

AFMW CONSTITUTION 2015

CONTENTS

| | | |
|-------------|---|-----------|
| 1 | PRELIMINARY | 3 |
| 1.1 | NAME | 3 |
| 1.2 | AIM AND OBJECTS | 3 |
| 1.3 | DEFINITIONS | 4 |
| 2 | MEMBERSHIP | 5 |
| 2.1 | MEMBERSHIP ELIGIBILITY | 5 |
| 2.2 | ADMISSION OF MEMBERS | 6 |
| 2.3 | APPLICATION FOR MEMBERSHIP | 7 |
| 2.4 | AFFILIATION WITH OTHER ORGANISATIONS | 7 |
| 2.5 | REGISTER OF MEMBERS | 8 |
| 2.6 | MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE | 9 |
| 2.7 | CESSATION OF MEMBERSHIP | 9 |
| 2.8 | RESIGNATION OF MEMBERSHIP | 10 |
| 2.9 | DISCIPLINING OF MEMBERS | 10 |
| 2.10 | RIGHT OF APPEAL OF DISCIPLINED MEMBER | 11 |
| 2.11 | FEES AND SUBSCRIPTIONS | 12 |
| 2.12 | MEMBERS LIABILITIES | 13 |
| 2.13 | RESOLUTION OF DISPUTES | 13 |

| | | |
|-------------|--|-----------|
| 3 | COUNCIL AND EXECUTIVE | 13 |
| 3.1 | COMPOSITION AND MEMBERSHIP OF COUNCIL | 13 |
| 3.2 | POWERS OF COUNCIL | 15 |
| 3.3 | POWERS OF THE EXECUTIVE | 15 |
| 3.4 | OFFICE-BEARERS | 16 |
| 3.5 | ELECTION OF OFFICE-BEARERS | 17 |
| 3.6 | REMOVAL OF EXECUTIVE OF COUNCIL MEMBERS | 19 |
| 4. | MEETINGS OF THE FEDERATION | 19 |
| 4.1 | MEETINGS | 19 |
| 4.2 | SPECIAL GENERAL MEETINGS | 19 |
| 4.3 | NOTICE | 19 |
| 4.4 | VOTING | 20 |
| 4.5 | CHAIR | 20 |
| 4.6 | QUORUM | 20 |
| 4.7 | MINUTES | 20 |
| 4.8 | INVITED ATTENDEES | 20 |
| 4.9 | NOTICE OF EXECUTIVE MEETINGS AND BUSINESS CONDUCTED | 21 |
| 4.10 | DELEGATION BY COMMITTEE TO SUB-COMMITTEE | 21 |
| 4.11 | VOTING AND DECISIONS | 22 |
| 4.12 | TRIENNIAL GENERAL MEETING OF FEDERATION | 23 |
| 4.13 | ANNUAL GENERAL MEETINGS OF COUNCIL | 24 |
| 4.14 | SPECIAL GENERAL MEETING | 25 |
| 4.15 | NOTICE | 25 |

| | | |
|------|--------------------------------|----|
| 4.16 | QUORUM | 26 |
| 4.17 | PRESIDING MEMBER | 27 |
| 4.18 | ADJOURNEMENT | 27 |
| 4.19 | MAKING OF DECISIONS | 27 |
| 4.20 | SPECIAL RESOLUTIONS | 28 |
| 4.21 | POSTAL BALLOTS | 29 |
| 5 | FINANCE | 30 |
| 6. | WINDING UP | 31 |
| 7. | REPRESENTATIONS | 31 |
| 8. | ALTERATIONS TO CONSTITUTION | 32 |
| 9. | ADMINISTRATION (MISCELLANEOUS) | 32 |

1 PRELIMINARY

1.1 NAME

The name of the Federation shall be The Australian Federation of Medical Women Incorporated (hereinafter called "the Federation"). The Federation is composed of the Medical Women's Societies and Association(s) of the Australian States and Territories.

1.2 AIM AND OBJECTS

The aim of the Federation shall be to further the professional development of medical women through education and research and to improve the health and welfare of all persons but especially women and children in the Australian community.

The objects of the Federation are:

1.2.1 To promote the interests of medical women in all matters relating to their professional work by continuing education and other means.

1.2.2 To act for and represent medical women in all matters of mutual interest at national and international levels and in relation to the further education of Australian Medical Women.

1.2.3 To affiliate with the Medical Women's International Association and any other national or international association approved by the Federation.

1.2.4 To arrange conventions, seminars, conferences and meetings on behalf of Medical women and to assist in travel and other arrangements ancillary to holding of or attendance at conventions, seminars, conferences and meetings by medical women.

1.3 DEFINITIONS

In this constitution:

1.3.1 The Federation means the Australian Federation of Medical Women (AFMW)

1.3.2 MWIA means the Medical Women's International Association

1.3.3 The Act means the Associations Incorporation Act 2009.

1.3.4 The Regulation means the Associations Incorporation Regulation 2010.

1.3.5 AHPRA means the Australian Health Practitioners Regulatory Authority

1.3.6 Special general meeting means a general meeting of the Council of the Federation other than an annual general meeting.

1.3.7 Secretary means:

1.3.7.1 the person holding office under this constitution as secretary of the Federation, or

1.3.7.2 if no such person holds that office - the Public Officer of the Federation.

1.3.8 Ordinary member of Council means a member of the Council who is not an office-bearer of the Federation

2 MEMBERSHIP

2.1 MEMBERSHIP ELIGIBILITY

2.1.1 Member Organisations

The Medical Women's Associations and Societies of the various States and Territories of Australia, provided their constitutions are approved by the Council of the Federation. These will be referred to as "Member Organisations".

2.1.2 Full Members

All Medical Women holding a Medical Degree or qualification registrable as a medical practitioner by the Australian Health Practitioners Regulatory Authority, who are members of any Medical Women's organisation referred to in 2.1.1 of this clause and for whom an affiliation fee has been paid will be referred to as "Full Members".

2.1.3 Individual Members:

Qualified Medical Women, holding a Medical Degree or qualification registrable as a medical practitioner by the Australian Health Practitioners Regulatory Authority may apply for individual membership. Every applicant for admission as an individual member shall be proposed by one member and seconded by another in writing. Admission shall be by vote of the Council of the Federation and after payment of dues. Individual members shall pay the same affiliation fee and have the same rights as full members.

2.1.4 Associate Members:

Women medical students and women medical graduates, not holding a Medical Degree or qualification registrable as a medical practitioner by the Australian Health Practitioners Regulatory Authority, may be admitted as associate members without the right to vote or hold office. No affiliation fee is payable for associate members.

2.2 ADMISSION OF MEMBERS

All members of the Australian Federation of Medical Women at the date of the adoption of this Constitution shall be deemed to be members under this Constitution.

2.2.1 Member Associations:

Applications for membership by an Association or Society of Medical Women shall be made in writing to the Secretary of the Federation and shall be accompanied by the Constitution of the Association or Society. Admission shall be by vote of the Council of the Federation. Unless 60% of those present and entitled to vote are in favour of admitting the association or society to membership, the application shall be refused.

2.2.2 Full Members:

The Secretary or other responsible officer of any Member Association shall forward to the Secretary of the Federation a complete list of all its members over each year. All those persons who fulfil the conditions referred to in 2.1.2 shall be admitted as Full Members.

2.2.3 Individual Members:

Every applicant for admission as an individual member shall be proposed by one member and seconded by another in writing and admission shall be by vote of the Council of the Federation and after payment of dues.

2.2.4 Associate Members:

Those women described in paragraph 2.1.4 may be admitted as Associate Members:

2.2.4.1 In States and Territories where a member association exists, by inclusion in the annual list of members sent to the Federation by their Member Association and payment of any dues.

2.2.4.2 Where no Member Association exists admission shall follow the procedure outlined in 2.2.3

2.3 APPLICATION FOR MEMBERSHIP

2.3.1 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Council which is to determine whether to approve or to reject the application,

2.3.2 As soon as practicable after the Council makes that determination, the secretary must:

2.3.2.1 notify the proposed applicant or organisation, in writing, that the Council has approved or rejected the application (whichever is applicable), and

2.3.2.2 if the Council approved the application, request the Individual member or organisation to pay the sum payable under this constitution by a member as the annual subscription.

2.3.3 On payment of fees in accordance with Rule applicant's 2,3,3(b) the Secretary shall enter the name of the organisation or individual applicant on the Register of members with membership having effect from the date of approval by the Council

2.4 AFFILIATION WITH OTHER ORGANISATIONS

2.4.1 AFMW is affiliated with the MWIA and dues are payable on behalf of full and individual members to the international organisation.

2.4.2 AFMW may form affiliations with organisations which share the aims of the Federation but which do not have exclusive membership of Medical Women.

2.5 REGISTER OF MEMBERS

2.5.1 The Secretary will keep a Register of the membership of Member Societies and Associations including the names and postal, electronic or residential addresses of members as submitted by these organisations each year.

2.5.2 The Secretary will keep a Register of the nominated representatives of each Society or Association and shall update the Register of nominated representatives as soon as is practical upon notification by a member organisation of a change of representative

2.5.3 The Secretary will keep a list of Individual Members and Associate Members including the names and postal, electronic or residential addresses of such members together with the date on which the woman became a member. Members and Associates shall give notice of changes to their name or address as soon as practicable after a change is made

2.5.4 The register of members must be open for inspection, free of charge, by any member of the Federation at any reasonable hour.

2.5.5 A member of the Federation may obtain a copy of any part of the register (subject to clause 2.5.6 below)

2.5.6 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

2.5.7 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

2.5.7.1 the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

- 2.5.7.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.

2.6 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or entitlement which an organisation or individual has by reason of being a member of the Federation:

- 2.6.1 is not capable of being transferred or transmitted to another organisation or individual; and
- 2.6.2 terminates on cessation of membership.

2.7 CESSATION OF MEMBERSHIP

2.7.1 An Individual Member or Associate Member ceases to be a member of the Federation if the person:

- 2.7.1.1 Dies, or
- 2.7.1.2 Resigns from membership, or
- 2.7.1.3 Is expelled from the Federation, or
- 2.7.1.4 Fails to pay the annual membership fee under clause 2.11 within 3 months after the fee is due.

2.7.2 A Member Society or Association ceases to be a member of the Federation if that organisation:

- 2.7.2.1 Resigns membership, or
- 2.7.2.2 Is expelled from the Federation, or
- 2.7.2.3 Fails to pay the annual membership fee under clause 2.11 within 3 months after the fee is due, or

2.7.2.4 Is wound up

2.8 RESIGNATION OF MEMBERSHIP

2.8.1 A Member organisation which has paid all amounts payable to the Federation may resign from membership by first giving notice (of not less than one month or if the Executive has so determined, a shorter period) in writing to the Secretary advising of the intention to resign. At the end of that period of notice the organisation ceases to be a member.

2.8.2 An Individual Member who has paid all amounts payable to the Federation may resign her membership having given appropriate notice to the Secretary (as set out in 2.8.1 above).

2.8.3 Secretary must amend the Register of Members to note the date the organisation or Individual Member ceased to be a member.

2.9 DISCIPLINING OF MEMBERS

2.9.1 Where the Executive is of the opinion that a member organisation or Individual Member or Associate has:

2.9.1.1 Persistently refused or neglected to comply with a provision of these rules; or

2.9.1.2 Has persistently and wilfully acted in a manner prejudicial to the interests of the Federation;

the Executive may, by resolution expel the member from the Federation; or suspend the member from such rights and privileges of membership of the Federation as the Executive may determine for a specified period.

2.9.2 The Executive may refuse to deal with a complaint against a member if it considers the complaint to be trivial or vexatious in nature.

2.9.3 If the Executive decides to deal with the complaint, the Secretary:

- 2.9.3.1 Must cause notice of the complaint to be served on the member organisation or Individual member concerned, and
- 2.9.3.2 Must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and
- 2.9.3.3 The Executive must take into consideration any submissions made by the member in connection with the complaint.
- 2.9.4 The Executive may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 2.9.5 If the Executive expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive for having taken that action and of the member's right of appeal under clause 2.10
- 2.9.6 The expulsion or suspension does not take effect:
 - 2.9.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - 2.9.6.2 if within that period the member exercises the right of appeal, unless and until the Council of the Federation confirms the resolution under clause 2.9.4 whichever is the later.

2.10 RIGHT OF APPEAL OF DISCIPLINED MEMBER

A member may appeal to the Council of the Federation in a special meeting against a resolution of the Executive under clause 7, within 7 days after notice of the

resolution is served on the member, by lodging with the secretary a notice to that effect.

2.10.1 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

2.10.2 On receipt of a notice from a member under sub clause 2.10.1 the secretary must notify the Council which is to convene a special meeting of the Council to be held within 28 days after the date on which the secretary received the notice.

2.10.3 At a Special meeting of the Council convened under sub clause (2.10.2):

2.10.3.1 no business other than the question of the appeal is to be transacted, and

2.10.3.2 the Executive and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

2.10.3.3 members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

The appeal is to be determined by a simple majority of votes cast by members of the Council.

2.11 FEES AND SUBSCRIPTIONS

2.11.1 The Council at its Annual General Meeting shall determine the annual subscription payable by member Societies and Associations.

2.11.2 Unless otherwise determined by Council, each member organisation shall pay to the Federation in respect of each of its registered members as of 31st December of the preceding year, the following dues:

2.11.3 An annual affiliation fee as determined above (which includes the amount to be paid on behalf of each member to the Medical Women's International Association) and such per capita levy as may be determined from time to time by the Council

2.11.4 Each Individual Member shall pay an annual subscription, the amount of which shall be determined by Council as above.

2.11.5 Subscriptions shall be due on the first day of July each year.

2.12 MEMBERS LIABILITIES

The liability of a member of the Federation to contribute towards the payment of the debts and liabilities of the Federation or the costs, charges and expenses of the winding up of the Federation is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by sub clause 2.11.

2.13 RESOLUTION OF DISPUTES

2.13.1 A dispute between a member and another member (in their capacity as members) of the Federation or a dispute between a member or members and the Federation is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

2.13.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

2.13.3 The Commercial Arbitration Act 1984 to any such dispute referred to arbitration.

3 COUNCIL AND EXECUTIVE

3.1 COMPOSITION AND MEMBERSHIP OF COUNCIL

3.1.1 The governing body of the Federation shall be a Council which shall consist of two members from each member association, appointed to the Council by their member association, a representative of the Individual Members, elected by postal ballot of those Members, a rural councillor, a recent graduate councillor, who should be no more than 7 years from graduation, and the immediate Past

President. The council is empowered to conduct all business of the Federation in accordance with the constitution.

- 3.1.2 The AFMW Council will elect a national Co-ordinator for a three year term. The National Co-ordinator would then be an ex-officio member of the council without the power to vote. If the National Co-ordinator is a councillor representing an organisation, then the relevant member organisation will be invited to nominate another representative.
- 3.1.3 The rural councillor and recent graduate councillor will be selected by Council from those members who have expressed an interest in serving as representatives of these membership groups.
- 3.1.4 Any member of the federation who is a member of the executive of the Medical Women's International Association or a chairman of a standing committee of that Association shall be an ex-officio member of the council without the power to vote.
- 3.1.5 The members of the Council may act notwithstanding any vacancy occurring in the membership of the Council and no acts or proceedings of the Council shall be invalidated by reason of any such vacancy.
- 3.1.6 Members of the Council at the time of such adoption of this Constitution shall continue in office until the next General Meeting.
- 3.1.7 The names of councillors appointed by member Societies and Associations shall be forwarded to the Honorary Secretary of the Federation at least six weeks prior to the date fixed for the annual meeting. Any change of councillors made by member organisations must be sent to the Honorary Secretary immediately
- 3.1.8 No councillor shall serve more than six years consecutively, unless she is elected an office-bearer
- 3.1.9 If a casual vacancy occurs among the Councillors, the vacancy shall be filled by the member organisation among whose representatives the vacancy has occurred and the person so appointed shall retain her position only for the remainder of the term for which her predecessor was appointed.

3.1.10A casual vacancy in the office of a member of the Executive or Council occurs if the member:

3.1.10.1 Dies, or

3.1.10.2 Ceases to be a member of the Federation, or

3.1.10.3 Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

3.1.10.4 Resigns office (by notice in writing given to the secretary), or

3.1.10.5 Is removed from office under sub clause 3.6 or

3.1.10.6 Becomes a mentally incapacitated person, or

3.1.10.7 Is absent without reasonable excuse or the consent of the Council from three consecutive meetings of the committee, or

3.1.10.8 is disqualified from office under the Act, section 63(1)

3.2 POWERS OF COUNCIL

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Federation in general meeting, the Council:

3.2.1 is to control and manage the affairs of the association, and

3.2.2 may exercise all such functions as may be exercised by the Federation, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Federation, and

3.2.3 has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Federation

3.3 POWERS OF THE EXECUTIVE

- 3.3.1 Between meetings of the council the affairs of the Federation shall be managed by an executive consisting of the four office-bearers and two councillors elected by council and the National Co-ordinator
- 3.3.2 The executive shall meet at such times as determined by the President and or the Honorary Secretary. Such meetings may be in person, by electronic conferencing or other means as agreed by the executive.
- 3.3.3 The quorum for an executive meeting shall be three. The total number of Executive members is to be seven
- 3.3.4 Minutes shall be kept and circulated to council members and to the secretaries of member organisations within four weeks of each meeting.
- 3.3.5 Members or member societies wishing to introduce items of business for executive consideration shall forward them to the Honorary Secretary. Such items shall be considered at the next meeting of the executive.
- 3.3.6 Executive members shall be given at least fourteen days' notice of meeting and receive an agenda and supporting documents seven days prior to a meeting.
- 3.3.7 The President shall provide a report of executive activities to each Council meeting.
- 3.3.8 The President may invite to executive meetings any person she believes will contribute to their deliberations.

3.4 OFFICE-BEARERS

- 3.4.1 Office-bearers shall be a President, a Vice-President, an Honorary Secretary and an Honorary Treasurer
- 3.4.2 Office bearers shall be elected for a term of three years by the Council and shall be eligible for re-election to the same position once.
- 3.4.3 Honorary Secretary

- 3.4.3.1 The office and postal address of the Federation shall be determined by the council.
- 3.4.3.2 The Secretary of the Federation must, as soon as practicable after being appointed as Secretary, lodge notice with the Federation her address.
- 3.4.3.3 It is the duty of the Secretary to keep minutes of:
 - 3.4.3.3.1 all appointments of office-bearers and members of the Executive and Council, and
 - 3.4.3.3.2 the names of members of the Executive or Council present at an Executive meeting or a Council meeting, and all proceedings at Executive or Council meetings and general meetings.
- 3.4.3.4 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting

3.4.4 Honorary Treasurer

- 3.4.3.5 It is the duty of the treasurer of the Federation to ensure:
 - 3.4.3.5.1 that all money due to the Federation is collected and received and that all payments authorised by the Council are made, and
 - 3.4.3.5.2 that correct books and accounts are kept showing the financial affairs of the Federation, including full details of all receipts and expenditure connected with the activities of the Federation

3.5 ELECTION OF OFFICE-BEARERS

Present office-bearers shall continue in office until the end of the Triennial meeting which follows the Special meeting at which this constitution is adopted.

- 3.5.1 Nominations for office-bearers and the two ordinary members of the Executive, in writing, must reach the Honorary Secretary six weeks prior to the annual meeting of council.
- 3.5.2 Nominations and accompanying statements shall be forwarded to member organisations at least four weeks before the meeting at which the election will take place.
- 3.5.3 Nominations can only be made by member organisations or Council members, and must be accompanied by a brief statement and signed acceptance of nomination by the person proposed. To be eligible for nomination as an office bearer a member must have experience on council
- 3.5.4 Election shall take place at the triennial council meeting, by a ballot of two votes from each member organisation and individual votes from the rural, young graduate and Individual members representatives. In the case of a tied vote a second ballot will held between the tied candidates. The President shall have a casting vote.
- 3.5.5 All Office Bearers are to be elected in the same year.
- 3.5.6 The Council shall have power to fill for the remainder of the term any casual vacancy occurring among the office-bearers during their term of office.
- 3.5.7 Member organisations will be invited to appoint another representative to Council to fill the position previously held by those appointed to an executive position.
- 3.5.8 If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3.5.9 If insufficient further nominations are received, any vacant positions remaining on the executive are taken to be casual vacancies.

3.5.10 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

3.5.11 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

3.6 REMOVAL OF EXECUTIVE OF COUNCIL MEMBERS

3.6.1 The Federation in general meeting may by resolution, subject to section 50 of the Act, may remove any member of the Executive or Council from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

4. MEETINGS OF THE FEDERATION

4.1 MEETINGS

The Council shall hold at least three meetings a year. Only the annual meeting must be face-to-face; other meetings may be by electronic conference.

4.2 SPECIAL GENERAL MEETINGS

Special meetings of the Council may be called at any time by the direction of the President and shall be called by the President on the written request of not less than two member organisations, stating the business for which such meeting is required. Notice convening a special meeting of the council shall specify the business to be dealt with. Such meeting shall be held within two months of a request being made.

4.3 NOTICE

Six weeks' notice shall be given of all AFMW Council Meetings to Councillors and Secretaries of Member Organisations. The agenda for each meeting shall be distributed to all Councillors not less than fourteen days before the date of the meeting.

4.4 VOTING

Every member of the Council shall be entitled to one vote. In case of the absence from a meeting of one or both Councillors representing a Member organisation, that Member organisation may appoint for such meeting one or two proxies, as the case may be, who shall have the right to vote on all matters dealt with at such meeting. Written notification of proxies from the Member organisation must be received by the Honorary Secretary prior to the commencement of a Council Meeting.

4.5 CHAIR

The Chairman of a meeting will be the President or, in the absence of the President, a chair will be elected by the other members of the Council. The Chair shall have only an ordinary vote.

4.6 QUORUM

The quorum at all meetings of Council shall be eight.

4.7 MINUTES

Minutes of Council meetings shall be circulated promptly to Councillors and Member Associations.

4.8 INVITED ATTENDEES

The President may invite, with the acquiescence of Council, a person to contribute to Council discussion.

4.9 NOTICE OF EXECUTIVE MEETINGS AND BUSINESS CONDUCTED

- 4.9.1 Oral or written notice of a meeting of the Executive must be given by the secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive before the time appointed for the holding of the meeting
- 4.9.2 Notice of a meeting given under sub clause (3.3.2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive members present at the meeting unanimously agree to treat as urgent business
- 4.9.3 Any three members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive
- 4.9.4 No business is to be transacted by the Executive unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same hour of the same day in the following week
- 4.9.5 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

4.10 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 4.10.1 The Council or Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Federation as the Council or Executive thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:

- 4.10.1.1 this power of delegation, and a function which is a duty imposed on the Council by the Act or by any other law
- 4.10.1.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 4.10.1.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4.10.1.4 Despite any delegation under this clause, the Council may continue to exercise any function delegated.
- 4.10.1.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Council
- 4.10.2 The Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 4.10.3 A sub-committee may meet and adjourn as it thinks proper.

4.11 VOTING AND DECISIONS

- 4.11.1 Questions arising at a meeting of the council or executive or of any sub-committee appointed by the council are to be determined by a majority of the votes of members of the council, executive or sub-committee present at the meeting.
- 4.11.2 Each member present at a meeting of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 4.11.3 Subject to clause 4.6, the Council may act despite any vacancy on the committee.

4.12 TRIENNIAL GENERAL MEETING OF FEDERATION

4.12.1 A TRIENNIAL general meeting of members shall be held at the conclusion of each President's term of office at such time and place as shall be decided by the Council. Those entitled to be present at this meeting are as follows:

4.12.1.1 Members of the Council.

4.12.1.2 Members. All members, whether they have obtained membership through Member Organisations or have been admitted on the basis of Individual Membership or Associate Membership. All persons present in accordance with this Constitution can take part in discussion of any matter. All full or individual members have the right to vote; Associate Members do not.

4.12.2 At a Triennial general meeting the business shall include:

4.12.2.1 Confirmation of the minutes of the previous General Meeting.

4.12.2.2 Receipt of the Treasurer's report and the audited accounts for the intervening years.

4.12.2.3 Election of auditor for the ensuing period.

4.12.2.4 Receipt of the Honorary Secretary's report for the intervening period.

4.12.2.5 Announcement of office-bearers and AFMW representatives to other organisations and committees.

4.12.2.6 Any other business of which notice in writing has been given to the Honorary Secretary six weeks before the General Meeting is held.

4.12.2.7 The appointment of delegates to the Australian Medical Association Federal Assembly or any other association or organisation to which the Council deems it advisable to have delegates

4.13 ANNUAL GENERAL MEETINGS OF COUNCIL

4.13.1 An Annual face-to-face meeting of the Council will be held at such time and place as shall be decided by Council. All full, Individual and Associate members (as described in clause 2.2) are entitled to attend the annual Council meeting.

4.13.2 The Federation must hold its first annual general meeting within 18 months after its registration under the Act. The Federation must hold its annual general meetings:

4.13.2.1 within 6 months after the close of the Federation's financial year, or

4.13.2.2 within such later time as may be allowed by the Director-General or prescribed by the Regulation.

4.13.3 The annual general meeting of the Federation is, subject to the Act and to sub clause 4.13.2, to be convened on such date and at such place and time as the Council thinks fit.

4.13.4 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

4.13.4.1.1 to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

4.13.4.1.2 to receive from the committee reports on the activities of the association during the last preceding financial year,

4.13.4.1.3 to elect office-bearers of the association and ordinary committee members,

4.13.4.1.4 to receive and consider any financial statement or report required to be submitted to members under the Act.

4.13.5 An annual general meeting must be specified as such in the notice convening it.

4.14 SPECIAL GENERAL MEETING

4.14.1 The Council may, whenever it thinks fit, convene a special general meeting of the association.

4.14.2 The Council must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Federation.

4.14.3 A requisition of members for a special general meeting:

4.14.3.1 Must state the purpose or purposes of the meeting, and

4.14.3.2 Must be signed by the members making the requisition, and

4.14.3.3 Must be lodged with the secretary, and

4.14.3.4 May consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4.14.4 If the Council fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

4.14.5 A special general meeting convened by a member or members as referred to in sub clause (4.14.4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council

4.15 NOTICE

4.15.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 4.15.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub clause (4.15.1), the intention to propose the resolution as a special resolution.
- 4.15.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.13).
- 4.15.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.16 QUORUM

- 4.16.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 4.16.2 Eight members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 4.16.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- 4.16.3.1 (a) if convened on the requisition of members, is to be dissolved, and
 - 4.16.3.2 (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

4.16.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

4.17 PRESIDING MEMBER

4.17.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

4.17.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

4.18 ADJOURNEMENT

4.18.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.18.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

4.18.3 Except as provided in sub clauses (4.16.1) and (4.16.2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.19 MAKING OF DECISIONS

4.19.1 A question arising at a general meeting of the association is to be determined by either:

- 4.19.1.1 a show of hands, or
- 4.19.1.2 if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- 4.19.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 4.19.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

4.20 SPECIAL RESOLUTIONS

A special resolution may only be passed by voting.

4.20.1 Voting

4.20.1.1 On any question arising at a general meeting of the association a member has one vote only.

4.20.1.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

4.20.1.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

4.20.1.4 Proxy voting must not be undertaken at or in respect of a general meeting.

4.21 POSTAL BALLOTS

4.21.1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under sub clause 2.10.2)

4.21.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation

5 FINANCE

- 5.1 The financial year of the Federation shall be from the first day of July to the thirtieth day of June of the next year.
- 5.2 The funds of the Federation are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Federation in general meeting, such other sources as the Council determines.
- 5.3 Subject to any resolution passed by the Council in general meeting, the funds of the Federation are to be used in pursuance of the objects of the Federation in such manner as the Council determines.
- 5.4 The Council shall have power to receive hold invest and expend funds of the Federation. Monies may only be invested in authorised trustee investments in the State or Territory where the investment is made. Investments shall be reviewed annually.
- 5.5 The Council shall operate banking accounts in the name of the Federation into which all monies shall be paid. The Treasurer must, as soon as practicable after receiving any money, issue an appropriate receipt
- 5.6 No disbursements shall be made directly out of money received before such money shall have been paid into the bank account.
- 5.7 All payments whether by Cheque, electronic transaction or other negotiable instrument shall be authorised by two of the elected office bearers.
- 5.8 The Treasurer shall keep proper books of account and shall present to the Council at the Annual Meeting an audited statement of the receipts and payments of the Federation for the financial year preceding that meeting. The Treasurer shall be ready at any time to furnish the President or the Council with such information as may be required with regard to the financial affairs of the Federation.
- 5.9 The accounts shall as soon as practicable after the end of each financial year be audited by a qualified accountant or auditor who shall not be a member of the

Federation, the husband of a member, or a close relative of a member of the Federation.

5.10 In the event that the Treasurer fails to keep proper accounts of the Federation or fails to present audited accounts to meeting of Council or to General Meetings of the Federation, then the Treasurer can be dismissed from office by a vote of the Council.

6. WINDING UP

The Federation may be wound up by resolution passed by a majority not less than two-thirds of the members present at a Special General Meeting of which not less than six weeks notice in writing signifying the intention to propose the winding up resolution shall have been given to the members provided that;

- i. The quorum of such a meeting shall be one quarter of the members or proxies of the Federation.
- ii. The proposal shall have been previously approved by the Council of the Federation and by a majority of member associations.
- iii. Payment of its liabilities including the expense of winding up.

If upon the winding up or the dissolution of the Federation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Federation but shall be given or transferred to some other organisation having similar objects to the Federation and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Federation.

7. REPRESENTATIONS

7.1 The Federation may elect a member (not necessarily a Councillor) to represent it to other organisations.

7.2 Such representatives shall be elected by the Council, by a ballot of the councillors or proxies of each member association. In the case of a tied vote a second ballot will be

File called: 20200627_1200_AFMWConstitution.docx

held between the tied candidates. In the event of a second tie the president shall have the casting vote.

7.3 The executive shall place a call for nominations to all member organisations outlining the role and responsibilities of such a representative

7.4 Nominations shall be received two (2) weeks prior to a vote of Council.

7.5 The executive may, if urgent representation is required, nominate an interim representative until such time as a vote of Council can occur.

8.ALTERATIONS TO CONSTITUTION

8.1 This Constitution may be altered or amended at any General Meeting or at a Special General Meeting called for that purpose provided that particulars of the proposed alterations or amendments shall have been given to each Member Association not less than six weeks before the date of such meeting.

8.2 A two-thirds majority of those present and eligible to vote is necessary to change the Constitution.

9.ADMINISTRATION (MISCELLANEOUS)

9.1 The Federation may effect and maintain insurance.

9.2 Change of name, objects and constitution.

An application to the Director-General for registration of a change in the Federation's name, objects or constitution in accordance with Section 10 of the Act is to be made by the Honorary Secretary or a Council member

9.3 Custody of Books and Records.

Except as otherwise provided by this constitution, the Honorary Secretary must keep in her custody or under her control all records, books and other documents relating to the Federation

9.4 Inspection of books and Records

9.5 The following documents must be open to inspection, free of charge, by a member of the Federation at any reasonable hour:

9.5.1 records, books and other financial documents of the Federation, this constitution

9.5.2 Minutes of all committee meetings and general meetings of the association.

9.5.3 A member of the association may obtain a copy of any of the documents referred to in sub clause 9.5 on payment of a fee of not more than \$1 for each page copied.

10 SERVICE OF NOTICES

10.1 For the purpose of this constitution, a notice may be served on or given to a person:

10.1.1 by delivering it to the person personally, or

10.1.2 by sending it by pre-paid post to the address of the person, or

10.1.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

10.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

10.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and

10.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

10.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the transmission was made.