affiliated Bodies

- 1) The Society also recognises:
 - (i) Affiliated Academic Organisations;
 - (ii) Affiliated Professional Organisations;
 - (iii) Affiliated Medical Students Societies.
- 2) Affiliated bodies have a representative Council position according to prescribed regulations.

SUBDIVISIONS

30. Purpose

The purpose of a Subdivision is:

- 1) to provide an opportunity for members within a specific locality or professional employment group to interact; and

- 2) to provide a mechanism for direct representation of members on the Council.

31. Membership of a Subdivision

- 1) Geographical Subdivisions comprise all Ordinary Members generally practising within, but upon request, living within, a geographical area according to the Regulations.
- 2) Vocational Subdivisions comprise all Ordinary Members practising within a similar vocational type according to the Regulations.

32. Members Allocated to a Subdivision

Every Ordinary Member, on admission, ~~may apply for, or failing that,~~ shall be allocated to a Geographical and a Vocational Subdivision according to Regulation.

33. Nomination of Subdivision

If a Member qualifies for membership of several Subdivisions, [or on change in status or place of practice](#) the Member may nominate their preferred Subdivision.

34. Alteration of Allocated Subdivision

An Ordinary Member may alter their Subdivision as their circumstances change by written application according to Regulation.

35. Participation in Subdivisions' Activities

A Member may only be a voting member of one (1) geographic and one (1) vocational Subdivision, but may request the opportunity to participate in activities organised by another Subdivision.

36. Geographic Subdivisions

The Board, after consulting the Council, [may by Regulation:](#)

- 1) ~~may~~ determine the number, boundaries and continuation or cessation of geographical Subdivisions [according to the Regulations](#);
- 2) at least every ten (10) years after that review the boundaries of the geographical Subdivisions.

37. Constitution and Rules of Subdivisions

The structure, rules, procedure, rights and responsibilities of Subdivisions are set out in the Regulations.

38. Financing of Subdivisions

The Board may approve the expenditure of the funds of the Society on the activities of the Subdivisions.

SECTIONS

39. **Purpose**

The purpose of a Section is to provide an opportunity for members with a particular or distinctive professional or other interest to interact.

For clarity, approved Sections at the time of adoption of this Constitution are:

- 1) Section of General Practitioners (however engaged in the Vocation);
- 2) Section of Psychiatrists (however engaged in the Vocation);
- 3) Section of Retired Doctors.

40. **Membership of a Section**

A Member may at any time after admission apply for membership of a Section.

41. **Adding or Removing Sections**

The Board may, after consulting the Council:

- 1) approve additional Sections; and
- 2) determine that any Section shall cease to be a Section of the Society.

42. **Constitution and Rules of Sections**

The structure, rules, procedure, rights and responsibilities of Sections are set out in Regulations.

43. **Financing of Sections**

The Board may approve the expenditure of the funds of the Society on activities of the Sections.

44. **Section may apply for Recognition as an Affiliated Organisation**

A Section may at any time apply for recognition as an Affiliated Organisation provided it satisfies the Affiliated Organisation eligibility criteria.

AFFILIATED ORGANISATIONS

45. **Affiliated Organisations**

- 1) Any medical body drawn from medical practitioners ~~and medical students~~ resident in Victoria may apply for recognition as an ~~affiliated Affiliated organisation~~ Organisation.
- 2) The body need not be incorporated.
- 3) The body may be a chapter, faculty or other local branch of a national medical body.
- 4) The body must have a quota of Society Members to obtain recognition.

46. Quota for Recognition

For the purposes of ~~this Article~~[recognition of an Affiliated Organisation](#), a quota is the greater of:

- 1) 20 ~~Ordinary~~ [and Associate M](#)embers of the Society; or
- 2) such number above 20 which is equal to 0.25 percent of the number of Ordinary [and Associate](#) Members of the Society.

47. Recognition of Affiliated Organisations

The Board upon the recommendation of the Council may recognise an applicant as an [affiliated Affiliated](#) ~~e~~Organisation ~~according to Regulations~~.

48. Affiliated Academic Organisation

If the applicant is established as a University medical faculty, a Medical College or learned society or like body, it shall be designated on recognition as an Affiliated Academic Organisation.

49. Affiliated Professional Organisation

If the applicant is generally established for medico-political purposes, it shall be designated on recognition as an Affiliated Professional Organisation.

50. Cessation of Affiliation

An organisation ceases to be an Affiliated Organisation if:

- 1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- 2) the Board, whilst conducting a regular five-yearly review, concludes the organisation does not possess the necessary quota of [Ordinary](#) Members; or
- 3) the organisation, on request at any time, fails to provide evidence that it has ~~a the~~ [necessary](#) quota of ~~Society~~ Members or
- 4) the organisation is derogatory to the Society, the medical profession and/or the Registration Authority; or
- 5) the Board, with the agreement of Council, or on its own initiative, determines to withdraw recognition.

51. Affiliated Medical Students Societies

- 1) Any society of medical students may apply for recognition according to Regulation.
- 2) The society need not be incorporated.
- 3) The society must be recognised by an Australian University conducting a medical course in Victoria as ~~the a~~ body representing the Victorian medical student body at that University.
- 4) The Board, after consulting the Council, may recognise the society as an Affiliated Medical Students Society.

52. Cessation of Recognition of Affiliated Medical Students Society

An Affiliated Medical Students Society ceases to be recognised if:

- 1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- 2) the society, on request, fails to provide evidence that it is recognised by the relevant University as the body representing medical students; or
- 3) the society is derogatory to the Society, the medical profession and/or the Registration Authority; or
- 4) the Board, after consulting the Council, determines to withdraw recognition.

GENERAL MEETINGS OF THE SOCIETY

53. General Meetings of Members

There are two (2) kinds of General Meetings:

- 1) The Annual General Meeting; and
- 2) An Extraordinary General Meeting.

54. Auditor to be Given Notice

The Society's auditor must be given notice of each General Meeting.

55. Quorum

The quorum for a General Meeting is twenty-five (25) ordinary members personally present within thirty (30) minutes after the time set out in the notice of the meeting. Once a General Meeting achieves its quorum, it must complete its agenda, unless three quarters of Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

56. Adjournment if no Quorum

If a quorum is not achieved, the General Meeting is adjourned as close as practical to a similar date, time and place in the next week.

57. No Quorum at Adjourned General Meeting

If a quorum is not achieved at the adjourned General Meeting, the meeting is dissolved.

58. Notice of General Meetings

The period of notice for the Annual General Meeting of the Society is ~~forty-two~~ [twenty eight \(28\)](#) days. The period of notice for an Extraordinary General Meeting of the Society is twenty-eight (28) days.

59. Form and Contents of Notice

- 1) Notice must be given in accordance with the procedure observed by the Company. To be clear, the Society permits use of electronic forms of notice.

- 2) The notice of meeting must specify a date, time and place of the meeting, as well as a facsimile number and an email address for the purpose of the receipt of proxy appointments, and a date and time by which proxies must be received.
- 3) The notice may specify other electronic means by which a Member may give a proxy appointment.

60. Deemed Date of Receipt

The date on which a notice sent is deemed to have arrived is the date the Company deems such notice to have arrived.

61. Notice if General Meeting Adjourned

New notice is required if a General Meeting is adjourned for four (4) weeks or more.

62. Place for General Meetings

A General Meeting may be held simultaneously at more than one (1) venue, including by the use of digital technology.

63. Proxies

A Member may appoint any other Member as the Member's proxy.

The provisions relating to proxies that apply to the Company apply to the Society.

64. Annual General Meeting

Subject to the Act, the Annual General Meeting shall be held in the same manner in which the Company holds an annual general meeting.

65. Power to Call Extraordinary General Meetings

The Board may call an Extraordinary General Meeting of the Society at any time.

66. Extraordinary General Meeting at Request of Members

Members may request the Board to call an Extraordinary General Meeting in accordance with the procedure observed by the Company.

67. Consequence of Failure to Call an Extraordinary General Meeting

If the Directors do not call an Extraordinary General Meeting when so requested by Members, following the same procedure observed by the Company, a proportion of the Members who have requested a meeting to call one at the expense of the Society.

68. Extraordinary General Meeting Called by Members

A proportion of Members may also call an Extraordinary General Meeting at their own expense in accordance with the procedure observed by the Company.

69. Members' Right to list a Resolution

A proportion of members also has the right to require a motion to be included on the agenda of the next General Meeting.

70. Presiding at General Meetings

The President shall usually preside at a General Meeting, but if the President is not available or declines to act (for the meeting or part of the meeting), the Members present must elect a person to preside.

71. Voting at General Meetings

Voting is carried out in accordance with the procedure observed by the Company.

72. Adjournment of a General Meeting after Commencement.

The person presiding may adjourn the General Meeting, and must do so if three quarters of the Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

73. Business at Adjourned General Meeting

- 1) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 2) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

COUNCIL

74. Role of the Society's Council

- 1) The role of the Council is:
 - (i) considered to be paramount related to policy development, providing recommendations to the Board;
 - (ii) to ensure that, in the formulation of policy and in making decisions, the Board has the opportunity to receive the widest possible range of views of Members;
 - (iii) to elect the Directors.
 - (iv) ~~To consider, or~~ advise on [or make recommendations on](#) Regulations [or By Laws](#) prior to their being made [or amended](#) by the Board.
- 2) The Council may establish committees and/or working groups which shall report to the Council.
- 3) The Council functions as the Society's council.

75. Society Council Membership

- 1) The Council consists of:
 - a) The Directors, in their personal capacity only;

- b) Such nominee(s) of each Subdivision such that no Member possesses more than 250 votes;
 - c) Such nominee(s) of each Affiliated Organisation such that no Member possesses more than 250 votes;
 - d) The elected Independent Members, but no Independent Member shall be able to exercise more than 250 votes;
 - e) Two (2) nominees of each Affiliated Medical Students Society, each of whom may exercise one (1) personal vote;
 - f) Five (5) Members elected by and from the Fellows of the National AMA resident in Victoria, each of whom may exercise one (1) personal vote;
 - g) Any Member who is a member of the Council of the National AMA but who is not otherwise a member of the Society's Council, each of whom may exercise one (1) personal vote;
 - h) Any Member who was a Director in the previous election year, but who is not now a Director, each of whom may exercise one (1) personal vote.
- 2) Each Director is a Member of the Society's Council in their personal capacity. For clarity, they relinquish any representative role on Council which enabled the Director to stand for election, and the Council representative position may be contested by other Members in the relevant Internal Organ.

76. Election of Fellows Representatives to Council

A separate ballot may be held at the same time to elect five (5) representatives of the Victorian Fellows of the National AMA to the Society's Council according to Regulation.

77. Number of Votes in Annual Ballot

Membership with the Society does not confer additional votes.

78. Independent Member of Council

- 1) A person is qualified as an Independent Member if that person receives a quota of Members' votes ~~according to Regulation~~.
- 2) For the purpose of qualifying as an Independent Member, a quota is the greater of:
 - a) 200 Ordinary and Associate Members; or
 - b) such number above 200 which is equal to 2.5 percent of the number of Ordinary and Associate Members of the Society.
- 2)3) Any votes cast for an Independent Member who does not receive the required quota will be declared null and void.

79. Council Annual Election-Ballot

- 1) An Annual Ballot of ~~Ordinary-voting~~ Members of the Society must be held each year according to Regulation prior to the election of Directors at the Annual Election Meeting:

- 2) The purpose of the Ballot is:

to determine how many votes, to a maximum of 250 votes per Councillor, each representative of a

- ~~a) Subdivision or an the~~ Affiliated Organisation~~s~~ possesses for the election of the
- ~~b)a)~~ Directors;

~~⇒b)~~ to elect Independent Members of Council and to determine how many votes, to a maximum of 250 votes per Councillor, each elected Independent Member has in the election of the Directors.

- 3) The ballot may be conducted:

- a) by post; or
- b) by any electronic means consented to by the Board on the recommendation of the Council.

80. Declaration of Result

On the completion of the Annual Ballot the Returning Officer must advise all Councillors of:

- 1) The names of the Fellows elected;
- 2) The names of the Independent Members elected to Council and their votes to a maximum and
- 3) How many nominees and votes each nominee of a:
 - a) Subdivision; and
 - b) Section; and
 - c) Affiliated Organisation,may exercise.

All nominees are to have as close as possible to equal numbers, to a maximum of 250 votes per Councillor in any ballot for election of Directors at that year's Annual Election Meeting.

COUNCIL MEETINGS

81. Minimum Number of Council Meetings

At least four (4) Council meetings must be called each year, typically about quarterly. Council meetings may be associated with General Meetings as required.

82. Regular Meeting Dates

The dates and time for the regular meetings of the Council are determined in advance by the Board in consultation with Council.

83. Quorum for Council Meeting

The quorum for a Council meeting is one quarter of the Councillors then in office, rounded up to the next whole number, personally present.

84. Annual Meeting to Elect Directors

- 1) An Election Meeting of Council is held each year prior to the Annual General Meeting, to elect the Directors according to Regulation.
- 2) For clarity, the Election meeting may occur on the same day as the Annual General Meeting.
- 3) Proxies may be exercised provided that no Councillor will have more than 250 votes. Proxy votes causing a Councillor to exceed 250 votes will be scaled downwards proportionally by the Returning Officer ~~according to the Regulations~~.

85. Period of Notice Required

At least seven (7) days' notice must be given for any Council meeting, or as otherwise stipulated in the Regulations.

86. Dispensing with Notice

If the Board determines that the immediate urgency of the matter for which an ~~an unscheduled non-regular~~ Council meeting is called necessitates shorter notice, the meeting may be called with shorter notice. For clarity, an election cannot be held under this provision.

87. Non-regular ~~Unscheduled~~ Council meetings

- 1) An ~~unscheduled non-regular~~ Council meeting may be called by the President at any time.
- 2) An ~~unscheduled non-regular~~ Council meeting must be called if at least one quarter of the Councillors then in office:
 - a) request in writing that one be held; and
 - b) specify the purpose of that non-regular Council meeting.
- 3) Normal quorum requirements remain for ~~unscheduled non-regular~~ Council meetings.

88. Special Notice if the business of an ~~U-nscheduled Non-regular~~ Meeting of Council is the Election of a Director

If an election of a Director or Directors is to take place at an ~~an unscheduled non-regular~~ Council meeting:

- 1) at least twenty-one (21) days' notice must be given; and
- 2) the meeting must have a notified agenda; and
- 3) the notice must state that an election is to take place ~~according to Regulations~~; and
- 4) each Councillor must be advised of the number of votes they may exercise at that election, to a maximum of 250 votes.

89. Business at ~~Unscheduled Non-regular~~ Council Meetings

The only business which can be transacted at an ~~an unscheduled non-regular~~ Council meeting is the business for which it was called, unless three quarters of the Councillors present and voting determine to consider other Society business, other than an election for Directors.

PROCEDURE AT COUNCIL MEETINGS

90. Presiding at Council Meetings

The Chair of the Council, ~~elected according to Regulation~~, shall normally preside at meetings of the Council. If the Chair is not present or is unwilling to chair a meeting or part of a meeting, the Council shall elect a Councillor to preside for the relevant part of the meeting, which may be its entirety. The President will not ordinarily be the Chair of the Council.

91. Standing Orders

A Council meeting will be conducted according to Standing Orders.

92. Alternates and Proxies

If an elected Councillor is unable to attend a Council meeting, the Councillor may appoint:

- 1) an alternate Member from the affiliated or represented organisation; or
- 2) another Councillor as a proxy.

93. Rights of Council Alternates and Proxies

An Alternate or Proxy may exercise at that meeting for which they have been appointed all the powers of the Councillor who is unable to attend, unless Article 94 applies.

94. Appointment may Limit Powers

The instrument of appointment of an Alternate or Proxy may:

- 1) require the person appointed to vote as directed, or
- 2) restrict the matters on which the person appointed may vote.

95. Minimum Notice of Appointment of Alternate or Proxy

An appointment of an Alternate or Proxy must be notified to the Chief Executive Officer or equivalent or delegate not less than one (1) hour before the commencement of the relevant Council meeting.

VOTING AT COUNCIL

96. Two (2) kinds of Voting

Voting at Council meetings is of two (2) kinds.

- 1) Voting in Elections for the Directors of the Society:
 - (i) For the election of a Director or Directors,
 - a) at the annual Election Meeting of Council; and

- b) on a vote at any other Council meeting at which notice has been provided that a purpose of that meeting is to fill a casual vacancy on the Board,
 - (ii) the vote is by secret ballot; and
 - (iii) Councillors may exercise their number of votes, to a maximum of 250 votes per Councillor, according to Regulation.
- 2) For all other Council votes, each Councillor has one (1) vote, unless appointed as a proxy for another Councillor according to Regulation, in which case the Councillor may exercise their own vote and any proxies votes they have received.

97. Secret Ballot at other Council Meetings

A secret ballot, other than for an election, may be held if five (5) Councillors request it, and Council agrees by simple ballot on a show of hands to agree to a secret ballot, but each Councillor may still only exercise one (1) vote.

98. Voting in the Election of the Directors

A ballot for the election of a Director shall be according to Regulation.

99. Voting Conditional on Payment of Subscription

A person cannot vote at a Council meeting, including as an alternate or proxy, if that person:

- 1) has not paid the annual subscription; or
- 2) has not paid the agreed instalments due by the relevant date in accordance with an agreement with the Society.

For clarity, only financial Members can exercise a vote.

BOARD OF DIRECTORS

100. Role of Board

- 1) The Board is responsible for the finances, financial management, legal obligations and control of the Society and, unless restricted by a provision of this Constitution or the Act, may exercise all the powers of the Society to achieve its objects and control its seal.
- 2) The Board does not have a primary role to develop policy, which is the role of the Council of the Society but has the full responsibility for the approval and the implementation of this policy.
- 3) If this policy is not accepted by the Board for legal or financial reasons, then it will advise and inform its decision to Councillors within two (2) weeks.

101. Remuneration of Directors

- 1) Each Director may be paid by the Society for service as a Director of the Society. The Board shall determine the amount for each specific position subject to a maximum fee payable to each Director as recommended by a Remuneration Committee established as a standing committee of Council, elected annually by Council.

- 2) There shall be three (3) members of the Remuneration Committee who:
 - i) make recommendations to Council ~~by August of~~in the year preceding from whence the recommendation of any change related to the Director's remuneration applies; and
 - (ii) have previously been Directors of the Society; and
 - (iii) cannot whilst on the Committee be Directors of the Society; and
 - (iv) need not be members of the Council, and
 - (v) may meet by teleconference or other digital modality.
- 3) After receipt of the recommendation of the Remuneration Committee of a maximum payment for each position of Director and the recommendation's approval by Council, the Board shall determine a maximum fee payable to each Director for the next calendar year.

102. Board may Delegate

The Board may by resolution by simple majority delegate any of its functions to a person, working group or committee. But a responsibility specifically given to the Board by this Constitution cannot be delegated.

103. Board may make Regulations and By Laws

The Board may, by resolution approved by at least half of the Directors in office, make ~~regulations-Regulations and By Laws~~ to give effect to this Constitution ~~and its Objects after consultation with the Council~~.

104. Number

There are seven (7) Directors, comprising:

- 1) President;
- 2) Vice President;
- 3) Chair of the ~~Finance, Audit, and Risk~~ and Compliance Committee;
- 4) Four (4) Directors without portfolio ~~elected by Council~~;
- 5) Consistent with Article 3(7) of this Constitution, a minimum of three (3) Directors who are women and a minimum of three (3) Directors who are men;
- 6) a minimum of one (1) Doctor-in-Training who may be any one of the above.

105. Nominee to Federal Council

The Society does not nominate a member to the Federal Council.

106. Procedure for Election of Directors and the Chair of the Council

- 1) All ~~De~~irectors and the Chair of the Council are usually elected by the Councillors at the Annual Election Meeting preceding the Annual General Meeting or as otherwise provided in this Constitution in the event of filling a casual vacancy.
- 2) The procedure for the election of Directors is set out in Regulations.

- 3) The election for each Director's position is a separate election ~~as set out in Regulations conducted in the following sequence:~~
- a) President;
 - b) Audit, Risk and Compliance Committee Chair (alternate year to President);
 - c) Directors without Portfolio;
 - d) Vice President.
- 3)4) Only one (1) position will be elected at a time and sequence ~~according to the Regulations~~, such that there are seven (7) Directors, one of whom is President, one of whom is Vice President, and one of whom is Chair of the Finance, Audit, and Risk and Compliance Committee, and four (4) of whom are Directors Without Portfolio.
- 5) A Member may only hold one (1) Director's position at a time.
- 6) ~~The Chair of the Council is elected after the Directors for a one (1) year term.~~

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107. Term

- 1) All Directors are elected for a two (2) year term, but the office of Vice President is held by an elected Director for one (1) year.
- 2) A term expires by effluxion of time at the conclusion of the Annual Election Council meeting in the relevant year.
- 3) Directors take office on election at the conclusion of the Annual Election meeting of Council in the relevant year.

108. Term of Person Filling Casual Vacancy on the Board

A Member elected to fill a casual vacancy on the Board holds office for the remainder of the term for which the Director's predecessor was elected.

109. Eligibility for Election as a Director

- 1) All Councillors are eligible for election as a Director or to a specific office on the Board ~~according to Regulation~~ except as set out in the following Articles.
- 2) Eligibility for election for a particular position is determined on the day before the date of the Annual Election Meeting.
 - a) This does not apply to the position of Vice President, who is elected from elected Directors Without Portfolio at the particular election meeting which is taking place.
- 3) A nominee of an Affiliated Medical Students Society who is a Councillor is not eligible to be elected as a Director.

~~The nomination procedure is as set out in the Regulations.~~

110. Ineligible for Election as a Director if Previously Elected in Special Circumstances

A Councillor is ineligible to be elected as a Director if:

- 1) that Councillor is a Councillor solely because that Councillor was a Director in the previous election year, but is not now a Director; or

- 2) The Councillor has previously been elected a Director for a total of ten (10) consecutive years and has had less than four (4) years' absence from the Board.

111. Single Position

- 1) At a Council meeting at which an election of a Director or Directors takes place, a Councillor elected as a Director to a named position at that Council meeting is not eligible to stand for, or be elected to, any other position as a Director at that same Council meeting, even if they have nominated for a further position.
- 2) A Member may only occupy one (1) Director's position at any point of time.
- 3) This Article does not apply to the election of Vice President.

112. Total Permissible Term would be exceeded

A Councillor is ineligible to be elected as a Director, ~~or~~ to a specific office on the Board ~~or as Chair of Council~~, if at any time during the term for which that person would be elected, the Councillor would exceed the maximum number of consecutive years in office in the position as follows:

- 1) President: two (2) years;
- 2) Vice President: four (4) one (1) year terms, either consecutively or cumulatively;
- 3) Combination of President and Vice President: six (6) years;
- ~~4)~~ For all Directors, ten (10) consecutive years in any capacity, which will require an absence as a Director for at least four (4) years;
- ~~4)5)~~ Chair of Council: five (5) years.

For clarity, any part term of less than six (6) months duration served by filling a casual vacancy as a Director does not contribute to service to be considered for this Article.

113. Partial Term after Election to Casual Vacancy Excluded

If a Councillor is elected to fill a casual vacancy in the position of President or Vice President, the period for which that person is elected at that election is disregarded in calculating maximum terms of office in those positions.

114. Eligibility to Stand for Vice President

The Vice President:

- 1) is elected from those five (5) eligible elected Directors who are not the President or the Chair of the ~~Finance, Audit, and Risk~~ and Compliance Committee who have been elected at the current election or the election in the previous year;
- 2) holds office for the coming one (1) year.

115. No Dual Positions

- 1) If, at an election meeting, a current Director is elected to a new position on the Board other than the position currently held by that Director immediately before an election,
 - 1) the current Director will be deemed to have given proper notice of resignation; and
 - 2) to have resigned from the former role, effective upon election to that new position.
- 2) Where the current Director is a Director without Portfolio, and is elected to a new, named position at an election meeting referred to in Article 106, the principles in Article 117(3) shall, as far as is practicable, apply.

- 3) In any other case, a casual vacancy on the Board shall arise and be filled in accordance with Articles 124 to 128.
- 4) This Article does not apply to the election of Vice President.

116. Retiring Vice President

If the retiring Vice-President is not elected President or re-elected Vice President, and has only served one (1) year of the two (2) year term for which originally elected as Director without Portfolio, the Vice-President reverts to Director without Portfolio for the coming year.

For clarity, it is understood this will have implications for the Board's gender balance requirement.

117. Years of Election

- 1) The President and the Chair of the [Finance, Audit, Risk](#) and [Risk-Compliance](#) Committee are normally elected in alternate years according to Regulation.
- 2) Elections will occur to provide for seven (7) Directors of the Society [according to Regulation](#).
- 3) It is permissible to elect a Director for a one (1) year term if required to provide for seven (7) Directors of the Society [according to Regulation](#).

118. Cessation of Directorship

- 1) Circumstances in which a Member ceases to be a Director are as set out in this Constitution.
- 2) A Member ceases to be a Director if the Member ceases to be an Ordinary Member of the Society.

119. Removal of Director by Society

- 1) Usually, only a General Meeting can remove a Director.
- 2) Specifically, Directors cannot remove a Director, unless upon confirmed incapacity of the Director.
- 3) Usually, Council cannot remove a Director, unless there is such urgency that a non-regular meeting of the Council is convened to consider the matter prior to due calling of a General Meeting, and three quarters of the Councillors present and voting support the removal.

120. Director not affected by Actions of Nominating Body

- 1) A director who is a nominee of a Subdivision does not cease to be a director if:
 - (i) the Subdivision ceases to exist; or
 - (ii) the Subdivision changes its nominee.
- 2) A Director who is a nominee of an Affiliated Organisation does not cease to be a Director if:
 - (i) the Affiliated Organisation ceases to be recognised; or
 - (ii) the Affiliated Organisation changes its nominee.

121. Incapacity of President

- 1) If the Board by simple majority vote, from which the President must be excluded, considers that the President is incapable of performing the functions of the office of President, it shall refer the matter to a committee constituted in the same manner and with the same membership as the Revocation Committee (Article 24).
- 2) If the Revocation Committee confirms to the Board the incapacity of the President to perform the functions of the office, the Vice President shall assume the functions of the President and:
 - (i) shall be known as the Acting President; and
 - (ii) be entitled to benefit from the President's associated remuneration and conditions.
- 3) For clarity, the President remains a Director and entitled to remuneration and conditions as a non-Presidential Director.
- 4) The Vice President shall then be Acting President until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:
 - (i) the President is capable of resuming the functions of the office of President for the remainder of the President's elected term, and the Acting Vice President resumes office as Vice President with the associated non-Presidential remuneration and conditions; or
 - (ii) the President ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

122. Incapacity of other Director(s)

- 1) If the Board by simple majority vote, from which the Director(s) must be excluded, considers that the Director(s) is incapable of performing the functions of the office of Director, it shall refer the matter to a committee constituted in the same manner and with the same membership as the Revocation Committee (Article 24).
- 2) If the Revocation Committee confirms to the Board the incapacity of the Director to perform the functions of the named office, the Board shall elect a Director without portfolio to assume the functions of the named office and shall be known as the acting office bearer.
- 3) The acting office bearer shall then be in that role until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:
 - (i) the Director is capable of resuming the functions of the office for the remainder of their elected term, and the acting office bearer resumes their previous office; or;
 - (ii) the Director ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

123. Incapacity of Board

In the event of the loss of at least four (4) members of the Board, a temporary Interim Board, comprising such numbers of the Fellows representatives on the Council to re-establish a seven (7) member Board shall be established [according to Regulations](#) to operate the Society and manage the requisite election to re-establish the Board by filling casual vacancies created.

FILLING CASUAL BOARD VACANCIES

124. Filling Casual Vacancies - General Rule

If a person ceases to be a Director before the end of the period for which that Member was elected, an election must be held at the next Council meeting to fill the casual vacancy.

125. Filling Casual Vacancies – if Existing Director Intends to Stand

If the office in which the vacancy arose is filled by an existing director,

- 1) the vacancy in the position previously held by that director must also be filled at that Council meeting; and
- 2) notice of the possible contingent vacancies must be notified with the primary vacancy.

126. Filling Casual Vacancy Arising close to a Regular Council Meeting

If the casual Board vacancy occurs less than four (4) weeks before the next notified Council meeting, the election must take place at the Council meeting following the next notified Council meeting.

127. Filling Casual Presidential Vacancy Arising close to Annual Election

A vacancy in the position of President within three (3) months before the annual Council meeting at which the elections ordinarily take place is filled by the Vice President, and the Board elects one of the Directors without portfolio to fill the vacancy in the position of Vice President.

128. Filling Casual non-Presidential Board Vacancy Arising close to Annual Elections

- 1) If a vacancy in the Vice-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a non-Presidential Board member to the office.
- 2) If a vacancy in the Chair of the [Finance, Audit, and Risk and Compliance](#) Committee Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a Board member to the office.
- 3) If a vacancy in any other non-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the vacancy remains unfilled.

MEETINGS OF THE BOARD

129. Who may call a Board Meeting

A meeting of the Board shall be called by the Chief Executive Officer or [other highest role staff member](#) [the Secretary](#) if:

- 1) decided by the Board; or
- 2) directed by the President; or
- 3) requested by the majority of Directors.

130. Period of Notice for a Board Meeting

At least 7 days' notice shall be given of a Board meeting, which must have an agenda and provision for the recording and archiving of minutes.

131. Dispensing with Notice for a Board Meeting

A Board meeting may be held with less notice if:

- 1) the President; or
- 2) three-quarters of the other Directors consider that the business of the meeting is urgent.

132. Electronic Meetings are Permissible

Meetings of the Board may be held electronically if each Director participating can communicate with every other participant.

133. Board Resolution without a Meeting

- 1) [A resolution in writing and agreed to by the majority of the Directors is as effective as a resolution passed at a Board meeting duly convened and held.](#)
- 2) [The resolution may consist of several counterparts, each agreed to by one or more Directors.](#)
- 3) [The Society may send a proposed resolution in writing to the Directors and for the purposes of this Article, a Director may agree to the resolution by affixing his or her signature, in original or electronic form or by reply email or other documentary means to that effect.](#)

A document:

[setting out a resolution;](#)

[signed by all the Directors entitled to vote; and](#)

[stating that they all agree with the resolution; is as effective as a resolution passed at a face-to-face Board meeting.](#)

134. Board Voting

- 1) Every Director entitled to vote on a resolution, with no declared conflict of interest in the matter under discussion, has one (1) vote.
- 2) The person presiding does not have a casting vote.
- 3) In the event of a tied vote, the status quo remains.

- 4) A Director may request their opposition or abstention on a vote be recorded, but ordinarily it would not be recorded.

135. Board Quorum

The quorum at a Board meeting is the first whole number greater than one half of the number of Directors in office at the time.

For clarity, the usual quorum number will be four (4), all of whom may be the same gender.

136. Effect of Vacancy on Right to make Decisions

The right of the Board to make decisions is not affected by a vacancy in the number of Directors in office.

137. Board member Presiding at a Board meeting

- 1) The President is entitled to preside at a Board meeting.
- 2) If the President:
 - a) is unable or unwilling to preside; or
 - b) is absent from the meeting,the Board member to preside shall be the Vice President.
- 3) If the Vice President is:
 - a) unable or unwilling to preside; or
 - b) absent from the meeting,then a Director elected by the Board for that part of the meeting affected shall preside.

138. Effect of Defect in Appointment

A Board decision that has been put into effect is not affected by the later discovery that:

- 1) there was a defect in the appointment of a Director participating; or
- 2) that a person participating was disqualified from being a Director.

139. Directors with Personal Interests in Matters

The Act sets out the responsibilities of a Director who has a material personal interest in a matter.

140. Chief Executive Officer

The Board may appoint a Chief Executive Officer on such terms as it thinks fit.

141. Society Secretary

The Board shall appoint a Society Secretary [according to the Regulations](#).

142. Attendance at Board meetings

The Chief Executive Officer, or equivalent, is entitled to attend all Board meetings, except that part of a Board meeting considering matters relating to the position of the Chief Executive Officer or equivalent.

143. Delegation to the Chief Executive Officer

The Board may by resolution delegate to the Chief Executive Officer, or equivalent, such of the powers of the Directors as are not required by this Constitution to be dealt with by the Directors.

GENERAL

144. Financial Records

The duties of the Directors and the Society in relation to making and keeping financial records are as set out in the Act.

145. Auditor

The responsibility of the Society in relation to audit and the auditor are as set out in the Act.

146. Common Seal

The Common Seal of the Society shall only be affixed to a document in accordance with a resolution of the Board. Each such resolution shall be recorded in a Register kept for that purpose.

147. Witnessing Affixing of the Seal

The sealing must be witnessed by two (2) Directors, who must also sign the document to which the Common Seal is affixed.

148. Meetings and Elections by Technology

Notwithstanding any provision to the contrary in this Constitution, the Regulations or the By Laws:

- (1) Any meetings contemplated by this Constitution including but without limit to General Meetings, Board meetings, Council meetings and Subdivision meetings may be conducted by any means permitted by law (including the Corporations Act) including hybrid and virtual meetings using information technology provided that the technology provides persons who attend the meeting as a whole a reasonable opportunity to participate in it and subject to any other conditions as may be prescribed by law. A person who attends the meeting by information technology will be deemed personally present for the purposes of any quorum requirement.
- (2) Any election or ballot contemplated by this Constitution may be conducted by any electronic or virtual means using information technology without the need for any meeting but complying as closely as possible with any other requirements for such election or ballot as may be consented to by the Board on the recommendation of the Council.

149. Minutes

The Board must ensure that minutes, including relevant background material, are taken, authenticated and kept of all:

- 1) General Meetings;
- 2) Board meetings; and
- 3) Board resolutions without a meeting in the same way the Company keeps such records.

15049. Indemnity

Every Director and Officer of the Society (including all members of all organs of the Society, as referred to in this Constitution) shall be indemnified by the Society to the extent permitted by the Act in respect of all acts done or omitted to be done in the proper exercise of the duties of that person as a Director or Officer of the Society.

1519. Liability of Members Limited to Amount of Guarantee

By becoming a Member of the Society, each Member guarantees that:

- 1) if the person is a Member at the time of winding up; or
- 2) if the person has been a Member at any time during the previous year that Member will pay the sum of Two Australian Dollars (A\$2.00) towards the debts and winding up costs of the Society.

451152. Disposal of Assets on Winding up

- 1) If the Society is wound up, its remaining assets must not be distributed to its Members.
- 2) Any assets remaining on winding up must be given to an entity or entities which:
 - (i) have similar objects to those of the Society; and
 - (ii) which also prohibit distribution of profit, income or assets to their Members.
- 3) The entity or entities must be determined:
 - (i) by the Members in General Meeting, or, if that is not done,
 - (ii) by resolution of the Board approved by more than half of all the Directors in office.

TRANSITIONAL PROVISIONS

~~452153. This Article overrules any other provision of this Constitution~~

- ~~1) As instructed by Members at the Special General Meeting of 15 May 2018, it is anticipated that a new Constitution will come into effect in 2019.~~
- ~~2) All Directors elected at the 2018 Annual Election Meeting for a two (2) year term comprising five (5) known Directors shall remain as Directors unless they resign or are no longer qualified to be a Society Director.~~

- 3) ~~The President shall remain President until the conclusion of his two (2) year term unless the President resigns or is no longer qualified to be a Society Director.~~
- 4) ~~It is specifically noted that in the absence of the departure(s) of a current male Director who is about midway through their current two (2) year term from the Board for any reason, the provisions of Article 104 (5) for men and Article 104 (6) are satisfied.~~
- 5) ~~At the Council meeting to elect Directors following the adoption of this Constitution, which may be an Annual Election Meeting, as notified, following the adoption of this Constitution:~~
 - (i) ~~The Chair of Council will be elected for a one (1) year term;~~
 - (ii) ~~The Chair of the Finance, Audit and Risk Committee will be elected for a two (2) year term;~~
 - (a) ~~It is specifically noted that this position will only be open for current, non Presidential, Directors Without Portfolio who are men about midway through their two (2) year term of elected office, but all women Members of the Society.~~
 - (iii) ~~One (1) or two (2) Directors without Portfolio will be elected for a two (2) year term, who will be a woman (women) to satisfy Article 104 (5) for women;~~
 - (a) ~~It is specifically noted that the election for Chair of the Finance, Audit and Risk Committee will influence the number of Directors without Portfolio that shall be required to obtain a total of seven (7) Directors on the Board.~~
 - (b) ~~It is specifically noted that one or both of the women Director's elected at this Article 152153(5)(iii) could be Doctors-in-Training; and~~
 - (iv) ~~The Vice President will be elected for a one (1) year term from the five (5) then available Directors without Portfolio.~~
- 6) ~~At the next Annual Election Meeting, anticipated to be in 2020;~~
 - (i) ~~The President will be elected for a two (2) year term;~~
 - (ii) ~~The Chair of Council will be elected for a one (1) year term;~~
 - (iii) ~~The Chair of the Finance, Audit and Risk Committee will complete the two (2) year term; and~~
 - (iv) ~~Three (3) Directors without portfolio will be elected for a two (2) year term unless through vacancy this would result in there being fewer than seven (7) Directors; then further Director(s) will be elected for a one (1) year term;~~
 - (v) ~~The Vice President will be elected for a one (1) year term from the Directors without Portfolio.~~

~~153154. Deletion of Transitional Provisions~~

~~Article 152 153 and this Article 153 154 are deleted one (1) month after the Annual Election in the year following the adoption of this Constitution.~~

CONSTITUTION of MEDICAL SOCIETY OF VICTORIA INC

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MEDICAL SOCIETY OF VICTORIA INC

CONSTITUTION

1. Name of the Society

The name of the Society is Medical Society of Victoria Inc (“Society”).

2. Definitions

In this Constitution, unless a contrary intention is defined:

“Act” means the *Associations Incorporation Act 1981 (Vic)*;

“Annual ballot” means the ballot of Ordinary members of the Society:

- 1) to exercise certain voting rights in the election of Councillors; and
- 2) to elect Independent members of the Council;

“ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*;

“Board” means the Board of directors of the Society;

“Chief Executive Officer” means a person who may be appointed to the role by the Board;

“Company” means Australian Medical Association (Victoria) Limited, ABN 43 064 447 678;

“Council” means the Council of the Society;

“Councillor” means an Ordinary Member who has been elected to the Council of the Society;

“Director” means an Ordinary Member who has been elected by Council to the Board;

“Doctor-in-Training” means an Ordinary Member who possesses provisional or general medical registration under the Registration Legislation, and is employed and generally training towards a specialist registration;

“Federal Council” means the Council of the National AMA;

“Fellow” means a person who has been elected to Fellowship of the National AMA;

“General Meeting” means a meeting of the Society’s Members;

“Hospital” means an institution providing medical, surgical and/or nursing care for sick or injured people located in Victoria;

“Member” means a subscribing person as defined under ‘Members’ below;

“Medical Student” means a person who is studying for the initial academic qualification which leads to registration as a provisionally registered medical practitioner;

“National AMA” means the Australian Medical Association Limited; ABN 37 008 426 793;

“Registration Legislation” means the relevant Act regulating the registration of medical practitioners in Victoria from time to time;

“Registration Authority” means a body empowered under the Registration Legislation to register, suspend or deregister medical practitioners;

“Retired” means withdrawn from an employed medical occupation;

“Section” means a membership group with a particular or distinctive professional or other interest;

“Standing Orders” are the rules governing debate at Council;

“Subdivision” means an allocation to a membership group of relative commonality by geographical area or vocational type;

“Subscription” means the required payment prescribed for membership entitlements to become available;

“University” means a tertiary educational institution which has a regulated course for the teaching and examination of medical students;

“Vocation” means a Member’s employed occupation.

3. Objects of the Society

The objects of the Society are:

- 1) To promote, maintain, protect and advance the health of the people of Victoria;
- 2) To identify health issues affecting the people of Victoria and to propose, promote and advocate for actions to address those issues;
- 3) To advocate for improvements in medical facilities and services in Victoria including improvements in the funding, facilities and programs provided by government;
- 4) To take an active part in the promotion of health care programs for the benefit of the people of Victoria and to participate in the resolution of major social and community health issues;
- 5) To promote the science of medicine;
- 6) To promote best practice in medicine;
- 7) To proactively strive to ensure, whenever possible, gender equality throughout the Society;

- 8) To circulate such information as may be thought desirable through or by means of a periodical journal which shall be the official journal of the Society, by other regular or occasional publications or circulars and on-line publications and content;
- 9) To collect and circulate statistics and other information relating to medical practice, health or health services or of relevance or interest to the medical profession and to decision makers in the area of health;
- 10) To act as the principal coordinating and negotiating body for the medical profession in Victoria and a forum for the medical profession at which consultation and communication takes place;
- 11) To promote, maintain, protect, advance and extend the honour and standing of the medical profession and the professional and academic independence of the members of the profession;
- 12) To advance exemplary professional conduct and efficiency, to promote fair and honourable practice, to discourage or prevent malpractice or professional misconduct and to ensure the highest clinical, ethical and scientific standards in the delivery of health care to the community;
- 13) To consider, originate and promote improvements or alterations in the law relating to health, the practice of medicine and the medical profession, including petitioning the Parliament of the State of Victoria or of the Commonwealth (and the government departments thereof) and taking such other steps and proceedings as may be deemed expedient for carrying out this object;
- 14) To promote the unity of the medical profession between the various States and Territories of the Commonwealth of Australia and to enter into all such agreements and memberships, and generally take, adopt and carry into effect all such steps, as are by law authorised or required for such purposes;
- 15) To consider, advise, and, if necessary, make recommendations on any subject connected with the appointments of legally qualified medical practitioners to public institutions, positions and services;
- 16) To maintain, restore, archive and display documents and objects, preserving for posterity the historical heritage of the Society since its inception;
- 17) To carry out such commercial or trading activities as are considered conducive to the achievement of the objects of the Society including by entering into arrangements or ventures where goods or services are provided to members of the medical profession including arrangements which exploit the intellectual property of the Society, including the AMA Victoria name;
- 18) To become a member of, subscribe to, affiliate with or enter into arrangements with any other organisation, whether incorporated or not, having objects altogether or in part similar to those of the Society or intended to advance the objects of the Society;
- 19) For the purposes only of achieving the above objects, including by ensuring the maintenance of a strong and active membership of the Society and the availability of financial resources to pursue those objects, provide services, advice, assistance and benefits to members of the Society including:

- (i) providing advice and services to, and acting on behalf of, members of the Society in matters relating to medical practice and medical services including commercial, legal, workplace and industrial relations matters; and
- (ii) providing courses of training, advice, welfare and support services and other benefits to members of the Society to support them in their personal and professional lives,

but subject always to the adherence with, and preservation of, the not-for-profit and if applicable charitable status of the Society.

4. Powers

The Society has the legal capacity and the powers of an individual and a body corporate as specified, except the power to:

- 1) issue shares;
- 2) distribute any of the Society's property among the members in kind or otherwise;
- 3) do any act that is prohibited by a law of a State or Territory.

5. Restriction on use of income and assets

- 1) The income and property of the Society must only be used in promoting its objects, other than as permitted by the Act.
- 2) No portion of its income or assets may be distributed directly or indirectly among its members.

6. Construction and Interpretation

- 1) If the Society is a registered charity, the ACNC Act will override any rules in this Constitution which are inconsistent with the ACNC Act.
- 2) If there is any conflict between any provision of this Constitution and any document referred to in this Constitution, the prevailing order of priority will be as follows:
 - (i) The Constitution.
 - (ii) The Regulations; then
 - (iv) The By-Laws.

7. The ACNC Act

Despite any other provision in this Constitution, if:

- a) the Act or the ACNC Act prohibits a thing being done, the thing may not be done;
- b) the Act or the ACNC Act requires something to be done, authority is given for that thing; and
- c) a provision of this Constitution is or becomes inconsistent with the Act or the ACNC Act, that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

8. Non-profit

- 1) The Society is a non-profit organisation and must not carry on business for the purpose of distributing profit to Members.
- 2) The income, property, profits and financial surplus of the Society, whenever derived, must be applied solely towards the promotion of the objects and purposes of the Society as set out in Article 3 and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits or otherwise to Members, except that nothing in this Constitution will prevent the payment in good faith of:
 - (i) remuneration to any officer or employee of the Society or to any Member in return for services actually rendered to the Society;
 - (ii) supply of goods or services to the Society in the ordinary course of business by a Member;
 - (iii) reasonable allowance and travelling expenses to Directors; or
 - (iv) making a payment to a Member in carrying out the Society's objects and purposes.

MEMBERS

9. Members Qualification

No person may be a Member unless that person:

- 1) ordinarily resides in Victoria;
- 2)
 - (i) is principally engaged in practice in Victoria under the Registration Legislation;
 - (ii) if Retired, was at the time of retirement registered as a medical practitioner under the Registration Legislation;
 - (iii) if a Medical Student associate member is principally associated for the relevant tuition year with a Victorian campus of a University Medical School; or
 - (iv) if a Doctor-in-Training is employed in Victoria; and
- 3) has paid the relevant Subscription.

10. Society's Obligation to National AMA

- 1) The Society does not pay any fees to National AMA.

11. The Members of the Society are divided into the following classes:

- 1) Ordinary Members;
- 2) Associate Members;
- 3) Other Members.

12. Membership Categories

- 1) Ordinary Members comprise:
 - (i) Registered medical practitioners under the Registration Legislation, who are:

- (a) practising, or
 - (b) non-practising;
 - (ii) Retired Practitioners
 - (a) who have retired from medical practice; and
 - (b) were at the time of retirement registered as a medical practitioner under the Registration Legislation;
 and
 - (iii) Honorary Members.
 - The Board:
 - (a) may elect Honorary Members from time to time; and
 - (b) must inform Council when it elects such Honorary Members.
- 2) Associate Members
- (i) Student Associate Members:

Every Victorian medical student who is registered as a medical student under the Registration Legislation is eligible for admission as a student associate member of the Society.
 - (ii) Additional categories of Associate Membership:

Additional categories of Associate Members may be prescribed by Regulation. Such Regulation shall set out:

 - (a) who is eligible;
 - (b) the rights of members of that category, including whether they may have voting rights; and
 - (c) whether a separate subscription is payable.
- 3) Other Members
- Additional categories of Other Members may be prescribed by Regulation. Such Regulation shall set out:
- (i) who is eligible;
 - (ii) the rights of members of that category, including whether they may have voting rights; and
 - (iii) whether a separate subscription is payable.

13. Joint Membership

On becoming an Ordinary Member, that Member also becomes a member of the Company.

14. Rights of Ordinary Members

Ordinary Members are entitled to all the privileges of membership. These include the right:

- 1) to attend, speak and vote at any forthcoming:

- (i) General Meetings of the Society;
- (ii) Election;
- 2) to receive an official journal of the Society;
- 3) to vote for and elect members of the Council;
- 4) to stand for election to the Council;
- 5) if, and only if, elected a member of the Council, to vote for members of the Board;
- 6) if, and only if, elected to the Council, to stand for election to the Board.

However this Constitution imposes some limitations on those rights in specific circumstances.

15. Rights of Retired Members and Honorary Members

Retired Members and Honorary Members are Ordinary Members but Honorary Members are not required to pay a subscription. A reference to Ordinary Members elsewhere in this Constitution includes Retired Members and Honorary Members.

16. Rights of Student Associate Members

Student Associate Members are entitled to:

- 1) attend and speak, but in general not vote, at General Meetings of the Society;
- 2) receive an official journal of the Society;
- 3) be nominated, through the relevant Affiliated Medical Students Society, for membership of the Council;
- 4) if, and only if, nominated as a member of the Council, to exercise one (1) deliberative vote:
 - (i) for members of the Board; and
 - (ii) at General Meetings of the Society,

but cannot be elected or appointed as a Director of the Society.

17. Applications for Membership

- 1) An eligible person may apply for membership.
- 2) The Board or its delegate may admit an eligible person to membership, subject to payment of the relevant subscription.
- 3) If the Board's delegate does not admit an otherwise eligible person to membership, the application must be referred to the Board.
- 4) The Board, if the whole number above three quarters of the Directors present and voting agree, may refuse an application if it reasonably forms the opinion that the applicant has engaged in conduct which:
 - (i) is derogatory to the medical profession; or
 - (ii) is not in the best interests of the Society; or
 - (iii) has caused damage to the Society.
- 5) The Board is not required to advise the applicant of the reasons for refusal of an application.

18. Subscriptions

- 1) The Board determines the annual subscription for Members within each of the classes:
 - (i) Ordinary Members;
 - (ii) Associate Members;
 - (iii) Other Members.
- 2) The Board may also determine the subscription for each Member category within these classes.
- 3) Each Ordinary membership subscription is a combined subscription consisting of:
 - (i) the subscription determined by the Board for the Society;
 - (ii) the subscription determined by the National AMA for its membership; and
 - (iii) the subscription for other conjoint agreement arrangements as determined by the Board.

19. Date for Payment of Subscription

The subscription is payable on 1 January each year, but the Board may determine that the subscription may be payable in instalments or regular direct debit arrangements on dates fixed by the Board.

20. Levies

- 1) The Board may impose a levy on ordinary members for a specific purpose.
- 2) A levy cannot be imposed without the consent of the Council after a recommendation from the Board.
- 3) A levy is due and payable on the date set out in the resolution which imposed it.

21. Cessation of Membership

A person ceases to be a Member of the Society if:

- 1) the Member ceases to satisfy any requirement for membership set out in Article 9 of this Constitution;
- 2) the Member resigns in writing;
- 3) the Member's registration as a medical practitioner or as a student is cancelled;
- 4) the Member, if a student Member, ceases to be registered as a student medical practitioner;
- 5) the Member's membership is terminated under the provisions of this Constitution;
- 6) the Member has failed to pay the annual subscription required by the date specified in a notice to the member that the subscription is overdue.

22. Suspension of Membership

If a Member's registration as a Medical Practitioner or student is suspended by the Registration Authority, that person's membership of the Society is suspended for the period of suspension of registration.

23. Withdrawal of Membership

If the whole number above three quarters of the Directors present at a meeting of the Board forms the opinion that a Member has engaged in conduct which:

- 1) is derogatory to the Society, the medical profession and/or the Registration Authority; or
- 2) is not in the best interests of the Society; or
- 3) has caused damage to the Society,
- 4) the Board shall:
 - (i) refer the matter to a Revocation Committee, formed from time to time as required, and
 - (ii) advise the Member of such referral.

24. Membership of Revocation Committee

- 1) The Board will select the members of the Revocation Committee.
- 2) A Director cannot be a member of the Revocation Committee.
- 3) The Revocation Committee will consist of three (3) Members, preferably comprising:
 - (i) past Presidents of the Society; then
 - (ii) Victorian Fellows of the National AMA; then
 - (iii) such Members deemed appropriate in the circumstances according to Regulation.
- 4) The Revocation Committee shall appoint its own secretary.
- 5) All members of the Revocation Committee must be present for it to be quorate.

25. Revocation Committee Procedure

The procedure to be followed by the Revocation Committee is set out in Regulations.

26. Penalties

- 1) The Revocation Committee must, at the conclusion of the procedure, if its members unanimously believe that the allegations are proved on the balance of probabilities, report that decision to the Board.
- 2) The Board may determine at its sole and complete responsibility:
 - (i) that the Member be expelled; or
 - (ii) that the Member's membership be suspended for a specified period; or
 - (iii) that no action be taken against the Member.

27. Readmission to Membership

The Board may require, as a condition of readmission of a person who was a Member, that the applicant pay any arrears of subscription due when membership ceased.

INTERNAL ORGANS AND RECOGNISED ORGANISATIONS AND SOCIETIES

28. Internal Organs

The internal organs of the Society are:

- 1) The Board;
- 2) The Council;
- 3) The Chief Executive Officer, if appointed, and the salaried staff of the Society;
- 4) Standing and Ad Hoc Committees and Working Groups of the Board or the Council;
- 5) The Subdivisions;
- 6) The Sections.

29. Affiliated Bodies

- 1) The Society also recognises:
 - (i) Affiliated Academic Organisations;
 - (ii) Affiliated Professional Organisations;
 - (iii) Affiliated Medical Students Societies.
- 2) Affiliated bodies have a representative Council position according to prescribed regulations.

SUBDIVISIONS

30. Purpose

The purpose of a Subdivision is:

- 1) to provide an opportunity for members within a specific locality or professional employment group to interact; and
- 2) to provide a mechanism for direct representation of members on the Council.

31. Membership of a Subdivision

- 1) Geographical Subdivisions comprise all Ordinary Members generally practising within, but upon request, living within, a geographical area according to the Regulations.
- 2) Vocational Subdivisions comprise all Ordinary Members practising within a similar vocational type according to the Regulations.

32. Members Allocated to a Subdivision

Every Ordinary Member, on admission, shall be allocated to a Geographical and a Vocational Subdivision according to Regulation.

33. Nomination of Subdivision

If a Member qualifies for membership of several Subdivisions, or on change in status or place of practice the Member may nominate their preferred Subdivision.

34. Alteration of Allocated Subdivision

An Ordinary Member may alter their Subdivision as their circumstances change by written application according to Regulation.

35. Participation in Subdivisions' Activities

A Member may only be a voting member of one (1) geographic and one (1) vocational Subdivision, but may request the opportunity to participate in activities organised by another Subdivision.

36. Geographic Subdivisions

The Board, after consulting the Council, may by Regulation:

- 1) determine the number, boundaries and continuation or cessation of geographical Subdivisions;
- 2) at least every ten (10) years after that review the boundaries of the geographical Subdivisions.

37. Constitution and Rules of Subdivisions

The structure, rules, procedure, rights and responsibilities of Subdivisions are set out in the Regulations.

38. Financing of Subdivisions

The Board may approve the expenditure of the funds of the Society on the activities of the Subdivisions.

SECTIONS

39. Purpose

The purpose of a Section is to provide an opportunity for members with a particular or distinctive professional or other interest to interact.

For clarity, approved Sections at the time of adoption of this Constitution are:

- 1) Section of General Practitioners (however engaged in the Vocation);
- 2) Section of Psychiatrists (however engaged in the Vocation);
- 3) Section of Retired Doctors.

40. Membership of a Section

A Member may at any time after admission apply for membership of a Section.

41. Adding or Removing Sections

The Board may, after consulting the Council:

- 1) approve additional Sections; and
- 2) determine that any Section shall cease to be a Section of the Society.

42. Constitution and Rules of Sections

The structure, rules, procedure, rights and responsibilities of Sections are set out in Regulations.

43. Financing of Sections

The Board may approve the expenditure of the funds of the Society on activities of the Sections.

44. Section may apply for Recognition as an Affiliated Organisation

A Section may at any time apply for recognition as an Affiliated Organisation provided it satisfies the Affiliated Organisation eligibility criteria.

AFFILIATED ORGANISATIONS

45. Affiliated Organisations

- 1) Any medical body drawn from medical practitioners and medical students resident in Victoria may apply for recognition as an Affiliated Organisation.
- 2) The body need not be incorporated.
- 3) The body may be a chapter, faculty or other local branch of a national medical body.
- 4) The body must have a quota of Society Members to obtain recognition.

46. Quota for Recognition

For the purposes of recognition of an Affiliated Organisation, a quota is the greater of:

- 1) 20 Ordinary and Associate Members of the Society; or
- 2) such number above 20 which is equal to 0.25 percent of the number of Ordinary and Associate Members of the Society.

47. Recognition of Affiliated Organisations

The Board upon the recommendation of the Council may recognise an applicant as an Affiliated Organisation.

48. Affiliated Academic Organisation

If the applicant is established as a University medical faculty, a Medical College or learned society or like body, it shall be designated on recognition as an Affiliated Academic Organisation.

49. Affiliated Professional Organisation

If the applicant is generally established for medico-political purposes, it shall be designated on recognition as an Affiliated Professional Organisation.

50. Cessation of Affiliation

An organisation ceases to be an Affiliated Organisation if:

- 1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- 2) the Board, whilst conducting a regular five-yearly review, concludes the organisation does not possess the necessary quota of Members; or
- 3) the organisation, on request at any time, fails to provide evidence that it has the necessary quota of Members or
- 4) the organisation is derogatory to the Society, the medical profession and/or the Registration Authority; or
- 5) the Board, with the agreement of Council, or on its own initiative, determines to withdraw recognition.

51. Affiliated Medical Students Societies

- 1) Any society of medical students may apply for recognition according to Regulation.
- 2) The society need not be incorporated.
- 3) The society must be recognised by an Australian University conducting a medical course in Victoria as a body representing the Victorian medical student body at that University.
- 4) The Board, after consulting the Council, may recognise the society as an Affiliated Medical Students Society.

52. Cessation of Recognition of Affiliated Medical Students Society

An Affiliated Medical Students Society ceases to be recognised if:

- 1) no nominee of the organisation attends any Council meeting held during a period of two (2) consecutive years; or
- 2) the society, on request, fails to provide evidence that it is recognised by the relevant University as the body representing medical students; or
- 3) the society is derogatory to the Society, the medical profession and/or the Registration Authority; or
- 4) the Board, after consulting the Council, determines to withdraw recognition.

GENERAL MEETINGS OF THE SOCIETY

53. General Meetings of Members

There are two (2) kinds of General Meetings:

- 1) The Annual General Meeting; and
- 2) An Extraordinary General Meeting.

54. Auditor to be Given Notice

The Society's auditor must be given notice of each General Meeting.

55. Quorum

The quorum for a General Meeting is twenty-five (25) ordinary members personally present within thirty (30) minutes after the time set out in the notice of the meeting. Once a General Meeting achieves its quorum, it must complete its agenda, unless three quarters of Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

56. Adjournment if no Quorum

If a quorum is not achieved, the General Meeting is adjourned as close as practical to a similar date, time and place in the next week.

57. No Quorum at Adjourned General Meeting

If a quorum is not achieved at the adjourned General Meeting, the meeting is dissolved.

58. Notice of General Meetings

The period of notice for the Annual General Meeting of the Society is twenty eight (28) days. The period of notice for an Extraordinary General Meeting of the Society is twenty-eight (28) days.

59. Form and Contents of Notice

- 1) Notice must be given in accordance with the procedure observed by the Company. To be clear, the Society permits use of electronic forms of notice.
- 2) The notice of meeting must specify a date, time and place of the meeting, as well as a facsimile number and an email address for the purpose of the receipt of proxy appointments, and a date and time by which proxies must be received.
- 3) The notice may specify other electronic means by which a Member may give a proxy appointment.

60. Deemed Date of Receipt

The date on which a notice sent is deemed to have arrived is the date the Company deems such notice to have arrived.

61. Notice if General Meeting Adjourned

New notice is required if a General Meeting is adjourned for four (4) weeks or more.

62. Place for General Meetings

A General Meeting may be held simultaneously at more than one (1) venue, including by the use of digital technology.

63. Proxies

A Member may appoint any other Member as the Member's proxy.

The provisions relating to proxies that apply to the Company apply to the Society.

64. Annual General Meeting

Subject to the Act, the Annual General Meeting shall be held in the same manner in which the Company holds an annual general meeting.

65. Power to Call Extraordinary General Meetings

The Board may call an Extraordinary General Meeting of the Society at any time.

66. Extraordinary General Meeting at Request of Members

Members may request the Board to call an Extraordinary General Meeting in accordance with the procedure observed by the Company.

67. Consequence of Failure to Call an Extraordinary General Meeting

If the Directors do not call an Extraordinary General Meeting when so requested by Members, following the same procedure observed by the Company, a proportion of the Members who have requested a meeting to call one at the expense of the Society.

68. Extraordinary General Meeting Called by Members

A proportion of Members may also call an Extraordinary General Meeting at their own expense in accordance with the procedure observed by the Company.

69. Members' Right to list a Resolution

A proportion of members also has the right to require a motion to be included on the agenda of the next General Meeting.

70. Presiding at General Meetings

The President shall usually preside at a General Meeting, but if the President is not available or declines to act (for the meeting or part of the meeting), the Members present must elect a person to preside.

71. Voting at General Meetings

Voting is carried out in accordance with the procedure observed by the Company.

72. Adjournment of a General Meeting after Commencement.

The person presiding may adjourn the General Meeting, and must do so if three quarters of the Members present and voting vote to adjourn the meeting under such terms as the meeting determines.

73. Business at Adjourned General Meeting

- 1) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 2) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed.

COUNCIL

74. Role of the Society's Council

- 1) The role of the Council is:
 - (i) considered to be paramount related to policy development, providing recommendations to the Board;
 - (ii) to ensure that, in the formulation of policy and in making decisions, the Board has the opportunity to receive the widest possible range of views of Members;
 - (iii) to elect the Directors.
 - (iv) to consider, advise on or make recommendations on Regulations or By Laws prior to their being made or amended by the Board.
- 2) The Council may establish committees and/or working groups which shall report to the Council.
- 3) The Council functions as the Society's council.

75. Society Council Membership

- 1) The Council consists of:
 - a) The Directors, in their personal capacity only;
 - b) Such nominee(s) of each Subdivision such that no Member possesses more than 250 votes;
 - c) Such nominee(s) of each Affiliated Organisation such that no Member possesses more than 250 votes;
 - d) The elected Independent Members, but no Independent Member shall be able to exercise more than 250 votes;
 - e) Two (2) nominees of each Affiliated Medical Students Society, each of whom may exercise one (1) personal vote;
 - f) Five (5) Members elected by and from the Fellows of the National AMA resident in Victoria, each of whom may exercise one (1) personal vote;

- g) Any Member who is a member of the Council of the National AMA but who is not otherwise a member of the Society's Council, each of whom may exercise one (1) personal vote;
 - h) Any Member who was a Director in the previous election year, but who is not now a Director, each of whom may exercise one (1) personal vote.
- 2) Each Director is a Member of the Society's Council in their personal capacity. For clarity, they relinquish any representative role on Council which enabled the Director to stand for election, and the Council representative position may be recontested by other Members in the relevant Internal Organ.

76. Election of Fellows Representatives to Council

A separate ballot may be held at the same time to elect five (5) representatives of the Victorian Fellows of the National AMA to the Society's Council according to Regulation.

77. Number of Votes in Annual Ballot

Membership with the Society does not confer additional votes.

78. Independent Member of Council

- 1) A person is qualified as an Independent Member if that person receives a quota of Members' votes.
- 2) For the purpose of qualifying as an Independent Member, a quota is the greater of:
 - a) 200 Ordinary and Associate Members; or
 - b) such number above 200 which is equal to 2.5 percent of the number of Ordinary and Associate Members of the Society.
- 3) Any votes cast for an Independent Member who does not receive the required quota will be declared null and void.

79. Council Annual Ballot

- 1) An Annual Ballot of voting Members of the Society must be held each year according to Regulation prior to the election of Directors at the Annual Election Meeting:
- 2) The purpose of the Ballot is:
 - a) to determine how many votes, to a maximum of 250 votes per Councillor, each representative of the Affiliated Organisations possesses for the election of the Directors;
 - b) to elect Independent Members of Council and to determine how many votes, to a maximum of 250 votes per Councillor, each elected Independent Member has in the election of the Directors.
- 3) The ballot may be conducted:
 - a) by post; or
 - b) by any electronic means consented to by the Board on the recommendation of the Council.

80. Declaration of Result

On the completion of the Annual Ballot the Returning Officer must advise all Councillors of:

- 1) The names of the Fellows elected;
- 2) The names of the Independent Members elected to Council and their votes to a maximum and
- 3) How many nominees and votes each nominee of a:
 - a) Subdivision; and
 - b) Section; and
 - c) Affiliated Organisation,may exercise.

All nominees are to have as close as possible to equal numbers, to a maximum of 250 votes per Councillor in any ballot for election of Directors at that year's Annual Election Meeting.

COUNCIL MEETINGS

81. Minimum Number of Council Meetings

At least four (4) Council meetings must be called each year, typically about quarterly. Council meetings may be associated with General Meetings as required.

82. Regular Meeting Dates

The dates and time for the regular meetings of the Council are determined in advance by the Board in consultation with Council.

83. Quorum for Council Meeting

The quorum for a Council meeting is one quarter of the Councillors then in office, rounded up to the next whole number, personally present.

84. Annual Meeting to Elect Directors

- 1) An Election Meeting of Council is held each year prior to the Annual General Meeting, to elect the Directors according to Regulation.
- 2) For clarity, the Election meeting may occur on the same day as the Annual General Meeting.
- 3) Proxies may be exercised provided that no Councillor will have more than 250 votes. Proxy votes causing a Councillor to exceed 250 votes will be scaled downwards proportionally by the Returning Officer.

85. Period of Notice Required

At least seven (7) days' notice must be given for any Council meeting, or as otherwise stipulated in the Regulations.

86. Dispensing with Notice

If the Board determines that the immediate urgency of the matter for which an unscheduled Council meeting is called necessitates shorter notice, the meeting may be called with shorter notice. For clarity, an election cannot be held under this provision.

87. Unscheduled Council meetings

- 1) An unscheduled Council meeting may be called by the President at any time.
- 2) An unscheduled Council meeting must be called if at least one quarter of the Councillors then in office:
 - a) request in writing that one be held; and
 - b) specify the purpose of that non-regular Council meeting.
- 3) Normal quorum requirements remain for unscheduled Council meetings.

88. Special Notice if the business of an Unscheduled Meeting of Council is the Election of a Director

If an election of a Director or Directors is to take place at an unscheduled Council meeting:

- 1) at least twenty-one (21) days' notice must be given; and
- 2) the meeting must have a notified agenda; and
- 3) the notice must state that an election is to take place; and
- 4) each Councillor must be advised of the number of votes they may exercise at that election, to a maximum of 250 votes.

89. Business at Unscheduled Council Meetings

The only business which can be transacted at an unscheduled Council meeting is the business for which it was called, unless three quarters of the Councillors present and voting determine to consider other Society business, other than an election for Directors.

PROCEDURE AT COUNCIL MEETINGS

90. Presiding at Council Meetings

The Chair of the Council shall normally preside at meetings of the Council. If the Chair is not present or is unwilling to chair a meeting or part of a meeting, the Council shall elect a Councillor to preside for the relevant part of the meeting, which may be its entirety. The President will not ordinarily be the Chair of the Council.

91. Standing Orders

A Council meeting will be conducted according to Standing Orders.

92. Alternates and Proxies

If an elected Councillor is unable to attend a Council meeting, the Councillor may appoint:

- 1) an alternate Member from the affiliated or represented organisation; or
- 2) another Councillor as a proxy.

93. Rights of Council Alternates and Proxies

An Alternate or Proxy may exercise at that meeting for which they have been appointed all the powers of the Councillor who is unable to attend, unless Article 94 applies.

94. Appointment may Limit Powers

The instrument of appointment of an Alternate or Proxy may:

- 1) require the person appointed to vote as directed, or
- 2) restrict the matters on which the person appointed may vote.

95. Minimum Notice of Appointment of Alternate or Proxy

An appointment of an Alternate or Proxy must be notified to the Chief Executive Officer or equivalent or delegate not less than one (1) hour before the commencement of the relevant Council meeting.

VOTING AT COUNCIL

96. Two (2) kinds of Voting

Voting at Council meetings is of two (2) kinds.

- 1) Voting in Elections for the Directors of the Society:
 - (i) For the election of a Director or Directors,
 - a) at the annual Election Meeting of Council; and
 - b) on a vote at any other Council meeting at which notice has been provided that a purpose of that meeting is to fill a casual vacancy on the Board,
 - (ii) the vote is by secret ballot; and
 - (iii) Councillors may exercise their number of votes, to a maximum of 250 votes per Councillor, according to Regulation.
- 2) For all other Council votes, each Councillor has one (1) vote, unless appointed as a proxy for another Councillor according to Regulation, in which case the Councillor may exercise their own vote and any proxies votes they have received.

97. Secret Ballot at other Council Meetings

A secret ballot, other than for an election, may be held if five (5) Councillors request it, and Council agrees by simple ballot on a show of hands to agree to a secret ballot, but each Councillor may still only exercise one (1) vote.

98. Voting in the Election of the Directors

A ballot for the election of a Director shall be according to Regulation.

99. Voting Conditional on Payment of Subscription

A person cannot vote at a Council meeting, including as an alternate or proxy, if that person:

- 1) has not paid the annual subscription; or
- 2) has not paid the agreed instalments due by the relevant date in accordance with an agreement with the Society.

For clarity, only financial Members can exercise a vote.

BOARD OF DIRECTORS

100. Role of Board

- 1) The Board is responsible for the finances, financial management, legal obligations and control of the Society and, unless restricted by a provision of this Constitution or the Act, may exercise all the powers of the Society to achieve its objects and control its seal.
- 2) The Board does not have a primary role to develop policy, which is the role of the Council of the Society but has the full responsibility for the approval and the implementation of this policy.
- 3) If this policy is not accepted by the Board for legal or financial reasons, then it will advise and inform its decision to Councillors within two (2) weeks.

101. Remuneration of Directors

- 1) Each Director may be paid by the Society for service as a Director of the Society. The Board shall determine the amount for each specific position subject to a maximum fee payable to each Director as recommended by a Remuneration Committee established as a standing committee of Council, elected annually by Council.
- 2) There shall be three (3) members of the Remuneration Committee who:
 - i) make recommendations to Council in the year preceding from whence the recommendation of any change related to the Director's remuneration applies; and
 - (ii) have previously been Directors of the Society; and
 - (iii) cannot whilst on the Committee be Directors of the Society; and
 - (iv) need not be members of the Council, and
 - (v) may meet by teleconference or other digital modality.
- 3) After receipt of the recommendation of the Remuneration Committee of a maximum payment for each position of Director and the recommendation's approval by Council, the Board shall determine a maximum fee payable to each Director for the next calendar year.

102. Board may Delegate

The Board may by resolution by simple majority delegate any of its functions to a person, working group or committee. But a responsibility specifically given to the Board by this Constitution cannot be delegated.

103. Board may make Regulations and By Laws

The Board may, by resolution approved by at least half of the Directors in office, make Regulations and By Laws to give effect to this Constitution and its Objects after consultation with the Council.

104. Number

There are seven (7) Directors, comprising:

- 1) President;
- 2) Vice President;
- 3) Chair of the Audit, Risk and Compliance Committee;
- 4) Four (4) Directors without portfolio;
- 5) Consistent with Article 3(7) of this Constitution, a minimum of three (3) Directors who are women and a minimum of three (3) Directors who are men;
- 6) a minimum of one (1) Doctor-in-Training who may be any one of the above.

105. Nominee to Federal Council

The Society does not nominate a member to the Federal Council.

106. Procedure for Election of Directors and the Chair of the Council

- 1) All Directors and the Chair of the Council are usually elected by the Councillors at the Annual Election Meeting preceding the Annual General Meeting or as otherwise provided in this Constitution in the event of filling a casual vacancy.
- 2) The procedure for the election of Directors is set out in Regulations.
- 3) The election for each Director's position is a separate election conducted in the following sequence:
 - a) President;
 - b) Audit, Risk and Compliance Committee Chair (alternate year to President);
 - c) Directors without Portfolio;
 - d) Vice President.
- 4) Only one (1) position will be elected at a time and sequence, such that there are seven (7) Directors, one of whom is President, one of whom is Vice President, and one of whom is Chair of the Audit, Risk and Compliance Committee, and four (4) of whom are Directors Without Portfolio.
- 5) A Member may only hold one (1) Director's position at a time.
- 6) The Chair of the Council is elected after the Directors for a one (1) year term.

107. Term

- 1) All Directors are elected for a two (2) year term, but the office of Vice President is held by an elected Director for one (1) year.
- 2) A term expires by effluxion of time at the conclusion of the Annual Election Council meeting in the relevant year.
- 3) Directors take office on election at the conclusion of the Annual Election meeting of Council in the relevant year.

108. Term of Person Filling Casual Vacancy on the Board

A Member elected to fill a casual vacancy on the Board holds office for the remainder of the term for which the Director's predecessor was elected.

109. Eligibility for Election as a Director

- 1) All Councillors are eligible for election as a Director or to a specific office on the Board except as set out in the following Articles.
- 2) Eligibility for election for a particular position is determined on the day before the date of the Annual Election Meeting.
 - a) This does not apply to the position of Vice President, who is elected from elected Directors Without Portfolio at the particular election meeting which is taking place.
- 3) A nominee of an Affiliated Medical Students Society who is a Councillor is not eligible to be elected as a Director.

110. Ineligible for Election as a Director if Previously Elected in Special Circumstances

A Councillor is ineligible to be elected as a Director if:

- 1) that Councillor is a Councillor solely because that Councillor was a Director in the previous election year, but is not now a Director; or
- 2) The Councillor has previously been elected a Director for a total of ten (10) consecutive years and has had less than four (4) years' absence from the Board.

111. Single Position

- 1) At a Council meeting at which an election of a Director or Directors takes place, a Councillor elected as a Director to a named position at that Council meeting is not eligible to stand for, or be elected to, any other position as a Director at that same Council meeting, even if they have nominated for a further position.
- 2) A Member may only occupy one (1) Director's position at any point of time.
- 3) This Article does not apply to the election of Vice President.

112. Total Permissible Term would be exceeded

A Councillor is ineligible to be elected as a Director, to a specific office on the Board or as Chair of Council, if at any time during the term for which that person would be elected, the Councillor would exceed the maximum number of consecutive years in office in the position as follows:

- 1) President: two (2) years;

- 2) Vice President: four (4) one (1) year terms, either consecutively or cumulatively;
- 3) Combination of President and Vice President: six (6) years;
- 4) For all Directors, ten (10) consecutive years in any capacity, which will require an absence as a Director for at least four (4) years;
- 5) Chair of Council: five (5) years.

For clarity, any part term of less than six (6) months duration served by filling a casual vacancy as a Director does not contribute to service to be considered for this Article.

113. Partial Term after Election to Casual Vacancy Excluded

If a Councillor is elected to fill a casual vacancy in the position of President or Vice President, the period for which that person is elected at that election is disregarded in calculating maximum terms of office in those positions.

114. Eligibility to Stand for Vice President

The Vice President:

- 1) is elected from those five (5) eligible elected Directors who are not the President or the Chair of the Audit, Risk and Compliance Committee who have been elected at the current election or the election in the previous year;
- 2) holds office for the coming one (1) year.

115. No Dual Positions

- 1) If, at an election meeting, a current Director is elected to a new position on the Board other than the position currently held by that Director immediately before an election,
 - 1) the current Director will be deemed to have given proper notice of resignation; and
 - 2) to have resigned from the former role, effective upon election to that new position.
- 2) Where the current Director is a Director without Portfolio, and is elected to a new, named position at an election meeting referred to in Article 106, the principles in Article 117(3) shall, as far as is practicable, apply.
- 3) In any other case, a casual vacancy on the Board shall arise and be filled in accordance with Articles 124 to 128.
- 4) This Article does not apply to the election of Vice President.

116. Retiring Vice President

If the retiring Vice-President is not elected President or re-elected Vice President, and has only served one (1) year of the two (2) year term for which originally elected as Director without Portfolio, the Vice-President reverts to Director without Portfolio for the coming year.

For clarity, it is understood this will have implications for the Board's gender balance requirement.

117. Years of Election

- 1) The President and the Chair of the Audit, Risk and Compliance Committee are normally elected in alternate years according to Regulation.
- 2) Elections will occur to provide for seven (7) Directors of the Society.

- 3) It is permissible to elect a Director for a one (1) year term if required to provide for seven (7) Directors of the Society.

118. Cessation of Directorship

- 1) Circumstances in which a Member ceases to be a Director are as set out in this Constitution.
- 2) A Member ceases to be a Director if the Member ceases to be an Ordinary Member of the Society.

119. Removal of Director by Society

- 1) Usually, only a General Meeting can remove a Director.
- 2) Specifically, Directors cannot remove a Director, unless upon confirmed incapacity of the Director.
- 3) Usually, Council cannot remove a Director, unless there is such urgency that a non-regular meeting of the Council is convened to consider the matter prior to due calling of a General Meeting, and three quarters of the Councillors present and voting support the removal.

120. Director not affected by Actions of Nominating Body

- 1) A director who is a nominee of a Subdivision does not cease to be a director if:
 - (i) the Subdivision ceases to exist; or
 - (ii) the Subdivision changes its nominee.
- 2) A Director who is a nominee of an Affiliated Organisation does not cease to be a Director if:
 - (i) the Affiliated Organisation ceases to be recognised; or
 - (ii) the Affiliated Organisation changes its nominee.

121. Incapacity of President

- 1) If the Board by simple majority vote, from which the President must be excluded, considers that the President is incapable of performing the functions of the office of President, it shall refer the matter to a committee constituted in the same manner and with the same membership as the Revocation Committee (Article 24).
- 2) If the Revocation Committee confirms to the Board the incapacity of the President to perform the functions of the office, the Vice President shall assume the functions of the President and:
 - (i) shall be known as the Acting President; and
 - (ii) be entitled to benefit from the President's associated remuneration and conditions.
- 3) For clarity, the President remains a Director and entitled to remuneration and conditions as a non-Presidential Director.
- 4) The Vice President shall then be Acting President until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:

- (i) the President is capable of resuming the functions of the office of President for the remainder of the President's elected term, and the Acting Vice President resumes office as Vice President with the associated non-Presidential remuneration and conditions; or
- (ii) the President ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

122. Incapacity of other Director(s)

- 1) If the Board by simple majority vote, from which the Director(s) must be excluded, considers that the Director(s) is incapable of performing the functions of the office of Director, it shall refer the matter to a committee constituted in the same manner and with the same membership as the Revocation Committee (Article 24).
- 2) If the Revocation Committee confirms to the Board the incapacity of the Director to perform the functions of the named office, the Board shall elect a Director without portfolio to assume the functions of the named office and shall be known as the acting office bearer.
- 3) The acting office bearer shall then be in that role until such time as the Revocation Committee certifies to the Board, which must so notify Council, that:
 - (i) the Director is capable of resuming the functions of the office for the remainder of their elected term, and the acting office bearer resumes their previous office; or;
 - (ii) the Director ceases to be a Director, causing a casual vacancy to be filled according to Regulation.

123. Incapacity of Board

In the event of the loss of at least four (4) members of the Board, a temporary Interim Board, comprising such numbers of the Fellows representatives on the Council to re-establish a seven (7) member Board shall be established to operate the Society and manage the requisite election to re-establish the Board by filling casual vacancies created.

FILLING CASUAL BOARD VACANCIES

124. Filling Casual Vacancies - General Rule

If a person ceases to be a Director before the end of the period for which that Member was elected, an election must be held at the next Council meeting to fill the casual vacancy.

125. Filling Casual Vacancies – if Existing Director Intends to Stand

If the office in which the vacancy arose is filled by an existing director,

- 1) the vacancy in the position previously held by that director must also be filled at that Council meeting; and

- 2) notice of the possible contingent vacancies must be notified with the primary vacancy.

126. Filling Casual Vacancy Arising close to a Regular Council Meeting

If the casual Board vacancy occurs less than four (4) weeks before the next notified Council meeting, the election must take place at the Council meeting following the next notified Council meeting.

127. Filling Casual Presidential Vacancy Arising close to Annual Election

A vacancy in the position of President within three (3) months before the annual Council meeting at which the elections ordinarily take place is filled by the Vice President, and the Board elects one of the Directors without portfolio to fill the vacancy in the position of Vice President.

128. Filling Casual non-Presidential Board Vacancy Arising close to Annual Elections

- 1) If a vacancy in the Vice-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a non-Presidential Board member to the office.
- 2) If a vacancy in the Chair of the Audit, Risk and Compliance Committee Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the Board appoints a Board member to the office.
- 3) If a vacancy in any other non-Presidential Board position occurs within three (3) months before the annual Council meeting at which the elections ordinarily take place, the vacancy remains unfilled.

MEETINGS OF THE BOARD

129. Who may call a Board Meeting

A meeting of the Board shall be called by the Chief Executive Officer or the Secretary if:

- 1) decided by the Board; or
- 2) directed by the President; or
- 3) requested by the majority of Directors.

130. Period of Notice for a Board Meeting

At least 7 days' notice shall be given of a Board meeting, which must have an agenda and provision for the recording and archiving of minutes.

131. Dispensing with Notice for a Board Meeting

A Board meeting may be held with less notice if:

- 1) the President; or
- 2) three-quarters of the other Directors consider that the business of the meeting is urgent.

132. Electronic Meetings are Permissible

Meetings of the Board may be held electronically if each Director participating can communicate with every other participant.

133. Board Resolution without a Meeting

- 1) A resolution in writing and agreed to by the majority of the Directors is as effective as a resolution passed at a Board meeting duly convened and held.
- 2) The resolution may consist of several counterparts, each agreed to by one or more Directors.
- 3) The Society may send a proposed resolution in writing to the Directors and for the purposes of this Article, a Director may agree to the resolution by affixing his or her signature, in original or electronic form or by reply email or other documentary means to that effect.

134. Board Voting

- 1) Every Director entitled to vote on a resolution, with no declared conflict of interest in the matter under discussion, has one (1) vote.
- 2) The person presiding does not have a casting vote.
- 3) In the event of a tied vote, the status quo remains.
- 4) A Director may request their opposition or abstention on a vote be recorded, but ordinarily it would not be recorded.

135. Board Quorum

The quorum at a Board meeting is the first whole number greater than one half of the number of Directors in office at the time.

For clarity, the usual quorum number will be four (4), all of whom may be the same gender.

136. Effect of Vacancy on Right to make Decisions

The right of the Board to make decisions is not affected by a vacancy in the number of Directors in office.

137. Board member Presiding at a Board meeting

- 1) The President is entitled to preside at a Board meeting.
- 2) If the President:
 - a) is unable or unwilling to preside; or
 - b) is absent from the meeting,the Board member to preside shall be the Vice President.
- 3) If the Vice President is:
 - a) unable or unwilling to preside; or
 - b) absent from the meeting,then a Director elected by the Board for that part of the meeting affected shall preside.

138. Effect of Defect in Appointment

A Board decision that has been put into effect is not affected by the later discovery that:

- 1) there was a defect in the appointment of a Director participating; or
- 2) that a person participating was disqualified from being a Director.

139. Directors with Personal Interests in Matters

The Act sets out the responsibilities of a Director who has a material personal interest in a matter.

140. Chief Executive Officer

The Board may appoint a Chief Executive Officer on such terms as it thinks fit.

141. Society Secretary

The Board shall appoint a Society Secretary.

142. Attendance at Board meetings

The Chief Executive Officer, or equivalent, is entitled to attend all Board meetings, except that part of a Board meeting considering matters relating to the position of the Chief Executive Officer or equivalent.

143. Delegation to the Chief Executive Officer

The Board may by resolution delegate to the Chief Executive Officer, or equivalent, such of the powers of the Directors as are not required by this Constitution to be dealt with by the Directors.

GENERAL

144. Financial Records

The duties of the Directors and the Society in relation to making and keeping financial records are as set out in the Act.

145. Auditor

The responsibility of the Society in relation to audit and the auditor are as set out in the Act.

146. Common Seal

The Common Seal of the Society shall only be affixed to a document in accordance with a resolution of the Board. Each such resolution shall be recorded in a Register kept for that purpose.

147. Witnessing Affixing of the Seal

The sealing must be witnessed by two (2) Directors, who must also sign the document to which the Common Seal is affixed.

148. Meetings and Elections by Technology

Notwithstanding any provision to the contrary in this Constitution, the Regulations or the By Laws:

- (1) Any meetings contemplated by this Constitution including but without limit to General Meetings, Board meetings, Council meetings and Subdivision meetings may be conducted by any means permitted by law (including the Corporations Act) including hybrid and virtual meetings using information technology provided that the technology provides persons who attend the meeting as a whole a reasonable opportunity to participate in it and subject to any other conditions as may be prescribed by law. A person who attends the meeting by information technology will be deemed personally present for the purposes of any quorum requirement.
- (2) Any election or ballot contemplated by this Constitution may be conducted by any electronic or virtual means using information technology without the need for any meeting but complying as closely as possible with any other requirements for such election or ballot as may be consented to by the Board on the recommendation of the Council.

149. Minutes

The Board must ensure that minutes, including relevant background material, are taken, authenticated and kept of all:

- 1) General Meetings;
- 2) Board meetings; and
- 3) Board resolutions without a meeting in the same way the Company keeps such records.

150. Indemnity

Every Director and Officer of the Society (including all members of all organs of the Society, as referred to in this Constitution) shall be indemnified by the Society to the extent permitted by the Act in respect of all acts done or omitted to be done in the proper exercise of the duties of that person as a Director or Officer of the Society.

151. Liability of Members Limited to Amount of Guarantee

By becoming a Member of the Society, each Member guarantees that:

- 1) if the person is a Member at the time of winding up; or
- 2) if the person has been a Member at any time during the previous year that Member will pay the sum of Two Australian Dollars (A\$2.00) towards the debts and winding up costs of the Society.

152. Disposal of Assets on Winding up

- 1) If the Society is wound up, its remaining assets must not be distributed to its Members.
- 2) Any assets remaining on winding up must be given to an entity or entities which:
 - (i) have similar objects to those of the Society; and
 - (ii) which also prohibit distribution of profit, income or assets to their Members.

- 3) The entity or entities must be determined:
 - (i) by the Members in General Meeting, or, if that is not done,
 - (ii) by resolution of the Board approved by more than half of all the Directors in office.

CONSTITUTION of MEDICAL SOCIETY OF VICTORIA INC

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